Sheffield Teaching Hospitals NHS Foundation Trust

(A Public Benefit Corporation)

Trust Constitution

Reference Number	Version	Status	Executive Lead(s) Name and Job Title	Author(s) Name and Job Title	
	5.0	Current	Sandi Carman Assistant Chief Executive	Andy Challands Corporate Governance Manager	
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Associated Documentation:

Trust Controlled Documents
Standing Orders of the Board of Directors
Standing Orders of the Council of Governors

External Documentation
NHS Constitution
NHS Foundation Trusts: Code of Governance, Monitor 2013
Model Constitution, Monitor 2014
Model Election Rules, NHS Providers 2014

Legal Framework
National Health Service Act 2006
Health and Social Care Act 2012

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Version History

Version	Issue date	Summary of amendments
1.0	30/06/2004	
1.1	01/03/2005	Amendment
1.2	14/02/2007	Amendment
1.3	03/12/2007	Amendment
2.0	22/02/2013	Material changes to ensure compliance with 2012 Health and Social Care Act Commencement Order October 2012
3.0	30/04/2013	Material changes to update v3.0 Constitution in accordance with Monitor's Model Constitution and to ensure compliance with 2012 Health and Social Care Act Commencement Order April 2013.
3.1	17/09/2014	Non-material amendments to the Constitution following annual review: References to the *Trust Secretary* have been changed to the *Assistant Chief Executive;* references to the *Independent Regulator* have been replaced by *Monitor* and references to Monitor's Licence has been inserted, as appropriate.
3.2	01/09/2015	A material change to v3.1 Constitution to amend the maximum tenure of the Non-Executive Director representing the University of Sheffield and non-material amendments including typos, changing references to Primary and Community Services to Combined Community and Acute Care Group and inserting references to Monitor's License in the Standing Orders appendices.
4.0	06/02/2017	Non material changes from v3.2 Constitution: Re-format in Trust Controlled Document style; as appropriate, change references from Monitor to NHS Improvement (NHSI) to reflect the launch of NHSI from 1 April 2016; and, reformat the Standing Orders of the Board of Directors which will be separately published and controlled outside the Constitution. Material changes from v 3.2 Constitution: Paragraph inserted to clarify the need to maintain a majority for elected Public/Patient Governors compliant with section 9(1) of Schedule 7 of the NHS Act 2006; and, provision included in Annexe 8 to allow the Trust to offer the reserve candidate the opportunity to assume a vacant office of Governor for the unexpired balance of term in the event that an elected Governor ceases to hold office.

Version	Issue date	Summary of amendments
5.0	08/01/2018	Non material changes from v4.0: Updated title for Combined Community and Acute Group and minor typos. Material changes from v4.0: Executive Directors increased from 6 to 7 to reflect the appointment of the Director of Strategy and Planning and number of Non-Executive Directors changed from “up to 7” to “7 or more” to ensure a majority of Non-Executive Directors is maintained; creation of 2 Board committees from Finance, Performance and Workforce Committee i.e. Finance and Performance Committee and Human Resources and Organisational Development Committee; and, clarification of the relationship between the Council of Governors and the Nomination and Remuneration Committee of the Council of Governors to ensure statutory compliance.

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Executive Summary

Trust Constitution

Document Objectives:	The Constitution of the Sheffield Teaching Hospitals NHS Foundation Trust
Group/Persons Consulted:	Council of Governors, Board of Directors and Assistant Chief Executive
Monitoring Arrangements and Indicators:	Annual Review undertaken on behalf of the Assistant Chief Executive
Training Implications:	None
Equality Impact Assessment:	Neutral
Resource implications:	None

Intended Recipients:

Who should:-

➢ be **aware** of the document and where to access it	The Constitution and its annexes should be accessible to the public and are available on the Trust's website and the NHS Improvement website.
➢ **understand** the document	Assistant Chief Executive, members of the Board of Directors, members of the Council of Governors and Senior Managers.
➢ have a **good working knowledge** of the document	Assistant Chief Executive, members of the Board of Directors, members of the Council of Governors.

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1. Interpretation and definitions

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

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

Definitions:

"the 2006 Act"	is the National Health Service Act 2006.
"the 2012 Act"	is the Health and Social Care Act 2012.
"Accounting Officer"	means the person from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 of the 2006 Act.
"Area of the Trust"	means the area specified as the area of the Public Constituency in Annex 1.
"Assistant Chief Executive"	means the Assistant Chief Executive of the Trust or any other person appointed by the Trust to perform the duties of the Assistant Chief Executive or such other person as may be appointed by the Trust to perform the functions of a Trust Secretary under this Constitution.
"Board of Directors"	means the Board of Directors of the Trust as constituted pursuant to this Constitution and the 2006 Act.
"Carer"	means an individual who has been a carer of a patient within the period commencing on the 1 April 1998, other than an individual providing care in pursuance of a contract (including a contract of employment) or as a volunteer for a voluntary organisation.
"Chairman"	means the Chairman of the Trust.
"Chief Executive"	means the Chief Executive of the Trust.
"Class"	means the division of a Membership Constituency by reference to the description of individuals eligible to be Members of it.
"Code of Conduct"	means any code of conduct published by the Trust and amended from time to time to govern or guide the conduct of Governors, Directors or Officers of the Trust.

"Council of Governors"	means the Council of Governors as constituted in accordance with this constitution. This is the body referred to as the Council of Governors in the 2012 Act.
"Director"	means a Director on the Board of Directors.
"Financial Year"	means any period of twelve months beginning on 1st April.
"Governor"	means a person who is a member of the Council of Governors.
"Health Service Body"	shall have the same meaning as in Section 9(4) of the 2006 Act.
"Licence"	means the Trust's licence granted by Monitor under the 2012 Act.
"Member"	means a member of the Trust.
"Monitor"	means the body corporate known as Monitor, as provided by Section 61 of the 2012 Act.
"NHS Improvement"	means the organisational body for oversight of NHS Foundation Trusts, NHS Trusts, as well as independent providers that provide NHS-funded care and which operationally brings together a number of corporate bodies, including Monitor.
"Patient"	means an individual who has received care from the Trust within the period commencing on the 1 April 1998.
"Terms of Authorisation"	are the Terms of Authorisation issued by Monitor under Section 35 of the 2006 Act.
"the Trust"	means the Sheffield Teaching Hospitals NHS Foundation Trust.
"Trust Hospital"	means all or any hospital or other patient care facilities administered by the Trust from time to time and designated by the Trust as falling within this definition.

2. Name

The name of the foundation trust is Sheffield Teaching Hospitals NHS Foundation Trust ("the Trust").

3. Principal purpose

3.1 The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England, subject to the terms of its Licence.

3.2 The 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 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 may also carry on 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, in accordance with its statutory duties and its Licence.

4. Powers

4.1 The powers of the Trust are set out in the 2006 Act, subject to the terms of its Licence.

4.2 All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.

4.3 Any of these powers may be delegated to a committee of Directors or to an Executive Director.

5. Membership and constituencies

The Trust shall have members, each of whom shall be a member of one of the following constituencies:

5.1 a public constituency

5.2 a staff constituency, and

5.3 a patients' constituency

6. Application for membership

An individual who is eligible to become a member of the Trust may do so on application to the Trust.

7. Public Constituency

7.1 An individual who lives in an area specified in Annex 1 as an area for a public constituency may become or continue as a member of the Trust.

7.2 Those individuals who live in an area specified for a public constituency are referred to collectively as a Public Constituency.

7.3 The minimum number of members in each Public Constituency is specified in Annex 1.

8. Staff Constituency

8.1 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a member of the Trust provided:

8.2

8.2.1 they are employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or

8.2.2 they have been continuously employed by the Trust under a contract of employment for at least 12 months.

8.3 Individuals who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, may become or continue as members of the staff constituency provided such individuals have exercised these functions continuously for a period of at least 12 months.

8.4 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.

8.5 The Staff Constituency shall be divided into 6 descriptions of individuals who are eligible for membership of the Staff Constituency, each description of individuals being specified within Annex 2 and being referred to as a class within the Staff Constituency.

8.6 The minimum number of members in each class of the Staff Constituency is specified in Annex 2.

9. Automatic membership by default – staff

9.1 An individual who is:

9.1.1 eligible to become a member of the Staff Constituency, and

9.1.2 invited by the Trust to become a member of the Staff Constituency and a member of the appropriate class within the Staff Constituency,

shall become a member of the Trust as a member of the Staff Constituency and appropriate class within the Staff Constituency without an application being made, unless they inform the Trust that they do not wish to do so.

10. Patients' Constituency

10.1 Within the period specified below, an individual who has received care from the Trust or has been the carer of a patient may become a member of the Trust.

10.2 The period referred to above shall be the period of 5 years immediately preceding the date of an application by the patient or carer to become a member of the Trust.

10.3 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Patients' Constituency.

10.4 An individual providing care in pursuance of a contract (including a contract of employment) with a voluntary organisation, or as a volunteer for a voluntary organisation, does not come within the category of those who qualify for membership of the Patient Constituency.

10.5 The minimum number of members in the Patients' Constituency is specified in Annex 3.

11. Restriction on membership

11.1 An individual who is a member of a constituency, or of a class within a constituency, may not while membership of that constituency or class continues, be a member of any other constituency or class.

11.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency.

11.3 An individual must be at least 12 years old to become a member of the Trust.

11.4 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Trust are set out in Annex 10.

12. Annual Members' Meeting

12.1 The Trust shall hold an annual meeting of its members ("Annual Members' Meeting"). The Annual Members' Meeting shall be open to members of the public.

12.2 Further provisions about the Annual Members' Meeting are set out in Annex 4.

13. Council of Governors – composition

13.1 The Trust is to have a Council of Governors, which shall comprise both elected and appointed governors.

13.2 The composition of the Council of Governors is specified in Annex 5.

13.3 The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 5.

13.4 The Council of Governors shall at all times be constituted so that governors elected from the Public and the Patient Constituencies are in the majority.

14. Council of Governors – election of Governors

14.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules.

14.2 The Model Election Rules as published from time to time by the Department of Health form part of this constitution. The Model Election Rules current at the date of the constitution as last amended are attached at Annex 6.

14.3 A subsequent variation of the Model Election Rules by the Department of Health shall not constitute a variation of the terms of this constitution for the purposes of Paragraph 45 of the constitution (amendment of the constitution).

14.4 An election, if contested, shall be by secret ballot.

15. Council of Governors – tenure

15.1 An elected governor:

15.1.1 may hold office for a period of up to 3 years;

15.1.2 shall cease to hold office if he ceases to be a member of the constituency or class by which he was elected;

15.1.3 shall be eligible for re-election at the end of his term, with a maximum of 3 consecutive terms;

15.1.4 may not stand again for election as Governor until 3 years has elapsed since he resigned or he completed the maximum 3 terms as a Governor.

15.2 An appointed Governor:

15.2.1 may hold office for a period of up to 3 years;

15.2.2 shall cease to hold office if the appointing organisation withdraws its sponsorship of him;

15.2.3 shall be eligible for re-appointment at the end of his term.

16. Council of Governors – disqualification and removal

16.1 The following may not become or continue as a member of the Council of Governors:

16.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;

16.1.2 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;

16.1.3 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.

16.2 Governors must be at least 16 years of age at the date they are nominated for election or appointment.

16.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Council of Governors and for the removal of Governors are set out in Annex 8.

17. Council of Governors – duties of Governors

17.1 The general duties of the Council of Governors are

17.1.1 to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and

17.1.2 to represent the interests of the members of the Trust as a whole and the interest of the public.

17.2 The Trust must take steps to secure that the governors are equipped with the skills and knowledge they require in their capacity as such.

18. Council of Governors – meetings of Governors

18.1 The Chairman of the Board of Directors or in his absence the Vice Chairman (appointed in accordance with Paragraph 28 of this Constitution) shall preside at meetings of the Council of Governors.

18.2 Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

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

19. Council of Governors – Standing Orders

The standing orders for the practice and procedure of the Council of Governors are attached at Annex 7.

20. Council of Governors – referral to the Panel

20.1 In this paragraph, the "Panel" means a panel of persons appointed by NHSI to which governors of an NHS Foundation Trust may refer a question as to whether the Trust has failed or is failing

20.1.1 to act in accordance with its Constitution, or

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

20.2 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.

21. Council of Governors - conflicts of interest of governors

21.1 If a Governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the governor shall disclose that interest to the members of the Council of Governors as soon as he becomes aware of it.

21.2 The Standing Orders for the Council of Governors shall make provision for the disclosure of interests and arrangements for the exclusion of a governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

22. Council of Governors – travel expenses

The Trust may pay travelling and other expenses to members of the Council of Governors at rates determined by the Trust.

23. Council of Governors – further provisions

Further provisions with respect to the Council of Governors are set out in Annex 8.

24. Board of Directors – composition

24.1 The Trust is to have a Board of Directors, which shall comprise both Executive and Non-Executive Directors.

24.2 The Board of Directors is to comprise:

24.2.1 a Non-Executive Chairman

24.2.2 7 or more other Non-Executive Directors; and

24.2.3 7 Executive Directors.

24.3 The Board of Directors shall at all times be constituted so that the number of Non-Executive Directors (excluding the Chairman) equals or exceeds the number of Executive Directors.

24.4 One of the Executive Directors shall be the Chief Executive.

24.5 The Chief Executive shall be the Accounting Officer.

24.6 One of the Executive Directors shall be the Finance Director.

24.7 One of the Executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

24.8 One of the Executive Directors is to be a registered nurse or midwife.

24.9 One of the Non-Executive Directors is to exercise functions for the purposes of The University of Sheffield.

24.10 The post of Executive Director may be held by more than one individual on a job share basis (although the Executive Director position of registered medical practitioner or registered dentist and the Executive Director position of registered nurse or midwife cannot be shared between two professions) but where such an arrangement is in force the individuals shall only count as one Executive Director and may only exercise one vote between them at any meeting of the Board of Directors.

25. Board of Directors – general duty

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

26. Board of Directors – qualification for appointment as a Non-Executive Director

A person may be appointed as a Non-Executive Director only if:

26.1 he is a member of a Public or the Patient Constituency, or

26.2 where any of the Trust's hospitals includes a medical or dental school provided by a university, he exercises functions for the purposes of that university , and

26.3 he is not disqualified by virtue of Paragraph 30 below.

27. Board of Directors – appointment and removal of chairman and other Non-Executive Directors

27.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chairman of the Trust and the other Non-Executive Directors.

27.2 Removal of the Chairman or another Non-Executive Director shall require the approval of three-quarters of the members of the Council of Governors.

28. Board of Directors – appointment of Vice Chairman

The Council of Governors at a general meeting of the Council of Governors shall appoint one of the Non-Executive Directors as a Vice Chairman.

29. Board of Directors - appointment and removal of the Chief Executive and other Executive Directors

29.1 The Non-Executive Directors shall appoint or remove the Chief Executive.

29.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.

29.3 A committee consisting of the Chairman, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

30. Board of Directors – disqualification

The following may not become or continue as a member of the Board of Directors:

30.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.

30.2 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.

30.3 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.

31. Board of Directors – meetings

31.1 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

31.2 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meetings to the Council of Governors.

32. Board of Directors – standing orders

The standing orders for the practice and procedure of the Board of Directors are attached at Annex 9.

33. Board of Directors - conflicts of interest of Directors

33.1 The duties that a Director of the Trust has by virtue of being a Director include in particular:

33.1.1 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.

33.1.2 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.

33.2 The duty referred to in Paragraph 33.1.1 is not infringed if:

33.2.1 The situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or

33.2.2 The matter has been authorised in accordance with the constitution.

33.3 The duty referred to in Paragraph 33.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

33.4 In Paragraph 33.1.2, "third party" means a person other than:

33.4.1 The Trust, or

33.4.2 A person acting on its behalf.

33.5 If a Director of the Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the Director must declare the nature and extent of that interest to the other Directors.

33.6 If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.

33.7 Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.

33.8 This paragraph 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.

33.9 A Director need not declare an interest:

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

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

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

33.9.3.1 By a meeting of the Board of Directors, or

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

34. Board of Directors – remuneration and terms of office

34.1 The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and the other Non-executive Directors on the recommendation of the Council of Governors' Nominations and Remuneration Committee.

34.2 The Board of Directors' Nominations and Remuneration Committee shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other Executive Directors.

35. Registers

The Trust shall have and maintain:

35.1 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;

35.2 a register of members of the Council of Governors;

35.3 a register of interests of members of the Council of Governors;

35.4 a register of members of the Board of Directors; and

35.5 a register of interests of members of the Board of Directors.

36. Registers – inspection and copies

36.1 The Trust shall make the registers specified in Paragraph 35 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.

36.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of:

36.2.1 any member of the Patients' Constituency; or

36.2.2 any other member of the Trust, if he so requests.

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

37. Documents available for public inspection

37.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:

37.1.1 a copy of the current Constitution;

37.1.2 a copy of the latest Annual Accounts and of any report of the Auditor on them, and

37.1.3 a copy of the latest Annual Report;

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

37.2.1 a copy of any order made under Section 65D (appointment of Trust Special Administrator); Section 65J (power to extend time); Section 65KC (action following Secretary of State's rejection of final report); Section 65L (trusts coming out of administration); or Section 65LA (trusts to be dissolved) of the 2006 Act.

37.2.2 a copy of any report laid under Section 65D (appointment of Trust Special Administrator) of the 2006 Act.

37.2.3 a copy of any information published under Section 65D (Appointment of Trust Special Administrator) of the 2006 Act.

37.2.4 a copy of any draft report published under Section 65F (Administrator's draft report) of the 2006 Act.

37.2.5 a copy of any statement provided under Section 65F (Administrator's draft report) of the 2006 Act.

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

37.2.7 a copy of any statement published or provided under Section 65G (consultation plan) of the 2006 Act.

37.2.8 a copy of any final report published under Section 65I (Administrator's final report) of the 2006 Act.

37.2.9 a copy of any statement published under Section 65J (power to extend time) or Section 65KC (action following Secretary of State's rejection of final report) of the 2006 Act.

37.2.10 a copy of any information published under Section 65M (replacement of Trust Special Administrator) of the 2006 Act.

37.3 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.

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

38. Auditor

38.1 The Trust shall have an Auditor and shall provide the Auditor with every facility and all information which he may reasonably require for the purposes of his functions under Chapter 5 of part 2 of the 2006 Act.

38.2 A person may only be appointed Auditor if he (or in the case of a firm, each of its members) is a member of one or more of the bodies referred to in Paragraph 23 (4) of Schedule 7 of the 2006 Act.

38.3 The Council of Governors shall appoint or remove the Auditor at a general meeting of the Council of Governors.

38.4 The Accounting Officer shall ensure that the Auditor carries out their duties in accordance with Schedule 10 of the 2006 Act and in accordance with any directions given by NHSI on standards, procedures and techniques to be adopted.

39. Audit committee

The Trust shall establish a committee of Non-Executive Directors as an Audit Committee to perform such monitoring, reviewing and other functions as is appropriate.

40. Accounts

40.1 The Trust must keep proper accounts and proper records in relation to the accounts.

40.2 NHSI may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

40.3 The accounts are to be audited by the Trust's Auditor.

40.4 The Trust shall prepare in respect of each financial year annual accounts in such form as NHSI may with the approval of the Secretary of State direct.

40.5 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

41. Annual report, forward plans and non-NHS work

41.1 The Trust shall prepare an Annual Report and send it to NHSI.

41.2 The Trust shall give information as to its forward planning in respect of each financial year to NHSI.

41.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the Directors.

41.4 In preparing the document, the Directors shall have regard to the views of the Council of Governors.

41.5 Each forward plan must include information about:

41.5.1 the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on, and

41.5.2 the income it expects to receive from doing so.

41.6 Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 41.5.1 the Council of Governors must:

41.6.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfillment by the Trust of its principal purpose or the performance of its other functions, and

41.6.2 notify the Directors of the Trust its determination.

41.7 If the Trust 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 it may implement the proposal only if more than half of the members of Council of Governors of the Trust voting approve its implementation.

42. Presentation of the annual accounts and reports to the governors

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

42.1.1 the Annual Accounts

42.1.2 any report of the Auditor on them

42.1.3 the Annual Report.

43. Instruments

43.1 The Trust shall have a seal.

43.2 The seal shall not be affixed except under the authority of the Board of Directors.

44. Dispute resolution procedures

Dispute resolution procedures relating to the Council of Governors and Board of Directors are set out at Annex 8.

45. Amendment of the constitution

45.1 The Trust may make amendments to this constitution only if:

45.1.1 More than half of the members of the Council of Governors of the Trust voting approve the amendments, and

45.1.2 More than half of the members of the Board of Directors of the Trust voting approve the amendments.

45.2 Amendments made under Paragraph 45.1 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 result of the amendment, not accord with Schedule 7 of the 2006 Act.

45.3 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):

45.3.1 At least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment, and

45.3.2 The Trust must give the members an opportunity to vote on whether they approve the amendment.

45.4 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 must take such steps as are necessary as a result.

45.5 Amendments by the Trust of its Constitution are to be notified to NHSI. For the avoidance of doubt, NHSI 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.

46. Mergers etc and significant transactions

46.1 The 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.

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

46.3 "Significant transaction" referred to in Paragraph 46.3 means any transaction where:

46.3.1 The gross assets subject to transaction, divided by the gross assets of the Trust, or

46.3.2 The income attributable to the assets or the contract associated with the transaction, divided by the income of the Trust, or

46.3.3 The gross capital of the company or business being acquired or divested, divided by the total capital of the Trust following completion or the effects on the total capital on the Trust resulting from a transaction exceed 10% (ten percent).

ANNEX 1

THE PUBLIC CONSTITUENCIES

(See Paragraph 7 of the Constitution)

1 The Public Constituency of the Trust is sub-divided into five constituencies, the area for which shall be determined by local government electoral ward boundaries:

1.1 **North Sheffield** which covers the electoral wards of Burngreave; East Ecclesfield; Firth Park; Shiregreen and Brightside; and Southey.

1.2 **Sheffield South East** which covers the electoral wards of Arbourthorne; Beighton; Birley; Darnall; Gleadless Valley; Manor Castle; Mosborough; Richmond; and Woodhouse.

1.3 **Sheffield South West** which covers the electoral wards of Beauchief and Greenhill; Central; Crookes; Dore and Totley; Ecclesall; Fulwood; Graves Park; and Nether Edge.

1.4 **West Sheffield** which covers the electoral wards of Broomhill; Hillsborough; Stannington; Stocksbridge and Upper Don; Walkley; and West Ecclesfield.

1.5 **Public outside Sheffield** which covers all other electoral wards in England and Wales, (i.e. excluding the electoral wards identified in Paragraphs 1.1 to 1.4 above).

2 The minimum number of members for each of the above constituencies is 100.

ANNEX 2

THE STAFF CONSTITUENCY

(See Paragraph 8 of the Constitution)

1 The Staff Constituency is divided into 6 Classes as follows:

1.1 Medical and Dental Staff Class

1.2 Nursing and Midwifery Staff Class

1.3 Allied Health Professionals, Scientists and Technicians Staff Class

1.4 Administration, Management and Clerical Staff Class

1.5 Ancillary, Works and Maintenance Staff Class

1.6 Primary and Community Services Class

2 The members of the Medical and Dental Staff Class are individuals who are employed by the Trust and working in a role that requires the individual to be registered with either the General Medical Council or the General Dental Council.

3 The members of the Nursing and Midwifery Staff Class are individuals who are employed by the Trust and working in a role that requires the individual to be registered with the Nursing and Midwifery Council.

4 The members of the Allied Health Professionals, Scientists and Technicians Staff Class are individuals who are employed by the Trust and working in a role that requires them to be registered with the Council for Healthcare Regulatory Excellence, except those who are doctors, dentists, nurses or midwives.

5 The members of the Administration, Management and Clerical Staff Class are individuals who are employed and designated by the Trust as management, administrative or clerical staff.

6 The members of the Ancillary, Works and Maintenance Staff Class are individuals who are employed and designated by the Trust as ancillary, works or maintenance staff.

7 The members of the Primary and Community Services Class are individuals who are employed by the Trust within the Combined Community and Acute Group.

8 The minimum number of members in each class of the Staff Constituency is 20.

ANNEX 3

THE PATIENTS' CONSTITUENCY

(See Paragraphs 10 of the Constitution)

The minimum number of members in the Patients' Constituency is 100.

ANNEX 4

MEMBERS MEETING

(See Paragraph 12 of the Constitution)

1. Annual Members' Meeting

1.1 The Annual Members' Meeting is to be convened by the Assistant Chief Executive by order of the Council of Governors.

1.2 Notice of the Annual Members' Meeting:

1.2.1 The Assistant Chief Executive shall issue a notice of the meeting, specifying the place and date of the meeting and the business proposed to be transacted at it, and signed by the Chairman or by an Officer of the Trust authorised by the Chairman to sign on his behalf. The Assistant Chief Executive shall deliver it to, or sent by post to the usual place of residence of every Governor, every Director and the Trust's Auditor so as to be available at least 14 clear days before the meeting.

1.2.2 A public notice of the date, time and place of the meeting and the agenda shall be displayed at the Trust Headquarters and posted on the Trust's website at least 14 clear days before the meeting.

1.3 Quorum shall be one member present from each of the constituencies, one Governor present from each of the constituencies, one Appointed Governor, one Executive Director, the Trust's Chair (or in his absence the Vice-Chair of the Board of Directors) and one other Non-Executive Director.

1.4 If no quorum is present within 30 minutes of the scheduled 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). If a quorum is not present within 30 minutes of the scheduled start of the adjourned meeting, the number of members present during the meeting is to be a quorum.

1.5 The Chairman or in his absence the Vice-Chairman of the Board of Directors shall act as chair of the Annual Members' Meeting.

1.6 At each Annual Members' Meeting the Board of Directors shall present to the members:

1.6.1 the Annual Accounts

1.6.2 any report of the Auditor

1.6.3 the Annual Report.

1.7 At each Annual Members' Meeting, the Council of Governors shall present to members an Annual Report to include:

1.7.1 a summary review of the work of the Council of Governors including its effectiveness and efficiency in the discharge of its responsibilities and a record of attendance by Governors at its meetings

1.7.2 a report on progress developing the membership strategy since the last Annual Members' Meeting, including the steps taken to ensure that, taken as a whole, the actual membership of its Public Constituency and its Patient Constituency is representative of the persons who are eligible to be Members of those constituencies under the provisions of the Constitution

1.7.3 a report on any appointments or the outcome of any elections to the Council of Governors since the last Annual Members' Meeting and

1.7.4 a report on any appointments of Non-Executive Directors since the last Annual Members' Meeting.

1.8 Amendment of the constitution

In accordance with Paragraph 45.3 of the Constitution, any amendment 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) shall:

1.8.1 be presented to the Annual Members' Meeting by a Governor, and

1.8.2 members shall be given the opportunity to vote on whether they approve the amendment.

2. Additional Members' Meetings

Additional members' meetings may be held as and when considered necessary by the Council of Governors.

ANNEX 5

COMPOSITION OF COUNCIL OF GOVERNORS

(See Paragraph 13 of the Constitution)

The Council of Governors shall comprise:

1 Elected Governors

1.1 13 Public Governors elected from the Public Constituencies as follows:

1.1.1 3 Public Governors elected from North Sheffield constituency

1.1.2 3 Public Governors elected from Sheffield South East constituency

1.1.3 3 Public Governors elected from Sheffield South West constituency

1.1.4 3 Public Governors elected from West Sheffield constituency

1.1.5 1 Public Governor elected from Outside Sheffield constituency

1.2 6 Staff Governors elected from the Staff Constituency classes as follows:

1.2.1 1 Staff Governor elected from the Medical and Dental Staff Class

1.2.2 1 Staff Governor elected from the Nursing and Midwifery Staff Class

1.2.3 1 Staff Governor elected from the Allied Health Professionals, Scientists and Technicians Staff Class

1.2.4 1 Staff Governor elected from Administration, Management and Clerical Staff Class

1.2.5 1 Staff Governor elected from Ancillary, Works and Maintenance Staff Class

1.2.6 1 Staff Governor elected from Primary and Community Services Class

1.3 7 Patient Governors elected from the Patients' Constituency.

2 Appointed Governors

2.1 7 Appointed Governors shall be allocated by appointment, as follows:

2.1.1 1 Governor shall be appointed by NHS Sheffield Clinical Commissioning Group

2.1.2 2 Governors shall be appointed by Sheffield City Council.

2.1.3 1 Governor shall be appointed by the University of Sheffield

2.1.4 1 Governor shall be appointed by Sheffield Hallam University

2.1.5 1 Governor shall be appointed by Sheffield College

2.1.6 1 Governor shall be appointed by Voluntary Action Sheffield

ANNEX 6

THE MODEL ELECTION RULES

(See Paragraph 14 of the Constitution)

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Part 1 – Interpretation

1 Interpretation

1.1 In these rules, unless the context otherwise requires

corporation means the public benefit corporation subject to this constitution;

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;

the Regulator means the Independent Regulator for NHS foundation trusts; and

the 2006 Act means the National Health Service Act 2006

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 election

2 Timetable

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 papers 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 –

3.1.1 a Saturday or Sunday;

3.1.2 Christmas day, Good Friday, or a bank holiday, or

3.1.3 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 64, 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

Subject to Rule 64, 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

The corporation is to pay the returning officer -

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

6.2 such remuneration and other expenses as the corporation may determine.

7 Duty of co-operation

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

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

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

8.2 the number of members of the Council of Governors to be elected from that constituency, or class within that constituency,

8.3 the details of any nomination committee that has been established by the corporation,

8.4 the address and times at which nomination papers may be obtained;

8.5 the address for return of nomination papers and the date and time by which they must be received by the returning officer,

8.6 the date and time by which any notice of withdrawal must be received by the returning officer

8.7 the contact details of the returning officer, and

8.8 the date and time of the close of the poll in the event of a contest.

9 Nomination of candidates

9.1 Each candidate must nominate themselves on a single nomination paper.

9.2 The returning officer –

9.2.1 is to supply any member of the corporation with a nomination paper, and

9.2.2 is to prepare a nomination paper 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.

10 Candidate's particulars

The nomination paper must state the candidate's -

10.1 full name,

10.2 contact address in full, and

10.3 constituency, or class within a constituency, of which the candidate is a member.

11 Declaration of interests

The nomination paper must state –

11.1 any financial interest that the candidate has in the corporation, and

11.2 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

The nomination paper must include a declaration made by the candidate –

12.1 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

12.2 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

The nomination paper must be signed and dated by the candidate, indicating that –

13.1 they wish to stand as a candidate,

13.2 their declaration of interests as required under rule 11, is true and correct, and

13.3 their declaration of eligibility, as required under rule 12, is true and correct.

14 Decisions as to the validity of nomination –

14.1 Where a nomination paper 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-

14.1.1 decides that the candidate is not eligible to stand,

14.1.2 decides that the nomination paper is invalid,

14.1.3 receives satisfactory proof that the candidate has died, or

14.1.4 receives a written request by the candidate of their withdrawal from candidacy.

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

14.2.1 that the paper is not received on or before the final time and date for return of nomination papers, as specified in the notice of the election,

14.2.2 that the paper does not contain the candidate's particulars, as required by Rule 10;

14.2.3 that the paper does not contain a declaration of the interests of the candidate, as required by Rule 11,

14.2.4 that the paper does not include a declaration of eligibility as required by Rule 12, or

14.2.5 that the paper is not signed and dated by the candidate, as required by Rule 13.

14.3 The returning officer is to examine each nomination paper 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 paper, 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 paper.

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 –

15.2.1 the name, contact address, and constituency or class within a constituency of each candidate standing, and

15.2.2 the declared interests of each candidate standing, as given in their nomination paper.

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 papers to the corporation as soon as is practicable after publishing the statement.

16 Inspection of statement of nominated candidates and nomination papers

16.1 The corporation is to make the statements of the candidates and the nomination papers supplied by the returning officer under Rule 15(4) available for inspection by members of the public free of charge at all reasonable times.

16.2 If a person requests a copy or extract of the statements of candidates or their nomination papers, the corporation is to provide that person with the copy or extract free of charge.

17 Withdrawal of candidates

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 –

18.3.1 the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and

18.3.2 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.

20 The ballot paper

20.1 The ballot of each voter 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 –

20.2.1 the name of the corporation,

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

20.2.3 the number of members of the Council of Governors to be elected from that constituency, or class within that constituency,

20.2.4 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,

20.2.5 instructions on how to vote,

20.2.6 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

20.2.7 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 In respect of an election for a public or patient constituency a declaration of identity must be issued with each ballot paper.

21.2 The declaration of identity is to include a declaration –

21.2.1 that the voter is the person to whom the ballot paper was addressed,

21.2.2 that the voter has not marked or returned any other voting paper in the election, and

21.2.3 for a member of the public or patient constituency, of the particulars of that member's qualification to vote as a member of the constituency or class within a constituency for which the election is being held.

21.3 The declaration of identity is to include space for –

21.3.1 the name of the voter,

21.3.2 the address of the voter,

21.3.3 the voter's signature, and

21.3.4 the date that the declaration was made by the voter.

21.4 The voter must be required to return the declaration of identity together with the ballot paper.

21.5 The declaration of identity must caution the voter that, if it is not returned with the ballot paper, or if it is returned without being correctly completed, the voter's ballot paper 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 26 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 mailing address where his or her ballot paper is to be sent.

Part 5 – Contested elections

23 Notice of poll

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

23.1 the name of the corporation,

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

23.3 the number of members of the Council of Governors to be elected from that constituency, or class with that constituency,

23.4 the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,

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

23.6 the address for return of the ballot papers, and the date and time of the close of the poll,

23.7 the address and final dates for applications for replacement ballot papers, and

23.8 the contact details of the returning officer.

24 Issue of voting documents by returning officer

24.1 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 documents to each member of the corporation named in the list of eligible voters –

24.1.1 a ballot paper and ballot paper envelope,

24.1.2 a declaration of identity (if required),

24.1.3 information about each candidate standing for election, pursuant to Rule 59 of these rules, and

24.1.4 a covering envelope.

24.2 The documents are to be sent to the mailing 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 –

25.2.1 the address for return of the ballot paper printed on it, and

25.2.2 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 –

25.3.1 the completed declaration of identity if required, and

25.3.2 the ballot paper envelope, with the ballot paper sealed inside it.

THE POLL

26 Eligibility to vote

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.

27 Voting by persons who require assistance

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

27.2 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.

28 Spoilt ballot papers

28.1 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 a "spoilt ballot paper"), that voter may apply to the returning officer for a replacement ballot paper.

28.2 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.

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

28.3.1 is satisfied as to the voter's identity, and

28.3.2 has ensured that the declaration of identity, if required, has not been returned.

28.4 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") –

28.4.1 the name of the voter, and

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

28.4.3 the details of the unique identifier of the replacement ballot paper.

29 Lost ballot papers

29.1 Where a voter has not received his or her ballot paper by the fourth day before the close of the poll, that voter may apply to the returning officer for a replacement ballot paper.

29.2 The returning officer may not issue a replacement ballot paper for a lost ballot paper unless he or she –

29.2.1 is satisfied as to the voter's identity,

29.2.2 has no reason to doubt that the voter did not receive the original ballot paper, and

29.2.3 has ensured that the declaration of identity if required has not been returned.

29.3 After issuing a replacement ballot paper for a lost ballot paper, the returning officer shall enter in a list ("the list of lost ballot papers") –

29.3.1 the name of the voter, and

29.3.2 the details of the unique identifier of the replacement ballot paper.

30 Issue of replacement ballot paper

30.1 If a person applies for a replacement ballot paper under Rule 28 or 29 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 a replacement ballot paper unless, in addition to the requirements imposed Rule 28(3) or 29(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.

30.2 After issuing a replacement ballot paper under this rule, the returning officer shall enter in a list ("the list of tendered ballot papers") –

30.2.1 the name of the voter, and

30.2.2 the details of the unique identifier of the replacement ballot paper issued under this rule.

31 Declaration of identity for replacement ballot papers (public and patient constituencies) –

31.1 In respect of an election for a public or patient constituency a declaration of identity must be issued with each replacement ballot paper.

31.2 The declaration of identity is to include a declaration –

31.2.1 that the voter has not voted in the election with any ballot paper other than the ballot paper being returned with the declaration, and

31.2.2 of the particulars of that member's qualification to vote as a member of the public or patient constituency, or class within a constituency, for which the election is being held.

31.3 The declaration of identity is to include space for –

31.3.1 the name of the voter,

31.3.2 the address of the voter,

31.3.3 the voter's signature, and

31.3.4 the date that the declaration was made by the voter.

31.4 The voter must be required to return the declaration of identity together with the ballot paper.

31.5 The declaration of identity must caution the voter that if it is not returned with the ballot paper, or if it is returned without being correctly completed, the replacement ballot paper may be declared invalid.

PROCEDURE FOR RECEIPT OF ENVELOPES

32 Receipt of voting documents –

32.1 Where the returning officer receives a –

32.1.1 covering envelope, or

32.1.2 any other envelope containing a declaration of identity 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 33 and 34 are to apply.

32.2 The returning officer may open any ballot paper envelope for the purposes of Rules 33 and 34, but must make arrangements to ensure that no person obtains or communicates information as to –

32.2.1 the candidate for whom a voter has voted, or

32.2.2 the unique identifier on a ballot paper.

32.3 The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

33 Validity of ballot paper

33.1 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 a declaration of identity if required that has been correctly completed, signed, and dated.

33.2 Where the returning officer is satisfied that paragraph (1) has been fulfilled, he or she is to –

33.2.1 put the declaration of identity if required in a separate packet, and

33.2.2 put the ballot paper aside for counting after the close of the poll.

33.3 Where the returning officer is not satisfied that paragraph (1) has been fulfilled, he or she is to –

33.3.1 mark the ballot paper "disqualified",

33.3.2 if there is a declaration of identity accompanying the ballot paper, mark it as "disqualified" and attach it the ballot paper,

33.3.3 record the unique identifier on the ballot paper in a list (the "list of disqualified documents"); and

33.3.4 place the document or documents in a separate packet.

34 Declaration of identity but no ballot paper (public and patient constituency) –

Where the returning officer receives a declaration of identity if required but no ballot paper, the returning officer is to –

34.1 mark the declaration of identity "disqualified",

34.2 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

34.3 place the declaration of identity in a separate packet.

35 Sealing of packets –

As soon as is possible after the close of the poll and after the completion of the procedure under Rules 33 and 34, the returning officer is to seal the packets containing –

35.1 the disqualified documents, together with the list of disqualified documents inside it,

35.2 the declarations of identity if required,

35.3 the list of spoilt ballot papers,

35.4 the list of lost ballot papers,

35.5 the list of eligible voters, and

35.6 the list of tendered ballot papers.

Part 6 - Counting the votes

36 Interpretation of Part 6 -

In Part 6 of these rules –

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 paper –

(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 44(4) below,

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 maybe, 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 41 below,

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 papers 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 paper means a ballot paper 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 paper on which a second or subsequent preference is recorded for the candidate to whom that paper has been transferred, and

transfer value means the value of a transferred vote calculated in accordance with paragraph (4) or (7) of Rule 42 below.

37 Arrangements for counting of the votes –

The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

38 The count –

38.1 The returning officer is to –

38.1.1 count and record the number of ballot papers that have been returned, and

38.1.2 count the votes according to the provisions in this Part of the rules.

38.2 The returning officer, while counting and recording the number of ballot papers 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.

38.3 The returning officer is to proceed continuously with counting the votes as far as is practicable.

39 Rejected ballot papers –

39.1 Any ballot paper –

39.1.1 which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,

39.1.2 on which the figure "1" standing alone is not placed so as to indicate a first preference for any candidate,

39.1.3 on which anything is written or marked by which the voter can be identified except the unique identifier, or

39.1.4 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.

39.2 The returning officer is to endorse the word "rejected" on any ballot paper which under this rule is not to be counted.

39.3 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 paragraph (1).

40 First stage –

40.1 The returning officer is to sort the ballot papers into parcels according to the candidates for whom the first preference votes are given.

40.2 The returning officer is to then count the number of first preference votes given on ballot papers for each candidate, and is to record those numbers.

40.3 The returning officer is to also ascertain and record the number of valid ballot papers.

41 The quota –

41.1 The returning officer is to divide the number of valid ballot papers by a number exceeding by one the number of members to be elected.

41.2 The result, increased by one, of the division under paragraph (1) above (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").

41.3 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 paragraphs (1) to (3) of Rule 44 has been complied with.

42 Transfer of votes –

42.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot papers on which first preference votes are given for that candidate into sub- parcels so that they are grouped –

42.1.1 according to next available preference given on those papers for any continuing candidate, or

42.1.2 where no such preference is given, as the sub-parcel of non-transferable votes.

42.2 The returning officer is to count the number of ballot papers in each parcel referred to in paragraph (1) above.

42.3 The returning officer is, in accordance with this rule and Rule 43 below, to transfer each sub-parcel of ballot papers referred to in paragraph (1)(a) to the candidate for whom the next available preference is given on those papers.

42.4 The vote on each ballot paper transferred under paragraph (3) above shall be at a value ("the transfer value") which –

42.4.1 reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and

42.4.2 is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot papers on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).

42.5 Where at the end of any stage of the count involving the transfer of ballot papers, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot papers in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped –

42.5.1 according to the next available preference given on those papers for any continuing candidate, or

42.5.2 where no such preference is given, as the sub-parcel of non-transferable votes.

42.6 The returning officer is, in accordance with this rule and Rule 43 below, to transfer each sub-parcel of ballot papers referred to in paragraph (5)(a) to the candidate for whom the next available preference is given on those papers.

42.7 The vote on each ballot paper transferred under paragraph (6) shall be at –

42.7.1 a transfer value calculated as set out in paragraph (4)(b) above, or

42.7.2 at the value at which that vote was received by the candidate from whom it is now being transferred,

whichever is the less.

42.8 Each transfer of a surplus constitutes a stage in the count.

42.9 Subject to paragraph (10), the returning officer shall proceed to transfer transferable papers until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.

42.10 Transferable papers 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 –

42.10.1 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

42.10.2 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.

42.11 This rule does not apply at an election where there is only one vacancy.

43 Supplementary provisions on transfer –

43.1 If, at any stage of the count, two or more candidates have surpluses, the transferable papers of the candidate with the highest surplus shall be transferred first, and if –

43.1.1 The surpluses determined in respect of two or more candidates are equal, the transferable papers 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

43.1.2 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 papers of the candidate on whom the lot falls shall be transferred first.

43.2 The returning officer shall, on each transfer of transferable papers under rule 42 above –

43.2.1 record the total value of the votes transferred to each candidate,

43.2.2 add that value to the previous total of votes recorded for each candidate and record the new total,

43.2.3 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

43.2.4 compare –

43.2.4.1 the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes, with

43.2.4.2 the recorded total of valid first preference votes.

43.3 All ballot papers transferred under rule 42 or 44 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 paper or, as the case may be, all the papers in that sub-parcel.

43.4 Where a ballot paper is so marked that it is unclear to the returning officer at any stage of the count under rule 42 or 44 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot paper as a non-transferable vote; and votes on a ballot paper 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.

44 Exclusion of candidates –

44.1 If –

44.1.1 all transferable papers which under the provisions of Rule 42 above (including that rule as applied by paragraph (11) below) and this rule are required to be transferred, have been transferred, and

44.1.2 subject to Rule 45 below, 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 paragraph (12) below applies, the candidates with the then lowest votes).

44.2 The returning officer shall sort all the ballot papers on which first preference votes are given for the candidate or candidates excluded under paragraph (1) above into two sub-parcels so that they are grouped as –

44.2.1 ballot papers on which a next available preference is given, and

44.2.2 ballot papers on which no such preference is given (thereby including ballot papers on which preferences are given only for candidates who are deemed to be elected or are excluded).

44.3 The returning officer shall, in accordance with this rule and rule 43 above, transfer each sub-parcel of ballot papers referred to in paragraph (2)(a) above to the candidate for whom the next available preference is given on those papers.

44.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.

44.5 If, subject to Rule 45 below, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable papers, if any, which had been transferred to any candidate excluded under paragraph (1) above into sub- parcels according to their transfer value.

44.6 The returning officer shall transfer those papers in the sub-parcel of transferable papers with the highest transfer value to the continuing candidates accordance with the next available preferences given on those papers (thereby passing over candidates who are deemed to be elected or are excluded).

44.7 The vote on each transferable paper transferred under paragraph (6) above shall be at the value at which that vote was received by the candidate excluded under paragraph (1) above.

44.8 Any papers on which no next available preferences have been expressed shall be set aside as non-transferable votes.

44.9 After the returning officer has completed the transfer of the ballot papers in the sub-parcel of ballot papers with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot papers with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under paragraph (1) above.

44.10 The returning officer shall after each stage of the count completed under this rule –

44.10.1 record –

44.10.1.1 the total value of votes, or

44.10.1.2 the total transfer value of votes transferred to each candidate,

44.10.2 add that total to the previous total of votes recorded for each candidate and record the new total,

44.10.3 record the value of non-transferable votes and add that value to the previous non-transferable votes total, and

44.10.4 compare –

44.10.4.1 the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with

44.10.4.2 the recorded total of valid first preference votes.

44.11 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 paragraphs (5) to (10) of Rule 42 and Rule 43.

44.12 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.

44.13 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 –

44.13.1 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

44.13.2 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.

45 Filling of last vacancies –

45.1 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.

45.2 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.

45.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

46 Order of election of candidates –

46.1 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 42(10) above.

46.2 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.

46.3 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.

46.4 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.

Part 7 – Final proceedings in contested and uncontested elections

47 Declaration of result for contested elections –

47.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to –

47.1.1 declare the candidates who are deemed to be elected under Part 6 of these rules as elected,

47.1.2 give notice of the name of each candidate who he or she has declared elected –

47.1.2.1 where the election is held under a proposed constitution pursuant to powers conferred on the Sheffield Teaching Hospitals NHS Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or

47.1.2.2 in any other case, to the chairman of the corporation, and

47.1.3 give public notice of the name of each candidate who he or she has declared elected.

47.2 The returning officer is to make –

47.2.1 the number of first preference votes for each candidate whether elected or not,

47.2.2 any transfer of votes,

47.2.3 the total number of votes for each candidate at each stage of the count at which such transfer took place,

47.2.4 the order in which the successful candidates were elected, and

47.2.5 the number of rejected ballot papers under each of the headings in Rule 39(1), available on request.

48 Declaration of result for uncontested elections –

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 –

48.1 declare the candidate or candidates remaining validly nominated to be elected,

48.2 give notice of the name of each candidate who he or she has declared elected to the chairman of the corporation, and

48.3 give public notice of the name of each candidate who he or she has declared elected.

Part 8 – Disposal of documents

49 Sealing up of documents relating to the poll –

49.1 On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets –

49.1.1 the counted ballot papers,

49.1.2 the ballot papers endorsed with “rejected in part”,

49.1.3 the rejected ballot papers, and

49.1.4 the statement of rejected ballot papers.

49.2 The returning officer must not open the sealed packets of –

49.2.1 the disqualified documents, with the list of disqualified documents inside it,

49.2.2 the declarations of identity,

49.2.3 the list of spoilt ballot papers,

49.2.4 the list of lost ballot papers,

49.2.5 the list of eligible voters, and

49.2.6 the list of tendered ballot papers.

49.3 The returning officer must endorse on each packet a description of –

49.3.1 its contents,

49.3.2 the date of the publication of notice of the election,

49.3.3 the name of the corporation to which the election relates, and

49.3.4 the constituency, or class within a constituency, to which the election relates.

50 Delivery of documents -

Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 49, the returning officer is to forward them to the chair of the corporation.

51 Forwarding of documents received after close of the poll –

Where –

51.1 any voting documents are received by the returning officer after the close of the poll, or

51.2 any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or

51.3 any applications for replacement ballot papers are made too late to enable new ballot papers 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.

52 Retention and public inspection of documents –

52.1 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 Regulator, cause them to be destroyed.

52.2 With the exception of the documents listed in rule 53(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.

52.3 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.

53 Application for inspection of certain documents relating to an election

53.1 The corporation may not allow the inspection of, or the opening of any sealed packet containing –

53.1.1 any rejected ballot papers, including ballot papers rejected in part,

53.1.2 any disqualified documents, or the list of disqualified documents,

53.1.3 any counted ballot papers,

53.1.4 any declarations of identity, or

53.1.5 the list of eligible voters,

by any person without the consent of the Regulator.

53.2 A person may apply to the Regulator to inspect any of the documents listed in (1), and the Regulator 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.

53.3 The Regulator's consent may be on any terms or conditions that it thinks necessary, including conditions as to –

53.3.1 persons,

53.3.2 time,

53.3.3 place and mode of inspection,

53.3.4 production or opening,

and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

53.4 On an application to inspect any of the documents listed in paragraph (1),

53.4.1 in giving its consent, the Regulator, and

53.4.2 and making the documents available for inspection, the corporation,

must ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –

53.4.3 that his or her vote was given, and

53.4.4 that the Regulator has declared that the vote was invalid.

Part 9 – Death of a candidate during a contested election

54 Countermand or abandonment of poll on death of candidate

54.1 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 –

54.1.1 publish a notice stating that the candidate has died, and

54.1.2 proceed with the counting of the votes as if that candidate had been excluded from the count so that –

54.1.2.1 ballot papers 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

54.1.2.2 ballot papers 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.

54.2 The ballot papers which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot papers pursuant to Rule 49(1)(a).

Part 10 – Election expenses and publicity

ELECTION EXPENSES

55 Election expenses –

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 to the Regulator under Part 11 of these rules.

56 Expenses and payments by candidates –

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 –

56.1 personal expenses,

56.2 travelling expenses, and expenses incurred while living away from home, and

56.3 expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of [£100].

57 Election expenses incurred by other persons –

57.1 No person may –

57.1.1 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

57.1.2 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.

57.2 Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to Rules 58 and 59.

PUBLICITY

58 Publicity about election by the corporation –

58.1 The corporation may –

58.1.1 compile and distribute such information about the candidates, and

58.1.2 organise and hold such meetings to enable the candidates to speak and respond to questions, as it considers necessary.

58.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under Rule 59, must be –

58.2.1 objective, balanced and fair,

58.2.2 equivalent in size and content for all candidates,

58.2.3 compiled and distributed in consultation with all of the candidates standing for election, and

58.2.4 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.

58.3 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.

59 Information about candidates for inclusion with voting documents –

59.1 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.

59.2 The information must consist of –

59.2.1 a statement submitted by the candidate of no more than [250] words, and

59.2.2 a photograph of the candidate.

60 Meaning of "for the purposes of an election" –

60.1 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.

60.2 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

61 Application to question an election –

61.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to the Regulator.

61.2 An application may only be made once the outcome of the election has been declared by the returning officer.

61.3 An application may only be made to the Regulator by –

61.3.1 a person who voted at the election or who claimed to have had the right to vote, or

61.3.2 a candidate, or a person claiming to have had a right to be elected at the election.

61.4 The application must –

61.4.1 describe the alleged breach of the rules or electoral irregularity, and

61.4.2 be in such a form as the Regulator may require.

61.5 The application must be presented in writing within 21 days of the declaration of the result of the election.

61.6 If the Regulator requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.

61.6.1 The Regulator shall delegate the determination of an application to a person or persons to be nominated for the purpose of the Regulator.

61.6.2 The determination by the person or persons nominated in accordance with Rule 61(7) 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.

61.6.3 The Regulator may prescribe rules of procedure for the determination of an application including costs.

Part 12 – Miscellaneous

62 Secrecy –

62.1 The following persons –

62.1.1 the returning officer,

62.1.2 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 –

62.1.3 the name of any member of the corporation who has or has not been given a ballot paper or who has or has not voted,

62.1.4 the unique identifier on any ballot paper,

62.1.5 the candidate(s) for whom any member has voted.

62.2 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.

62.3 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.

63 Prohibition of disclosure of vote –

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.

64 Disqualification

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 –

64.1 a member of the corporation,

64.2 an employee of the corporation,

64.3 a director of the corporation, or

64.4 employed by or on behalf of a person who has been nominated for election.

65 Delay in postal service through industrial action or unforeseen event –

If industrial action, or some other unforeseen event, results in a delay in –

65.1 the delivery of the documents in Rule 24, or

65.2 the return of the ballot papers and declarations of identity,

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll with the agreement of the Regulator.

ANNEX 7

STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

(See Paragraph 19 of the Constitution)

1. Introduction

These Standing Orders form part of the Constitution of Sheffield Teaching Hospitals NHS Foundation Trust.

2. Interpretation

2.1 The Chairman shall be the final authority on the interpretation of the Standing Orders, (on which he should be advised by the Assistant Chief Executive).

2.2 Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in these Standing Orders shall bear the same meaning as in the Constitution.

3. The Trust

All business shall be conducted in the name of the Trust.

4. Meetings of the Council of Governors

4.1 Admission of the public and the press

4.1.1 The public and representatives of the press shall be afforded facilities to attend all meetings of the Council of Governors but shall be required to withdraw upon the Council of Governors resolving as follows:

"That members of the public and representatives of the press be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest".

4.1.2 The right of attendance referred to in Paragraph 4.1.1 of these Standing Orders carries no right to ask questions or to otherwise participate in the meeting.

4.1.3 The Chairman (or other person presiding under the provisions of Paragraph 4.6 of these Standing Orders) shall give such directions as he sees fit in regard to the arrangements for meetings and accommodation of members of the public and representatives of the press such as to ensure that the business of the meeting shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Council of Governors resolving as follows:

"That in the interests of public order the meeting adjourn for (the period to be specified) to enable the completion of business without the presence of the public".

4.2 Confidentiality

4.2.1 Nothing in these Standing Orders shall require the Council of Governors to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than in writing, or to make any oral report of proceedings as they take place without prior agreement of the Governors' Council.

4.2.2 Matters to be dealt with by the Council of Governors following the exclusion of the public shall be confidential to the Governors, Directors and Officers and any employee of the Trust in attendance.

4.2.3 Governors, Directors, Officers and any employee of the Trust and external advisers/observers in attendance shall not reveal or disclose the contents of papers marked "In Confidence" or minutes headed "Items taken in Private" outside the Council of Governors meeting, without the express permission of the Council of Governors. This prohibition shall apply equally to the content of any discussion during the meeting of the Council of Governors which may take place on such papers.

4.3 Calling meetings

4.3.1 Meetings of the Council of Governors shall be held at such times and places as the Council of Governors may determine and there shall be at least 4 meetings held in any one Financial Year.

4.3.2 Meetings of the Council of Governors may be called by the Assistant Chief Executive at any time:

4.3.2.1 by order of the Chairman; or

4.3.2.2 by requisition from at least 11 Governors (which must include at least 2 Elected Governors and at least 2 Appointed Governors) giving notice in writing to the Assistant Chief Executive specifying the business to be carried out.

4.3.3 If the Assistant Chief Executive refuses to call a meetings after he has received a requisition in accordance with Paragraph 4.3.2.2 of these Standing Orders, or if, without so refusing, the Assistant Chief Executive does not call a meeting within 7 clear days after such a requisition has been presented to him, the Chairman or the 11 Governors, whichever is the case, may forthwith call a meeting for the purpose of conducting that business.

4.4 Notice of meetings and agenda

4.4.1 Before each meeting of the Council of Governors, the Assistant Chief Executive shall issue a notice of the meeting, specifying the place and date of the meeting and the business proposed to be transacted at it, and signed by the Chairman or by an Officer of the Trust authorised by the Chairman to sign on his behalf. The Assistant Chief Executive shall deliver it to, or sent by post to the usual place of residence of every Governor so as to be available to him at least 7 clear days before the meeting.

4.4.2 Want of service of the notice on any one Governor shall not affect the validity of a meeting but failure to serve such a notice on more than 3 Governors shall invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.

4.4.3 Before each meeting of the Council of Governors, a public notice of the date, time and place of the meeting and the agenda shall be displayed at the Trust Headquarters and posted on the Trust's website at least 7 clear days before the meeting, save in the case of emergency meetings.

4.4.4 In the case of a meeting called by Governors in default of the Assistant Chief Executive in accordance with Paragraph 4.3.3 of these Standing Orders, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified on the notice.

4.4.5 Agendas (and supporting papers that are available) will be sent to Governors 5 clear days before the meeting, save in the case of emergencies. It is the responsibility of the Chairman, through the office of the Assistant Chief Executive, to ensure that sufficient information is provided to Governors to ensure that rational discussion can take place.

4.4.6 In the event of an emergency giving rise for the need for an urgent meeting, failure to comply with the notice periods referred to in Paragraph 4.4 of these Standing Orders shall not prevent the calling of or invalidate such meeting provided that every effort is made to contact Governors who are not absent from the United Kingdom and the agenda for the meeting is restricted to matters arising in that emergency.

4.5 Setting the agenda

4.5.1 The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted, ("Standing Items").

4.5.2 A Governor desiring a matter, other than a Standing Item, to be included on an agenda shall make his request in writing to the Chairman at least 10 clear days before the meeting. The request should state whether the matter is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 10 clear days before a meeting may be included on the agenda at the discretion of the Chairman.

4.6 Chairman of meeting

4.6.1 At any meeting of the Council of Governors, the Chairman, if present, shall preside and shall exercise the right to a casting vote where the number of votes for and against a motion is equal.

4.6.2 If the Chairman is absent from the meeting or is temporarily absent on the grounds of a declared conflict of interest, the Vice Chairman shall preside and he shall exercise all rights and obligations of the Chairman including the right to a casting vote where the number of votes for and against a motion is equal.

4.6.3 If Chairman and the Vice Chairman are absent from the meeting or temporarily absent on the grounds of a declared conflict of interest, the Council of Governors shall appoint another Non-Executive Director to preside over that meeting and he shall exercise all rights and obligations of the Chairman including the right to a casting vote where the number of votes for and against a motion is equal.

4.6.4 If any matter for consideration at a meeting of the Council of Governors relates to the conduct or interests of the Chairman and Non-Executive Directors, as a class, the Council of Governors shall appoint a Governor to preside over the period of the meeting during which the matter is under discussion and he shall exercise all rights and obligations of the Chairman including the right to a casting vote where the number of votes for and against a motion is equal.

4.7 Notices of Motion

A Governor desiring to move or amend a motion shall send a written notice thereof at least 10 clear days before the meeting to the Chairman, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under Paragraph 4.10 of these Standing Orders. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda subject to Paragraph 4.4.4.

4.8 Withdrawal of Motion or Amendments

A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chairman.

4.9 Motion to Rescind a Resolution

Notice of motion to amend or rescind any resolution (or general substance of any resolution) which has been passed within the preceding 6 calendar months shall bear the signature of the Governor(s) who gives notice and also the signature of 4 other Governors, at least 2 of whom shall be as Public Governors. When any such motion has been disposed of by the Trust, it shall not be competent for any Governor other than the Chairman to propose a motion to the same effect within 6 months, however the Chairman may do so if he considers it appropriate.

4.10 Motions

4.10.1 Where a Governor has requested inclusion of a motion on the agenda in accordance with Paragraph 4.5.2 of these Standing Orders as a matter to be formally proposed for discussion and voting on at a meeting of the Council of Governors the provisions of this Paragraph (Paragraph 4.10 of these Standing Orders) shall apply.

4.10.2 The mover of a motion shall have the right of reply at the close of any discussion on the motion or any amendment thereto, or to raise a point of order.

4.10.3 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:

4.10.3.1 that the motion be withdrawn; or

4.10.3.2 an amendment to the motion; or

4.10.3.3 the adjournment of the discussion or the meeting; or

4.10.3.4 that the meeting proceed to the next item of business on the agenda; or

4.10.3.5 the appointment of an ad hoc committee to deal with a specific item of business; or

4.10.3.6 that the public be excluded from the meeting in relation to discussion concerning the motion under Paragraph 4.1.1 of these Standing Orders

4.10.3.7 that the motion be now put.

4.10.4 In the case of Paragraph 4.10.3.2 of these Standing Orders, no amendment to the motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the motion.

4.10.5 In the case of Paragraph 4.10.3.3 of these Standing Orders, the Council of Governors may by resolution adjourn any meeting to some other specified date, place and time and such adjourned meeting shall be deemed a continuation of the original meeting. No business shall be transacted at any adjourned meeting which was not included in the agenda of the meeting of which it is an adjournment.

4.10.6 In the case of Paragraphs 4.10.3.4 or 4.10.3.7 of these Standing Orders, to ensure objectivity motions may only be put by a Governor who has not previously taken part in the debate and is eligible to vote.

4.11 Chairman's Ruling

Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and subject to Paragraph 2.1 of these Standing Orders, the decision of the Chairman of the meeting on questions of order, relevancy, regularity and any other matters shall be final.

4.12 Voting

4.12.1 If in the opinion of the Chairman of the meeting, a vote should be required on a question at a meeting, the result shall be determined by a majority of the votes of the Governors present and voting on the question.

4.12.2 In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

4.12.3 All questions put to the vote shall at the discretion of the Chairman of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.

4.12.4 If a Governor so requests his vote shall be recorded by name upon any vote (other than by paper ballot).

4.12.5 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.

4.12.6 A resolution for the removal of the Chairman or a Non-Executive Director shall require the approval of three-quarters of the Council of Governors.

4.13 Quorum

4.13.1 No business shall be transacted at a meeting of the Council of Governors unless one-third of the whole number of the Governors are present including at least 5 Public Governors, 1 Patient Governor and 1 Staff Governor.

4.13.2 If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest in accordance with Paragraph 6.1 of these Standing Orders he shall no longer count toward the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. The meeting must then proceed to the next business on the agenda.

4.14 Minutes

4.14.1 The minutes of the proceedings of a meeting of the Council of Governors shall be drawn up by the Assistant Chief Executive and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.

4.14.2 No discussion shall take place upon the Minutes, except upon their accuracy or where the Chairman of the meeting considers discussion appropriate. Any amendments to the minutes shall be agreed and recorded at the next meeting.

4.14.3 Minutes shall be circulated in accordance with Governors' wishes. Where providing a record of a public meeting, the minutes shall be made available to the public on the Trust's website.

4.15 Record of attendance

The following attendances shall be recorded in the Minutes:

4.15.1 the name of the person(s) chairing the meeting

4.15.2 the names of the Governors present at the meeting; and

4.15.3 the names of Directors, Officers and any employee of the Trust in attendance at the meeting.

4.16 Suspension of Standing Orders

4.16.1 Except where this would contravene any provision of the Constitution or its Licence or any statutory provision or any direction made by NHSI, any one or more of the Standing Orders may be suspended at any meeting of the Council of Governors, provided that at least two-thirds of the Governors are present and that a majority of those present vote in favour of suspension.

4.16.2 A decision to suspend one or more of the Standing Orders shall be recorded in the minutes of the meeting.

4.16.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chairman and the Governors.

4.16.4 No formal business may be transacted while Standing Orders are suspended, where formal business shall include the proposal of motions and the determination of questions and motions by voting or otherwise.

4.16.5 The Audit Committee of the Board of Directors shall review every decision of the Council of Governors to suspend these Standing Orders.

4.17 All decisions taken in good faith at the meeting of the Council of Governors or its committees, as described in Paragraph 4 of these Standing Orders, shall be valid even if it is subsequently discovered that there was a defect in the calling of the meeting or the appointment of the Governors attending the meeting.

5. Committees

5.1 The Council of Governors may not delegate any of its powers to a committee or sub-committee but it may appoint working groups to assist the Council of Governors in carrying out and properly performing its functions under the Regulatory Framework. The Council of Governors may appoint Governors and may invite Directors or Officers of the Trust and other persons to serve on such committees.

5.2 The Nominations and Remuneration Committee of the Council of Governors is constituted as a standing committee of the Council of Governors.

5.3 The Nominations and Remuneration Committee of the Council of Governors and any working group constituted by the Council of Governors is authorised by the Council of Governors to act within its terms of reference, as approved by the Council of Governors, in accordance with the Statutory and Regulatory Framework. Such terms of reference shall have effect as if incorporated into these Standing Orders but for the avoidance of doubt, do not form part of these Standing Orders or the Constitution.

5.4 The Council of Governors shall approve the appointment of members to the Nominations and Remuneration Committee and any working group which it has formally constituted.

5.5 Where the Governors' Council determines that persons, who are neither Governors nor Directors or Officers or employees of the Trust, shall be appointed to the Nominations and Remuneration Committee or a working group formally constituted by the Council of Governors, the terms of such an appointment shall be determined by the Council of Governors subject to the payment of travelling and other allowances as may be determined by the Board of Directors and/or NHSI. For the avoidance of doubt such persons shall not be entitled to exercise voting rights.

5.6 The Chairman of the Nominations and Remuneration Committee shall be the Chairman of the Board of Directors. The Vice Chair of the Nominations and Remuneration Committee shall be elected by a majority vote of the members of the committee, subject to approval by the Council of Governors.

5.7 If requested by the Board of Directors and approved by the Council of Governors, the Council of Governors may appoint Governors as members or to attend and/or advise at joint committees of the Board of Directors or committees of the Board of Directors.

6. Declarations of Interest and Register of Interests

6.1 Declaration of Interests

6.1.1 Paragraph 18 of the Constitution requires Governors to declare:

6.1.1.1 any actual or potential interest, direct or indirect, which is relevant and material to the business of the Trust, as described in Paragraph 6.2.1 of these Standing Orders.

6.1.1.2 any actual or potential pecuniary interest, direct or indirect, in any contract, proposed contract or other matter concerning the Trust, as described in Paragraphs 6.2.2 and/or 6.2.3 of these Standing Orders.

6.1.1.3 any actual or potential family interest, direct or indirect of which the Governor is aware, as described in Paragraph 6.2.5 of these Standing Orders.

6.1.2 Such a declaration shall be made either at the time of the Governors' election or appointment, whichever is the case, or as soon thereafter as the interest arises, but within 5 clear days of the Governor becoming aware of the existence of that interest and in a form prescribed by the Assistant Chief Executive.

6.1.3 In addition, if a Governor is present at a meeting of the Council of Governors and has an interest of any sort in any manner which is the subject of consideration, he shall disclose the fact as soon as is practicable and shall withdraw from the meeting and play no part in relevant discussion or decision and shall not vote on any question with respect to the matter.

6.2 Nature of Interests

6.2.1 Any Interests that should be regarded as "relevant and material" include:

6.2.1.1 directorships, including non-executive directorships held in private companies or public limited companies (with the exception of those of dormant companies); or

6.2.1.2 ownership, part-ownership or directorship of private companies businesses or consultancies likely to do business with the NHS or the Trust; or

6.2.1.3 majority or controlling share holdings in organisations likely to do business with the NHS or the Trust; or

6.2.1.4 position of authority in a charity or voluntary organisation in the field of health and social care; or

6.2.1.5 any connection with a voluntary organisation or other organisation contracting for NHS or Trust services or commissioning NHS or Trust services; or

6.2.1.6 any connection with an organisation, entity or company considering entering into or having entered into a financial agreement with the Trust, including but not limited to lenders or banks.

6.2.2 A Governor shall be treated as having indirectly a pecuniary interest in a contract, a proposed contract or other matter if:

6.2.2.1 he or a nominee of his is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct a direct pecuniary interest in the other matter under consideration; or

6.2.2.2 he is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration.

6.2.3 A Governor shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

6.2.3.1 of his membership of a company or other body, if he has no beneficial interest in any securities of that company or other body; or

6.2.3.2 of an interest in any company, body or person with which he is connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Governor in the consideration or discussion of, or in voting on, any question with respect to that contract or matter; or

6.2.3.3 of any travelling or other expenses or allowances payable to a Governor in accordance with Paragraph 22 of the Constitution.

6.2.4 Where a Governor:

6.2.4.1 has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body; and

6.2.4.2 the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less; and

6.2.4.3 if the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class,

the Governor shall not be prohibited from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it, without prejudice however to his duty to disclose his interest.

6.2.5 Any actual or potential family interest, direct or indirect of which the Governor is aware, where a family interest is an interest of the spouse or partner or any parent, child, brother or sister of a Governor which if it were the interest of that Governor would be a personal interest or a pecuniary interest of his.

6.2.6 If a Governor has any doubt about the relevance or materiality of an interest, this should be discussed with the Chairman or the Assistant Chief Executive. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

6.3 Register of interests of members of the Council of Governors

In accordance with Paragraph 35.3 of the Constitution, the Assistant Chief Executive shall keep a register of interests of members of the Council of Governors which shall contain the name of each Governor, whether they have declared any interest and if so, the interest declared.

7. Standards of Business Conduct

7.1 Code of Conduct

Governors shall comply with the Trust's Council of Governors Code of Conduct and any guidance and best practice advice issued by NHSI.

7.2 Interest of Governors in Contracts

If it comes to the knowledge of a Governor that a contract in which he has any pecuniary interest not being a contract to which he is himself a party, has been, or is proposed to be, entered into by the Trust he shall, at once, give notice in writing to the Assistant Chief Executive of the fact that he is interested therein. In the case of married persons or persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

7.3 Appointments and Recommendations

7.3.1 Canvassing of Governors directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph (Paragraph 7.3.1 of these Standing Orders) shall be included in all Trust application forms or otherwise brought to the attention of candidates.

7.3.2 A Governor shall not solicit for any person any appointment under the Trust or recommend any person for such appointment but this Standing Order shall not preclude a Governor from giving written testimonial of a candidate's ability, experience or character for submission to the Trust in relation to any appointment.

7.3.3 Informal discussions, outside nomination or appointment panels, committees or groups, whether solicited or unsolicited, should be declared to the panel, committee or group in question.

7.4 Relatives of Governors

7.4.1 Candidates for any staff appointment under the Trust shall, when making such an application, disclose in writing to the Trust whether they are related to a Governor or holder of any office within the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to dismissal.

7.4.2 A Governor shall disclose to the Assistant Chief Executive any relationship between himself and a candidate of whose candidature that Governor is aware. The Assistant Chief Executive shall report any such disclosure to the Council of Governors and the Board of Directors.

7.4.3 On election or appointment, a Governor should disclose to the Assistant Chief Executive whether they are related to any other Governor or holder of any office under the Trust.

7.4.4 No formal definition of relationship is made. In considering whether a disclosure is required, influence rather than immediacy of the relationship is more important. If Governors have any doubt about the relevance of a relationship, this should be discussed with the Assistant Chief Executive.

7.4.5 Where the relationship of a Governor is disclosed, Paragraph 6.2.5 of these Standing Orders shall apply.

8. Miscellaneous

8.1 It is the duty of the Assistant Chief Executive to ensure that existing Governors and all new Governors are notified of and understand their responsibilities within these Standing Orders.

8.2 Review of Standing Orders

These Standing Orders shall be reviewed by the Council of Governors at least once in each financial year and shall be amended subject to the provisions of Paragraph 7.4 of these Standing Orders. The requirement for review extends to all documents having the effect as if incorporated in these Standing Orders.

8.3 Variation and amendment of Standing Orders

These Standing Orders shall be amended only if:

8.3.1 a notice of motion under Paragraph 4.7 of these Standing Orders has been given; and

8.3.2 no fewer than two-thirds of the Council of Governors vote in favour of amendment; and

8.3.3 the variation proposed does not contravene a statutory provision or a direction made by NHSI.

ANNEX 8

ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

(See Paragraph 23 of the Constitution)

Membership of the Council of Governors - further eligibility provisions

1. In addition to the provisions set out in Paragraph 16.1 of the Constitution, an individual shall not become or continue to be a Governor if:

1.1 he has within the preceding 5 years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a Health Service Body or other public service body;

1.2 he is a person whose tenure of office as chairman, or member, or governor or director of a Health Service Body or other public service body has been terminated on the grounds that his appointment is not in the interests of the service, for non-attendance at meetings or for non-disclosure of a pecuniary interest;

1.3 he is a Director or the Trust Secretary of the Trust, or a governor, director or secretary of another Health Service Body;

1.4 he has had his name removed or suspended, other than by reason of withdrawal, from any list prepared under the 2006 Act and/or any related subordinate legislation or who has otherwise been suspended or disqualified from any healthcare profession and has not subsequently had his name included in such a list or had his suspension lifted or qualification reinstated;

1.5 he is incapable by reason of mental disorder, illness or injury of carrying out his functions as a Governor and it is anticipated that such incapacity with continue for a period of 6 months or the remainder of his tenure of office;

1.6 he has within the preceding 5 years demonstrated aggressive or violent behaviour on Trust premises or another Health Service Body and following such behaviour has been asked to leave, has been removed or excluded from the premises under either the Trust's Policy for Withholding Treatment from Violent and Abusive Patients or Visitors (as amended from time to time) or the Health Service Body's equivalent policy;

1.7 he has been confirmed as a habitual or vexatious complainant in accordance with the Trust's Concerns and Complaints Policy (as amended from time to time);

1.8 he refuses to confirm that he will abide by the Trust's Code of Conduct for Governors (as amended from time to time);

1.9 he has refused without reasonable cause to undertake peer review and/or any training which the Trust and/or the Council of Governors requires all Governors to undertake;

1.10 he is a member of a local authority Overview and Scrutiny Committee covering health matters;

1.11 he is an officer or member of the governing body of Healthwatch or its successor bodies;

1.12 he is previously or currently subject to a Sex Offenders Order and/or his name is included in the Violent and Sex Offenders Register;

1.13 he is the spouse, partner, parent or child of a member of the Board of Directors of the Trust;

1.14 he fails to or indicates that he is unwilling to act in the best interests of the Trust in accordance with the Principles of Public Life set out by the Committee on Standards in Public Life and incorporated in the Trust's Code of Conduct for Governors, as amended from time to time. In fulfilling this role, the Trust acknowledges that the Governor is representing the interests of his members or partner organisation in the local health economy. However, acting in the best interests of the Trust and engaging in constructive debate and challenge on behalf of the constituency a governor represents are not mutually exclusive. Only actions deemed by the Council of Governors or the Board of Directors to be malicious or destructive will be viewed as failing to act in the best interests of the Trust; or

1.15 he fails to abide by the values and behaviours of the Trust.

2. Termination of tenure and removal of a Governor

2.1 A Governor shall cease to hold office if

2.1.1 he resigns by giving notice in writing to the Assistant Chief Executive

2.1.2 he fails to attend 2 consecutive meetings unless the Assistant Chief Executive is satisfied that:

2.1.2.1 the absences were due to reasonable cause and

2.1.2.2 he will be able to start attending meetings within such a period that other governors consider reasonable.

2.2 A Governor may be removed by the Council of Governors by a resolution by not less than three-quarters of the remaining Governors present at that meeting on the following grounds:

2.2.1 he has committed a serious breach of the Code of Conduct for Governors; or

2.2.2 he has acted in a manner detrimental to the interests of the Trust; and

2.2.3 the Council of Governors consider it is not in the best interests of the Trust as defined in Paragraph 1 above, for him to continue as a Governor.

2.3 Where a person has been elected or appointed to be a Governor and he becomes disqualified from office under Paragraph 16 of the Constitution or Paragraph 1 above, he shall notify the Assistant Chief Executive in writing of such disqualification as soon as practicable and in any event within 14 days of first becoming aware of those matters which render him disqualified.

2.4 If it comes to the notice of the Assistant Chief Executive that the Governor is disqualified at the time of his appointment or later, the Assistant Chief Executive shall immediately declare that the individual in question is disqualified and give notice to him in writing to that effect as soon as practicable and in any event within 14 days of the date of the said declaration. The Assistant Chief Executive's decision is final.

3. Vacancies

3.1 Where a Governor's term of office terminates for one of the reasons set out in paragraphs 2.1 or 2.2, Elected Governors may be replaced in accordance with paragraphs 3.2 and 3.3 below. In the case of Appointed Governors, the Trust shall invite the relevant appointing body to appoint a new Governor to hold office for the remainder of the term of office within 30 days of the vacancy having arisen.

3.2 At the discretion of the Trust, where an Elected Governor ceases to hold office during their term of office, the Trust may offer the candidate who secured the second highest number of votes in the last election for the Constituency (or Class of Constituency, as the case may be) in which the vacancy has arisen the opportunity to assume the vacant office of Governor for the unexpired balance of the former Governor's term of office.

3.3 If the candidate who secured the second highest number of votes in the last election for the Constituency (or Class of Constituency, as the case may be) in which the vacancy has arisen is not available or willing to fill the vacancy, an election will then be held in accordance with the Election Scheme save that if an election is due to be held within 6 months of the vacancy having arisen the office will stand vacant until the next scheduled election unless by so doing this causes the aggregate number of Governors who are Public Governors and Patient Governors to be less than half the total membership of the Council of Governors. In that event an election will be held in accordance with the Election Scheme as soon as reasonably practicable.

3.4 The Returning Officer under the Election Scheme shall maintain a record of votes cast at each election under the Election Scheme for the above purposes and the Returning Officer shall conduct or shall oversee the conduction of the process set out in paragraphs 3.2 and 3.3 above.

3.5 No defect in the election or appointment of a Governor nor any deficiency in the composition of the Council of Governors shall affect the validity of any act or decision of the Council of Governors.

ANNEX 9

Sheffield Teaching Hospitals NHS
NHS Foundation Trust

Standing Orders for the Practice and Procedure of the Board of Directors

Reference Number	Version	Status	Executive Lead(s) Name and Job Title	Author(s) Name and Job Title
	3	current	Sandi Carman Assistant Chief Executive	Andy Challands Corporate Governance Manager

Approval Body	Trust Executive Group	**Date Approved**	06/12/2017
Ratified by	Board of Directors	**Date Ratified**	21/12/2017
Date Issued	08/01/2018	**Review Date**	01/09/2017
Contact for Review Name and Job Title:	Andy Challands, Corporate Governance Manager		

Associated Documentation:

Trust Controlled Documents

Trust Constitution.
Standing Orders of the Council of Governors
Standing Financial Instructions
Scheme of Reservation of Powers to the Board and Delegation of Powers, including Scheme of Delegation
Code of Conduct for Board of Directors
Standards of Business Conduct

External Documentation

Code of Governance for NHS Foundation Trusts

Legal Framework

Health Act 2006
Health and Social Care Act 2012

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Version History

Version	Date Issued	Brief Summary of amendments	Owner's Name:
1.0	April 2008	N/A	Neil Priestley
n/a	February 2013	Major update as part of review of the Trust Constitution.	Andy Challands
2.0	07/02/2017	Non material changes from v3.2 Constitution: Re-format in Trust Controlled Document style; as appropriate; change references from Monitor to NHS Improvement (NHSI) to reflect the launch of NHSI from 1 April 2016; and, reformat the Standing Orders of the Board of Directors which will be separately published and controlled outside the Constitution.	Andy Challands
3.0	08/01/2018	Material changes from v4.0 Constitution: Increase in Executive Directors to 7 to reflect the appointment of the Director of Strategy and Planning; and the creation of 2 Board committees from Finance, Performance and Workforce Committee i.e. Finance and Performance Committee and Human Resources and Organisational Development Committee	Andy Challands

(Please note that if there is insufficient space on this page to show all versions, it is only necessary to show the previous 2 versions)

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Executive Summary

Standing Orders for the Practice and Procedure of the Board of Directors

Document Objectives:	These Standing Orders form part of the governance framework of the Trust and are for the regulation of the Board of Directors proceedings and business.
Group/Persons Consulted:	Board of Directors and Assistant Chief Executive
Monitoring Arrangements and Indicators:	The Standing Orders will be reviewed and approved annually by the Board of Directors. The use of Standing Orders will be monitored by the Assistant Chief Executive.
Training Implications:	None
Equality Impact Assessment:	An Initial Equality Impact analysis has been completed. No potential or actual adverse impact on any relevant groups has been identified.
Resource implications:	None

Intended Recipients:

Who should:-

➢ be **aware** of the document and where to access it	All staff and members of the Council of Governors.
➢ **understand** the document	Assistant Chief Executive, members of the Board of Directors, members of the Council of Governors and Senior Managers.
➢ have a **good working knowledge** of the document	Assistant Chief Executive and members of the Board of Directors.

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1. INTRODUCTION

These Standing Orders form part of the Constitution of Sheffield Teaching Hospitals NHS Foundation Trust.

2. STATUTORY AND REGULATORY FRAMEWORK

2.1 Sheffield Teaching Hospitals NHS Foundation Trust is a statutory body that became a public benefit corporation on 1 July 2004 following authorisation as an NHS Foundation Trust by Monitor pursuant to the 2006 Act.

2.2 The principal places of business of the Trust are:

a) Northern General Hospital, Herries Road, Sheffield, S5 7AU

b) Royal Hallamshire Hospital, Glossop Road, Sheffield, S10 2JF

c) Charles Clifford Dental Hospital, Wellesley Road, Sheffield, S10 2SZ

d) Weston Park Hospital, Whitham Road, Sheffield, S10 2SJ

e) Jessop Wing, Tree Root Walk, Sheffield, S10 2SZ Hospital.

2.3 For administrative purposes, 8 Beech Hill Road, Sheffield, S10 2SB is recognised as the Trust Headquarters.

2.4 NHS Foundation Trusts are governed by Act of Parliament, (mainly the 2006 Act and the 2012 Act), by their constitutions and by the Licence granted by NHS Improvement (NHSI), (the Regulatory Framework).

2.5 The Regulatory Framework and specifically Paragraph 32 of the Trust's Constitution, requires the Board of Directors of the Trust to adopt Standing Orders for the regulation of its proceedings and business.

2.6 As a public benefit corporation the Trust has specific powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable. The Trust also has a common law duty as a bailee for patients' property held by the Trust on behalf of its patients.

3. INTERPRETATION

3.1 Save as otherwise permitted by law, at any meeting of the Board of Directors, the Chairman of the Board of Directors shall be the final authority on the interpretation of these Standing Orders (on which he should be advised by the Assistant Chief Executive).

3.2 Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in these Standing Orders shall bear the same meaning as in the Constitution.

4. THE BOARD OF DIRECTORS

4.1 All business shall be conducted in the name of the Trust.

4.2 In accordance with Monitor's *Code of Governance for NHS Foundation Trusts,* the Board of Directors has resolved that certain powers and decisions may only be exercised or made by the Board in formal session. These powers and decisions are set out in Scheme of Reservation of Powers to the Board and Delegation of Powers (including the Scheme of Delegation) and have effect as if incorporated into the Standing Orders but for the avoidance of doubt, the Scheme of Reservation of Powers to the Board and Delegation of Powers does not form part of these Standing Orders or the Constitution.

4.3 Composition of the Board

4.3.1 The composition of the Board of Directors, as set out in Paragraph 24 of the Constitution, shall comprise:

a) a non-executive Chairman

b) 7 or more Non-Executive Directors

c) 7 Executive Directors including the Chief Executive (Accounting Officer); the Finance Director; a registered medical practitioner or registered dentist; and, a registered nurse or registered midwife.

4.3.2 In the event that the number of Non-Executive Directors (including the Chairman) in attendance at a meeting of the Board of Directors is equal to the number of Executive Directors, the Chairman (and in his absence the Vice-Chairman) shall have a casting vote.

4.3.3 The validity of any act of the Trust is not affected by any vacancy among the Directors or any defect in the appointment of a Director.

4.4 Register of members of the Board of Directors

In accordance with Paragraph 35.4 of the Constitution the Trust shall keep and maintain a register of members of the Board of Directors which shall list the names of the Directors, their capacity on the Board of Directors and an address through which they can be contacted, which may be the Assistant Chief Executive.

4.5 Appointment of the Chairman and Directors

4.5.1 The Chairman and Non-Executive Directors are appointed, re-appointed and removed by the Council of Governors at a general meeting of the Council of Governors. The Council of Governors' Nominations and Remuneration Committee is responsible for recommending suitable candidates for Chairman and Non-Executive Directors to the Council of Governors.

4.5.2 The Chief Executive is appointed and removed by the Board of Directors' Nomination and Remuneration Committee, (excluding the Chief Executive), subject to approval by the Council of Governors at a general meeting.

4.5.3 Executive Directors are appointed and removed by the Board of Directors' Nomination and Remuneration Committee.

4.6 Terms of Office of the Chairman and Directors

4.6.1 The provisions for governing the terms and conditions of appointment and the termination or suspension of office of the Chairman and the Non-Executive Directors are set out in the Constitution.

4.6.2 The Chairman and Non-Executive Directors are appointed for a Term of Office of no more than 4 years, subject to re-appointment.

4.6.3 The Chairman and Non-Executive Directors, (excepting the Non-Executive Director who exercises functions for the purposes of the University of Sheffield in accordance with Paragraph 24.9 of the Constitution), may serve no more than 8 years or 2 consecutive full Terms of Office but the maximum tenure to be extended by annual reappointment, in exceptional circumstances.

4.6.4 With the agreement of the Trust and the University of Sheffield, the Non-Executive Director who exercises functions for the purposes of the University of Sheffield may serve more than 8 years or 2 consecutive full terms of office, subject to re-appointment.

4.6.5 The Chief Executive and Executive Directors will normally hold contracts of employment which are not time limited.

4.7 Senior Independent Director

The Board of Directors shall appoint one of the Non-Executive Directors as the Senior Independent Director. This shall be done in consultation with the Council of Governors.

4.8 Joint Directors

Where more than one person is appointed jointly to a post in the Trust which qualifies the holder for executive directorship or in relation to which an Executive Director is to be appointed, those persons shall become appointed as an Executive Director jointly, and shall count as one person.

5. MEETINGS OF THE BOARD OF DIRECTORS

5.1 Admission of the Public and the Press

5.1.1 The meetings of the Board of Directors shall be open to members of the public and representatives of the press unless the Board of Directors decides otherwise in relation to all or part of a meeting for reason of confidentiality or on other proper grounds.

5.1.2 The public and representatives of the press shall be afforded facilities to attend the all public meetings of the Board of Directors but shall be required to withdraw upon the Board of Directors resolving as follows:

"That members of the public and representatives of the press be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest."

5.1.3 The exclusion of matters should comply with the Trust's Freedom of Information Policy.

5.1.4 In the event that the public and representatives of the press are admitted to all or part of a Board of Directors meeting the Chairman shall give such directions as he thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Board of Directors' business shall be conducted without interruption and disruption and the public will be required to withdraw upon the Board of Directors resolving as follows:

"That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board of Directors to complete business without the presence of the public."

5.1.5 Nothing in these Standing Orders shall require the Board of Directors to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings without prior agreement of the Board of Directors.

5.1.6 The Board of Directors will decide upon appropriate arrangements and terms and conditions to offer in extending an invitation to observers to attend and address any of the Board of Directors meetings and it may change or vary these terms and conditions as it deems fit.

5.1.7 Matters to be dealt with by the Board of Directors when meeting in private, subject to Paragraphs 5.1.1 and 5.1.2 of these Standing Orders, shall be confidential to members of the Board of Directors.

5.1.8 Members of the Board of Directors present, and any employee of the Trust, Governors and external advisers/observers in attendance when the Board of Directors is meeting in private, subject to Paragraphs 5.1.1 and 5.1.2 of these Standing Orders, shall not reveal or disclose the contents of papers submitted to the private meeting or minutes headed "Held in private" outside the Board of Directors meeting, without the express permission of the Board of Directors. This prohibition shall apply equally to the content of any discussion during the meeting of the Board of Directors which may take place on such papers.

5.2 Calling meetings

5.2.1 Ordinary meetings of the Board shall be held at such times and places as the Board of Directors may determine.

5.2.2 The Chairman may call a meeting of the Board of Directors at any time.

5.2.3 One-third or more members of the Board of Directors may requisition a meeting in writing.

5.2.4 If the Chairman refuses or fails to call a meeting within 7 clear days after a written requisition for that purpose signed by at least one-third of the Directors has been presented to him at the Trust Headquarters, the members of the Board of Directors signing the requisition may forthwith call a meeting.

5.3 Notice of Meetings

5.3.1 Before each meeting of the Board of Directors, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Assistant Chief Executive or by an employee of the Trust authorised by the Chairman to sign on his behalf, shall be delivered to every Director, or sent by post to the usual place of residence of such Director, so as to be available to them at least 5 clear days before the meeting.

5.3.2 Before each public meeting of the Board of Directors, a public notice of the date, time and place of the meeting and the agenda shall be displayed at the Trust Headquarters and posted on the Trust's website at least 3 clear days before the meeting, save in the case of emergency meetings.

5.3.3 In the case of a meeting called by Directors in default of the Chairman calling the meeting following a requisition as set out in Paragraph 5.2.5 of these Standing Orders, the notice shall be signed by those Directors requisitioning the meeting and no business shall be transacted at the meeting other than that specified on the notice.

5.3.4 Lack of service of the notice on any Director shall not affect the validity of the meeting.

5.3.5 Failure to serve such a notice on more than 3 Directors will invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.

5.4 Setting the Agenda

5.4.1 The Board of Directors may determine that certain matters shall appear on every agenda for a meeting of the Board of Directors and shall be addressed prior to any other business being conducted.

5.4.2 A Director desiring a matter to be included on an agenda shall make his request in writing to the Chairman or Assistant Chief Executive at least 10 clear days before the meeting. Requests made less than 10 clear days before a meeting may be included on the agenda at the discretion of the Chairman.

5.4.3 The request should state whether the item of business is proposed to be transacted in the presence of the public or reserved for discussion in private session and should include appropriate supporting information.

5.5 Petitions

Where a petition has been received by the Trust, the Chairman, through the office of the Assistant Chief Executive, shall include the petition as an item for the agenda of the next meeting of the Board of Directors.

5.6 Chairman of Meeting

At any meeting of the Board of Directors, the Chairman, if present, shall preside. If the Chairman is absent from the meeting (including being temporarily absent on the grounds of a declared conflict of interest), the Vice-Chairman, if present, shall preside. If the Chairman and the Vice-Chairman are absent such Non-Executive Director, as the Directors present shall choose, shall preside.

5.7 Notices of Motion

5.7.1 A Director desiring to move or amend a motion shall send a written notice thereof at least 10 clear days before the meeting to the Chairman or the Assistant Chief Executive.

5.7.2 The Chairman, through the office of the Assistant Chief Executive, shall include in the agenda for the meeting all notices so received that are in order and permissible under these Standing Orders and appropriate governing regulations.

5.7.3 Paragraph 5.7 of these Standing Orders shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda for the meeting.

5.8 Withdrawal of Motion or Amendments

A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chairman.

5.9 Motion to Rescind a Resolution

5.9.1 Notice of motion to amend or rescind any resolution (or general substance of any resolution) which has been passed within the preceding 6 calendar months shall bear the signature of the Director who gives it and also the signature of 4 other Directors. Before considering any such motion, the Board of Directors may refer the matter to any appropriate Committee or to the Chief Executive for recommendation.

5.9.2 When any such motion has been disposed of by the Board of Directors, it shall not be competent for any Director other than the Chairman to propose a motion to the same effect within 6 calendar months, however the Chairman may do so if he considers it appropriate.

5.9.3 Paragraph 5.9 of these Standing Orders shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

5.10 Motions

5.10.1 A motion may be proposed by the Chairman of the meeting or any Director present. Such motion must be seconded by another Director.

5.10.2 At his discretion, the Chairman may refuse to admit any motion of which notice was not given in accordance with Paragraph 5.7 of these Standing Orders other than a motion relating to:

a) the reception of a report;

b) consideration of any item of business before the Board of Directors;

c) the accuracy of minutes;

d) that the meeting of the Board of Directors proceed to the next item of business;

e) that the meeting of the Board of Directors is adjourned; and

f) that the question be now put.

5.10.3 The mover of a motion shall have the right of reply at the close of any discussions on the motion or any amendment thereto.

5.10.4 When a motion is under discussion or immediately prior to discussion, it shall be open to a Director to move:

a) an amendment to the motion;

b) the adjournment of the discussion or the meeting;

c) the appointment of an ad hoc committee to deal with a specific item of business;

d) that the meeting proceed to the next business;

e) that the motion be now put;

f) that a Director be not further heard; or

g) that the public be excluded pursuant to Paragraph 5.1.2 of these Standing Orders.

In the case of Paragraphs 5.10.4.d) to f) of these Standing Orders, to ensure objectivity motions may only be put by a Director who has not previously taken part in the debate and is eligible to vote.

5.10.5 No amendment to the motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the motion.

5.10.6 If there are a number of amendments, they shall be considered one at a time.

5.10.7 When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved.

5.11 Emergency Motions

Subject to the approval of the Chairman, a Director may give written notice to the Chairman or Assistant Chief Executive of a motion after the issue of the notice of a meeting and agenda up to 1 hour before the time set fixed for the meeting. The notice shall state the grounds of urgency. The decision to include the item on the agenda is at the discretion of the Chairman and his decision shall be final. The emergency motion shall be declared to the Board of Directors at the start of the business of the emergency meeting as an additional item on the agenda.

5.12 Chairman's Ruling

Statements of Directors made at meetings of the Board of Directors shall be relevant to the matter under discussion at the material time and the decision of the Chairman on questions of order, relevancy, regularity and any other matters shall be final.

5.13 Voting

5.13.1 Save as provided in Paragraphs 5.16 and 5.17 of these Standing Orders, every question put to a vote at a meeting of the Board of Directors shall be determined by a majority of the votes of the Directors present and voting on the question. In the case of an equal vote for and against a motion, the Chairman of the meeting shall have a casting vote.

5.13.2 At the discretion of the Chairman, all questions put to the vote shall be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Directors present so request.

5.13.3 If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained.

5.13.4 If a Director so requests, his vote shall be recorded by name upon any vote (other than by paper ballot).

5.13.5 In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.

5.13.6 An employee who has been formally appointed by the Board of Directors to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director.

5.13.7 An employee attending a meeting of the Board of Directors to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An employee's status when attending a meeting shall be recorded in the minutes.

5.14 Minutes

5.14.1 The minutes of the proceedings of a meeting shall be drawn up by the Assistant Chief Executive and submitted for agreement at the next ensuing meeting and signed by the person presiding at it.

5.14.2 No discussion shall take place upon the minutes, except upon their accuracy, or where the Chairman considers discussion appropriate. Any amendments to the minutes shall be agreed and recorded at the next meeting.

5.14.3 Minutes shall be circulated in accordance with the wishes of the Board of Directors.

5.15 Joint Executive Directors

5.15.1 Pursuant to Paragraph 24.9 of the Constitution, the post of Executive Director may be held by more than one individual on a job share basis.

5.15.2 Where an Executive Director post is shared jointly by more than one person:

a) any or all of those persons may attend or take part in meetings of the Board of Directors;

b) if more than one of those persons are present at a meeting they should cast one vote if they agree; and

c) if more than one of those persons are present at a meeting and in the case of disagreements where no majority exists no vote shall be cast but where a majority view is held this should be the vote cast.

5.15.3 The presence of any or all of those persons shall count as one person for the purposes of quorum as set out in Paragraph 5.19 of these Standing Orders.

5.16 Suspension of Standing Orders

5.16.1 Except where this would contravene any statutory provision or any provision of the Constitution or its Licence or any direction by NHSI, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the membership of the Board are present, (including one Executive Director and one Non-Executive Director), and that at least two-thirds of those present signify their agreement to such suspension.

5.16.2 The reason for suspension of the Standing Orders shall be recorded in the minutes of the meeting and reported to the Audit Committee.

5.16.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chairman and Directors.

5.16.4 No formal business may be transacted while the Standing Orders are suspended.

5.16.5 The Audit Committee shall review every decision to suspend Standing Orders.

5.17 Variation and Amendment of Standing Orders

These Standing Orders shall not be varied or amended except in the following circumstances:

a) a notice of motion under Paragraph 5.7 of these Standing Order has been given; and

b) at least two-thirds of the membership of the Board are present; and

c) no fewer than half the total of the Non-Executive Directors vote in favour of the amendment; and

d) the variation proposed does not contravene the Regulatory Framework, any statutory provision or any direction by NHSI.

5.18 Record of Attendance

The names of the Chairman and Directors present at the meeting shall be recorded in the minutes.

5.19 Quorum

5.19.1 No business shall be transacted at a meeting of the Board of Directors unless at least one half of the membership of the Board is present including at least two Non-Executive Directors and two Executive Director.

5.19.2 In accordance with Paragraph 5.13.7 of these Standing Orders, an employee in attendance for an Executive Director but without formal acting up status shall not count towards the quorum.

5.19.3 If a Director (including the Chairman) has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of conflict of interest he shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

5.19.4 The requirement set out in Paragraph 5.19.1 of these Standing Orders for at least two Executive Directors to form part of the quorum shall not apply where the Executive Directors are excluded from the meeting (for example when the Board of Directors considers the recommendations of the Remuneration Committee).

6. ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

6.1 General

Subject to the Regulatory Framework and such direction as may be issued by NHSI, the Board of Directors may make arrangements for the exercise, on behalf of the Board of Directors, of any of its functions by a committee, sub-committee or joint committee appointed by virtue of Paragraph 7 of these Standing Orders or a Director or employee of the Trust, in each case subject to restrictions and conditions as the Board of Directors thinks fit.

6.2 Emergency Powers

The powers which the Board of Directors has retained to itself in accordance with Paragraph 4.2 of these Standing Orders may in emergency or for an urgent reason be exercised by the Chief Executive and the Chairman after having consulted at least 2 Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chairman shall be reported to the next formal meeting of the Board of Directors in public session or private session, as appropriate, for ratification.

6.3 Delegation to Committees

The Board of Directors shall agree from time to time to the delegation of executive powers to be exercised by committees, sub-committees or joint committees, which it has formally constituted. The constitution and terms of reference of these committees, sub-committees and joint committees and their specific executive powers shall be approved by the Board of Directors.

6.4 Delegation to Employees

6.4.1 Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to a committee, sub-committee or joint committee shall be exercised on behalf of the Board of Directors by the Chief Executive. The Chief Executive shall determine which functions he will perform personally and shall nominate employees to undertake the remaining functions for which he will still retain accountability to the Board of Directors.

6.4.2 The Chief Executive shall prepare a Scheme of Delegation identifying his proposals which shall be considered and approved by the Board of Directors, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation shall be considered and approved by the Board of Directors as indicated in Paragraph 6.4.1 of these Standing Orders.

6.4.3 Nothing in the Scheme of Delegation shall impair the discharge of direct accountability to the Board of Directors of the Executive Directors to provide information and advise the Board of Directors in accordance with the Regulatory Framework, any statutory provision and such direction as may be issued by NHSI.

7. COMMITTEES

7.1 Appointment of Committees

7.1.1 Subject to the Regulatory Framework and such guidance and best practice advice issued by NHSI, the Board of Directors may, and if directed by NHSI, shall appoint committees of the Board of Directors consisting wholly or partly of Directors of the Board of Directors.

7.1.2 A committee appointed under Paragraph 7.1.1 of these Standing Orders may, subject to the Regulatory Framework and such direction as may be issued by NHSI or by the Board of Directors, appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include Directors) or wholly of persons who are not members of the committee (whether or not they include Directors).

7.2 These Standing Orders, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committee established by the Board of Directors. The term “Chairman” is to be read as a reference to the chairman of the committee as the context permits and the term “member” is to be read as a reference to the member of the committee as the context permits. For the avoidance of doubt, there is no requirement to hold meetings of committees established by the Board of Directors in public.

7.3 Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (including reporting back to the Board of Directors), as the Board of Directors shall decide and shall be in accordance with the Regulatory Framework or such guidance and best practice advice issued by the NHSI. Such terms of reference shall have effect as if incorporated into the Standing Orders but for the avoidance of doubt, the terms of reference shall not form part of these Standing Orders or the Constitution.

7.4 Where committees are authorised to establish sub-committees or working groups, they may not delegate powers to the sub-committee or working group unless expressly authorised by the Board of Directors.

7.5 The Board of Directors shall approve the appointments to each of the committees which it has formally constituted. Where the Board of Directors determines, and regulations permit, that persons who are neither Directors nor employees shall be appointed to a committee, the terms of such an appointment shall be within the powers of the Board of Directors. The Board of Directors shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance, where appropriate, with national guidance.

7.6 Where the Board of Directors is required to appoint persons to a committee and/or to undertake statutory functions, and where such appointments are to operate independently of the Board of Directors such appointment shall be made in accordance with the Regulatory Framework and such guidance and best practice or direction issued by NHSI.

7.7 The committees established by the Board of Directors are:

a) Audit Committee

b) Healthcare Governance Committee

c) Finance and Performance Committee

d) Human Resources and Organisational Development Committee

e) Nominations and Remuneration Committee of the Board of Directors

7.8 Notwithstanding the provisions of Paragraph 7.7 of these Standing Orders, the Board of Directors may establish other committees from time to time at its discretion.

7.9 Confidentiality

7.9.1 A member of a committee established by the Board of Directors shall not disclose a matter dealt with, by, or brought before, the committee without its permission until the committee shall have reported to the Board of Directors or otherwise have concluded on that matter.

7.9.2 A Director of the Trust or a member of a committee shall not disclose any matter reported to the Board of Directors or otherwise dealt with the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board of Directors or committee shall resolve that it is confidential.

8. DECLARATION OF INTEREST

8.1 The Regulatory Framework, including the Constitution, requires all Directors to declare any interests which are relevant and material to the business of the Board of Directors. All existing Directors should declare such interests and any Director appointed subsequently should do so on appointment.

8.2 Interests which should be regarded as “relevant and material” are as follows and are to be interpreted in accordance with the guidance or best practice advice issued by NHSI:

a) directorships, including non-executive directorships held in private companies or public limited companies (with the exception of those of dormant companies);

b) ownership or part-ownership or directorships of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or the Trust;

c) majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS or the Trust;

d) a position of authority or trust in a charity or voluntary organisation in the field of health and social care;

e) any connection with a voluntary organisation or other organisation contracting or commissioning for NHS or Trust services;

f) any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to, lenders or banks;

g) research / funding grants that may be received by an individual or their department;

h) interests in pooled funds that are under separate management (any relevant company included in this fund that has a potential relationship with the Trust must be declared); and

i) any other commercial interest in the decision before the meeting.

8.3 The declaration referred to in Paragraph 8.1 of these Standing Orders shall be made by completing a form, as prescribed by the Assistant Chief Executive from time to time, setting out any interests required to be declared outside a meeting in accordance with Paragraph 8.2 of these Standing Orders and delivered to the Assistant Chief Executive on appointment as a Director or as soon thereafter as the interest arises, but within 7 clear days of becoming aware of the existence of an interest.

8.4 At the time members of the Board of Directors interests are declared, they should be recorded in the minutes of the meeting of the Board of Directors. Any changes in interests should be declared at the next meeting of the Board of Directors following the change occurring and recorded in the minutes of that meeting.

8.5 In accordance with direction as may be issued by NHSI from time to time, the interests of Directors shall be published in the Trust's Annual Report and Accounts. The information should be kept up to date for inclusion in succeeding annual reports.

8.6 If a Director is present at a meeting of the Board of Directors and has an interest of any sort in any matter under consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact and withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt, this includes not voting on such an issue where a conflict is established. If there is a dispute as to whether a conflict of interest does exist, a majority vote will resolve the issue with the Chairman having the casting vote.

8.7 There is no requirement for the interests of Directors' spouses or partners to be declared. However Paragraph 11.2 of these Standing Orders requires that the interests of Directors' spouses, if living together, in contracts should be declared. Therefore the interests of Directors' spouses and cohabiting partners should also be regarded as relevant.

8.8 If Directors have any doubt about the relevance of an interest, this should be discussed with the Chairman or with the Assistant Chief Executive. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

9. BOARD OF DIRECTORS REGISTER OF INTERESTS

9.1 The Chief Executive shall ensure that a Register of Interests of the members of the Board of Directors is established and maintained by the Assistant Chief Executive to record formally declarations of interests of Directors. In particular the Register will include details of directorships and other relevant and material interests which have been declared by Directors as defined in Paragraph 8.2 of these Standing Orders.

9.2 The details will be kept up to date by means of an annual review of the Register of Interests, in which any changes to interests declared during the preceding twelve months will be incorporated.

9.3 The Register of Interests will be available to the public in accordance with the Paragraph 35.5 of the Constitution, and the Assistant Chief Executive will take reasonable steps to bring to local public attention the existence of the Register and arrangements for viewing it.

10. DISABILITY OF CHAIRMAN AND DIRECTORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST

10.1 Subject to the following provisions of this Standing Order, if the Chairman or a Director has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board of Directors at which the contract or other matter is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

10.2 The Board of Directors may exclude the Chairman or a Director from a meeting of the Board of Directors while any contract, proposed contract or other matter in which he has a pecuniary interest, is under consideration.

10.3 Any remuneration, compensation or allowances payable to the Chairman or a Director by virtue of the 2006 Act shall not be treated as a pecuniary interest for the purpose of this Standing Order.

10.4 For the purpose of this Standing Order a Director shall be treated, subject to Paragraph 10.5 of these Standing Orders, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

10.4.1 he or a nominee of his, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or

10.4.2 he is a partner/associate of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration; or

10.4.3 and in the case of persons living together as partners, the interest of one partner shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

10.5 The Chairman or a Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

10.5.1 of his membership of a company or other body, if he has no beneficial interest in any securities of that company or other body; or

10.5.2 of an interest in any company, body or person with which he is connected as mentioned in Paragraph 10.4 of these Standing Orders which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

10.6 Where the Chairman or a Director has:

10.6.1 an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body; and

10.6.2 the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less; and

10.6.3 if the share capital is of more than one class, the total nominal value of shares of any one class in which he/she has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class, this Standing Order shall not prohibit him from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it without prejudice however to his duty to disclose his interest.

10.7 Paragraph 10 of these Standing Orders applies to a committee or sub-committee and to a joint committee as it applies to the Board of Directors and applies to any member of such committee or sub-committee (whether or not he is also a Director) as it applies to a Director.

11. STANDARDS OF BUSINESS CONDUCT

11.1 Code of Conduct

Members of the Board of Directors shall comply with the relevant Trust's Codes of Conduct (Code of Conduct for Board of Directors and Standards of Business Conduct) and any guidance and best practice advice issued by NHSI.

11.2 Interest of Directors or Employees in Contracts

11.2.1 If it comes to the knowledge of any Director or employee of the Trust that a contract in which he has any pecuniary interest not being a contract to which he is himself a party, has been, or is proposed to be, entered into by the Trust he shall, at once, give notice in writing to the Chief Executive or the Assistant Chief Executive of the fact that he is interested therein. In the case of married persons, civil partners or persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

11.2.2 A Director or employee shall also declare to the Chief Executive or Assistant Chief Executive any other employment or business or other relationship of his, or of a spouse, civil partner or cohabiting partner, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.

11.2.3 The Trust requires interests, employments or relationships so declared, to be entered in a Register of Interests of Staff.

11.3 Canvassing of, and Recommendations by, Directors in Relation to Appointments

11.3.1 Canvassing of Directors or members of any committee established by the Board of Directors or any sub-committee of the Board of Directors directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph, Paragraph 11.3.1 of these Standing Orders, shall be included in application forms or otherwise be brought to the attention of candidates.

11.3.2 A Director shall not canvas for any person any appointment under the Trust or recommend any person for such appointment but this paragraph shall not preclude a Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust in relation to any appointment.

11.3.3 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee in question.

11.4 Relatives of Directors or Employees

11.4.1 Candidates for any staff appointment under the Trust shall when making application disclose in writing to the Trust whether they are related to any Director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.

11.4.2 Directors and employees of the Trust shall disclose to the Chief Executive any relationship with a candidate of whose candidature that Director or employee is aware. It shall be the duty of the Chief Executive to report to the Board of Directors any such disclosure made.

11.4.3 On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors), should disclose to the Chief Executive whether they are related to any other Director or employee in the Trust.

11.4.4 Where the relationship to a Director is disclosed, Paragraph 10 of these Standing Orders shall apply.

12. CUSTODY OF THE SEAL AND SEALING OF DOCUMENTS

12.1 Custody of the Seal

The Common Seal of the Trust shall be kept by the Assistant Chief Executive in a secure place.

12.2 Sealing of Documents

12.2.1 The Common Seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board of Directors or a committee of the Board of Directors or where the Board of Directors has delegated its powers.

12.2.2 Before any building, engineering, property or capital document is sealed it must be approved and signed by the Director of Finance (or an employee nominated by him) and authorised and countersigned by the Chief Executive (or an employee nominated by him) who shall not be within the originating directorate).

12.2.3 The fixing of the Common Seal of the Trust must be authenticated by the signature of the Chairman and the Chief Executive (or an employee nominated by him).

12.3 Register of Sealing

An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, (the Register of Seals), and shall be signed by the persons who have approved and authorised the document and those who attested the seal. A report of all sealings shall be made to the Board of Directors at least quarterly by the Assistant Chief Executive. The report shall contain details of the seal number, the description of the document and the date of sealing. The Register shall be retained by the Assistant Chief Executive.

13. SIGNATURE OF DOCUMENTS

13.1 Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board of Directors shall have given the necessary authority to some other person for the purpose of such proceedings.

13.2 The Chief Executive or nominated employee(s) shall be authorised, by resolution of the Board of Directors, to sign on behalf of the Trust any agreement or other document not requested to be executed as a deed, the subject matter of which has been approved by the Board of Directors or any committee or sub-committee with delegated authority.

14. MISCELLANEOUS

14.1 Standing Orders to be given to Directors and Employees

It is the duty of the Chief Executive to ensure that existing Directors and employees and all new appointees are notified of and understand their responsibilities within these Standing Orders. Updated copies shall be issued to staff designated by the Chief Executive. New designated employees shall be informed in writing and shall receive copies where appropriate of these Standing Orders.

14.2 Documents having the standing of Standing Orders including the Standing Financial Instructions and the Scheme of Reservation and Delegation of Powers shall have the effect as if incorporated into Standing Orders. For the avoidance of doubt neither the Standing Financial Instructions nor the Scheme of Reservation of Powers to the Board and Delegation of Powers form part of the Constitution.

14.3 REVIEW OF STANDING ORDERS

These Standing Orders shall be reviewed annually by the Board of Directors. The requirement for review extends to all documents having the effect as if incorporated in the Standing Orders.

14.4 Duty to report non-compliance with Standing Orders

14.4.1 If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board of Directors for action or ratification.

14.4.2 All Directors and all staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

ANNEX 10

FURTHER PROVISIONS

(See Paragraph 11.4 of the Constitution)

1. Disqualification from membership of the Trust

1.1 A person may not be a Member of the Trust if they are under 12 years of age at the time of his application to become a Member.

1.2 A person may not become or remain a Member of the Trust if he is ineligible under paragraphs 7.1, 8.1, or 10.1 of this Constitution to be a Member.

1.3 A person may not become or remain a Member of the Trust if during the 5 years prior to his application, he has demonstrated aggressive or violent behaviour at any Trust Hospital or towards any person working for a Health Service Body and following such behaviour he has been asked to leave, has been removed or excluded from any Trust Hospital or other Health Service Body establishment under either the Trust's Policy for Withholding Treatment from Violent and Abusive Patients or Visitors (as amended from time to time) or other Health Service Body's equivalent policy.

1.4 A person may not become or remain a Member of the Trust if they have been confirmed as a habitual or vexatious complainant in accordance with the Trust's Concerns and Complaints Policy (as amended from time to time).

1.5 A person may not remain a Member of the Trust if the Council of Governors resolves (in accordance with the procedure for expulsion from membership of the Trust set out at Paragraph 2 below) that for reasonable cause his so doing would, or would be likely to:

1.5.1 prejudice the ability of the Trust to fulfil its principal purpose as defined by this Constitution or otherwise to discharge its duties and/or functions; or

1.5.2 harm the Trust's work with other persons or bodies with whom it is engaged or may be engaged in the provision of goods or services; or

1.5.3 adversely affect public confidence in the goods or services provided by the Trust; or

1.5.4 otherwise bring the Trust into disrepute.

1.6 It is the responsibility of each Member to ensure his eligibility at all times and not the responsibility of the Trust to do so on his behalf. A Member who becomes aware of his ineligibility shall inform the Assistant Chief Executive as soon as practicable and that person shall thereupon be removed forthwith from the register of Members and shall cease to be a Member.

1.7 Where the Trust has reason to believe that a Member is ineligible for membership under the provisions of this Constitution or may be disqualified for membership under the provisions of this Constitution, the Assistant Chief Executive shall carry out reasonable enquiries to establish if this is the case.

1.8 Where the Assistant Chief Executive considers that there may be reasons for concluding that a Member or an applicant for membership may be ineligible or be disqualified for membership, he shall advise that individual of those reasons in summary form and invite representations from the Member or applicant for membership within 28 days or such other reasonable period as the Assistant Chief Executive may in his absolute discretion determine. Any representations received shall be considered by the Assistant Chief Executive and he shall make a decision on the Member's or applicant's eligibility or disqualification as soon as reasonable practicable and shall give notice in writing of that decision to the Member or applicant within 14 days of the decision being taken.

1.9 If no such representations are received within the said period of 28 days or longer period (if any) permitted under the preceding paragraph, the Assistant Chief Executive shall be entitled nonetheless to proceed and make a decision on the Member's or applicant's eligibility or disqualification notwithstanding the absence of any such representations from him. The Assistant Chief Executive's decision is final.

1.10 Upon a decision being made under the Paragraphs 1.8 or 1.9 above that the Member is ineligible or disqualified for membership, the Member shall be removed from the register of Members immediately and he shall thereupon cease to be a Member.

1.11 Notwithstanding the foregoing paragraphs, if it appears to the Assistant Chief Executive that an individual no longer wishes to be a Member of the Trust and, after reasonable enquiries made in accordance with a process approved by the Council of Governors the individual fails to demonstrate that they wish to continue to be a Member of the Trust, the individual shall cease to be a Member of the Trust and their name shall be removed from the register of Members of the Trust.

2. Expulsion from membership of the Trust

2.1 A Member may be expelled by a resolution approved by not less than two-thirds of the members of the Council of Governors present and voting at a meeting of the Council of Governors. The following procedure is to be adopted:

2.1.1 any Member or Director may complain to the Assistant Chief Executive that another Member has acted in a way detrimental to the interests of the Trust, or is otherwise disqualified as set out in Paragraph 1 above.

2.1.2 if a complaint is made, the Council of Governors shall itself consider the complaint, having taken such steps as it considers appropriate, to ensure that the Member's and complainant's points of view are heard and may either:

2.1.2.1 dismiss the complaint and take no further action; or

2.1.2.2 arrange for a resolution of the Council of Governors to expel the Member complained of to be considered at the next meeting of the Council of Governors.

3. Termination of membership

A Member shall cease to be a Member on:

3.1 death

3.2 resignation by notice in writing to the Assistant Chief Executive

3.3 ceasing to fulfil the requirements of paragraphs 7.1, 8.1 or 10.1 of the Constitution, as the case may be

3.4 being disqualified pursuant to Paragraph 1 above

3.5 being expelled pursuant to Paragraph 2 above.

ANNEX 11

DISPUTE RESOLUTION PROCEDURE

(See Paragraph 44 of the Constitution)

1. The Council of Governors and the Board of Directors are committed to develop and maintain a constructive and positive relationship. The aim at all times is to resolve any potential or actual differences of opinion quickly, through discussion and negotiation.

2. In the event of a dispute arising between the Council of Governors and the Board of Directors, the Chairman (or the Vice Chairman if the dispute involves the Chairman) will endeavour to resolve the dispute informally, through discussions with the Governors and Directors, to the reasonable satisfaction of both parties.

3. Failing resolution under Paragraph 2 of this Annex, the Chairman (or the Vice Chairman if the dispute involves the Chairman) shall appoint and chair a panel comprising the Chief Executive and another Director and two Governors. The Council of Governors shall nominate the two Governors to the panel through the office of the Assistant Chief Executive.

3.1 The panel will review the dispute and make recommendations to the Council of Governors and the Board of Directors.

3.2 The panel may recommend referring the dispute to external mediation, in which case a professional mediator shall be appointed by the Centre for Dispute Resolution or such organisation as the panel shall agree.

3.2.1 All negotiations and proceedings in the mediation connected with the dispute shall be conducted in strict confidence on a without prejudice basis.

3.2.2 The costs and expenses of the mediation will be met by the Trust.

4. lf the Council of Governors and the Board of Directors reach agreement on the resolution of the dispute, that agreement shall be made in writing and shall be binding upon both parties.

5. lf the Council of Governors and the Board of Directors are unsuccessful in resolving the dispute to the reasonable satisfaction of both parties, the Chairman (or the Vice Chairman if the dispute involves the Chairman) shall refer the dispute to the Board of Directors, whose decision shall be final.

6. Nothing in this procedure shall preclude

6.1 a Governor from referring the matter to the Panel appointed by NHSI in accordance with Paragraph 20 of the Constitution, and

6.2 any party from referring any dispute to a court of competent jurisdiction in England or Wales

although such actions should be considered a last resort.