Agenda

The Dudley Group NHS Foundation Trust

Full Council of Governors meeting (Public)

Thursday 27 June 2019, 18.45hr
Clinical Education Centre, Russells Hall Hospital, Dudley

Meeting in public session

No.	Time	Item	Enclosure	By
8.	18.45	Welcome (Public & Press) 8.1 Introductions & Welcome 8.2 Apologies 8.3 Declaration of interests 8.4 Quoracy 8.5 Announcements		Yve Buckland, Interim Chairman
9.	18.50	Previous meeting 9.1 Minutes of the previous full Council of Governors meeting held on 7 March '19 9.2 Matters arising there from 9.3 Action points	Enclosure 3	Yve Buckland, Interim Chairman
10.	18.55	Chief Executive update including update on MCP project	Enclosure 4	Diane Wake, Chief Executive
11.	19.05	Effective 11.1 Workforce & Staff Engagement report	Enclosure 5	Andrew McMenemy, Director of Human Resources
12.	19.15	Strategy 12.1 Strategy Committee	Verbal	Dr Richard Gee, Interim Committee Chair
13.	19.20	Safe, caring and responsive 13.1 Experience and Engagement Committee 17 April '19 13.2 Chief Nurse report 13.3 Clinical Quality, Safety and Patient Experience Committee	Enclosure 6 Enclosure 7 Enclosure 8	Karen Phillips, Committee Chair Mary Sexton, Interim Chief Nurse Catherine Holland, Non-executive Director
14.	19.50	Effective 14.1 Finance and Performance report Q4, 2018/19 and 2019/20 outlook 14.2 Governance Committee	Enclosure 9 Verbal	Jonathan Hodgkin, Non-executive Director Nicola Piggott, Committee Chair
15.	20.05	Well-Led 15.1 Board Secretary update - Governor appointments and elections - Annual Members Meeting agenda - CoG Terms of Reference for approval	Enclosure 10	Gilbert George, Interim Director of Governance/Board Secretary

		15.2 CoG Committees review 15.3 Trust Constitution for approval 15.4 Remuneration and Appointments Committee 23 April '19	Enclosure 11 Enclosure 12 Enclosure 13	Gilbert George Gilbert George Fred Allen, Lead Governor
16.	20.20	Any Other Business (to be notified to the Chair)		Yve Buckland, Interim Chairman
17.	20.25	Close of meeting and forward dates: 2019 Thursday 19 September Thursday 19 December		Yve Buckland, Interim Chairman

Enclosure 3

Minutes of the Full Council of Governors meeting (Public)
Thursday 7 March 2019, 6.00pm,
Clinical Education Centre,
Russells Hall Hospital, Dudley

Present:

Name	Status	Representing
Mr Fred Allen	Public Elected Governor	Central Dudley
Mr Arthur Brown	Public Elected Governor	Stourbridge
Ms Joanna Davies-Njie	Public Elected Governor	Stourbridge
Dr Richard Gee	Appointed Governor	Dudley CCG
Ms Sandra Harris	Public Elected Governor	Central Dudley
Mr Mike Heaton	Public Elected Governor	Brierley Hill
Mrs Viv Kerry	Public Elected Governor	Halesowen
Mrs Natalie Neale	Public Elected Governor	Brierley Hill
Mrs Jenni Ord	**Chairman**	DG NHS FT
Mrs Margaret Parker	Staff Elected Governor	Nursing & Midwifery
Mr Rex Parmley	Public Elected Governor	Halesowen
Ms Yvonne Peers	Public Elected Governor	North Dudley
Mrs Karen Phillips	Staff Elected Governor	Non Clinical Staff
Mrs Patricia Price	Public Elected Governor	Rest of the West Midlands
Mrs Edith Rollinson	Staff Elected Governor	Allied Health Professional & Healthcare Scientists
Mrs Mary Turner	Appointed Governor	Dudley CVS & Trust volunteers
Mr Alan Walker	Appointed Governor	Partner Organisations
Mrs Farzana Zaidi	Public Elected Governor	Tipton & Rowley Regis

In Attendance:

Name	Status	Representing
Mr Julian Atkins	Non-executive Director	DG NHS FT
Mrs Helen Board	Governor Engagement Lead	DG NHS FT
Ms Jill Faulkner	Head of Patient Experience	DG NHS FT
Mr Gilbert George	Interim Director of Governance/Board Secretary	DG NHS FT
Ms Catherine Holland	Non-executive Director	DG NHS FT
Mrs Karen Kelly	Chief Operating Officer	DG NHS FT
Mr Andrew McMenemy	Director of Human Resources	DG NHS FT
Mr Richard Miner	Non-executive Director	DG NHS FT
Mrs Mary Sexton	Interim Chief Nurse	DG NHS FT
Ms Diane Wake	Chief Executive	DG NHS FT
Mrs Natalie Younes	Director of Strategy & Transformation	DG NHS FT

Apologies:

Name	Status	Representing
Mr Bill Dainty	Staff Elected Governor	Nursing & Midwifery
Dr Anthea Gregory	Appointed Governor	University of Wolverhampton
Mr Julian Hobbs	Medical Director	DG NHS FT
Mr Jonathan Hodgkin	Non-executive Director	DG NHS FT
Mr Tom Jackson	Director of Finance	DG NHS FT
Mrs Michelle Lawrence	Staff Elected Governor	Nursing & Midwifery
Mrs Ann Marsh	Staff Elected Governor	Allied Health Professional & Healthcare Scientists
Ms Nicola Piggott	Public Elected Governor	Dudley North
Mr Peter Siviter	Public Elected Governor	South Staffs & Wyre Forest
Mr Mark Stanton	Chief Information Officer	DG NHS FT
Cllr Steve Waltho	Appointed Governor	Dudley MBC

COG 19/24.0 Welcome (Public & Press)
19.00pm

COG 19/24.1 Introductions & Welcome
Mrs Ord opened the meeting of the Full Council and welcomed all to the meeting.

Mrs Ord acknowledged that many of the agenda items published for the meeting (public session) had been discussed at length in the earlier meeting held in private session.

[Mrs Abbiss left the meeting at this point]

COG 19/24.2 Apologies
Apologies had been received and recorded as above.

COG 19/24.3 Declaration of interest
Mrs Ord asked those present to indicate if there were any items to declare in respect of the published agenda. There were none.

COG 19/24.4 Quoracy
The meeting was declared quorate.

COG 19/24.5 Announcements

Mrs Ord announced the following advising governors to contact Mrs Board if available:

Quality & Safety Reviews where there were still spaces available in the coming week and encouraged governors who had not yet participated to do so.

Nutrition & hydration week with governors invited to participate in activities on the Wednesday, Thursday and Friday afternoons judging the best dressed tea trolley, best nutrition and hydration board on a ward and cake baking competition.

COG 19/25.0 Presentation

COG 19/25.1 The Dudley Group NHS Foundation Trust Strategy 2019-2021
Mrs Ord introduced Mrs Natalie Younes, Director of Strategy and Performance who shared the key strategic objectives of the Trust Strategy with those present.

Mrs Younes provided all present with a printed version of the strategy document and invited all governors to attend the strategy launch on Tuesday 12 March or one of the 'roadshow' dates that would include visits to a number of areas across to the Trust to ensure that all staff were engaged and informed about the strategic aims of the Trust for the period 2019-2021.

Mrs Ord thanked governors for their contribution to the strategy development through a series of workshops and confirmed that invitations to attend the launch of the Strategy would be circulated along with the road show dates.

ACTION Circulate invitation to the strategy launch on 12 March 2019 and the roadshow dates to the Council of Governors **Mrs Board** .

COG 19/26.0 Previous meeting

COG 19/26.1 Minutes of the previous full Council of Governors meeting held on 6 December 2018 (Enclosure 2)

The minutes were accepted as an accurate record subject to two minor amendments to reflect that Dr Gee was present and the date mentioned by Mr Heaton for the memorial service of Mr Ford would be '2019' and not '2018'.

COG 19/26.2 Matters arising there from

There were none.

COG 19/26.3 Action points

All actions were complete and would be removed from the list.

COG 19/27.0 Chief Executive update including update on MCP project (Enclosure 3)

19.05pm

Ms Wake presented the report given as Enclosure 3 and asked those present to note the activities and updates provided.

Ms Wake advised that the **MCP** transition board was in a shadow form overseeing the MCP process. The final organisational form was still to be finalised and would be dependent on identifying external funding to cover a potential cost of between £5–11m. She confirmed that clinical pathways were being developed to ensure the quality delivery of services at a sustainable pace and would continue to work with clinical partners and stakeholders to deliver care in the most appropriate setting for patients. Ms Wake agreed to provide regular updates to the Council.

Dr Gee offered his congratulations on the Trusts **flu vaccination rate** and asked if he could share the Trust's performance data at the next meeting of the Vaccinations and Immunisation Committee. Ms Wake agreed with the suggestion.

Ms Wake provided an update on recent executive appointments and changes to Board membership.

Mrs Ord thanked Ms Wake for the update and invited questions. There were none.

COG 19/28.0 Care Quality Commission (CQC)

COG 19/28.1 ED Quality Improvement Plan (Enclosure 4)

19.15

Mrs Kelly presented the report given as Enclosure 4 and asked those present to note that the demand on emergency services remained a challenge nationally and added that The Dudley Group remained the second best performer in the Black Country. The department continued to maintain the present standard achieved in the quality improvement plan and noted that most actions were complete.

Ms Wake confirmed that an update was expected from the CQC in relation to the S31 notices and confirmed that she would chair the Group established to

address all recommendations expected in the pending CQC report. Ms Wake added that the performance against the Emergency Department Improvement Plan performance metrics were maintained and noted the improved reported outcomes.

Mrs Ord thanked Mrs Kelly for the report and invited questions. There were none.

COG 19/29.0 Effective

COG 19/29.1 Workforce Report (Enclosure 5)

19.25pm

Mr McMenemy presented the Workforce Report given as Enclosure 5 and asked those present to receive for information and noted that the report had been considered in detail at the last meeting of the Governance Committee of Council.

Mrs Ord thanked Mr McMenemy for his report and invited questions.

There were none

[Mr McMenemy left the meeting at this point]

COG 19/30.0 Strategy (Enclosure 6)

COG 19/30.1 Strategy Committee workshop and meeting 19 February 2019 (Enclosure 6)

Dr Gee asked those present to receive the report given as Enclosure 6 and confirmed that the Council have been closely involved and engaged with the strategy development process. He invited governors to come forward with suggestions to engage with the wider community to share the key messages of the strategy.

Mrs Ord thanked Mr Gee for the update and invited questions. There were none.

COG 19/31.0 Safe, caring and responsive

COG 19/31.1 Experience and Engagement Committee 16 Jan 2019 (Enclosure 7)

19.30pm

Mrs Phillips presented the report given as Enclosure 7 and asked those present to note its contents. She advised that a stand has been booked in the Russells Hall Hospital main reception on a number of occasions in the coming weeks and invited all governors to get involved. Any governors wishing to participate in this or other events in their respective communities were asked to liaise with either herself or Mrs Board.

Mrs Price suggested that that the existing information pack be updated for governors to use when out and about.

Mrs Ord thanked Mrs Phillips for the report and highlighted the importance of governors supporting the ‘out there’ initiative. She reminded governors that the Annual Members Meeting scheduled to take place on 18 July 2019 would provide an opportunity for governors to meet with members and encouraged all to attend.

COG 19/31.2 **Chief Nurse report including Quality Priorities update and Quality Care indictor process information** (Enclosure 8)

19.35

Mrs Sexton provided the report given as Enclosure 8 and highlighted the following:

The Trust's **Nursing Strategy** was presently under review ahead of its re-launch on Nurses Day in May 2019.

The **Chief Nurse for England** had accepted an invitation to visit the Trust**.**

The **Quality Account** was in its final draft stage and governors would shortly be invited to provide a comment upon them for inclusion in the final account. Mrs Sexton confirmed that the quality priorities that had not been achieved during 2018/19 would be rolled over to 2019/20 along with two new priorities that related to medicine management and patient safety work.

Mrs Kerry said that she had participated in a mini PLACE audit on the Trust's stroke ward on the previous day and noted that her impressions were very positive. The visit had also audited the chaplaincy area. Mrs Kerry also asked when the fruit and veg stall would be returning following its recent destruction during a storm.

Mrs Neale added that she had also participated in a mini place audit that had included the communal areas and had suggested that it would be beneficial for patients living with dementia to ensure that the name of the hospital was clearly displayed e.g. under the main clock in main reception. She also noted that she had observed staff smoking outside the main entrance which had been challenged.

Ms Faulkner advised that the fruit and veg stall would be rebuilt after it had been seriously damaged in the recent storm and was expected to open in the near future and noted the comments regarding dementia friendly signage.

Mrs Ord thanked Mrs Sexton for her update and noted that all of the Trusts sites would become smoke free from 3 June 2019.

COG 19/31.3 **Patient Experience report Q3 2018/19 including complaints and PALS** (enclosure 9)

19.41

Ms Faulkner presented the report given as Enclosure 9 and asked those present to note its content with particular reference to the backlog of complaints. This was being addressed and had recently been identified as a Dudley Improvement Project sponsored by the Chief Executive. Activity to date had included the completion of an analysis exercise and the preparation of a resourcing business case.

Mrs Ord thanked Ms Faulkner for the update and noted that the Board were keen to reduce the backlog of complaints.

COG 19/31.4 **Aggregated Learning Report** (Enclosure 10)

19.45

Mr Gilbert asked those present to receive the report given as Enclosure 10 noting that the Trust utilised this as a source of learning and improvement and

provided an example of learning that related to the Trusts nerve centre where improvements had been actioned to ensure that incident raised would be negated in the future.

Mrs Kelly noted that the executive team had supported the improvement as part of the hospital at night scheme to ensure that deteriorating patients are assessed by an appropriate specialist at night.

Mrs Ord acknowledged the earlier comments by Dr Gee were supported by the depth of the report that evidenced the Trust's ambitions to ensure that any incident raised translated into learning actions and a reduction in serious incidents.

COG 19/32.0 **Effective**

COG 19/32.1 **Finance report Q3, 2018/19 and update on 2018/19 to date** (Enclosure 11)
8.05pm

Ms Wake presented the report and asked those present to note the final position as at month 10 and advised that there were ongoing discussions with the CCG at this time to finalise the 2019/20 budget. This would then be used to determine the proposed control total for the year 2019/20. Ms Wake advised that the cash position remained a concern.

Ms Wake added that the year-end forecast had been subject to a formal revision through NHSI with the projected forecast of £8.8m deficit before PSF funding.

Mrs Phillips asked if the Trust expected to receive PSF funding for Q4. Ms Wake replied that the required criteria may be met for Q4 on the basis of the in-year achievement to date.

Mrs Price asked if the Trust was stocking up by procuring additional supplies ahead of Brexit.

Mrs Phillips noted that there had been reports of shortages for cancer treatment and asked if the Trust had been affected.

Mrs Kelly confirmed that the Trust had well developed business continuity plans and both local and national contingency was in place to ensure the NHS remained secure for its resource requirements. All medicines, machines and devices had been reviewed and planned for in the event of shortages with centres established nationally to support trusts in the event of logistical issues.

Mrs Ord confirmed that the Trust also had plans in place to ensure additional staff would be available as part of the establishment of a command and control centre.

COG 19/32.2 **Performance report Q3** (Enclosure 12)

Mrs Ord noted that the Integrated Performance Report would also support some of the comments made earlier by Dr Gee relating to flu vaccination.

Mrs Kelly highlighted that the ED access standard remains a challenge and that all efforts is being made to improve.

COG 19/32.3 **Governance Committee meetings (enclosure 13 and 13a)**
19.58pm

Mr Allen presented the above reports given as Enclosures 13 (tabled) and 13a and confirmed that the Committee had convened on 20 December and 28 February and had not been quorate on either occasion. There had been a note of concern raised that papers had not been supplied in a timely manner.

Mr Allen added that on both occasions there had been an opportunity to consider detailed reports covering finance and performance, workforce CQC, clinical audit and the MCP report supporting governance and sourcing of candidates as Chair. Executives and non-executives had been in attendance and had been able to provide assurances on progress being made regarding staff recruitment and retention performance.

The Committee had also considered the Trust's Board Assurance Framework and had noted the key risks with an opportunity to scrutinise the information provided and were content with the assurances given.

Mr Allen confirmed that the Audit Committee Chair was able to provide assurance that the 13 audit recommendations that remained open were being followed up by the Trust management within specified timeframes.

Mr Allen confirmed that the Governance Committee's **Terms of Reference** had been reviewed with no changes and were submitted to the Full Council for approval.

Mrs Ord asked those present if they were content to approve the Terms of Reference that had been reviewed. This was **agreed**.

COG 19/33.0 **Well-Led**

COG 19/33.1 **Board Secretary update (Enclosure 14)**
20.03pm

Mr George presented the report given as Enclosure 14 and asked those present to note the following:

- **Governor appointments and elections timetable** for vacancies in the public constituencies of Dudley North and Halesowen and the staff constituencies of Medical and Dental and Nursing and Midwifery.
- **Council of Governors committees chairs review** had returned the following:
    - Experience & Engagement Committee – Mrs Karen Phillips
    - Governance Committee – appointment deferred until conclusion of current round of elections
    - Strategy Committee – there had been no expressions of interest from its membership or that of the wider Council.
- **Review of council committees' structure and meeting arrangements** would be undertaken during quarter one of the new financial year in response to feedback received that related to the frequency of meetings and duplication of papers and topics.
- **Council of Governors' Register of Interests** where all governors are required to maintain the latest information and to contact the Foundation Trust office to notify of any change.

COG 19/33.2 **FT Membership Summary Q3, 2018/19 (Enclosure 15)**
20.05pm

Mrs Board presented the report given as Enclosure 15 and asked those present to note that the Trust continued to maintain a public membership that broadly reflected the community served.

COG 19/33.3 **Remuneration and Appointments Committee 26 February 2019 (Enclosure 16)**
20.10pm

Mr Allen presented the report given as enclosure 16 and asked those present to note the items considered by the Remuneration and Appointments Committee at meetings held in February and March 2019 where the following were agreed as recommendations to the full Council of Governors for approval.

1. Review and approve the Terms of Reference for the Remuneration and Appointments Committee that included an additional item regarding the Fit and Proper Persons where the committee would receive reports relating to Chair and Non-executive Director performance and explore any reported concerns in relation to Fit and Proper Person demands.

2. To approve the following recommendations:

- The role of Senior Independent Non-executive director (SID) and Deputy Chair to be split.
- Ms Holland to be appointed to the role of SID for a period of six months
- The Deputy Chair appointment to be deferred until the conclusion of the current round of NED and Chair recruitment process.

Mrs Ord confirmed that the Committee had considered the matter of the cost of living award and in view of the Trust's present financial position agreed to defer the decision with a proposed review date for later in the year in April 2019. She added that the decision reflected the approach taken in respect of the executive team.

Mrs Ord asked those present to approve the recommendations as described. These were **agreed** with no abstentions.

COG 19/34.0 **Any other business (to be notified to the Chair)**

Interserve review of parking charges at Trust sites Mr Walker, Assistant General Manager confirmed that Interserve proposed to increase the charge for parking at each of the Trust sites and had worked hard to keep the increases to a minimum.

COG 19/57.0 **Close of meeting and forward dates: 2019**
20.15pm

Mrs Ord advised that an extraordinary meeting of the full Council was scheduled for Thursday 4 April 2019. The next quarterly meeting of the full Council would take place on Thursday 6 June.

Mr Allen added that the next informal meeting of governors was scheduled for 19 March and encouraged all governors to attend.

Mrs Ord thanked all for attending and drew the meeting to a close at 20.15pm.

Mrs Jenni Ord, Chair of meeting

Signed…….…….. Dated …….

Outstanding	Item to be addressed
To be updated	Item to be updated
Complete	Item complete

Council of Governors Extraordinary meeting held 7 March 2019

Item No	Subject	Action	Responsible	Due Date	Comments
COG/19.25.1	Trust Strategy 2019/21	Circulate invitation to the strategy launch on 12 March 2019 and the roadshow dates to the Council of Governors	Mrs Board	8/3/19	Complete

Enclosure 4

The Dudley Group NHS Foundation Trust

Paper for submission to the Council of Governors (previously submitted to Board of Directors on 6th June 2019)
27 June 2019

TITLE:	**Public Chief Executive's Report**		
AUTHOR:	**Diane Wake, Chief Executive**	**PRESENTER**	**Diane Wake, Chief Executive**

CLINICAL STRATEGIC AIMS		
Develop integrated care provided locally to enable people to stay at home or be treated as close to home as possible.	*Strengthen hospital-based care to ensure high quality hospital services provided in the most effective and efficient way.*	*Provide specialist services to patients from the Black Country and further afield.*

ACTION REQUIRED OF BOARD			
Decision	**Approval**	**Discussion**	**Other**
		X	

OVERALL ASSURANCE LEVEL			
Significant Assurance	**Acceptable Assurance**	**Partial Assurance**	**No Assurance**
X High level of confidence in delivery of existing mechanisms / objectives	☐ General confidence in delivery of existing mechanisms / objectives	☐ Some confidence in delivery of existing mechanisms / objectives, some areas of concern	☐ No confidence in delivery

RECOMMENDATIONS FOR THE COUNCIL

The Council is asked to note and comment on the contents of the report.

CORPORATE OBJECTIVE:

SO1, SO2, SO3, SO4, SO5, SO6

SUMMARY OF KEY ISSUES:

- Visits and Events
- Improvement Practice Update
- Recruitment Update
- Committed to Excellence
- Freedom to Speak Up Surgeries
- Sunrise Launch
- Healthcare Heroes
- Iftar Dinner
- Smoke Free
- Steve Ford Memorial
- Charity Update
- Organ Donation Ambition
- Acute Stroke Care Report 2018/19
- National News
- Regional News

IMPLICATIONS OF PAPER:			
RISK	**N**		**Risk Description:**
	Risk Register: N		**Risk Score:**
COMPLIANCE and/or LEGAL REQUIREMENTS	**CQC**	**Y**	**Details: Safe, Effective, Caring, Responsive, Well Led**
	NHSI	**N**	**Details:**
	Other	**N**	**Details:**

Chief Executive's Report – Public Board – June 2019

This report is intended to give a brief outline of some of the key activities undertaken as Chief Executive since the last meeting and a highlight a number of items of interest.

Items below are not reported in any order of priority.

Visits and Events

1st May	Black Country Cancer System Review Meeting
2nd May	Board of Directors
	Extraordinary Council of Governors
3rd May	Team Brief
7th May	Achieving World Class Cancer Outcomes Event
8th May	Transition Board
	MCP Engagement Event
9th May	Dudley System Oversight and Assurance Group
10th May	Paediatric Away Day
13th May	Collaborative Leadership Team
15th May	Simon Stevens/Dido Harding NHS Midlands Event
20th May	Board Workshop
	Trust Management Group
21st May	Steve Ford Memorial
	Transition Board
22nd May	Ophthalmology Away Day
29th May	Partnership Board
30th May	Black Country STP Health Partnership Meeting

Improvement Practice Update – Care Better Every Day

The 2019 scope for Dudley Improvement Practice defined at the Value Stream Analysis event in October at the Copthorne included outpatients, ward discharge, emergency theatre and End of Life Care. These improvement teams are being set up via Practice Events and A3 development sessions.

Ophthalmology is the outpatient speciality with the highest activity and so it is likely that improvement made there can be replicated to other specialties.

The Ophthalmology Practice Event was held at the beginning of May and saw a reduction is door to door appointment time for a Macular clinic from 2 hr 7 mins to 50 mins. There were many other improvements made which patients have fed back as be better for privacy and patient flow.

Planning is now in early stages for the next Practice Event to facilitate early discharge in August on ward C3, again the intention is to use the event as an intense burst of improvement activity and the results to then be used to benefit other wards.

Dudley Improvement Practice is also supporting teams in Specialist Palliative Care and a system-wide team looking at Core Palliative Care working with GPs, care homes and the Hospice.

More detail on the Improvement Practice work is available on the Executive wall or the Improvement Room in the Clinical Education Centre.

Recruitment Update

We received 18 applications for the post of Non-Executive Director (x2), following the shortlisting process 4 candidates have been invited to attend an interview and stakeholder panel scheduled for 4th June 2019.

Staff Awards - Committed to Excellence 2019

Our annual staff awards, Committed to Excellence, has attracted almost 600 nominations from staff, visitors and patients. In honour of Steve Ford, we have renamed the award for volunteers, the Steve Ford Volunteer Award. Shortlisting begins soon and the winners will be announced at The Copthorne Hotel, Brierley Hill on 5th July. The event is, for the second year, hosted by BBC Midlands Today presenter Nick Owen. We wish all individual and teams who have received a nomination the very best of luck. The awards are our way of saying a big thank you for their dedication and commitment to providing the best possible care to our patients. They also shine the light on non-clinical staff who provide invaluable back office functions.

Freedom to Speak Up Surgeries

We are holding a series of Freedom to Speak Up surgeries for our staff to give them a further opportunity to raise any concerns they may have in a safe and confidential environment. There are two drop-in sessions in June and are being led by non-executive director Julian Atkins. Staff have a number of ways to raise concerns confidentially, and they are encouraged to do so, without fear of reprisal. We have two Freedom to Speak Up Guardians who are supported by 20 speak up champions.

Sunrise Launch

We are very pleased that Dudley and Kinver Running Club are on board for this year's Neon Dash 5k charity race at Himley Hall on Sunday 9th June. DK are kindly planning the route around the country park and providing marshals to keep everyone on track. There is still time to register to take part. Go the front page of our website – dgft.nhs.uk for details on how to enter. If you can't take part in the run, we would encourage everyone to come along anyway and offer their support. All funds raised will go to our neonatal unit. It's a great family day out.

Healthcare Heroes May 2019

Congratulations to May's healthcare heroes! The Community Ears, Nose and Throat department received this month's team award due to the team pulling together and supporting each other through a very tragic time for one of the team members. During this time the ENT doctors also played a key role in keeping the clinics operating despite the change in the support they received. This meant that patients continued to be treated.

Fiona Freeman, a Lead Nurse in the Acute Pain team, received the individual award after attending to a collapsed gentleman on the side of the road, who at this time had no pulse and had stopped breathing. Due to Fiona's quick thinking and resuscitation skills, this meant that CPR was administered in a timely manner which ultimately saved the patient's life.

Iftar Dinner

Along with the Executive team, colleagues across the Trust came together on Wednesday 29th May 2019 to take the opportunity to meet and chat with fellow colleagues whilst enjoying some Indian cuisine.

Smoke Free Trust

The Trust goes smoke free on Monday 3rd June. Smoking shelters will be removed as we promote a healthy environment for staff, patients and visitors. We will be working with Solutions4Health, which provides lifestyle services to Dudley residents, to provide free, on-going support for anyone who wants to take this opportunity to quit, and there will be more information to follow on this.

Patients, visitors and contractors will also not be able to smoke anywhere on Trust premises, including in your cars while on Trust property. This includes vaping and applies to all Trust sites. This applies to the Russells Hall Hospital site, and Guest and Corbett outpatient centres.

Director of Workforce Andrew McMenemy is pre-recording an interview with Free Radio on Friday, which will be broadcast on Monday (time to be confirmed).

Public Health England, backed by NICE, is encouraging trusts to become health promoting environments. Smoking remains the leading cause of premature death in the UK.

Steve Ford Memorial Event

We held a memorial event on 21st May to honour the memory of Steve Ford who volunteered on the children's ward at Russell's Hall Hospital for 35 years. We were honoured to welcome Steve's family to a service in the prayer centre where Steve's closest friend delivered moving eulogies.

The service, led my lead chaplain Stephen Bentley was followed by the unveiling of a plaque outside the play room on the children's ward where Steve made so many young patients' dreams come true. Through his Wishing Well charity, Steve used his many contacts in the Dudley borough to brighten the lives of poorly young patients.

DGFT Charity Update

We are very pleased that Dudley and Kinver Running Club are on board for this year's Neon Dash 5k charity race at Himley Hall on Sunday 9th June. DK are kindly planning the route around the country park and providing marshals to keep everyone on track. There is still time to register to take part. Go the front page of our website – dgft.nhs.uk for details on how to enter. If you can't take part in the run, we would encourage everyone to come along anyway and offer their support. All funds raised will go to our neonatal unit. It's a great family day out.

Organ Donation Ambition

The Trust has received a letter from Anthony Clarkson, Director of Organ Donation Transplantation at NHS Blood and Transplant. This letter thanks the Trust for helping the UK with the ambition of becoming world class in the area of organ donation and transplantation and explains how the Trust can further help with this ambition by ensuring the best quality care in organ donation on every possible occasion. The letter is attached at Appendix one.

Acute Stroke Care Report 2018/19

The Trust has received the Quarter 4 Report for Acute Stroke Care and is pleased to confirm that it has achieved Level A status. The Board is asked to note this positive performance. Benchmarking data will be available in the next few weeks.

National NHS News

'Punitive' tax and pension rules forcing senior doctors to reduce hours or work part-time, warns BMA

The BMA has warned of a "perfect storm" created by NHS pension and tax rules which are forcing senior doctors to reduce their hours, retire early or leave the NHS.

In a letter to the chancellor Philip Hammond, the BMA has warned that doctors will keep reducing their working hours to avoid disproportionately large tax charges unless there is tangible reform to the NHS pension scheme.

National Health Executive (26.04.19)

Concern over 'alarming' stats showing 300 suicides by NHS nurses in past seven years
Data from the Office for National Statistics shows that more than 300 nurses killed themselves over the seven-year period from 2011 to 2017. There were 32 suicides recorded in 2017 - down from the 51 nurses aged between 20 and 64 who took their own life in 2016. But, the report shows that there was more than one nurse committing suicide every week in 2014. The statistics were described as 'alarming' by Shadow Health secretary Jonathan Ashworth who called for a Government inquiry into the issue. **Express (29.04.19)**

NHS in grip of staff crisis: Experts warn 50,000 medics urgently needed
FIFTY thousand hospital doctors and nurses are needed to solve a critical NHS staffing crisis, campaigners reveal. Experts warn today that failure to recruit enough frontline workers will see the health service placed "on life support" with patients waiting longer in A&E, for routine operations and to see their GP. The crisis is most acute in nursing, which is missing 40,000, and linked to a higher chance of dying on hospital wards. But the problem runs deeper as there are also 7,000 too few family GPs. The NHS – Europe's biggest employer – has a workforce of 1.1 million but 100,000 jobs remain unfilled. Unless urgent action is taken it is feared that figure could jump to 250,000 by 2035. Latest NHS England figures show there are 39,148 nursing vacancies and 8,953 unfilled medical staff jobs including doctors, oncologists and paediatricians. **Express (30.05.19)**

All NHS hospitals and GP practices to be equipped with fibre optic internet
As part of the NHS Long-Term Plan's bid to improve connectivity and modernise healthcare services, all NHS organisations will get the fastest broadband available in order to improve the range and quality of digital services offered to patients. Matt Hancock said nearly 40% of NHS organisations are currently using slow and unreliable internet supplied through copper lines which restricts the ability to offer digital services to patients. He declared that every patient will now get the right to choose a "digital first" approach to primary healthcare, and more than 307 million patient consultations with GPs each year will be offered online as well as face to face in the future. Under the NHS 10-year plans, hospital outpatient clinics will also be redesigned with 'virtual clinics' involving video consultations, and cloud-based patient records will help clinicians access crucial information anywhere in the country. **National Health Executive (01.05.19)**

NHS set to launch global recruitment strategy to bring in thousands of foreign nurses
The NHS is set to begin a global recruitment drive to recruit tens of thousands of foreign nurses over the next five years in a bid to fill a void of 40,000 skilled workers. According to the staffing strategy, seen by The Times, NHS Improvement is targeting 5,000 new foreign nurses every year until 2024 to fill the widely reported NHS workforce crisis.

The report says the NHS needs to rapidly increase international recruitment, and that recruitment undertaken by individual hospitals could be centralised on a regional level with the help of national guidance on hiring staff from abroad.

The strategy acknowledges that the current workforce is overworked and overstretched and is being driven out of the profession, which was the message from the BMA in a report last

month warning that eight out of 10 doctors are at substantial risk of a burnout. **National Health Executive (07.05.19)**

NHS to offer landmark multiple sclerosis drug after negotiating manufacturer's price down

NHS England has reached a deal with a drug manufacturer to provide patients with multiple sclerosis (MS) with a "landmark" drug after NHS bosses pressured the company to lower its price. Ocrelizumab will be the first available medicine that can modify or change the course of an early primary progressive form of the disease after NHS England struck a deal with manufacturer Roche, paving the way for its approval by NICE.

This comes after NICE rejected the drugs last September due to its high costs, which led to an outcry and a petition to reverse the decision signed by more than 20,000 people, with several MPs taking up the cause. But NHS England said that after tough negotiations it had secured a commercial in confidence deal with Roche, which is in the range that NICE considers an acceptable use of NHS resources. The 'shelf' price for ocrelizumab is £19,000 a year, but clinical trial results show that it can slow the worsening of disability in people with the condition to the extent that it can delay wheelchair use by seven years. **National Health Executive (09.05.19)**

Surgeon says knife crime is having 'ripple effect' across entire NHS

The UK's knife crime epidemic is causing all patients to suffer across the NHS, a leading surgeon has warned. Rising numbers of stabbings are believed to be having a 'ripple effect' across hospitals, leading to cancelled operations and strains on the ambulance service. Professor Chris Moran, national clinical director for trauma at NHS England, also told the Daily Mail police have even had to be deployed on some wards to stop potentially armed gangs who hoped to 'finish the job' in hospital. The warning comes after figures last month showed police in England and Wales recorded 40,829 offences involving knives or sharp objects in 2018 – the highest number since 2010 to 2011. Research by NHS England also shows the number of teenagers admitted to hospital has increased by 54 per cent, from 656 admissions in 2012 to 2013, to 1,012 between 2017 and 2018. **Metro (11.05.19)**

NHS staff shortage: How many doctors and nurses come from abroad?

The UK's National Health Service (NHS) will soon begin a major campaign to recruit health workers from other countries to meet growing staff shortages. Reports suggest a strategy has been drawn up to target a number of countries around the world, including poorer nations outside Europe. One estimate in March this year said the NHS will need 5,000 extra nurses every year - three times the figure it currently recruits annually. But what about the countries that it will recruit from - what impact will it have on them? Where do non-UK staff come from?

The NHS already recruits globally to meet its staffing needs. More than 12% of the workforce reported their nationality as not British, according to a report published last year. The biggest group of foreign NHS workers are from the EU - 56 in every 1,000. **BBC (13.05.19)**

'Pink drink' cancer treatment that helps surgeons spot brain tumours rolled out across NHS

A new innovative brain cancer treatment aid that allows surgeons to identify areas of the brain affected by cancer has been rolled out across the NHS and could save up to 2,000 patients a year. Known as the 'pink drink', 5-ALA uses fluorescent dye and ultraviolet light to make cancerous cells glow under UV light, meaning surgeons can accurately identify the affected areas of the brain. The government made the announcement one year after the death of Baroness Tessa Jowell, the Labour MP who was diagnosed with glioblastoma, the most cancerous brain tumour in adults. Health secretary Matt Hancock said she had "fought passionately and courageously for more recognition of rare brain cancers before she tragically passed away last year." **National Health Executive (13.05.19)**

NHS failure to agree child sepsis alert system 'risking lives'
Thousands of children have died or been left disabled because NHS bosses have dithered for at least a decade over introducing a checklist to spot sepsis, nurses and campaigners have claimed. NHS chiefs in England stand accused of inaction for not ordering hospitals to bring in a standard system to detect the condition, which kills between 1,000 and 4,000 children under five every year in the UK. Sepsis, also known as blood poisoning or septicaemia, is hard to detect because many of its symptoms, such as a high temperature, are also indicators of other illnesses. It can be the result of a severe infection and without rapid treatment can lead to organ failure, loss of limbs or death because the body's immune system reverses its usual role and starts to attack organs and tissues. **The Guardian (21.05.19)**

NHS invests £5 million into learning disabilities
The NHS invests an additional £5 million to fund reviews to improve care for people with a learning disability and emphasise their commitment to tackling serious national issues. The world's first programme to review the deaths of everyone with a learning disability is being expanded to speed up the spread of best practice. Thousands more reviews will be carried out over the next 12 months, driving local improvements to help save and improve lives. England's top doctor Professor Stephen Powis has also written to leading doctors and nurses across the NHS to ensure that a learning disability or down syndrome should never be a reason to issue a do not resuscitate order or cause of death certificate. As the third annual report that reviews the deaths of people with a learning disability and action plan is published, the NHS has committed to national action to tackle the major killer conditions among people with a learning disability based on lessons learned from reviews. **Open Access Government (22.05.19)**

Free social care for over-65s 'would save NHS £4.5bn every year', new report claims
Giving free social care to the over-65s could save the NHS £4.5bn every year, a leading think tank has said. In a new report, the Institute For Public Policy Research (IPPR) claims it would make for a more efficient health service by allowing more elderly people to get help in the community instead of needing to be in hospital. As it stands, many people who have dementia have to pay for their own care, whereas cancer patients get free treatment through the NHS.

By replicating that benefit, IPPR believes the number of people with access to state-funded care would increase from 185,000 to 440,000. Although the report predicts spending on adult social care for the over-65s will rise from £17bn a year to £36bn in 2030, it says

£11bn of that increase would arise without the changes and the amount would be offset by benefits - including an extra 70,000 full-time jobs. **Wessex FM (23.05.19)**

Fewer now dying from strokes, but numbers having them go up in the young
"Stroke deaths in England halved in a decade," reports The Guardian, but the Sun warns us that, "Stroke rates are rocketing among young Brits due to obesity and cocaine use". Both headlines were prompted by a new study where researchers looked at NHS stroke data from between 2001 and 2010. They found the number of people in England dying from stroke fell sharply during this time, with drops each year of about 6%. A stroke happens when the brain is damaged by an interruption of blood supply.

This can be the result of a clot blocking a blood vessel or bleeding in the brain. Depending on how bad the damage to the brain is, stroke can be fatal or cause lasting disability. A reduction in deaths from stroke could be because fewer people are having strokes, or because more people are surviving them. The researchers' analysis showed most of the reduction in stroke deaths came from more people surviving strokes, possibly because of better stroke care. But while the number of stroke deaths fell among older age groups, there was a worrying increase in people aged 35 to 54 who had strokes, at a rate of around 2% more each year.
www.nhs.uk (23.05.19)

Health secretary reveals plans to update NHS tech
Secretary of State for Health and Social Care Matt Hancock has said that NHS digital healthcare advancements have been stalled by ‘legacy issues’, and has introduced new plans designed to create better relationships between clinicians and patients. Speaking at the King’s Fund Digital Health and Care Congress the MP explained that the NHS infrastructure is “locked in to something that was cutting-edge when [he] was at university.” “There is no technical reason why NHS systems can’t work in the same way," he said, calling the problem "organisational, not technological." Hancock said that these outdated NHS systems were a results of a “culture of risk aversion” and a false belief that tech is a matter for an IT department rather than a matter fundamental to an organisation. In the speech, he announced the ‘GP IT Futures’ contract, designed to ensure that patients and the NHS can safely and securely access and share primary care data in real-time.

The new standards set out will require NHS systems to provide better access to patient data on easily upgradeable systems which also offer secure cloud hosting.
Business Cloud (24.05.19)

Elderly patients with progressive diseases see NHS funding withdrawn
Vulnerable pensioners with progressive and crippling diseases are having NHS funding for their care withdrawn under cost-cutting measures. An investigation by The Telegraph reveals that more than 7,000 patients whose care and nursing fees were covered by the health service have had their funding revoked since the “stealth cuts” were introduced.

Under national rules, any patient with a significant health problem should have such fees paid in full - if the condition is deemed to be the main reason they need such help. **The Telegraph (25.05.19)**

NHS bosses accused of breaking law in cancer scanning privatisation
NHS bosses stand accused of endangering patients, “flagrant” lawbreaking and intimidating a leading hospital trust over their controversial privatisation of cancer scanning services. Oxfordshire councillors have warned that cancer patients in Thames Valley will receive a poorer service because NHS England has decided to take a contract for PET-CT scanning away from Oxford University Hospitals (OUH) Trust and hand it to the private firm InHealth. They have heavily criticised NHS England’s behaviour and judgment over the contract in an unusually strong letter to the health secretary, Matt Hancock. He now has to decide whether to back NHS England’s decision, which has sparked an outcry from MPs, patients and doctors, or risk legal action from InHealth by ordering a rerun of the tendering process. **The Guardian (26.05.19)**

Regional NHS News

Concern as a quarter of NHS 111 calls end at A&E
The number of people sent to hospital after calling the number has risen 18 per cent in five years. Today concern was raised about pressures being placed on A&E units in the region. The latest NHS England figures show the West Midlands call centre, which covers Shropshire, sent 23,089 people to A&E in March 2019 – 25 per cent of all callers. This is up significantly from March 2014, when 11,802 patients were referred to A&E. That was in the first year of full service for NHS 111. NHS 111 is a 24-hour helpline for patients who need medical help but do not need to call 999. The service took the place of NHS Direct and some GP out-of-hours services in 2014.

Most calls are dealt with by staff with no clinical background working to a set script, although around a fifth of callers are referred to nurses or paramedics. Shropshire’s A&E departments, at Royal Shrewsbury Hospital and Princess Royal Hospital Telford, have both been under considerable pressure in recent months. In January it was revealed that the trust which manages the hospitals, Shrewsbury & Telford Hospital NHS Trust, had the second worst performance in the country against the four hour waiting time target. **Shropshire Star (27.04.19)**

Hospitals in Birmingham and Black Country 'spent nearly £500,000 on taxis' last year
Hospitals in Birmingham and the Black Country are spending thousands of pounds every year on taxis for their patients. One hospital spent a staggering £257,000 on taxis to ferry patients to and from appointments. Some hospitals even use cabs to send letters, it has also been claimed. The staggering findings have been revealed in a Freedom of Information request made by the Liberal Democrats.
They found that:
* Birmingham's Queen Elizabeth Hospital shelled out the most - £257,000 in 2018.
* The combined taxis bill for Good Hope, Heartlands and Solihull hospitals in the same period was £190,000.
* The Royal Wolverhampton Hospital NHS Trust spent £35,000.
Elsewhere in the region, Coventry and Warwickshire NHS Trust shelled out £75,882 on taxis, and the University Hospitals of North Midlands - which runs centres in Stoke and Stafford - spent £266,343. **Birmingham Live (29.05.19)**

New boss announced for Dudley's Russells Hall Hospital
Dame Yve Buckland has been brought in to help lead The Dudley Group NHS Foundation Trust, which runs Russells Hall Hospital, following criticism of serious A&E failings and claims of bullying - of which it was later cleared.
The "experienced" health boss is currently chair of the Royal Orthopaedic Hospital (ROH) in Birmingham and is due to take the role for six months.
Dame Yve replaces Jenni Ord who said she was leaving in order to "regain a better work life balance". **Express and Star (01.05.19)**

Shropshire ambulances no longer always taking patients to nearest hospital
Changes to Shropshire's ambulance services mean patients are no longer taken to the hospital closest to where they fall ill. West Midlands Ambulance Service (WMAS) is now operating a system where it can look at how busy hospitals are and can choose to take patients to a hospital where they can be seen more quickly. Bosses say it depends on the patients' condition and will not affect those needing to go to major trauma centres in the region. It is hoped it will reduce handover times and improve patient experience. Jeremy Brown, from West Midlands Ambulance Service, said: "We are trying to improve the overall patient experience. "We are trying to improve the number of patients that we don't need to convey to any emergency department to try and utilise some of those excellent services that are out there in our communities – the district nurses, the GP referrals, the out-of-hours services, to prevent that emergency department conveyance. "We are trying to offer a service whereby we give the patients the best possible experience. "Going to an emergency department where you can be waiting a long time outside, then to be seen, that whole experience can be quite frustrating.

"We are trying to balance things out a little bit, within reason, to transport those patients to where there is capacity and their overall experience will be improved." **Shropshire Star (01.05.19)**

More than 100 emergency services staff assaulted in five months
A total of 103 emergency services staff were assaulted between November 2018 and March 2019. The West Midlands Police figures show that 103 emergency workers were assaulted between November 2018 and March 2019. The crime figures were revealed as part of a Freedom of Information request to the force by Wolverhampton Liberal Democrats. It showed that only two cases were logged during November 2018, but increased to 29 cases in December 2018. In January and February 22 cases were reported and in March 28 attacks on emergency staff were logged. Eighty of the assaults were carried out against male emergency staff, while 22 were against female staff. **Express and Star (07.05.19)**

Dudley consultant uses Hillsborough experience to train surgeons
A Black Country consultant's first-hand experience of the Hillsborough tragedy has inspired him to help train surgeons across the world deal with critically ill patients.

Neil Molony, an ear, nose and throat consultant with the Dudley Group NHS Foundation Trust, has just returned from the UAE where he taught leading medics how to train their own staff. Neil was a patient in hospital in Liverpool when critically injured football fans were brought into his ward following the FA Cup semi-final disaster back in 1989. He was in hospital recovering from life-saving neurosurgery after falling from a horse. Many of the victims of Hillsborough did not die at the scene, but succumbed to their injuries later in hospital. As a result, a new training programme for surgical doctors was developed and Neil

has been involved in delivering the training since it began in 2001. Care of the Critically Ill Surgical Patient (CCrISP) is now a compulsory course for all junior doctors in surgical specialities. Since 2014, Neil has 'trained the trainers' – and this year, is sharing his expertise as course co-director around the world. He said: "I have just returned from Sharjah, Dubai, and will soon be going to. **Express and Star (08.05.19)**

Free bikes to be prescribed to NHS patients amid obesity crisis
Free bikes are to be prescribed to NHS patients for the first time in a bid to improve the health of obese patients. The initiative launches this week and will mean GPs in Cardiff, Wales will be able to assign six months of bike hire subscriptions on prescription for patients. The news follows a new report, published by the NHS, which reveals there has been a 15 per cent increase in the number of UK hospital admissions where obesity is the main or secondary reason. Of the total number of admissions recorded in 2017/18, 10,660 had a primary diagnosis of obesity and 74 per cent of these were women. "Nextbike on prescription allows people to have a go at cycling around Cardiff and realise how this can help to support their overall wellbeing." Nextbike launched in May 2018 and has 500 bikes at 27 sites across the UK in locations such as Warwick, Stirling, and the West Midlands. **Independent (10.05.19)**

Spinal muscular atrophy: Spinraza approval delights family
The mother of a girl with a muscle-wasting disease is delighted a drug that may slow her daughter's condition has been approved for use on the NHS.

NHS England said it has agreed the use of Spinraza to treat spinal muscular atrophy (SMA). Heidi Prescott-Booth, 11, from Wolverhampton, was diagnosed with the condition when she was three. Her mother, Katie Prescott, said they are "over the moon" that she will be able to access the drug. SMA is a genetic condition which affects the nerves in the spinal cord, weakening muscles and causing problems with movement, breathing and swallowing. It can significantly reduce life expectancy when it develops in babies and toddlers. For Heidi, the condition means she struggles to walk. Mrs Prescott said: "We are speechless, it is incredible. When Heidi found out she just cried her eyes out." **BBC (15.05.19)**

No-deal Brexit: Secret reports reveal hospitals fear medicine shortages and inability to treat patients
Managers warn of inability to ‘deliver services adequately’ and wards ‘under extreme pressure’ – in documents they were told not to release. Hospitals have raised the alarm about a critical shortage of medicines and an inability to treat patients after a no-deal Brexit, in secret reports the government sought to suppress.

Managers said they feared running out of imported isotopes to detect cancers, staffing shortages and having to abandon clinical trials – as well as a surge in racism and xenophobia. Crashing out of the EU without an agreement has been given a “catastrophic” risk rating by the Dudley Group of hospitals, in the West Midlands, which warned of an inability to “deliver services adequately”. **Independent (16.05.19)**

Cancer patient scans cancelled over equipment problems
Hundreds of cancer patients at West Midlands hospitals have had scans cancelled due to equipment problems. The PET scans are given to patients with advanced stages of the disease including prostate, lung and bowel cancers to see how far it has spread. Alliance Medical, a company contracted to supply isotopes needed to perform the scans, has admitted production problems has led to a shortage. The Royal College of Radiologists said the supply issues were "worrying". Positron Emission Tomography (PET) scans produce 3D images of the inside of the body. They need radioactive isotopes, the commonest of which is fludeoxyglucose (FDG), which has a short life and must be used within hours.

Hospitals with scanners in Birmingham, Coventry and Stoke-on-Trent have reported a 10-month shortage of FDG and about 10% of tests have been cancelled since August 2018. Meanwhile, prostate cancer patients in Birmingham have seen appointments cancelled from a lack of FEC, another isotope. The trust that runs several hospitals in the city, including the Queen Elizabeth, has cancelled about 25% of these prostate cancer scans in the past 10 months. **BBC News (16.05.19)**

Campaigners fear this A&E will close after 12-week NHS 'public conversation' in Staffordshire
Fears over the closure of an A&E have been reignited after health bosses released details of a '12-week public conversation'. The consultation will focus on 'simplifying the local urgent and emergency care system', which campaigners claim is a thinly veiled excuse for closing either the emergency department at County Hospital, in Stafford, or the one based at Queen's Hospital, Burton.

Stafford's A&E is currently only open from 8am to 10pm, with emergency patients at night directed to alternative centres.

This has heaped further pressure on emergency services at Royal Stoke University Hospital, which are already over-stretched. Health campaigner Ian Syme said: "One will become an urgent care centre, I can see that being Stafford. This was all in the plans for sustainability and transformation process for the whole of Staffordshire. **Stoke-on-Trent Live (21.05.19)**

Premature heart-related death rate high in Wolverhampton
Wolverhampton has the highest premature death rate for heart and circulatory diseases in the West Midlands, according to new figures. Figures from the British Heart Foundation (BHF) revealed about 210 people died from conditions including heart attack and stroke in the city before reaching their 75th birthday. About 3,900 premature deaths in the region happen each year, according to the data compiled this month, with as many as 380,000 living with undiagnosed high blood pressure.

A total of 1.5 million adults in the region – or one in three – are classed as obese, with about 380,000 adults having been diagnosed with diabetes. Simon Gillespie, chief executive at BHF, said: “In the UK we’ve made phenomenal progress in reducing the number of people who die of a heart attack or stroke. “But we’re seeing more people die each year from heart and circulatory diseases in the UK before they reach their 75th birthday. **Express and Star (21.05.19)**

Hospital volunteer Steve Ford honoured with memorial plaque
COMMUNITY champion Steve Ford will forever be remembered on the children's ward at Russells Hall Hospital where a plaque honouring his charity work has been unveiled. Steve, a former hospital radio DJ turned children's wish-maker, died suddenly at his Kingswinford home in December at the age of 60 just a few days after helping out with Dudley CVS's annual Operation Santa appeal. Such was his popularity in the community that a further service to celebrate his life and achievements was held today (Tuesday May 22) at Russells Hall Hospital where he had been a dedicated volunteer for more than 30 years. A service in the prayer room was followed by the unveiling of a commemorative plaque on the children's ward where Steve devoted countless hours to trying to bring smiles to poorly youngsters by arranging for them to live their dream for a day. **Stourbridge News (21.05.19)**

Shrewsbury and Telford hospitals to hire 200 more staff
An under-fire hospital trust plans to invest £32m to employ 200 more staff and revamp buildings and equipment. Shrewsbury and Telford Hospitals Trust (SaTH) was put into special measures last November after inspectors decided it could no longer run itself alone. Savings from across the trust and central NHS cash will be used to hire 50 extra A&E nurses, as well as other nursing staff and doctors. The trust's chief executive said it had endured a "very difficult time". Earlier this month, the trust was fined £16,000 over failures surrounding the discovery of asbestos at its Royal Shrewsbury Hospital site. Some £17m of the investment will be used to improve building safety and make them more fire proof and weather resistant.
BBC News (22.05.19)

This part of the West Midlands has been dubbed the 'least fit place in England'
When it comes to hitting the gym and healthy eating, Wolverhampton folk are slacking - leading to the city being dubbed 'the least fit place in England'. Findings are based on an analysis of the proportion of people across the country who are physically active, eat their five a day and less likely to be overweight. And the bad news is, Wolverhampton comes out worst overall. Less than half (45 per cent) of people in the area said they ate the recommended five portions of fruit or vegetables in 2017/18. It was much lower than the 54.8 per cent across England as a whole who get their five a day. People in Wolverhampton average 2.4 portions of fruit a day, compared to 2.5 across England, and 2.4 portions of veg, compared to 2.7
nationally. As well as being less likely to eat healthily, Wulfrunians are also the least likely to be physically active. Just half (52.1 per cent) of adults said they did the recommended level of exercise in 2017/18. Nationally, 66.3 per cent of people said they were physically active. The Chief Medical Officer currently recommends that adults undertake a minimum of 2.5 hours of moderate physical activity per week, or 75 minutes of vigorous physical activity per week, or a combination of the two, in bouts of 10 minutes or more. **Birmingham Live (24.05.19)**

Himley Hall to host Neon Dash for hospital neonatal unit
Himley Hall is hosting a Neon Dash on June 9 in aid of the Neonatal Unit at Russells Hall Hospital. HIMLEY Hall and Park will be hosting a charity colour run next month to raise funds for the Neonatal Unit at Russells Hall Hospital. The 5k Neon Dash event will take place on Sunday June 9. Members of the public are invited to take part in the event along

with staff from The Dudley Group NHS Foundation Trust and their family and friends. DK Running Club is coordinating the race and David Lloyd Leisure will be leading the warm up. There will also be stalls, a bouncy castle, face painting, a barista van, gourmet burgers and various charity stands. Registration starts at 9.30am and a powder blast at 11am will signal the start of the run. Anyone unable to attend event but wishing to contribute to the campaign can make a donation online at justgiving.com/campaign/NeonForNeonatal. Karen Phillips, fundraising manager for the Trust, said: “We want to encourage everyone to come along cheer on the rainbow racers as they are splattered with neon powder for this fantastic good cause." **Stourbridge News (24.05.19)**

Lack of sessions means Telford blood donor unable to give for more than year
Abi Rogansky has been unable to get an appointment in Telford. Abi Rogansky, of Newport, says she wanted to become a regular blood donor but the nearest sessions she can find are in Stafford or Wolverhampton. Last year it was announced that blood donor sessions were being dramatically scaled back in Shropshire and up to 17 members of staff would be made redundant. It emerged sessions in a number of towns including Oswestry, Telford, Bridgnorth and Shrewsbury would be cut due to a fall in demand in the amount of blood needed. But Abi, 45, says it is frustrating for anyone who may find it hard to travel to sessions further afield – if they are successful with getting an appointment in the first place. She said: "About a year and a half ago I decided I wanted to give blood. "I had no idea what blood group I was.

Shropshire Star (29.05.19)

Enclosure 5

The Dudley Group NHS Foundation Trust

Paper for submission to the Council of Governors Committee on 27th June 2019

TITLE:	**Workforce Key Performance Indicators**		
AUTHOR:	Andrew McMenemy, Director of Workforce & OD	**PRESENTER:**	Andrew McMenemy, Director of Workforce & OD

CLINICAL STRATEGIC AIMS

Strengthen hospital-based care to ensure high quality hospital services provided in the most effective and efficient way.

ACTION REQUIRED OF BOARD / COMMITTEE / GROUP:

Decision	Approval	Discussion	Other
		Y	

OVERALL ASSURANCE LEVEL

Significant Assurance	Acceptable Assurance	Partial Assurance	No Assurance
☐	☒	☐	☐
High level of confidence in delivery of existing mechanisms / objectives	General confidence in delivery of existing mechanisms / objectives	Some confidence in delivery of existing mechanisms / objectives, some areas of concern	No confidence in delivery

RECOMMENDATIONS FOR THE COMMITTEE:

The Committee are asked to consider the main points from the latest Workforce Performance Report and assure themselves that relevant areas are highlighted and appropriate actions are developed in order to mitigate risks.

CORPORATE OBJECTIVE:

SO4: Be the place people choose to work

SO5: Make the best use of what we have

SO6: Deliver a viable future

SUMMARY OF KEY ISSUES:

Staff Appraisals

The appraisal window for all non-medical appraisals is now open across the Trust and will close on the 30th June 2019. As of the 20th June the Trust compliance rate of completed appraisals is 74.77% with further appraisals to be undertaken in June that will allow the Trust to realise its 90% target.

In order to support an above 90% compliance rate twice weekly reports are being provided to all managers detailing appraisals completed and booked highlighting any current gaps. The current

projected compliance rates have been flagged as a risk at all Divisional meetings and will Divisional Management teams expected to demonstrate achievement within their monthly performance report. All Managers are required to focus on completing appraisals for their staff within the appraisal window.

Mandatory Training

The compliance rate has improved and continues at the stable level of 89.9%. This represents good performance that continues to improve. The areas where more concentrated efforts are required are associated with Resus and manual handling training. In terms of staff groups the area of highest non-compliance continues to be medical staff, their compliance rate has fallen to 82.14% at the end of May. The Clinical Support Division continues to be the team with the lowest compliance rates, however they are demonstrating improvements to 88.72%.

Adult Resuscitation and Paediatric Resuscitation below the 80% R.A.G.-rating threshold, with potential for risk in terms of appropriate response to deterioration or cardiac arrest. There has been a further drop in compliance in Paediatric Resuscitation in May and this subject is now at 66.2%. Neonatal Resuscitation is now amber (previously green) at 89.3%. These three subjects are managed via the Head of Non-Medical Education and Training, who has presented current and future intended actions for improvement to both Workforce and the Risk and Assurance Group. Conflict resolution has now reached the compliance target this month and has moved from amber to green.

Sickness Rate

The absence rate has improved from 4.77% in April 2019 to 4.69% in May. Although sickness absence has decreased the Trust sickness absence levels remain above the Trust Target. The main areas of concern associated to staff group are Care Support staff at 7.87% and nursing & midwifery staff at 4.66%.

In terms of Divisional trends, Clinical Support Services continue to demonstrate the highest levels of absence at 6.19%. Therefore, focus is being provided on particular areas of high absence to ensure efficient turnaround of absence management and therefore staff returning to work.

Turnover Rate

The turnover rate continues to represent a positive retention of our staff and currently sits at 8.25% which is consistent with the previous month. The Trust Turnover target is 8.5% and with this continued reduction the Trust target has been achieved for the first time in recent years. The Trust turnover rate is also below the average turnover rate for acute NHS Trusts in England. The appointment of the Staff Engagement lead has demonstrated a particular focus on understanding the feedback from exit interviews, listening to staff and developing strategies to support improved retention at the Trust. The initial feedback is very positive and this will be developed further as we develop the action plans based on the feedback from the national staff survey.

Recruitment/Staff in Post

The Trust ‘staff in post’ performance demonstrated another rise within the substantive workforce with a further 30 wte from April 2019 with the current contracted wte at 4444.59. The most significant increase has been within the Care Support staff Group with small increases in both nursing and medical staff.

In supporting our workforce plans for substantive staff then it is important that we continue to be more efficient in our recruitment process. We currently provide a 77 day timeline for recruitment of staff. The introduction of new technology supporting the recruitment process has improved our performance against this target. In addition, this will support the Trust moving towards a recruitment timeline of 50 days with work commenced to get this established.

Staff Development

The Developing Leaders programme continues to demonstrate significant success with over 140 staff now commenced or booked on the programme. It is intended that targets will be set this year that ensure we work towards all staff in a leadership role having undertaken this programme. We will also be working towards all aspirant leaders being part of the programme as a pre-requisite to their leadership role.

In terms of our use of the apprenticeship levy we are pleased that we are currently on track to achieve our end of year target of 109 apprentices. This will be supported with the Nursing Associate apprentices where the first 30 will commence in July 2019.

Staff Engagement

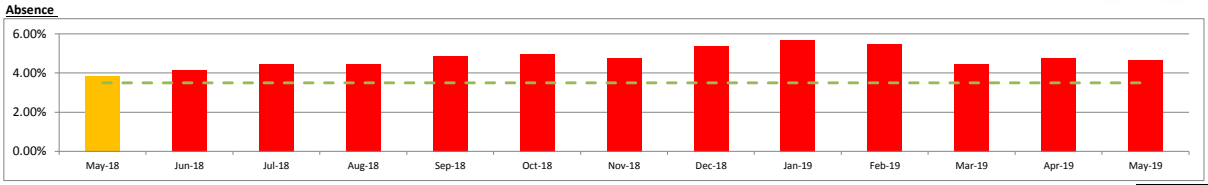
The recent 'Make it Happen' events have concentrated on receiving feedback from staff as part of a strategy to undertake a pulse survey to benchmark against themes from the National Staff Survey. The feedback on the whole has been extremely positive with nearly 90% of staff recommending the Trust as a place to work with almost the same proportion recommending the Trust as a place where they would recommend as a place for a friend or relative to receive care.

IMPLICATIONS OF PAPER:			
RISK	**Y**		**Risk Description:** BAF Risks
	Risk Register: Y		**Risk Score:**
COMPLIANCE and/or LEGAL REQUIREMENTS	**CQC**	**Y**	**Details:** Well Led
	NHSI	**Y**	**Details:**
	Other	**Y/N**	**Details:**

Workforce Performance

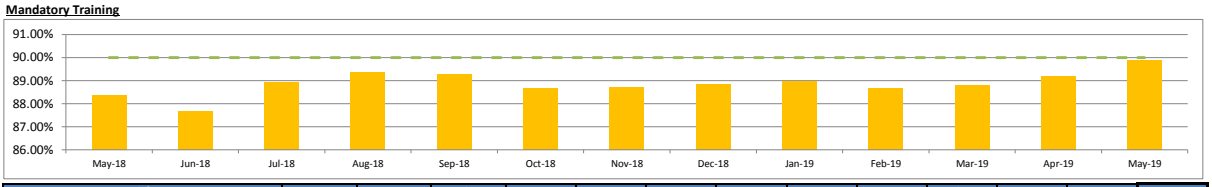
The Dudley Group NHS Foundation Trust

Absence



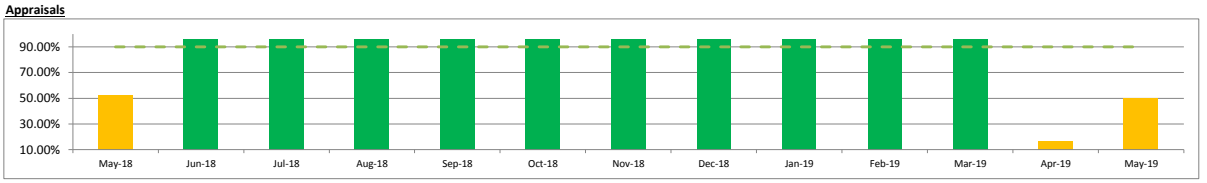
Workforce	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19	Apr-19	May-19
Monthly Absence Rate	3.85%	4.17%	4.44%	4.43%	4.84%	4.96%	4.76%	5.40%	5.70%	5.48%	4.44%	4.77%	**4.69%**
Target	3.50%	3.50%	3.50%	3.50%	3.50%	3.50%	3.50%	3.50%	3.50%	3.50%	3.50%	3.50%	3.50%

Mandatory Training



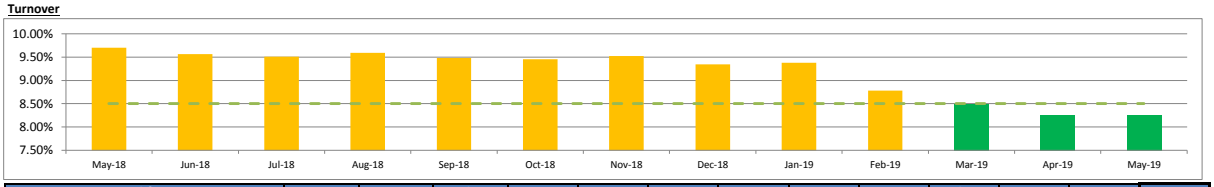
Workforce	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19	Apr-19	May-19
Monthly Compliance	88.36%	87.67%	88.92%	89.36%	89.30%	88.69%	88.72%	88.85%	88.98%	88.69%	88.82%	89.21%	**89.90%**
Target	90.00%	90.00%	90.00%	90.00%	90.00%	90.00%	90.00%	90.00%	90.00%	90.00%	90.00%	90.00%	90.00%

Appraisals



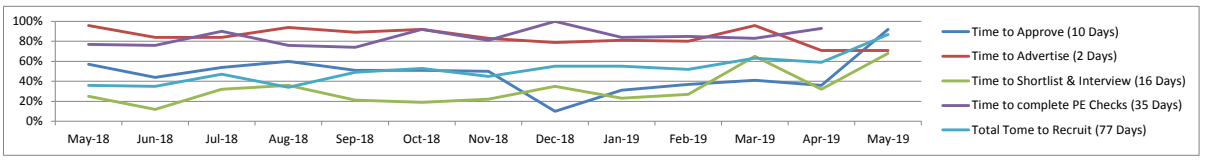
Workforce	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19	Apr-19	May-19
Monthly Compliance	52.46%	95.62%	95.62%	95.62%	95.62%	95.62%	95.62%	95.62%	95.62%	95.62%	95.62%	16.12%	**49.70%**
Target	90.00%	90.00%	90.00%	90.00%	90.00%	90.00%	90.00%	90.00%	90.00%	90.00%	90.00%	90.00%	90.00%

Turnover



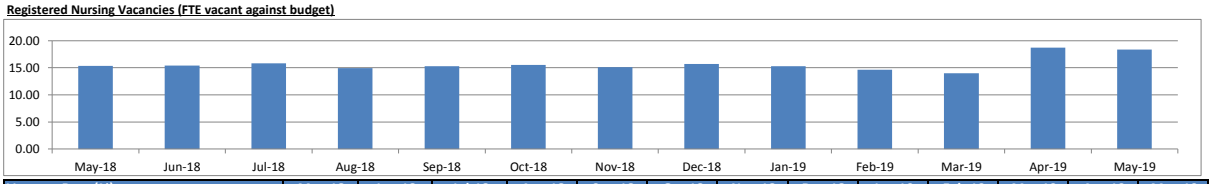
Workforce	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19	Apr-19	May-19
Monthly Turnover Rate	9.70%	9.56%	9.51%	9.59%	9.48%	9.45%	9.52%	9.34%	9.38%	8.78%	8.49%	8.25%	**8.25%**
Target	8.50%	8.50%	8.50%	8.50%	8.50%	8.50%	8.50%	8.50%	8.50%	8.50%	8.50%	8.50%	8.50%

Recruitment



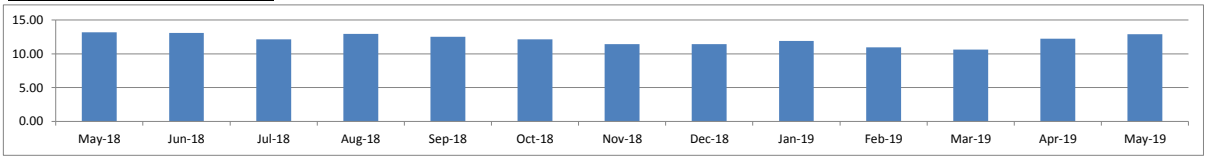
Trust Total Recruitment Time *	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19	Apr-19	May-19
Time to Approve (10 Days)	57%	44%	54%	60%	51%	51%	50%	10%	31%	37%	41%	36%	92%
Time to Advertise (2 Days)	96%	84%	84%	94%	89%	92%	83%	79%	81%	80%	96%	71%	71%
Time to Shortlist & Interview (16 Days)	25%	12%	32%	36%	21%	19%	22%	35%	23%	27%	65%	32%	68%
Time to complete PE Checks (35 Days)	77%	76%	90%	76%	74%	92%	81%	100%	84%	85%	83%	93%	
Total Tome to Recruit (77 Days)	36%	35%	47%	34%	49%	53%	45%	55%	55%	52%	63%	59%	87%

Registered Nursing Vacancies (FTE vacant against budget)



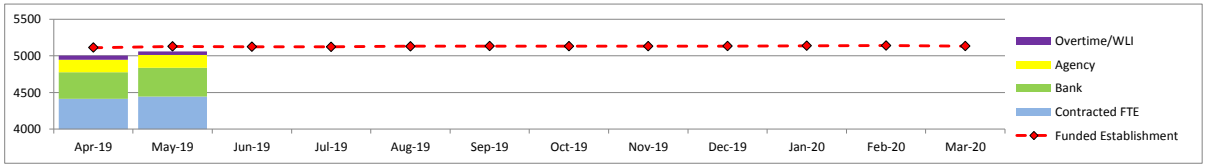
Vacancy Rate (%)	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19	Apr-19	May-19
Monthly RN Vacancy Rate (%)	15.36	15.41	15.83	14.91	15.31	15.50	15.12	15.72	15.26	14.62	13.97	18.69	18.37

Medical Vacancies (FTE vacant against budget)



Vacancy Rate (%)	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19	Apr-19	May-19
Monthly Medical Vacancy Rate (%)	13.18	13.08	12.14	12.97	12.52	12.13	11.42	11.43	11.91	10.97	10.63	12.25	12.92

WTE Analysis Compared to Funded Establishment



	Apr-19	May-19	Jun-19	Jul-19	Aug-19	Sep-19	Oct-19	Nov-19	Dec-19	Jan-20	Feb-20	Mar-20
Funded Establishment	5111.67	5128.26	5124.98	5121.22	5129.46	5132.25	5131.35	5130.42	5132.94	5137.28	5138.81	5132.04
Contracted FTE	4414.17	4444.59										
Bank	363.37	394.61										
Agency	169.28	173.87										
Overtime/WLI	54.96	47.49										

* Recruitment KPI note: Due to the change in reporting systems (NHS Jobs to TRAC) we are unable to report on this KPI this month

Enclosure 6

The Dudley Group NHS Foundation Trust

Paper for submission to the Council of Governors
27June 2019

TITLE:	**Experience & Engagement for meeting held 17 April 2019**		
AUTHOR:	Helen Board Governor & Membership Manager	**PRESENTER:**	Karen Phillips Chair of Committee

CLINICAL STRATEGIC AIMS		
Develop integrated care provided locally to enable people to stay at home or be treated as close to home as possible.	*Strengthen hospital-based care to ensure high quality hospital services provided in the most effective and efficient way.*	*Provide specialist services to patients from the Black Country and further afield.*

ACTION REQUIRED OF BOARD			
Decision	**Approval**	**Discussion**	**Other**
		X	

OVERALL ASSURANCE LEVEL			
Significant Assurance	**Acceptable Assurance**	**Partial Assurance**	**No Assurance**
☐ High level of confidence in delivery of existing mechanisms / objectives	☒ X General confidence in delivery of existing mechanisms / objectives	☐ Some confidence in delivery of existing mechanisms / objectives, some areas of concern	☐ No confidence in delivery

RECOMMENDATIONS FOR THE COUNCIL

1. The full Council of Governors is asked to note the items considered by the Experience & Engagement for meeting held 17 April 2019

CORPORATE OBJECTIVE:

SO1: Deliver a great patient experience,
SO2: Safe and Caring Services,
SO3: Drive service improvements, innovation and transformation,
SO4: Be the place people choose to work,
SO5: Make the best use of what we have,
SO6: Deliver a viable future

SUMMARY OF KEY ISSUES:

The Council of Governors Experience & Engagement met on the 17 April 2019 to consider the following:

- CQSPE summary report

• Committee Terms of Reference • Feedback from Governor attendance at the Patient Experience Group, Quality & Safety Group and medicine Management Group • Foundation Trust Membership report for Q4 2018/19 • Governor 'out there' reports

IMPLICATIONS OF PAPER:			
RISK	**Y/N**		**Risk Description**
	Risk Register: Y /N		**Risk Score**
COMPLIANCE and/or LEGAL REQUIREMENTS	**CQC**	**Y**	**Details:** Well Led
	NHSI	**Y/N**	**Details:**
	Other	**Y/N**	**Details:**

UPWARD REPORT FROM

Council of Governors Experience and Engagement Committee last met: 23 April 2019

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY
• There were no matters of concerns to escalate	• Continue to support Governor 'out there' activity with a project Underway to develop a schedule of forward dates for governor events at the main trust locations • Council members photos to be displayed at key location at Trust sites
POSITIVE ASSURANCES TO PROVIDE	**DECISIONS MADE**
• CQSPE summary report provided by Catherine Holland updated the committee on compliance with COSH safety regulations, consolidation of actions plans to remove duplication, review of the frequency of the CQSPE meetings and their Terms of Reference. • Feedback received from governors who had recently attended meetings in an observational capacity - Patient Experience Group, Quality & Safety Group and Medicine Management Group endorsed the ongoing commitment to driving improvements e.g. Smoke Free, snack trial, success of the falls initiative and exercise classes now established for patients • Foundation Trust Membership report for Q4 2018/19 provided assurance that the Trust continued to maintain a membership broadly reflective of the population served by the Trust	• Experience and Engagement Committee considered their Terms of Reference to include a new item under 'specific duties' *7.4 to ensure that the Council effectively share the strategy with the wid Council members and the members of the wider community served by th Trust.* *7.5 to actively seek feedback from the members of the wider community by the Trust and report back to the Committee.* • The Committee agreed to submit the Terms of Reference to the next meeting of the full Council of Governors in June 2019 for ratification.

Chair's comments on the effectiveness of the meeting:

The meeting was well attended and provided an opportunity to consider detailed reports and undertake full discussion providing those present with assurances that the Trust remained committed to listening and learning to deliver a great patient experience.

The Dudley Group
NHS Foundation Trust

COUNCIL OF GOVERNORS EXPERIENCE AND ENGAGEMENT COMMITTEE TERMS OF REFERENCE

1. Constitution

The Council of Governors will establish appropriate Committees to assist in the discharge of its responsibilities.

1.1 Each Committee shall have such power and be subject to such conditions (as to reporting back to the Council), as the Council shall decide and shall be in accordance with the Regulatory Framework and any guidance issued by the Independent Regulator. Such Terms of Reference shall have effect as if incorporated into the Standing Orders.

1.2 The Council shall approve the appointments to each of the Committees which it has formally constituted.

2. Membership

2.1 The Committee will comprise a minimum of eight governors.

2.2 The Council of Governors will be the body charged with recommending membership for each committee of the Council. The Council must approve the appointments to each of the committees which it has formally constituted.

2.3 The Chair will be elected by the Governors on the Committee.

2.4 A meeting chair would be appointed from those members present should the Chair be absent for any meeting.

3. Attendance

3.1 Two Nominated Non Executive Directors

3.2 Two Nominated Executive Directors

3.3 Director with Lead responsibility for Governor Development.

3.4 All other members of the Board of Directors shall be entitled to attend and receive papers to be considered by the Committee.

3.5 Other managers/staff may be invited to attend meetings depending upon issues under discussion. The Committee has the power to co-opt, or to request to attend, any member of Trust staff, as necessary and to commission input from external advisors as agreed by the Chair of the Committee.

3.6 The Trust Secretary will ensure that an efficient secretariat service is provided to the Committee.

3.7 Non Executive Directors and Executive Directors will be nominated to attend Council of Governors Committees by the Chairman and Chief Executive respectively. These Board members will be present to advise upon and support the work of the Committee and to provide information about Trust Board considerations, processes and decisions. The presence of Board members will not be for the purpose of justifying decisions of the Trust Board.

4. Quorum

4.1 A quorum will consist of four Governor members of the Committee and one member of the Trust Board.

5. Frequency of meetings

5.1 Committee meetings shall be held at such times and places as the Council of Governors may determine and there shall be not less than two or more than six formal meetings in any year except in exceptional circumstances.

5.2 It is expected that members attend at least half of the meetings in the year.

6. Role and Responsibilities of the Committee

6.1 To discharge any action required of it from the Council of Governors.

6.2 The Council may not delegate any decision-making or executive powers to any committee or Sub-Committee. Any recommendations received from the Committee will be considered by the Council of Governors and ratified, or not, by those present.

7 Specific duties of the Experience and Engagement Committee will be;

7.1 To support and guide the Council of Governors in representing the interests of members and the public, identifying opportunities for engagement and involvement.

7.2 To undertake activity to assess the experience of the Trust's patients, families and their carers.

7.3 To monitor the Foundation Trust membership level and representation and identify actions required to maintain and support this.

7.4 to ensure that the Council effectively share the strategy with the wider Council members and the members of the wider community served by the Trust.

7.5 7.5 to actively seek feedback from the members of the wider community served by the Trust and report back to the Committee.

8. Reporting

8.1 The Committee will receive reports from the Trust as required to enable the members to fulfil the duties described above.

8.2 The Chair of the Committee will regularly submit a report on the work of the Committee to the Council of Governors.

9. Review

9.1 The Terms of Reference of the Council of Governors committees shall be reviewed at least annually or as part of any application to amend the Constitution of the Trust.

Enclosure 7

The Dudley Group NHS Foundation Trust

Paper for submission to the Full Council of Governors 27th June 2019

TITLE:	**CHIEF NURSE REPORT**		
AUTHOR:	**Carol Love-Mecrow, Deputy Chief Nurse**	**PRESENTER:**	**Mary Sexton Interim Chief Nurse**

CLINICAL STRATEGIC AIMS		
Develop integrated care provided locally to enable people to stay at home or be treated as close to home as possible.	*Strengthen hospital-based care to ensure high quality hospital services provided in the most effective and efficient way.*	*Provide specialist services to patients from the Black Country and further afield.*

ACTION REQUIRED OF BOARD			
Decision	**Approval**	**Discussion**	**Other**
		X	

OVERALL ASSURANCE LEVEL			
Significant Assurance	**Acceptable Assurance**	**Partial Assurance**	**No Assurance**
☐ High level of confidence in delivery of existing mechanisms / objectives	☒ General confidence in delivery of existing mechanisms / objectives	☐ Some confidence in delivery of existing mechanisms / objectives, some areas of concern	☐ No confidence in delivery

RECOMMENDATIONS FOR THE BOARD

The Full Council of Governors is requested to review and note the report and the work being undertaken to address areas of risk associated with complaints activity.

CORPORATE OBJECTIVE:

SO1: Deliver a great patient experience,
SO2: Safe and Caring Services,
SO3: Drive service improvements, innovation and transformation,
SO4: Be the place people choose to work,
SO5: Make the best use of what we have,
SO6: Deliver a viable future

SUMMARY OF KEY ISSUES:

The Chief Nurse has professional responsibility for nurses, midwives and allied health professionals (AHPs) within the Trust however, does not operationally manage the majority of these staff. The oversight and management of staff within the Trust is within the divisional management structure, which reports to the chief operating officer (COO) via the divisional directors.

Appendix 1 Provides a summary of the revised Nursing and Midwifery strategy

Celebrating Nursing Week 2019

- A series of events were held in celebration of International Nurses Day (on 12th May) to recognise and celebrate the contribution of nursing staff.
- A week of celebrations started with –
- Maternity Monday
- Toddlers Tuesday, with a visit from *Star Wars,* UK Garrison
- Wellbeing Wednesday, with tea and coffee taken to staff in wards and departments across all sites
- Conference Thursday, including launch of the revised nursing and midwifery strategy.
- Fun day Friday, which culminated in the Trusts first bed making competition, with the outpatients department claiming victory for fastest time and C7 won the prize for best team name '*Bed Heads'*.

Nursing Conference on 9th May.

- The nursing and midwifery conference was held on the 9th May with over 90 delegates representing nursing, midwifery and allied healthcare professionals. The theme of the day was pride in our nursing profession.
- Presentations showcasing current work and achievements were given from:
  - The Parkinson's Lead
  - Day case theatres
  - Nutrition
  - Maternity
  - Corbett Outpatients
  - Diabetes
  - The Enhanced Care Team
  - The Lead for Humans Factors and Patient Safety

Nursing and Midwifery Strategy

The revised strategy was launched on 9th May 2019 as part of the Trust programme of celebrations to mark 'International Nurses Day'. Appendix 1 shows the revised strategy summary

The Florence Nightingale Ceremony

The Chief Nurse, Gail Parsons, Rachel Tomkins and Claire MacDiarmid represented the Trust at the Florence Nightingale Ceremony at Westminster Abbey on 15th May 2019.

AHP Update

- First Contact Physiotherapy (FCP) is aN NHS England initiative to reduce the pressure & workload on GP appointments and offer patients early access to physiotherapists with specialist Musculoskeletal (MSK) assessment and treatment skills. Patients can book directly to see a physiotherapist for any MSK complaints such as knee osteoarthritis and low back pain rather than having to see their GP first. Studies and pilot sites have shown to reduce patient waiting times, reduce chronicity of conditions, high patient satisfaction and increased orthopaedic conversion rates in secondary care. Dudley is the early implementer site for Black Country STP and we have been running FCP since October 2018 out of six GP surgeries. Based on the success of our early implementer sites, FCP has been written into the Community MSK contract for this year. The service has recently advertised 8 additional full time posts (4 band 7 and 4 band 8a) which will support roll out FCP to all GP surgeries in Dudley. It is expected that this will continue to have a positive impact on the patient's journey, improve working relationships with GPs, reduce delays and reduce unnecessary imaging resulting in a more cost efficient service.

- With an increased demand for occupational therapy and physiotherapy student placements, it has been identified that there is a need to consider how we can work more effectively with our local universities to support the development of our future workforce. The Quality lead for AHPs canvassed local universities (Coventry, Wolverhampton, Worcester, Birmingham and Birmingham City)to see if they would be willing to meet to discuss looking at a more coordinated and equitable approach to managing occupational therapy

and physiotherapy student placements. The five universities approached have been extremely receptive and a meeting has been arranged for 5th June 2019 to discuss how we can take this forward.

Safer Staffing

- Meetings with Lead Nurses/Midwives and Matrons continue focusing on recruitment and retention of staff to deliver the reduction in bank and agency usage.

Agency Controls

- All bank and agency requests continue to be assessed daily by the Divisional Chief Nurses to ensure continued patient safety and financial balance.
- The Chief Nurse, Deputies and Divisional Chief Nurses are analysing in detail the use of bank and agency nurses and their authorisation to ensure control.
- Check and challenge meetings have been reinstated across the Divisions.

Recruitment and Retention

- The next corporate recruitment event is scheduled for the 14th June 2019 in the main reception health hub. The event is targeting experienced nurses, looking to return to the NHS from the private sector localities such as nursing homes, practice nursing and other care settings, as well as student nurses due to qualify.

- The following areas have local events booked for May and June 2019:
  - C3 - 18th May 2019
  - AMU - 23rd May 2019
  - ED - 5th June 2019
  - B3 – 19th June 2019

- At the time of the report, a total of 23 experienced staff are currently going through recruitment clearances 32 external graduates have been recruited and offered posts for September 2019 (30 adult, 1 paediatric, 1 return to practice)
- 7 newly qualified ODP`s have been recruited to commence in September 2019.
- Dudley graduates, due to qualify in September 2019 will be applying to the Trust 20th May 2019 with allocations and job offers sent in June 2019
- 7 external graduates have been recruited and offered posts for January 2020.

Professional Development

Sepsis Practitioners

- The business case for two additional sepsis practitioners to support trust wide sepsis management is awaiting confirmation of divisional support. At the time of this report this had been received from medicine with a decision from the surgical division still awaited.
- Development of the Deteriorating Patient strategy is underway. A meeting between the Chief Nurse and Medical Director has occurred and priorities agreed.

Pre-Registration

- Recruitment to the Trainee Nursing Associates role is underway. Numbers for the Wolverhampton and Worcester universities are being finalised.
- The Trust has agreed to increase the placement numbers across the Trust as part of a national programme commencing from September 2019.

Safeguarding

- Operational management of the safeguarding team continues to be undertaken by the Deputy Chief Nurse. Sadly, the Head of Safeguarding has submitted her resignation following a period of sickness absence. A review of the job description and recruitment to this post will commence shortly.

Falls

- There were no patient falls with harm reported during April 2019. Falls without harm remain below the national average.
- The introduction, this year of a fall CQUIN will place additional pressure on the Fall Practitioner to collect the required data. Discussions are underway to try and mitigate this

Mental Health Act

- During April 2019 there was one patient detained on section 5 (2). This patient was appropriately supported and transferred to Mental Health Trust services.

Patient Experience

- The Head of Patient Experience has completed a business case to increase staffing levels in complaints, PALs and the patient experience departments.

Complaints

- The Trust received 50 new complaints during April 2019; this is a slight decrease from March 2019.
- Communication continues to be the main focus for the largest number of complaints. The recently revised nursing and midwifery strategy has outlined a commitment to improve patient choice and the personalisation of care, which is hoped to improve the communication with patients and carers.

Tissue Viability

- There have been no Category 4 pressure ulcers reported as a serious incident in either in hospital or community during April 2019. There were two category 3 pressure ulcers reported as avoidable in Trust. The Tissue Viability team continues with its programme of staff development in pressure ulcer prevention.
- A joint working project with the CCG and Public Health has been launched to work with the alcohol and intravenous drug team to develop a wound care clinic in response to a local audit that identified the actual and potential risk of infection leading to amputation of limbs in this client group. The business case has been developed and this will be presented for consideration.

RISK	**Y**		**Risk Description** As detailed within the BAF under the chief nurse
	Risk Register: Y		**Risk Score** As detailed within the BAF
COMPLIANCE and/or LEGAL REQUIREMENTS	**CQC**	**Y/N**	**Details**
	NHSI	**Y/N**	**Details:**
	Other	**Y/N**	**Details:**

Appendix 1

Revised Nursing and Midwifery Strategy 2019

Enclosure 8

The Dudley Group NHS Foundation Trust

Paper for submission to the Council of Govenors 27 June 2019

TITLE:	**Clinical Quality, Safety, Patient Experience (CQSPE) summary report from meeting held 28 May 2019**		
AUTHOR:	Catherine Holland, Non-executive Director, Committee Chair Mary Sexton, Interim Chief Nurse	**PRESENTER**	Catherine Holland, Non-executive Director, Committee Chair

CLINICAL STRATEGIC AIMS

Develop integrated care provided locally to enable people to stay at home or be treated as close to home as possible.	*Strengthen hospital-based care to ensure high quality hospital services provided in the most effective and efficient way.*	*Provide specialist services to patients from the Black Country and further afield.*

ACTION REQUIRED OF BOARD

Decision	Approval	Discussion	Other (Assurance)
	Y		

OVERALL ASSURANCE LEVEL

Significant Assurance	Acceptable Assurance	Partial Assurance	No Assurance
☐	☒	☐	☐
High level of confidence in delivery of existing mechanisms / objectives	General confidence in delivery of existing mechanisms / objectives	Some confidence in delivery of existing mechanisms / objectives, some areas of concern	No confidence in delivery

RECOMMENDATIONS FOR THE COUNCIL

The Council of Govenors are asked to receive the summary report from the last meeting of the CQSPE held on 28 May and note the

- Matters of concerns and key risks to escalate
- Major actions commissioned/work underway
- Positive assurances received
  Decisions made

CORPORATE OBJECTIVES:

SO1: Deliver a great patient experience

SO2: Safe and Caring Services

SO3: Drive service improvements, innovation and transformation

SO4: Be the place people choose to work

SO5: Make the best use of what we have

SO6: Deliver a viable future

SUMMARY OF KEY ISSUES:

Please refer to the table on the following page.

IMPLICATIONS OF PAPER:

RISK	**Y**		**Risk Description:** covers many risks, nut key are those related to the Trust quality priorities, deteriorating patient and patient experience
	Risk Register: Y		**Risk Score:** numerous across the BAF, CRR and divisional risk registers
COMPLIANCE and/or LEGAL REQUIREMENTS	**CQC**	**Y**	**Details:** links all domains
	NHSI	**Y**	**Details:** links to good governance
	Other	**N**	**Details:**

The Dudley Group
NHS Foundation Trust

Full Council of Governors 27th June 2019

UPWARD REPORT FROM CLINICAL QUALITY, SAFETY AND PATIENT EXPERIENCE COMMITTEE (CQPSE)

Committee last met: 28th May 2019

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY
• Ophthalmology overdue follow-up appointments were behind trajectory significantly, currently 2041 mainly due to the demand for glaucoma services in 2018. Glaucoma follow-ups had increased by around 62.5% in the last two years, adding pressure on the service, especially due to the nature of glaucoma patients requiring ongoing follow up. Mrs Palak confirmed a report had been created to catch all missed follow-up patients and that any patient at risk of deterioration was clinically assessed. • The Committee received a review of external visit reports dating back to 2015. Concerns were raised regarding timeliness of completing actions. It is questionable how many of the actions are still appropriate. A rationalisation needs to take place. This flags a serious issue with process management, and creation of multiple action plans which can not be reasonably implemented. More effective Governance is required to manage this and will form part of ongoing review of reporting groups. • The Trust has had a number of mixed sex breaches this month which is a contractual breach. • Timeliness of complaints remains a concern.	• Action Plan in response to CQC Inspection to be presented to the June Committee • Concern expressed around Paediatric Overdue Follow-Up Position and the Ophthalmology Follow-Up. Although progress made, waits were still too long. Committee requested a trajectory of improvement to be presented at the next meeting.

POSITIVE ASSURANCES TO PROVIDE	DECISIONS MADE
• Significant Work undertaken on factual accuracy on the CQC Report • In terms of nationally published figures for RTT, the Trust had the 7th best performance in the country for referral to treatment pathways which was really positive. At the end of March we hit 93.22% and at the end of last week hit 95.03% which is a significant improvement. If we can report 95% at May month end it will make us one of the best Trusts in the country for RTT.	• Further discussions are required (notably with the CEO and Chair) on the proposed revised terms of reference, schedule of report and membership of the Committee. Chair of Committee will arrange this.

Chairs comments on the Effectiveness of the Meeting

Members commented that more important items were being prioritised and if we could increase this focus the meeting will be even more effective. There was a good level of challenge, particularly on action trackers.

There are still issues with Reports not providing proper summaries and key issues on the front cover, and some reports commissioned for the Committee without a clear purpose, described for the Committee to consider and receive assurance from.

Enclosure 9

The Dudley Group NHS Foundation Trust

Paper for submission to the Council of Governors on 27 June 2019

TITLE:	**2018/19 Quarter 4 Finance and Performance Report: Delivery and Outlook**		
AUTHOR:	Tom Jackson Director of Finance Karen Kelly Chief Operating Officer	**PRESENTER:**	Tom Jackson Director of Finance Karen Kelly Chief Operating Officer

CLINICAL STRATEGIC AIMS

Strengthen hospital-based care to ensure high quality hospital services provided in the most effective and efficient way.

ACTION REQUIRED OF COUNCIL:

Decision	Approval	Discussion	Other
		Y	

OVERALL ASSURANCE LEVEL

Significant Assurance	Acceptable Assurance	Partial Assurance	No Assurance
☐	☐	☒	☐
High level of confidence in delivery of existing mechanisms / objectives	General confidence in delivery of existing mechanisms / objectives	Some confidence in delivery of existing mechanisms / objectives, some areas of concern	No confidence in delivery

RECOMMENDATIONS FOR THE COUNCIL:

To note the contents of the report and take action as appropriate.

CORPORATE OBJECTIVE:

SO1: Deliver a great patient experience
SO2: Safe and Caring Services
SO3: Drive service improvements, innovation and transformation
SO5: Make the best use of what we have
SO6: Plan for a viable future

SUMMARY OF KEY ISSUES:

The purpose of this paper is to update the Council on finance and performance for the year ending 2018/19 and the outlook for 2019/10.

IMPLICATIONS OF PAPER:			
RISK	Y		**Risk Description:** BAF1b, BAF 2a and BAF5a
	Risk Register: Y		**Risk Score:** 20/16/20
COMPLIANCE and/or LEGAL REQUIREMENTS	**CQC**	Y	**Details:** All
	NHSI	Y	**Details:** Achievement of all terms of FT Licence
	Other	N	**Details:**

2018/19 QUARTER 4 REPORT: FINANCIAL DELIVERY AND 2019/20 OUTLOOK

Executive Summary

- The national picture for NHS providers remains challenging; the provider sector deficit was £571m for the year 2018/19. The national underlying deficit – which removes non recurrent measures including the Provider Sustainability Fund is £5bn. The amount of borrowing to NHS providers from DHSC (the Department of Health and Social Care) was a further £3bn in 2018/19 - £14bn in total.
- 107 out of 230 trusts finished the year in deficit – this is highly concentrated in the acute sector with two thirds of acute trusts being in deficit.
- The Trust has not been insulated from this challenge and entered 2018/19 with an underlying financial shortfall c.£27m.
- The Trust can evidence year on year financial improvement in a number of key metrics with the actual deficit position improving from £5.7m to £0.6m.
- Non recurrent initiatives in 2018/19 and additional investments in frontline staffing mean the Trust will enter 2019/20 with a similar underlying financial challenge as it did in 2018/19.
- There is currently a significant amount of risk in the 2019/20 financial plan to deliver;
  - Breakeven
  - The Control Total
  - Required CIP
  - The avoidance of the requirement to borrow cash

1) Background

2018/19 was a very demanding financial year for the Trust. In March 2018 the Board agreed to accept the control total for the year offered by NHSI and approved a Financial Improvement Programme. The risks to delivery of the plan are well understood internally and externally. Routine monthly monitoring takes place at the Finance and Performance Committee and at the Financial Improvement Group, chaired by the Chief Executive.

2018/19 Performance

2) 2018/19 Financial Improvement

In 2017/18, the Trust recorded a financial deficit of £10.5m before the receipt of Sustainability and Transformation Funds (STF). The deficit was driven by three main factors; under recovery of income, overspend on pay budgets and lack of delivery of planned CIPs. The Trusts significant deterioration in its financial performance in 2017/18 meant that a more robust planning approach would be required.

In March 2018, the Board agreed to accept the financial Control Total offered to the Trust as was the expectation in the February 2018 national planning guidance. In addition to accepting the Control Total for 2018/19 the Board agreed to initiate a formal Finance Improvement Programme to maximise efficiency opportunities and deliver grip and control.

The Trust submitted plans to the deadline of 30th April 2018 with a further update as requested nationally on 20th June.

3) National Financial Performance 2018/19

Quarterly monitoring by NHSI began to acknowledge a significant national underlying deficit in the provider sector and a recognition that tariff does not meet full costs. The provider sector finished 2018/19 with a £571m actual deficit and an underlying deficit position of £5bn. The sector incurred additional debt of £3bn from central funds to support in year operations, giving a total indebtedness figure of £14bn.
CIP delivery for providers was at 3.6%

4) Quarter 4 (full year 2018/19) Headlines

The Trust finished the year with a pre Provider Sustainability Fund (PSF) deficit of £8.8m. This is in line with the revised plan submitted in January 2019. Including PSF of £8.2m our final position for the year is a deficit of £600k. This performance was supported by a significant efficiency programme that delivered £19.4m or 5.2% of savings or additional income generation. Total income improved in 2018/19 on the previous year by 5.7%

The Trust can demonstrate year on year financial improvement in a number of key metrics.

Indicator	**17-18 Actual**	**18-19 Actual**
Underlying Position (deficit)	(£27m)	(£16m)
Actual Deficit (after STF/PSF)	£5.7m	£0.6m
CIP	£9.8m	£19.4m
Income growth	0.2%	5.7%
Premium Payments (STF/PSF)	Q1 and Q2	Q1 and Q2 and Q3

5) Cashflow

The strengthening financial position throughout 2018/19 enabled the Trust to avoid the need to borrow cash from external sources during 2018/19. However, there was a further deterioration of cash balances during the year as the Trusts cash balances reduced form £13.4m on 1st April 2018 to £8.2m on 31st March 2019.

6) 2019/20 Forward Look

The Trust enters 2019/20 in a similar financial start point position to the one it entered 2018/19 in. This is due to two main reasons. Firstly, some of the savings in 2018/19 were either non recurrent in nature or, in the case of the estate revaluation have rolled out in part due to changes to national guidance. Secondly, the Trust has invested significantly on front line staffing to support safer staffing and other quality issues.

The delivery of the financial plan will require a £22.4m efficiency programme that will necessitate a review of workforce spend to be delivered. As at May (Month 2) the Trust is delivering against its financial plan. However, the remaining three quarters of the financial year will prove very challenging.

2018/19 QUARTER 4 REPORT: PERFORMANCE AND 2019/20 OUTLOOK

1) Emergency Access Standard

Pressure on our Emergency Department has increased again this year with greater numbers attending and more arriving by ambulance. The national standard is to see, treat, admit or discharge more than 95 per cent of patients within four hours of their arrival. The Trust failed to meet this standard. We have worked hard with our partners across clinical commissioning groups and local authority social services to help manage demand and to ensure we can discharge patients in a timely manner, once they are medically fit to leave hospital.

We have also been making improvements to the way we provide our emergency care including:

- streaming patients quickly (within 15 minutes wherever possible) in the Emergency Department,
- making sure patients who can be seen in the urgent care centre are treated there,
- getting specialist review in the Emergency Department (ED) of those patients who may need admitting, and
- working with social services and care homes to improve our discharge processes.

2) Cancer Standards

Performance against the national cancer standards has been variable, largely due to increased demand for cancer services associated with greater awareness. This has, in turn, been driven by variety of national awareness campaigns. In particular, we have found achieving the 62 day referral to treatment (RTT) standard a challenge and have plans in place that are getting this back on track.

3) Referral to Treatment

All patients have the right to access consultant-led services within a maximum waiting time of 18 weeks, known as the referral to treatment time (RTT). The expectation is that 92 per cent of patients will have been waiting less than 18 weeks at the end of each month. We are really proud that we perform regularly in the top ten in the country for this standard ensuring our patients are treated quickly by the right specialist.

4) DM01- Diagnostic Target

Performance against the diagnostic standard (DM01) has largely been very positive with only four failures of the standard since November 2017 and in most instances this was due to a failure of Imaging equipment.

		2018/19	
		Target	Actual
Infection control	Number of C. diff cases (lapses in care)	28	20
Cancer Waiting Times	Two week wait for referral to first seen	93%	95% (Prov)
	31 day wait from diagnosis to treatment	96%	98.3% (Prov
	62 day wait from referral to treatment	85%	82.9% (Prov
Emergency Department	Patients waiting four hours or less to be seen, treated, admitted or discharged in A&E	95%	83.96%
Referral to Treatment - Elective Patients	% of incomplete pathways waiting less than 18 weeks	92%	93.53%
DMO1 – access to diagnostics	% of diagnostic tests waiting less than 6 weeks	99%	99.12%

5) Looking ahead for 2019/2020

We are focused on ensuring we deliver all of our operational standards that help keep patients safe and well cared for. Our key aims are to:

- Improve our performance against the four hour standard for emergency care. Actions identified include:
  - Urgent review of Minors for a 24 hour service
  - Breach management with Divisional Teams
  - Submission of System Improvement plan to improve performance across the health economy with 30/60/90 day actions. Plan to be monitored by Urgent Care Operational Group & A&E Delivery Board
- Continue to consistently perform against all cancer standards.
- Maintain our excellent RTT performance
- Continue to perform against the diagnostic (DM01) standard.

Enclosure 10

The Dudley Group NHS Foundation Trust

Paper for submission to the Council of Governors
6 June 2019

TITLE:	Board Secretary Report to Governors		
AUTHOR:	Mr Gilbert George, Interim Director of Governance/Board Secretary Helen Board Governor & Membership Manager	**PRESENTER:**	Mr Gilbert George, Interim Director of Governance/Board Secretary

CLINICAL STRATEGIC AIMS

Develop integrated care provided locally to enable people to stay at home or be treated as close to home as possible.	*Strengthen hospital-based care to ensure high quality hospital services provided in the most effective and efficient way.*	*Provide specialist services to patients from the Black Country and further afield.*

ACTION REQUIRED OF BOARD

Decision	Approval	Discussion	Other
	X	X	

OVERALL ASSURANCE LEVEL

Significant Assurance	Acceptable Assurance	Partial Assurance	No Assurance
☐ High level of confidence in delivery of existing mechanisms / objectives	☒ General confidence in delivery of existing mechanisms / objectives	☐ Some confidence in delivery of existing mechanisms / objectives, some areas of concern	☐ No confidence in delivery

RECOMMENDATIONS FOR THE COUNCIL

1. Receive this report as requested by the Council and note its content.
2. Review and approve the Council of Governors Terms of Reference

CORPORATE OBJECTIVE:

SO1: Deliver a great patient experience, **SO2:** Safe and Caring Services, **SO3:** Drive service improvements, innovation and transformation, **SO4:** Be the place people choose to work, **SO5:** Make the best use of what we have, **SO6:** Deliver a viable future

SUMMARY OF KEY ISSUES:

1. Council of Governor Elections 2019

Elections concluded following the close of ballot at 5pm on Thursday 233 May 2019 and returned candidates as per the table below. The voting reports for uncontested and contested elections are attached as appendix 1

Constituency Name	Candidate Forename	Candidate Surname	Political Interests	Financial and Other Interests in the Trust	Returned by Ballot/uncontested
Pubic: North Dudley	Nicola	Piggott	None	None	**Uncontested**
Public: Halesowen	Hilary	Lumsden	None	None	**Ballot**
Staff: Nursing & Midwifery	Marlon	Amulong	None	None	**Uncontested**
Staff: Medical & Dental	Atef	Michael	None	None	**Uncontested**

2. Annual members meeting

The Annual Members meeting has been scheduled for the 18 July 2019 to start 16.00 (registration form 15.30pm). The event will include a Health Fair providing an opportunity to meet staff from a range of services provided by the Trust including community, ophthalmology, end of life, gastroenterology and podiatry.

Governors are also to host a 'meet your governor' stand where our guests will be able to find out more about the governor role and forthcoming elections planned for later in the year with the completion of the formalities of receiving the annual report and accounts along with the auditors opinion.

The agenda is included for information within Appendix 2. The service showcases are being finalised but are planned to be Community, Maternity and Stroke.

3. Council of Governor Register of Interests

All governors are required to maintain the latest information is included on the Council of Governors Register of Interest and to contact the Foundation Trust office to notify of any change.

4. Council of Governors Term of Reference

These are subject to annual review and are attached at Appendix 3 for review and **approval.**

IMPLICATIONS OF PAPER:

RISK	**Y/N**		**Risk Description**
	Risk Register: Y /N		**Risk Score**
COMPLIANCE and/or LEGAL REQUIREMENTS	**CQC**	**Y/N**	**Details**
	NHSI	**Y/N**	**Details:**
	Other	**Y/N**	**Details:**

ELECTORAL REFORM SERVICES
A Civica Group company

REPORT OF VOTING.

THE DUDLEY GROUP NHS FOUNDATION TRUST

ELECTION TO THE COUNCIL OF GOVERNORS

CLOSE OF VOTING: 5PM ON 23 MAY 2019

CONTEST: Public: Halesowen

The election was conducted using the single transferable vote electoral system.
The following candidate was elected:

ELECTED
Hilary LUMSDEN

Number of eligible voters		1142
Votes cast by post:	120	
Votes cast online:	20	
Total number of votes cast:		140
Turnout:		12.3%
Number of votes found to be invalid:		3
Total number of valid votes to be counted:		137

The result sheets for each election form the Appendix to this report. They detail:-

- the quota required for election
- each candidate's voting figures, and
- the stage at which successful candidate was elected.

Electoral Reform Services can confirm that, as far as reasonably practicable, every person whose name appeared on the electoral roll supplied to us for the purpose of the election:-

a) was sent the details of the election and

b) if they chose to participate in the election, had their vote fairly and accurately recorded

The elections were conducted in accordance with the rules and constitutional arrangements as set out previously by the Trust, and ERS is satisfied that these were in accordance with accepted good electoral practice.

All voting material will be stored for 12 months.

Robina Mirza
Returning Officer
On behalf of The Dudley Group NHS Foundation Trust

The Election Centre • 33 Clarendon Road • London • N8 0NW • 020 8365 8909 • electoralreform.co.uk • enquiries@electoralreform.c
Electoral Reform Services Limited • Registered No. 2263092 • Registered Office: 33 Clarendon Road • London • N8 0NW

ELECTORAL REFORM SERVICES
A Civica Group company

UNCONTESTED REPORT

THE DUDLEY GROUP NHS FOUNDATION TRUST

ELECTION TO THE COUNCIL OF GOVERNORS

CLOSE OF NOMINATIONS: 5PM ON 3 APRIL 2019

Further to the deadline for nominations for the above election, the following constituencies are uncontested:

Public: North Dudley **1 to elect**
The following candidate is elected unopposed: Nicola Piggott

Staff: Medical and Dental **1 to elect**
The following candidate is elected unopposed: Atef Michael

Staff: Nursing and Midwifery **1 to elect**
The following candidate is elected unopposed: Marlon Amulong

All term lengths are for 3 years unless specified differently above.

Robina Mirza
Returning Officer
On behalf of The Dudley Group NHS Foundation Trust

ELECTORAL REFORM SERVICES

The Election Centre • 33 Clarendon Road • London • N8 0NW • 020 8365 8909 • electoralreform.co.uk • enquiries@electoralreform.c
Electoral Reform Services Limited • Registered No. 2263092 • Registered Office: 33 Clarendon Road • London • N8 0NW

The Dudley Group
NHS Foundation Trust

Annual Members Meeting

Thursday 18th July 2019
Clinical Education Centre, 1st Floor South Block, Russells Hall Hospital, Dudley, DY1 2HQ

4.00pm Health Fair – an opportunity to meet staff from a range of services provided by the Trust including vascular, trauma & orthopaedics, urology, plastics, ophthalmology, gastroenterology, community single point of access, end of life and interventional radiology.

Learn about the work of the Council of Governors and arrangements for governor elections being held later in 2019.

Find out what makes The Dudley Group a great place to work and the initiatives in place to support our staff. Learn more about the fantastic job opportunities, apprenticeships and work experience options available.

5.30pm		**Welcome**		**Fred Allen,** Public Elected Governor, Lead Governor
5.35pm		**End of Life services** presentation		**Dr Joanne Bowen,** Palliative Medicine Consultant
5.45pm		**Chairman's opening remarks and approval of minutes of the Annual Members Meeting 2018** (appendix 1)		**Dame Yve Buckland,** Interim Chairman
		Trust Constitution approval following review		***Presenter tbc***
5.50pm		**Quality & Performance Report 2018/19**		**Mary Sexton,** Interim Chief Nurse
6.05pm		**Trust Financial Accounts 2018/19**		**Tom Jackson,** Director of Finance
6.15pm		**Auditor's Report**		**Alison Breadon (tbc)** , PwC
6.25pm 6.45pm		**Questions** **Close of Annual Members Meeting** Please remember to hand in your quality priority questionnaire as you leave.		**Dame Yve Buckland,** Interim Chairman

The Dudley Group
NHS Foundation Trust

COUNCIL OF GOVERNORS
TERMS OF REFERENCE

1. Constitution

1.1 The Trust shall have a Council of Governors, which shall comprise both elected and appointed Governors. The Council of Governors in its workings will be required to adhere to the Terms of Authorisation and Constitution of The Dudley Group NHS Foundation Trust and such other guidance as issued by the Independent Regulator for NHS Foundation Trusts. Standing Orders as defined in the Constitution of The Dudley Group NHS Foundation Trust shall apply to the conduct of the working of the Council of Governors.

2. Membership

All Governors
Trust Chair

3. Attendance

3.1 In accordance with Paragraph 13 of the Constitution, the chairman of the Board of Directors or, in his/her absence, the deputy chairman, shall preside at meetings of the Council. All other members of the Board of Directors shall be entitled to attend and receive papers to be considered by the committee.

3.2 The following members of staff will usually be in attendance at meetings:

- Director with lead responsibility for Governor Development

3.3 Other managers/staff may be invited to attend meetings depending upon issues under discussion. The Council has the power to co-opt for a specified task or period of time or to request attendance of any member of Trust staff as necessary and to commission input from external advisors as agreed by the Chair

3.4 The trust secretary will ensure that an efficient secretariat service is provided to the Council.

3.5 Meetings of the Council of Governors shall normally be a meeting in public. Members of the public may be excluded from the whole or part of a meeting for special reasons, either by resolution of the Council of Governors or at the discretion of the chair of the meeting.

4. Quorum

4.1 As defined in the Trust Constitution a quorum will consist of eight Governors of which at least five must be public elected Governors and including at least the chair or/ vice chair to preside over the meeting.

4.2 If the chair or vice chair is not present the meeting is not quorate. The meeting can proceed but not in public. Another non-executive director present will be nominated to chair by those members present.

5. Frequency of meetings

5.1 Ordinary meetings of the Council shall be held at such times and places as the Board of Directors may determine and there shall be not less than 3 or more than 4 formal meetings in any year except in exceptional circumstances as set out in the Trust Constitution.

5.2 It is expected that members attend at least 75% of the meetings in the year as defined in the Trusts Code of Conduct for Governors.

5.3 In accordance with Paragraph 4.2 of the Constitution, the chair of the Trust may call a meeting of the Council at any time. If the chair refuses to call a meeting after a requisition for that purpose, signed by at least one third of the whole number of members of the Council, has been presented to him or her, or if, without so refusing, the chair does not call a meeting within seven days after such requisition has been presented to him or her at Trust's Headquarters, such one third or more members of the Council may forthwith call a meeting.

5.4 Where under the terms of 5.3 Governors meet in the absence of action requested of the chair the lead governor shall convene and chair the meeting and request the senior independent director to attend.

6. Statutory Powers and Duties of the Council of Governors

The duties of the Council of Governors, to be undertaken in accordance with the Trust Constitution are:

6.1 To appoint and, if appropriate, remove the chair at a general meeting.

6.2 To appoint and, if appropriate, remove other non-executive directors at a general meeting.

6.3 To decide the remuneration and allowances, and the other terms and conditions of office, of the chair and the other non-executive directors.

6.4 To approve (by a majority of members of the Council) the appointment by the non-executive directors, of the chief executive.

6.5 To appoint and, if appropriate, remove Trust's external auditors at a general meeting.

6.6 To receive the NHS Foundation Trust's annual accounts, any report of the auditors on them, and the Annual Report including the Quality Account at the Annual Members' Meeting.

6.7 To be consulted by the Trust's Board of Directors on forward planning and to have the Council of Governors' views taken into account.

6.8 To receive appropriate assurance from the Board of Directors on any systems, processes or actions that impact on the Councils ability to meet its responsibilities defined above.

6.9 To approve significant transactions which exceed 25% by value of FT assets, FT income or increase/reduction to capital value.

6.10 To approve any structural change to the organisation worth more then 10% of the organisation's assets, revenue or capital by way of merger, acquisition, separation or dissolution.

6.11 To decide whether the level of Private Patient income would significantly interfere with the Trust's principal purpose of providing NHS services.

6.12 To approve amendments to the Trust's Constitution.

In addition;

6.13 The Council will establish appropriate Committees to assist in the discharge of responsibilities.

6.13.1 Each Committee shall have such Terms of Reference and power and be subject to such conditions (as to reporting back to the Council), as the Council shall decide and shall be in accordance with the Regulatory Framework and any guidance issued by the Independent Regulator. Such Terms of Reference shall have effect as if incorporated into the Standing Orders.

6.13.2 The Council may not delegate any decision-making or executive powers to any of its Committees or Sub-committees.

6.13.3 The Council shall approve the appointments to each of the Committees which it has formally constituted.

6.14 Governors will also undertake duties to support membership engagement and recruitment in line with the Trusts Terms of Authorisation.

7. Reporting

7.1 The Council of Governors will receive reports from members of the Board of Directors as required to enable the Council to fulfil the duties described above.

7.2 The Council will also receive reports from any Committee established by the Council of Governors to support the business of the Council of Governors. Any recommendations made by these Committees will require ratification by the full Council of Governors.

8. Review

8.1 The Terms of Reference of the Council of Governors shall be reviewed at least annually or as part of any application to amend the Constitution of the Trust.

Enclosure 11

The Dudley Group NHS Foundation Trust

Paper for submission to the Council of Governors
27 June 2019

TITLE:	Review of Council of Governors Committee Structures & Reporting		
AUTHOR:	Helen Board Governor & Membership Manager	**PRESENTER:**	Mr Gilbert George, Interim Director of Governance/Board Secretary

CLINICAL STRATEGIC AIMS		
Develop integrated care provided locally to enable people to stay at home or be treated as close to home as possible.	*Strengthen hospital-based care to ensure high quality hospital services provided in the most effective and efficient way.*	*Provide specialist services to patients from the Black Country and further afield.*

ACTION REQUIRED OF BOARD			
Decision	**Approval**	**Discussion**	**Other**
	X	**X**	

OVERALL ASSURANCE LEVEL			
Significant Assurance	**Acceptable Assurance**	**Partial Assurance**	**No Assurance**
☐	☒	☐	☐
High level of confidence in delivery of existing mechanisms / objectives	General confidence in delivery of existing mechanisms / objectives	Some confidence in delivery of existing mechanisms / objectives, some areas of concern	No confidence in delivery

RECOMMENDATIONS

The Council of Governors is asked to review this document that has been prepared to support discussion of the proposal to streamline the CoG Committees and reporting arrangements.

CORPORATE OBJECTIVE:

SO1: Deliver a great patient experience, **SO2:** Safe and Caring Services, **SO3:** Drive service improvements, innovation and transformation, **SO4:** Be the place people choose to work, **SO5:** Make the best use of what we have, **SO6:** Deliver a viable future

SUMMARY OF KEY ISSUES:

Review of Council of Governors (CoG) Committee Structures

Summary
This document has been prepared to support discussion of the proposal to streamline the CoG Committees and reporting arrangements.

In response to feedback received the Council were advised that a review of the current structure of the committees of council would be undertaken during quarter one of the new financial year. This is in direct response to feedback related to the frequency of meetings and the duplication of papers and topics covered.

Consequently, the review has considered the feedback received from the recent CoG effectiveness review, exec and non-exec directors, governance arrangements to reflect best practice and information flow to support assurance levels in line with Governors duties and responsibilities.

Council of Governors effectiveness review 2018/19
This survey was issued to 24 (CoG) members in post at that time with 19 Governors responding to the 48 questions across 10 categories plus 3 options to include free text comments providing additional detail on areas identified for improvement.

A summary of the category 'Committee Structures' included suggestions to:

- Hold less meetings
- Reduce the length and repetition of reports "challenging to read in full"
- Suggestion to use RAG (Red, Amber, Green) on reports with summary information allowing governors "time to concentrate on major issues more quickly"
- Request for exec and non-exec attendance at meetings "for the whole of the meeting"
- Additional council meetings "as and when required" and to hold "impromptu meetings with directors as needed"
- Consider holding Board of Directors and Board Committee meetings in the evening

Post survey feedback had also noted the duplication of reports and papers at both the Board of Directors and Council of Governors.

Executive feedback
Executive feedback concurs with that provided via the CoG Effectiveness Review namely:
- Hold less meetings
- Avoid delivering the same report to several governor meetings duplicating the commentary

Non-executive feedback
Non-executive (NED) feedback has included:
- Existing portfolios assignments and limited time in the Trust does not support attendance at all current governor meetings
- Preference to meet the council in forums where more governors are present to increase face time, make best use of time to support greater assurance and accountability
- Supportive of increased time to meet with the Council in both formal and informal settings

Proposals for consideration
The proposals for consideration include:

- Reducing the number of council sub committees from five to two (resulting in reducing the number of meetings from 22 per year to 11 per year
- Reducing the frequency of Extraordinary Full CoG meetings (Private) from monthly to quarterly or as needed
- Governors to be invited to attend Committees of Board to observe
- Executive Directors to be invited to attend full CoG meetings as required

- All NEDs to attend the quarterly Full CoG meetings as standard
- NEDs as chairs of board committees (F&P, Workforce & Staff Engagement, CQSPE and Audit) to present summary reports instead of execs.
- NEDs to hold pre-meet with council members ahead of Full CoG meetings

Present and proposed structure

The Council of Governors presently operate five sub committees that meet frequently throughout the year to support the CoG Annual Work plan. *Table 1* below sets out the existing structure and the proposed structure with meeting frequency. See appendix 1

Committee	Current meeting frequency / year	Proposed meeting frequency / year
Annual Members Meeting	1	1
Full Council of Governors (Public)	4	4
Extraordinary Council of Governors (Private)	as required	as required
Strategy Committee & Workshop	4	2 (held March & September) (Workshops only, committee to be stood down)
Governance Committee	5	0
Engagement & Experience*	4	4
Governor Development Group	4	0
Remuneration & Appointments Committee	as required	as required
Totals	22	11

*Committee name and Terms of Reference to be reviewed to reflect additional responsibility of governor development activity.

Process for consideration has included:

- Update of document following consideration by exec and non-exec colleagues
- Submission to the lead governor and interim chair for comments

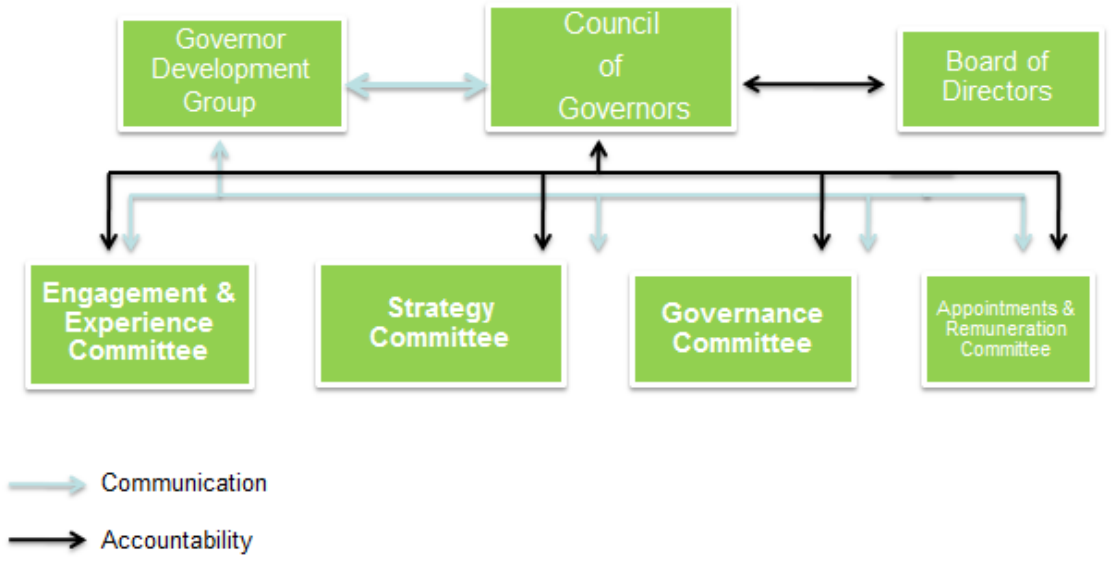
Next steps

- Present to the full council for consideration and approval at the full CoG meeting to beheld on 27 June 2019
- New arrangements to be effective from Q2 2019/20
- Council of Governors business calendar be updated and recirculated.

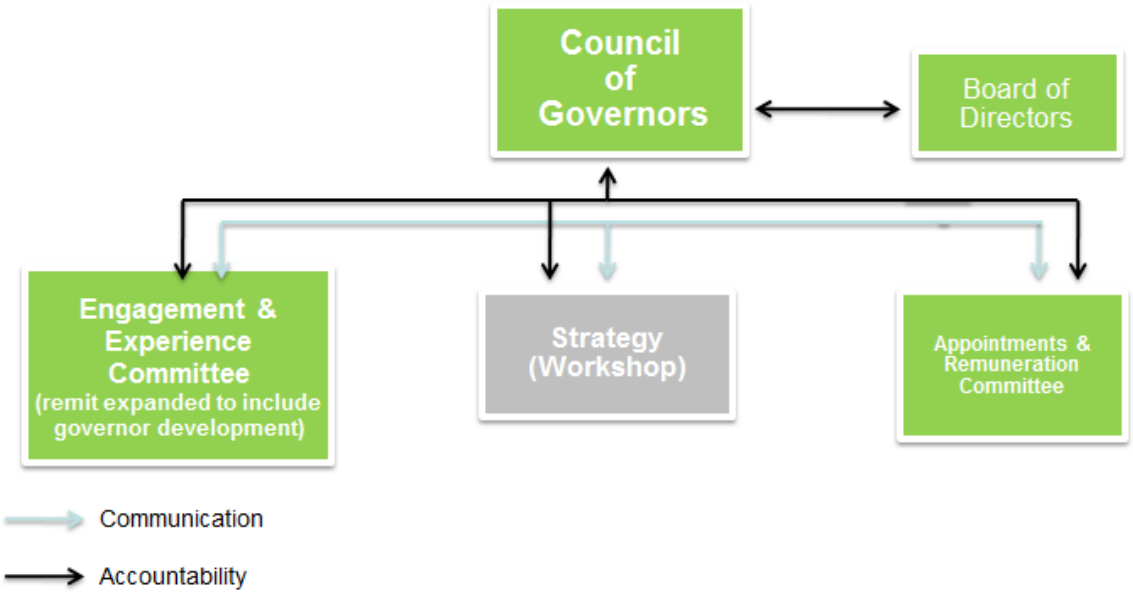
IMPLICATIONS OF PAPER:			
RISK	**N**		**Risk Description**
	Risk Register: N		**Risk Score**
COMPLIANCE and/or LEGAL REQUIREMENTS	**CQC**	**Y**	**Details:** WELL LED The leadership, management and governance of the organisation assures the delivery of high quality person-centred care, supports learning and innovation, and promotes an open and fair culture
	NHSI	**N**	**Details:**
	Other	**N**	**Details:**

Appendix 1

Current Council of Governors and sub committee structure March 2019



Proposed Council of Governors and sub committee structure July 2019



Enclosure 12

The Dudley Group NHS Foundation Trust

Paper for submission to the Council of Govenors 27 June 2019

TITLE:	**Trust Constitution Review 2019**		
AUTHOR:	Gilbert George – Interim Director of Governance	**PRESENTER**	Gilbert George – Interim Director of Governance

CLINICAL STRATEGIC AIMS

Develop integrated care provided locally to enable people to stay at home or be treated as close to home as possible.	*Strengthen hospital-based care to ensure high quality hospital services provided in the most effective and efficient way.*	*Provide specialist services to patients from the Black Country and further afield.*

ACTION REQUIRED OF BOARD

Decision	Approval	Discussion	Other (Assurance)
	Y		

OVERALL ASSURANCE LEVEL

Significant Assurance	Acceptable Assurance	Partial Assurance	No Assurance
☐	☑	☐	☐
High level of confidence in delivery of existing mechanisms / objectives	General confidence in delivery of existing mechanisms / objectives	Some confidence in delivery of existing mechanisms / objectives, some areas of concern	No confidence in delivery

RECOMMENDATIONS FOR THE COUNCIL

The Council of Govenors are asked to approve the updates to the Trust Constitution:

- this follows from regulatory direction on conflicts of interest, comments from board members and our legal advisers

CORPORATE OBJECTIVES:

SO1: Deliver a great patient experience

SO2: Safe and Caring Services

SO3: Drive service improvements, innovation and transformation

SO4: Be the place people choose to work

SO5: Make the best use of what we have

SO6: Deliver a viable future

SUMMARY OF KEY ISSUES:

No major issues to note.

The Trust Constitution has been reviewed and updated following Board discussion in March and June 2019, comments from our legal advisers and adopting best practice in the area of conflicts of interest.

The updates reflects current best practise in the following sections:

- Conflicts of interest
- Council of Governors duties
- Annex 11 Reservation of powers and scheme of delegation (approved by the Finance performances Committee)
- Annex 12 Annual Members meeting

(All edits and updates are highlighted in RED for ease of navigating, board members are also asked to note that section numbering will be further reviewed and edited).

IMPLICATIONS OF PAPER:

RISK	**Y**		**Risk Description:** covers many risks, nut key are those related to the Trust quality priorities, deteriorating patient and patient experience
	Risk Register: Y		**Risk Score:** numerous across the BAF, CRR and divisional risk registers
COMPLIANCE and/or LEGAL REQUIREMENTS	**CQC**	**Y**	**Details:** links all domains
	NHSI	**Y**	**Details:** links to good governance
	Other	**N**	**Details:**

The Dudley Group
NHS Foundation Trust

FOUNDATION TRUST CONSTITUTION

~~December~~ June ~~March~~ 2019~~2017~~

The Dudley Group NHS Foundation Trust Constitution

TABLE OF CONTENTS

Comment [BH(DGNFT1]: Page numbers to be checked once all draft amendments are approved

1. Interpretation and definitions

Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in this constitution shall bear the same meaning as in the National Health Service Act 2006.

Words importing the singular shall import the plural and vice-versa.

The 2006 Act is the National Health Service Act 2006.

The 2012 Act is the Health and Social Care Act 2012.

Board of Directors - The role of the Board of Directors, comprising of Non-Executive and Executive Directors is led by the Chairman. The Board provides effective and proactive leadership of the Trust; to set the strategic aims of the Trust, ensuring the quality, safety and effectiveness of the services provided as well as ensuring that the Trust is well-governed in every aspect of its activities.

Accounting Officer is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act.

Annual Members Meeting has the meaning given in paragraph 10 of the constitution

Care Quality Commission - CQC

Constitution means this constitution and all annexes in it

Council of Governors means the Council of Governors as constituted in this constitution, which has the same meaning as 'Council of Governors' in the 2006 Act.

NHS Improvement is the regulator that replaced Monitor who was previously the independent regulator, as provided by Section 61 of the 2012 Act.

Terms of Authorisation are the terms of authorisation issued by NHS Improvement

Voluntary organisation is a body, other than a public or local authority, the activities of which are not carried on for profit.

~~**The Accounting Officer** is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act.~~

2. Name

The name of the foundation trust is The Dudley Group NHS Foundation Trust (the Trust).

3. Principal purpose

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

3.2 The Trust does not fulfill 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 to better carry on its principal purpose.

4. Powers

4.1 The powers of the Trust are set out in the 2006 Act, subject to any restrictions in the Terms of Authorisation.

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

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 or

5.2 the staff 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 any public constituency are referred to collectively as the Public Constituency.

7.3 The minimum number of Members in each area for the 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:

8.1.1 he or she is 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

8.1.2 he or she has been continuously employed by the Trust under a contract of employment for at least 12 months.

8.2 Individuals from Partner Organisations who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, and who work in The Dudley Group premises or in premises specifically serving 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. Organisations whose employees may be entitled to become Members of the staff constituency, as at the date of adoption of this constitution, by virtue of exercising functions for the Trust include those listed at Annex 2.

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

8.4 The Staff Constituency shall be divided into 5 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.

8.5 The minimum number of Members in each class of the Staff Constituency is specified in Annex 2.

Automatic membership by default – staff

8.6 An individual who is not from a partner organisation and who is;

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

8.6.2 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 he informs the Trust that he does not wish to do so.

9. Restriction on membership

9.1 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.

9.2 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.

9.3 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 9 – Further Provisions.

10. Annual Members Meeting

10.1 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.

10.2 Further provision about the Annual Members Meeting are set out in Annex 12 Annual Members Meeting.

11. Council of Governors – composition

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

11.2 The composition of the Council of Governors is specified in Annex 4.

11.3 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 4.

12. Council of Governors – election of Governors

12.1 Elections for elected Members of the Council of Governors shall be conducted in accordance with the Model Rules for Elections, as may be varied from time to time.

12.2 The Model Rules for Elections, as may be varied from time to time, form part of this constitution and are attached at Annex 5.

12.3 A variation of the Model Rules by the Department of Health shall not constitute a variation of the terms of this constitution. For the avoidance of doubt, the Trust cannot amend the Model Rules.

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

12.5 A vacant governor post may be filled without an election where permitted by the Model Rules as they apply to the Trust or by paragraph 9 on Annex 9

13. Council of Governors - tenure

13.1 An elected governor and appointed governor may hold office for a term of up to 3 years.

13.2 An elected governor shall cease to hold office if he ceases to be a member of the constituency or class by which he was elected.

13.3 An elected governor shall be eligible for re-election at the end of his or her term, subject to a maximum period of office of 9 years.

13.4 An appointed Governor may hold office for a period of up to 3 years.

13.5 An appointed governor shall cease to hold office if the appointing organisation withdraws its sponsorship of him/her.

13.6 An appointed governor shall be eligible for a re-appointment at the end of his or her term (subject to a maximum period of office of 6 years).

Comment [BH(DGNFT2]: 9 years?

14. Council of Governors – disqualification and removal

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

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

14.1.2 a person who has made a composition or arrangement with, or granted a trust deed for, his or her creditors and has not been discharged in respect of it;

14.1.3 a person who within the preceding five years has been convicted in the British Isles 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 or her.

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

14.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Council of Governors are set out in Annex 6.

14.4 The constitution is to make provision for the removal of Governors set out in Annex 6.

15. Council of Governors – meetings of Governors

15.1 The Chairman of the Trust (i.e. the Chairman of the Board of Directors, appointed in accordance with the provisions of paragraph 20.1 or paragraph 21.1 below) or, in his or her absence, the Deputy Chairman (appointed in accordance with the provisions of paragraph 22 below), shall preside at meetings of the Council of Governors.

15.2 Meetings of the Council of Governors shall normally be open to members of the public. Members of the public may be excluded from the whole or part of a meeting for special reasons, either by resolution of the Council of Governors or at the discretion of the chair of the meeting.

16. Council of Governors – duties

The general duties of the Council of Governors is:

16.1 to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors.
16.2 to represent the interests of the members of the Trust as a whole and the interests of the public
16.3 To appoint, and if required, to remove the Trust Chair.

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

17. Council of Governors – standing orders

17.1 The standing orders for the practice and procedure of the Council of Governors, as may be varied from time to time, are attached at Annex 7.

18. Council of Governors – referral to the Panel

18.1. In this paragraph, the Panel means a panel of persons appointed by NHS Improvement to which a governor of an NHS foundation trust may refer a question as to whether the Trust has failed or is failing –

18.1.1. to act in accordance with its constitution, or

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

18.2. 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.

19. Council of Governors - conflicts of interest of governors

19.1 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 or she becomes aware of it. 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.

20. Council of Governors – expenses

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

21. Council of Governors – further provisions

21.1 Further provisions with respect to the Council of Governors are set out in Annex 6.

22. Board of Directors – composition

22.1 The Trust is to have a Board of Directors, which shall comprise both executive and Non-executive directors.

22.2 Subject to paragraph 8 of Annex 9, the Board of Directors is to comprise:

22.2.1 a Non-executive chairman

22.2.2 Not less than 5 and no greater than 8 other ~~6 other~~ Non-executive directors; and

22.2.3 a Chief Executive and not less than 4 and no more than 7 executive directors

22.2.3 ~~6 executive directors~~at least half of the Board of Directors, excluding the Chair, will comprise of non-executive directors determined to be independent .

22.3 One of the executive directors shall be the Chief Executive.

22.4 The Chief Executive shall be the Accounting -Officer.

22.5 One of the executive directors shall be the finance director, with qualifications approved by the Consultative Committee of Accountancy Bodies (CCAB).

22.6 One of the executive directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

22.7 One of the executive directors is to be a registered nurse or a registered midwife.

22.8 The Board may determine that other Trust officers may attend meeting of the Board of Directors as and when required to provide operational advice and support to the Board to assist the Board in the discharge of their responsibilities. For the avoidance of doubt, such an officer attending will not be a Director of the purpose of the 2006 Act. Nor will they be able to vote and will bear no responsibility or liability for an action of decision of the Board of Directors

23. Board of Directors – general duties

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.

24. Board of Directors – qualification for appointment as a non-executive Director

A person may be appointed as a voting or non-voting Non-executive director only if –

24.1 he or she is a member of the Public Constituency,

24.2 he or she is not disqualified by virtue of paragraph 25 below.

25. Annual Report

25.1 the Board will publish in its annual report, each non-executive director it considers to be independent. At least half the Board, excluding the Chair, will comprise non-executive directors determined by the Board to be independent.

26. Board of Directors – appointment and removal of chairman, deputy chairman and other non-executive directors

26.1 A nominations committee shall be established to make recommendations to the Council of Governors in respect of the appointment made of chairman, deputy chairman and other non-executive directors; only at a ~~The Council of Governors only at a~~ general meeting of the Council of Governors can ~~they~~ appointment or ~~remove~~removal of the chair ~~of the trust~~, deputy chairman of the trust and the other voting Non-executive directors be undertaken.

26.2 Removal of the chairman, deputy chairman or another voting Non-executive director shall require the approval of three-quarters of the members of the Council of Governors.

26.3 The chairman and the voting non-executive directors are to be appointed in accordance with paragraph 27 below.

27. Board of Directors – appointment of chairman, senior independent director and deputy chair and other voting Non-executive directors

27.1 The Council of Governors has the power to appoint the other voting non-executive directors of the Trust.

27.2 ~~The Council of Governors only at a general meeting of the Council of Governors can they appoint or remove the chairman, deputy chairman of the trust and the other voting non-executive directors.~~

27.3 The criteria for qualification for appointment as a voting and non-voting non-executive director is set out in paragraph 19 above (other than disqualification by virtue of paragraph 25 below).

27.4 The power of the Council of Governors to re-appoint non-executive directors is to be exercised, so far as possible, by re-appointing up to a maximum of nine years terms and for exceptional approval would be required in cases that exceed this period.

27.5 The Council of Governors will appoint an independent non-executive director to be the senior independent director and one other non-executive director to the position of Deputy Chair in consultation with the Trust Chair.

28. Board of Directors - appointment and removal of the Chief Executive and other executive directors

28.1 The voting Non-executive directors shall appoint or remove the Chief Executive.

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

28.3 A committee consisting of the Chairman, the Chief Executive and the other non-executive directors shall appoint or remove the other executive directors.

28.4 A person deemed to be fit and proper as set out in the CQC Fit and Proper Persons test requirements except with the approval in writing of NHS Improvement. Removal is ~~may be~~ triggered "if" a person fails to meet the fit and proper requirements, - which includes the competence, experience and qualifications to perform the role.

~~the competence, experience and qualifications to perform the role.~~

29. Board of Directors – disqualification

An individual cannot become or continue to be a director or a member of the Board of Directors if the individual is disqualified or otherwise prevented from being a director under the Directors Disqualification Act 1986". The following may not become or continue as a member of the Board of Directors:

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

29.2 a person who has made a composition or arrangement with, or granted a trust deed for, his or her creditors and has not been discharged in respect of it.

29.3 a person who within the preceding five years has been convicted in the British Isles 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 or her.

29.4 person who is, or is the spouse or partner of, a member of a clinical commissioning group (for the purposes of the Health and Social Care Act 2012 established to commission NHS funded services) that commissions services from the Trust

29.5 Removal may be triggered by a person who fails the meet the FPPR (see 27.4).

30. Board of Directors Meetings

30.1 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". As per the provision laid out in the Act.

30.2 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 meeting to the Council of Governors.

31. Board of Directors Voting

31.1 Only eligible members of the Board of Directors shall be entitled to participate in, and exercise a vote of the Board of Directors.

31.2 Save where expressly set out to the contrary in this constitution, a resolution or motion of the Board of Directors shall be passed when:

31.2.1 A simple majority of eligible Non-Executive and Executive Directors voting on that resolution or motion vote in favour of the resolution or motion;

31.2.2 If there is an equality of votes, the chairman shall have a further or casting vote.

31.3 A director shall be eligible if he would be entitled to vote at the relevant meeting and on the relevant matter at that meeting of the Board of Directors (but excluding any director whose vote is not to be counted in respect of the particular matter).

32. Board of Directors – standing orders

32.1 The standing orders for the practice and procedure of the Board of Directors, as may be varied from time to time, are attached at Annex 8.

33. Board of Directors - conflicts of interest of directors

~~32.1~~ ~~If a director 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 Board of Directors, the director shall disclose that interest to the members of the Board of Directors as soon as he or she becomes aware of it. The Standing Orders for the Board of Directors make provision for the disclosure of interests and arrangements for the exclusion of a director declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed~~.

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 sub paragraph 31.1.1 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 sub-paragraph 31.1.2 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 sub-paragraph 31.1.2 "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 needs 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

33.10 A matter shall be 'authorised' for the purposes of paragraph 33.2.2

33.10.1 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or

33.10.2 the director's conflict of interest arises from a permitted cause (as determined by the 'Board of Directors') from time to time.

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 voting non-executive directors in light of any recommendations made by the Council of Governors Appointments and Remuneration Committee.

34.2 The Trust shall establish a committee of voting non-executive directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other executive directors.

34.3 The terms of office shall be reflective of any guidance issued by NHS Improvement.

35. Registers

The Trust shall 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 Governors;

35.4 a register of board members~~directors~~; and

35.5 a register of interests of board members~~the directors~~.

36. Admission to and removal from the registers

36.1 Any person entitled to be a Member who, as appropriate, applies or is invited to become a Member, shall have their name added to the register of Members. Such person's membership of the Trust shall commence from the date of their name being added to the register of Members.

36.2. The Secretary shall remove from the register of members the name of any member who ceases to be entitled to be a member and if:

36.2.1. the Member is no longer eligible under the provisions of this constitution or is disqualified

36.2.2. the Member is deceased.

36.3. The register of Governors shall list the names of Governors, their category of membership of the Council of Governors and an address through which they may be contacted (which may be the Secretary).

36.4. The register of interests of Governors shall contain the names of each Governor, whether he has declared any interests and, if so, the interests declared in accordance with this constitution or the standing orders for Governors.

36.5. The register of Directors shall list the names of Directors, their capacity on the Board of Directors and an address through which they may be contacted (which may be the Secretary).

36.6. The register of interests of Directors shall contain the names of each Director, whether he has declared any interests and, if so, the interests declared in accordance with this constitution on the standing orders for Directors.

37. Registers – inspection and copies

37.1 The Trust shall make the registers specified in paragraph 33 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.

37.2 The Trust shall not make any part of its register of member available for inspection by members of the public, if the member so requests.

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

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

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

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. Documents available for public inspection

38.1 The Trust shall make the following documents available at the Trust Headquarters 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 current authorisation;
37.1.3 a copy of the latest annual accounts and of any report of the auditor on them;
37.1.4 a copy of the latest annual report and quality accounts;

37.1.5 a copy of the latest information as to its forward planning; and
37.1.6 a copy of any notice given under section 52 of the 2006 Act.

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

38.3 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.

39. External Auditor

39.1 The Trust shall have an external auditor.

39.2 The Council of Governors shall appoint or remove the external auditor at a general meeting of the Council of Governors.

40. Audit committee

40.1 The Trust shall establish a committee of voting non-executive directors as an audit committee to perform such monitoring, reviewing and other functions as is appropriate.

41. Accounts

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

41.2 NHS Improvement may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

41.3 The accounts are to be audited by the trust's auditor.

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

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

42. Annual report and forward plans and non-NHS work

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

41.2 The trust shall give information as to its forward planning in respect of each financial year to NHS Improvement.

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 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 ~~34.1~~41.1, 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 of its determination.

41.7 Where 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, this shall not be implemented unless more than half of the members of the Council of Governors of the Trust approve its implementation.

41.8 For a statutory transaction more than three quarters of the members of the Council of Governors must approve any application by the Trust to:

- merge with or acquire another trust
- separate the Trust into two or more new foundation trusts
- be dissolved

43. Meeting of Council of Governors to consider annual accounts and reports

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

i. the annual accounts

ii. any report of the auditor on them

42.2 the annual report and quality account

42.2.1 The documents shall also be presented to the members of the Trust at the Annual Members Meeting by at least one member of the Board of Directors in attendance

44. 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.

45. Amendment of the Constitution

44.1. The Trust may make amendments of its constitution only if –

44.1.1. more than three quarters of the Council of Governors of the Trust voting to approve the amendments; and

44.1.2. more than three quarters of the members of the eligible voting Board of Directors of the Trust approve the amendments.

44.2. Amendments made under paragraph 43.1 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.

44.3. 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)

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

44.3.2. the Trust must give the members an opportunity to vote on whether they approve the amendment; and

44.3.3 if more than three quarters 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.

44.3 An amendment initially made pursuant to paragraph 44.1 but which later fails to achieve the approval of more than half of the members voting pursuant to paragraph 44.3.3, and any actions taken pursuant to that amendment, shall be valid from the approvals pursuant to paragraph 44.1 until the time of the vote at which the approval of more than half of the members voting was not achieved pursuant to paragraph 44.3.3 (the time of the vote at which the approval of more than half of the members voting was not achieved pursuant to paragraph 44.3.3 being the "**Rescission Date**"). As from the Rescission Date, the relevant amendment shall cease to have effect and the constitution shall revert to its pre-amendment state. The constitution ~~is~~shall be amended accordingly and notified to NHS Improvement.

45. Indemnity

45.1. Members of the Board of Directors and Council of Governors who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution of their functions, any costs arising in this way will be met by the Trust. This does not apply when the relevant person has acted recklessly.

45.2. The Trust may purchase and maintain for members of the Council of Governors and Board of Directors insurance in respect of directors' and officers' liability, including,

without limitation, liability arising by reason of the Trust acting as a corporate trustee of an NHS charity.

46. Procedures and Protocols

The Board of Directors shall adopt such procedures and protocols as it shall deem to be appropriate for the good governance of the Trust from time to time.

47. Mergers etc. and Significant Transactions

47.1 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.

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

47.3 "Significant transaction" a transaction or arrangement under which any income or expenditure attributable to the transaction and/or the contract associated with the transaction is greater than either 25% of the operating income of the Trust, any increase or decrease in the fixed assets of the Trust is greater than 25% of the fixed assets of the Trust or any increase or decrease in the capital of the Trust is greater than 25% of the capital of the Trust, all as set out in the preceding Financial Year's annual accounts.

47.3.1 the total of the fixed assets and current assets subject to the transaction represents more than 25% of the value of the total fixed assets and current assets of the Trust;

47.3.2 the increase or decrease in income attributable to:

47.3.2.1 the assets; or

47.3.2.2 the contract associated with the transaction represents more than 25% of the value of the Trust's income; or

47.3.2.3 the gross capital of the company or business being acquired/divested represents more than 25% of the total capital of the Trust following completion (where gross capital is the market value of the relevant company or business's shares and debt securities, plus the excess of current liabilities over current assets).

ANNEX 1 – THE PUBLIC CONSTITUENCIES

(Paragraphs 6.1 and 6.3)

Eligibility to become a member of the Public Constitution is open to people living within the defined catchment area of the Trust. This will include residents from the following Local Authority electoral areas (as defined for the purpose of Local authority elections).The Public Constituency may also include volunteers providing support to the Trust who will be a member of the constituency in which they ordinarily reside. An individual is only eligible for membership of the public constituency if he/she lives in an area specified in the constitution for a public constituency.

Constituency	**Minimum Number of Members**	**Number of Governors to be elected from that area**
Dudley		
Brierley Hill	50	2
Central Dudley	50	2
North Dudley	50	2
Stourbridge	50	2
Halesowen	50	2
Others		
Tipton and Rowley Regis	24	1
South Staffordshire and Wyre Forest	24	1
Rest of the West Midlands	12	1

ANNEX 2 – THE STAFF CONSTITUENCY

(Paragraphs 7.1 and 7.2)

Eligibility to become a member of the Staff Constituency is defined in paragraph 8 of the Constitution. The table below details the minimum number of staff within each class.

The staff constituency will include all staff employed by the Trust who have a contract of employment which does not have a fixed term or if does have a fixed term is at least 12 months duration, or they have been employed continuously for 12 months subject to any member of staff deciding to opt out. The constituency will also include independent contractors working at DGFT Only individuals who fulfill these criteria will be eligible to be staff members, see paragraph 8.2. Staff membership will be on an opt-out basis.

Class	Minimum Number of Members	Number of Staff Governors
Medical and Dental	44	1
Nursing and Midwifery	157	3
Allied Health Professionals and Healthcare Scientists	79	2
Non-Clinical Staff	58	1
Partner Organisations' Employees from for example: Summit Healthcare (Dudley) Limited Interserve fm Siemens Healthcare Systems Commissioners– Dudley, Sandwell, Worcestershire, South Staffordshire Local Authorities – Dudley MBC, Sandwell MBC, Wyre Forest District Council, South Staffordshire District Council	10	1

Medical:
The members of the Medical staff class shall include individuals who are eligible as members of the Staff Constituency and who are persons who are included in the register of medical practitioners maintained in accordance with Section 2 of the Medical Act 1983 and who hold a licence to practice if and when this is required by legislation to enable such a person to practice.

For the avoidance of doubt, the Medical staff class shall include junior doctors who have been registered provisionally in the register of medical practitioners.

Nursing and Midwifery:
The members of the Nursing and Midwifery staff class shall include individuals who are eligible as members of the Staff Constituency who do not fall within the Medical staff class but whose regulatory

body is the Nursing and Midwifery Council. For the avoidance of doubt, the Nursing and Midwifery staff class shall also include nursing auxiliaries and health care assistants.

Allied Health Professionals and Clinical Support Staff:
The members of the Allied Health Professionals and Clinical Support Staff class shall include individuals who are eligible as members of the Staff Constituency who do not fall within the Medical and Dental Practitioners staff class or the Nursing and Midwifery staff class but whose regulatory body is within the remit of the Council for Healthcare Regulatory Excellence or who are otherwise designated by the trust from time to time as eligible to be members of this class.

Management, Administrative and Support Staff (including eligible contractors):

The members of the Management, Administrative and Support Staff class shall include individuals who are eligible as members of the Staff Constituency but do not fall within any of the other staff classes mentioned above. The Management, Administrative and Support Staff class shall include individuals who are not employed by the Trust but carry out the functions of the Trust through an independent contractor.

ANNEX 3 – THE PATIENTS' CONSTITUENCY

The Trust has no patients' constituency.

ANNEX 4 – COMPOSITION OF COUNCIL OF GOVERNORS

(Paragraphs 9.2 and 9.3 and Notes 13 to 18)

The composition of the Council of Governors is as set out below, provided always that the number of Public Governors shall be more than half the total membership of the Council of Governors.

Constituency/Class	No. of Governors
Public	
Brierley Hill Ward	2
Central Dudley Ward	2
North Dudley Ward	2
Stourbridge Ward	2
Halesowen Ward	2
Rowley Regis and Tipton Ward	1
South Staffordshire and Wyre Forest Ward	1
Rest of West Midlands	1
Total Public	**13**
Staff	
Medical and Dental	1
Nursing and Midwifery	3
Allied Health Professionals and Healthcare Scientists	2
Non-clinical Staff	1
Partner Organisations' staff	1
Total Staff	**8**
Appointed (by a statutory or partnership organisation)	
Dudley Clinical Commissioning Group	1
Dudley Metropolitan Borough Council	1
University of Birmingham Medical School	1
Governor appointed by Dudley Council for Voluntary Service, who may be a Dudley Group NHS Foundation Trust Hospital Volunteer	1
Total Appointed	**4**
Grand Total	**25**

Note: Appointed governors are appointed by a statutory or partnership organisation in accordance with the 2006 Act Schedule 7 para 9(7).

ANNEX 5 –THE MODEL RULES FOR ELECTIONS

Model Rules for Elections

Reviewed ~~October 2017~~ April 2019

CONTENTS

Comment [BH(DGNFT3]: Check page numbers once amendments are final

PART 1 - INTERPRETATION

1.1 Interpretation

1.1 In these rules, unless the context otherwise requires –

"the Trust"	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.
"*council of governors*"	means the council of governors of the Trust;
"*declaration of identity*"	has the meaning set out in rule 21.1;
"*e-voting*"	means voting using either the internet, telephone or text message;
"*e-voting information*"	has the meaning set out in rule 24.2;
"*ID declaration form*"	has the meaning set out in Rule 21.1;
"internet voting record"	has the meaning set out in rule 26.4(d);
"*internet voting system*"	means such computer hardware and software, data other equipment and services as may be provided by the returning officer for the purpose of enabling voters to cast their votes using the internet;
"*lead governor*"	means the governor nominated by the corporation to fulfil the role described in Appendix B to The NHS Foundation Trust Code of Governance (Monitor, December 2013) or any later version of such code. "*list of eligible voters*" means the list referred to in rule 22.1, containing the information in rule 22.2;
"*method of polling*"	means a method of casting a vote in a poll, which may be by post, internet, text message or telephone;
"*numerical voting code*"	has the meaning set out in rule 64.2(b)
"*polling website*"	has the meaning set out in rule 26.1;
"*postal voting information*"	has the meaning set out in rule 24.1;
"*telephone short code"*	means a short telephone number used for the purposes of submitting a vote by text message;
"*voter ID number*"	means a unique, randomly generated numeric identifier allocated to each voter by the Returning Officer for the purpose of e-voting,
"*voting information*"	means postal voting information and/or e-voting information

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

PART 2 – TIMETABLE FOR ELECTION

2 Timetable

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

Proceeding	**Time**
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination 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 –

(a) Saturday or Sunday;

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

(c) A day appointed for public thanksgiving or mourning, shall be disregarded, and any such day shall not be treated as a day for the purpose of any proceedings up to the completion of the poll, nor shall the returning officer be obliged to proceed with the counting of votes on such a day.

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

PART 3 – RETURNING OFFICER

4. Returning officer

4.1 Subject to rule 64, the returning officer for an election is to be appointed by the Trust.

4.4 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 Trust is to pay the returning officer –

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

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

7. Duty of co-operation

The Trust 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 –

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

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

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

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

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

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

(g) the contact details of the returning officer, and

(h) 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-

(a) is to supply any member of the Trust with a nomination paper, and

(b) is to prepare a nomination paper for signature at the request of any member of the Trust, but it is not necessary for a nomination to be on a form supplied by the returning officer.

10. Candidate's consent and particulars

The nomination paper must state the candidate's –

(a) full name,

(b) contact address in full (which should be a postal address), and constituency or class within a constituency, of which the candidate is a member. An e-mail address may also be provided for the purposes of electronic communication).

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

11. Declaration of interests

The nomination paper must state –

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

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

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

12. Declaration of eligibility

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

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

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

13. Signature of candidate

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

(a) they wish to stand as a candidate,

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

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

13.2 Where the return of nominations forms is an electronic format is permitted, the returning officer

shall specify the particular signature formalities (if any) that will need to be complied with by the candidate.

14. Decisions as to the validity of nomination

14.1 Where a nomination 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-

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

(b) decides that the nomination paper is invalid,

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

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

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

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

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

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

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

(e) that the paper is not signed and dated by the candidate, 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. If an email address has been given in the candidates nomination form (in addition to the candidates postal address), the returning officer may send notice of the decision to that address.

15. Publication of statement of nominated candidates –

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

15.2 The statement must show –

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

(b) the declared interests of each candidate standing, as given in their nomination 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 Trust as soon as is practicable after publishing the statement.

16. Inspection of statement of nominated candidates and nomination papers

16.1 The Trust 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 Trust 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 –

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

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

PART 5 – CONTESTED ELECTIONS

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 –
(a) the name of the Trust,
(b) the constituency, or class within a constituency, for which the election is being held,
(c) the number of members of the council of Governors to be elected from that constituency, or class within that constituency,
(d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
(e) instructions on how to vote,
(f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
(g) the contact details of the returning officer.

20.3 Each ballot paper must have a unique identifier.

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

21. The declaration of identity public constituency

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

21.2 The declaration of identity is to include a declaration –
(a) that the voter is the person to whom the ballot paper was addressed,
(b) that the voter has not marked or returned any other voting paper in the election, and
(c) for a member of the public 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 –
(a) the name of the voter,
(b) the address of the voter,
(c) the voter's signature, and
(d) 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 Trust 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.

23. Notice of poll

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

(a) the name of the Trust,
(b) the constituency, or class within a constituency, for which the election is being held,
(c) the number of members of the council of Governors to be elected from that constituency, or class with that constituency,
(d) the names, 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,
(e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,
(f) the address for return of the ballot papers, and the date and time of the close of the poll,
(g) the address and final dates for applications for replacement ballot papers,
(h) the date and time of the close of the poll, and
(i) 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 Trust named in the list of eligible voters–

(a) a ballot paper and ballot paper envelope,
(b) a declaration of identity (if required),
(c) information about each candidate standing for election, pursuant to rule 59 of these rules, and
(d) 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:

(a) the address for return of the ballot paper printed on it, and
(b) pre-paid postage for return to that address.

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

(a) the completed ID declaration form if required, and
(b) the ballot paper envelope, with the ballot paper sealed inside it.

26. E-voting systems

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

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

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

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

(a) require a voter to:

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

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

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

(b) specify:

(i) the name of the corporation,

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

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

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

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

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

(vii) the contact details of the returning officer;

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

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

(i) the voter’s voter ID number;

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

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

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

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

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

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

(a) require a voter to

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

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

(b) specify:

(i) the name of the corporation,

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

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

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

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

(vi) the contact details of the returning officer;

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

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

(i) the voter's voter ID number;

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

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

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

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

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

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

(a) require a voter to:

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

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

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

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

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

(i) the voter's voter ID number;

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

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

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

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

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

The poll

27. Eligibility to vote

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

28. Voting by persons who require assistance

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

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

29. Spoilt ballot papers

29.1 If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to a "spoilt ballot paper"), that voter may apply to the returning officer for a replacement ballot paper.

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

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

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

(b) has ensured that the declaration of identity, if required, has not been returned.

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

(a) the name of the voter, and

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

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

30. Lost voting information

30.1 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.

30.2 The returning officer may not issue a replacement ballot paper for a lost ballot paper unless he or she –
(a) is satisfied as to the voter's identity,
(b) has no reason to doubt that the voter did not receive the original ballot paper, and
(c) has ensured that the declaration of identity if required has not been returned.

30.3 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") –
(a) the name of the voter, and
(b) the details of the unique identifier of the replacement ballot paper.

31. Issue of replacement ballot paper

31.1 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.

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

(a) the name of the voter, and
(b) the details of the unique identifier of the replacement ballot paper issued under this rule.

32. Declaration of identity for replacement ballot papers public constituency

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

32.2 The declaration of identity is to include a declaration –
(a) that the voter has not voted in the election with any ballot paper other than the ballot paper being returned with the declaration, and
(b) of the particulars of that member's qualification to vote as a member of the public constituency, or class within a constituency, for which the election is being held.

32.3 The declaration of identity is to include space for –
(a) the name of the voter,
(b) the address of the voter,
(c) the voter's signature, and
(d) the date that the declaration was made by the voter.

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

32.5 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

33. Receipt of voting documents

33.1 Where the returning officer receives a –

(a) covering envelope, or
(b) 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.

33.2 The returning officer may open any ballot paper envelope, but must make arrangements to ensure that no person obtains or communicates information as to –

(a) the candidate for whom a voter has voted, or
(b) the unique identifier on a ballot paper.

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

34. Validity of ballot

34.1 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.

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

(a) put the declaration of identity if required in a separate packet, and
(b) put the ballot paper aside for counting after the close of the poll.

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

(a) mark the ballot paper "disqualified",
(b) if there is a declaration of identity accompanying the ballot paper, mark it as "disqualified" and attach it the ballot paper,
(c) record the unique identifier on the ballot paper in a list (the "list of disqualified documents"); and
(d) place the document or documents in a separate packet.

34.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record, telephone voting record or text voting record (as applicable) has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly made.

34.5 Where the returning officer is satisfied that rule 34.4 has been fulfilled, he or she is to put the internet voting record, telephone voting record or text voting record (as applicable) aside for counting after the close of the poll.

34.6 Where the returning officer is not satisfied that rule 34.4 has been fulfilled, he or she is to:

(a) mark the internet voting record, telephone voting record or text voting record (as applicable) "disqualified",
(b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents; and
(c) place the document or documents in a separate packet.

35. Declaration of identity but no ballot paper public constituency

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

(a) mark the declaration of identity "disqualified",
(b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper; and
(c) place the declaration of identity in a separate packet.

36. 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–

(a) the disqualified documents, together with the list of disqualified documents inside it,

(b) the declarations of identity if required,

(c) the list of spoilt ballot papers,

(d) the list of lost ballot papers,

(e) the list of eligible voters, and

(f) the list of tendered ballot papers.

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

PART 6 - COUNTING THE VOTES

37. 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 may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate

who is deemed to be elected or is excluded thereby being ignored); and

(c) in this context, a "second preference" is shown by the figure "2" or any mark or word which clearly indicates a second preference, and a third preference by the figure "3" or any mark or word which clearly indicates a third preference, and so on,

"quota" means the number calculated in accordance with rule 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.

38. Arrangements for counting of the votes

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

38.3 The returning officer may make arrangements for any votes to be counted using vote counting software where:

(a) the board of directors and the council of governors of the corporation have approved:

(i) the use of such software for the purpose of counting votes in the relevant election, and

(ii) a policy governing the use of such software, and

(b) the corporation and the returning officer are satisfied that the use of such software will produce an accurate result.

39. The count

39.1 The returning officer is to –

(a) count and record the number of ballot papers that have been returned;
(b) the number of internet voting records, telephone voting records and/or text voting records that have been created; and
(c) count the votes according to the provisions in this Part of the rules.

39.2 The returning officer, while counting and recording the number of ballot papers, internet voting records, telephone voting records and/or text voting records and counting the votes, must make

arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper or the voter ID number on an internet voting record, telephone voting record or text voting record.

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

40. Rejected ballot papers

40.1 Any ballot paper –

(a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
(b) on which the figure "1" standing alone is not placed so as to indicate a first preference for any candidate,
(c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
(d) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the ballot paper shall not be rejected by reason only of carrying the words "one", "two", "three" and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

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

40.3 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).

40.4 Any text voting record:
(a) on which the figure "1" standing alone is not placed so as to indicate a first preference for any candidate, or
(b) on which anything is written or marked by which the voter can be identified except the unique identifier
.

40.5 The returning officer is to endorse the word "rejected" on any text voting record which under this rule is not to be counted.

40.6 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 (b) of rule STV 40.4.

41. First stage

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

41.2 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.

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

42. The quota

42.1 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.

42.2 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").

42.3 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.

43. Transfer of votes

(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 –

(a) according to next available preference given on those papers for any continuing candidate, or
(b) where no such preference is given, as the sub-parcel of nontransferable votes.

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

(3) The returning officer is, in accordance with this rule and rule 44 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.

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

(a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
(b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot papers on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).

(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 –

(a) according to the next available preference given on those papers for any continuing candidate, or
(b) where no such preference is given, as the sub-parcel of nontransferable votes.

(6) The returning officer is, in accordance with this rule and rule 44 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.

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

(a) a transfer value calculated as set out in paragraph (4) (b) above, or
(b) at the value at which that vote was received by the candidate from whom it is now being transferred,

whichever is the less.

(8) Each transfer of a surplus constitutes a stage in the count.

(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.

(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 –

(a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or

(b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.

(11) This rule does not apply at an election where there is only one vacancy.

44. Supplementary provisions on transfer

(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 –

(a) 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

(b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable papers of the candidate on whom the lot falls shall be transferred first.

(2) The returning officer shall, on each transfer of transferable papers under rule 43 above –

(a) record the total value of the votes transferred to each candidate,

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

(c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and

(d) compare—

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

(ii) the recorded total of valid first preference votes.

(3) All ballot papers transferred under rule 43 or 45 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.

(4) Where a ballot paper is so marked that it is unclear to the returning officer at any stage of the count under rule 43 or 45 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot paper as a nontransferable 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.

45. Exclusion of candidates

(1) If—

(a) all transferable papers which under the provisions of rule 43 above (including that rule as applied by paragraph (11) below) and this rule are required to be transferred, have been transferred, and
(b) subject to rule 46 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).

(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—

(a) ballot papers on which a next available preference is given, and
(b) 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).

(3) The returning officer shall, in accordance with this rule and rule 44 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.

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

(5) If, subject to rule 46 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.

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

(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.

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

(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.

(10) The returning officer shall after each stage of the count completed under this rule —

(a) record –
    (i) the total value of votes, or
    (ii) the total transfer value of votes transferred to each candidate,
(b) add that total to the previous total of votes recorded for each candidate and record the new total,
(c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and
(d) compare—

(i) the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with
(ii) the recorded total of valid first preference votes.

(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 43 and rule 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.

(13) If when a candidate has to be excluded under this rule, two or more candidates each have the same number of votes and are lowest—

(a) regard shall be had to the total number of votes credited to those candidates at the earliest stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded, and
(b) where the number of votes credited to those candidates was equal at all stages, the returning officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.

46. Filling of last vacancies

(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.

(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.

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

47. Order of election of candidates

(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 43 (10) above.

(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.

(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.

(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

48. Declaration of result for contested elections

(1) In a contested election, when the result of the poll has been ascertained, the returning officer is to—

(a) declare the candidates who are deemed to be elected under Part 6 of these rules as elected,
(b) give notice of the name of each candidate who he or she has declared elected –
    (i) where the election is held under a proposed constitution pursuant to powers conferred on the Dudley Group of Hospitals NHS Trust by section 4(4) of the 2006 Act, to the chairman of the NHS Trust, or
    (ii) in any other case, to the chairman of the Trust, and
(c) give public notice of the name of each candidate who he or she has declared elected.

(2) The returning officer is to make available on request:

(a) the number of first preference votes for each candidate whether elected or not,
(b) any transfer of votes,
(c) the total number of votes for each candidate at each stage of the count at which such transfer took place,
(d) the order in which the successful candidates were elected, and
(e) the number of rejected ballot papers under each of the headings in rule 40 (1),

49. 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 –

(a) declare the candidate or candidates remaining validly nominated to be elected,
(b) give notice of the name of each candidate who he or she has declared elected to the chairman of the Trust, and
(c) give public notice of the name of each candidate who he or she has declared elected.

Part 8 – Disposal of documents

50. Sealing up of documents relating to the poll

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

(a) the counted ballot papers,
(b) the ballot papers endorsed with “rejected in part”,
(c) the rejected ballot papers, and
(d) the statement of rejected ballot papers

(2) The returning officer must not open the sealed packets of –
(a) the disqualified documents, with the list of disqualified documents inside it,
(b) the declarations of identity,
(c) the list of spoilt ballot papers,
(d) the list of lost ballot papers,
(e) the list of eligible voters, and
(f) the list of tendered ballot papers.

(3) The returning officer must endorse on each packet a description of –
(a) its contents,
(b) the date of the publication of notice of the election,
(c) the name of the corporation to which the election relates, and
(d) the constituency, or class within a constituency, to which the election relates.

51. Delivery of documents

Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 50, the returning officer is to forward them to the chair of the Trust.

52. Forwarding of documents received after close of the poll

Where –

(a) any voting documents are received by the returning officer after the close of the poll, or
(b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
(c) any applications for replacement 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.

53. Retention and public inspection of documents

(1) The Trust 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.

(2) With the exception of the documents listed in rule 54 (1), the documents relating to an election that are held by the Trust shall be available for inspection by members of the public at all reasonable times.

(3) A person may request a copy or extract from the documents relating to an election that are held by the Trust, and the Trust is to provide it, and may impose a reasonable charge for doing so.

54. Application for inspection of certain documents relating to an election

(1)The Trust may not allow the inspection of, or the opening of any sealed packet containing

(a) any rejected ballot papers, including ballot papers rejected in part,
(b) any disqualified documents, or the list of disqualified documents,
(c) any counted ballot papers,
(d) any declarations of identity, or
(e) the list of eligible voters,

by any person without the consent of the regulator.

(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.

(3) The regulator's consent may be on any terms or conditions that it thinks necessary, including conditions as to –

(a) persons,
(b) time,
(c) place and mode of inspection,
(d) production or opening,

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

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

(a) in giving its consent, the regulator, and
(b) and making the documents available for inspection, the Trust,

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 –

(i) that his or her vote was given, and
(ii) that the regulator has declared that the vote was invalid.

Part 9 – Death of a candidate during a contested election

55. Countermand or abandonment of poll on death of candidate

(1) If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to –

(a) publish a notice stating that the candidate has died, and
(b) proceed with the counting of the votes as if that candidate had been excluded from the count so that –
  (i) ballot 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
  (ii) 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.

(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 50 (1) (a).

Part 10 – Election expenses and publicity Election expenses

56. 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.

57. 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 –

(a) personal expenses,
(b) travelling expenses, and expenses incurred while living away from home, and
(c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100 (to be reviewed after first elections).

These expenses are to be met by the candidate, not by the Trust.

58. Election expenses incurred by other persons

(1) No person may -

(a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or
(b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.

(2) Nothing in this rule is to prevent the Trust from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 59 and 60.

Publicity

59. Publicity about election by the Trust

(1) The Trust may –

(a) compile and distribute such information about the candidates, and
(b) organise and hold such meetings to enable the candidates to speak and respond to questions,

as it considers necessary.

(2) Any information provided by the Trust about the candidates, including information compiled by the Trust under rule 60, must be –
(a) objective, balanced and fair,
(b) equivalent in size and content for all candidates (as far as the information provided by the candidates so allows),
(c) compiled and distributed in consultation with all of the candidates standing for election, and
(d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.

(3) Where the Trust proposes to hold a meeting to enable the candidates to speak, the Trust must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the Trust 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.

60. Information about candidates for inclusion with voting documents

(1) The Trust must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.

(2) The information must consist of –

(a) a statement submitted by the candidate of no more than 200 words, and
(b) a passport type photograph of the candidate

if provided by the candidate.

61. Meaning of "for the purposes of an election"

(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.

(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

62. Application to question an election

(1) An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to the regulator.

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

(3) An application may only be made to the regulator by -

(a) a person who voted at the election or who claimed to have had the right to vote, or
(b) a candidate, or a person claiming to have had a right to be elected at the election.

(4) The application must –

(a) describe the alleged breach of the rules or electoral irregularity, and
(b) be in such a form as the regulator may require.

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

(6) If the regulator requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.

a. The regulator shall delegate the determination of an application to a person or persons to be nominated for the purpose of the regulator.
b. The determination by the person or persons nominated in accordance with Rule 62(7) shall be binding on and shall be given effect by the Trust, 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.
c. The regulator may prescribe rules of procedure for the determination of an application including costs.

Part 12 – Miscellaneous

63. Secrecy

(1) The following persons –

(a) the returning officer,
(b) the returning officer's staff,

must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to –

(i) the name of any member of the Trust who has or has not been given a ballot paper or who has or has not voted,

(ii) the unique identifier on any ballot paper,

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

(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.

(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.

64. 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.

65. 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 –

(a) a member of the Trust,
(b) an employee of the Trust,
(c) a director of the Trust, or
(d) employed by or on behalf of a person who has been nominated for election.

66. Delay in postal service through industrial action or unforeseen event

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

(a) the delivery of the documents in rule 24, or
(b) the return of the ballot papers 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.

67. Effect of administrative or clerical errors on election

Elections shall not be invalidated by any administrative or clerical error on the part of the Trust or any acts or omissions of the returning officer or the independent scrutineer acting in good faith on the basis of any such error.

ANNEX 6 – ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

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

1. they are a Director of the Trust, or a Governor or Director of another NHS Body, or of an independent/private sector health care provider. These restrictions do not apply to Appointed Partnership Governors;

2. they are under sixteen years of age;

3. being a member of a public constituency, they were or were entitled to be a member of one of the classes of the staff constituency at any point during the preceding two years;

4. being a member of one of the public constituencies, they refuse to sign a declaration in the form specified by the Council of Governors of the particulars of their qualification to vote as a member of the Trust, and that they are not prevented from being a member of the Council of Governors;

5. they are the subject of a sex offender order;

6. they have within the preceding two years been dismissed, otherwise than by reason of redundancy, expiry of a fixed term contract, disability, ill health or age from any paid employment with a health service body. In other cases of dismissal, such as capability, an individual may be permitted to become a governor, at the discretion of the trust, and subject to full disclosure of the relevant circumstances and facts concerning that dismissal;

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

8. they have had their name removed, by a direction under section 46 of the 1977 NHS Act from any list prepared under Part II of that Act or have otherwise been disqualified or suspended from any healthcare profession, and have not subsequently had their name included in such a list or had their qualification re-instated or suspension lifted (as applicable);

9. they are incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs;

10. they are an elected governor and they cease to be a member of the constituency or class by which they were elected. This may include, but is not restricted to, the reasons for ceasing to be a member identified in Annex 9;

11. they are a non-elected governor and they cease to be sponsored by their organisation. A person who ceases to be a governor could continue to attend the Council of Governors in an advisory capacity, if the Council of Governors so wishes, although they would not have voting rights;

12. they are the spouse, partner, parent or child of a member of the Board of Directors of the Trust;

13. they are a member of a local authority's Overview and Scrutiny Committee covering health matters;

14. they are a member of the Healthwatch relating to this Foundation Trust;

15. they fail to or indicate that they are unwilling to act in the best interests of the Trust and in accordance with The Seven Principles of Public Life laid out by the Committee on Standards in Public Life in its First Report as amended from time to time.

16. they fail to agree (or, having agreed, fail) to abide by the values of the Trust Principles set out in Annex 10.

17. Governors are required to attend mandatory training, as defined from time to time, provided by the Trust on their role and function.

18. consistently and unjustifiably fail to maintain attendance at Full Council of Governor meetings as defined within the Code of Conduct for Governors.

19. if in applying for a Staff Governor position their contract of employment is shorter that the prescribed term of office for that role.

ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

(Paragraph 14)

Standing Orders
Council of Governors

March 2019

CONTENTS

Comment [BH(DGNFT4]: Page numbers to be checked after final amendments

1. INTRODUCTION

Statutory Framework

The Dudley Group NHS Foundation Trust is a statutory body which became a public benefit corporation following its approval as an NHS Foundation Trust by the Independent Regulator of NHS Foundation Trusts (Independent Regulator) pursuant to the National Health Service Act 2006 (the 2006 Act).

The principal places of business of the Trust are:

- Russells Hall Hospital, Pensnett Road, Dudley, West Midlands, DY1 2HQ
- Corbett Outpatients Centre, Vicarage Road, Stourbridge, West Midlands, DY8 4JB
- Guest Outpatients Centre, Tipton Road, Dudley, West Midlands, DY1 4SE

NHS Foundation Trusts are governed by Acts of Parliament, mainly the 2006 and 2012 Act, by their constitutions and by terms of their authorisation granted by the Independent Regulator (Regulatory Framework).

The functions of the Trust are conferred by the Regulatory Framework. As a body corporate it 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 patients.

The Regulatory Framework requires the Council of Governors to adopt Standing Orders (SOs) for the regulation of its proceedings and business.

2. INTERPRETATION

2.1 Save as permitted by law and subject to the Constitution, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which he/she should be advised by the Trust Secretary).

2.2 Any expression to which a meaning is given in the Health Service Acts or in the Regulations or Orders made under the Acts shall have the same meaning in the interpretation and in addition:

"TRUST" means The Dudley Group NHS Foundation Trust.

"COUNCIL OF GOVERNORS" means the Council of Governors of the Trust as defined in the Constitution.

"BOARD OF DIRECTORS" means the Chair, Executive and Non-Executive Directors of the Trust collectively as a body.

"CHAIR OF THE BOARD" or "Chair of the Trust" is the person appointed by the Council of Governors to lead the Board of Directors and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expressions "the Chair of the Board" and "the Chair of the Trust" shall be deemed to include the Deputy Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable.

"CHIEF EXECUTIVE" means the Chief Executive Officer of the Trust.

"COMMITTEE" means a committee of the Council of Governors

"CONSTITUTION" means the constitution of the Foundation Trust.

"COMMITTEE MEMBERS" means the Chair and the Governors or Directors formally appointed by the Council of Governors or Board of Directors to sit on or to chair specific committees.

"DEPUTY CHAIR" means the non-executive director appointed by the Council of Governors to take on the Chairman's duties if the Chairman is absent for any reason.

"EXECUTIVE DIRECTOR" means a Member of the Board of Directors who holds an executive office of the Trust.

"MEMBER OF THE COUNCIL" means a Governor of the Trust. (Member of the Council in relation to the Council of Governors does not include the Chair).

"NON-EXECUTIVE DIRECTOR" means a member of the Board of Directors who does not hold an executive office with the Trust. These may be referred to as voting and non-voting where appropriate.

"OFFICER" means employee of the Trust or any other person holding a paid appointment or office with the Trust.

"SOs" means these Standing Orders.

"SECRETARY TO THE TRUST" means a person who may be appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chair and monitor the Trust's compliance with the Regulatory Framework and these standing orders.

3. THE COUNCIL OF GOVERNORS

3.1 Composition of the Council of Governors

3.1.1 In accordance with the Constitution of the Foundation Trust, the composition of the Council of Governors shall be reviewed from time to time and currently comprises:

- 13 Public Governors
- 8 Staff Governors
- 1 Primary Care Trust Governor
- 1 Local Authority Governor
- 1 University Governor
- 1voluntary organisation Governor

3.2 Role of the Chair

3.2.1 The Chair is not a member of the Council of Governors. However under the Regulatory Framework, he or she presides at meetings of the Council of Governors and has a casting vote.

3.2.2 Where the Chair of the Trust has died or has ceased to hold office, or where he or she has been unable to perform his or her duties as Chair owing to illness or any other cause, the Deputy Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes his or her duties, as the case may be; and references to the Chair in these Standing Orders shall, so long as there is no Chair able to perform his or her duties, be taken to include references to the Deputy Chair.

3.3 Role and Responsibilities of the Council of Governors

3.3.1 The role and responsibilities of the Council of Governors, to be undertaken in accordance with the Trust Constitution, are:

- To appoint and remove the Chair and other voting non-executive directors of the Foundation Trust at a general meeting. To approve (by three quarters of members of the Council of Governors) the appointment by the non-executive directors of the Chief Executive
- To appoint or remove the auditor at a general meeting
- To be consulted by the Trust's Board of Directors on forward planning and to have the Council of Governors' views taken into account
- To be presented with, at a Members' general meeting, the Annual Report and Accounts and the report of the auditor

3.3.2 The 2006 Act provides that all the powers of the Foundation Trust are to be exercised by its Directors. The Council of Governors does not have the right to veto decisions made by the Board of Directors.

3.3.3 The Council of Governors, and individual Governors, are not empowered to speak on behalf of the Trust, and must seek the advice and views of the Chair concerning any contact from the media or any invitation to speak publicly about the Trust or their role within it. For the

avoidance of doubt, in this context the Chair acts as Chair of the Trust not as Chair of the Council of Governors and in his or her absence Governors should seek the advice and views of the Deputy Chair of the Trust or another non-executive Director of the Trust.

4. MEETINGS OF THE COUNCIL

4.1 Admission of the Public

4.1.1. The public shall be afforded facilities to attend all formal meetings of the Council of Governors except where the Council resolves:

(a) That members of the public be excluded from the remainder of a meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public; and/or

(b) That in the interests of the public order the meeting adjourn for a period to be specified in such resolution to enable the Council to complete business without the presence of the public.

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

4.2 Calling Meetings

4.2.1 Ordinary meetings of the Council shall be held at such times and places as the Board may determine and there shall be not less than 3 or more than 4 formal meetings in any year except in exceptional circumstances.

4.2.2 The Chair of the Trust may call a meeting of the Council at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one third of the whole number of members of the Council, has been presented to him or her, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to him or her at Trust's Headquarters, such one third or more members of the Council may forthwith call a meeting.

4.3 Notice of Meetings

4.3.1 Before each meeting of the Council, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair or by an officer authorised by the Chair to sign on his or her behalf shall be delivered to every Member of the Council, or sent by post to the usual place of residence of such Member of the Council, so as to be available to him or her at least three working days before the meeting.

4.3.2 Want of service of the notice on any Member of the Council shall not affect the validity of a meeting.

4.3.3 In the case of a meeting called by members of the Council in default of the Chair, the notice shall be signed by those Members of the Council and no business shall be transacted at the meeting other than specified in the notice.

4.3.4 Agendas will be sent to Members of the Council before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than three clear days before the meeting, save in emergency.

4.3.5 Before each meeting of the Council a public notice of the time and place of the meeting shall be displayed at the Trust's offices at least three clear days before the meeting.

4.4 Setting the Agenda

4.4.1 The Council may determine that certain matters shall appear on every agenda for a meeting and shall be addressed prior to any other business being conducted.

4.4.2 A Member of the Council desiring a matter to be included on an agenda shall make his or her request in writing to the Chair at least 10 clear days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 10 days before a meeting may be included on the agenda at the discretion of the Chair.

4.5 Petitions

4.5.1 Where a petition has been received by the Trust, the Chair of the Council shall include the petition as an item for the agenda of the next Council meeting.

4.6 Chair of Meeting

4.6.1 At any meeting of the Council, the Chair of the Trust, if present, shall preside. If the Chair is absent from the meeting the Deputy Chair, if he or she is present, shall preside. If the Chair and Deputy Chair are absent such non-executive director as the Members of the Council present shall choose shall preside. Where the Chair of the Trust, Deputy Chair and other non-executive directors are all absent or have a conflict of interest, the Council of Governors shall select one of their number to preside at the meeting. The person presiding at the meeting shall have a casting vote.

4.6.2 If the Chair is absent temporarily on the grounds of a declared conflict of interest the Deputy Chair, if present, shall preside. If the Chair and Deputy Chair are absent, or are disqualified from participating, such non-executive director as the Members of the Council present shall choose, shall preside. Where the Chair, Deputy Chair Lead Governor and other non-executive directors are all absent or have a conflict of interest, an appropriate representative will be appointed from amongst the Council of Governors to preside at the meeting and have a casting vote.

4.7 Notices of Motion

4.7.1 A Member of the Council desiring to move or amend a motion shall send a written notice thereof at least 10 clear days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the

appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda.

4.8 Withdrawal of Motion or Amendments

4.8.1 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 Chair.

4.9 Motion to Rescind a Resolution

4.9.1 Notice of a motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Member of the Council who gives it and also the signature of four other Council Members. When any such motion has been disposed of by the Council, it shall not be competent for any member other than the Chair to propose a motion to the same effect within six months, however the Chair may do so if he or she considers it appropriate.

4.10 Motions

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

4.10.2 When a motion is under discussion or immediately prior to discussion it shall be open to a Member of the Council to move:

- an amendment to the motion
- the adjournment of the discussion or the meeting
- that the meeting proceed to the next business (*)
- the appointment of an ad hoc committee to deal with a specific item of business
- that the motion be now put. (*)
- a motion resolving to exclude the public under SO 4.1.1.

(*) In the case of sub-paragraphs denoted by (*) above to ensure objectivity motions may only be put by a Member of the Council who has not previously taken part in debate and who is eligible to vote.

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

4.11 Chair's Ruling

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

4.12 Voting

4.12.1 If a question is put to the vote, it shall be determined by a majority of the votes of the Members of the Council present and voting on the question and, in the case of number of votes for and against a motion being equal, the Chair of the meeting shall have a second or casting vote.

4.12.2 All questions put to the vote shall, at the discretion of the Chair 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 Members of the Council present so request.

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

4.12.4 If a Member of the Council so requests, his or her vote shall be recorded by name upon any vote (other than paper ballot).

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

4.13 Minutes

4.13.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding as Chair at it.

4.13.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the meeting.

4.13.3 Minutes shall be circulated in accordance with the members' wishes. Minutes will be published on the Trust website within six weeks of the full Council of Governors meeting.

4.14 Suspension of Standing Orders

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

4.14.2 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.

4.14.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and Members of the Council.

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

4.15 Variation and Amendment of Standing Orders

4. 15.1 These Standing Orders shall be amended only if:

- a notice of a motion under Standing Order 4.7 has been given; and
- no fewer than half the total of the Corporation's Governors vote in favour of amendment; and
- at least two-thirds of the Council Members are present; and

- the variation proposed does not contravene a statutory provision or direction made by the Independent Regulator.

4.16 Record of Attendance

4.16.1 The names of the Chair and Members of the Council present at the meeting shall be recorded in the minutes. Apologies received from Members of the Council shall also be recorded in the minutes.

4.17 Quorum

4.17.1 No business shall be transacted at a meeting unless at least eight Governors are present of which at least five are public Governors.

4.17.2 If a Member of the Council has been disqualified from participating in the discussion on any matter and/or from other voting on any resolution by reason of the declaration of a conflict of interest (see Standing Order 6, 7 or 8) he or she 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. COMMITTEES

5.1 Subject to the Regulatory Framework and such guidance as may be issued by the Independent Regulator, the Council may, and if so required by the Independent Regulator, shall, appoint committees of the Council to assist the Council in the proper performance of its functions under the Constitution and the Regulatory Framework, consisting wholly of the Chair and Members of the Council of Governors.

5.2 A committee appointed under this regulation may, subject to such guidance as may be given by the Independent Regulator or restriction imposed by the Council, appoint sub-committees consisting wholly of members of the committee.

5.3 The Standing Orders of the Council, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Council. In which case the term "Chair" is to be read as a reference to the Chair of the Committee as the context permits, and the term "Member of the Council" is to be read as a reference to a member of the committee also as the context permits.

5.4 Subject to Standing Order 5.5, each sub-committee shall have such terms of reference and power and be subject to such conditions (as to reporting back to the Council), as the Council shall decide and shall be in accordance with the Regulatory Framework and any guidance issued by the Independent Regulator. Such terms of reference shall have effect as if incorporated into the Standing Orders.

5.5 The Council may not delegate any decision-making or executive powers to any committee or sub-committee.

5.6 The Council shall approve the appointments to each of the committees which it has formally constituted.

5.7 The committees and sub-committees established by the Council shall be such committees as are required to assist the Council in discharging its responsibilities.

6. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

6.1 Declaration of Interests

6.1.1 The Regulatory Framework requires Council Members to declare interests which are relevant and material to the Council of which they are a Member. All existing Council Members should declare such interests. Any Council Members appointed subsequently should do so on appointment.

6.1.2 Interests which should be regarded as "relevant and material" are defined in the Trust's Constitution as follows:

any 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

6.1.3 At the time Council Members' interests are declared, they should be recorded in the Council minutes. Any changes in interests should be declared at the next Council meeting following the change occurring.

6.1.4 Council Members' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's Annual Report. The information should be kept up to date for inclusion in succeeding annual reports.

6.1.5 There is no requirement for the interests of Council Members' spouses or partners to be declared. However Standing Order 7, which is based on the regulations, requires that the interests of Members of the Council's spouses, if living together, in contracts should be declared. Therefore the interests of Council Members' spouses and cohabiting partners should also be regarded as relevant.

6.1.6 If during the course of any meeting, a conflict of interest arises as defined at para 6.1.2, it is the responsibility of the Chair to ensure the meeting is held in such a way as to ensure free and full debate, without undue or improper influence from any interested party, and that all parties present are fully aware of the interests of all other Governors of the Foundation Trust.

6.1.7 In pursuance of the above the Chair may take any or all of the following steps;

1. The Chair may remind the meeting of the role and responsibility of the Governors, as set out in the FT Constitution and these Standing Orders.
2. The Chair may require any Governor to remind the meeting of his or her interest.
3. The Chair may require any Governor that the Chair considers has a conflict to play no part during any discussion on the relevant issue.
4. The Chair may require any Governor that the Chair considers has a conflict to withdraw from the meeting room during the relevant discussion or debate.

Before taking the steps 3 or 4, the Chair shall allow representations from the Governor concerned. The decision of the Chair on these matters is final.

6.1.8 If any person believes that any Governor has any conflict of interest that has not been declared, or is trying to exert undue or improper influence on any other person in any way, in any matter connected with the Foundation Trust, that person may make representations to the Trust Chair. Representations may be verbal or in writing and shall detail the nature of the alleged conflict or undue influence complained of.

6.1.9 Upon receipt of such a representation, the Chair will communicate with the Governor concerned, and allow that Governor an opportunity to respond fully to the representation. Upon receipt of the response he or she shall make a decision about the contribution of that Governor at subsequent meetings, and shall have the range of options as detailed at para. 6.1.7 above.

6.2 Register of Interests

6.2.1 The Secretary to the Trust will ensure that a Register of Interests is established to record formally declarations of interests of Council Members. In particular the Register will include details of all directorships and other relevant and material interests which have been declared by Council Members, as defined in Standing Order 6.1.2.

6.2.2 These details will be kept up to date by means of a monthly review of the Register in which any changes to interests declared will be incorporated.

6.2.3 The Register will be available to the public and the Secretary will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

6.2.4 In establishing, maintaining, updating and publicising the Register, the Trust shall comply with all guidance issued from time to time by the Independent Regulator.

7. DISABILITY OF CHAIR AND MEMBERS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST

7.1 Subject to the following provisions of this Standing Order, if the Chair or another Member of the Council has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust at which the contract or other matter is the subject of consideration, he or she 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.

7.2 The Council may exclude the Chair (or Member of the Council) from a meeting of the Council while any contract, proposed contract or other matter in which he or she has pecuniary interest, is under consideration.

7.3 For the purpose of this Standing Order the Chair or Member of the Council shall be treated, subject to SO 7.4, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

(a) he or she, or a nominee of theirs, 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

(b) he or she, 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. And in the case of married persons living together or 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 the interest of that partner.

7.4 The Chair or a member of the Council shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

(a) of his or her membership of a company or other body, if he/she has no beneficial interest in any securities of that company or other body;

(b) of an interest in a company, body or person with which he or she is connected as mentioned in SO 7.3 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Member of the Council in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

7.5 Where a Governor:

(a) 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

(b) 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

(c) if the share capital is of more than one class, the total nominal value of shares of any one class in which he or 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 or her 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 or her duty to disclose his or her interest.

7.6 The Standing Order applies to a committee or sub-committee and to a joint committee as it applies to the Council and applies to a Member of the Council of any such committee or sub-committee as it applies to a Member of the Council.

8. STANDARDS OF BUSINESS CONDUCT POLICY

8.1 Governors should comply with the Trust Constitution, the NHS principles of conduct, as defined by the NHS Leadership Academy~~Appointments Commission~~, the NHS Constitution, the NHS Foundation Trust Code of Governance, published by the Independent Regulator, the requirements of the Regulatory Framework, the Trust Code of Conduct for Governors, and any guidance and directions issued by the Independent Regulator. In addition, they must adhere to the Trust Principles, given as Annex 10 to the Foundation Trust Constitution and the Trust's Policy on Business Conduct.

8.2 Interest of Governors in Contracts

8.2.1 If it comes to the knowledge of a Governor that a contract in which he or she has any pecuniary interest not being a contract to which he or she is a party, has been, or is proposed to be, entered into by the Trust he or she shall, at once, give notice in writing to the Secretary of the Trust of the fact that he or she is interested therein. In the case of 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.

8.2.2 A Governor should also declare to the Secretary of the Trust any other employment or business or other relationship of his or hers, or of a cohabitating spouse, which might reasonably be predicted could conflict with the interests of the Trust.

8.3 Canvassing of, and Recommendations by Members of the Council in Relation to Appointments

8.3.1 Canvassing of Governors of the Trust or of any Committee of the Council of Governors directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment.

8.3.2 A Member of the Council shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph of this Standing Order shall not preclude a Member of the Council from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

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

8.4 Relatives of Members of the Council or Officers

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

8.4.2 The Chair and every Member of the Council and officer of the Trust shall disclose to the Chief Executive any relationship between him or herself and a candidate of whose candidature that Member of the Council or Officer is aware.

8.4.3 On appointment, Members of the Council (and prior to acceptance of an appointment in the case of officer members) should disclose to the Council whether they are related to any other Member of the Council or holder of any office in the Trust.

8.4.4 Where the relationship to a Member of the Council of the Trust is disclosed, the Standing Order headed Disability of Chair and Members of the Board in proceedings on account of pecuniary interest (SO 7) shall apply.

9. MISCELLANEOUS

9.1 Standing Orders to be given to Members of the Council

9.1.1 It is the duty of the Secretary to the Trust to ensure that existing Members of the Council and all new appointees are notified of and understand their responsibilities within these Standing Orders. New Members of the Council shall be informed in writing and shall receive copies where appropriate in Standing Orders.

9.2 Review of Standing Orders

9.2.1 Standing Orders shall be reviewed annually. The requirements for review extends to all documents having the effect as if incorporated in Standing Orders.

ANNEX 8 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

(Paragraph 26 and Note 26)

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

March 2019

FOREWORD

NHS foundation trusts are obliged by NHS Improvement (NHSI) to have Standing Orders for their Board of Directors in relation to the disclosure of interests and arrangements for exclusion of a director disclosing an interest from discussion or consideration of the matter in respect of which an interest has been disclosed. It is also suggested by NHSI that Standing Orders be adopted relating to other aspects of the Board's practice and procedure.

The following revised Standing Orders and attached Scheme of Delegation, together with Standing Financial Instructions, provide a regulatory framework for the business conduct of the Trust. They fulfill the dual role of protecting the Trust's interests and protecting staff from any possible accusation that they have acted less than properly.

The Standing Orders, Scheme of Delegation and Standing Financial Instructions provide a comprehensive business framework. All executive directors and voting and non-voting Non-executive directors, and all members of staff, should be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions.

CONTENTS

INTRODUCTION

Statutory Framework

The Dudley Group NHS Foundation Trust (the Trust) is a body corporate which became a public benefit corporation following its approval as an NHS Foundation Trust by the Independent Regulator of NHS Foundation Trusts (Independent Regulator) pursuant to the National Health Service Act 2006 (the 2006 Act).

The principal places of business of the Trust are Russells Hall Hospital, Corbett Outpatients Centre, Guest Outpatients Centre and the Community of Dudley.

NHS Foundation Trusts are governed by Acts of Parliament, mainly the 2006 and 2012 Health Acts, by their constitutions and by the terms of their authorisation granted by the Independent Regulator (the Regulatory Framework).

The functions of the Corporation are conferred by the Regulatory Framework.

As a body corporate 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 patients.

Delegation of Powers

Under the Standing Orders relating to the Arrangements for the Exercise of Functions (SO 4) the Board exercises its powers to make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee appointed by virtue of SO 5 or by an officer of the Trust, in each case subject to such restrictions and conditions as the Board thinks fit. Delegated Powers are covered in a separate document (Scheme of Delegation). That document has effect as if incorporated into the Standing Orders.

1 INTERPRETATION

1.1 Save as permitted by law and subject to the Constitution, at any meeting the Chairman of the Trust shall be the final authority on the interpretation of Standing Orders (on which he or she should be advised by the Trust Secretary).

1.2 Any expression to which a meaning is given in the Health Service Acts or in the Regulations or Orders made under the Acts shall have the same meaning in this interpretation and where there is a conflict between the 2006 and 2012 Acts and another legislative provision the 2006 Act interpretation shall prevail (unless, in either case, the context otherwise requires) and in addition:

"ACCOUNTING OFFICER" shall be the Officer responsible and accountable for funds entrusted to the Trust. He or she shall be responsible for ensuring the proper stewardship of public funds and assets and performing the functions delegated to him or her by the Constitution in relation to the Trust's accounts. For this Trust it shall be the Chief Executive.

"TRUST" means the The Dudley Group NHS Foundation Trust.

"BOARD OF DIRECTORS" and (unless the context otherwise requires) "BOARD" shall mean the Chairman and other non-executive directors, and the executive directors appointed by the relevant committee of the Trust.

"BOARD OF GOVERNORS" means the Council of Governors of the Trust.

"BUDGET" shall mean a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust;

"CHAIRMAN" is the person appointed by the Council of Governors to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression "the Chairman of the Trust" shall be deemed to include the Deputy Chairman of the Trust if the Chairman is absent from the meeting or is otherwise unavailable.

"CHIEF EXECUTIVE" shall mean the Chief Executive Officer of the Trust.

"COMMITTEE" shall mean a committee of the Board of Directors.

"COMMITTEE MEMBERS" shall be the directors formally appointed by the Trust to sit on or to chair specific committees.

"CONSTITUTION" means the constitution of the Trust.

"DEPUTY CHAIRMAN" means the non-executive director appointed by the Council of Governors to take on the Chairman's duties if the Chairman is absent for any reason.

"DIRECTOR" shall mean a person appointed as a director in accordance with the Constitution and includes the Chairman.

"FINANCE DIRECTOR" shall mean the chief finance officer of the Trust.

"FUNDS HELD ON TRUST" shall mean those funds which the Trust holds on trust at its date of authorisation as an NHS Foundation Trust or chooses subsequently to accept. Such funds may or may not be charitable.

"MOTION" means a formal proposition to be discussed and voted on during the course of a meeting.

"NOMINATED OFFICER" means an officer charged with the responsibility for discharging specific tasks within SOs and SFIs.

"OFFICER" means an employee of the Trust.

"SFIS" means Standing Financial Instructions.

"SOS" means Standing Orders.

"SECRETARY TO THE TRUST" means a person who may be appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chair and monitor the Trust's compliance with the Regulatory Framework and these standing orders.

2. THE TRUST

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

2.2 The Trust has the functions conferred on it by the Regulatory Framework.

2.3 All funds received in trust shall be in the name of the Trust as corporate trustee. In relation to funds held on trust, powers exercised by the Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised as a Trust.

2.4 Directors acting on behalf of the Trust as a corporate trustee are acting as quasi-trustees. Accountability for charitable funds held on trust is to the Charity Commission.

2.5 The Trust has resolved that certain powers and decisions may only be exercised or made by the Board in formal session. Those powers and decisions delegated by the Board are set out in the "Scheme of Delegation", which has effect as if incorporated into the Standing Orders.

2.6 **Composition of the Board** - In accordance with, but always subject to, the provisions of the Constitution, the composition of the Board shall be:

The Chairman of the Trust
between 5 and 7 non-executive directors excluding the Chairperson
5 Executive directors including:
- The chief executive (and accounting officer)
- The director of finance
- A medical or dental practitioner
- A registered nurse
- The director of operations

2.7 **Appointment of the Chairman and other voting and Non-executive Directors** - The Chairman and the other voting and Non-executive Directors are appointed by the Council of Governors.

2.8 **Appointment of the Executive Directors** - The Chief Executive is appointed by the Non-executive Directors, subject to the approval of the Council of Governors. The other Executive Directors are appointed by a committee consisting of the Chairman, the other Non-executive Directors and the Chief Executive.

2.9 **Terms of Office of the Chairman and other Directors** - The regulations setting out the period of tenure of office of the Chairman and other Directors and for the termination or suspension of office of the Chairman and other Directors are contained in the Constitution of the Trust.

2.10 **Appointment of Deputy Chairman** - Subject to SO 2.11 below, the Council of Governors will appoint one of the non-executive directors to be Deputy Chairman, for such period, not exceeding the remainder of his or her term as a Director, as they may specify on appointing him or her.

2.11 Any Director so appointed may at any time resign from the office of Deputy Chairman by giving notice in writing to the Chairman. The Council of Governors may thereupon appoint another

Non-executive Director as Deputy Chairman in accordance with the provisions of Standing Order 2.10

2.12 **Powers of Deputy Chairman** - Where the Chairman of the Trust has died or has ceased to hold office, or where he or she has been unable to perform his or her duties as Chairman owing to illness or any other cause, the Deputy Chairman shall act as Chairman until a new Chairman is appointed or the existing Chairman resumes his or her duties, as the case may be; and references to the Chairman in these Standing Orders shall, so long as there is no Chairman able to perform his or her duties, be taken to include references to the Deputy Chairman.

2.13 **Appointment and Powers of Senior Independent Director** - Subject to SO 2.14 below, the Chairman (in consultation with the Non-executive Directors and the Council of Governors) may appoint any Director, who is also a Non-executive Director, to be the Senior Independent Director, for such period, not exceeding the remainder of his or her term as a Director, as they may specify on appointing him or her. The Senior Independent Director shall perform the role set out in the Trust's "Senior Independent Director Job Description", as amended from time to time by resolution of the Board.

2.14 Any Director so appointed may at any time resign from the office of Senior Independent Director by giving notice in writing to the Chairman. The Chairman (in consultation with the Non-executive Directors and the Council of Governors) may thereupon appoint another Member of the Board as Senior Independent Director in accordance with the provisions of Standing Order 2.13.

2.15 The role of the Deputy Chairman will include deputising for the Chairman during absences. The Senior Independent Director will act as a conduit for concerns to be raised by Governors if the usual mechanisms of contact and discussion have been exhausted, and making arrangements for the annual evaluation of the performance of the Chairman. The process to achieve this evaluation and its outcome will be agreed with and reported to the Council of Governors.

2.16 If the Senior Independent Director is also the Deputy Chairman and he or she is acting in the capacity of the Chairman, another Non-executive director will be identified by the Board of Directors as fulfilling the role of Senior Independent Director on a temporary basis. Where there is a need for the Deputy Chairman to act in the capacity of Chairman for an extended period, the Board of Directors will agree the appointment of a different Senior Independent Director with the Council of Governors, until the Deputy Chairman is able to resume this role.

3. MEETINGS OF THE TRUST

3.1 **Calling Meetings** - Ordinary meetings of the Board shall be held at such times and places as the Board may determine.

3.2 The chairman may call a meeting of the Board at any time. If the chairman refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of directors, has been presented to him or her, or if, without so refusing, the chairman does not call a meeting within seven days after such requisition has been presented to him or her, at the Trust's Headquarters, such one third or more directors may forthwith call a meeting.

3.3 **Notice of Meetings** - Before each meeting of the Board, a notice of the meeting, specifying 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 or her behalf shall be delivered to every director, so as to be available to him or her at least three clear working days before the meeting.

3.4 Lack of service of the notice on any director shall not affect the validity of a meeting.

3.5 In the case of a meeting called by directors in default of the chairman, the notice shall be signed by those directors and no business shall be transacted at the meeting other than that specified in the notice.

3.6 Failure to serve such a notice on more than three 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.

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

3.8 A director desiring a matter to be included on an agenda shall make his or her request in writing to the chairman at least 10 clear days before the meeting, subject to Standing Order 3.3. Requests made less than 10 days before a meeting may be included on the agenda at the discretion of the chairman.

3.9 **Chairman of Meeting** - At any meeting of the Board, the chairman, if present, shall preside. If the chairman is absent from the meeting the deputy chairman, if there is one and he or she is present, shall preside. If the chairman and deputy chairman are absent such non-executive director as the directors present shall choose shall preside.

3.10 If the chairman is absent from a meeting temporarily on the grounds of a declared conflict of interest the deputy chairman, if present, shall preside. If the chairman and deputy chairman are absent, or are disqualified from participating, such non-executive director as the directors present shall choose shall preside.

3.11 **Notices of Motion** - A director of the Board 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 the appropriate regulations. This paragraph shall not prevent any motion being moved

during the meeting, without notice on any business mentioned on the agenda subject to Standing Order 3.5.

3.12 **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.

3.13 **Motion to Rescind a Resolution** - Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding 6 calendar months shall bear the signature of the director(s) who gives it and also the signature of 3 other directors. When any such motion has been disposed of by the Board, it shall not be competent for any director other than the chairman to propose a motion to the same effect within 6 months; however the chairman may do so if he or she considers it appropriate.

3.14 **Motions** - The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

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

- An amendment to the motion.
- The adjournment of the discussion or the meeting.
- That the meeting proceed to the next business. (*)
- The appointment of an ad hoc committee to deal with a specific item of business.
- That the motion be now put. (*)

* In the case of sub-paragraphs denoted by (*) above to ensure objectivity motions may only be put by a director who has not previously taken part in the debate.

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.

3.16 **Chairman's Ruling** - Statements of directors made at meetings of the Board shall be relevant to the matter under discussion at the material time and the decision of the chairman of the meeting on questions of order, relevance, regularity and any other matters shall be observed at the meeting.

3.17 Voting - Every question at a meeting shall be determined by a majority of the votes of the directors present and voting on the question. If there is an equality of votes, the chairman shall have a further or casting vote.

3.18 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 directors present so request.

3.19 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.

3.20 If a director so requests, his or her vote shall be recorded by name upon any vote (other than by paper ballot).

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

3.22 **Minutes** - The Minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.

3.23 No discussion shall take place upon the minutes except upon their accuracy or where the chairman considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

3.24 Minutes shall be circulated in accordance with directors' wishes.

3.25 **Waiver of Standing Orders** - Except where this would contravene any statutory provision or any guidance issued by the Independent Regulator, any one or more of the Standing Orders may be waived at any meeting, provided that at least two-thirds of the Board are present, including one executive director and one non-executive director, and that a majority of those present vote in favour of suspension.

3.26 A decision to waive Standing Orders shall be recorded in the minutes of the meeting.

3.27 The Audit Committee shall review every decision to waive Standing Orders.

3.28 **Suspension of Standing Orders** - Except where this would contravene any statutory provision or any guidance issued by the Independent Regulator, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board are present, including one executive director and one non-executive director, and that a majority of those present vote in favour of suspension.

3.29 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.

3.30 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the directors.

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

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

3.33 **Variation and Amendment of Standing Orders** - These Standing Orders shall be amended only if:

- a notice of motion under Standing Order 3.11 has been given; and
- no fewer than half the total of the Trust's non-executive directors vote in favour of amendment; and

- at least two-thirds of the directors are present; and
- the variation proposed does not contravene a statutory provision or guidance issued by the Independent Regulator.

3.34 **Record of Attendance** - The names and titles of the directors present at the meeting shall be recorded in the minutes.

3.35 **Quorum** - No business shall be transacted at a meeting of the Trust unless at least one-third of the whole numbers of the directors are present including at least one executive director and one non-executive director.

3.36 If a director 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 (see Standing Order 6 or 7) he or she 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. The above requirement for at least one executive director to form part of the quorum shall not apply where the executive directors are excluded from a meeting (for example, when the Board considers the recommendations of the Remuneration Committee).

4. ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

4.1 Subject to the Regulatory Framework and such guidance as may be issued by the Independent Regulator, the Board may make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee, appointed by virtue of SO 5.1 or 5.2 below or by a director or an officer of the Trust in each case subject to such restrictions and conditions as the Board thinks fit.

4.2 **Emergency Powers** - The powers which the Board has retained to itself within these Standing Orders (SO 2.5) may in emergency be exercised by the chief executive and the chairman. The exercise of such powers by the chief executive and the chairman shall be reported to the next formal meeting of the Board for minuting.

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

4.4 The chief executive shall prepare a **Scheme of Delegation** (Annex 11) identifying his or her proposals which shall be considered and approved by the Board, subject to any amendment agreed during the discussion. The chief executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board as indicated above.

4.5 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the finance director or other executive director to provide information and advise the

Board in accordance with any statutory requirements or guidance issued by the Independent Regulator.

4.6 The arrangements made by the Board as set out in the "Scheme of Delegation" shall have effect as if incorporated in these Standing Orders.

4.7 Overriding Standing Orders – 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 for action or ratification. All Members of the Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Trust Secretary as soon as possible.

5. COMMITTEES

5.1 **Appointment of Committees** - Subject to the Regulatory Framework and any guidance as may be issued by the Independent Regulator, the Board may and, if so required by the Independent Regulator, shall appoint committees of the Board, consisting wholly of directors of the Board.

5.2 A committee appointed under SO 5.1 may, subject to any guidance issued by the Independent Regulator and to any restriction imposed by the Board, appoint sub-committees consisting wholly of one or more members of the committee.

5.3 The Standing Orders of the Board, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committee established by the Board.

5.4 Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board shall decide. Such terms of reference shall have effect as if incorporated into the Standing Orders.

5.5 Committees may not delegate their executive powers to a sub-committee unless expressly authorised by the Board.

5.6 The Board shall approve the appointments to each of the committees which it has formally constituted.

5.7 **Confidentiality** - A member of a committee 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 or shall otherwise have concluded on that matter.

5.8 A director shall not disclose any matter reported to the Board or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board or committee shall resolve that it is confidential.

6. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

6.1 **Declaration of Interests** - The Regulatory Framework requires directors to declare interests which are relevant and material to the board of which they are a director. All existing directors should declare such interests. Any directors appointed subsequently should do so on appointment.

6.2 Interests which should be regarded as "relevant and material" are to be interpreted in accordance with the Regulatory Framework:

a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).

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

c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.

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

e) Any connection with a voluntary or other organisation contracting for NHS services.

f) To the extent not covered above, 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) Any other commercial interest in the decision before the meeting.

6.3 If directors have any doubt about the relevance of an interest, this should be discussed with the chairman.

6.4 At the time directors' interests are declared, they should be recorded in the board minutes. Any changes in interests should be declared at the next board meeting following the change occurring.

6.5 Directors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the board's annual report. The information should be kept up to date for inclusion in succeeding annual reports.

6.6 During the course of a board meeting, if a conflict of interest is established, the director concerned should withdraw from the meeting and play no part in the relevant discussion or decision.

6.7 There is no requirement for the interests of board directors' spouses or partners to be declared. [Note however that SO 7 requires that the interest of directors' spouses, if living together, in contracts should be declared].

6.8 **Register of Interests** - The trust secretary will ensure that a Register of Interests is established to record formally declarations of interests of directors. In particular the Register will include details of all directorships and other relevant and material interests which have been declared by both executive and non-executive directors, as defined in SO 6.2.

6.9 These details will be kept up to date by means of a monthly review of the Register in which any changes to interests declared during the preceding twelve month will be incorporated.

6.10 The Register will be available to the public and the Trust Secretary will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

6.11 In establishing, maintaining, updating and publicising the Register, the Trust shall comply at all times with the Regulatory Framework and any guidance issued by the Independent Regulator. In the event of conflict between these Standing Orders and the Regulatory Framework or guidance issued by the Independent Regulator, the latter shall prevail.

6.12 Standing Order 6 applies to a committee or sub-committee of the Board as it applies to the Board.

7. DISABILITY OF DIRECTORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST

7.1 Subject to the following provisions of this Standing Order, if a director of the Trust has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust at which the contract or other matter is the subject of consideration, he or she 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.

7.2 The Board shall exclude a director from a meeting of the Board while any contract, proposed contract or other matter in which he or she has a pecuniary interest, is under consideration.

7.3 Any remuneration, compensation or allowances payable to a director by the Trust or otherwise by virtue of paragraph 9 of Schedule 2 to the NHS & CC Act 1990 shall not be treated as a pecuniary interest for the purpose of this Standing Order.

7.4 For the purpose of this Standing Order a director shall be treated, subject to SO 7.5, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

(a) he or she, or a nominee of his or her, 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

(b) he or she 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 and in the case of married persons living together or 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 the interest of that partner.

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

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

(b) of an interest in any company, body or person with which he or she is connected as mentioned in SO 7.4 above 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.

7.5 Where a director:

(a) 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

(b) all significant shareholding and other ownership interests in any publicly listed, private or not-for-profit company, business, partnership or consultancy which is, or might do business with the NHS

(c) if the share capital is of more than one class, the total nominal value of shares of any one class in which he or 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 or her 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 or her duty to disclose his or her interest.

7.6 Standing Orders 7 apply to a committee or sub-committee of the Board as it applies to the Board.

8. STANDARDS OF BUSINESS CONDUCT

8.1 **Policy** - Staff must comply with the Trust's Policy on Business Conduct which embraces national guidance and requirements, and any guidance issued by the Independent Regulator. In addition, they must adhere to the Trust Principles as stated in Annex 10 of the Foundation Trust Constitution.

8.2 **Interest of Officers in Contracts** - If it comes to the knowledge of a director or an officer of the Trust that a contract in which he has any pecuniary interest not being a contract to which he is himself or herself a party, has been, or is proposed to be, entered into by the Trust he or he shall, at once, give notice in writing to the Chief Executive of the fact that he or she 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.

8.3 An officer must also declare to the Chief Executive any other employment or business or other relationship of his or her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust. The Chief Executive will ensure that such declarations are formally recorded.

8.4 **Canvassing of, and Recommendations by, Directors in Relation to Appointments** - Canvassing of directors or Governors of the Trust or members of any committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such

appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.

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

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

8.7 **Relatives of Directors or Officers** - Candidates for any staff appointment shall when making application disclose in writing 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 or her liable to instant dismissal.

8.8 The directors and every officer of the Trust shall disclose to the Chief Executive any relationship with a candidate of whose candidature that director or officer is aware. It shall be the duty of the Chief Executive to report to the Trust any such disclosure made.

8.9 On appointment, directors (and prior to acceptance of an appointment in the case of executive directors) should disclose to the Trust whether they are related to any other director or holder of any office within the Trust.

8.10 Where the relationship of an officer or another director to a director of the Trust is disclosed, the Standing Order headed `Disability of directors in proceedings on account of pecuniary interest' (SO 7) shall apply.

9. TENDERING AND CONTRACT PROCEDURE

9.1 **Duty to comply with Standing Orders** - The procedure for making all contracts by or on behalf of the Trust shall comply with these Standing Orders (except where SO 3.26 (Waiver of SOs) is applied).

9.2 **EU Directives Governing Public Procurement** - Directives by the Council of the European Union promulgated by the Department of Health (DH) prescribing procedures for awarding all forms of contracts shall have effect as if incorporated in these Standing Orders.

9.3 The Trust shall comply as far as is practicable with the requirements of the DH "Capital Investment Manual". In the case of management consultancy contracts the Trust shall comply as far as is practicable with DH and Treasury guidance. In all cases, the Trust shall comply with any relevant guidance issued by NHS Improvement.

9.4 **Formal Competitive Tendering** - The Trust shall ensure that competitive tenders are invited for the supply of goods, materials and manufactured articles and for the rendering of services including all forms of management consultancy services; for the design, construction and maintenance of building and engineering works (including construction and maintenance of grounds and gardens); and for disposals.

9.5 Formal tendering procedures may be waived by officers to whom powers have been delegated by the Chief Executive, as identified in the schedule "Authorised Limits" appended to Standing Financial Instructions. This authority is subject to formal identification of the reason for such waiver, which would normally be one or more of the following reasons:-

(a) where the supply is proposed under special arrangements negotiated by the DH in which event the said special arrangements must be complied with; or

(b) the timescale genuinely precludes competitive tendering. Failure to plan the work properly is not a justification for single tender; or

(c) specialist expertise or products is required and is available from only one source; or

(d) the task is essential to complete the project, and arises as a consequence of a recently completed assignment and engaging different consultants for the new task would be inappropriate; or

(e) there is a clear benefit to be gained from maintaining continuity with an earlier project. However in such cases the benefits of such continuity must outweigh any potential financial advantage to be gained by competitive tendering; or

The limited application of the waiver rules should not be used to avoid competition or for administrative convenience or to award further work to a consultant originally appointed through a competitive procedure.

9.6 Except where SO 9.5, or a requirement under SO 9.2, applies, the Board shall ensure that invitations to tender are sent to a sufficient number of firms/individuals to provide fair and adequate competition as appropriate, in most cases this will mean a minimum of four firms/individuals but this may differ when there are a limited number of firms/individuals in a specific product/service marketplace, having regard to their capacity to supply the goods or materials or to undertake the services or works required.

9.7 The Board shall ensure that normally the firms/individuals invited to tender (and where appropriate, quote) are among those on approved lists (see Annex Section 5). Where in the opinion of the officer responsible for procuring the supply it is desirable to seek tenders from firms not on the approved lists, the reason shall be recorded in writing to the Chief Executive (see Annex).

9.8 Tendering procedures are set out in the Annex.

9.9 **Quotations** - where the intended expenditure or income is in line with the sum agreed by the Board and incorporated into the Appendix 1 ("Authorised Limits") to the Trust's Standing Financial Instructions.

9.10 Where quotations are required under SO 9.9 they should be obtained from at least three firms/individuals as per the Annex based on specifications or terms of reference prepared by, or on behalf of, the Board.

9.11 Quotations should be in writing unless the chief executive or his or her nominated officer determines that it is impractical to do so in which case quotations may be obtained by telephone. Confirmation of telephone quotation should be obtained as soon as possible and the reasons why the telephone quotation was obtained should be set out in a permanent record.

9.12 All quotations should be treated as confidential and should be retained for inspection.

9.13 The chief executive or his or her nominated officer should evaluate the quotations and select the one which gives the best value for money. If this is not the lowest then this fact and the reasons why the lowest quotation was not chosen should be in a permanent record.

9.15 **Where tendering or competitive quotation is not required**

Where tenders or quotations are not required, because expenditure is below the threshold referred to in 9.9 above the Trust shall procure goods and services in accordance with procurement procedures approved by the Board.

9.16 The chief executive shall be responsible for ensuring that best value for money can be demonstrated for all services provided under contract or in-house. The Board may also determine from time to time that in-house services should be market tested by competitive tendering (SO 11).

9.17 **Private Finance** - When the Board proposes, or is required, to use finance provided by the private sector the following should apply:

(a) The chief executive shall demonstrate that the use of private finance represents value for money and genuinely transfers risk to the private sector.
(b) The proposal must be specifically agreed by the Board of Directors in the light of such professional advice as should reasonably be sought in particular with regard to vires.

(c) The selection of a contractor/finance company must be on the basis of competitive tendering or quotations.

9.18 **Contracts** - The Trust may only enter into contracts within its statutory powers and shall comply with:

(a) these Standing Orders;

(b) the Trust's SFIs;

(c) EU Directives and other statutory provisions;

(d) any relevant directions issued by the Regulator;

(e) such of the NHS Standard Contract Conditions as are applicable.

Where appropriate contracts shall be in or embody the same terms and conditions of contract as was the basis on which tenders or quotations were invited.

9.19 In all contracts made by the Trust, the Board shall endeavour to obtain best value for money. The chief executive shall nominate an officer who shall oversee and manage each contract on behalf of the Trust.

9.20 **Personnel and Agency or Temporary Staff Contracts** - The chief executive shall nominate officers with delegated authority to enter into contracts for the employment of and to authorise regrading of staff, and to enter into contracts for the employment of agency staff or temporary staff.

9.21 **Healthcare Services Contracts** - Unlike contracts made by an NHS Trust, contracts made between an NHS Foundation Trust and other NHS bodies do give rise to contractual rights and liabilities. This rule applies to all types of contract, including for example partnership agreements and contracts for the supply of healthcare.

9.22 The chief executive shall nominate officers with power to negotiate for the provision of healthcare services with purchasers of healthcare.

9.23 **Other Contracts for Services Provided by the Trust -** the chief executive shall nominate officers with powers to negotiate such contracts and will ensure that contract documentation is signed by a duly authorised officer.

9.24 **Cancellation of Contracts** - Except where specific provision is made in model Forms of Contracts or standard Schedules of Conditions approved or adopted for use by the Trust and in accordance with Standing Orders 9.2 and 9.3, there shall be inserted in every written contract a clause empowering the Trust to cancel the contract and to recover from the contractor the amount of any loss resulting from such cancellation, if the contractor shall have offered, or given or agreed to give, any person any gift or consideration of any kind as an inducement or reward for doing or forbearing to do or for having done or forborne to do any action in relation to the obtaining or execution of the contract or any other contract with the Trust, or for showing or forbearing to show favour or disfavour to any person in relation to the contracts or any other contract with the Trust, or if the like acts shall have been done by any person employed by him or her or acting on his or her behalf (whether with or without the knowledge of the contractor), or if in relation to any contract with the Trust the contractor or any person employed by him or her or acting on his or her behalf shall have committed any offence under the Prevention of Corruption Acts 1889 and 1916 and other appropriate legislation.

9.25 **Determination of Contracts for Failure to Deliver Goods or Material** - There shall be inserted in every written contract for the supply of goods or materials a clause to secure that, should the contractor fail to deliver the goods or materials or any portion thereof within the time or times specified in the contract, the Trust may without prejudice determine the contract either wholly or to the extent of such default and purchase other goods, or material of similar description to make good (a) such default, or (b) in the event of the contract being wholly determined the goods or materials remaining to be delivered. The clause shall further secure that the amount by which the cost of so purchasing other goods or materials exceeds the amount which would have been payable to the contractor in respect of the goods or materials shall be recoverable from the contractor.

9.26 **Contracts Involving Funds Held on Trust** – shall do so individually to a specific named fund. Such contracts involving charitable funds shall comply with the requirements of the Charities Acts.

10. DISPOSALS

Competitive ~~T~~tendering or ~~Q~~quotation procedures shall not apply to the disposal of:

(a) any matter in respect of which a fair price can be obtained only by negotiation or sale by auction as determined (or pre-determined in a reserve) by the chief executive or his or her nominated officer;

(b) obsolete or condemned articles and stores, which may be disposed of in accordance with the procurement policy of the Trust;

(c) items to be disposed of with an estimated sale value of less than £1,000.

(d) items arising from works of construction, demolition or site clearance, which should be dealt with in accordance with the relevant contract;

(e) land or buildings concerning which guidance has been issued by the Independent Regulator but subject to compliance with such guidance.

(f) Pharmaceutical and hazardous waste.

(g) IT equipment where disposal requires the specialised removal or destruction of sensitive information stored on such devices.

11. IN-HOUSE SERVICES

11.1 In all cases where the Trust determines that in-house services should be subject to competitive tendering the following groups shall be set up:

(a) Specification group, comprising the chief executive or nominated officer(s) and specialist(s).

(b) In-house tender group, comprising representatives of the in-house team, a nominee of the chief executive and technical support.

(c) Evaluation group, comprising at minimum, a specialist officer, a procurement officer and a representative of the finance director. The requirement for Trust Board representation in the evaluation group will be determined by the potential contract value and by reference to the Appendix ("Authorised Limits") to the Trust's Standing Financial Instructions.

11.2 All groups should work independently of each other but individual officers may be a member of more than one group. No member of the in-house tender group may, however, participate in the evaluation of tenders.

11.3 The evaluation group shall make recommendations to the Board.

11.4 The chief executive shall nominate an officer to oversee and manage the contract.

12. CUSTODY OF SEAL AND SEALING OF DOCUMENTS

12.1 **Custody of Seal** - The Common Seal of the Trust shall be kept by the Trust Secretary in a secure place.

12.2 **Sealing of Documents** - The Seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board or otherwise under the authority of the Board through a resolution of the Board formally delegating such authorisation.

12.3 The seal shall be attested by at least two directors and the authorisation may specify which directors shall attest the seal on that occasion.

12.4 **Register of Sealing –** The Trust Secretary will ensure that an entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealing shall be made to the Trust at least quarterly. (The report shall contain details of the seal number, the description of the document and date of sealing).

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 shall have given the necessary authority to some other person for the purpose of such proceedings.

13.2 The chief executive or nominated officers shall be authorised, by resolution of the Board, to sign on behalf of the Trust any agreement or other document (not required to be executed as a deed) the subject matter of which has been approved by the Board or committee or sub-committee to which the Board has delegated appropriate authority.

14. MISCELLANEOUS

14.1 **Standing Orders to be given to Directors and Officers** - It is the duty of the chief executive to ensure that existing directors and officers and all new appointees are notified of and understand their responsibilities within Standing Orders and SFIs. Updated copies shall be issued to staff designated by the chief executive. New designated officers shall be informed in writing and shall receive copies where appropriate of SOs.

14.2 **Documents having the standing of Standing Orders** - Standing Financial Instructions and Scheme of Delegation shall have the effect as if incorporated into SOs.

14.3 **Review of Standing Orders** - Standing Orders shall be reviewed annually by the Trust. The requirement for review extends to all documents having the effect as if incorporated in SOs.

Annex

TENDERING PROCEDURE

1. Invitation to Tender

1.1 All invitations to tender on a formal competitive basis shall state that no tender will be considered for acceptance unless submitted in either:

(a) a plain, sealed package bearing a pre-printed label supplied by the Trust (or bearing the word `Tender' followed by the subject to which it relates and the latest date and time for the receipt of such tender); or

(b) in a special envelope supplied by the Trust to prospective tenderers and the tender envelopes/packages shall not bear any names or marks indicating the sender.

1.2 Every tender for goods, materials, manufactured articles supplied as part of a works contract and services shall embody such of the main contract conditions as may be appropriate in accordance with the contract forms described in Section 1.3 and 1.4 below.

1.3 Every tender for building and engineering works, except for maintenance work only where Estmancode guidance should be followed, shall embody or be in the terms of the current edition of the appropriate Joint Contracts Tribunal (JCT) or Department of the Environment (GC/Wks) standard forms of contract amended to comply with Concode. When the content of the works is primarily engineering, tenders shall embody or be in the terms of the General Conditions of Contract recommended by the Institutions of Mechanical Engineers and the Association of Consulting Engineers (Form A) or, in the case of civil engineering work, the General Conditions of Contract recommended by the Institution of Civil Engineers. The standard documents should be amended to comply with Concode and, in minor respects, to cover special features of individual projects. Tendering based on other forms of contract may be used only after prior consultation with the DH.

1.4 Every tender for goods, materials, services (including consultancy services) or disposals shall embody such of the NHS Standard Contract Conditions as are applicable. Every tenderer must have given or give a written undertaking not to engage in collusive tendering or other restrictive practice.

2. Receipt, Safe Custody and Record of Formal Tenders

2.1 Formal competitive tenders shall be addressed to the chief executive.

2.2 The date and time of receipt of each tender shall be endorsed on the unopened tender envelope/package.

2.3 The chief executive shall designate an officer or officers, not from the originating department, to receive tenders on his or her behalf and to be responsible for their endorsement and safe custody until the time appointed for their opening, and for the records maintained in accordance with Section 3.

3. Opening Formal Tenders

3.1 As soon as practicable after the date and time stated as being the latest time for the receipt of tenders they shall be opened in the presence of two senior officers designated by the chief executive and not from the originating department.

3.2 Every tender received shall be stamped with the date of opening and initialed by two of those present at the opening.

3.3 A permanent record shall be maintained to show for each set of competitive tender invitations dispatched:

(a) the names of firms/individuals invited;

(b) the names of and the number of firms/individuals from which tenders have been received;

(c) closing date and time;

(d) date and time of opening;

and the record shall be signed by the persons present at the opening.

3.4 Except as in Section 3.5 below, a record shall be maintained of all price alterations on tenders, i.e. where a price has apparently been altered, and the final price shown shall be recorded. Every price alteration appearing on a tender and the record should be initialed by two of those present at the opening.

3.5 A report shall be made in the record if, on any one tender, price alterations are so numerous as to render the procedure Section 3.4 unreasonable.

4. Admissibility and Acceptance of Formal Tenders

4.1 In considering which tender to accept, if any, the designated officers shall have regard to whether value for money will be obtained by the Trust and whether the number of tenders received provides adequate competition. In cases of doubt they shall consult the chief executive.

4.2 Tenders received after the due time and date will not be considered unless it is clear that the reason for late receipt is due entirely to an internal failing within the Trust.

4.3 Incomplete tenders (i.e. those from which information necessary for the adjudication of the tender is missing) and amended tenders (i.e. those amended by the tenderer upon his or her own initiative either orally or in writing after the due time for receipt) should be dealt with in the same way as late tenders under Section 4.2.

4.4 Where examination of tenders reveals errors which would affect the tender figure, the tenderer is to be given details of such errors and afforded the opportunity of confirming or withdrawing his or her offer.

4.5 Necessary discussions with a tenderer of the contents of his or her tender, in order to elucidate technical points etc., before the award of a contract, need not disqualify the tender.

4.6 While decisions as to the admissibility of late, incomplete, or amended tenders are under consideration and while re-tenders are being obtained, the tender documents shall remain strictly confidential and kept in safekeeping by an officer designated by the ~~C~~chief ~~E~~executive.

4.7 Where only one tender/quotation is received the Trust shall, as far as practicable, ensure that the price to be paid is fair and reasonable.

4.8 A tender other than the lowest (if payment is to be made by the Trust), or other than the highest (if payment is to be received by the Trust) shall not be accepted unless for good and sufficient reason the Board or a delegated officer decides otherwise and record that decision in their minutes.

4.9 Where the form of contract includes a fluctuation clause all applications for price variations must be submitted in writing by the tenderer and shall be approved by the Chief Executive or nominated officer.

4.10 All Tenders should be treated as confidential and should be retained for inspection in line with the Trust's retention documents policy.

5. Lists of Approved Firms

5.1 The Trust shall compile and maintain, and the officers responsible for procuring the supply shall keep, lists of approved firms and individuals from whom tenders may be invited, as provided for in SO 9.7, and shall keep these under review. The lists shall be selected from all firms which have applied for permission to tender provided that:

(a) in the case of building, engineering and maintenance works, the chief executive is satisfied on their capacity, conditions of labour, etc., and that the finance director is satisfied that their financial standing is adequate.
(b) in the case of the supply of goods, materials and related services, and consultancy services the chief executive or the nominated officer is satisfied as to their technical competence etc., and that the finance director is satisfied that their financial standing is adequate.
(c) in the case of the provision of healthcare services to the Trust by a private sector provider, the finance director is satisfied as to their financial standing and the chief executive is satisfied as to their technical/medical competence.

5.2 The Trust shall arrange for advertisements to be issued as may be necessary, ~~-~~in trade journals, OJEU Website and national newspapers inviting applications from firms for inclusion in the prescribed lists.

5.3 If in the opinion of the chief executive or the finance director it is impractical to use a list of approved firms/individuals (for example where specialist services or skills are required and there are insufficient suitable potential contractors on the list), the chief executive should ensure that appropriate checks are carried out as to the technical and financial capability of firms invited to tender or quote.

5.4 A permanent record should be made of the reasons for inviting a tender or quote other than from an approved list.

ANNEX 9 – FURTHER PROVISIONS

1. A person may not become a member of the Foundation Trust if within the last five years they have been involved as a perpetrator in an incident of violence or abuse at any NHS hospital or facilities; against any NHS employees or other persons who exercise functions for the purposes of the NHS; against registered volunteers; against patients or the public on NHS premises; or if they are the subject of a security alert. Also, any person may not become or remain a member of the NHS Foundation Trust if in the opinion of the Council of Governors, there are reasonable grounds to believe that they are likely to behave in a way detrimental to the interests of the Trust.

2. A member shall cease to be a member if:

   - they resign by notice to the Secretary;
   - they die;
   - they are expelled from membership under this constitution;
   - they cease to be entitled under this constitution to be a member of any of the public constituencies or of any of the classes of the staff constituency;
   - if after enquiries made in accordance with a process approved by the Council of Governors, they fail to establish that they wish to continue to be a member of the Trust.

3. 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 General Meeting. The following procedure is to be adopted:
   - Any member may complain to the Trust Secretary that another member has acted in a way detrimental to the interests of the Trust.
   - The Chair of the Council of Governors, assisted by the Trust Secretary, will judge the manner in which the complaint should be managed.
   - If appropriate, the Council of Governors will consider the complaint having taken such steps as it considers appropriate to ensure that the point of view of the members involved is heard and may either:
     - dismiss the complaint and take no further action; or
     - arrange for the complaint to be considered at the next General Meeting of the Council of Governors.
   - Details of the complaint must be sent to the member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the next General Meeting of the Council of Governors.
   - At the meeting the Council of Governors will consider evidence in support of the complaint and such evidence as the member complained of may wish to place before them.
   - If the member complained of fails to attend the meeting without reasonable cause the meeting may proceed in their absence.
   - The Council of Governors will take a view on the complaint and may decide to expel the member from membership of the Foundation Trust. To effect expulsion from membership, the Council of Governors will adopt a resolution approved by not less than two-thirds of the members of the Council of Governors present and voting at a General Meeting.
   - A person expelled from membership will cease to be a member upon the declaration by the Chairman of the meeting that the resolution to expel them is carried.

4. A member who is expelled may apply for re-admission to membership. This application is to be made in writing to the Chairman, who will arrange for the application to be considered by the next General meeting of the Council of Governors. No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of two-thirds of the members of the Council of Governors present and voting at a General Meeting.

5. The Trust will have a Trust Secretary, who may be appointed and removed by resolution of the Board of Directors.

6. The Trust Secretary and members of the Council of Governors and Board of Directors who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their functions, save where they have acted recklessly and the Trust may also take out and maintain for their benefit insurance against such risks. Any costs arising in this way will be met by the Trust.

6.1. The Council may make amendments to this Constitution but where these cannot be agreed with both the Board and Council then these will be made subject to approval of NHS Improvement, subject to paragraph 6.2 below.

6.2. No proposals for amendment of this Constitution will be put to NHS Improvement unless it has been approved by three quarters of those Governors present and voting at a meeting of the Council of Governors.

7. The validity of any act of the Trust is not affected by any vacancy among the directors or the Governors or by any defect in the appointment of any director or governor.

7.1 If:

(a) an executive director is temporarily unable to perform his or her duties due to illness or some other reason (the "Absent Director"); and

(b) the board of directors agree that it is inappropriate to terminate the Absent Director's term of office and appoint a replacement director; and

(c) the board of directors agree that the duties of the Absent Director need to be carried out;

then the non-executive directors may appoint an acting director as an additional director to carry out the Absent Director's duties temporarily.

7.2. For the purposes of paragraph 8.1 of this Annex, the maximum number of directors that may be appointed under paragraph 18.2 of the Constitution shall be relaxed accordingly.

7.3. The acting director will vacate office as soon as the Absent Director returns to office.

7.4. An acting director shall be responsible for his or her own acts and defaults and he or she shall not be deemed to be the agent of the Absent Director.

8. When a vacancy arises for one or more elected Governors, the Council of Governors shall have the option to take from the list of members who stood for election at the most recent election of Governors for the class or constituency in question whichever member who was not elected as a governor at the recent election but had secured the next most votes at that time.

This procedure, which shall be an uncontested election for the purposes of the Model Rules for Elections as they apply to the Trust, shall be available to the Governors on 2 occasions within 12 months of the previous election. Governors appointed in this way shall hold office for a minimum of 6 months from their appointment but, subject thereto, shall hold office until the earlier of the conclusion of the next election of Governors and (except where the vacancy arose through expiry of a term of office) the date on which would have expired the term of office of that Governor whose cessation of office gave rise to the vacancy.

9. The minimum age for membership of this Trust is 14 years old. There is no upper age limit.

ANNEX 10 – TRUST PRINCIPLES

Trust Principles of Conduct

The Seven Principles of Public Life, also known as the 'Nolan Principles' of selflessness, integrity, objectivity, accountability, openness, honesty and leadership should be upheld by all employees and elected and appointed Governors of the Dudley Group of Hospitals NHS Foundation Trust

The **Seven Principles of Public Life** which apply to everyone engaged in public service are:

Selflessness Holders of public office should act solely in terms of the public interest. They should not seek to gain financial or other benefits for themselves, their family or their friends.

Integrity Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit. This includes a commitment to promote racial and religious tolerance, and to be aware of community diversity and to be trained in that context.

Accountability Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office. Everything done by those who work in the Trust must be able to stand the test of parliamentary scrutiny, public judgments on propriety and professional codes of conduct.

Openness Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands. There should be sufficient transparency about the Trust's activities to promote confidence between the Trust and its staff, patients and the public.

Honesty Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest. There should be an absolute standard of honesty in dealing with the assets of the Trust: integrity should be the hallmark of all personal conduct in decisions affecting patients, staff and suppliers, and in the use of information acquired in the course of employment.

Leadership Holders of public office should promote and support these principles by leadership and example.

It is an offence under the Prevention of Corruption Acts 1906 and 1916 for an employee corruptly to accept any inducement or reward for doing, or refraining from doing anything, in his or her official capacity, or corruptly showing favour, or disfavour, in the handling of contracts

Further Guidance

Employees and Governors are expected to:

- ensure that the interests of patients remain paramount at all times

- act impartially in all their work
- adhere to the regulations as set out in the prevailing legislation relating to the Bribery Act
- refuse gifts, benefits, hospitality or sponsorship of any kind (including attendance at conferences) which might reasonably be seen to compromise their personal judgment or integrity, and to avoid seeking to exert influence to obtain preferential consideration. All such gifts should be returned and hospitality refused
- declare and register gifts, benefits, or sponsorship of any kind, in accordance with time limits agreed locally, (provided that they are worth at least £25), whether refused or accepted. In addition gifts should be declared if several small gifts worth a total of over £100 are received from the same or closely related source in a 12-month period
- declare and record financial or personal interest (e.g. company shares, research grant) in any organisation with which they have to deal, and be prepared to withdraw from those dealings if required, thereby ensuring that their professional judgment is not influenced by such considerations
- make it a matter of policy that offers of sponsorship that could possibly breach these principles and guidance will be reported to the Board
- not misuse their official position or information acquired in the course of their official duties, to further their private interests or those of others
- ensure professional registration (if applicable) and/or status are not used in the promotion of commercial products or services
- beware of bias generated through sponsorship, where this might impinge on professional judgment and impartiality
- neither agree to practice under any conditions which compromise professional independence or judgment, nor impose such conditions on other professionals.

Anyone requiring further advice should contact their line manager in the first instance, or for Governors, the Foundation Trust Secretary. If the line manager is unable to decide then the Foundation Trust Secretary should be consulted.

Failure to adhere to the Trust's rules may lead to disciplinary action up to and including dismissal, or for Governors, disqualification from becoming or continuing as a Governor.

RESERVATION OF POWERS AND SCHEME OF DELEGATION

October 2018

Reservation of powers and scheme of delegation

1. Introduction

This document sets out the powers reserved to the Board of Directors and the Scheme of Delegation including financial limits and approval thresholds. Notwithstanding any specific delegation, the Board of Directors remains accountable for all of its functions, including those which have been delegated. Therefore the Board of Directors expect to receive information about the exercise of delegated functions to enable it to maintain a monitoring role. It is consistent with the Scheme of Delegation with the NHS Code of Conduct and Accountability.

All powers of the Trust which have not been retained as reserved by the Board of Directors or delegated to a Board Committee shall be exercised on behalf of the Board of Directors by the Chief Executive or other Executive Directors. The Scheme of Delegation identifies any functions which the Chief Executive shall perform personally and those delegated to other directors or officers. All powers delegated by the Chief Executive can be re-assumed by him/her should the need arise.

2. Purpose

The purpose of this document is to clearly identify the control framework set by the Board and identifies the powers and functions and who will perform these as in the

- Decisions Reserved for the Board
- Decisions and duties delegated by the Board to committees
- Standing Financial instructions
- Standing Orders

SCHEDULE OF AUTHORISED LIMITS

1. SIGNATORIES ON FINANCIAL INSTRUMENTS			**£**
Limit on single signatory payments	-	To third parties (inc. Charitable Funds)	10,000
	-	To obtain cash	1,500

2. PETTY CASH			
Petty cash limit	-	Reimbursement of patients monies (inc. payments to relatives of deceased patients)	100
	-	All other payments	50
	-	Reimbursement of petty cash above £50 and patients monies above £100 by prior approval of the Finance Director	

3. QUOTATIONS AND TENDERS (all to be sought by the Procurement Department)	
2 minimum verbal quotations for goods & services	5,000
3 written quotations for goods & services	5,001 – 25,000
Advertisement in Government Contract Finder	25,001– 181,302*
Competitive Tendering (*EU Threshold for goods and most services)	181,302 +
Single Tender and quotation dispensation (Waivers)	
Head of Procurement	5,000 - 50,000
Chief Executive and Finance Director	50,001 - 250,000
Trust Board	Over 250,000
Level above which a Non-Executive Director should be present at tender opening	150,000
Level above which tender evaluation should include:	
(i) Executive Director	150,000
(ii) Non-Executive Director	400,000
Level above which contract award must be approved by Board	500,000
Level above which building/engineering contracts should be executed under seal	50,000

4. WRITE OFFS

Limit of authority to approve write-offs:

	(i)	Financial Services Manager		500
	(ii)	Deputy/Finance Director		10,000
	(iii)	Trust Board	above	10,000

5. REVENUE BUDGET REQUISITIONS

Authority to approve requisition for goods and service within budget levels approved by the Board of Directors

Authorising Officers	Lead Nurses/ Midwives Department Heads Directorate Managers	up to	3,000
Budget Managers	Theatre Specialty Managers Head of Technical Services – Cardiology Matrons Clinical Service Heads Service Heads – Clinical and Specialist Support Services Laboratory Managers Radiology Manager Divisional Managers Deputy/Principal Pharmacists	up to	10,000
Budget Holders	Clinical Directors Chief Pharmacist Deputy Directors – Corporate Departments	up to	50,000
Directors	Nursing Director Medical Director Director of Strategy & Performance Director of Human Resources Chief Information Officer Directors of Operations	up to	75,000
	Chief Operating Officer	up to	125,000
	Chief Executive and Finance Director	up to	250,000
	Finance & Performance Committee	up to	500,000
	Trust Board	Over	500,000
Drugs Only	Chief Pharmacist	up to	100,000
	Deputy Pharmacist	up to	50,000
	Principal Pharmacist	up to	20,000

Pharmacist	up to	10,000

NOTE: Immediate Line Manager required to sign in post holders absence

6. VARIATIONS TO PROJECT AGREEMENT WITH PRIVATE FINANCE PARTNER

Deputy Director of Finance (Financial Reporting)	up to	125,000
Chief Executive and Finance Director	up to	250,000
Finance & Performance Committee	up to	500,000
Trust Board	Over	500,000

7. CAPITAL BUDGET REQUISITIONS

Deputy Director of Finance (Financial Reporting)	up to	125,000
Chief Executive and Finance Director	up to	250,000
Finance & Performance Committee	up to	500,000
Trust Board	Over	500,000

8. BUSINESS CASE APPROVAL

Chief Executive and Finance Director	up to	250,000
Finance & Performance Committee	up to	500,000
Trust Board	Over	500,000

NOTE: In respect of capital schemes these will need to have been included in the Capital Programme approved by the Board and the revenue consequence having been agreed by the Directorate

9. CHARITABLE FUNDS – APPROVALS AND REQUISITIONS

All Funds

Clinical Service Head/Clinical Director Matrons			up to	1,000
All Directors Deputy Director of Finance - FR			up to	5,000
Chief Executive Finance Director	and	countersigned by Treasury Manager	up to	50,000
Full Board			over	50,000

Note: **Countersignature of Treasury Manager is required to confirm availability of funding. (Financial Services Manager to sign in post holder absence)**

ANNEX 12 – ANNUAL MEMBERS' MEETING

1. ANNUAL MEMBERS' MEETINGS

1.1. The Trust shall hold a members' meeting for all members (called the "Annual Members' Meeting") within six months of the end of each financial year of the Trust.

1.2. Annual Members' Meetings shall be open to all members of the Trust, members of the Council of Governors and members of the Board of Directors, together with representatives of the Trust's auditors, and open to members of the public. The Trust may invite representatives of the media and any experts or advisors whose attendance they consider to be in the best interests of the Trust to attend any such meeting.

1.3. The Board of Directors (or at least one member thereof) shall present to the members at the Annual Members' Meeting:

1.3.1 the annual accounts;
1.3.2 any report of the auditor on them;
1.3.3 the annual report:
1.3.4 the results of any election and appointments to the Council Governors, and any other reports or documentation it considers necessary.
1.3.5 If there has been an amendment to the Trusts Constitution which relates to the powers, duties or roles of the Council of Governors, at least one Governors must attend the next Annual Members Meeting and present the amendment/s to member. Members have the right to vote on and veto these types of constitutional amendments.

1.4. The Chair of Governors shall give notice to all members' of the scheduled meeting:

1.4.1 by giving not less than 21 ~~days~~ day's notice
1.4.2. by notice prominently displayed at the Trust's headquarters and at all sites operated by the Trust
1.4.3 by notice on the Trust's website; and to the Council of Governors, the Board of Directors, and to the Trust's auditors, stating the meeting is an Annual Members Meeting including the time, date, place of the meeting, and the business to be dealt with at the meeting at least at least 21 days before the date of the relevant meeting.
1.4.5 meeting papers and any associated documentation to be made available on the Trust website not less than three working days before the meeting

1.5. An accidental omission to give notice of a members' meeting or to send, supply or make available any document or information relating to the meeting, or the non-receipt of any such notice, document or information by a person entitled to receive any such notice, document or information shall not invalidate the proceedings at that meeting.

1.6. The Chair, or in his or her absence, the Deputy Chair shall preside at all members' meetings of the Trust. If neither the Chair nor the Deputy Chair is present, the governors present shall elect one of their members to act as Chair.

1.7. The quorum for a members' meeting shall be 8 (eight) Council members present and entitled to vote. If a quorum is not present within thirty minutes from the time appointed for the meeting, the meeting shall stand adjourned for a minimum of seven days until such time as the Council of Governors determine.

1.8. The Chair may, with the consent of a members' meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn a members' meeting from time-to-time and from place to place or for an indefinite period.

1.9. A resolution put to the vote of a members' meeting shall be decided on a show of hands.

1.10. No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

1.11. If the Board of Directors, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a members' meeting at the time, date or place specified in the notice calling that meeting, it may move and/or postpone the general meeting to another time, date and/or place.

1.12. In the case that a members' meeting is adjourned or postponed for 14 days or more, at least seven working days' notice shall be given specifying the time and place of the adjourned members' meeting and the general nature of the business to be transacted.

1.13. The Board of Directors may make any arrangement and impose any restrictions it considers appropriate to ensure the security of a members' meeting.

1.14. Any approval to speak at a members' meeting must be given by the Chair. Speeches must be directed to the matter, motion or question under discussion or to a point of order. Unless in the opinion of the Chair it would not be appropriate or desirable to time limit speeches on any topic to be discussed having regard to its nature, complexity or importance, no proposal, speech or any reply may exceed three minutes. In the interests of time, the Chair may, in his or her absolute discretion, and where that discretion is exercised reasonably, limit the number of replies, questions or speeches which are heard at any one members' meeting.

1.15. A person who has already spoken on a matter at a members' meeting may not speak again at that meeting in respect of the same matter except (i) in exercise of a right of reply, or (ii) on a point of order.

1.16. The Board of Directors shall cause minutes to be made and kept, in writing, of all proceedings at the Annual Members' Meeting.

Change History

Date	Reason	Change summary	Review date	Approval
March 2013	Monitor request	To reflect changes as set out the Health and Social Care Act 2012	April 2013	2nd May 2013 Council of Governors
April 2013	Annual review	Minor amendments to update Appointed Governor organisation names	April 2014	12th September 2013 Annual Members Meeting
April 2014	Annual Review			
September 2015	Annual Review			
May 2016	Annual Review	To reflect changes to include electronic voting		5th May 2016 Council of Governors
October 2017	Annual Review	To reflect change from Monitor to NHS Improvement, Elections nominations process to no longer require supporters and to allow the use of non-voting non executives. To remove references to 'initial' pre FT activity relating to appointment of execs and NEDS. To adjust the size of the Board from 11 to 13 (an additional ONE NED and ONE exec)		7th December2017
March 2019	Review	To reflect current best practise on conflicts of interest and the addition of new Annex 11 & 12	March 2019	

Enclosure 13

The Dudley Group NHS Foundation Trust

Paper for submission to the Council of Governors
27June 2019

TITLE:	**Remuneration & Appointments Committee Report for meeting held 23 April 2019**		
AUTHOR:	Gilbert George, Interim Director of Governance	**PRESENTER:**	Fred Allen, Lead Governor, Chair of Committee

CLINICAL STRATEGIC AIMS		
Develop integrated care provided locally to enable people to stay at home or be treated as close to home as possible.	*Strengthen hospital-based care to ensure high quality hospital services provided in the most effective and efficient way.*	*Provide specialist services to patients from the Black Country and further afield.*

ACTION REQUIRED OF BOARD			
Decision	**Approval**	**Discussion**	**Other**
		X	

OVERALL ASSURANCE LEVEL			
Significant Assurance	**Acceptable Assurance**	**Partial Assurance**	**No Assurance**
☐ High level of confidence in delivery of existing mechanisms / objectives	☒ General confidence in delivery of existing mechanisms / objectives	☐ Some confidence in delivery of existing mechanisms / objectives, some areas of concern	☐ No confidence in delivery

RECOMMENDATIONS FOR THE COUNCIL

1. The full Council of Governors is asked to note the items considered by the Remuneration and Appointments Committee at meetings held on 23rd April 2019.

CORPORATE OBJECTIVE:

SO1: Deliver a great patient experience,
SO2: Safe and Caring Services,
SO3: Drive service improvements, innovation and transformation,
SO4: Be the place people choose to work,
SO5: Make the best use of what we have,
SO6: Deliver a viable future

SUMMARY OF KEY ISSUES:

The Council of Governors Remuneration and Appointment Committee met on 23rd April 2019 to consider the following:

- Non-executive Directors performance report
- Non-executive Directors cost of living
- Non-executive Directors terms of office
- Recruitment update:
  Chairperson
  Non-executive Directors
- Board of Directors review of skill mix and abilities

IMPLICATIONS OF PAPER:			
RISK	**Y/N**		**Risk Description**
	Risk Register: Y /N		**Risk Score**
COMPLIANCE and/or LEGAL REQUIREMENTS	**CQC**	**Y**	**Details:** Well Led
	NHSI	**Y/N**	**Details:**
	Other	**Y/N**	**Details:**

UPWARD REPORT FROM

Council of Govenors Remuneration and Appointments Committee

last met: 23 April 2019

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY
• Was not able to appoint a substantive Trust Chair • NED skills mix highlighted the need to recruit NEDs with Clinical and Partnership working experience	• NED champions to be reviewed • NED x 2 to be recruited to fill current NED gaps
POSITIVE ASSURANCES TO PROVIDE	**DECISIONS MADE**
• NED performance review	• To award cost of living rise to NEDs for the period 2018/19 • Dr Hopkins appointment as associate NED to be discontinued • Mr Atkins to be appointed for a new two years term (1 January 2020 - 31 December 2021) • Mr Miner term of office to be extended by 12 months (from 1 October 2019) • Recommend to the Council of Govenors the appointment of Yve Buckland as the Interim Chair of the Trust for a period of six months (from 1 May 2019) • Remuneration and Appointments Committee to continue its search for a substantive Chair of the Trust

Chair's comments on the effectiveness of the meeting:

The meeting was conducted in a business like fashion with key decision taken after full discussion; the meeting was deemed to be effective.