Gloucestershire Hospitals
NHS Foundation Trust

# PUBLIC AGENDA

Meeting: Council of Governors - Public

Date/Time: Wednesday 21 April 2021 at 14:30

Location: Virtual meeting via Microsoft Teams

| | Agenda Item | Lead | Purpose | Time | Paper |
|---|---|---|---|---|---|
| | Welcome and Apologies | Chair | | 14:30 | |
| **1.** | Declarations of Interest | Chair | | 14:31 | |
| | **ITEMS FOR DISCUSSION** | | | | |
| **2.** | Minutes from the Previous Meeting | Chair | Approval | 14:32 | YES |
| **3.** | Matters Arising | Chair | | 14:35 | YES |
| **4.** | Chair's Update | Peter Lachecki | Information | 14:40 | |
| **5.** | Report of the Chief Executive | Deborah Lee | Information | 14:45 | YES |
| **6.** | World Admin Professionals Day | James Brown/ Carolyne Claydon | Information | 15:00 | PRES |
| | **REPORTS FROM BOARD COMMITTEES** | | | | |
| **7.** | Chairs' Reports from:<br>- Finance and Digital Committee<br>- Estates and Facilities Committee<br>- People and Organisational Development Committee<br>- Quality and Performance Committee<br>- Audit and Assurance Committee | <br>Rob Graves<br>Mike Napier<br>Balvinder Heran<br>Alison Moon<br>Claire Feehily | Assurance | 15:05 | YES |
| | **BREAK** | | | 15:55 | |
| | **ITEMS FOR INFORMATION** | | | | |
| **8.** | Patient Experience Report | Katie Parker-Roberts | Information | 16:00 | YES |
| **9.** | Constitution Update | Sim Foreman | Approval | 16:10 | YES |

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|---|---|---|---|---|---|
| **10.** | Report from the Governance and Nominations Committee<br>- Non-Executive Director Re-appointment<br>- Cotswold Public Governor Vacancy<br>- 2021 Governor elections<br>- Terms of Reference Review | Sim Foreman | Approval/ Information | 16:15 | YES |
| **11.** | Governor's Log | Sim Foreman | Information | 16:20 | YES |
| **12.** | Any Other Business | Chair | | 16:25 | |
| **CLOSE** | | | | 16:30 | |

**Date of the next meeting:** Wednesday 16 June 2021, Virtual Meeting via Microsoft Teams

Gloucestershire Hospitals
NHS Foundation Trust

# DRAFT MINUTES OF THE COUNCIL OF GOVERNORS HELD VIA MICROSOFT TEAMS ON WEDNESDAY 17 FEBRUARY 2021 AT 14:30

**THESE MINUTES MAY BE MADE AVAILABLE TO THE PUBLIC AND PERSONS OUTSIDE THE TRUST AS PART OF THE TRUST'S COMPLIANCE WITH THE FREEDOM OF INFORMATION ACT 2000**

| **PRESENT:** | | |
|---|---|---|
| Alan Thomas | AT | Public Governor, Cheltenham (Lead) |
| Matt Babbage | MB | Appointed Governor, Gloucestershire County Council |
| Liz Berragan | LB | Public Governor, Gloucester |
| Hilary Bowen | HB | Public Governor, Forest of Dean |
| Geoff Cave | GCa | Public Governor, Tewkesbury |
| Carolyne Claydon | CC | Staff Governor, Other and Non-Clinical |
| Debbie Cleaveley | DC | Public Governor, Stroud |
| Graham Coughlin | GCo | Public Governor, Gloucester |
| Anne Davies | AD | Public Governor, Cotswold |
| Pat Eagle | PE | Public Governor, Stroud |
| Colin Greaves | CG | Appointed Governor, Clinical Commissioning Group (CCG) |
| Pat Le Rolland | PLR | Appointed Governor, Age UK Gloucestershire |
| Sarah Mather | SM | Staff Governor, Nursing and Midwifery *(from 006/21)* |
| Russell Peek | RP | Staff Governor, Medical and Dental |
| Maggie Powell | MPo | Appointed Governor, Healthwatch |
| Julia Preston | JP | Staff Governor, Nursing and Midwifery |
| Nick Price | NP | Public Governor, Out of County |
| **IN ATTENDANCE:** | | |
| Peter Lachecki | PL | Trust Chair |
| Deborah Lee | DL | Chief Executive Officer |
| Rachael De Caux | RDC | Chief Operating Officer |
| Claire Feehily | CF | Non-Executive Director |
| Rob Graves | RG | Non-Executive Director |
| Marie-Annick Gournet | MAG | Associate Non-Executive Director |
| Balvinder Heran | BH | Non-Executive Director |
| Natashia Judge | NJ | Corporate Governance Manager (Minutes) |
| Alison Moon | AM | Non-Executive Director |
| Mike Napier | MN | Non-Executive Director |
| Katie Parker-Roberts | KPR | Head of Quality |
| Rebecca Pritchard | RP | Associate Non-Executive Director |
| Elaine Warwicker | EWa | Non-Executive Director |
| **MEMBERS OF THE PUBLIC/PRESS/STAFF** | | |
| There were no members of the public present. | | |
| **APOLOGIES:** | | |
| Kate Atkinson | KA | Public Governor, Cotswold |
| Tim Callaghan | TC | Public Governor, Cheltenham |
| Fiona Marfleet | FM | Staff Governor, Allied Health Professional |

**ACTION**

## 001/21 DECLARATIONS OF INTEREST

There were none.

## 002/21 MINUTES FROM THE PREVIOUS MEETING

**RESOLVED:** Minutes APPROVED as an accurate record.

**ACTION**

## 003/21 MATTERS ARISING

**RESOLVED:** The Committee APPROVED the closed items.

## 004/21 CHAIR'S UPDATE

The Chair reminded the Council that virtual meetings would continue until at least the end of March, reflecting that this had not held the Trust back and that all participants had embraced the digital opportunities over the last few months, with more participants than had been achieved when meetings had been face to face. The Chair also explained that Non-Executive Directors would continue to work from home, despite longing to be on site, as it was the right thing to do.

The recent government white paper regarding NHS integration and innovation was noted, with the Chair anticipating change ahead. The April Council of Governors meeting would include a significant agenda item to discuss. **NJ**

**RESOLVED:** The Council NOTED the update.

## 005/21 REPORT OF THE CHIEF EXECUTIVE OFFICER

DL presented her report to the Council and provided a contemporary update on:

- COVID-19: current inpatient levels, the reduction in community transmission and the extension of the shielding deadline
- The ongoing success of the Trust's COVID-19 vaccination programme and high vaccine uptake rates
- The increased focus on improving care and experiences for patients with mental health conditions
- The recent successful bid for £20k to take forward a partnership arts programme
- The Trust's recent award of Digital Aspirant Status and related funding
- The finalisation of the Strategic Site Business Case and submission to NHS England/ Improvement
- The Hospital Charity's new project, the Green Spaces Appeal, to build a garden of commemoration for those who had died from COVID-19

PLR asked whether the additional care home designated by Gloucestershire County Council was a physical or virtual care home. DL explained that it was physical, with 15 beds, and was based in Cheltenham.

PLR also noted the recent announcement of an internal critical incident, despite a reduction in COVID-19 positive patients. DL explained that this was due to an increase in non COVID-19 patients, as well as the pressure imported on the organisation due to the reduced bed base required to ensure wards were COVID-19 secure. In addition, the high number of medically stable for discharge patients (120) was compounding the situation.

**RESOLVED:** The Council NOTED the CEO's report.

## 006/21 QUALITY ACCOUNT PRIORITIES

KPR gave a presentation to the Council which explained:

- What the Quality Account was, including the annual statutory requirement to produce
- The delays and changes to Quality Account submission due to COVID-19
- The Governors' Indicator and the usual process of establishing, noting that this did not occur in 2019/20 and there was no mandate to undertake this in 2020/21
- Quality and Delivery Group's (QDG) proposed Quality Indicators for 2020/21, with governors asked for their thoughts on what they felt the QDG should prioritise

DL reminded governors of the importance of distinguishing between the governor indicator, which served to review quality of data, and areas of interest for QDG's indicators, due to potential concerns regarding quality of service.

The Chair said that he understood that there may be some audit time to undertake review of the data quality of a governor indicator, even though it was not mandated. AT added that this was discussed at the Governor pre-meeting, and two areas of interest were identified by the governors that attended: these were maternity services and Patient Advice and Liaison Team (PALS) data.

The Chair asked whether there was a firm commitment from the Audit and Assurance Committee regarding the governors' indicator and CF answered that while not included in the guidance, there was an appetite if the Council wanted to take forward. AT expressed that governors would appreciate this, as a reminder of normal governor obligations, but was conscious of capacity. DL explained that PALS was data rich but subjective with no national data set, and therefore suggested a maternity indicator may be more helpful. This would be discussed with KPR and AT outside of the meeting. **KPR / AT**

The Committee supported the priorities for the Quality Delivery Group but also suggested additional areas:

- GC posed missed diagnosis and delays to cancer treatment
- DC raised the impact of repeated bed moves on patient quality of care.
- AT echoed this, in particular for patients with dementia with greater falls risks

**RESOLVED:** The Council NOTED the presentation for information and confirmed that they would like to select one data quality indicator.

## 007/21 CHAIRS' REPORTS

The Chair encouraged Committee observers to contribute to the Chair's

reports should they wish and reminded the Council that comprehensive reports, for each area, were available within the Trust's public Board papers.

Finance and Digital Committee

RG presented the Chair's report from the January 2021 meeting, highlighting that due to operational pressures the Committee had a reduced agenda. The finance section of the meeting was noted to have focused on analysis of the Trust's current financial position, approval of additional capital and the Trust's ability to spend allocations, review of the admin and governance behind the Public Sector Decarbonisation Scheme and budget setting within the current climate. The digital section of the Committee was noted to have focused on the extension of the electronic patient record (EPR) into additional areas, the progress of other projects via a Red Amber Green (RAG) status report, and the wellbeing and robustness of the busy digital team.

AT asked where decisions were made regarding capital programme prioritisation and it was confirmed that these were made at the Infrastructure Delivery Group (IDG), which was a forum for operational and senior leaders to discuss scheme priority. The group was noted to be accountable to the Trust Leadership Team.

Estates and Facilities Committee

MN presented the Chair's report from the January 2021 meeting. As with the Finance and Digital Committee, the meeting had operated on a reduced agenda. Key topics highlighted at the Committee included the resilience of staff and access to 2020 Hub and other support services, Gloucestershire Managed Services (GMS) performance against key performance measures (KPIs) and the approval of Trust's strategic site development (SSD) programme business case.

People and Organisational Development Committee

BH presented the Chair's report from the December 2020 meeting. Key topics highlighted at the Committee included improving retention, increased funding to improve nursing establishments, appraisal performance, development and wellbeing, the effectiveness of virtual face to face training, positive agency/bank staff trends and corporate HR capacity.

AT felt the health and wellbeing reporting suggested issues with staff connecting with psychological link workers and asked whether this was due to support only being available within office hours. BH responded that psychological link worker resource was for two days a week and issues related to this resource being quite limited as well as finding time for staff to be released from duties. As a result, national charity funding was being sought to enable greater resource. DL added that the Trust was moving to a new model using TRiM (Trauma Risk Management) Practitioners which, with 40 trained practitioners, would have a much greater reach.

AT expressed discomfort at the comment that red progress against the People and OD Strategy was not on a risk register as the team did not wish to publically highlight. BH explained that the nuance of the

conversation had been difficult to capture and PL said that the team did not want to highlight this issue for their area only, as it was a broader issue. DL added that this had been debated at length and had referred to the suggestion of a distinct risk related to the Executive Team (ET); The ET felt that the aggregate risk was sufficient and did not want to single themselves out given there were other staff groups who had been impacted more significantly.

PLR asked whether the Committee were assured that they were receiving sufficient information on the Freedom to Speak Up (FTSU) processes and whether this was working effectively. BH answered that they were, and that FTSU was working well and improving on an ongoing basis. It was agreed that it would be helpful to discuss at a future governor meeting. GC asked whether there were any emerging themes that governors should be aware of and DL answered that themes were triangulated through other routes, such as the staff experience report, and related largely to poor team culture and concerns around patient care. **NJ**

MB noted that there were issues with recruitment and retention with the emergency departments (ED) and asked what was being done to address. BH answered that this was part of a wider piece of work being undertaken in the medical division. DL answered that this was a historic issue and added that vacancies within the ED nursing team had actually reduced, with close to full recruitment on both sites and new staff now employed to the service as a whole (as opposed to under a specific site). Middle grade medical staffing remained an issue locally and nationally.

Quality and Performance Committee
AM presented the Chair's report from the January 2021 meeting. Key topics highlighted at the Committee included the current challenges within the organisation and the use of escalation areas; increasing waiting lists and clinical prioritisation processes; and the recently published Ockendon report and the Trust's own maternity services.

Audit and Assurance Committee
CF presented the Chair's report from the reduced agenda January 2021 meeting. Key topics highlighted at the Committee included the quality of risk management arrangements, external auditors (Deloitte) progress and transmission plans, a letter from the Trust's former external auditors detailing that they had ceased to hold office, and an internal audit report regarding violence and aggression towards staff.

**RESOLVED**: The Council NOTED the assurance reports from the Committee Chairs.

**008/21 GOVERNOR'S LOG**

The Governors' Log and the process behind it were noted, with further guidance and standard operating procedure noted to be available within the Governor Handbook. NJ highlighted that the only outstanding query had since been resolved and that the response would be available on Admin Control and within the next Council of Governors' meeting public

| | | ACTION |
|---|---|---|
| | papers.<br><br>AD reinforced the importance of her question related to support for staff who were hard of hearing and felt recently introduced badges could be considered demeaning. She also encouraged the Trust to consider greater use of loop systems as part of Fit for the Future. DL clarified that the Trust was adopting badges that were nationally advocated and clarified some confusion regarding badges for children with cochlear implants which were the Teddy Bear ones that AD referred to. DL would relay the comments regarding loop systems to the Strategic Site Development Team.<br><br>GC noted that the number of individuals who had received Mental Health First Aid Training was very low. DL explained that nurse training was orientated towards the care of a "whole" person with enhanced training on communication skills but noted the Director of Quality and Chief Nurse would be taking the topic further as part of the Trust's Mental Health Strategy. In addition, AD also clarified the origins of her query related to mental health training.<br><br>JP said that she felt the response she received to a query she submitted did not answer her questions. DL said that the initial question had been answered but that she considered the supplementary questions to be of a level of detail not applicable to the Log. The joint Director of Quality and Chief Nurse (DQCN) would be reminded to liaise directly with JP as advised previously.<br><br>Post Meeting Note – The DQCN had already responded to JP.<br><br>**RESOLVED:** The Council NOTED the Governor's Log. | **DL** |
| **009/21** | **ANY OTHER BUSINESS** | |
| | There were no items of any other business. | |
| | **DATE AND TIME OF THE NEXT MEETING** | |
| | The next meeting of the Council of Governors will take place at 14:30 on Wednesday 21 April 2021. | |

Signed as a true and accurate record:

**Chair**
**21 April 2021**

Gloucestershire Hospitals
NHS Foundation Trust

**Council of Governors (Public) – Matters Arising – April 2021**

| Minute | Action | Owner | Target Date | Update | Status |
|---|---|---|---|---|---|
| **16 December 2020** | | | | | |
| **004/21** | **CHAIR'S UPDATE**<br>The recent government white paper regarding NHS integration and innovation was noted, with the Chair anticipating change ahead. The April Council of Governors meeting would include a significant agenda item to discuss. | **NJ** | April 2021 | Guidance is still awaited from NHSE/I - verbal update from PL/DL to be provided at Council meeting. | CLOSED |
| **005/21** | **QUALITY ACCOUNT PRIORITIES**<br>DL explained that PALS was data rich but subjective with no national data set, and therefore suggested a maternity indicator may be more helpful. This would be discussed with KPR and AT outside of the meeting. | **KPR / AT** | April 2021 | Meeting scheduled with Maternity team and AT in order to progress. | CLOSED |
| **007/21** | **CHAIRS' REPORTS**<br>PLR asked whether the Committee were assured that they were receiving sufficient information on the Freedom to Speak Up (FTSU) processes and whether this was working effectively. BH answered that they were, and that FTSU was working well and improving on an ongoing basis. It was agreed that it would be helpful to discuss at a future governor meeting. | **NJ** | April 2021 | Added to the work plan for a future Quality Meeting. | CLOSED |

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|---|---|---|---|---|---|
| **008/21** | **GOVERNOR'S LOG**<br>AD reinforced the importance of her question related to support for staff who were hard of hearing and felt recently introduced badges could be considered demeaning. She also encouraged the Trust to consider greater use of loop systems as part of Fit for the Future. DL clarified that the Trust was adopting badges that were nationally advocated and clarified some confusion regarding badges for children with cochlear implants which were the Teddy Bear ones that AD referred to. DL would relay the comments regarding loop systems to the Strategic Site Development Team. | **DL** | April 2021 | On 14 April the Trust hosted the first meeting of Accessibility Advisory Group (AAG) focused initially on our Strategic Site Development. Governors Anne Davies and Hilary Bowen joined this session which was also attended by Inclusion Gloucestershire, The National Star College, the Barnwood Trust, Gloucestershire Deaf Association (GDA), Gloucestershire Carers Hub and Age UK Gloucestershire. There were robust discussions covering a wide range of areas relating to accessibility. The CEO of GDA has agreed to work with us more closely on all matters related to hearing, the hearing loop system provision formed part of the discussion and more work will be done on this in a collaborative way. The next AAG meeting will take place in early June. For all reception areas being developed within SSD, we are incorporating a loop system into these proposals. | CLOSED |

Gloucestershire Hospitals
NHS Foundation Trust

**COUNCIL OF GOVERNORS – APRIL 2021**

**CHIEF EXECUTIVE OFFICER'S REPORT**

## 1 Operational Context

1.1 Since my last report, we have taken our first tentative steps out of lockdown initially with two households or groups of six being able to meet outside and as of this week the much awaited opening of non-essential shops and other outlets including gyms, hairdressers and outdoor eateries. The Government's current mantra of hands – face – space and FRESH AIR has been central to my staff messaging of late and its pleasing to see many staff taking advantage of the recent sunny weather during break times and record numbers taking annual leave over the Easter school holidays; I'm especially looking forward to our new commemorative gardens being opened to staff, patients and visitors.

1.2 Whilst COVID-19 cases continue to fall in our hospitals, we remain operationally very busy with our Emergency Departments, and notably Gloucestershire Royal, being especially challenged. As a result, waiting times are much longer than we would wish despite the considerable efforts of all to make improvements, however we continue in our endeavours to ensure that every patient's experience is a positive one. I recently described the current situation as "the perfect storm" of demand returning to pre-pandemic levels but with the impact of social distancing and other measures still in place causing constrained physical space and fewer beds; the latter continuing to be significantly impacted by the numbers of patients whose discharge from hospital is delayed.

1.3 With the above picture at the forefront of our minds, following feedback from the national Emergency Care Intensive Supportive Team (ECIST), system partners have developed, and commenced implementation of a 30 Day Recovery Plan with the aim of reducing and sustaining delayed discharges below 100 and returning ambulance handover delays to pre-pandemic levels by the end of this period. Each theme within the plan has an Executive Sponsor and actions residing with the Trust are being sponsored by myself and the Executive Triumvirate. Last week, we increased the physical footprint of the Emergency Department again with the aim of significantly reducing the likelihood of ambulance handover delays and corridor care.

1.4 On Tuesday 30 March 2021, the Care Quality Commission undertook an unannounced inspection of the Emergency Department at GRH. Formal feedback is awaited but verbal feedback did not present any issues that the team were not aware of and actively seeking to address. Inspectors commented on how engaged and welcoming both divisional managers and staff in the department had been but it goes without saying that the department was operating under considerable operational pressures throughout the visit and this will be the context for their feedback.

1.5 On a more positive operational note, we continue to increase the amount of routine surgery we are undertaking. Cheltenham General Hospital general surgical and orthopaedic wards have now been restored to their usual purpose, following their use for medical patients, and our surgical teams look very happy! In respect of regional benchmarks, very positively our Trust is top of the South West Region "leader board" in respect of elective activity – both operations and surgery. As reported previously, clinical priority and waiting time will determine who is invited for surgery first but

communication with all patients remains a top priority and a copy of a recent press release on this top is included at the end of this report.

1.6 Planning to restore aspects of the temporary service change is now underway including the re-opening of the Cheltenham A&E as a consultant-led service from 8am to 8pm and a nurse-led service overnight. The Aveta Birthing Unit opened, as planned, last month.

1.7 On Wednesday the 31 March, a very long period of shielding for those who are considered *clinically extremely vulnerable* came to a very welcome end. As someone who has been a member of our Disability Network WhatsApp Group for the last year, I feel privileged to have been able to hear, first hand, the experiences of my shielding colleagues. The resilience and determination of this group to remain "useful" to their colleagues and our patients has been inspiring. However, equally I have witnessed the impact that this enforced "captivity" has brought about and the feelings of isolation and sometimes guilt emanating from colleagues who have not been able to play the part in this pandemic that they would have liked. I also know that, as exciting and liberating as this milestone is, it is also a time of huge anxiety for some. The Trust has ensured that all these colleagues will be supported to enable a safe and successful return to work including individual risk assessments and a phased return where appropriate.

1.8 Last week, I announced plans to formalise the homeworking arrangements that many staff have seen as one of the pandemic's "silver linings". There are considerable benefits from the approach including staff wellbeing, reduced travel and parking costs as well as the opportunity to retreat from some of our poor quality administrative accommodation. The announcement has been incredibly well received and work is underway to ensure that staff are properly supported with technology, appropriate office furniture and access to all the necessary Trust systems. Teams will be encouraged to consider three or two home working days for each member, where roles are suited to this way of working.

1.9 On April 21 we will be joining industries and organisations around the globe as we celebrate *World Admin Day* and the enormous contribution of the 1500+ staff who work in these hugely important roles throughout the Trust. Carolyne Claydon, Staff Governor for non-clinical staff has been pivotal to raising the profile of this staff group and helping organise the day – as we've come to expect, goodie bags will feature!

1.10 The Chair has been giving thought to the "new normal" with respect to Board and Governor meetings. Whilst many have missed the social contact associated with face to face gatherings, attendance levels have reached all-time highs and it is clear that for many the ease of virtual meetings has enabled them to participate in ways that would not have been previously possible. The current proposal is to return Board meetings to face to face but to ensure they are accessible digitally too; Council of Governor meetings will alternate between face to face and virtual and, in response to feedback, with a change of timing to include both afternoon and evening meetings – the latter being virtual and the former face to face.

1.11 The long awaited national planning guidance has been published with confirmation that the Trust's draft Operational Plan must be submitted by the 6 May 2021, with final submissions due on the 3 June. An extraordinary meeting of the Board will be convened to enable oversight and endorsement of the draft plan before submission. The April meeting of the Council of Governors presents an opportunity for Governor input and feedback into the plan before submission. A key element of the Planning

Guidance is the confirmation of a £1bn *Elective Recovery Fund* paid directly to providers for the achievement of activity against nationally defined activity levels (measured by value, not volume) against a baseline determined from 2019/20 i.e. pre-pandemic activity levels. These start with payment in April 2021 for 70% of baseline period activity being delivered rising to 85%in July to September. Provisional analysis confirms that the Trust can be confident of triggering these incentive payments; there is a very clear national steer that these funds should be reinvested in further elective recovery. A detailed elective waiting list recovery plan will be presented to May Board and work is well under way. A copy of the full planning guidance can be accessed here https://www.england.nhs.uk/publication/2021-22-priorities-and-operational-planning-guidance/

1.12 Very positively, the vaccination programme in Gloucestershire remains a huge success having delivered 410,000 doses to people in the priority groups 1-9; c49,000 of these have been delivered by the hospital Hub to health and social care staff. Coverage amongst those in JCVI Priority Groups 1-9 now exceeds 85%. Take up amongst our own staff continues to improve with c80% of staff now vaccinated however this still represents one in five staff not vaccinated against the virus, with uptake lowest amongst Black Caribbean and Black African groups. Coral Boston, our Equality, Diversity and Inclusion BAME Lead has just completed a period of working as a vaccinator in the Hub to encourage Black colleagues to come forward and discuss with her directly, any concerns they may have; many of these colleagues have gone on to receive their vaccine from Coral. The Integrated Care System, under the leadership of Paul Roberts, CEO, Gloucestershire Health and Care Foundation Trust has established a Vaccine Equity Group to oversee uptake in those groups where "vaccine hesitancy" or other barriers to access are evident. Plans to address this are well advanced, including using some of our successful strategies from recent flu campaigns, such as Peer Vaccinators being implemented.

1.13 Subsequent to last month's update confirming that the Care Quality Commission (CQC) had undertaken their targeted inspection of the Trust's approach to Infection, Prevention and Control, we are now in receipt of their final draft report. This has been through the "factual accuracy" process and publication will follow in the coming weeks. It is a very positive inspection report documenting their review of data, policies and procedures as well as meetings with staff and an onsite visit to various areas of the Trust. Whilst the final written report is awaited, the draft describes a very positive picture with the themes of strong leadership, high staff engagement and innovation characterising the Trust's approach.

## 2 Key Highlights

2.1 On Thursday 18 March, the Gloucestershire Clinical Commissioning Group (CCG) followed the Trust Board in unanimously approving the **Fit For The Future (FFtF) programme** resolutions. Further scrutiny of the proposals took place on Monday 22 March when a special meeting of the Gloucestershire Health Overview and Scrutiny Committee was convened. A number of points of clarity were sought, all of which have been previously addressed; however *One Gloucestershire* has committed to responding in full to any further written points, despite the consultation having concluded to ensure every opportunity to address any residual concerns is provided.

2.2 Since my last report we have taken another important step in our journey to a full **electronic patient record** with the implementation of the Sunrise system in Cheltenham's Emergency Department. The Implementation is progressing well and, with staff now rotating through the ED in both our hospitals, will be an important forerunner to its implementation in Gloucestershire Royal later this year.

2.3 On 8 April, the Board spent the morning with our partners DWC, hearing their key findings and recommendations following their work on ***The Big Conversation.*** The Board then worked with our Chiefs of Service to set out the Board's ambition and next steps to bring to life its commitment to develop a culture within which everyone in the Trust thrives and can realise their full potential. It was an inspiring morning with huge ambition and determination to improve our culture for **EVERYONE** working in the organisation and especially those who currently report a less good experience such as colleagues from an ethnic minority, who have a disability or are LGBTQ+. With this ambition in mind, I was delighted to learn that two of our own - Chief Nurse Fellow, Khoboso Hargura and Admiral Nurse, Asma Pandor - have been shortlisted in the national Health and Care Awards 2021 BAME category for their nurse leadership. Both Khoboso and Asma are playing roles regionally and nationally, as well as being inspiring leaders within the Trust. Chief Nurse, Steve Hams deserves much credit for his nurturing and development of these two talented women.

2.4 Following a successful morning, the Board had an especially impactful patient story involving patient Pete Bull with drug addiction, consultant Dr Pippa Medcalf and junior doctor Dr Molly Bradbury. Pete described his experience of care and feeling stigmatised and less worthy as a patient due to his addiction and the impact on his life and lifestyle. Pippa and Molly talked about the good progress being made in our own hospital but also talked about the barriers to better care including access to specialist skills and training for all those involved in the care of patients with drug addiction. Lead Governor, Alan Thomas welcome the story and urged the Trust to take forward the work as recommended, noting the positive work now underway with mental health provision in our EDs and wider services.

2.5 Following a successful launch of our exciting new project, the **Green Spaces Appeal** to build a garden of commemoration at Gloucestershire Royal Hospital and Cheltenham, our sculpted wire dandelions are proving to be a great success. The official opening of the gardens has been confirmed for Wednesday 21 April 2021 and I am hopeful that, alongside our celebrity gardener Danny Clarke, we will secure another VIP to officially open the garden. The commemoration of our two gardens will be led by our Chaplains Reverend John Thompson and Reverend Katie McClure.

2.6 The **Gloucestershire Cancer Institute Appeal Board** is going from strength to strength and has now attracted four high profile members to support it in its endeavours. Sarah Talbot Williams, formerly Director of Fundraising for University Hospitals Bristol's charity, and credited with the very successful Golden Gift Appeal, has also joined the team.

2.7 As reported last month, under a national initiative to eliminate all **Health Care Support Worker** (HCSW) vacancies by the end of March 20201, the Trust has received national funding to recruit up to 90 HCSW's. The video featuring a wide range of our existing HCSWs, which captured the different motivations for them joining the Trust, caught the attention of more than 100 applicants and job offers to over 70 local people were made as a result of the event. I am delighted to have been invited to address them all when they join a group induction event later this month.

2.8 Although not central to patients (who typically just want to know that their NHS is in good hands) there has been considerable focus nationally and locally on the proposed changes **to** integrated care systems (ICS), set out in the recent White Paper entitled **Integration and innovation: working together to improve health and social care for all**. *One Gloucestershire* is well placed to move ahead quickly with the vision set

out and as such has been selected as a “test bed” to work with regional and national teams on the implementation plans. The next milestone is the appointment of the Chair and Chief Executive, with these pivotal roles expected to have been appointed to by the end of June. The ICS is expected to have commenced in earnest the process of subsuming the majority of the out-going CCGs functions by no later than September 2021.

2.9 Finally, the Trust’s growing reputation as an “employer of choice” resulted in a strong field of applicants for the soon to be vacant **Chief Operating Officer** role. Seven candidates were put through their paces over two days, involving a wide range of stakeholders – internal and external and I am delighted to announce that Qadar Zada, currently Deputy Chief Operating Officer at Dudley Hospitals’ Group will join the Trust on the 1 July. A graduate of the NHS Management Training Scheme, Qadar brings experience of acute, community and mental health services as well as holding office as a local councillor since 2011, during which time he has served as the Cabinet Lead for Health and Social Care, sat on the Health and Wellbeing Board as well as a spell as Leader of the Council in 2018-19.

2.10 Busy, busy…..

**Deborah Lee**
**Chief Executive Officer**

12 April 2021

NHS
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NHS Foundation Trust

World Admin Professionals Day 2021

# Council of Governors

## Wednesday 21 April 2021

World Admin Professionals Day 2021

Join the celebration
21 April 2021

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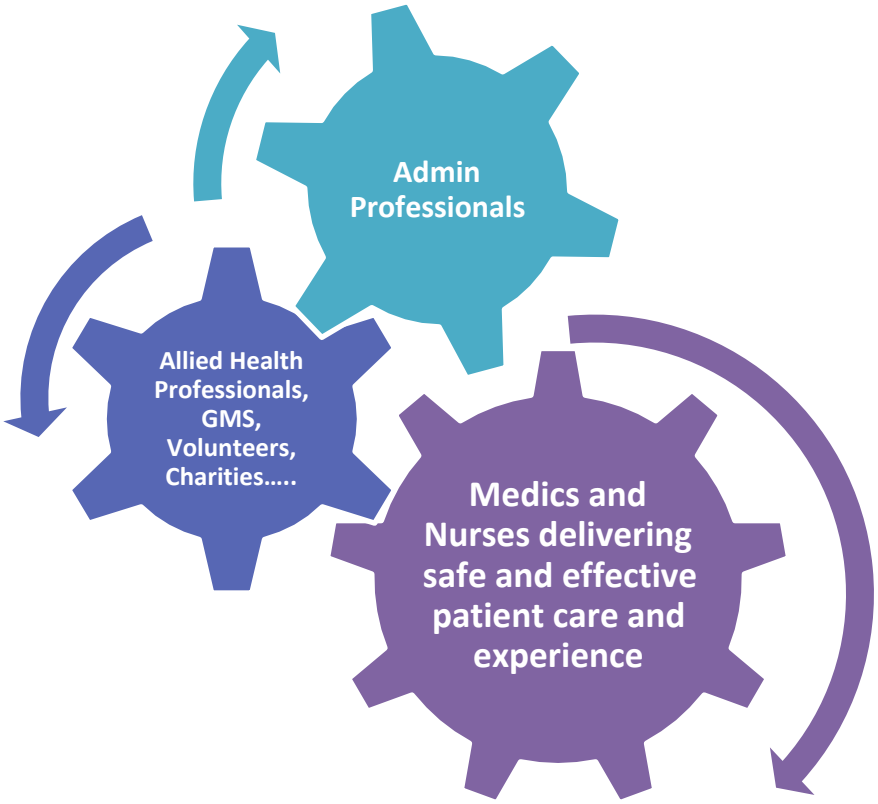
Gloucestershire Hospitals
NHS Foundation Trust

# Background – all part of one team

- Ward clerks, Receptionists, Administrators
- Medical Secretaries and Supervisors
- Bed Managers
- General Managers / Assistant General Managers
- Project Managers / Co-ordinators
- Directors of Operations
- Executive Team and Board

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# Why?

- Perception – “unimportant”, “invisible”, “not part of the team”
- Elected to Non-Clinical Staff Governor, September 2020
- Culture - Recognise and Thank
- Open up channels of communication / engagement
- Listen / gather themes / 360 degree feedback
- ACTION
- Learn, monitor, measure
- Look ahead and plan – Raise the Profile

# Why - recognise and thank?

Admin Professionals provide services that may go unrecognised or unappreciated.

The roles are essential and support clinical services and patient care and experience.

Roles require a wide range of professional skills, organisational skills and diplomacy skills and Admin Professionals are often the 'ambassadors' of the Trust.

Appreciation is its own reward. Studies show that recognising and thanking others improves pride, self esteem and effectiveness – it also positively impacts on patient experience.

In the workplace, it is a primary motivator for productivity, even more so than money. We are wired to seek approval and to reflect on our achievements.

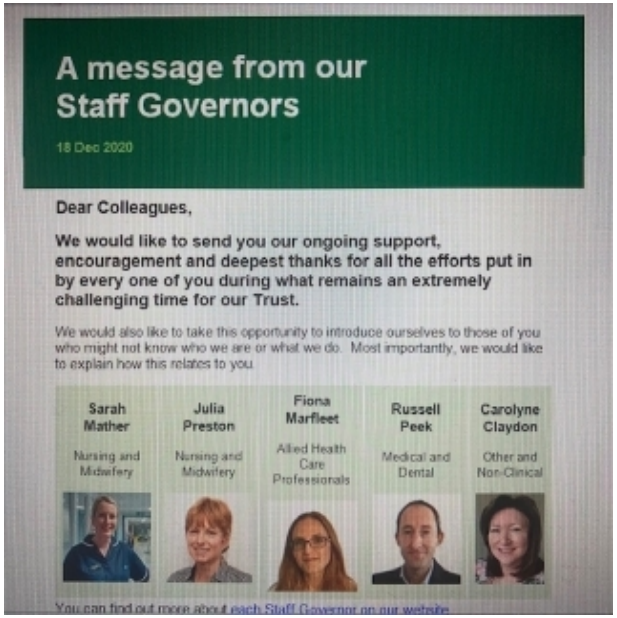
# How? – Improving engagement & communication

Improve channels of communication with ourselves and our staff groups

Create distribution list, send out Staff Governor 'hello' message, What's App Group

What next?

The Thank You

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# How?

- ✓ What does ‘thank you’ look like?
- ✓ What would really be appreciated by our Admin Professionals?
- ✓ What is it in our gift to bestow?
- ✓ Messaging is key
- ✓ Inclusive of everyone in the non-clinical staff group
- ✓ Not a one-off event but just the first step towards ongoing engagement

# How?


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I think the admin staff in T&O have done a fantastic job, especially over this last year. We have been short-staffed, escalating, de-escalating, starting and stopping and they keep coming up with the goods cheerfully, day after day. They are indispensable, and anyone who doesn't think so should try to work without them and see how far they get!"
**Will Mason, Speciality Director, T&O**

"I'd like to sing the praises of the admin staff supporting Health Psychology Services . They have had a huge amount of change over the past 18 months for multiple reasons, and I think come out the other end with a flexible, sensitive and professional admin service we can be proud of".
**Aileen Thomson, Consultant Clinical Psychologist**

"I would love to see our teams recognised for the incredible work they do 'behind the scenes' that keeps the Trust running".
**Alex Gent, Head of Shared Services**

"We'd be very keen to support this within Palliative Care & Oncology: we'd promptly fall in a heap without our admin staff!"
**Dr Sam Guglani, Consultant Oncologist**

"I think that the medical secretaries should be highlighted this year as they have been the backbone of all the teams during the Covid pandemic."
**Julie Peart, Gastro Medical Secretary Supervisor**

"During these unprecedented times I feel like the administration behind the NHS is the back bone of our trust. I am proud to be part of the administration team as a medical secretary"
**Amy Walding, Senior Supervisory Medical Secretary, Haematology**

World Admin Professionals Day 2021

Join the celebration
21 April 2021

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# What

| | |
|---|---|
| COMMS | •A dedicated message of thanks sent via global email to all 8,000 GHT staff asking that World Admin Professional Day be recognised and staff thanked – sent from Deborah Lee and Rachael de Caux<br>•Additional messaging on the intranet together with messages of thanks and 'shout outs' on social media. |
| Thank you card and gift | •An A5 'thank you' card with a personal message of thanks from Rachael de Caux posted to the home addresses of all A&C staff, with a Costa Gift Card enclosed for a little treat. |
| Additional gift | •An inscribed commemorative World Professionals Admin Day pen presented in a box for collection from the Charity Offices at GRH and CGH. |
| Videos of thanks | •A video of thanks made by our colleagues, for our colleagues, shared today in the dedicated global email and on the intranet.<br>•A shorter video for sharing on the Trust's social media platforms. |


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# Next steps

## Listening and learning

- Understanding what was good about the event and what was appreciated but also what was not good
- What was learnt that we can take forward in to an engagement strategy
- Using the additional messages of thanks in other ways, such as routine highlighting of admin teams, recruitment videos etc.
- Building on this profile-raising as a first step to moving forward

## Planning for the weeks and months ahead

- Working with Comms and Corporate Governance to put in place an engagement plan for A&C staff
- Exploring ideas such as drop in sessions, J20 Visits for Admin staff, planning head for Christmas messaging, F2F events when restrictions allow, an A&C category at the staff awards, guest appearances on vlogs, possibly an A&C 'Council'….

## Linking into the Governor Engagement Strategy

- Working with fellow staff and public governors to formulate a wider engagement strategy with the support of Corporate Governance, Comms and the Chairman
- The first step planned is the production of a quarterly Staff Governor newsletter
- Supporting the Executive Team by providing feedback from our staff groups on issues important to them and the Trust
-

World Admin Professionals Day 2021

Join the celebration
21 April 2021

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**REPORT TO THE COUNCIL OF GOVERNORS – APRIL 2021**

**From Audit and Assurance Committee Chair –** Claire Feehily, Non-Executive Director

This report describes the business conducted at the Audit and Assurance Committee on 23 March 2021, indicating the NED challenges made and the assurances received and residual concerns and/or gaps in assurance.

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / gaps in controls or assurance |
|---|---|---|---|---|
| **Risk Assurance Report** | Regular assurance report confirming:<br>• Changes to register<br>• New risks (3)<br>• Location of each risk in terms of assurance Committee oversight<br>• Existing/planned mitigations and controls | Discussion included:<br>• Confirmation of continued positive progress in risk management processes and recording<br>• Timescales for completion of repair works to the Orchard Centre<br>• Consistency of reporting of risks to the various Board Committees<br>• The makeup of the delays to treatment risk | By end March 2021<br><br>Still some development work happening to ensure consistency | More work required by Risk Management Group to disaggregate elements of the score and description |
| **Risk Register Deep Dive** | Comprehensive review of all items on register has been undertaken to ensure appropriacy / accuracy etc. especially of some of the | Good evidence of the thoroughness and detail of the review exercise.<br><br>Confirmation that Trust has | | |

| | | | | |
|---|---|---|---|---|
| | longstanding items. | reached a place of good performance in terms of its risk management arrangements. | | |
| **Clinical Effectiveness and Quality Improvement Academy Update** | Confirmation of planned approach to provide assurance tracking and reporting for the various requirements of the Trust e.g. National Audits, NICE Clinical Guidance compliance etc.<br><br>Intention is to have all the requirements brought together and systematically tracked. | Discussion:<br>• Likely effectiveness of compliance tracking across the Trust<br>• How issues are to be identified and escalated<br>• Annual reporting to this Committee on exception basis | Processes described | |
| **External Audit Update** | Deloitte's report confirmed the planned approach to year-end audit; materiality definitions; NB the audit will cover Trust, GMS and Charity.<br>3 risks were highlighted: Property valuation; capital expenditure; management override of controls.<br>The approach that is to be taken to each risk by the auditors was described. | Discussion:<br>• Any likelihood of further developments in terms of COVID national reporting requirements<br>• Any likelihood of repetition of accounts qualification due to impediments to stock valuations. | Remaining areas awaiting further national clarification were highlighted by auditors and FD<br>No | |
| **Internal Audit** | Regular progress report to Committee.<br><br>Confirmed good progress against 2020/21 audit plan for | | | |

| | | | | |
|---|---|---|---|---|
| | both Trust and GMS.<br><br><u>Final reports received:</u><br>**Patient Harm:**<br>Moderate assurance received<br><br>**Financial Ledger**<br>Substantial assurance for design and moderate for effectiveness of controls<br><br>**Charitable Funds**<br>Moderate assurance received | Further more detailed consideration planned for Quality and Performance Committee<br><br>Further consideration by the Charitable Funds Committee to examine charity's infrastructure and to receive assurance re preparedness for scale of activity envisaged for next three years. | | |
| **Internal Audit Annual Plan 2021/22** | Proposed plan for the year presented | Discussion:<br>• Extent of NED Chair engagement to arrive at proposed areas<br>• Whether the plan is sufficiently sensitised to post-COVID dimensions and where does it add value to Recovery<br>• Revised timing agreed for Equality, Diversity and Inclusion audit to 2022/23<br>• Extent of any contingency | Flexibility to be achieved through movement between years | Further review of draft plan within Exec. |

| | | | | |
|---|---|---|---|---|
| **GMS Update** | Confirmation that GMS Board has approved its Audit Plan for 2021/22<br><br>Consideration of GMS Catering and Estates Final Report | <br><br>More consideration to take place in Estates and Facilities Committee. | | |
| **Governor Questions** | How are Committees receiving assurance about the known problems with delayed discharges?<br>Why does that issue not feature in the work of this Committee or Audit Plan when it is known to be significant?<br><br>Where is the Violence and Aggression report being considered further? | | CEO to review Audit Plan with Exec (see above) to ensure it is correctly targeted.<br><br>In People and OD Committee. And at Audit and Assurance Committee via progress report on audit recommendations. | |

**Claire Feehily**
**Chair of Audit and Assurance Committee**
**March 2021**

Gloucestershire Hospitals
NHS Foundation Trust

**REPORT TO THE COUNCIL OF GOVERNORS – APRIL 2021**

**From the Quality and Performance Committee – Alison Moon, Non-Executive Director**

This report describes the business conducted at the Quality and Performance Committee held 24 March 2021, indicating the NED challenges made and the assurances received and residual concerns and/or gaps in assurance.

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| Current covid position and Quality and Performance Report including exception reports from five x delivery groups | Lower numbers of inpatients, no nosocomial infections during this reporting period. Focus on recovery of staff and restoration of services, Mass vaccination programme remains positive. Spike in C difficile numbers noted, with further work in progress, including antibiotic usage.<br><br>Review of the Quality and Performance Report underway, reported that it will take some months. Scope will be shared at April committee. In the interim, a commitment to improve the existing report and focus on | Noting colleague fatigue, what will support most?<br><br>How confident are you about early warning indicators for colleagues? | Assurance that Executives aware of the challenges for colleagues, need for annual leave, time to recover and the importance of the pace of restoration of services. Sighted on the difficult balance of both aspects.<br>Assurance given that no shift in workforce metric at this point, question of whether an increase in planned retirements may feature. Discussed at executive review meetings. | |

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| | assurance. | | | |
| | Quality Delivery Group (QDG) – Amber rating. Update received on multiple indicators including notification of two further never events, poor performance with falls and VTE assessment, both subject to deeper risk reporting at April QDG.<br>Copy of presentation of 'Patient First' in ED, achievements, challenges and plans for improvement | Key question is how we keep the most vulnerable patients safe<br>Fall levels remain high, are the current actions moving in the right direction? | Acknowledged an important area and more work to be done.<br>Indicators of number of bed moves, falls, length of stay and accurate individual risk assessments noted as important. Verbal update that incidence of falls now reducing, aim for | Further consideration of how the QPR can show effectiveness of improvement plan and trajectories, including exception reporting on outputs of detailed work on falls and VTE |
| | Cancer Delivery Group – Amber rating ( debate in Directors Operational Assurance Group of whether green) Validated data continues to show achievement of five/eight cancer standards, hopeful of sixth standard to after validation | Are there any implications of having very strong performance in this area and other areas which may be struggling to achieve?<br><br>How could achievement be affected if colleagues exhausted? | All services are interconnected, assurance given that national prioritisation process continues to be used which will include patients with cancer and also non cancer conditions, based on clinical need.<br>Multi-disciplinary teams play a crucial role in colleague support, same features as in previous response re colleague well-being. | |
| | Planned Care Delivery Group. – Black rating. | What is the current elective bed stock and | Elective care beds back in use and aiming for pre | |

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| | Reporting a slight deterioration in RTT and increase in over 52 week waiting. Diagnostic performance improvement. High level plans shared for customer care hub in addition to elective hub. | how many beds closed?<br><br>Is there an update on the communications plans for those who are waiting? | pandemic levels of elective activity by mid-April.<br>Separate proposal being drawn up which includes the customer care hub, will update committee on aim and progress. | |
| | Urgent Care Delivery Group – red rating Current position remains challenged, with 4 hour performance noted, small improvement in month, not achieving national standard. Verbal update, all beds bar 30 now back in operation. (those closed following risk assessment) Reporting good flow through the department and hospitals. | Previous request for time series breakdown of waiting times post 4 hours (noting importance of 8 hours) still outstanding.<br>Where and how are we tracking any delay related harm?<br>Are there any areas in reporting which need to be developed, would any harm have been flagged earlier if the data reviewed? Should reporting be different as a result of any learning?<br><br>Following governor quality group, there is a | Assurance received on presence of a 30day recovery plan with focus on internal and external actions.<br>Commitment given that this will be included form next reporting period.<br><br>Assurance given that the tracking of 30day mortality takes place at the Hospital Mortality Group. Focus also should be on preventing delay in the first place.<br>Recognised need for review of other metrics in addition to the 4hour standard. | Chair of committee meeting with Chief Nurse w/b 5 April to |

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| | | need to review what data and assurance is provided on mental health waits and care in ED | | discuss further. |
| | Maternity Delivery Group – no rating. First exception report received which brings various work streams into one cohesive plan and dashboard from April onwards. | One of the hardest things to measure is colleague engagement/ leadership, women's and family experiences, how confident are you that you are able to capture this? | Report welcomed.<br>Current dashboard is outcome focussed for women and babies. Assurance given that links with the Women's Partnership in place and maternity champions to ensure voices are heard.<br><br>Importance of the Local Maternity System noted and potential benefits of joining with wider network raised. | |
| Safer Staffing Review | Six monthly report to provide assurance that the Trust is compliant with National Quality Board standards on safe staffing levels.<br>Report showing 12 months data due to pressures of covid. Recruitment has been successful when compared to leavers. HCA turnover reduced. AMU staffing positive. Update on previous recommendations | The range of initiatives is reassuring. Important for Committee to see the reset for staffing levels, how achieved and any gaps.<br><br>Will it be possible to see any workforce benefits due to ePR releasing time to care? | The six monthly report will provide this level of information and confirmed a plan to have budgets aligned and recruitment over the next 12 month period.<br>Impact of nursing recruitment lead evident.<br>To be considered for future report | |

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| | included and plans for the next period. Importance of erostering noted. | What is the timescale for the recommendations to be implemented? | Confirmed within 3-6 months. | |
| | Aim for 60:40 ratio of Registered Nurses/ Health Care Assistants. Investment needed with Medicine Division | | | |
| | Formal review of lessons learnt from covid to be carried out and future plans adapted as necessary. | | Assurance on lessons learnt to be on future committee agenda. | |
| Stroke Services Diagnostic Report and Recovery Plan | Summary of key performance issues which contribute to variable achievement of national stroke domains, including the recovery plan, with a focus on additional specialist staff needed and effectiveness of pathway to and from stroke unit<br>Several standards met, two main areas of non-achievement, admission to stroke unit within 4 hours of admission and swallow assessment within 4 hours of admission | | Assurance received that diagnostic review has identified the areas which need improving. Noted that some time scales for achievement, eg recruitment of staff, may take some time.<br>Delivery of recovery plan dependent on additional funding as well as partnership working with improved internal and external pathway.<br>Progress to be tracked through the executive review process. | |
| Learning from Deaths Report | Process outlined for review of all deaths by medical examiner, use of triggered | Noting usual process of meeting with relatives and getting feedback/ | As this is usually face to face, limited until national guidance about visiting | |

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| | reviews and learning. Mortality rates within expected range in this reporting period. Report notes learning from deaths of people with learning disabilities. | questions to consider in the reviews has paused, when can this be resumed and is there a way this can be done whilst covid restrictions in place?<br>Encouragement to think of creative ways to get relatives feedback within current restrictions. | hospitals changes. | |
| Patient Experience Quarter 3 Report | Comprehensive report on patient experience including latest FFT figures with overall improvement in Trust score, maternity decreased, felt to be due to limitations with partners/visitors. Adult Inpatient survey for 2020 has begun. | One issue noted is of length of time taken for wards to answer the phone to relatives, when will this improve?<br><br>The real time patient feedback indicator remains rated red, committee had previously encouraged innovative approach to progress, what is the plan?<br>Is the patient experience report linked in and used to pick up wider issues, eg within Healthwatch reports? | It was felt that the re-instatement of visiting was key to improving this, felt to be sufficient ward clerk cover. Will continue to be monitored.<br>Agreement to review approach and make wider links. | |
| Risk Register | Review of any new, increased, decreased risks. Detail included of proposed | Noting clinical audits to take place at the end of the year, is there merit in | Audit timetables can be changed through agreement/ approval of | |

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| | county-wide serious incident review of covid nosocomial infections and duty of candour with October 20921 timeline. Detail on delay related harm and deep dive analysis being undertaken on patients with stays of over 8 hours in ED. | rescheduling to compliment the review? | QDG. | |
| Serious Incident Report | New serious incidents and never events reported. One action plan closed. Pressure on timely complaint responses and serious incident investigations affected by covid pressures. Use of case note review noted with the closed action plan. | Noting a backlog in complaints handling, how has capacity to improve been linked with the mass communications which will be sent to patients waiting for planned care? | Three month update requested by Committee. | |

**Alison Moon**
**Chair of Quality and Performance Committee**
**27 March 2021**

Gloucestershire Hospitals
NHS Foundation Trust

**REPORT TO THE COUNCIL OF GOVERNORS - APRIL 2021**

**From: The Finance and Digital Committee Chair – Rob Graves, Non-Executive Director**

This report describes the business conducted at the Finance and Digital Committee held on 25 March 2021, indicating the NED challenges made and the assurances received and residual concerns and/or gaps in assurance.

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| **Digital Programme Report** | Detailed Digital Programme Report highlighting<br>• Order Communications (order comms) had gone live in the Women's and Children's division<br>• EPR functionality had gone live in Cheltenham Emergency Department (ED) with positive feedback received. The Trust would now be able to comply with emergency department data reporting.<br>• The next major EPR go live would include order comms in theatres and outpatients.<br>• The Trust had opted to be part of the newly-formed N365 product offering; a specially | With the high level of deployments currently underway how is the team?<br>Is the ICS committed to continuing data sharing between GPs and our Electronic Patient Record system<br><br>Do Trust systems have access to other ICS organisations patient data? | Currently energised but a period of decompression will be need in July and August<br><br>There are some reservations due to past experiences associated with an excessive acute focus<br>"Joining Up Your Information" (JUYI) provides access to some primary care information but it is an outmoded model | Need for system wide communication and development initiatives |

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| | developed Microsoft Office 365 for the NHS developed by Accenture, Microsoft and NHS Digital, which would be an expansion of the NHSmail platform.<br><br>• The Trust was now required to have an appointed Data Protection Officer (DPO) in order to be compliant to the requirements of the UK General Data Protection Regulation (UKGDPR). | How will staff be informed of the impending move to N365?<br>Might the Trust be in a detrimental position at the end of the 3 year contract? | Detailed implementation in hand<br><br>The decision has been made at ICS level and it is the logical choice. There is a risk that there could be a cost disadvantage in the long term long but that does not outweigh the benefits | Review the plan at Committee |
| **Financial Performance Report** | Review of the month 11 financial position which in-month recorded a £3.88 million surplus compared to a plan of £1.05 million deficit. The in month gain reflects lower variable costs from reduced activity (c.13% below plan, restrospective true-up payments and Elective Incentive Scheme payments for months 7 & 8. The year's estimate is under review pending national and system adjustments | Will the significant increase in accruals notably for the late surge in booked capital spending cause any concern to the auditors? | No, all accruals are supported by appropriate documentary evidence. The auditors have already been advised of the exceptional level of activity in the closing weeks of the year. | |

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| | expected in month 12 | | | |
| **Capital Programme Report** | Detailed review of the plans to spend the year's allocated funding of £39.1 million plus £3.8 from donations and government grants. Comprehensive projections for the final month of the year indicate March spending of £16.9 million resulting in a minor in year overspend.<br>National guidance for 21.22 spending shared.<br>Draft major programme summary for 21/22 reviewed | Is the allowance for backlog maintenance adequate at £2.5 Million?<br><br>What programmes have been omitted following prioritisation/affordability review? | Across all major programmes the total is c. £4.2 million and further sums may be available. | Ensure future summaries make total backlog maintenance spend clear<br><br>Summary of excluded programmes to be provided |
| **Ensure total backlog maintenance spe d is visble in future summaries**<br>**Service Line Reporting** | The Committee was briefed on the changes to the Approved Costing Guidance and requested to support a recommendation to postpone the preparation of Service Line Reporting | | The Committee was assured by the comprehensive paper and the logic supporting the proposed postponement | Further review following focus on improved costing methodology. Date TBD |
| **Planning Budget Setting** | Update of the current approach to budget setting in the absence of a national framework. Key points:<br>- Current funding arrangements will remain in place for Q1 with the expectation of new planning guidance | With preliminary indication of a deficit at Trust and system level will this be acceptable? | The local position is not dissimilar for many Trusts. Uncertainties around the prudency of current income assumptions make it early to draw firm conclusions on acceptability.<br>The Committee was assured that basic | Monthly Review will continue pending finalisation of guidance and forecast results |

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| | for Quarter 2 – 4<br>- Internal expenditure budgets being prepared based on 20/21 month 6 levels with relevant adjustments<br>- Financial modelling underway to address different activity scenarios based on expected capacity | | operational expense budgets will be in place for the new year | |
| **Update on Progress of GENMED VAT Challenge** | The committee received an update on the activities and timeframe of this dispute between the Trust and HMRC | | The committee was assured by the process described and the source of professional advice | |
| **Cost Improvement Programme** | The Head of Programme Management briefed the committee on the approach being taken to establish a change of narrative from cost control to financial sustainability and transformation | Is the cultural and transformation change driven by Executives and not just Finance? | Operational Executives support the approach and are keen to support doing things differently including deploying new skillsets and a longer timeframe approach to project time horizons | |
| **Finance Risk Register** | Detailed commentary on new and existing risk register entries. Notable is the addition of risks associated with ageing financial systems | | These are not new topics and the Committee is assured that the issues are understood. | Regular review required to ensure long term solutions are deployed |

**Rob Graves**
**Chair of Finance and Digital Committee**
**31 March 2021**

Gloucestershire Hospitals
NHS Foundation Trust

**REPORT TO THE COUNCIL OF GOVERNORS – APRIL 2021**

**From Estates and Facilities Committee Chair – Mike Napier, Non-Executive Director**

This report describes the business conducted at the Estates and Facilities Committee held 25 March 2021, indicating the NED challenges made and the assurances received and residual concerns and/or gaps in assurance.

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| GMS Chair's Report | Blockages in the waste systems caused by disposed wet wipes is costing the Trust approx. £25,000 a year to resolve. | Awareness across the Trust needs to be raised. | GMS to take up with relevant Trust executives. | |
| | | Is the compassionate leadership programme being taken up by GMS leaders/managers? | Compassionate Leadership is fully supported by the GMS Board and is being heavily promoted across the organisation. | |
| Contracts Management Group Exception Report | GMS performance is meeting or exceeding all contractual KPIs for Jan'21 with exception of PS02 – Urgent Portering. | What is the cause? | This is due to excessive demand during the month of January, when the Co-19 impact was being most acutely felt. While data is not yet available, no concerns have been reported for February. | |
| | An independent national review of NHS hospital food has been carried out, with a number of recommendations | The recommendations are very extensive with significant cost implications – will they | The report is still be considered by the Trust and GMS, so there is no confirmed action plan. | The Catering Business Case will be presented at a future Committee meeting. |

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| | made for GHFT. | be implemented? Also, will patients be consulted? | There is a need to re-group post-Covid on the programmes of work that were in progress to ensure they are still relevant and will focus on the issues raised by the nation review. This should include work being led by our Dietetics team and patient engagement. | |
| GMS Business Plan 2021/22 | The GMS Plan was presented for approval. | Trust Finance has not approved the financial plan. Given the uncertainty of the NHS financial regime, any approval would need to be subject to possible change. | The uncertainty was acknowledged by GMS. The plan addresses ongoing business acivities. Any new investment would be subject to future Business Cases. | GMS Business Plan also needs to be approved by the Finance and Digital Committee and will go to their next meeting in April. |
| | | There is little reference to the Strategic Site Development Programme – should it be more prominent? | GMS agreed to revise the Plan to take more explicit account of the Programme. | |
| | | Backlog Maintenance is a major issue for the Trust, but hardly mentioned in the Plan. | GMS have a number of initiatives relating to improving their Asset Management capability. These will be added to the Plan | While the Plan was approved subject to sign-off by Finance and the addition of these two areas, the Plan will need to be re-presented to Committee for information. |
| Strategic Site Development | It was reported that the Full Business Case has passed | | This remains on the critical path and any delay could | |

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| Programme | the local NHS review and is now with the national team. It is then tabled for approval at the DOHSC Joint Investment Committee's meeting on 27th May. | | impact the construction programme. | |
| Risk Management Process | A paper was presented that reported on a deep-dive analysis of all Estates and Facilities related risks logged in the Trust's various risk registers. There are 27 risks with an EFD suffix on the Risk Register and 62 E&F risks identified across all registers. An action plan was presented for a review of these risks to ensure that we have an up-to-date status on the risks and related controls. | This represents a good piece of staff work and the recommendations to review the aged risks and related controls is now required. We should also ensure that all risks remain valid, check if there are further risks to be logged and then an aggregated view of all E&F risks can be considered. | The recommendations of the deep-dive were agreed. | A detailed report on the outcome of the actions, plus further reconciliation, will be presented to Committee at the July meeting. |
| | | The Orchard House risk of personal injury being caused by the leaking roof appears to be a case of "closing the stable door after the horse has bolted" – are there other similar risks that need to be identified? | The poor condition of Orchard House has been known for some time, as is the case for some other buildings. The 6-facet survey will include an up-to-date review of the condition of the estate and risks will be reviewed in the light of that. | Awaiting outcome of the 6-facet survey. |

**Mike Napier**
**Chair of Estates and Facilities Committee**
**26 March 2021**

Gloucestershire Hospitals
NHS Foundation Trust

**REPORT TO THE COUNCIL OF GOVERNORS –APRIL 2021**

**From the People & Organisation Development Committee Chair – Balvinder Kaur Heran, Non-Executive Director**

This report describes the business conducted at the People and Organisational Development Committee on 23 February 2021 indicating the NED challenges made and the assurances received and residual concerns and/or gaps in assurance.

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| Risk Register | People and OD Delivery Group are monitoring the increase in mental health absence. The COVID19 related anxiety and depressive disorders risk has not increased. The Trust provision for improving mental health support continues with appointment of new psychology roles and roll out of TRIM.<br><br>From a service point of view the Trust has good health and wellbeing services for both proactive and reactive purposes. | Will Board receive a staff/people recovery plan alongside the operational recovery plan?<br><br>Will the rollout of trauma training impact operationally? | Divisions are thinking and planning recovery and giving thought to how staff may have time to recover. This will be subject to national planning and expectations which are yet to be published.<br><br>Roll out has been fast tracked to meet Divisional demand. There is flexibility of training provision. There will be 24 sessions over 6 | The Committee were assured that work was on-going to support the increased absence rates linked to mental health and would be kept updated on any issues.<br><br>People recovery plan will form part of the Board recovery paper scheduled for May.<br><br>Committee assured that training slots and approaches were flexible to work around shifts and availability and Divisions encouraged to nominate staff |

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| | | How do we help staff before they ask for it? | months (Reaching 250 people). Divisions were asked to nominate people who had capacity to take on this role.<br><br>There are lots of ways we seek out staff who may need help from TRIM, dedicated resource on resilience training, Peer Supporters, 2020 hub, role of the Team Support Group in determining areas which may be in need of help, proactive deployment of Psychological Link Worker. | where capacity allowed.<br><br>An update on gaps/Divisions not able to nominate sufficient resources to be provided to the Committee. |
| Gender Pay Gap | The Trust has an overall Pay gap of 28.6% in favour of males impacted largely by medical grades. The committee were advised on the impact Terms and conditions have in establishing this gap - pay based on length of service, given we have more men with longer service. CEA awards historically favoured those who worked above contract hours which had a disproportionate impact on | Are the national terms and conditions aligned with the Equality Act?<br><br>64% of Trainee doctors are female and this may neutralising the gap in time, but many females leave. How can we mitigate that? | The national terms will have had an equality test at point of design. National agenda on changing the terms and conditions is complex. NHS Employers are consulting on new CEA awards and SAS doctor grades where BAME doctors are well represented.<br><br>There is a lead representing doctors who | Committee assured that the work on the pay gap was being reviewed in line with national guidance and consultations with national bodies would provide greater insight on impact on terms and conditions.<br><br>Requested that the Committee receive updates on progress. |

| Item | Report/Key Points | Challenges | Assurance | Residual Issues / Gaps in Controls or Assurance |
|---|---|---|---|---|
| | females.<br><br>Over the last few years, the Trust has worked with female doctors to apply for CEA awards and proportionately female applicants are now more successful than males.<br><br>For agenda for change grades the gender pay gap is 3.9% in favour of males. | What are the issues with seniority for females? Why with the percentage of females within the Trust do we have a fewer females in senior leadership roles. | work part time and issues are raised in the Speciality Dr forum. Medical staffing and Education teams provide coaching and support to junior doctors, including education support. SAS Doctors support is best in class and would be a good model to replicate.<br><br>The issue with seniority of females is being picked up within the Equality, Diversity and Inclusion agenda. | Requested that the Committee receive updates on progress. |

| | | | |
|---|---|---|---|
| **Staff Survey Results** | The staff survey is under embargo and the committee received a confidential briefing. | Outcomes/action plan to be reported to PODC | |
| **Employee Relations Report** | Dido Harding's letter of recommendations from 2019 were discussed and have been met | The committee were assured of the report and the committee asked to see | Case work detail provided to the Committee in October 2020 and will be provided again in April |

| | | | |
|---|---|---|---|
| | Assurance of ER case management is provided through the People and OD Delivery Group governance and will come on a quarterly basis to the People and OD Committee.<br><br>Key actions outlined in October have progressed and were discussed. A further action has been added regarding the requirement to treat harm from an ER process as a 'never event'. | the data behind case work. | 2021 and on a quarterly basis thereafter |
| **Sustainable Workforce Review and Education, Learning and Development** | Highlights included:<br>- 268 apprentices a growth of 48 and the range of qualifications have risen from 34 to 41.<br>- Our partnering universities are keen to increase the student numbers and HEE have supported this with funding. GHT made good early progress increasing placements by 30% in 2019/20 to over 650,<br>- Many courses are now run virtually, resulting in time and cost-savings with only a minimal loss of activity – and no loss in quality.<br>- Work force plans are in place<br>- Succession planning for model employer aspirations is under way | What is the impact of the digital agenda – are any staff members being left behind?<br><br>What are the greatest risks and concerns for the education teams and are you confident with your mitigations? | The Trust is offering blended learning and some training is still face to face but there may be some colleagues that aren't digitally enabled and could struggle with the approach but the objective of the learning teams is to try to provide a mixed approach.<br><br>Capacity and burnout. Some staff in operational areas and concerned teams are stretched too thinly. Priorities for the next year must be managed including how to evaluate training in a virtual world and how we can research the impact of this. |

**Board note/matter for escalation**

None

**Balvinder Kaur Heran**
**Chair of People and OD Committee, 23 February 2021**

Gloucestershire Hospitals
NHS Foundation Trust

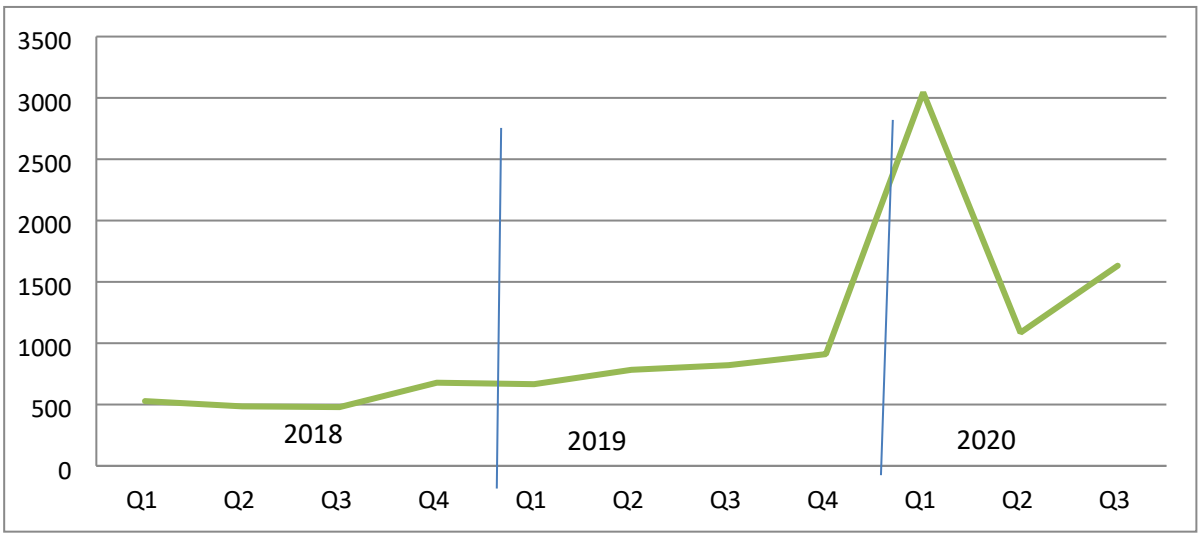
**COUNCIL OF GOVERNORS – APRIL 2021**
**Microsoft Teams – commencing at 14:30**

| **Report Title** |
|---|
| **Quarter Three Patient Experience Report – October - December 2020** |
| **Sponsor and Author(s)** |
| Author: Katie Parker-Roberts, Head of Quality and Freedom to Speak Up Guardian<br>Sponsor: Steve Hams and Carole Webster, Joint Executive Directors of Quality and Chief Nurse |
| |

Purpose
This paper represents a regular quarterly report to the Quality and Performance Committee to provide assurance that the Trust reviews patient experience risks, patient experience data and insights and provides an update on patient experience improvement activity across the Trust in Quarter Three of 2020/21.

Key Issues to Note:

**PALS**
During the pandemic, the PALS team and Patient Support Service have seen a huge increase in the volume of calls received, as seen in the chart below:

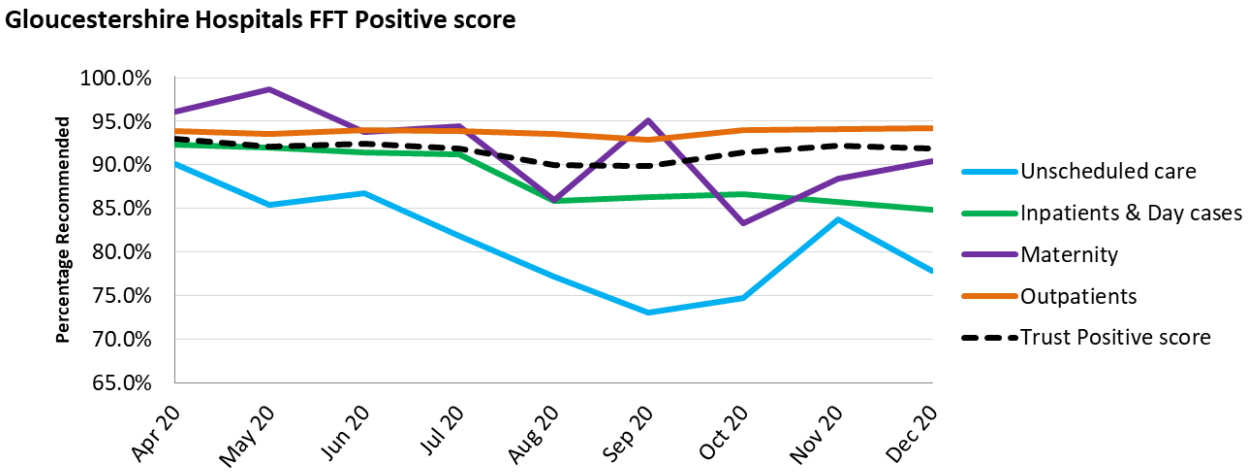



- Over 40% of all concerns related to lack of communication with the majority coming from the medical division. These concerns were mainly because of difficulties experienced by relatives not being able to get through to the wards on the phone or because promised updates never materialised. The PALS team are working with the ward clerks and divisional nursing colleagues to look at how we can work together to support ward teams to keep relatives updated and improve communication. This includes developing a facilitator volunteer role as part of the PALS team to support patients and relatives with video and telephone calls. Updates on this work will be provided through QDG

- Lost property is becoming a major issue particularly during the pandemic when patients are moved more often between wards and sites. Paper work does not seem to be

completed and there are often no checks that patients have their belongings when being moved. Work has begun with a number of colleagues including PALS, security, estates, counter fraud and bereavement to review our current processes for lost property. This includes property being collected by bereaved relatives, which has caused great distress for a number of people. A process review is happening with PALS, security and divisional colleagues to review how support teams can work with wards to improve the way we manage property and reduce the number of lost property claims being made, to improve the experience of our patients and their relatives. Updates on this work will be provided through QDG

## Friends and Family Test (FFT)




- There were 22,761 FFT responses in Q3, and 13,544 free text comments
- The overall Trust FFT positive score was 91.7% for Q3. This is an increase on Q2, but still down compared to Q1.
- The average number of responses received each month in Q3 was 7,587. This is an increase of 8.7% compared to Q2, and nearly double the amount received in Q1.
- The feedback in the free text comments does show a link between ED experience and inpatient score – as the experience in ED is often referred to by inpatients after discharge, and seems to affect their overall experience. During this particularly busy quarter with the recent increase in Covid cases, there has been feedback about long waiting times; both to get onto the ward and for discharge. It remains important that with reduced visiting, communication with next of kin plays an important role in the overall experience of patients, family and friends. This feedback will be reviewed as part of the wider patient experience improvement work in ED, which is being monitored through QDG

National Surveys

All national surveys have been paused due to Covid, but we now have an updated schedule for these surveys in 2021. The first reports received will be the Adult Inpatient Survey and the Unscheduled and Emergency Care Survey. We will receive initial reports in the summer, which will be reviewed through QDG and triangulated with existing data to inform patient experience improvement plans.

Actions being taken by Trust:

- Communication with wards and lost property projects are being piloted, working with PALS, divisions and other colleagues to identify how we can reduce the number of concerns raised with PALS in this area. This will be monitored through QDG.
- Meeting planned to triangulate patient experience data sources in Maternity services,

including PALS, FFT, National surveys and Maternity Voices feedback
- Medicine developing Divisional Patient Experience Group to bring focus to patient experience improvement agenda
- Head of Quality meeting with DDQNs to develop mechanisms for reviewing data to inform improvement plans within divisions

**Recommendations**

To note the report for assurance

**Impact Upon Strategic Objectives**

The plan will help deliver against the following strategic objectives:
- Outstanding care
- Quality Improvement
- Involved people

**Impact Upon Corporate Risks**

Patient Experience Risks identified in report have been given an amber assurance rating, as in the main, there are appropriate procedures and controls in place to mitigate the key patient experience risks reviewed albeit with some that are not fully effective.

**Regulatory and/or Legal Implications**

Patient experience regulated through CQC as part of inspection process, and used for national benchmarking and reporting

**Equality & Patient Impact**

By focussing on improving patient experience across services we aim to make our services accessible and offer the best outcomes for all

**Resource Implications**

| | | | |
|---|---|---|---|
| Finance | **x** | Information Management & Technology | |
| Human Resources | **x** | Buildings | **x** |

**Action/Decision Required**

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| For Decision | | For Assurance | **X** | For Approval | | For Information | **X** |

**QUALITY DELIVERY GROUP – FEBRUARY 2021**

**QUARTER THREE PATIENT EXPERIENCE REPORT: OCTOBER - DECEMBER 2020**

1. **Purpose of Report – Quality Strategy Delivery Update for Caring and Equality**

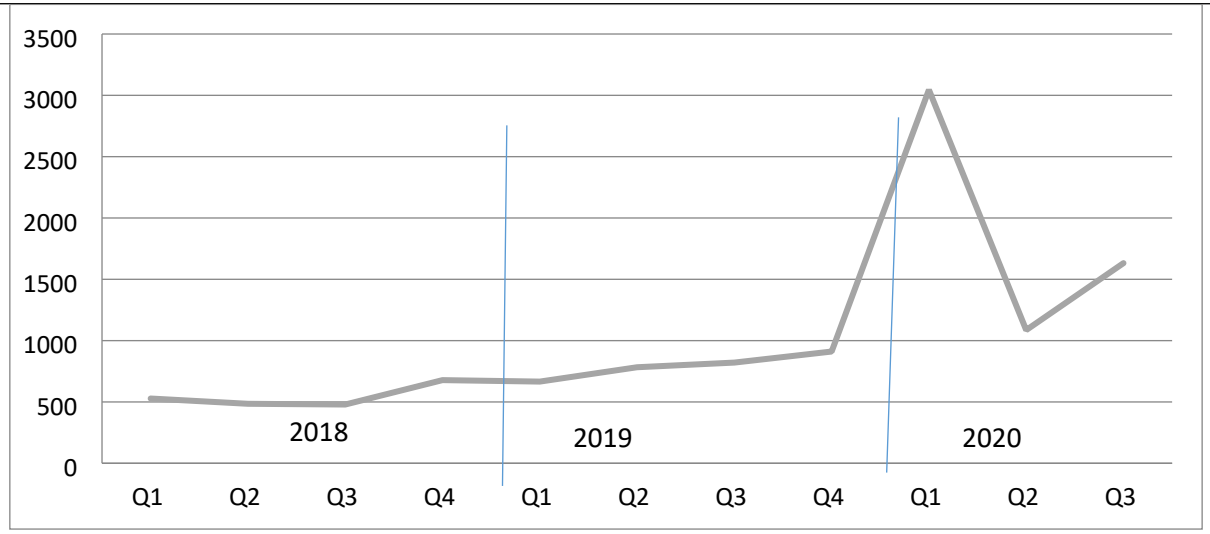
   This paper represents a regular quarterly report to the Quality and Performance Committee to provide assurance that the Trust reviews patient experience risks, patient experience data and insights and provides an update on patient experience improvement activity across the Trust in Quarter Three of 2020/21.

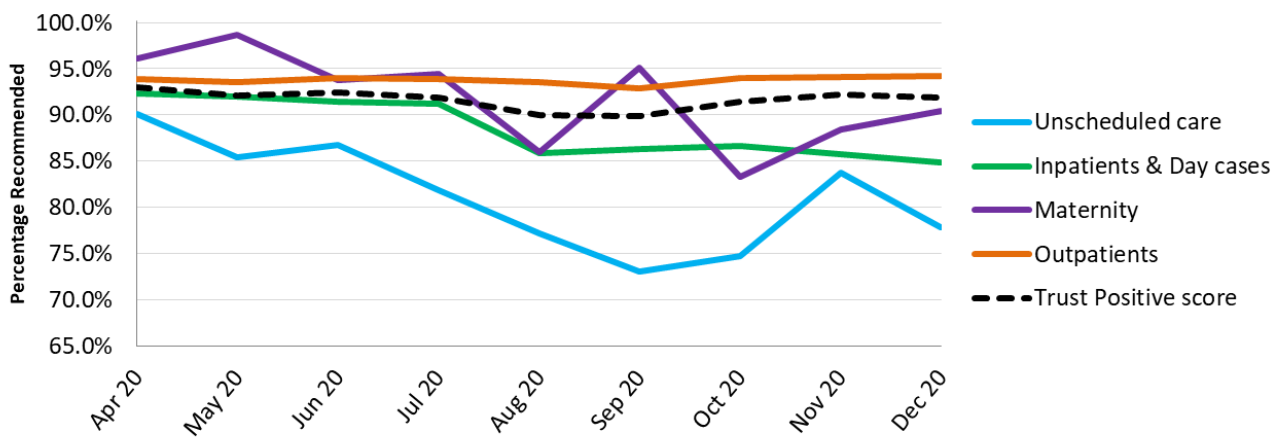
2. **Summary – Headlines**

- National Friends and Family Test (FFT) reporting is restarting to include the data from December, but this won't be published nationally until April when 3 months of data has been gathered. Although benchmarking for FFT is challenging as organisations use different methods for gathering FFT data, we will review our results against our peer group to identify potential comparators and areas for improvement
- The Patient Information team are working with the Library Service and Communications team to develop a new template for patient information leaflets to ensure they are accessible and engaging, in line with the Accessible Information Standard, and to ensure that we promote evidence based literature for all of our services and leaflets
- Work has begun to develop a Disability and Deafness Hub on the Trust intranet and website, to support our colleagues and patients with reasonable adjustments and ensuring our services are accessible. Metrics will be identified for ongoing monitoring and development of this service
- The table below provides an update on FFT, Patient Advice and Liaison (PALS), Patient Support Service and National Survey data in Q3, and the Quality Strategy Delivery Plan provides an update of patient experience improvement programmes in Q3.

Patient Experience Update – Quarter 3 (October-December 2020)

| Metric | Data | Comments/Update Q3 |
|---|---|---|
| PALS and Patient Support Service | The graph below shows the numbers of calls received for PALS and the Patient Support Service: | During the pandemic, the PALS team and Patient Support Service have |

| | | |
|---|---|---|
| |  | seen a huge increase in the volume of calls received. In Q1, this was mainly an increase in the Patient Support Service calls, as the majority of activity in the Trust was paused during this time, so the PALS calls decreased. In Q3, the number of PALS calls received was similar to the number of Patient Support Service calls, due to increased activity in the hospitals as well as visiting restrictions being in place. Further details and breakdown of the PALS and Patient Support Service calls and themes can be seen within the report. |

<table>
<tr>
<td>Friends and Family Test data</td>
<td>
Gloucestershire Hospitals FFT Positive score<br>


</td>
<td>
• There were 22,761 FFT responses in Q3, and 13,544 free text comments<br><br>
• The overall Trust FFT positive score was 91.7% for Q3. This is an increase on Q2, but still down compared to Q1.<br><br>
• The average number of responses received each month in Q3 was 7,587. This is an increase of 8.7% compared to Q2, and nearly double the amount received in Q1.
</td>
</tr>
<tr>
<td>National Surveys schedule</td>
<td>
Due to Covid, the national survey programme had been paused. Our latest scores across the surveys for kindness, dignity and respect are shown below:<br><br>
<table>
<tr><td>Urgent and Emergency Care Survey 2018</td><td>Respect and dignity<br>for being treated with respect and dignity</td><td>8.9/10</td></tr>
<tr><td>Children and Young People’s Survey 2019</td><td>Dignity and respect<br>for parents and carers saying they were treated with dignity and respect by staff looking after their child</td><td>9.2/10</td></tr>
<tr><td>Maternity Survey 2019</td><td>Respect and dignity</td><td>9.4/10</td></tr>
</table>
</td>
<td>
The New Mothers’ Experience of Care survey data was received in Q3, and the Patient Experience team have arranged a workshop with maternity colleagues and Picker, to review the data and inform local improvement plans. The Trust took part in this survey on a voluntary
</td>
</tr>
</table>

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<tr>
<td></td>
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<table>
<tr><td></td><td>Being treated with respect and dignity during labour and birth</td><td></td></tr>
<tr><td>Adult Inpatient Survey 2019</td><td>Respect and dignity<br>for being treated with respect and dignity</td><td>9.0/10</td></tr>
</table>
<br>
The survey programme is now being resumed, with the latest schedule details below:<br><br>
2020 Urgent and Emergency care survey<br>
• This will survey patients who attended Gloucester ED (type 1 setting) or Cheltenham MIU (type 3 setting) during August-September<br>
• Fieldwork started in November and will continue till March. The 3rd mailing went out on the 15th December.<br><br>
2020 Adult Inpatient Survey<br>
• This will survey patients on inpatient wards during November<br>
• The sample has been drawn and was submitted in early January ready for fieldwork to begin.<br><br>
2020 Children’s and young people survey<br>
• This will survey patients from November-January 2021 (note this period has been extended due to the National reduction in activity seen in Children’s services since the Covid outbreak)<br><br>
2021 Maternity Survey<br>
• This will aim to survey patients who give birth in February 2021<br>
• Dissent posters will be going up in mid/late January<br>
• Samples will be drawn in March 21, and fieldwork due in April 2021
</td>
<td>basis, and was ranked 3rd of the 12 Trusts participating in the survey.</td>
</tr>
<tr>
<td>Active Volunteers</td>
<td colspan="2">Quarter 3 was a period of the rise and fall of returning volunteers. We peaked at seeing a return of approximately 170 volunteers and then with the onset of the national lockdowns this number has again reduced back now to approximately 100 volunteers</td>
</tr>
</table>

| | |
|---|---|
| | actively coming to our hospitals at this time.<br><br>Footfall continued to gradually increase during the course of Q3 to the point where on average volunteers are helping 2,500 visitors, patients and staff every week. We have 5 welcome desks open across both hospital sites with our 3 main desks being covered between 0800 and 1600 Monday to Friday.<br><br>With the national lockdown severely limiting visitors for patients from 5th November 2020 we were quickly able to reintroduce the highly valuable Patient Belongings Volunteer role on both hospital sites seven days a week. During Q3 volunteers delivered 1,351 parcels to patients across our hospital sites. Additional volunteers were recruited into this specific role to support the growing demand for this service. |

Quality Strategy – Patient Experience Programmes Update

Of the 14 milestones for the patient experience section of the Quality Strategy, 2 have been delivered, 9 are in progress and 3 have been delayed. Some of these delays have been due to Covid, and the impact this has had on our ability to engage with patients, communities and stakeholders, as well as colleagues and setting up the Patient Experience Faculty. Plans are in place to re-launch the faculty with colleagues across the Trust, and we have been using digital tools to run online focus groups and forums where appropriate, to continue our conversations with communities where possible.

Key for Quality Strategy Update table

| |
|---|
| Complete |
| In progress |
| Paused due to Covid |
| Delayed |
| Delayed - critical path impact |
| Not started |

| Action | Comments/Update Q3 | Status |
|---|---|---|
| Roll out of real time survey data across all core services | • Our Real time Surveys were conducted by Volunteers via a tablet with patients while they are still on the ward still under our care. As this involves volunteers moving from ward to ward an interacting directly with patients, the programme was suspended in March due to the Covid outbreak.<br>• Wards were not consistently accessing and using the real time data that was gathered, and the Patient Experience Improvement team are working with AMU to pilot a new electronic method for gathering real time feedback that can be used to support specific improvements within wards or departments | Delayed - critical path impact |
| Patient Experience Dashboards developed for Divisions to access their feedback data. | • Monthly reports are available by ward, specialty and division on the intranet, and accessible to all colleagues, including quantitative and qualitative data.<br>• The team are continuing to develop these and work with our provider to improve the reports that can be extracted from the system. | In progress |
| Patient Experience Improvement Faculty established within the GSQIA to assist staff with their data and developing tools to collect and respond to it. | • Training has been developed within the Academy to support colleagues to improve understanding of Patient Experience Improvement and provide tools and data sources. This continues as part of the Academy training programme.<br>• First meeting of Faculty in March 2020, then put on hold due to Covid. Relaunch planned for April 2021, currently reviewing best approach for engaging teams in this agenda in conversation with divisional colleagues. | In progress |
| Develop systems to map patient experience improvement across the Trust so that other teams can adopt ideas rapidly (roll out of the 7 “spreadly” sins) | • The NHS Future Collaboration platform has been developed, and the Faculty will be one of our internal forums for supporting the mapping and sharing of learning focussed on patient experience improvement across the Trust. | In progress |
| Adapt GSQIA training to include more patient experience measures, tools and techniques | • Training has been developed within the Academy to support colleagues to improve understanding of Patient Experience Improvement and provide tools and data sources. This continues as part of the Academy training programme, and has been adapted to be delivered remotely as well as in person. | Completed |

| | | |
|---|---|---|
| Co-production introduced as our tool of choice and includes staff and patients when we redesign services. | • Co-production being promoted and encouraged through the GSQIA Patient Experience Improvement training<br>• Co-production is a core pillar of the Trust's new Engagement and Involvement Strategy, and a PPI toolkit is being developed to support this | In progress |
| Best Care for Everyone Programme – our continuous improvement patient experience collaborative developed rolled out. | • The Best Care for Everyone Programme was introduced as a pilot for the GSQIA Patient Experience Improvement programme. This initially ran with a number of teams in surgery, and graduation of the programme was postponed due to winter pressures in early 2020, and this was not resumed due to the impact of Covid. This work has been stopped now, as the patient experience improvement modules have been developed and integrated into the GSQIA training, using the learning from this pilot. | Completed |
| Person Centred Care Charter (EDS2 equality objective) in progress being developed with staff. | • Children and Young Peoples' Service are developing a Charter in partnership with the Youth Forum<br>• Although face to face engagement has been paused, a wide range of community organisations have been contacted to contribute to the person centred care charter work, and there are plans to set up focus groups using MSTeams or Zoom | Delayed |
| Programme of Always Events started with involvement from staff and patients. | • Covid stopped progress of this work; looking to continue this as part of the Engagement and Involvement Strategy work | Paused due to Covid |
| Community engagement and listening events held (EDS2 equality objective). | • Although face to face engagement has been paused, focus groups and listening events have continued using digital tools. This includes a regular Hospital Reflections group, working closely with local carers to develop a new Carers handbook | In progress |
| Roll out of the work to embed our values and define associated behaviours for staff. | • Trust values and behaviours have been launched, and the Leadership and OD team have launched a Compassionate Culture training package. There are further plans to embed this, including introduction of training packages, guides and tools to support better conversations focussed on resolution. This work continues to be supported by the Freedom to Speak Up Guardians. | In progress |
| Deliver an improved Patient Advice and Liaison Service | • Due to Covid, PALS team are no longer visiting the wards. There have been huge changes to the service, including the development of the 7 day Patient Support Service to support patients and | In progress |

| | | |
|---|---|---|
| (PALs) by having a more responsive model with PALs staff visiting wards and service areas. | relatives while we have restricted visiting. The team have been adaptive and responsive, and have seen a huge increase in the number of calls during this time as illustrated in the above dashboard. The team are also introducing a virtual PALs offer in Q4, using Attend Anywhere, to provide as many options for patients, relatives and colleagues as possible, and to support greater connection with the wards | |
| Update of our policies and processes for using our volunteers to help to measurably improve outcomes for people within our services. | • Volunteer numbers have changed throughout the Covid period; in Q3, this peaked at 170, with approximately 100 volunteers currently in roles. This includes manning the reception desks, running the Patient Belongings drop off service which has so far managed over 4000 patient belongings since its introduction, and a new role to support the Edward Jenner Vaccination Hub | In progress |
| Deliver our priorities for patient experience quality improvement that are aligned and where the need for improvement is greatest (to be reported in the Quality Account) | • We have a number of patient experience improvement priorities within our Quality Account for 2020/21, and plan to continue a number of these into 2021/22. These are informed by our national and local survey programmes, our FFT feedback and our PALS data, and the 2021/22 priorities are in the process of being agreed. | In progress |

3. Trust Overview

## Friends and Family Test (FFT) Summary data

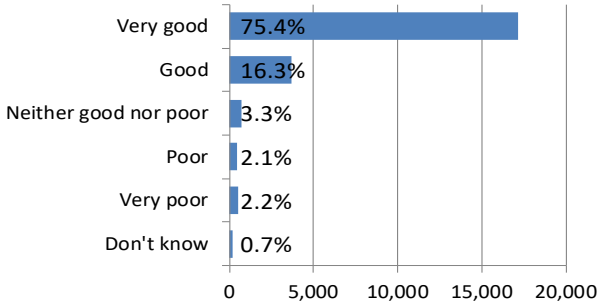
The Q3 data and responses shown below were all gathered at the time of the second wave of Covid, and increased lockdown restrictions. The hospitals were seeing increased numbers of patients, and managing both Covid and non-Covid pathways across our teams, which meant there were huge operational challenges and pressures across our services during this time.

There were 22,761 FFT responses in Q3, and 13,544 free text comments. The average number of responses received each month was 7,587. This is an increase of 8.7% compared to Q2, and nearly double the amount received in Q1. As well as an increase in the number of responses, the overall Trust positive FFT score has improved, from 90.5% in Q2 to 91.8% in Q3.

| | |
|---|---|
| **Date:** Oct-Dec | **Site:** (All) |
| **Division:** (All) | **Care Type:** (All) |
| **Ward/area:** (All) | **Specialty:** (All) |

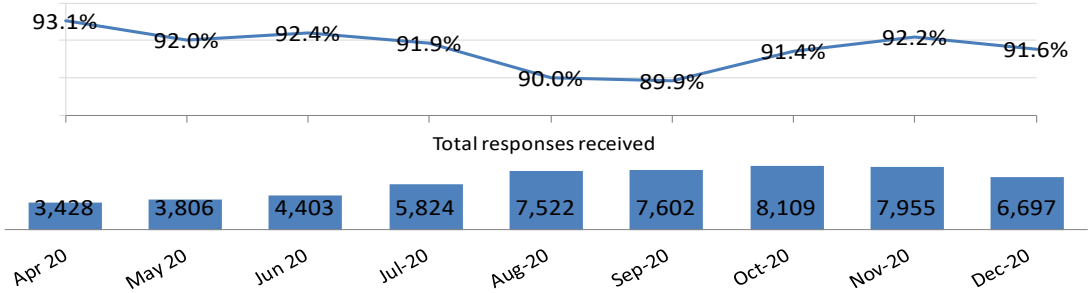
**Question 1:** Overall, how was your experience of our service?

| Answers | Responses |
|---|---|
| Very good | 17,163 |
| Good | 3,715 |
| Neither good nor poor | 744 |
| Poor | 475 |
| Very poor | 505 |
| Don't know | 159 |
| **Total** | **22,761** |



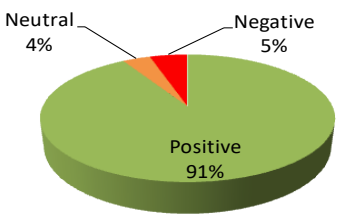

**Question 1: Positive score trend**

The below chart shows the the percentage of positive feedback (very good + good) responses received each month




**Question 2:** Can you please tell us why you gave that response?

| Comments received | |
|---|---|
| Positive | 12,379 |
| Neutral | 493 |
| Negative | 672 |
| **Total** | **13,544** |



Outpatients services FFT scores have remained positive and improved by 0.7% to 94.1% for Q3, and Unscheduled care has also seen an improvement from 77.3% in Q2 to 78.9% in Q3. Work continues in Unscheduled Care, with the Deputy DDQN for Medicine working with colleagues in ED on a targeted patient experience improvement plan, which is being monitored within the division and through Quality Delivery Group.

| Care type | | Q1 | Q2 | Q3 |
|---|---|---|---|---|
| Unscheduled care | Total Responses | 1,875 | 2,653 | 1,733 |
| | Positive score | 87.3% | 77.3% | 78.9% |
| Inpatients & Day cases | Total Responses | 1,907 | 3,095 | 2,783 |
| | Positive score | 91.9% | 87.7% | 85.8% |
| Outpatients | Total Responses | 7,460 | 14,822 | 17,767 |
| | Positive score | 93.8% | 93.4% | 94.1% |
| Maternity | Total Responses | 251 | 331 | 211 |
| | Positive score | 96.0% | 92.4% | 86.7% |
| **Overall Trust Positive score (Quarterly)** | | **92.5%** | **90.5%** | **91.8%** |

Inpatients and day cases have seen a decrease in the positive score reported by patients, from 87.7% in Q2 to 85.8% in Q3, with only a slight decline in the number of responses (3095 in Q2 and 2783 in Q3).

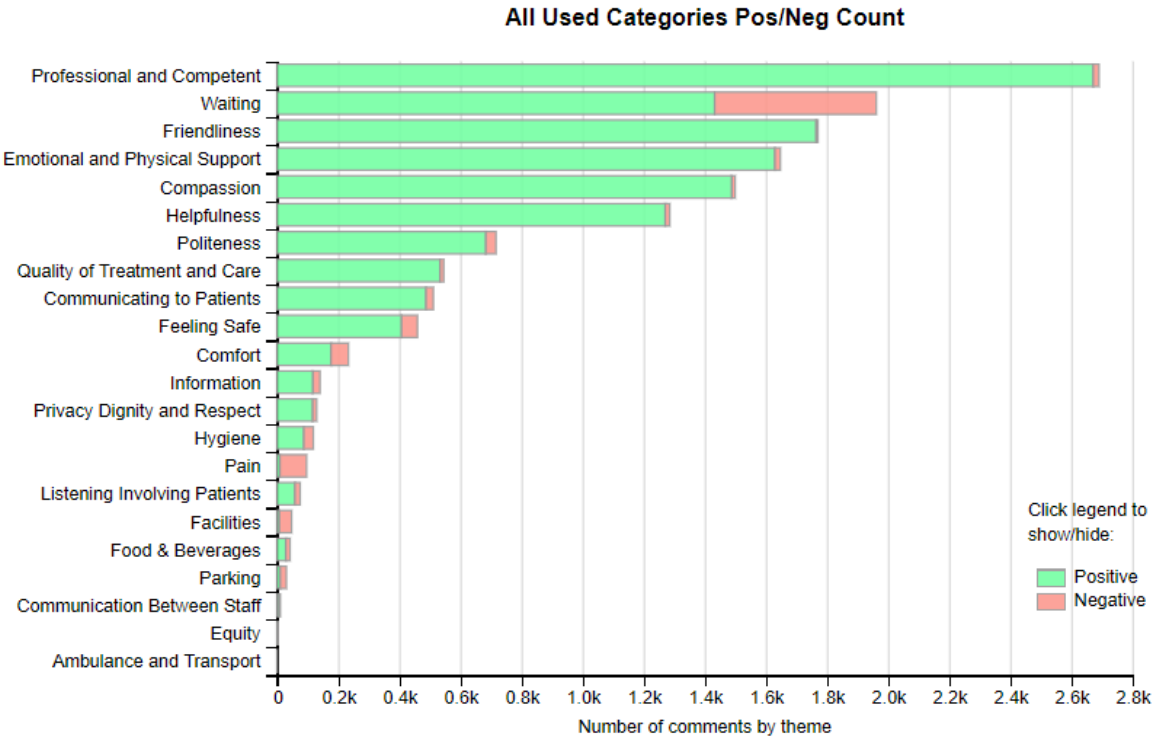
The feedback in the free text comments does show a link between ED experience and inpatient score – as the experience in ED is often referred to by inpatients after discharge, and seems to affect their overall experience. During this particularly busy quarter with the recent increase in Covid cases, there has been feedback about long waiting times; both to get onto the ward and for discharge. It remains important that with reduced visiting, communication with next of kin plays an important role in the overall experience of patients, family and friends. This feedback will be shared with the DDQN for Medicine as part of the wider patient experience improvement work in ED.

The National Adult Inpatients Survey for 2020 has begun, with our samples submitted of patients who stayed with us in November 2020. Fieldwork for this survey is ongoing from the national team, and we expect to receive our report and responses in May 2021. The FFT responses are discussed at Patient and Colleague Experience Group (PACE), with divisional and corporate colleagues, and will be reviewed alongside the latest staff survey results to support triangulation of data and to inform local improvement plans. This work will be supported by the Head of Leadership and OD and the Head of Quality.

Maternity services have also shown a decreasing positive score, from 92.4% in Q2 to 86.7% in Q3. Difficulties during this period continue due to limitations with having partners or visitors around. Generally this is understood under the circumstances; however there have been comments about the need for additional support after having given birth. While on

average the birthing experience is rated highly, 91.3% positive feedback in Q3, the experience on ward after birth is lower – 79.4% on average for postnatal ward feedback. The DDQN for Women and Childrens' Services has arranged for a working group to be set up, led by a matron, focussed on patient experience improvement in maternity services.

Of the 13,500 free text comments received in Q3, 91.5% of these comments were positive. The key themes emerging from these comments are shown below:




Waiting times continue to be the main concern highlighted by patients, which is reflected in our PALS feedback and the increasing number of patients and the challenges of new pathways to manage Covid and non-Covid patients at the height of the second wave.

A full breakdown of FFT responses by division can be seen in Appendix One. Within each division, patient experience is monitored and actions identified through divisional board, regular ward and specialty meetings and executive review. Divisions have set up local patient experience working groups, and the Head of Quality is working with Deputy Chief Nurse to identify what support is needed for further development of patient experience improvement plans, and supporting local working groups within divisions to support this work.

**Patient Advice and Liaison Service (PALS)**

The number of concerns, enquiries and compliments raised via PALS in Quarter Three of 2020/21 is shown in the table below:

| | **Quarter One** | **Quarter Two** | **Quarter Three** |
|---|---|---|---|

| | | | |
|---|---|---|---|
| Concerns | 361 | 624 | 704 |
| Enquiries | 227 | 290 | 159 |
| Compliments | 124 | 130 | 176 |
| Total | 712 | 1044 | 1039 |

Although the overall numbers did not change significantly, there was an increase in the number of concerns and compliments raised, and a significant decrease in the number of enquiries logged. This may be because these enquiries were logged as 'hub' calls; the team received 768 calls and letters via the Patient Support Service, which was put in place to support relatives while we have visiting restrictions at the hospitals.

The need for the Hub service continues particularly as we entered a further period of restricted visiting. During the first period, all calls to the wards that come in via the switchboard were transferred to the Hub. This time the phone number for the Hub was heavily publicised and the switchboard only forwarded those calls where they could not transfer the caller to the ward or department requested. In addition to the calls being received, the letter service is well used and much appreciated.

The table below shows the number of concerns raised in each of the top six themes within in division in Q3:

| | Medical | Surgical | W&C | D&S | GMS | Corporate | Total |
|---|---|---|---|---|---|---|---|
| Communications | 129 | 53 | 12 | 21 | 0 | 12 | 231 |
| Appointments | 28 | 50 | 13 | 25 | 0 | 13 | 129 |
| Clinical treatment | 15 | 47 | 8 | 4 | 0 | 0 | 75 |
| Trust admin/policies/ | 7 | 3 | 3 | 4 | 0 | 55 | 72 |
| Patient Care (Nursing) | 21 | 8 | 2 | 3 | 0 | 4 | 38 |
| Other | 21 | 3 | 0 | 2 | 2 | 1 | 29 |
| Total | 221 | 164 | 38 | 59 | 2 | 85 | 574 |

Over 40% of all concerns related to lack of communication with the majority coming from the medical division. These concerns were mainly because of difficulties experienced by relatives not being able to get through to the wards on the phone or because promised updates never materialised. The PALS team are working with the ward clerks and divisional nursing colleagues to look at how we can work together to support ward teams to keep relatives updated and improve communication. Patients were also concerned about lack of information about their care and discharge plans.

Lost property is becoming a major issue particularly during the pandemic when patients are

moved more often between wards and sites. Paper work does not seem to be completed and there are often no checks that patients have their belongings when being moved. Work has begun with a number of colleagues including PALS, security, estates, counterfraud and bereavement to review our current processes for lost property. This includes property being collected by bereaved relatives, which has caused great distress for a number of people. There is a meeting being scheduled with divisional leads to review how support teams can work with wards to improve the way we manage property and reduce the number of lost property claims being made, to improve the experience of our patients and their relatives.

The 55 concerns raised about Trust admin was due to the number of letters that were sent in the first wave to patients who were on waiting lists to reassure them that they had not been forgotten and apologising for the delays. A lot of patients misread this letter and thought that appointments that they already had were being cancelled. All 55 concerns were raised at the start of Q3, and there have been no concerns raised since, as the PALS team worked with the divisional leads to revise the letter before further batches were sent out to teams, which has reduced the number of calls PALS have received, improving patient experience.

The challenge COVID-19 poses means that clear, concise and timely communication with patients is more critical than ever. NHSE has published guidance called Good communication with patients, and this guidance and supporting documents, present providers with core principles that will help deliver personalised, patient-centred communications to patients who are waiting for care. This has been shared with operational colleagues, and will support ongoing review and development of how we keep our patients informed about potential changes to services, reducing anxiety and concerns raised to PALS.

## 4. **Conclusion**

- Overall, our patients report a mostly positive experience of our services. In Q3 we received 22,761 FFT responses for FFT, and 13544 free text comments. The overall FFT positive score was 91.7% for Q3, which is an increase on Q2 score. Outpatients has shown a consistently positive score, with inpatients and maternity services highlighting areas for improvement, which are being reviewed by divisional leads.
- The average number of responses received each month in Q3 was 7,587. This is an increase of 8.7% compared to Q2, and nearly double the amount received in Q1.
- National Friends and Family Test (FFT) reporting is restarting to include the data from December, but this won't be published nationally until April when 3 months of data has been gathered.
- PALS concerns are at their highest levels this year (704 concerns raised in Q3 compared to 624 in Q2), and the demand for the calls and letter service on the hub continues, with 768 contacts made in Q3. The main themes emerging from the PALS concerns are communication issues and delays to appointments, but lost property is increasingly becoming a significant concern for patients and relatives. Work is ongoing with divisions to resolve this.
- Our National Survey programmes were paused due to Covid, but they are restarting again. We received the results of the voluntary New Mothers Experience of Care Survey in Q3, where we performed well compared to our peers. The team are meeting with the national team to review the data in more detail and develop an improvement plan.

- The 2020 Adult Inpatient National Survey and Urgent and Emergency Care Survye samples have been taken, from patients who received care from us in November 2020. Results are expected in Summer 2021.
- The Patient Information team are working with the Library Service and Communications team to develop a new template for patient information leaflets to ensure they are accessible and engaging, in line with the Accessible Information Standard, and to ensure that we promote evidence based literature for all of our services and leaflets
- Work has begun to develop a Disability and Deafness Hub on the Trust intranet and website, to support our colleagues and patients with reasonable adjustments and ensuring our services are accessible. Metrics will be identified for ongoing monitoring and development of this service

## 5. Recommendation

That the Committee notes this update for assurance.

| | |
|---|---|
| **Author:** | **Katie Parker-Roberts, Head of Quality, Freedom to Speak Up Guardian** |
| **Sponsor:** | **Suzie Cro, Deputy Director of Quality, Programme Director for Professional Excellence** |
| **Executive Lead: Quality and Chief Nurses** | **Prof. Steve Hams and Carole Webster, Joint Directors of** |

Date February 2021

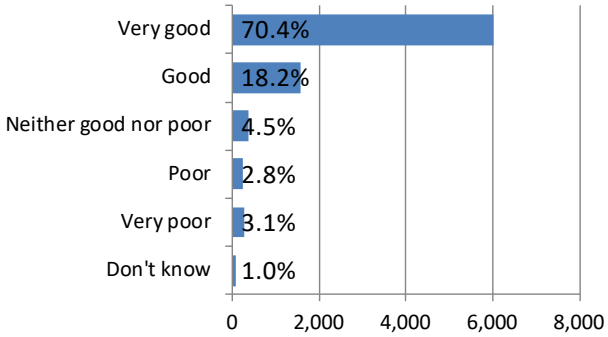
## Appendix One – Divisional FFT data

# FFT Medicine

| | | | |
|---|---|---|---|
| **Date:** | (Multiple Items) | **Site:** | (All) |
| **Division:** | Medical | **Care Type:** | (All) |
| **Ward/area:** | (All) | **Specialty:** | (All) |

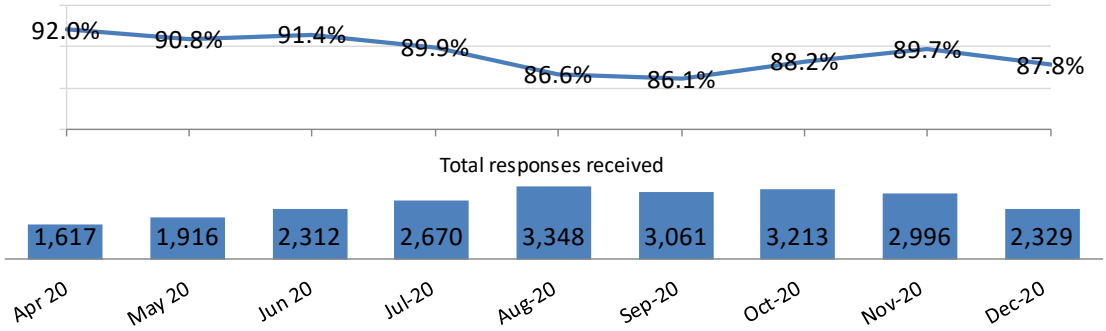
**Question 1:** Overall, how was your experience of our service?

| Answers | Responses |
|---|---|
| Very good | 6,013 |
| Good | 1,551 |
| Neither good nor poor | 380 |
| Poor | 241 |
| Very poor | 268 |
| Don't know | 85 |
| **Total** | **8,538** |



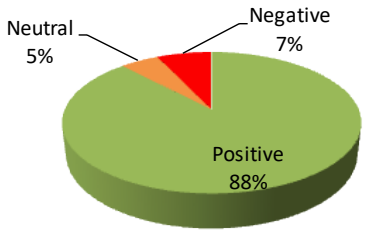

**Question 1: Positive score trend**

The below chart shows the the percentage of positive feedback (very good + good) responses received each month

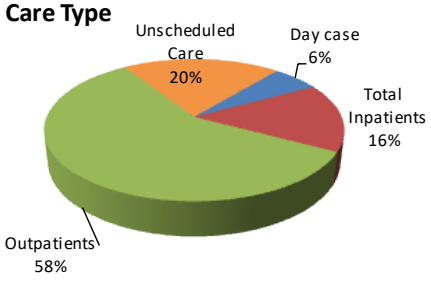



**Question 2:** Can you please tell us why you gave that response?

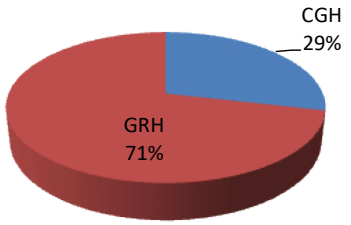
| Comments received | |
|---|---|
| Positive | 4,611 |
| Neutral | 261 |
| Negative | 374 |
| **Total** | **5,246** |



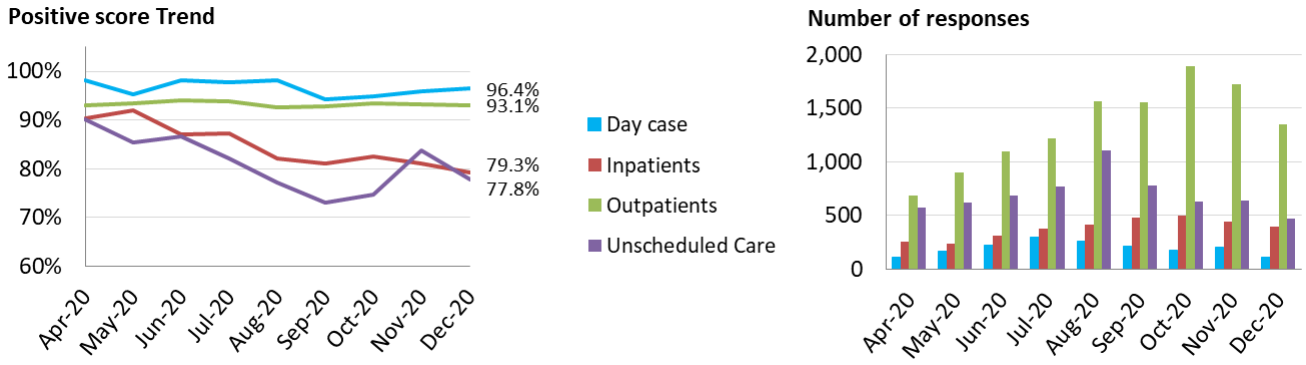

**Split by Care Type**




**Split by site**



## Divisional breakdown by care type




## Breakdown by Specialty

| by Specialty | Very good | Good | Neither good nor poor | Poor | Very poor | Don't know | Number of Responses | Positive score |
|---|---|---|---|---|---|---|---|---|
| Accident & emergency | 991 | 376 | 122 | 116 | 94 | 36 | 1735 | 78.8% |
| Brain Injury Therapy | 11 | | | | | | 11 | 100.0 % |
| Cardiac Investigations | 205 | 48 | 10 | 1 | 2 | 1 | 267 | 94.8% |
| Cardiology | 855 | 214 | 40 | 21 | 13 | 5 | 1148 | 93.1% |
| Cardiothoracic surgery | 5 | 5 | | | | 1 | 11 | 90.9% |
| Clinical Neurophysiology Service | 93 | 18 | 2 | 2 | | | 115 | 96.5% |
| Dermatology | 1007 | 158 | 26 | 11 | 10 | 6 | 1218 | 95.6% |
| Diabetic medicine | 111 | 26 | 5 | 1 | 1 | 1 | 145 | 94.5% |
| Endocrinology | 111 | 27 | 8 | 4 | 2 | 4 | 156 | 88.5% |
| Gastroenterology | 404 | 75 | 18 | 21 | 10 | 3 | 531 | 90.2% |
| General medicine | 611 | 224 | 63 | 48 | 69 | 7 | 1022 | 81.7% |
| Geriatric Medicine | 73 | 31 | 14 | 6 | 6 | 1 | 131 | 79.4% |

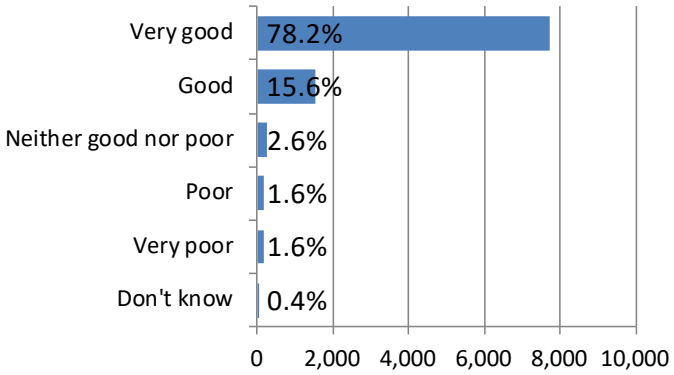
| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Hepatology | 90 | 9 | 2 | 3 | | | 104 | 95.2% |
| Nephrology | 59 | 11 | 8 | 3 | 2 | 1 | 84 | 83.3% |
| Neurology | 330 | 73 | 21 | 8 | 10 | 7 | 449 | 89.8% |
| Rehabilitation | 61 | 18 | 2 | 1 | 3 | 2 | 87 | 90.8% |
| Respiratory physiology | 92 | 22 | 2 | | 1 | | 117 | 97.4% |
| Rheumatology | 347 | 83 | 23 | 6 | 7 | 4 | 470 | 91.5% |
| Renal | 74 | 19 | 1 | 2 | | | 96 | 96.9% |
| Respiratory medicine | 285 | 68 | 10 | 11 | 7 | 6 | 387 | 91.2% |
| Upper gastrointestinal surgery<br><br>(Endoscopy wards only) | 173 | 44 | 3 | 1 | 4 | | 225 | 96.4% |

# FFT Surgical

**Date:** (Multiple Items) **Site:** (All)
**Division:** Surgical **Care Type:** (All)
**Ward/area:** (All) **Specialty:** (All)

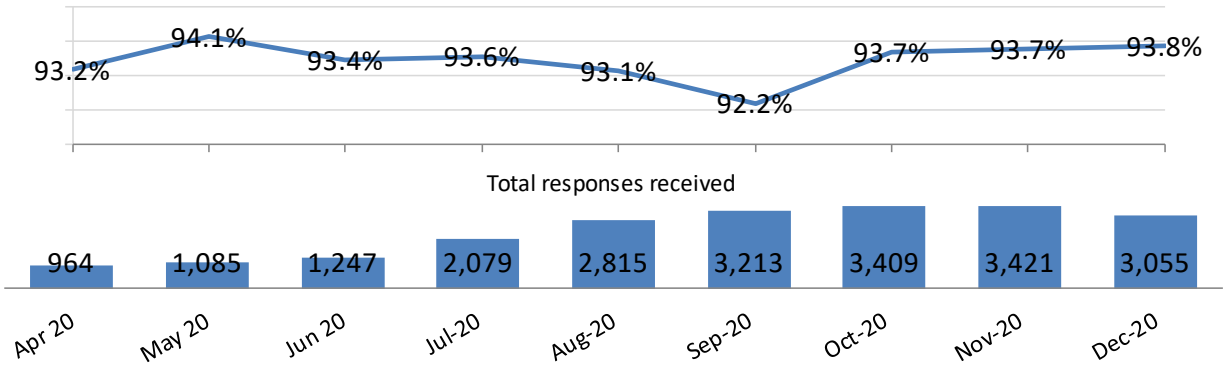
**Question 1:** Overall, how was your experience of our service?

| Answers | Responses |
|---|---|
| Very good | 7,727 |
| Good | 1,540 |
| Neither good nor poor | 261 |
| Poor | 158 |
| Very poor | 156 |
| Don't know | 43 |
| **Total** | **9,885** |



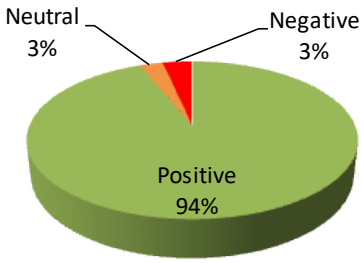

**Question 1: Positive score trend**

The below chart shows the the percentage of positive feedback (very good + good) responses received each month

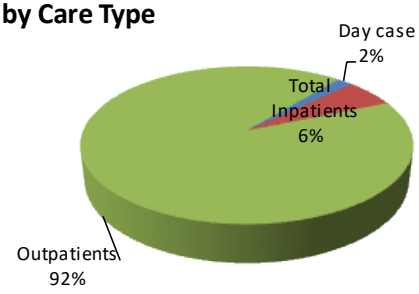



**Question 2:** Can you please tell us why you gave that response?

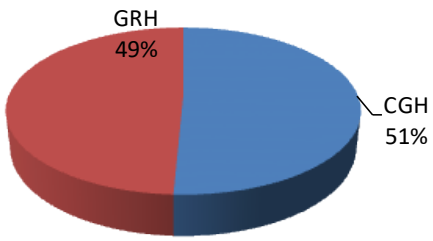
| Comments received | |
|---|---|
| Positive | 5,438 |
| Neutral | 157 |
| Negative | 199 |
| **Total** | **5,794** |



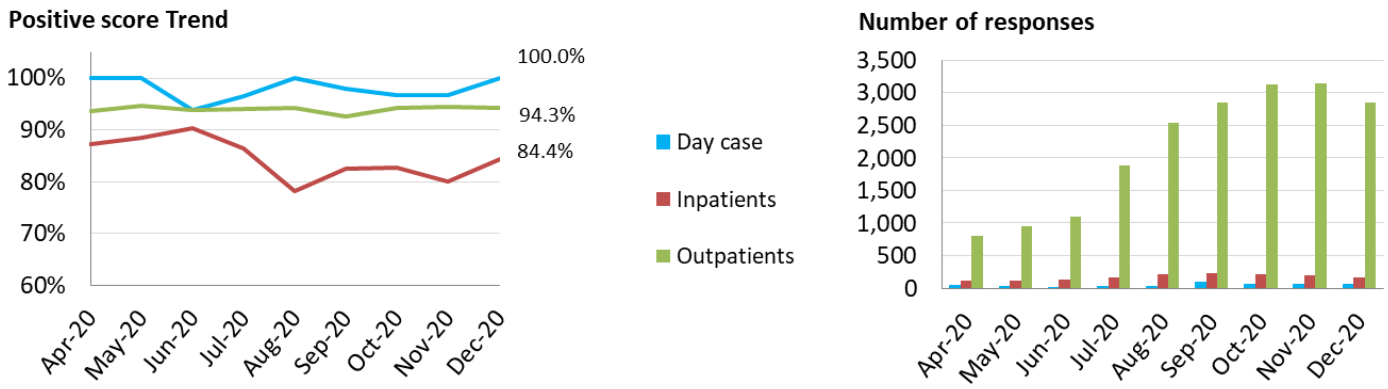

**Split by Care Type**




**Split by site**



## Divisional breakdown by care type




## Breakdown by Specialty

| by Specialty | Very good | Good | Neither good nor poor | Poor | Very poor | Don't know | Number of Responses | Positive score |
|---|---|---|---|---|---|---|---|---|
| Anaesthetics | 889 | 162 | 24 | 13 | 19 | 8 | 1115 | 94.3% |
| Anaesthetics-Pre Admission Clinics | 396 | 56 | 8 | 3 | 7 | | 470 | 96.2% |
| Audiology | 412 | 50 | 15 | 3 | 1 | 3 | 484 | 95.5% |
| Breast surgery | 44 | 5 | 1 | | | | 50 | 98.0% |
| Colorectal surgery | 309 | 72 | 19 | 11 | 10 | 1 | 422 | 90.3% |
| Critical Care Medicine | 1 | | | | | | 1 | 100.0% |
| Diagnostic imaging | 27 | 3 | | | | | 30 | 100.0% |
| ENT | 552 | 121 | 16 | 14 | 18 | 1 | 722 | 93.2% |
| General surgery | 103 | 37 | 15 | 11 | 6 | 1 | 173 | 80.9% |
| Maxillo Facial Surgery | 3 | | | | | | 3 | 100.0% |
| Medical Photography | 20 | 3 | | | 1 | | 24 | 95.8% |

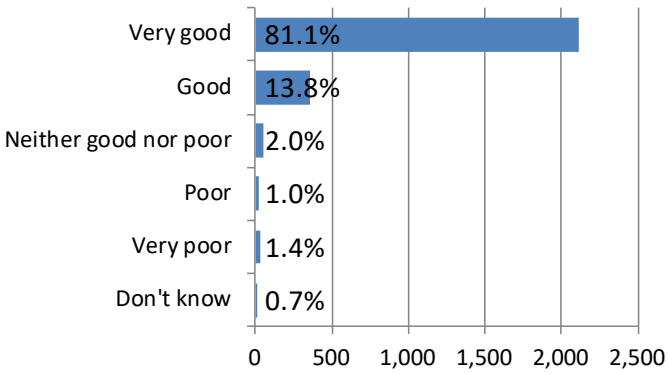
| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Ophthalmology | 1585 | 357 | 42 | 22 | 21 | 9 | 2036 | 95.4% |
| Optometry | 277 | 58 | 8 | 5 | 1 | 1 | 350 | 95.7% |
| Oral surgery | 592 | 83 | 12 | 8 | 13 | 3 | 711 | 94.9% |
| Orthodontics | 58 | 15 | 1 | 1 | 2 | | 77 | 94.8% |
| Orthoptics | 54 | 6 | 3 | | | | 63 | 95.2% |
| Orthotics | 53 | 11 | 5 | 1 | 1 | 3 | 74 | 86.5% |
| Paediatric ophthalmology | 1 | 1 | | | | | 2 | 100.0 % |
| Pain Management | 38 | 3 | 1 | | | | 42 | 97.6% |
| Trauma | 215 | 52 | 11 | 8 | 10 | 1 | 297 | 89.9% |
| Trauma & Orthopaedics | 949 | 235 | 39 | 28 | 26 | 6 | 1283 | 92.3% |
| Upper gastrointestinal surgery<br>(excluding Endoscopy wards) | 132 | 45 | 12 | 11 | 10 | 1 | 211 | 83.9% |
| Urology | 637 | 105 | 20 | 14 | 4 | 3 | 783 | 94.8% |
| Vascular surgery | 353 | 59 | 9 | 4 | 5 | 2 | 432 | 95.4% |

# FFT D&S

**Date:** (Multiple Items) **Site:** (All)
**Division:** Diagnostic & Specialist **Care Type:** (All)
**Ward/area:** (All) **Specialty:** (All)

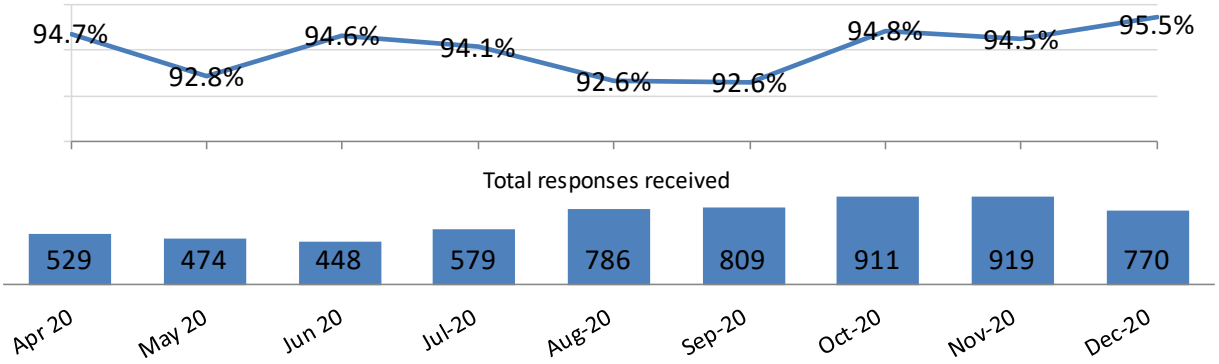
**Question 1:** Overall, how was your experience of our service?

| Answers | Responses |
|---|---|
| Very good | 2,109 |
| Good | 358 |
| Neither good nor poor | 52 |
| Poor | 27 |
| Very poor | 37 |
| Don't know | 17 |
| **Total** | **2,600** |



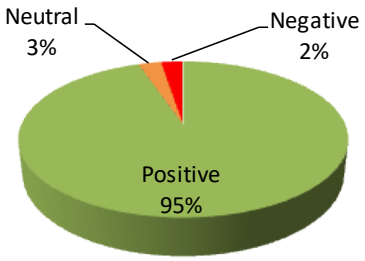

**Question 1: Positive score trend**

The below chart shows the the percentage of positive feedback (very good + good) responses received each month

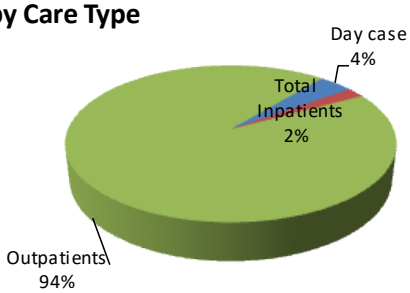



**Question 2:** Can you please tell us why you gave that response?

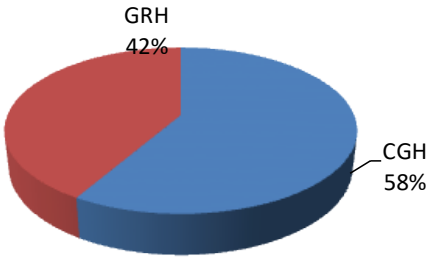
| Comments received | |
|---|---|
| Positive | 1,420 |
| Neutral | 40 |
| Negative | 39 |
| **Total** | **1,499** |



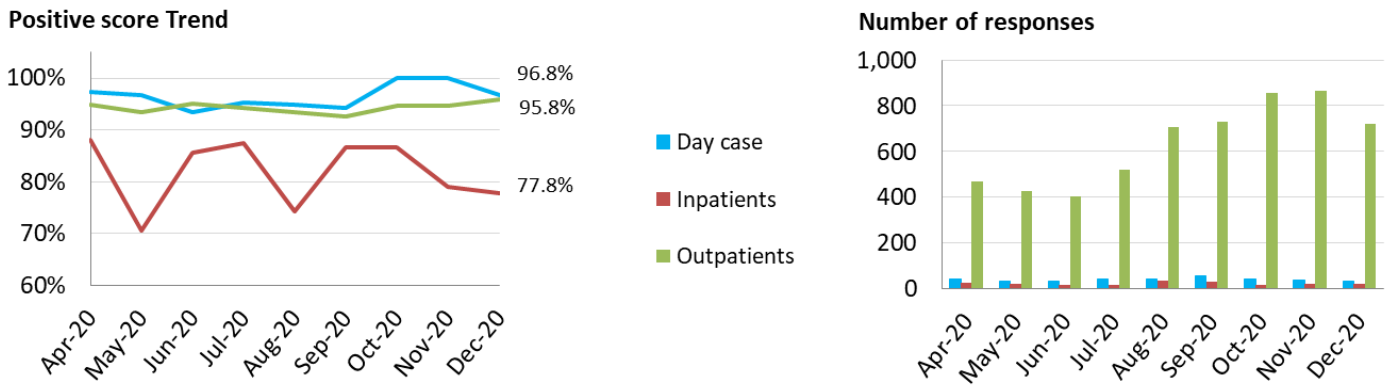

**Split by Care Type**




**Split by site**



## Divisional breakdown by care type




## Breakdown by Specialty

| by Specialty | Very good | Good | Neither good nor poor | Poor | Very poor | Don't know | Number of Responses | Positive score |
|---|---|---|---|---|---|---|---|---|
| Clinical haematology | 310 | 75 | 15 | 5 | 4 | 2 | 411 | 93.7% |
| Clinical immunology and allergy | 5 | 1 | | | | | 6 | 100.0 % |
| Clinical oncology (previously radiotherapy) | 665 | 117 | 15 | 10 | 10 | 8 | 825 | 94.8% |
| Clinical physiology | 24 | 3 | 1 | | | 1 | 29 | 93.1% |
| Clinical psychology | 35 | 4 | 1 | | | 1 | 41 | 95.1% |
| Dietetics | 82 | 20 | 1 | 2 | 2 | | 107 | 95.3% |
| Interventional Radiology | 2 | | | | | | 2 | 100.0 % |
| Medical oncology | 400 | 49 | 5 | 5 | 4 | 2 | 465 | 96.6% |
| Medical oncology-Chemotherapy | 61 | 7 | 1 | | 1 | | 70 | 97.1% |
| MSK Advanced Practitioner | 158 | 26 | 6 | 4 | 2 | 1 | 197 | 93.4% |
| Occupational therapy | 3 | | | | | | 3 | 100.0 % |

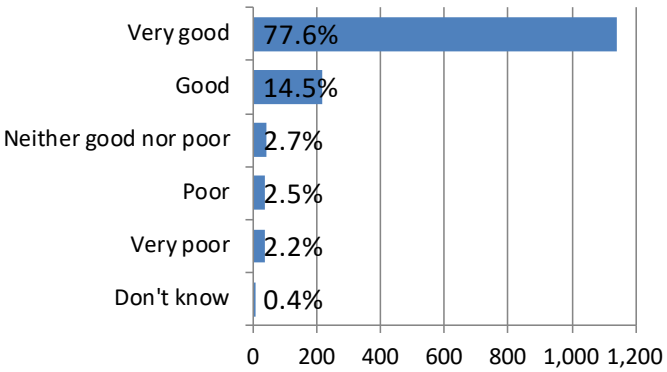
| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Palliative medicine | 23 | 2 | | | | | 25 | 100.0 % |
| Physiotherapy | 296 | 48 | 3 | 8 | 4 | 2 | 361 | 95.3% |
| Specialist Weight Management Service | 28 | 2 | 1 | | | | 31 | 96.8% |
| Speech and language therapy | 6 | 1 | | | | | 7 | 100.0 % |

# FFT W&C

**Date:** (Multiple Items) **Site:** (All)
**Division:** Women & Children **Care Type:** (All)
**Ward/area:** (All) **Specialty:** (All)

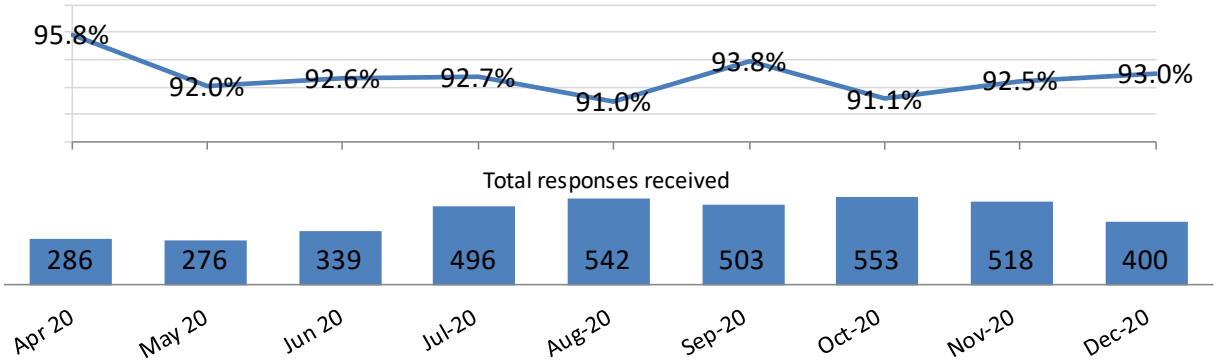
**Question 1:** Overall, how was your experience of our service?

| Answers | Responses |
|---|---|
| Very good | 1,141 |
| Good | 214 |
| Neither good nor poor | 40 |
| Poor | 37 |
| Very poor | 33 |
| Don't know | 6 |
| **Total** | **1,471** |



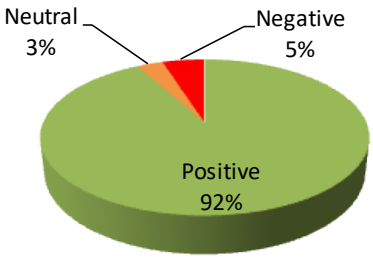

**Question 1: Positive score trend**

The below chart shows the the percentage of positive feedback (very good + good) responses received each month

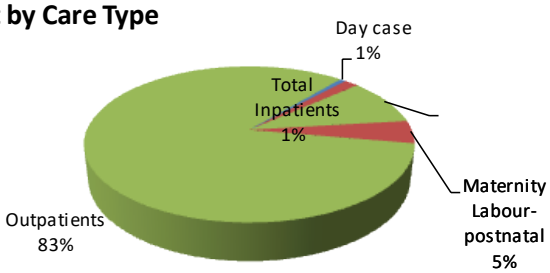



**Question 2:** Can you please tell us why you gave that response?

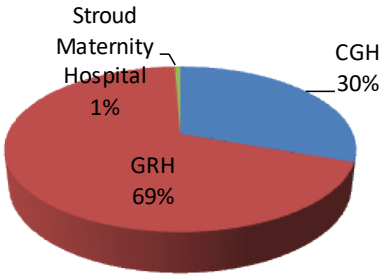
| Comments received | |
|---|---|
| Positive | 776 |
| Neutral | 26 |
| Negative | 42 |
| **Total** | **844** |




**Split by Care Type**

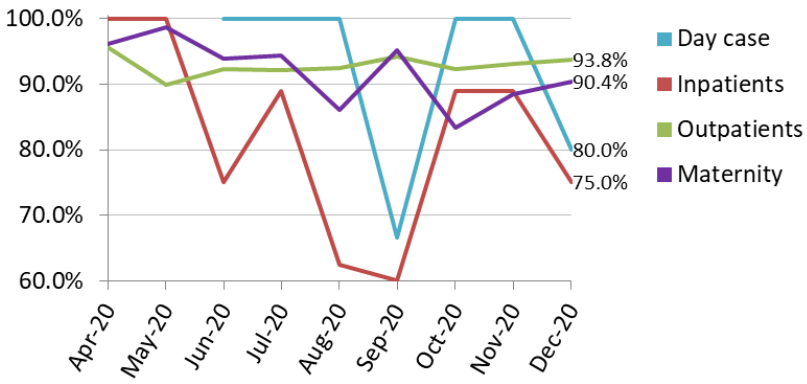



**Split by site**

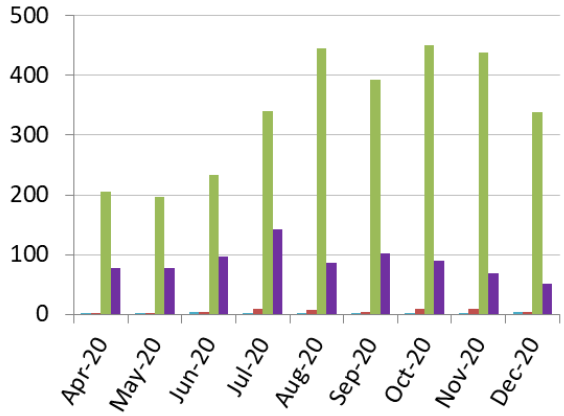


## Divisional breakdown by care type

**Positive score Trend**




**Number of responses**




## Breakdown by Specialty

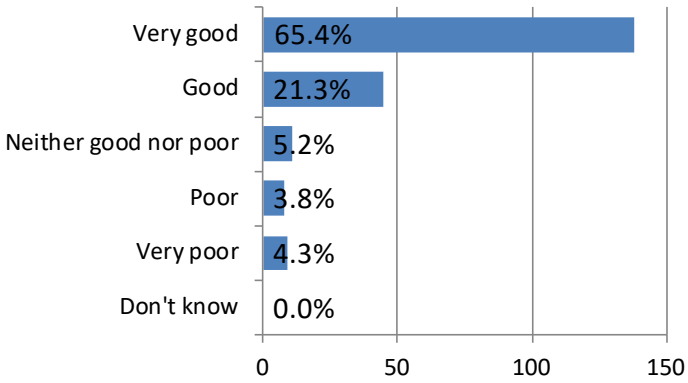
| by Specialty | Very good | Good | Neither good nor poor | Poor | Very poor | Don't know | Number of Responses | Positive score |
|---|---|---|---|---|---|---|---|---|
| General surgery | 1 | | | | | | 1 | 100.0 % |
| Gynaecological oncology | 200 | 28 | 5 | 2 | 3 | 1 | 239 | 95.4 % |
| Gynaecology | 509 | 78 | 14 | 17 | 14 | 4 | 636 | 92.3 % |
| Maternity | 138 | 45 | 11 | 8 | 9 | | 211 | 86.7 % |
| Midwife episode | 182 | 36 | 6 | 3 | 2 | | 229 | 95.2 % |
| Obstetrics | 102 | 25 | 3 | 6 | 5 | 1 | 142 | 89.4 % |
| Paediatric specialties combined<br>*note survey only available to 17+year olds | 9 | 2 | 1 | 1 | 0 | 0 | 13 | 84.6 % |

# FFT W&C – Maternity

**Date:** (Multiple Items) **Site:** (All)
**Division:** Women & Children **Care Type:** (All)
**Ward/area:** (All) **Specialty:** Maternity

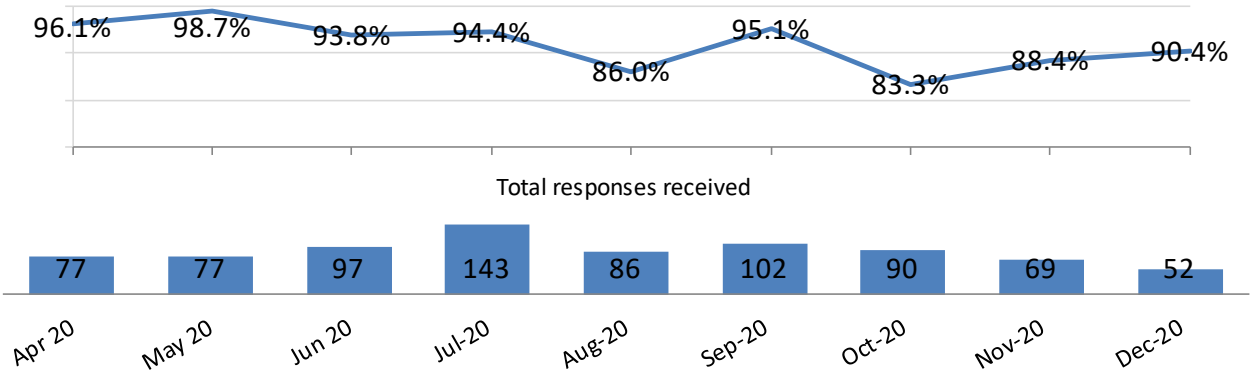
**Question 1:** Overall, how was your experience of our service?

| Answers | Responses |
|---|---|
| Very good | 138 |
| Good | 45 |
| Neither good nor poor | 11 |
| Poor | 8 |
| Very poor | 9 |
| Don't know | 0 |
| **Total** | **211** |



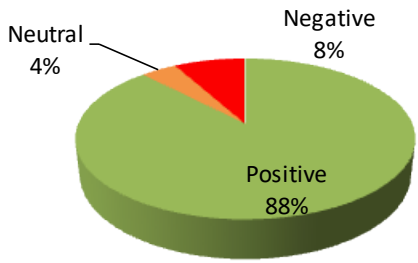

**Question 1: Positive score trend**

The below chart shows the the percentage of positive feedback (very good + good) responses received each month

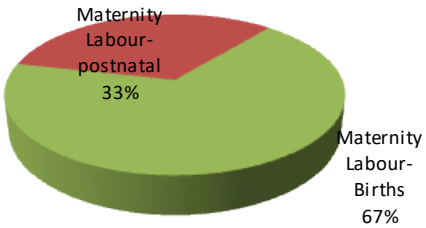



**Question 2:** Can you please tell us why you gave that response?

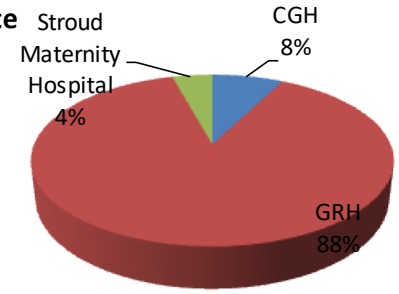
| Comments received | |
|---|---|
| Positive | 151 |
| Neutral | 7 |
| Negative | 14 |
| **Total** | **172** |




**Split by Care Type**



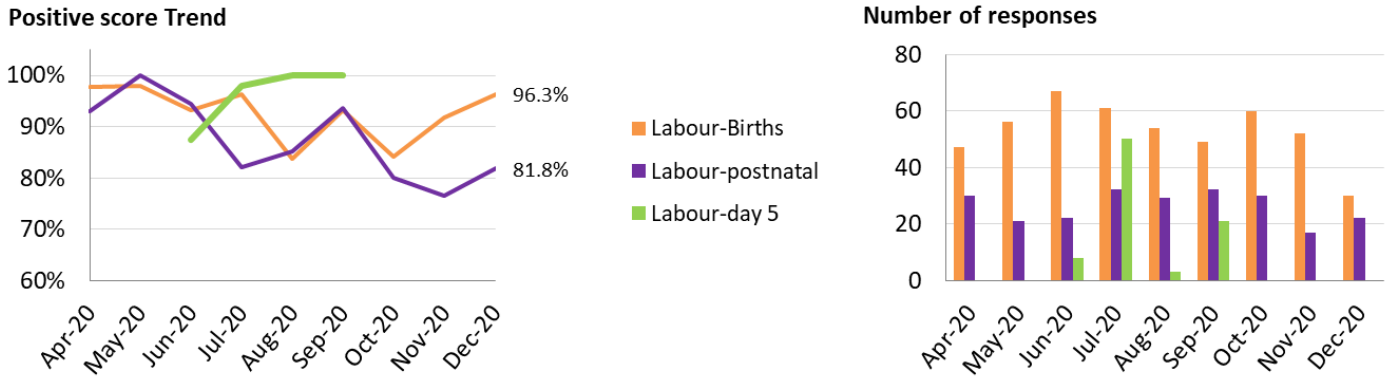

**Split by site**



Maternity is divided is to 4 touchpoints – antenatal, birth, postnatal ward, and postnatal community.

**NOTE: Data for the 4th touchpoint – postnatal community is being collected via a postcard that is filled in on day 5 after birth during either home visits or on site if still admitted. Due to the nature of postcard data collection numbers are subject to change as there is often a delay between collection and data input.**

## Breakdown by touchpoint



Gloucestershire Hospitals
NHS Foundation Trust

**COUNCIL OF GOVERNORS – APRIL 2021**
**Microsoft Teams – commencing at 14:30**

| **Report Title** |
|---|
| **Trust Constitution Update** |
| **Sponsor and Author(s)** |
| Author: Sim Foreman, Trust Secretary<br>Sponsor: Peter Lachecki, Trust Chair |
| **Executive Summary** |

Purpose

To obtain Council of Governor's approval for amendments to the Trust Constitution.

Key issues

The Constitution was last formally reviewed in 2018 when the current version was approved. Prior to his leaving in August 2019, the Director of Corporate Governance proposed some further amendments to strengthen the document although these were not formally reviewed.

The Trust Secretary reviewed the document and identified a number of proposed changes. These were shared with the Chair of the Board, Lead Governor and Director of People and Organisational Development (as lead executive for Corporate Governance) for comment and feedback. The final draft was presented to the Governance and Nominations Committee (GNC) in December 2020. The GNC endorsed the proposed amendments subject to the Lead Governor meeting with the Trust Secretary to review and understand some technical points. Following this meeting the Lead Governor was content to support the update to the Constitution.

The proposed amendments are mainly presentational and operational and DO NOT relate 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) and therefore DO NOT require formal approval the Annual Members Meeting.

Next Steps

The Trust Board approved the Constitution update on 8 April 2021 and if APPROVED by the Council of Governors the amended constitution will become effective.

| **Recommendations** |
|---|
| The Council of Governors is asked to APPROVE the proposed amendments to the Trust Constitution. |
| **Impact Upon Strategic Objectives** |
| There is no impact on the Strategic Objectives. |
| **Impact Upon Corporate Risks** |
| There are no impacts on corporate risks. |

| **Regulatory and/or Legal Implications** |
|---|
| The Constitution is a key element of the Trust's governance and links to legislation relating to Foundation Trusts, but the changes do not have any implications. |
| **Equality & Patient Impact** |
| There are no equality and patient impact issues or matters arising from the proposed amendments. |

| **Resource Implications** | | | |
|---|---|---|---|
| Finance | **X** | Information Management & Technology | |
| Human Resources | **X** | Buildings | |

| **Action/Decision Required** | | | | | | | |
|---|---|---|---|---|---|---|---|
| For Decision | | For Assurance | | For Approval | **X** | For Information | |

| **Date the paper was presented to previous Committees and/or Trust Leadership Team (TLT)** | | | | | | | |
|---|---|---|---|---|---|---|---|
| **Audit & Assurance Committee** | **Finance & Digital Committee** | **Estates & Facilities Committee** | **People & OD Committee** | **Quality & Performance Committee** | **Remuneration Committee** | **Trust Leadership Team** | **Other (specify)** |
| | | | | | | | GNC Dec 2020<br><br>Trust Board 8 April 2021<br><br>GNC 13 April 2021 |

| **Outcome of discussion when presented to previous Committees/TLT** |
|---|
| The paper was considered by the Governance and Nominations Committee (GNC) in December 2020 and the amendments were ENDORSED, subject to a follow up meeting between the Trust Secretary and Lead Governor to agree final wording on a couple of points. This meeting took place in February 2021 and the Lead Governor was content to support the amended constitution.<br><br>The Trust Board APPROVED the Constitution on 8 April 2021.<br><br>The GNC requested one further minor amend to the document on 13 April 2021 – This related to clarifying the quorum is based on the whole number of governors in post (not including vacant posts) and that rounding UP is applied to ensure the minimum quorum is achieved. Similar clarity was also to be added in relation to the removal of a governor requiring approval of three quarters of governors in post. |

**TRUST BOARD / COUNCIL OF GOVERNORS**

**SUMMARY OF PROPOSED AMENDMENTS TO THE TRUST CONSTITUTION**

1) Some minor grammatical and formatting changes throughout. Hyperlinks will be added into final version for ease of use.

2) Amend Director of Corporate Governance to Trust Secretary (with one exception where the responsibility rests with the Chair) throughout.

3) Clarify "Clear Days" definition in Section 1.1 as referred to in the document at 7.7.6.2 but currently not defined.

4) Glossary reference to NHS Improvement (Monitor) updated to reflect the joint working of NHS England and NHS Improvement since April 2019.

5) Propose change to reinstate minimum number of Members required for a public and staff constituency to FOUR (as per previous versions of Constitution) – 7.2.2 and 7.3.9

6) Update 7.3.6.2 to specifically include reference to "Other Clinical, Scientific and Technical Staff " within the Allied Health Professionals staff class.

7) Update 8.8.1.1 to link to Sections 8.9 (disqualification) and 8.10 (Termination of Governors) – currently this incorrectly refers to a section on expenses.

8) Update 8.10.1.3 – Changed to reflect missing two thirds of the scheduled meetings in a year (rather than four of six). Three missed meetings in row unchanged.

9) Update 8.10.3 – To reflect removal of a governor must be supported by three quarters of the governors in post, rounding up as required.

10) Update 8.11.3.2 to read "Having regard to the number of Governors remaining in post to represent that constituency, to defer the election until the next planned elections and, at the time, to determine whether to fill the seat for the remainder of that term of office or the full term; " in relation to decisions on filling elected governor vacancies. Current situation provides for a governor to serve more than three years in first term.

11) Update 8.14.2 to reduce the statutory minimum number of Council of Governor meetings to FOUR. This also applies to 3.45 Frequency. Six meetings are still scheduled to be held each year but the provision avoids a situation as per 2019/20 where a meeting was cancelled and the Council did not meet the required minimum number of times.

12) Update 9.2.2.6 to read "Not more than three other non-voting Executive Directors". This removes the requirement <u>for at least one</u> extra non-voting executive director and but provides for up to three.

13) Annex 1 – Refreshed Out of County list

14) Update 3.13 to reflect notice of meetings going on the Trust website rather than a physical notice on the premises.

15) Update 3.43 to reflect quorum is based on two thirds of governors in post and that rounding up applies as appropriate.

16) New section at 3.46 to cover e-governance and dealing with written resolutions via email.

17) Model Rules for Election (Annex 3) tidied for formatting and non-gender specific language.

The updated Constitution with edits shown in provided as Appendix 1.

**Author:** Sim Foreman, Trust Secretary

Gloucestershire Hospitals
NHS Foundation Trust

# GLOUCESTERSHIRE HOSPITALS NHS FOUNDATION TRUST

# (A PUBLIC BENEFIT CORPORATION)

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# CONSTITUTION

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**April 2021**

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# GLOUCESTERSHIRE HOSPITALS NHS FOUNDATION TRUST CONSTITUTION

## 1. DEFINITIONS

1.1 In this Constitution:

| | |
|---|---|
| "Accountable Officer" | means the Officer responsible and accountable for funds entrusted to the Trust. They shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive. |
| "Accounting Officer" | means that person who from time to time discharges the functions of Accounting Officer of the Trust for the purposes of Government accounting. |
| "Auditor" | means external auditor as defined in Paragraph 14 |
| the 2012 Act" | means the Health and Social Care Act 2012 |
| "Annual Members' Meeting" | means the meeting held annually at which the Members of the Trust are presented with certain statutory reports as provided for in 7.7.4 |
| "Appointing organisations" | means those organisations named in this Constitution, or as subsequently agreed by the Trust, who are entitled to appoint Stakeholder Governors. |
| "Areas of the Trust" | means the areas specified in Annex 1. |
| "Board of Directors" | means the Board of Directors as constituted in accordance with this Constitution. |
| "Budget" | means 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. |
| "Chair" | means the Chair of the Trust. |
| "Chief Executive" | means the Chief Executive of the Trust. |
| "Class" | means the division of a Membership Constituency by reference to the description of individuals eligible to be Members of it. |
| "Clear days" | means the number of days available without counting the starting day or the finishing day. |
| "Council of Governors" | means the Council of Governors as constituted in this Constitution, which is |

| | |
|---|---|
| | called a council of Governors in the 2003 Act as amended. |
| Committee of the Council of Governors" | means a committee formed by the Council of Governors with specific Terms of Reference, chair and membership |
| "Director" | means a member of the Board of Directors. |
| "Director of Finance" | means the Chief Finance Officer of the Trust who will ensure compliance with Standing Financial Instructions. |
| "Dispute Resolution Procedure" | means the dispute resolution procedure set out at Annex 5. |
| "Elected Governors" | means those Governors elected by the public constituencies and the classes of the staff constituency. |
| "Executive Director" | means a person appointed as an executive director of the Trust. |
| "Financial Year" | means a successive period of twelve months beginning with 1 April. |
| "Funds held on Trust" | mean those funds which the Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under Schedule 3 and 4 para 14.1c National Health Service Act 2006. Such funds may or may not be charitable. |
| "General Meeting" | means a meeting of the Council of Governors of which notice has been given to all Governors and at which all Governors are entitled to attend. |
| "Governor" | means a person who is a member of the Council of Governors. |
| "Group" | means the Trust and its subsidiaries (excluding charitable funds). |
| "Health Service Body" | shall have the same meaning as in Section 9(4) of the 2006 Act. |
| "Local Authority Governor" | means a member of the Council of Governors appointed by one or more local authorities whose area includes the whole or part of the area of the Trust. |
| "Lead Governor" | is defined in paragraph 8.7 |
| "Material Transaction" | is defined in paragraph 17.3.2.2. |
| "Member" | means a member of the Trust. |
| "Membership Constituency" | means any of (1) the Public Constituency; or |

| | |
|---|---|
| | (2) the Staff Constituency. |
| "Motion" | means a formal proposition to be discussed and voted on during the course of a meeting. |
| "NHS Improvement (Monitor)" | means NHS Improvement, the body corporate known as NHS Improvement as provided by Section 61 of the 2012 Act as amended. NHS England and NHS Improvement have been working jointly since April 2019 and may be referred to as NHS E & I in correspondence. |
| "Nominated Officer" | means an officer charged with the responsibility for discharging specific tasks within SOs and SFIs. |
| Non-Executive Director | means a person appointed by the Council of Governors to be a member of the Board of Directors. This includes the Chair of the Trust. |
| "Non Principal Purpose Activities" | means activities other than the provision of goods and services for the purposes of the National Health Service. |
| "Officer" | means an employee of the Trust. |
| "Principal Purpose" | is defined in paragraph 3.1 |
| "Public Constituency" | means a public constituency of the Trust as defined in Annex 1 |
| "Public Governor" | means a member of the Council of Governors elected by the Members of a public constituency. |
| "Relevant Transaction" | is defined in paragraph 17.4. |
| "Sex Offender Order" | means an order made pursuant to Section 20 of the Crime and Disorder Act 1998. |
| "Significant Transaction" | is defined in paragraph 17.2. |
| "SFIs" | means Standing Financial Instructions. |
| "Staff Constituency" | means a staff constituency of the Trust as defined in Annex 1. |
| "Staff Governor" | means a member of the Council of Governors elected by the Members of one of the classes of the staff constituency. |
| "Stakeholder Governor" | means one of up to four stakeholder appointed Governors. One of these must come from the Gloucestershire County Council. The other three positions could be appointments from any other stakeholder or partnership organisation, as agreed at the time by the Board and the Council of |

| | |
|---|---|
| | Governors. |
| "SOs" | means Standing Orders. |
| "the 2006 Act" | means the National Health Service Act 2006. |
| "the Trust" | means the Gloucestershire Hospitals NHS Foundation Trust. |
| "Trust Secretary" | means the Trust Secretary or any other person nominated by them to perform the duties of the Trust Secretary. |
| "Vice Chair" | means the Non-Executive Director appointed by Council of Governors to carry out the duties of the Chair if they are absent for any reason |

1.2 Headings are for ease of reference only and are not to affect interpretation.

1.3 Unless the contrary intention appears or the context otherwise requires:

1.3.1 Words or expressions contained in this Constitution bear the same meaning as in the 2006 Act;

1.3.2 References in this Constitution to legislation include all amendments, replacements, or re-enactments made to that legislation;

1.3.3 References to legislation include all regulations, statutory guidance or directions made in respect of that legislation;

1.3.4 References to paragraphs are to paragraphs in this Constitution.

## 2. NAME

2.1 The name of the Trust is to be Gloucestershire Hospitals NHS Foundation Trust.

## 3. PRINCIPAL PURPOSE

3.1 The Trust's principal purpose is the provision of goods and services for the purposes of the National Health Service in England ("the **Principal Purpose**").

3.2 The Trust's total income in each Financial Year from the Principal Purpose must be greater than its total income from Non Principal Purpose Activities.

## 4. OTHER PURPOSES

4.1 The Trust may provide goods and services for any purpose related to:

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

4.1.2 The promotion and protection of public health.

4.2 Subject to the requirements set out in Paragraph 16, the Trust may also carry on other activities for the purpose of making additional income available in order better to carry on its principal purpose.

## 5. POWERS

5.1 The Trust shall have all the powers of an NHS foundation trust as set out in the 2006 Act.

## 6. FRAMEWORK

6.1 The Trust shall have two Membership Constituencies, a Council of Governors and a Board of Directors. The Board of Directors will exercise the powers of the Trust. Any of these powers may be delegated to a committee of directors or to an executive director. The Membership Constituencies will elect certain of their Members to the Council of Governors in accordance with this Constitution and other Governors will be appointed by various bodies as set out in this Constitution. The Council of Governors will fulfil those functions imposed on it by the 2006 Act and by this Constitution.

## 7. MEMBERS

### 7.1 The Membership Constituencies

7.1.1 The Trust shall have two Membership Constituencies, namely:

7.1.1.1 The Public Constituency constituted in accordance with paragraph 7.2; and

7.1.1.2 The Staff Constituency constituted in accordance with paragraph 7.3.

7.1.2 An individual may become a Member by application to the Trust in accordance with this Constitution or, where so provided for in this Constitution, by being invited by the Trust to become a Member of a Staff Class of the Staff Constituency in accordance with paragraph 7.3.

7.1.3 Where an individual applies to become a Member of the Trust, the Trust shall consider their application for Membership as soon as reasonably practicable following its receipt and in any event no later than 28 days from the date upon which the application is received and unless that individual is ineligible for Membership or is disqualified from Membership the Trust Secretary shall cause their name to be entered forthwith on the Trust's Register of Members and that individual shall thereupon become a Member.

7.1.4 Where an individual is invited by the Trust to become a Member in accordance with paragraph 7.3.1.1 that individual shall automatically become a Member and shall have their name entered on the Trust's Register of Members following the expiration of 14 days after the giving of that invitation unless within that period the individual has informed the Trust that they do not wish to become a Member.

7.1.5 An individual shall become a Member on the date upon which their name is entered on the Trust's Register of Members and that individual shall cease to be a Member upon the date upon which their name is removed from the Register of Members as provided for in this Constitution.

7.1.6 The Trust shall take reasonable steps to secure that taken as a whole the actual Membership of the Public Constituency is representative of those eligible for such Membership.

7.1.7 In deciding which areas are to comprise the Area of the Trust, the Trust shall have regard to the need for those eligible for such Membership to be representative of those to whom the Trust provides services.

7.2 **Public Constituency**

7.2.1 Members of the Public Constituency shall be individuals who:

7.2.1.1 live in the Area of the Trust;

7.2.1.2 are not eligible to become Members of the Staff Constituency;

7.2.1.3 are not disqualified from Membership under paragraph 7.4;

7.2.1.4 are at least 16 years of age at the time of their application to become a Member (and have parental or guardian's consent if under the age of 18); and

7.2.1.5 have applied to the Trust to become a member and that application has been accepted by the Trust in accordance with paragraph 7.1.3.

7.2.2 The minimum number of Members required for the Public Constituency shall be four.

7.2.3 An individual shall be deemed to live in the Area of the Trust if this is evidenced by their name appearing on the then current Electoral Roll at an address within the Area of the Trust or the Trust acting by the Trust Secretary is otherwise satisfied that the individual lives within the Area of the Trust.

7.3 **Staff constituency**

7.3.1 Members of the Staff Constituency shall be individuals:

7.3.1.1 who:

(a) are employed under a contract of employment with the Trust which has no fixed term or a fixed term of at least 12 months, or
(b) who have been continuously employed under a contract of employment with the Trust for at least 12 months; or
(c) are not so employed but who nevertheless exercise functions for the purposes of the Trust and who have exercised the functions for the purposes of the Trust continuously for at least 12 months. For the avoidance of doubt, this does not include those who assist or provide services to the Trust on a voluntary basis.
(d) who have not been disqualified from Membership under paragraph 7.4.

7.3.2 Chapter 1 of Part XIV of the Employment Rights Act 1996 applies for the purpose of determining whether an individual has been continuously employed by the Trust for the purposes of paragraph 7.3.1.1(b) or has continuously exercised functions for the Trust for the purposes of paragraphs 7.3.1.1(c) and 7.3.1.1(d).

7.3.3 The Staff Constituency is to be divided into four classes as follows:

7.3.3.1 the Medical and Dental Staff staff class;

7.3.3.2 the Nursing and Midwifery Staff staff class;

7.3.3.3 the Allied Health Professionals Staff staff class;

7.3.3.4 the Other/ Non-Clinical Staff staff class.

7.3.4 The Members of the Medical and Dental Staff staff class are those individuals who are Members of the staff constituency who:

7.3.4.1 are fully registered persons within the meaning of the Medicines Act 1956 or the

Dentist Act 1984 (as the case may be) and who are otherwise fully authorised and licensed to practice in England and Wales; or

7.3.4.2 are otherwise designated by the Trust from time to time as eligible to be Members of this staff class having regard to the usual definitions applicable at that time for persons carrying on the professions of a medical practitioner or a dentist; and

7.3.4.3 are employed by the Trust in that capacity at the date of their application or invitation (as the case may be) to become a member in accordance with the provisions of this Constitution and at all times thereafter remain employed by the Trust in that capacity.

7.3.5 The Members of the Nursing and Midwifery Staff staff class are individuals who are Members of the staff constituency who:

7.3.5.1 are registered under the Nurses, Midwives and Health Visitors Act 1997 and who are otherwise fully authorised and licensed to practice in England and Wales; or

7.3.5.2 are otherwise designated by the Trust from time to time as eligible to be Members of this staff class having regard to the usual definitions applicable at that time for persons carrying on the profession of registered nurse or registered midwife; and

7.3.5.3 are employed by the Trust in that capacity at the date of their application or invitation (as the case may be) to become a member in accordance with the provisions of this Constitution and who at all times thereafter remain employed by the Trust in that capacity.

7.3.6 The Members of the Allied Health Professionals Staff staff class are those individuals who are Members of the staff constituency:

7.3.6.1 whose regulatory body falls within the remit of the Council for the Regulation of Healthcare Professions established by Section 25 of the NHS Reform and Healthcare Professions Act 2002; or

7.3.6.2 are otherwise designated by the Trust from time to time as eligible to be Members of this staff class having regard to the usual definitions applicable at that time for persons carrying on such professions such as "Other Clinical, Scientific and Technical Staff"; and

7.3.6.3 are employed by the Trust in that capacity at the date of their application or invitation (as the case may be) to become a member in accordance with the provisions of this Constitution and who at all times thereafter remain employed by the Trust in that capacity.

7.3.7 The Members of the Other/ Non-Clinical Staff staff class are those individuals who are Members of the staff constituency who:

7.3.7.1 do not come within those definitions set out in paragraphs 7.3.4–7.3.6 above and who are designated by the Trust from time to time as eligible to be Members of this staff class; and

7.3.7.2 are not otherwise eligible to be Members of another staff class having regard to the relevant definitions applicable at that time; and

7.3.7.3 are employed by the Trust in that capacity at the date of their application or invitation (as the case may be) to become a member in accordance with the provisions of this Constitution and who at all times thereafter remain employed by the Trust in that capacity.

7.3.8 The staff of Gloucestershire Managed Services are not eligible to become members of the Other/ Non-Clinical Staff class (or any other class within the Staff

Constituency).

7.3.9 The minimum number of Members required for each Staff Class shall be four.

7.3.10 A person who is eligible to be a Member of the Staff Constituency may not become or continue as a Member of any other Membership Constituency.

7.3.11 Members of the clinical Staff Classes shall be considered to remain employed in the relevant capacity if they shall have been appointed to a position within the management structure of the Trust.

7.4 **Disqualification from Membership**

7.4.1 An individual shall not become or continue as a Member if:

7.4.1.1 They are or become ineligible under paragraphs 7.2 or 7.3 to be a Member; or

7.4.1.2 The Council of Governors resolves for reasonable cause that their so doing would or would be likely to:

(a) prejudice the ability of the Trust to fulfil its principal purpose or other of its purposes under this Constitution or otherwise to discharge its duties and functions; or
(b) harm the Trust's work with other persons or bodies with whom it is engaged or may be engaged in the provision of goods and services; or
(c) adversely affect public confidence in the goods or services provided by the Trust; or
(d) otherwise bring the Trust into disrepute; or

7.4.1.3 The Council of Governors resolves or ever has resolved in accordance with paragraph 8.10.3 that their tenure as a Governor be terminated.

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

7.4.3 Where the Trust has reason to believe that a Member is ineligible for Membership under paragraphs 7.2 or 7.3 or may be disqualified from Membership under this paragraph 7.4, the Trust Secretary shall carry out reasonable enquiries to establish if this is the case.

7.4.4 Where the Trust Secretary considers that there may be reasons for concluding that a Member or an applicant for Membership may be ineligible or be disqualified from Membership they shall advise that individual of those reasons in summary form and invite representations from the Member or applicant for Membership within 28 days or such other reasonable period as the Trust Secretary may in their absolute discretion determine. Any representations received shall be considered by the Trust Secretary and they shall make a decision on the Member's or applicant's eligibility or disqualification as soon as reasonably practicable and shall give notice in writing of that decision to the Member or applicant within 14 days of the decision being made.

7.4.5 If no representations are received within the said period of 28 days or such longer period (if any) permitted under the preceding paragraph, the Trust Secretary shall be entitled nonetheless to proceed and make a decision on the Member's or applicant's eligibility or disqualification notwithstanding the absence of any such representations from them.

7.4.6 Any decision made under this paragraph 7.4 to disqualify a Member or an applicant for Membership may be referred by the Member or applicant concerned to the

Dispute Resolution Procedure set out in Annex 5.

7.5 **Termination of Membership**

7.5.1 A person's Membership shall be terminated if they:

7.5.1.1 resign by giving notice in writing to the Trust Secretary;

7.5.1.2 are disqualified under paragraph 7.4;

7.5.1.3 die.

7.5.2 When any of the circumstances set out in paragraph 7.4 arise the Trust Secretary shall cause the person's name to be removed from the Register of Members forthwith and they shall thereupon cease to be a member.

7.6 **Voting at Council of Governors Elections**

7.6.1 A Member may not vote at an election for a Public Governor unless within the specified period they have made a declaration in the specified form that they are a Member of the Public Constituency and stating the particulars of their qualification to vote as a Member of that Membership Constituency for which an election is being held. It is an offence knowingly or recklessly to make such a declaration which is false in a material particular.

7.6.2 The form and content of the declaration and the period for making such a declaration for the purposes of paragraph 7.6.1 shall be specified and published by the Trust from time to time and shall be so published not less than 28 days prior to an election.

7.7 **Annual Members' Meeting**

7.7.1 The Trust shall hold a public meeting of its Members within seven months of the end of each Financial Year.

7.7.2 The Annual Members' Meeting is to be convened by the Trust Secretary by order of the Council of Governors.

7.7.3 The Council of Governors may decide where a Members' meeting is to be held and may also for the benefit of Members arrange for the Annual Members' Meeting to be held in different venues each year.

7.7.4 At least one Director shall attend the meeting and present the following documents to Members at the meeting:

7.7.4.1 The annual accounts;

7.7.4.2 Any report of the external auditor on them; and

7.7.4.3 The annual report.

7.7.5 The Council of Governors shall present to the Members:

7.7.5.1 A report on steps taken to secure that (taken as a whole) the actual Membership of the public constituencies and of the classes of the staff constituency is representative of those eligible for such Membership;

7.7.5.2 The progress of the Membership strategy.

7.7.5.3 The results of any election and appointment of Governors will be announced.

7.7.6 Notice of the Annual Members Meeting is to be given:

7.7.6.1 By notice sent to all Members; by notice prominently displayed at the Trust's Head Office; and

7.7.6.2 By notice on the Trust's website at least 14 clear days before the date of the meeting.

7.7.7 The notice must:

7.7.7.1 Be given to the Council of Governors and the Board of Directors, and to the Trust's auditors;

7.7.7.2 Give the time, date and place of the meeting; and

7.7.7.3 Indicate the business to be dealt with at the meeting.

7.7.8 Before a Members meeting can do business there must be a quorum present. Except where this Constitution provides otherwise a quorum is twenty Members entitled to vote at the meeting.

7.7.9 The Chair of the Council of Governors or, in their absence, the Vice-Chair of the Council of Governors who is also the Vice Chair of the Trust, or in their absence, another Non-Executive Director, shall preside at an Annual Members' Meeting.

7.7.10 If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council of Governors determine and the Trust Secretary shall in either case give notice to each Governor that the meeting has been adjourned and shall give details of the day, time and place upon and/or at which the adjourned meeting will take place. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of Members present during the meeting is to be a quorum.

7.7.11 Where an amendment has been made to this 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):

7.7.11.1 at least one Governor shall attend the next annual public meeting to be held, at which the Governor shall present the amendment; and

7.7.11.2 the Members shall be entitled to vote on whether they approve the amendment.

7.7.12 If more than half of the Members present and voting at the meeting 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.

## 8. COUNCIL OF GOVERNORS

8.1 The Trust is to have a Council of Governors. It is to consist of Public Governors; Staff Governors; and Stakeholder Governors. The aggregate number of Governors who are Public Governors shall be more than half the total number of Governors.

8.2 Subject always to the provisions of the 2006 Act, the composition of the Council of Governors shall seek to ensure that:

8.2.1 The interests of the community served by the Trust are appropriately represented; and

8.2.2 The level of representation of the public constituencies and the classes of the staff constituency and the appointing organisations strikes an appropriate balance having regard to their legitimate interest in the Trust's affairs;

And to these ends, the Council of Governors:

8.2.3 Shall at all times maintain a policy for the composition of the Council of Governors which takes account of the Membership strategy and is representative of the Membership of their constituencies as set out in paragraph 8.3; and

8.2.4 Shall from time to time and not less than every three years review the policy for the composition of the Council of Governors; and

8.2.5 When appropriate shall propose amendments to this Constitution.

8.3 The Council of Governors of the Trust is to comprise:

8.3.1 Thirteen Public Governors, from the following public constituencies:

8.3.1.1 Cheltenham – two Public Governors

8.3.1.2 Tewkesbury – two Public Governors

8.3.1.3 Stroud – two Public Governors

8.3.1.4 Cotswolds – two Public Governors

8.3.1.5 Gloucester – two Public Governors

8.3.1.6 Forest of Dean – two Public Governors

8.3.1.7 Out of County – one Public Governor

8.3.2 Staff Governors from the following staff classes:

8.3.2.1 The Medical and Dental Staff staff class – one Staff Governor;

8.3.2.2 The Nursing and Midwifery Staff staff class – two Staff Governors;

8.3.2.3 The Allied Health Professionals staff class– one Staff Governor;

8.3.3.4 The Other/ Non-Clinical Staff staff class – one Staff Governor.

8.3.3.5 Stakeholder Governors – up to four Governors.

8.4 **Public Governors**

8.4.1 Public Governors are to be elected by Members of the public constituencies and Staff Governors are to be elected by Members of their class of the staff constituency.

8.4.2 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.

8.4.3 The Model Rules for Elections, as may be varied from time to time, form part of this Constitution and are attached at Annex 4.

8.4.4 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.

8.4.5 If contested, the elections must be by secret ballot.

8.5 **Stakeholder Governors**

8.5.1 There shall be up to four stakeholder Governors. One of these must be a Local Authority Governor. The other three positions could be appointments from any other stakeholder or partnership organisation, as agreed at the time by the Board and the Council of Governors.

8.5.2 The Local Authority Governor shall be nominated and appointed by Gloucestershire County Council to represent Gloucestershire County Council, Gloucester City Council, Cheltenham Borough Council, Forest of Dean District Council, Stroud District Council, Cotswold District Council, Tewkesbury Borough Council or in the event of any subsequent boundary changes affecting the electoral areas of the above local authorities such local authorities as shall then include the whole or part of any area specified in Annex 1 as an area of the Trust's public constituency (excluding 'Out of County');

8.5.3 Stakeholder Governors are to be appointed by the nominating organisation in accordance with a process to be agreed with the Chair.

8.6 **Chair's right of veto**

8.6.1 Notwithstanding the provisions of paragraph 8.5.3 above, the Chair may veto the appointment of a Stakeholder Governor by serving notice in writing to the relevant sponsoring organisation where they believe that the appointment in question is unreasonable, irrational or otherwise inappropriate, for example the proposed appointee's demonstrable behaviour, and/or extreme, publicly-expressed views and/or affiliations contravene the values of the Trust. Following the service of the notice the sponsoring organisation shall thereupon appoint an alternative individual in accordance with the provisions of paragraph 8.5.3.

8.7 **Lead Governor**

8.7.1 The Council of Governors shall appoint a Lead Governor in accordance with a procedure agreed by the Council of Governors.

8.7.2 The Trust Secretary shall ensure that NHS Improvement (Monitor) is provided with details of the serving Lead Governor.

8.7.3 The Lead Governor's duties shall be agreed by the Council of Governors.

8.8 **Terms of office for Governors**

8.8.1 Elected Governors:

8.8.1.1 Shall hold office for a period of three years commencing immediately after the Annual Members Meeting at which their election is announced save as otherwise provided for in Paragraphs 8.9 (Disqualification) and 8.10 (Termination of Governors);

8.8.1.2 Are eligible for re-election at the end of that period;

8.8.1.3 May not hold office for more than nine years in aggregate.

8.8.2 Stakeholder Governors:

8.8.2.1 Shall hold office for a period of three years commencing immediately after the Annual Members Meeting at which their appointment is announced;

8.8.2.2 Are eligible for re-appointment at the end of that period;

8.8.2.3 May not hold office for longer than nine years in aggregate.

8.8.3 For the purposes of these provisions concerning terms of office for Governors, "year" means a period commencing immediately after the conclusion of the Annual Members Meeting, and ending at the conclusion of the next Annual Members Meeting.

8.8.4 Governors shall cease to be Governors forthwith if their tenure is terminated under paragraph 8.10 or they are disqualified from being a Governor under paragraph 8.9.

8.9 **Disqualification**

8.9.1 A person may not become or continue as a Governor if:

8.9.2 They are a Director of the Trust or a Governor, non-executive director (including the Chair) or, executive director (including the chief executive officer) of another Health Service Body (unless they are appointed by an appointing organisation which is a Health Service Body);

8.9.3 They are under 18 years of age;

8.9.4 They have failed or refused to make any declarations required or they refuse to confirm that they will abide by the Code of Conduct for Governors as may be adopted by the Trust from time to time.

8.9.5 In the case of a Staff Governor or Public Governor they cease to be a Member of the Membership Constituency or the Class of a Membership Constituency by which they were elected;

8.9.6 In the case of any other Governor the appointing organisation withdraws its appointment of them;

8.9.7 They have been adjudged bankrupt or his estate has been sequestrated and in either case they have not been discharged;

8.9.8 They have are a person in relation to whom a moratorium period under a debt relief order applied (under Part 7A of the Insolvency Act 1986);

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

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

8.9.11 NHS Improvement (Monitor) has exercised its powers to remove that person as a Governor or has suspended them from office or has disqualified them from holding office as a Governor for a specified period or NHS Improvement (Monitor) has exercised any of those powers in relation to the person concerned at any other time whether in relation to the Trust or some other NHS foundation trust;

8.9.12 They have been removed at any time from the Council of Governors under the provisions of the Trust's Constitution;

8.9.13 They have within the preceding two years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a Health Service Body;

8.9.14 they are a person whose tenure of office as the Chair or as a Governor, member or director of a Health Service Body has been terminated on the grounds that his appointment was not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;

8.9.15 they have had their name removed, from a relevant list of medical practitioners pursuant to Paragraph 10 of the National Health Service (Performers Lists) Regulations 2004 or Section 151 of the 2006 Act (or similar provision elsewhere), and has not subsequently had their name included in such a list;

8.9.16 They are the subject of a Sex Offender Order;

8.9.17 If within the last five years they have been involved in a serious incident of violence at any of the Trust's hospitals or facilities or against any of the Trust's employees or registered volunteers;

8.9.18 They are a spouse, partner, parent or child of, or occupant in the some household as, a member of the Board of Directors or the Council of Governors of the Trust;

8.9.19 They are a member of a local authority's Overview and Scrutiny Committee covering health matters;

8.9.20 They lack capacity within the meaning of the Mental Capacity Act 2005 to carry out all the duties and responsibilities of a Governor;

8.9.21 They are the subject of a disqualification order made under the Company Directors Disqualification Act 1986;

8.9.22 They have failed to repay (without good cause) any amount of monies properly owed to the Trust;

8.9.23 They have refused to undertake any training which the Council of Governors requires them or all Governors to undertake;

8.9.24 The individual's continuation as a governor would likely prejudice the ability of the Trust to fulfil its principle purpose or discharge its duties and functions;

8.9.25 The individual's continuation as a governor would likely prejudice the Trust's work with other persons or body within whom it is engaged or may be engaged in the provision of goods and services;

8.9.26 The individual's continuation as a governor would be likely to adversely affect public confidence in the goods and services provided by the Trust;

8.9.27 The individual's continuation as a governor would otherwise bring the Trust into disrepute;

8.9.28 It would not be in the best interests of the Council of Governors for the individual to continue as a governor / the individual has caused or is likely to cause prejudice to the proper conduct of the Council of Governors affairs; or

8.9.29 The individual has failed to comply with the values and principles of the National Health Service, the Trust or the Constitution.

8.10 **Governor Termination of tenure**

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

8.10.1.2 They resign from that office at any time during the term of that office by giving notice in writing to the Trust Secretary.

8.10.1.3 They fail to attend two thirds of the scheduled meetings of the Council of Governors for a consecutive period of twelve months or alternatively for three successive meetings of the Council of Governors, unless, the Chair, Trust Secretary and the Lead Governor are satisfied that:

(a) the absence was due to reasonable cause; and

(b) the Governor will be able to start attending meetings of the Council of Governors within such a specified period as the Council of Governors considers reasonable.

8.10.1.4 They are disqualified from becoming or continuing as a Governor under paragraph 8.9.1 above.

8.10.1.5 They have been removed from the Council of Governors by a resolution passed under paragraph 8.10.3 below.

8.10.2 The name of any person who ceases to hold office as a Governor shall be removed from the Register of Governors notwithstanding any reference to the Dispute Resolution Procedure.

8.10.3 The Council of Governors may by a resolution passed by three quarters of the Governors (in post, rounding up as required) terminate a Governor's tenure of office if for reasonable cause it considers that:

8.10.3.1 They have knowingly or recklessly made a false declaration for any purpose provided for under this Constitution or in the 2006 Act;

8.10.3.2 They have committed a serious breach of the code of conduct;

8.10.3.3 They have acted in a manner detrimental to the interests of the Trust; or

8.10.3.4 It is not in the best interests of the Trust for them to continue as a Governor.

8.12.4 A resolution to remove a Governor under paragraph 8.10.3 above, may not be proposed unless the Governors' Code of Conduct Disciplinary Process has been complied with.

8.12.5 A Governor who resigns under paragraph 8.1.2 shall not be eligible to stand for re-election for a period of three years from the date of their resignation.

8.12.6 A Governor whose tenure of office is terminated under paragraph 8.10.3 shall not be eligible to stand for re-election. They shall also not be eligible for appointment as a Stakeholder Governor.

8.11 **Vacancies**

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

8.11.2 Where the vacancy arises amongst the appointed Governors, the Chair shall request that the appointing organisation appoints a replacement to hold office for the remainder of the term of office.

8.11.3 Where the vacancy arises amongst the elected Governors, the Council of Governors shall be at liberty:

8.11.3.1 To call an election to fill the seat for the remainder of that term of office; or

8.11.3.2 Having regard to the number of Governors remaining in post to represent that constituency, to defer the election until the next planned elections and, at the time, to determine whether to fill the seat for the remainder of that term of office or the full term; or

8.11.3.3 Invite the next highest polling candidate for that constituency at the most recent

election to take office to fill the post for any unexpired period of the term of office and if that candidate is not willing to do so to invite the candidate who secured the next highest number of votes until the vacancy is filled.

8.11.4 Notwithstanding the provisions of Paragraph 8.11.3 an election shall be called by the Trust as soon as reasonably practicable if by reason of the vacancy the number of Public Governors thereby ceases to be more than half of the total number of Governors in office at that time.

8.11.5 No defect in the appointment or election (as the case may be) of a Governor nor any vacancy on the Council of Governors shall invalidate any act of or decision taken by the Council of Governors.

## 8.12 Roles and Responsibilities of the Council of Governors

8.12.1 The roles and responsibilities of the Council of Governors and its Members are to hold, attend at and participate in the General Meetings of the Council of Governors and at or through such meetings:

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

8.12.1.2 To represent the interests of the Members of the Trust as a whole and the interests of the public;

8.12.1.3 The Trust must take steps to secure that the Governors are equipped with the skills and knowledge they require in their capacity as such;

8.12.1.4 To appoint or remove the Chair of the Trust (who shall also be Chair of the Board of Directors) and the other Non-Executive Directors;

8.12.1.5 To approve an appointment (by the Non-Executive Directors) of the chief executive;

8.12.1.6 To decide the remuneration and allowances, and the other terms and conditions of office, of the Non-Executive Directors;

8.12.1.7 To appoint or remove the Trust's external auditor;

8.12.1.8 To be presented with the annual accounts, any report of the external auditor on them and the annual report;

8.12.1.9 To provide their views to the Board of Directors when the Board of Directors is preparing the document containing information about the Trust's forward planning.

8.12.1.10 To respond as appropriate when consulted by the Board of Directors in accordance with this Constitution.

8.12.1.11 To prepare and from time to time to review the Trust's Membership strategy, its policy for the composition of the Council of Governors and of the Non-Executive Directors.

## 8.13 Expenses and remuneration of Governors

8.13.1 Governors shall not receive remuneration for acting as Governors but may receive expenses as provided for in this paragraph.

8.13.2 The Trust may pay travelling and other expenses to Governors at the rates set out in the Trust's relevant policy.

## 8.14 Meetings

8.14.1 The Council of Governors shall comply with the Standing Orders for its practice and procedure set out in Annex 2.

8.14.2 The Council of Governors shall meet not less than four times in each Financial Year.

8.15 **Transitional provisions**

8.15.1 Notwithstanding anything to the contrary in this Constitution:

8.15.2 From the date of adoption of this revised Constitution all Governors shall be appointed or elected (as the case may be) in accordance with its provisions.

8.15.3 Each Governor serving at the date of adoption of this revised Constitution shall serve under the arrangements existing at the time of their election or appointment (as the case may be).

8.15.4 For the avoidance of doubt, at all times more than half the Governors will be elected by Members of the Public Constituency and the composition of the Council of Governors will satisfy the provisions of paragraph 9 of Schedule 7 to the Act.



## 9. BOARD OF DIRECTORS

9.1 The Trust shall have a Board of Directors which shall consist of executive and Non-Executive Directors.

9.2 The Board of Directors shall comprise:

9.2.1 The following Non-Executive Directors:

9.2.1.1 A Chair; and

9.2.1.2 Seven other Non-Executive Directors.

9.2.2 The following executive Directors:

9.2.2.1 A Chief Executive (who shall also at all times be the Accounting Officer);

9.2.2.2 A Finance Director;

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

9.2.2.4 A registered nurse or registered midwife;

9.2.2.5 Four other executive Directors; and

9.2.2.6 not more than three other non-voting executive Directors.

9.3 Only those directors specified in Clause 9.2.1.1 – 9.2.1.2 and 9.2.2.1 – 9.2.2.5 above shall be entitled to vote on any resolution of the Board of Directors.

9.4 The number of Non-executive Directors shall always exceed the number of Executive Directors who may vote (as defined in paragraph 9.3).

9.5 The Directors (as defined in paragraph 9.3) shall have one vote each save that the Chair shall be entitled to exercise a second or casting vote where the number of votes for and against a motion is equal.

9.6 Acting on the recommendation of the Chair, the Council of Governors shall appoint one of the Non-Executive Directors to be Vice-Chair of the Board. If the Chair is unable to discharge their office as Chair of the Trust, the Vice-Chair of the Board of Directors shall be acting Chair of the Trust.

9.7 The Board of Directors shall appoint one of the independent Non-Executive Directors to be the Senior Independent Director, in consultation with the Council of Governors. The Senior Independent Director should be available to members and Governors if they have concerns which contact through the normal channels of Chair, Chief Executive or Finance Director has failed to resolve or for which such contact is inappropriate.

9.8 Only a Member of a Public Constituency may be appointed as a Non-Executive Director.

9.9 Non-executive Directors are to be appointed as follows:

9.9.1 The Council of Governors shall create a duly authorised Governance and Nominations Committee consisting of some or all Governors in accordance with Annex 2;

9.9.2 The Governance and Nominations Committee shall seek the views of the Board of Directors as to their recommended criteria and process for the selection of candidates and, having regard to those views, shall then seek, shortlist and interview such candidates as the Governance and Nominations Committee considers appropriate and shall make recommendations to the Council of Governors as to potential appointments as Non-Executive Directors and shall advise the Board of Directors of those recommendations;

9.9.3 The Governance and Nominations Committee shall be at liberty to request the attendance of and seek advice and assistance from persons other than Members of the Governance and Nominations Committee or other Governors in arriving at its said recommendations; and

9.9.4 The Governance and Nominations Committee shall provide advice to the Council of Governors on the levels of remuneration for the Chair and Non-Executive Directors. The Governance and Nominations Committee shall receive reports on behalf of the Council of Governors on the process and outcome of appraisal for the Chair and Non-Executive Directors.

9.9.5 The Council of Governors shall resolve in general meeting to appoint such candidate or candidates as they consider appropriate and shall have regard to the recommendation of the Governance and Nominations Committee and views of the Chief Executive and the Board of Directors in reaching that decision. The Trust Secretary will convey the decision of the Council of Governors to the successful candidate.

9.10 The general duty of the Board of Directors and 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. The validity of any act of the Trust shall not be affected by any vacancy among the Directors or by any defect in the appointment of any Director.

9.11 **Terms of Office**

9.11.1 The Non-Executive Directors (excluding the Chair) shall be eligible for appointment for two three year terms of office, and in exceptional circumstances a further term of one year. No Non-Executive Director (excluding the Chair) shall be appointed to that office for a total period which exceeds seven years in aggregate.

9.11.2 The Chair shall be eligible for appointment for two three year terms of office, and in exceptional circumstances a further term of one year. The Chair shall not be appointed to that office for a total period which exceeds seven years in aggregate. Any re-appointment of a Non-Executive Director or Chair shall be subject to a satisfactory appraisal carried out in accordance with procedures which the Council of Governors has approved.

9.12 **Disqualification**

9.12.1 A person may not become or continue as a Director if:

9.12.1.1 They are a member of the Council of Governors;

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

9.12.1.3 They have made a composition or arrangement with, or granted a Trust deed for, their creditors and have not been discharged in respect of it;

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

9.12.1.5 in the case of a Non-Executive Director, they are no longer a member of one of the public constituencies;

9.12.1.6 they are a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the insolvency Act 1986);

9.12.1.7 They are otherwise disqualified at law from acting as a director of an NHS foundation trust;

9.12.1.8 NHS Improvement (Monitor) has exercised its powers under the 2006 Act to remove that person as a Director of the Trust or any other foundation trust within their jurisdiction or has suspended them from office or has disqualified them from holding office as a Director of the Trust or of any other foundation trust for a specified period;

9.12.1.9 They are a person whose tenure of office as a Chair 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 public service, for non-attendance at meetings or for non-disclosure of a pecuniary interest;

9.12.1.10 They have had their name removed, from a relevant list of medical practitioners pursuant to Paragraph 10 of the National Health Service (Performers Lists) Regulations 2004 or Section 151 of the 2006 Act (or similar provision elsewhere), and has not subsequently had their name included in such a list; or they have within the preceding two years been dismissed otherwise than by reason of redundancy from any paid employment with a Health Service Body.

9.12.1.11 They have within the preceding two years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a health service body;

9.12.1.12 In the case of Non-Executive Directors, they have refused to undertake any training which the Board of Directors requires them or all Non-Executive directors to undertake;

9.12.1.13 They have failed to sign and deliver to the Trust Secretary a statement in the form required by the Board of Directors confirming acceptance of the code of conduct for Directors;

9.12.1.14 They are the subject of a Sex Offender Order;

9.12.1.15 If within the last five years they have been involved in a serious incident of violence at any of the Trust's hospitals or facilities or against any of the Trust's employees or registered volunteers;

9.12.1.16 They are a spouse, partner, parent or child of, or occupant in the some household as, a member of the Board of Directors or the Council of Governors of the Trust;

9.12.1.17 They are a member of a local authority's Overview and Scrutiny Committee covering health matters;

9.12.1.18 They lack capacity within the meaning of the Mental Capacity Act 2005 to carry out all the duties and responsibilities of a Governor;

9.12.1.19 They are the subject of a disqualification order made under the Company Directors Disqualification Act 1986;

9.12.1.20 They have failed to repay (without good cause) any amount of monies properly owed to the Trust;

9.12.1.21 They fail to satisfy the fit and proper persons requirements for directors as detailed in Regulation 5 of The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014, as may be amended from time to time.

9.12.2 Where a director becomes disqualified for appointment under paragraph 9.11.1, they shall notify the Trust Secretary or the Chair in writing of such disqualification.

9.12.3 If it comes to the notice of the Trust Secretary that at the time of their appointment or later the director is so disqualified, they shall immediately declare that the director in question is disqualified and notify them in writing to that effect.

9.12.4 A disqualified person's tenure of office shall automatically be terminated and they shall cease to act as a director.

9.13 **Roles and responsibilities**

9.13.1 The powers of the Trust shall be exercisable by the Board of Directors on its behalf.

9.13.2 Any of those powers may be delegated to a committee of Directors or to an executive Director in accordance with a Scheme of Delegation approved by the Board of Directors.

9.13.3 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.

9.13.4 A committee of Non-Executive Directors established as an audit committee shall monitor, review and carry out such functions in relation to the external auditor outlined in paragraph 14 as are appropriate.

9.13.5 The Non-Executive Directors shall appoint or remove the Chief Executive (and Accounting Officer). The appointment of a Chief Executive (but not their removal) shall require the approval of the Council of Governors.

9.13.6 A committee consisting of the Chair, the Chief Executive (and Accounting Officer) and the other Non-Executive Directors shall appoint the executive Directors.

9.13.7 The Trust shall establish a committee of Non-Executive Directors to decide the remuneration and allowances and the other terms and conditions of office of the executive Directors.

9.13.8 The Board of Directors shall provide forward planning information in respect of each Financial Year to NHS Improvement (Monitor). The Board of Directors shall have regard to the views of the Council of Governors when preparing the forward planning information.

9.13.9 The Board of Directors shall present to the Council of Governors, in a general meeting, the Trust's annual accounts, any report of the external auditor on them, and the Trust's annual report.

9.13.10 All the functions of the Trust under paragraphs 15.4, 15.5 and 15.7 are delegated by this Constitution to the Chief Executive as Accounting Officer.

## 10. MEETINGS OF DIRECTORS

10.1 The Board of Directors shall adopt Standing Orders covering the proceedings and business of its meetings. These shall include setting a quorum for meetings, both of executive and Non-Executive Directors. The proceedings shall not however be invalidated by any vacancy of its Membership or defect in a Director's appointment.

10.2 Before holding a meeting, the Board of Directors shall send a copy of the agenda to the Council of Governors.

10.3 Within two weeks after holding a meeting, the Board of Directors shall send a copy of the minutes of the previous meeting(s) agreed at that meeting to the Council of Governors.

10.4 Meetings of the Board of Directors shall be open to members of the public, unless and to the extent that the Board of Directors has resolved that members of the public should be excluded from a meeting for such special reasons as the Board of Directors considers appropriate.

## 11. CONFLICTS OF INTEREST OF DIRECTORS

11.1 Each Director has 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. This duty is not infringed if the situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or if the matter has been authorised in accordance with this Constitution.

11.2 Each Director has 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. This duty is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

11.3 If a Director is aware that they have in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, they shall disclose the nature and extent of that interest to the Trust Secretary as soon as they are aware of it and in all cases, before the Trust enters into the transaction or arrangement. If any declaration proves to be or becomes inaccurate or incomplete, the Director shall make a further declaration.

11.4 A Director need not declare an interest:

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

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

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

11.4.3.1 by a meeting of the Board of Directors; or

11.4.3.2 by a committee of the Directors appointed for that purpose under this Constitution.

11.5 The Board of Directors shall adopt Standing Orders making further provision about Directors' interests.

## 12. REGISTERS

12.1 The Trust shall have and maintain:

12.1.1 A Register of Members showing, in respect of each Member, the Membership constituency (and Class within a Membership Constituency, where appropriate) to which they belong;

12.1.2 A register of Governors;

12.1.3 A register of interests of Governors;

12.1.4 A register of Directors;

12.1.5 A register of interests of Directors.

12.2 The information to be included in the above registers shall be such as will comply with the requirements of the 2006 Act, any subordinate legislation made under it, and the provisions of this Constitution.

12.3 Members will be removed from the Register of Members if:

12.3.1 The Members is no longer eligible or is disqualified; or

12.3.2 The Member dies.

## 13. PUBLIC DOCUMENTS

13.1 The following documents of the Trust shall be available for inspection by Members of the public free of charge at all reasonable times, and shall be available on the Trust's website:

13.1.1 A copy of the current Constitution;

13.1.2 A copy of the latest annual accounts and of any report of the external auditor on them;

13.1.3 A copy of the latest annual report;

13.2 All documents required by paragraphs 22(1)(g) to 22(1)(p) inclusive of Schedule 7 to the 2006 Act (relating to special administration) shall be available for inspection by Members of the public free of charge at all reasonable times, and shall be available on the Trust's website.

13.3 Any person who requests it shall be provided with a copy or extract from any of the above documents.

13.4 If the person requesting a copy or extract under this paragraph is not a Member of the Trust, the Trust may impose a reasonable charge for providing the copy of extract.

13.5 The registers mentioned in paragraph 12 shall all be made available for inspection by Members of the public except in circumstances prescribed by regulations made under the 2006 Act. The Trust shall not make any part of the Register of Members available for inspection by Members of the public that shows details of any Member if they so request.

## 14. AUDITOR

14.1 The Trust shall have an external auditor and shall provide the external auditor with every facility and all information which they may reasonably require for the purposes of their functions under Chapter 5 of Part 2 of the 2006 Act.

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

14.3 The appointment of the external auditor by the Council of Governors is covered in 8.12.1.7 and the monitoring of the external auditor's functions by a committee of Non-Executive Directors is covered in paragraph 9.15.4.

14.4 The external auditor shall carry out their duties in accordance with Schedule 10 to the 2006 Act and in accordance with any directions given by NHS Improvement (Monitor) on standards, procedures and techniques to be adopted.

## 15. ACCOUNTS

15.1 The Trust shall keep proper accounts and proper records in relation to the accounts, which shall comply with any directions made by NHS Improvement (Monitor) with the approval of the Secretary of State, as to the Content and form of the Trust's accounts.

15.2 The accounts shall be audited by the Trust's auditor.

15.3 The following documents shall be made available to the Comptroller and Auditor General for examination at their request:

15.3.1 The accounts;

15.3.2 Any records relating to them; and

15.3.3 Any report of the auditor on them.

15.4 The Trust (through its Chief Executive and Accounting Officer) shall prepare in respect of each Financial Year annual accounts in such form as NHS Improvement (Monitor) may with the approval of the Secretary of State direct.

15.5 The Trust shall comply with any directions given by NHS Improvement (Monitor) with the approval of the Secretary of State as to:

15.5.1 The period or periods in respect of which the Trust should prepare accounts; and

15.5.2 The audit requirements of any such accounts.

15.6 In preparing accounts the Trust shall comply with any directions given by NHS Improvement (Monitor) with the approval of the Secretary of State as to:

15.6.1 The methods and principles according to which the accounts are to be prepared;

15.6.2 The content and form of the accounts.

15.7 The annual accounts, any report of the financial auditor on them, and the annual report are to be presented to the Council of Governors at a General Meeting.

15.8 The Trust shall:

15.8.1 Lay a copy of the annual accounts, and any report of the auditor on them, before Parliament; and

15.8.2 Send copies of those documents to NHS Improvement (Monitor) within such period as NHS Improvement (Monitor) may direct; and send copies of any accounts prepared pursuant to article 15.4, and any report of an auditor on them to NHS Improvement (Monitor) within such period as NHS Improvement (Monitor) may direct.

## 16. ANNUAL REPORTS, FORWARD PLANS AND NON-NHS WORK

16.1 The Trust shall prepare annual reports and send them to NHS Improvement (Monitor).

16.2 The reports shall give information on:

16.2.1 Any steps taken by the Trust to secure that (taken as a whole) the actual Membership of the public constituencies and of the classes of the staff constituency is representative of those eligible for such Membership; and

16.2.2 Any other information the NHS Improvement (Monitor) requires.

16.3 The Trust is to comply with any decision the NHS Improvement (Monitor) makes as to:

16.3.1 The form of the reports;

16.3.2 When the reports are to be sent to them;

16.3.3 The periods to which the reports are to relate.

16.4 Each forward plan must include information about:

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

16.4.2 The income it expects to receive from doing so.

16.5 Where a forward plan contains proposal that the Trust carry out Non Principal Purpose Activity the Council of Governors must:

16.5.1 Determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its Principal Purpose or the performance of its other functions; and

16.5.2 Notify the Directors of the Trust of its determination.

16.6 If the Trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purpose of the health service in England it may implement the proposal only if more than half of the Members of the Council of Governors of the Trust voting approve its implementation.

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

## 17. SIGNIFICANT TRANSACTION

17.1 The Trust may enter into a Significant Transaction only if more than half of the Members of the Council of Governors voting approve entering into the transaction.

17.2 “Significant Transaction” means:

17.2.1 The acquisition of, or an agreement to acquire, whether contingent or not, assets the value of which is more than 25% of the value of the Trust's turnover before the acquisition; or

17.2.2 The disposition of, or an agreement to dispose of, whether contingent or not, assets of the Trust the value of which is more than 25% of the value of the Trust's turnover before the disposition; or

17.2.3 A transaction that has or is likely to have the effect of the Trust acquiring rights or interests or incurring obligations or liabilities, including contingent liabilities, the value of which is more than 25% of the value of the Trust's turnover before the transaction; or

17.2.4 The acquisition of another NHS organisation (regardless of the value of the transaction)

17.3 For the purpose of this Paragraph 17:

17.3.1 "Turnover" means the turnover of the Group;

17.3.2 In assessing the value of any contingent liability for the purposes of subparagraph 17.2.3, the Directors:

17.3.2.1 Must have regard to all circumstances that the Directors know, or ought to know, affect, or may affect, the value of the contingent liability; and may rely on estimates of the contingent liability that are reasonable in the circumstances; and

17.3.2.2 May take account of the likelihood of the contingency occurring.

17.4 The views of the Council of Governors will be taken into account before the Trust enters into any proposed transaction which:

17.4.1 would exceed a threshold of 10% for any of the criteria set out in paragraph 17.2 (a "Relevant Transaction");

17.4.2 is deemed to be high risk by its nature; or

17.4.3 is of specific relevance to governor priorities.

17.5 For the purpose of this Paragraph 17.4 whether a transaction is “deemed to be high risk by its nature” or “of specific relevance to governor priorities” will be judged by the Chair.

## 18. INDEMNITY

18.1 Governors and Directors who act honestly and in good faith and not recklessly 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 Council of Governors or Board of Directors functions. Any such liabilities will be liabilities of the Trust.

18.2 The Trust may make such arrangements as it considers appropriate for the provision of indemnity insurance or similar arrangements for the benefit of the trust

to meet all of any liabilities which are properly the liabilities of the Trust under paragraph 18.1.

## 19. INSTRUMENTS ETC.

19.1 The Trust is to have a seal which is not to be affixed except under the authority of the Board of Directors.

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

## 20. DISPUTE RESOLUTION PROCEDURE

20.1 The Trust shall apply the Dispute Resolution Procedure set out at Annex 5 to this Constitution in regards to disputes:

20.1.1 with Members and potential Members in relation to matters of eligibility and disqualification; and

20.1.2 between the Council of Governors and the Board of Directors in relation to the interpretation and application of respective powers and obligations under this Constitution.



## 21. AMENDMENT OF THE CONSTITUTION

21.1 The Trust may make amendments to this Constitution only if:

21.1.1 More than half of the Members of the Council of Governors voting; and

21.1.2 More than half of the Members of the Board of Directors voting

approve the amendments.

21.1.3 An amendment shall have no effect in so far as the Constitution would, as a result of the amendment, not accord with Schedule 7 of the 2006 Act.

21.1.4 If an amendment relates to the powers or duties of the Council of Governors, Paragraphs 7.7.11 and 7.7.12 shall apply.

21.1.5 The Trust shall inform NHS Improvement (Monitor) of amendments to the Constitution.

## 22. MERGERS, ACQUISITIONS, SEPARATIONS AND DISSOLUTION

22.1 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.

**ANNEX 1**

## CONSTITUENCIES OF THE TRUST

| 1. Name of Membership Constituency | 2. Area/Qualification | | 4. Number of Governors |
|---|---|---|---|
| **PUBLIC CONSTITUENCY** | | | |
| Cheltenham Borough Council Area ("Cheltenham") | Gloucestershire | | 2 |
| Cotswolds District Council Area ("Cotswolds") | | | 2 |
| Forest of Dean District Council Area ("Forest of Dean") | | | 2 |
| Gloucester City Council Area ("Gloucester") | | | 2 |
| Stroud District Council Area ("Stroud") | | | 2 |
| Tewkesbury Borough Council Area ("Tewkesbury") | | | 2 |
| Out of County | Out of county areas where the Trust provides services, including:<br>England<br>Bristol<br>Herefordshire<br>Oxfordshire<br>North Somerset<br>Somerset<br>South Gloucestershire<br>Swindon<br>Warwickshire<br>Wiltshire<br>Worcestershire<br>Wales<br>Aneurin Bevan University Health Board area<br>Powys Teaching Health Board area | | 1 |
| **STAFF CONSTITUENCY** | | | |
| The Allied Health Professionals Staff staff class | as defined in paragraph 7.3.6 of this Constitution | | 1 |
| The Medical and Dental Staff staff class | as defined in paragraph 7.3.4 of this Constitution | | 1 |
| The Nursing and Midwifery Staff staff class | as defined in paragraph 7.3.5 of this Constitution | | 2 |
| The Other/ Non-Clinical Staff staff class | as defined in paragraph 7.3.7 of this Constitution | | 1 |
| **STAKEHOLDER GOVERNORS** | | | |
| Four stakeholder governors, one of which must be a Local Authority Governors. | As defined in paragraph 8.5.1 of this Constitution | | 4 |
| ***Total*** | | | ***22*** |

**ANNEX 2**

## STANDING ORDERS FOR THE REGULATION OF PROCEEDINGS AND BUSINESS OF THE COUNCIL OF GOVERNORS

These Standing Orders form part of the Constitution of the Gloucestershire Hospital NHS Foundation Trust.

### 1. INTERPRETATION

1.1. Save as otherwise permitted by law, the Chair shall be the final authority on the interpretation of the Standing Orders (on which they should be advised by the Chief Executive and the Trust Secretary).

### 2. THE TRUST

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

### 3. MEETINGS OF THE COUNCIL OF GOVERNORS

3.1. **Admission of the Public and the Press** – subject to paragraph 3.2 below, all meetings of the Council of Governors are to be open to members of the press and public.

3.2. The Council of Governors may resolve to exclude members of the press and/or public from any meeting or part of a meeting on the grounds:

3.2.1. That publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted; or

3.2.2. The special reasons stated in the resolution and arising from the nature of the business of the proceedings.

3.3. The right of attendance referred to above carries no right to ask questions or otherwise participate in the meeting.

3.4. The Chair (or other person presiding under the provisions of Standing Order 3.18) shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the business of the meeting shall be conducted without interruption and disruption. The Chair may exclude any member of the public or press from a meeting of the Council of Governors if they are interfering with, or preventing the proper conduct of the meeting.

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

3.6. **Calling Meetings** – Ordinary meetings of the Council of Governors shall be held at such times and places as it may determine.

3.7. Meetings of the Council of Governors may only be called in accordance with this paragraph. The Chair may call a meeting of the Council of Governors 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 Governors, has been presented to them, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to them, at the Trust's headquarters, such one third or more Governors may forthwith call a meeting.

3.8. The Council of Governors may agree that its Governors can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting. The Council of Governors shall agree a protocol to be applied in the case of such meetings.

3.9. **Notice of Meetings** - Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair or by an officer of the Trust authorised by the Chair to sign on their behalf shall be delivered to every Governor, or sent by post to the usual place of residence of such Governor, so as to be available to him/her at least 14 clear days before the meeting.

3.10. Subject to Standing order 3.12, lack of service of the notice on any Governor shall not affect the validity of a meeting.

3.11. In the case of a meeting called by Governors in default of the Chair, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified in the notice.

3.12. Failure to serve such a notice on more than three Governors 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 post or email.

3.13. Before each meeting of the Council of Governors a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed on the Trust's website at least three clear days before the meeting.

3.14. **Setting the Agenda** – The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted. (Such matters may be identified within these Standing Orders or following subsequent resolution shall be listed in an Appendix to the Standing Orders.)

3.15. A Governor desiring a matter to be included on an agenda shall make their request in writing to the Chair at least ten clear days before the meeting subject to Standing Order 3.9. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chair.

3.16. Agendas shall be sent to Members seven days before the meeting and supporting papers, whenever possible, shall accompany the agenda, save in emergency or if otherwise agreed by the Chair.

3.17. **Chair of Meeting** - The Chair, or in their absence, the Vice-Chair, shall preside at meetings of the Council of Governors and shall be entitled to exercise a casting vote where the number of votes for and against a motion is equal.

3.18. If the Chair and Vice-Chair are absent from a meeting of the Council of Governors, the Governors shall appoint another Non-Executive Director to preside over that meeting and they shall exercise all the rights and obligations of the Chair including the right to exercise a second or casting vote where the number of votes for and against a motion is equal.

3.19. If any matter for consideration at a meeting of the Council of Governors relates to the conduct or interests of the Chair or of all of the Non-Executive Directors neither the Chair nor any of the Non-Executive Directors shall preside over the period of the meeting during which the matter is under discussion. In these circumstances the period of the meeting shall be chaired by the Lead Governor, or in their absence, by

another Governor chosen by the Governors. This person shall exercise all the rights and obligations of the Chair including the right to exercise a second or casting vote where the number of votes for and against a motion is equal.

3.20. **Notices of Motion** - A Governor desiring to move or amend a motion shall send a written notice thereof at least ten 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 Standing Order shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda subject to Standing Order 3.11.

3.21. **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 Chair.

3.22. **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 six calendar months shall bear the signature of the Governor(s) who gives it and also the signature of four other Governors. When any such motion has been disposed of by the Council of Governors, it shall not be competent for any Governor to propose a motion to the same effect within six months; however the Chair may do so if they consider it appropriate.

3.23. **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.

3.24. Subject to paragraph 3.25, when a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:

3.24.1. An amendment to the motion.

3.24.2. The adjournment of the discussion or the meeting.

3.24.3. That the meeting proceed to the next business.

3.24.4. The appointment of an ad hoc committee to deal with a specific item of business.

3.24.5. That the motion be now put.

3.24.6. A motion to exclude the public (including the press).

3.25. The motions specified in paragraphs 3.24.2 and 3.24.3 may only be put by a Governor who has not previously taken part in the debate.

3.26. 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.

3.27. **Chair's Ruling** - Statements of Governors made at meetings of the Trust 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, relevance, regularity and any other matters shall be observed at the meeting.

3.28. **Voting** – If, in the opinion of the Chair, a vote should be required on a question at a meeting, the result shall be determined by a majority of the votes of the Governors present and voting on the question. In the case of the number of votes for and against a motion being equal, the Vice Chair of the Council of Governors shall have a second or casting vote.

3.29. 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 Governors present so request.

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

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

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

3.33. Any matter which could be decided by the Council of Governors in a meeting may be determined by written resolution. A written resolution shall, with any accompanying papers which are relevant, describe the matter to be decided and provide for Governors to sign the resolution to confirm their agreement. A written resolution may comprise identical documents sent to all Governors, each to be signed by a Governor, or one document to be signed by all Governors. A written resolution shall be passed only when at least three quarters of the Governors approve the resolution in writing within the timescale imposed in such a notice. The Trust Secretary shall keep records of all written resolutions.

3.34. **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.

3.35. 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 next meeting.

3.36. Minutes shall be circulated to Governors' within two weeks after the meeting. Where providing a record of a public meeting the minutes shall be made available to the public.

3.37. **Suspension of Standing Orders** - Except where this would contravene any provision of the constitution or any statutory provision or any direction made by NHS Improvement (Monitor), any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Governors are present, including one elected Governor and one nominated Governor and that a majority of those present vote in favour of suspension.

3.38. A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.

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

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

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

3.42. **Record of Attendance** - The names of the Governors present at the meeting shall be recorded in the minutes.

3.43. **Quorum** – No business shall be transacted at a meeting of the Council of Governors unless at least two-thirds of the whole number of the Governors ((n post,

rounding up as required) are present including at least one elected member from the Public Constituency, one elected member from the Staff Constituency and one Stakeholder Governor.

3.44. If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see Standing Orders 5 and 6) they 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.

3.45. **Frequency** - The Council of Governors shall hold meetings at least FOUR times in each calendar year.

3.46. **E-Governance** – Where agreed by the Chair and the Lead Governor, decisions may also be made by way of a written resolution. In such cases the document or issue in need of review should be sent to Governors and the Council of Governors should have a specified number of days to register their approval via email or other means to the Trust Secretary. The document should not require extensive discussion, although the Council of Governors may choose to ask specific questions to the document author. The email will need to clearly specify the approval that is sought. A document or issue will be considered approved when three-quarters of the Council of Governors has approved it. As in a Council meeting, the Chair shall have the casting vote in the event of an evenly split vote. Notice of all decisions taken by written resolution will be reported to the following formal Council of Governors meeting.

## 4. COMMITTEES

### 4.1 The Governance and Nominations Committee

4.1.1 The Council of Governors shall create a duly authorised Governance and Nominations Committee consisting of some or all of its Members in accordance with paragraph 9.8.1 of the Constitution.

4.1.2 The Governance and Nominations Committee shall seek the views of the Board of Directors as to their recommended criteria and process for the selection of candidates and, having regard to those views, shall then seek, shortlist and interview such candidates as the Nominations Committee considers appropriate and shall make recommendations to the Council of Governors as to potential appointments as Non-Executive Directors and shall advise the Board of Directors of those recommendations.

4.1.3 Subject to any provisions to the contrary in this Standing Order 4, the provisions of Standing Order 3, as far as they are applicable, shall apply with appropriate alteration to meetings of the Nominations Committee.

4.1.4 The Trust Secretary shall attend the Nominations Committee and take minutes of any proceedings.

4.1.5 The Governance and Nominations Committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Council of Governors), as the Council of Governors, shall decide subject to the provisions of the Constitution. Such terms of reference shall have effect as if incorporated into the Standing Orders.

4.1.6 The Council of Governors shall approve the appointments to the Nominations Committee. The Chair of the Governance and Nominations Committee shall be the

Chair.

4.1.7 **Confidentiality** - A member of the Governance and Nominations Committee shall not disclose a matter dealt with by, or brought before, the Nominations Committee without its permission until the Nominations Committee shall have reported to the Council of Governors or shall otherwise have concluded on that matter.

4.1.8 A member of the Governance and Nominations Committee shall not disclose any matter reported to or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or the committee shall resolve that it is confidential.

**4.2 Other committees**

4.2.1 The Council of Governors may not delegate any of its powers to a committee or sub-committee, but it may appoint committees to assist the Council of Governors in carrying out its functions. Such committees established by the Council of Governors may meet in private for reasons of commercial confidentiality or other special reasons if the members of the committee so decide.

4.2.2 The Council of Governors may appoint committees of the council consisting wholly of persons who are Governors. Persons who are not Governors may attend such committees if appropriate under the committee's terms of reference but they shall have no vote.

4.2.3 A committee so appointed may appoint sub-committees consisting wholly of persons who are Governors. Persons who are not Governors may attend such committees if appropriate under the committee's terms of reference but they shall have no vote.

4.2.4 These Standing Orders, as far as they are applicable, shall apply also, with appropriate alteration, to meetings of any committees or sub-committees so established by the Council of Governors.

4.2.5 Each such committee or sub-committee shall have such terms of reference and be subject to such conditions as the council shall decide. Such terms of reference shall have effect as if incorporated into these Standing Orders.

4.2.6 The Council of Governors shall approve the membership of all committees and sub-committees that it has formally constituted and shall approve the recommendation from the relevant committee to appoint the Chair and, if applicable, the vice Chair of each committee and sub-committee.

4.2.7 Any member of a committee may participate in a duly convened meeting of a committee or sub-committee by means of a video conference, telephone or any other communications equipment which allows all persons to hear and speak to one another subject to reasonable notice and availability of the necessary equipment. Any such meetings shall adopt the procedure agreed by the Council of Governors.

4.2.8 The Council of Governors may, through the Trust Secretary, request that external advisors assist them or any committee they appoint in carrying out duties. Advisers will:

4.2.8.1 not be Governors;

4.2.8.2 have no vote; and

4.2.8.3 provide such assistance as the Council of Governors may agree.

**4.3 Confidentiality**

4.31 In the event of the Council of Governors, or any Committee established by the Council of Governors, meeting in private for all or part of a meeting, Governors shall not disclose the contents of the papers considered, discussions held or minutes of the items taken in private.

## 5. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

### 5.1 Declaration of interests

5.1.1 Each Governor shall declare:

5.1.1.2 any actual or potential, direct or indirect, financial interest which is material to any discussion or decision they are involved, or likely to be involved, in making, as described in Standing Orders 5.2.2 and 5.2.6 (subject to Standing Order 5.2.3);

5.1.1.3 any actual or potential, direct or indirect, non-financial professional interest, which is material to any discussion or decision they are involved, or likely to be involved, in making, as described in Standing Orders 5.2.4 and 5.2.6; and

5.1.1.4 any actual or potential, direct or indirect, non-financial personal interest, which is material to any discussion or decision they are involved, or likely to be involved, in making, as described in Standing Orders 5.2.5 and 5.2.6.

5.1.2 The responsibility for declaring an interest is solely that of the Governor concerned and shall be declared to the Trust Secretary:

5.1.2.1 within five days of election or appointment; or

5.1.2.2 arising later, within five days of the Governor becoming aware of the interest.

5.1.3 If during the course of a Council of Governors meeting a Governor has an interest of any sort in a matter which is the subject of consideration the Governor concerned shall disclose the fact, and the Chair shall decide what action to take. This may include excluding the Governor from the discussion of the matter in which the Governor has an interest and/or prohibiting the Governor from voting any such matter.

5.1.4 Subject to Standing Order 5.1.3, if a Governor has declared a financial interest in a matter (as described in Standing Orders 5.2.3 and 5.2.3) they shall not take part in the discussion of that matter nor vote on any question with respect to that matter.

5.1.5 Any interest declared at a meeting of the Council of Governors and subsequent action taken should be recorded in the Council of Governors' meeting minutes. Any changes in interests should be declared at the next Council of Governors' meeting following the change occurring.

### 5.2 Nature of interests

5.2.1 Interests which should be regarded as "material" are ones which a reasonable person would take into account when making a decision regarding the use of taxpayers' money because the interest has relevance to that decision. Material interests are to be interpreted in accordance with guidance issued by NHS Improvement (Monitor).

5.2.2 A financial interest is where a Governor may receive direct financial benefits (by either making a gain or avoiding a loss) as a consequence of a decision that the Council of Governors makes. This could include:

5.2.2.1 directorships, including Non-Executive directorships held in any other organisation which is doing, or is likely to be doing business with an organisation in receipt of NHS funding;

5.2.2.2 employment in an organisation which is doing, or is likely to do business with an organisation in receipt of NHS funding; or

5.2.2.3 a shareholding, partnerships, ownership or part ownership of an organisation which is doing, or is likely to do business with an organisation in receipt of NHS funding.

5.2.3 A Governor shall not be treated as having a financial interest in any a matter by reason only:

5.2.3.1 of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body;

5.2.3.2 of shares or securities held in collective investment or pensions funds or units of authorised unit trusts;

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

5.2.3.4 of any travelling or other expenses or allowances payable to a Governor in accordance with the constitution.

5.2.4 A non-financial professional interest is where a Governor may receive a non-financial professional benefit as a consequence of a decision that the Council of Governors makes, such as increasing their professional reputation or status or promoting their professional career. This could include situations where a Governor is:

5.2.4.1 an advocate for a particular group of patients;

5.2.4.2 a clinician with a special interest;

5.2.4.3 an active member of a particular specialist body; or

5.2.4.4 an advisor for the Care Quality Commission or National Institute of Health and Care Excellence.

5.2.5 A non-financial personal interest is where a Governor may benefit personally as a consequence of a decision that the Council of Governors makes in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit. This could include where a Governor is:

5.2.5.1 a member of a voluntary sector board or has a position of authority within a voluntary sector organisation with an interest in health and/or social care; or

5.2.5.2 a member of a lobbying or pressure group with an interest in health and/or social care.

5.2.6 A Governor will be treated as having an indirect financial interest, indirect non-financial professional interest or indirect non-financial personal interest where they have a close association with another individual who has a financial interest, non-financial professional interest or a non-financial personal interest in a decision that the Governor is involved in making. This includes material interests of:

5.2.6.1 close family members and relatives, including a spouse or partner or any parent, child, brother or sister of a Governor;

5.2.6.2 close friends and associates; and

5.2.6.3 business partners.

5.2.7 If Governors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair. Influence rather than the immediacy of the

relationship is more important in assessing the relevance of an interest.

**5.3 Register of interests**

5.3.1 The Trust Secretary will ensure that a register of interests is established to record formally declarations of interests of Governors.

5.3.2 Details of the register will be kept up to date and reviewed annually.

5.3.3 The register will be available to the public.

## 6. STANDARDS OF BUSINESS CONDUCT

6.1 **Canvassing of, and Recommendations by, Governors in Relation to Appointments** - Canvassing of Governors directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this Standing Order shall be included in application forms or otherwise brought to the attention of candidates.

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

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

6.4 **Relatives of Governor** - Candidates for any staff appointment shall when making application disclose in writing whether they are related to any Governor. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him/her liable to instant dismissal.

6.5 The Governors shall disclose to the Chief Executive any relationship with a candidate of whose candidature that Governor is aware. It shall be the duty of the Chief Executive to report to the Council of Governors and Board of Directors any such disclosure made.

6.6 On election or appointment, Governors should disclose to the Trust whether they are related to any other Governor or holder of any office under the Trust.

## 7. MISCELLANEOUS

7.1 **Standing Orders to be given to Governors** - It is the duty of the Chief Executive to ensure that existing Governors and all new Governors are notified of and understand their responsibilities within Standing Orders.

7.2 **Review of Standing Orders** – These Standing Orders shall be reviewed annually by the Council of Governors. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.

7.3 **Variation and Amendment of Standing Orders** - These Standing Orders shall be amended only if:

(a) a notice of motion under Standing Order 3.20 has been given; and no fewer than two thirds of the total of Governors vote in favour of amendment; and

(b) the variation proposed does not contravene a statutory provision or direction made by NHS Improvement (Monitor).

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**Part 1 Interpretation**

**1. Interpretation**

1.1 In these rules, unless the context otherwise requires:

- "corporation" means the public benefit corporation subject to this constitution
- "election" means an election by a constituency, or by a class within a constituency, to fill 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
- "e-voting" means voting using either the internet, telephone or text message
- "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
- "method of polling" means voting either by post, internet, text message or telephone
- "the telephone voting system" means such telephone voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by telephone
- "the text message voting system" means such text messaging voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by text message
- "voter ID number" means a unique, randomly generated numeric identifier allocated to each voter by the Returning Officer for the purpose of e-voting

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

**Part 2 Timetable**

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) 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 66, the returning officer for an election is to be appointed by the corporation.

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

**5 Staff**

5.1 Subject to rule 66, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

**6. Expenditure**

6.1 The corporation is to pay the returning officer:

(a) any expenses incurred by that officer in the exercise of his or her functions under these rules,
(b) such remuneration and other expenses as the corporation may determine.

**7. Duty of co-operation**

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

**Part 4 Stages**

**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 corporation,
(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
(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 corporation with a nomination paper, and
(b) is to prepare a nomination paper for signature at the request of any member of the corporation, but it is not necessary for a nomination to be on a form supplied by the returning officer and it can, subject to rule 13, be in an electronic format.

**10. Candidate's particulars**

The nomination paper must state the candidate's:

(a) full name,
(b) contact address in full, and
(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 corporation, and
(b) whether the candidate is a member of a political party, and if so, which party, and if the candidate has no such interests, the paper must include a statement to that effect.

**12. Declaration of eligibility**

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 their qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

**13. Signature of candidate**

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

(a) they wish to stand as a candidate,
(b) their declaration of interests as required under rule 11, is true and correct, and
(c) their declaration of eligibility, as required under rule 12, is true and correct.

**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,
(c) receives satisfactory proof that the candidate has died, or
(d) receives a written request by the candidate of their withdrawal from candidacy.

14.2 The returning officer is entitled to decide that a nomination 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.

**15. Publication of statement of candidates**

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

15.2 The statement must show:

(a) the name, 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 corporation as soon as is practicable after publishing the statement.

**16. Inspection of statement of nominated candidates and nomination papers**

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

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

**17. Withdrawal of candidates**

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

**18. Method of election**

18.1 If the number of candidates remaining validly nominated for an election after any

withdrawals under these rules is greater than the number of members to be elected to the council of Governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.

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

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

(a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
(b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

**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.

19.3 The corporation may decide if eligible voters, within a constituency, or class within a constituency, may, subject to rule 19.4, cast their vote by any combination of the methods of polling.

19.4 The corporation may decide if eligible voters, within a constituency or class within a constituency, for whom an e-mail mailing address is included in the list of eligible voters may only cast their votes by, one or more, e-voting methods of polling.

19.5 If the corporation decides to use an e-voting method of polling then they and the returning officer must satisfy themselves that:

(a) if internet voting is being used, the internet voting system to be used for the purpose of the election is configured in accordance with these rules and that it will accurately record the internet voting record of any voter who chooses to cast their vote using the internet voting system.
(b) if telephone voting is being used, the telephone voting system to be used for the purpose of the election is configured in accordance with these rules and that it will accurately record the telephone voting record of any voter who choose to cast their vote using the telephone voting system.
(c) if text message voting is being used, the text message voting system to be used for the purpose of the election is configured in accordance with these rules and that it will accurately record the text voting record of any voter who choose to cast their vote using the text message voting system.

**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 corporation,

(b) the constituency, or class within a constituency, for which the election is being held,
(c) the number of members of the council of Governors to be elected from that constituency, or class within that constituency,
(d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
(e) instructions on how to vote by all available methods of polling, including the relevant voters and voter ID number if e-voting is a method of polling,
(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.

**Action to be taken before the poll**

**21. List of eligible voters**

21.1 The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 26 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

21.2 The list is to include, for each member, a postal mailing address and if available an e-mail address, where their voting information may be sent.

21.3 The corporation may decide if the voting information is to be sent only by e-mail to those members, in a particular constituency or class within a constituency, for whom an e-mail address is included in the list of eligible voters.

**22. Notice of poll**

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

(a) the name of the corporation,
(b) the constituency, or class within a constituency, for which the election is being held,
(c) the number of members of the council of Governors to be elected from that constituency, or class with that constituency,
(d) the names, 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) the methods of polling by which votes may be cast at the election by a constituency or class within a constituency as determined by the corporation in rule 19 (3).
(f) the address for return of the ballot papers, and the date and time of the close of the poll,
(g) the uniform resource locator (url) where, if internet voting is being used, the polling website is located.
(h) the telephone number where, if telephone voting is being used, the telephone voting facility is located,
(i) the telephone number or telephone short code where, if text message voting is being used, the text message voting facility is located,
(j) the address and final dates for applications for replacement voting information, and
(k) the contact details of the returning officer.

## 23. Issue of voting information by returning officer

23.1 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 voting information:

(a) by post to each member of the corporation named in the list of eligible voters and on the basis of rule 21 able to cast their vote by post:
  (i) a ballot paper
  (ii) information about each candidate standing for election, pursuant to rule 61 of these rules,
  (iii) a covering envelope
(b) by e-mail or by post, to each member of the corporation named in the list of eligible voters and on the basis of rule 19.4 able to cast their vote only by an e-voting method of polling:
  (i) instructions on how to vote
  (ii) the eligible voters voter ID number
  (iii) information about each candidate standing for election, pursuant to rule 61 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate.
  (iv) contact details of the returning officer.

23.2 The documents are to be sent to the mailing address or e-mail address for each member, as specified in the list of eligible voters.

## 24. The covering envelope

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. E-voting systems

25.1 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").

25.2 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”).

25.3 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”).

25.4 The provision of the polling website and internet voting system, will:

(a) require a voter, to be permitted to vote, to enter his voter ID number;
(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.

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

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

(i) the voter ID number used by the voter;

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

(iii) the date and time of his vote, and

(e) if their vote has been cast and recorded, provide the voter with confirmation

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

25.5 The provision of a telephone voting facility and telephone voting system, will:

(a) require a voter to be permitted to vote, to enter his voter ID number;

(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.

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

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

(i) the voter ID number used by the voter;

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

(iii) the date and time of his vote

(e) if their vote has been cast and recorded, provide the voter with confirmation;

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

25.6 The provision of a text message voting facility and text messaging voting system, will:

(a) require a voter to be permitted to vote, to provide his voter ID number;

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

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

(i) the voter ID number used by the voter;

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

(iii) the date and time of his vote

(e) if their vote has been cast and recorded, provide the voter with confirmation;

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

**The poll**

**26. Eligibility to vote**

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

**27. Voting by persons who require assistance**

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

27.2 Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as they consider necessary to enable that voter to vote.

**28. Spoilt ballot papers**

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

28.2 On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if they can obtain it.

28.3 The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless satisfied as to the voter's identity.

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

(a) is satisfied as to the voter's identity, 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 spoilt ballot paper.

**29. Lost voting information**

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

29.2 The returning officer may not issue replacement voting information for lost voting information unless they:

(a) are satisfied as to the voter's identity,
(b) have no reason to doubt that the voter did not receive the original voting information.

29.3 After issuing replacement voting information, the returning officer shall enter in a list ("the list of lost ballots"):

(a) the name of the voter
(b) the details of the unique identifier of the replacement ballot paper, and
(c) if applicable, the voter ID number of the voter.

**30. Issue of replacement voting information**

30.1 If a person applies for replacement voting information under rule 28 or 29, the returning officer may not issue replacement voting information unless, in addition to the requirements imposed by rule 28.3 or 29.2, they are also satisfied that that person has not already voted in the election.

**Polling by internet, telephone or text**

**31. Procedure for remote voting by internet**

31.1 To cast their vote using the internet the voter must gain access to the polling website by keying in the url of the polling website provided in the voting information,

31.2 When prompted to do so, the voter must enter their voter ID number.

31.3 If the internet voting system authenticates the voter ID number the system must give the voter access to the polling website for the election in which the voter is eligible to vote.

31.4 To cast their vote the voter may then key in a mark on the screen opposite the particulars of the candidate or candidates for whom they wish to cast their vote.

31.5 The voter must not be able to access the internet voting facility for an election once their vote at that election has been cast.

**32. Voting procedure for remote voting by telephone**

32.1 To cast their vote by telephone the voter must gain access to the telephone voting facility by calling the designated telephone number provided on the voter information using a telephone with a touch-tone keypad.

32.2 When prompted to do so, the voter must enter their voter ID number using the keypad.

32.3 If the telephone voting facility authenticates the voter ID number, the voter must be prompted to vote in the election.

32.4 When prompted to do so the voter may then cast his vote by keying in the code of the candidate or candidates, allocated in accordance with rule 61 of these rules, for whom they wish to vote.

32.5 The voter must not be able to access the telephone voting facility for an election once their vote at that election has been cast.

**33. Voting procedure for remote voting by text message**

33.1 To cast their vote by text the voter must gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided on the voter information.

33.2 The text message sent by the voter must contain their voter ID number and the code for the candidate or candidates, allocated in accordance with rule 61 of these rules, for whom they wish to vote.

33.3 The text message sent by the voter must be structured in accordance with the instructions on how to vote contained in the voter information.

**Procedure for receipt of envelopes, internet votes, telephone votes and text message votes**

**34. Receipt of voting documents**

34.1 Where the returning officer receives a:

(a) covering envelope, or
(b) any other envelope containing a ballot paper, before the close of the poll, that officer is to open it as soon as is practicable; and rules 35 and 36 are to apply.

34.2 The returning officer may open any covering envelope for the purposes of rules 35 and 36, 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.

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

**35 Validity of votes**

35.1 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.

35.2 Where the returning officer is satisfied that rule 35.1 has been fulfilled, the ballot paper is to be put aside for counting after the close of the poll.

35.3 Where the returning officer is not satisfied that rule 35.1 has been fulfilled, they should:

(a) mark the ballot paper “disqualified”,
(b) record the unique identifier on the ballot paper in a list (the “list of disqualified documents”); and
(c) place the document or documents in a separate packet.

35.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet, telephone or text voting record has been received by the returning officer before the close of the poll.

**36 De-duplication of votes**

36.1 Where a combination of the methods of polling are being used, the returning officer shall examine all votes cast to ascertain if a voter ID number has been used more than once to cast a vote in an election.

36.2 If the returning officer ascertains that a voter ID number has been used more than once to cast a vote in an election they shall:

(a) only accept as duly returned the first vote received that contained the duplicated voter ID number
(b) mark as “disqualified” all other votes containing the duplicated voter ID number

36.3 Where a ballot paper is “disqualified” under this rule the returning officer shall:

(a) mark the ballot paper “disqualified”,
(b) record the unique identifier and voter id number on the ballot paper in a list (the “list of disqualified documents”); and
(c) place the ballot paper in a separate packet.

36.4 Where an internet, telephone or text voting record is “disqualified” under this rule the returning officer shall:

(a) mark the record as “disqualified”,
(b) record the voter ID number on the record in a list (the “list of disqualified documents”.
(c) disregard the record when counting the votes in accordance with these Rules.

**37 Sealing of packets**

37.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 35 and 36, the returning officer is to seal the packets containing:

(a) the disqualified documents, together with the list of disqualified documents inside it,
(b) the list of spoilt ballot papers,
(c) the list of lost ballots
(d) the list of eligible voters, and
(e) complete electronic copies of records referred to in rule 25 held in a device suitable for the purpose of storage.

**Part 6 Counting the votes**

Note: the following rules describe how the votes are to be counted manually but it is expected that appropriately audited vote counting software will be used to count votes where a combination of methods of polling is being used and votes are contained as electronic e-voting records and ballot papers.

**STV38. Interpretation of Part 6**

STV38.1In Part 6 of these rules:

"ballot" means a ballot paper, internet voting record, telephone voting record or text voting record.

"continuing candidate" means any candidate not deemed to be elected, and not excluded,

"count" means all the operations involved in counting of the first preferences recorded for candidates, the transfer of the surpluses of elected candidates, and the transfer of the votes of the excluded candidates,

"deemed to be elected" means deemed to be elected for the purposes of counting of votes but without prejudice to the declaration of the result of the poll,

"mark" means a figure, an identifiable written word, or a mark such as "X",
"non-transferable vote" means a ballot:

(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 STV46,

"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 STV43,
"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 ballots from the candidate who has the surplus, "stage of the count" means:

(a) the determination of the first preference vote of each candidate,
(b) the transfer of a surplus of a candidate deemed to be elected, or
(c) the exclusion of one or more candidates at any given time,

"transferable vote" means a ballot 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 on which a second or subsequent preference is recorded for the candidate to whom that ballot has been transferred, and "transfer value" means the value of a transferred vote calculated in

accordance with rules STV44.4 or STV44.7.

## 39. Arrangements for counting of the votes

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

**40 The count**

40.1 The returning officer is to:

(a) count and record the number of votes that have been returned, and
(b) count the votes according to the provisions in this Part of the rules.

40..2 The returning officer, while counting and recording the number of votes 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 a voter's voter ID number.

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

**STV41. Rejected ballot papers**

STV41.1 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.

STV41.2 The returning officer is to endorse the word "rejected" on any ballot paper which under this rule is not to be counted.

STV41.3 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 rule STV41.1

**FPP41. Rejected ballot papers**

FPP41.1 Any ballot paper:

(a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
(b) on which votes are given for more candidates than the voter is entitled to vote,
(c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
(d) which is unmarked or rejected because of uncertainty, shall, subject to rules FPP41.2 and

FPP41.3, be rejected and not counted.

FPP41.2 Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP41.3 A ballot paper on which a vote is marked:

(a) elsewhere than in the proper place,
(b) otherwise than by means of a clear mark,
(c) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the paper is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

FPP41.4 The returning officer is to:

(a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and
(b) in the case of a ballot paper on which any vote is counted under rules FPP41.2 and FPP 41.3, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.

FPP41.5 The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings:

(a) does not bear proper features that have been incorporated into the ballot paper,
(b) voting for more candidates than the voter is entitled to,
(c) writing or mark by which voter could be identified, and
(d) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of ballot papers rejected in part.

**STV42. First stage**

STV42.1 The returning officer is to sort the ballots into parcels according to the candidates for whom the first preference votes are given.

STV42.2 The returning officer is to then count the number of first preference votes given on ballots for each candidate, and is to record those numbers.

STV42.3 The returning officer is to also ascertain and record the number of valid ballots.

**STV43. The quota**

STV43.1 The returning officer is to divide the number of valid ballots by a number exceeding by one the number of members to be elected.

STV43.2 The result, increased by one, of the division under rule STV43.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as “the quota”).

STV43.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules STV44.1 to STV44.3 has been complied with.

**STV44. Transfer of votes**

STV44.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballots 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 ballots for any continuing candidate, or

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

STV44.2 The returning officer is to count the number of ballots in each parcel referred to in rule

STV44.3 The returning officer is, in accordance with this rule and rule STV45, to transfer each sub-parcel of ballots referred to in rule STV44.1(a) to the candidate for whom the next available preference is given on those papers.

STV44.4 The vote on each ballot transferred under rule STV44.3 shall be at a value ("the transfer value") which:

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

STV44.5 Where at the end of any stage of the count involving the transfer of ballots, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballots 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 ballots for any continuing candidate, or
(b) where no such preference is given, as the sub-parcel of non-transferable votes.

STV44.6 The returning officer is, in accordance with this rule and rule STV45, to transfer each sub-parcel of ballots referred to in rule STV44.5(a) to the candidate for whom the next available preference is given on those ballots.

STV44.7 The vote on each ballot transferred under rule STV44.6 shall be at:

(a) a transfer value calculated as set out in rule STV44.4(b), or
(b) at the value at which that vote was received by the candidate from whom it is now being transferred, whichever is the less.

STV44.8 Each transfer of a surplus constitutes a stage in the count.

STV44.9 Subject to rule STV44.10, the returning officer shall proceed to transfer transferable ballots until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.

STV44.10 Transferable ballots 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.

STV44.11 This rule does not apply at an election where there is only one vacancy.

**STV45. Supplementary provisions on transfer**

STV45.1 If, at any stage of the count, two or more candidates have surpluses, the

transferable ballots 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 ballots 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 ballots of the candidate on whom the lot falls shall be transferred first.

STV45.2 The returning officer shall, on each transfer of transferable ballots under rule STV44:

(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.

STV45.3 All ballots transferred under rule STV44 or STV45 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that ballot or, as the case may be, all the ballots in that sub-parcel.

STV45.4 Where a ballot is so marked that it is unclear to the returning officer at any stage of the count under rule STV44 or STV45 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot as a non-transferable vote; and votes on a ballot 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.

**STV46. Exclusion of candidates**

STV46.1 If:
(a) all transferable ballots which under the provisions of rule STV44 (including that rule as applied by rule STV46.11 and this rule are required to be transferred, have been transferred, and
(b) subject to rule STV47, one or more vacancies remain to be filled,
the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule STV46.12 applies, the candidates with the then lowest votes).

STV46.2 The returning officer shall sort all the ballots on which first preference votes are given for the candidate or candidates excluded under rule STV46.1 into two sub-parcels so that they are grouped as:
(a) ballots on which a next available preference is given, and
(b) ballots on which no such preference is given (thereby including ballots on which preferences are given only for candidates who are deemed to be elected or are excluded).

STV46.3 The returning officer shall, in accordance with this rule and rule STV45, transfer each sub-parcel of ballots referred to in rule STV46.2 to the candidate for

whom the next available preference is given on those ballots.

STV46.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.

STV46.5 If, subject to rule STV47, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable ballots, if any, which had been transferred to any candidate excluded under rule STV46.1 into sub- parcels according to their transfer value.

STV46.6 The returning officer shall transfer those ballots in the sub-parcel of transferable ballots with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballots (thereby passing over candidates who are deemed to be elected or are excluded).

STV46.7 The vote on each transferable ballot transferred under rule STV46.6 shall be at the value at which that vote was received by the candidate excluded under rule STV46.1.

STV46.8 Any ballots on which no next available preferences have been expressed shall be set aside as non-transferable votes.

STV46.9 After the returning officer has completed the transfer of the ballots in the sub-parcel of ballots with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballots with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under rule STV46.1.

STV46.10 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.

STV46.11 If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with rules STV44.5 to STV44.10 and rule STV45.

STV46.12 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.

STV46.13 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.

**STV47. Filling of last vacancies**

STV47.1 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.

STV47.2 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.

STV47.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

**STV48. Order of election of candidates**

STV48.1 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 STV44.10.

STV48.2 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.

STV48.3 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.

STV48.4 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.

**FPP48. Equality of votes**

FPP48.1 Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the returning officer is to decide between those candidates by a lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

**Part 7 Final proceedings in contested and uncontested elections**

**FPP49. Declaration of result for contested elections**

FPP49.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

(a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the council of Governors from the constituency, or class within a constituency, for which the election is being held to be elected,
(b) give notice of the name of each candidate who they have declared elected:
    (i) where the election is held under a proposed constitution pursuant to powers conferred on the Gloucestershire Hospitals NHS Foundation Trust by section 33(4) of the 2006 Act, to the Chair of the NHS Trust, or
    (ii) in any other case, to the Chair of the corporation; and
(c) give public notice of the name of each candidate whom they have declared elected.

FPP49.2 The returning officer is to make:

(a) the total number of votes given for each candidate (whether elected or not), and
(b) the number of rejected ballot papers under each of the headings in rule FPP41.5, available on request.

**STV49. Declaration of result for contested elections**

STV49.1 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 they have declared elected –
    (i) where the election is held under a proposed constitution pursuant to powers conferred on the Gloucestershire Hospitals NHS Foundation Trust by section 33(4) of the 2006 Act, to the Chair of the NHS Trust, or
    (ii) in any other case, to the Chair of the corporation, and
(c) give public notice of the name of each candidate who they have declared elected.

STV49.2 The returning officer is to make:

(a) the number of first preference votes for each candidate whether elected or not,
(b) any transfer of votes,
(c) the total number of votes for each candidate at each stage of the count at which such transfer took place,
(d) the order in which the successful candidates were elected, and
(e) the number of rejected ballot papers under each of the headings in rule STV41.1, available on request.

**50. Declaration of result for uncontested elections**

50.1 In an uncontested election, the returning officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election:

(a) declare the candidate or candidates remaining validly nominated to be elected,
(b) give notice of the name of each candidate who they have declared elected to the Chair of the corporation, and
(c) give public notice of the name of each candidate who they have declared elected.

**Part 8 Disposal of documents**

**51. Sealing up of documents relating to the poll**

51.1 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.
(e) the complete electronic copies of records referred to in rule 25 held in a device suitable for the purpose of storage.

51.2 The returning officer must not open the sealed packets of:

(a) the disqualified documents, with the list of disqualified documents inside it,
(b) the list of spoilt ballot papers,
(c) the list of lost ballots,
(d) the list of eligible voters, and
(e) the complete electronic copies of records referred to in rule 25 held in a device

suitable for the purpose of storage.

51.3 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.

**52. Delivery of documents**

52.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 51, the returning officer is to forward them to the chair of the corporation.

**53. Forwarding of documents received after close of the poll**

53.1 Where:

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

**54. Retention and public inspection of documents**

54.1 The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the regulator, cause them to be destroyed.

54.2 With the exception of the documents listed in rule 55.1, the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

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

**55. Application for inspection of certain documents relating to an election**

55.1 The corporation 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, or
(d) the list of eligible voters,
(e) the complete electronic copies of records referred to in rule 25 held in a device suitable for the purpose of storage by any person without the consent of the Regulator.

55.2 A person may apply to the Regulator to inspect any of the documents listed in rule 55.1, 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.

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

55.4 On an application to inspect any of the documents listed in rule 55.1:

(a) in giving its consent, the regulator, and
(b) making the documents available for inspection, the corporation, must ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –
(i) that their 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**

**FPP56. Countermand or abandonment of poll on death of candidate**

FPP56.1 If at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:
(a) countermand notice of the poll, or, if voting information has been issued, direct that the poll be abandoned within that constituency or class, and
(b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

FPP56.2 Where a new election is ordered under rule FPP56.1, no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.

FPP56.3 Where a poll is abandoned under rule FPP56.1(a), rules FPP56.4 to FPP56.7 are to apply.

FPP56.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 35 and 36, and is to make up separate sealed packets in accordance with rule 37.

FPP56.5 The returning officer is to:
(a) count and record the number of ballot papers that have been received, and
(b) seal up the ballot papers into packets, along with the records of the number of ballot papers.
(c) seal up the electronic copies of records that have been received referred to in rule 25 held in a device suitable for the purpose of storage.

FPP56.6 The returning officer is to endorse on each packet a description of:
(a) its contents,
(b) the date of the publication of notice of the election,
(c) the name of the corporation to which the election relates, and
(d) the constituency, or class within a constituency, to which the election relates.

FPP56.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to rules FPP56.4 to FPP56.6, the returning officer is to deliver them to the Chair of the corporation, and rules 54 and 55 are to apply.

**STV56. Countermand or abandonment of poll on death of candidate**

STV56.1 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) ballots 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) ballots 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.

STV56.2 The ballots which have preferences recorded for the candidate who has died are to be sealed with the other counted ballots pursuant to rule 51.1(a).

## Part 10 Election expenses and publicity

### 57. Election expenses

57.1 Any expenses incurred, or payments made, for the purposes of an election which to the regulator under Part 11 of these rules.

### 58. Expenses and payments by candidates

58.1 A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:

(a) personal expenses,
(b) travelling expenses, and expenses incurred while living away from home, and
(c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

### 59. Election expenses incurred by other persons

59.1 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 their family any money or property (whether 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.

59.2 Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 60 and 61.

## Publicity

### 60. Publicity about election by the corporation

60.1 The corporation may:

(a) compile and distribute such information about the candidates, and
(b) organise and hold such meetings to enable the candidates to speak and respond to questions, as it considers necessary.

60.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 61, must be:

(a) objective, balanced and fair,
(b) equivalent in size and content for all candidates,
(c) compiled and distributed in consultation with all of the candidates standing for election, and
(d) must not seek to promote or procure the election of a specific candidate or candidates, the expense of the electoral prospects of one or more other candidates.

60.3 Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

**61. Information about candidates for inclusion with voting information**

61.1 The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 23 of these rules.

61.2 The information must consist of:
(a) a statement submitted by the candidate of no more than 250 words,
(b) if voting by telephone or text message is a polling method, the numerical voting code, allocated by the returning officer, to each candidate, for the purpose of recording votes on the telephone voting facility or the text message voting facility, and
(c) a photograph of the candidate.

**62. Meaning of "for the purposes of an election"**

62.1 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.

62.2 The provision by any individual of their own services voluntarily, on their 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**

**63. Application to question an election**

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

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

63.3 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.

63.4 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.

63.5 The application must be presented in writing within 21 days of the declaration of the

result of the election.

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

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

63.8 The determination by the person or persons nominated in accordance with rule 63.7 shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency including all the candidates for the election to which the application relates.

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

**Part 12 Miscellaneous**

**64. Secrecy**

64.1 The following persons:

(a) the returning officer,
(b) the returning officer's staff,

must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to:

(i) the name of any member of the corporation who has or has not been given voter information or who has or has not voted,
(ii) the unique identifier on any ballot paper,
(iii) the voter ID number allocated to any voter
(iv) the candidate(s) for whom any member has voted.

64.2 No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter or the voter id number allocated to a voter.

64.3 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.

**65. Prohibition of disclosure of vote**

65.1 No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

**66. Disqualification**

66.1 A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is:

(a) a member of the corporation,
(b) an employee of the corporation,
(c) a director of the corporation, or
(d) employed by or on behalf of a person who has been nominated for election.

**67. Delay in postal service through industrial action or unforeseen event**

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

(a) the delivery of the documents in rule 23, 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.

**ANNEX 4**

## DECLARATION OF ELIGIBILITY TO STAND FOR ELECTION TO THE COUNCIL OF GOVERNORS AND VOTE AT A MEETING OF THE COUNCIL OF GOVERNORS

1. A person shall not stand for election to the Council of Governors as a public Governor unless within the previous six months they have made a declaration in the form specified in this Annex:

   1.1 Of the particulars of his qualification to vote as a member of the public constituency;

   1.2 That they are not prevented from being a Governor by paragraph 8 of schedule 7 to the 2006 Act; and

   1.3 That they are not otherwise disqualified under paragraph 8.13.

2. An elected Governor shall not vote at a meeting of the Council of Governors unless within the period since his election they have made a declaration in the form specified in this annex.

3. Paragraph 8 of schedule 7 to the 2006 act provides that you may not become or continue as a Governor of the trust if you have been:

   3.1 Adjudged bankrupt or your estate has been sequestrated and, in either case you have not been discharged;

   3.2 You have made a composition or arrangement with, or entered into a trust deed for your creditors and you have not been discharged in respect of it; or

   3.3 You are a person who has in the preceding five years has been convicted in the British Islands of any offence for which 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 you;

   3.4 You are a person in relation to whom a moratorium period under a debt relief order applied (under Part 7A of the Insolvency Act 1986);

4. There are other circumstances in which you may not become or continue as a member of the trust or a Governor. Before voting at a Council of Governor's meeting you should satisfy yourself as to your eligibility and that you are not disqualified. A copy of the constitution can be obtained from the Trust Secretary.

5. If you are in any doubt as to your eligibility please contact the Trust Secretary.

6. Would you therefore please complete the information below and return it to the Trust in accordance with the instructions given in the final paragraph.

7. This document constitutes your formal declaration for the purposes of section 60(3) of the 2006 act.

8. **IT IS A CRIMINAL OFFENCE** if you make a declaration which you know to be false in some material respect or if you make such a declaration recklessly which is false in some material respect.

9. If you wish to vote at a meeting of the Council of Governors this form must be returned to the Trust Secretary after your election and before the vote in question.

| | |
|---|---|
| 1. My Name | |
| 2. My Address | |
| 3. My Trust Membership Number | |
| 4. The Membership Constituency of which I am a Member is as appears opposite (insert full name of Membership Constituency of which you are a Member) | |
| 5. The details of why I am entitled to be a Member of that Class are as appears opposite (insert details) | |
| I declare that:<br>(a). The above statements are correct to the best of my knowledge and belief; and<br>(b). I remain eligible to be a Member of the above Membership Constituency and am not otherwise disqualified from membership of the Trust; and<br>(c). I am not prevented from being a Governor by Paragraph 8 of Schedule 7 to the National Health Service Act 2006 | |
| SIGNATURE | DATE |

**ANNEX 5**

## DISPUTE RESOLUTION PROCEDURE

1. In the event of a dispute with a Member or prospective Member in relation to matters of eligibility or disqualification, the individual concerned shall be invited to an informal meeting with the Trust Secretary to discuss the matters in dispute. If not resolved, the dispute shall be referred to the Governance and Nominations Committee. The decision of the Governance and Nominations Committee shall be final.

2. Nothing in this Dispute Resolution Procedure shall preclude the Lead Governor from escalating to NHS Improvement (Monitor) any matters of serious concern to the Council of Governors, after exhausting all reasonable means to resolve with the Board of Directors, and when authorised to do so by the Council of Governors. Any matters so escalated should be limited to circumstances in which the Trust has breached or is at risk of breaching its NHS Provider Licence.

3. Nothing in this Dispute Resolution Procedure shall preclude any party from referring any dispute to a court of competent jurisdiction in England and Wales.

Gloucestershire Hospitals
NHS Foundation Trust

**COUNCIL OF GOVERNORS – APRIL 2021**

**REPORT FROM THE GOVERNANCE & NOMINATIONS COMMITTEE**

## 1. Purpose

To provide the Council of Governors with an update from the Governance and Nominations Committee held on 13 April 2020.

## 2. Non-Executive Director Re-appointment

Mike Napier was appointed as a Non-Executive Director in 2018 for a period of three years. His first term of office comes to an end on 9 May 2021. Mike is seeking re-appointment for a further three years.

Mike's current responsibilities and memberships are:

- Board Member
- Chair of the Estates and Facilities Committee
- Member of the Finance and Digital Committee
- Member of the Audit and Assurance Committee
- Member of the Remuneration Committee

His attendance at Board meetings over the first term has been

- Financial year 2018/19 **8/10**
- Financial year 2019/20 **11/13**
- Financial year 2020/21 **13/13**

The Governance and Nominations Committee SUPPORTED and agreed to RECOMMEND to the Council of Governors that Mike Napier be re-appointed as a Non-Executive Director for a further three years from 10 May 2021 to 9 May 2024.

## 3. Cotswold Public Governor Vacancy

3.1. A vacancy had been created in the Cotswold as a result of the resignation of Kate Atkinson (KA). The Constitution allows governors to call an election, defer election until the next planned elections (holding the vacancy) or appoint the next highest polling candidate from last election. The last option was not possible as KA was that candidate.

3.2. The Trust Secretary recommended deferring the election until summer 2021 to avoid incurring additional costs and to allow time for more engagement in the Cotswold constituency to increase awareness of the role.

3.3. The Committee SUPPORTED deferring the election for the vacancy in the Cotswold District Council Area until summer 2021 and recommend this to the Council of Governors for APPROVAL.

## 4. 2021 Governor Elections

Elections are required in 2021 for four public governors, one in each of the four constituencies; Forest of Dean, Tewkesbury, Cotswold and Cheltenham. The first three being currently vacant due to resignations with the Cheltenham seat open as Tim Callaghan's term first term is due to end (although he can stand again).

As was shown with the 2020 elections, a virtual election can still attract a number of candidates and a string turnout. The Corporate Governance team hope to build on the engagement work taking place to increase participation even further.

The draft timeline proposed is based on the longer 55 day timetable from the Model Election rules, the same as last year, as this allows the results to be available for the Annual Member Meeting on 30 September 2021. As part of this timeline, nominations would open on 12 August with elections from 6 September.

The Committee NOTED this update for INFORMATION.

## 5. Terms of Reference Review

Governance and Nominations Committee (GNC) Terms of Reference (ToR) were presented for approval having last been agreed by the Council in August 2020**.**

Proposed changes included:

- ADDED specific reference to the GNC's role in appointing the Chair of the Trust including considering the process to be applied and appointing the panel.
- REMOVED reference to the GNC reviewing and considering governor expenses. Governors cannot set their own expenses and as set out in the Constitution (8.13.2) are payable in accordance with the Trust's relevant policy. The Trust Secretary is the lead for this.

The Committee SUPPORTED the proposed changes and recommend the updated ToR to the Council of Governors for APPROVAL (appendix 1)

## 6. Recommendation

6.1. The Council of Governors is asked to:

- NOTE the report for information
- APPROVE the re-appointment of Mike Napier as Non-Executive Director for a further three years from 10 May 2021 to 9 May 2024
- APPROVE the recommendation to defer the election for the Cotswold governor vacancy until summer 2021.
- NOTE the update on governor elections
- APPROVE the updated Governance and Nominations Terms of Reference

**Author:** Natashia Judge, Corporate Governance Secretary
**Presenter:** Sim Foreman, Trust Secretary

Gloucestershire Hospitals
NHS Foundation Trust

# GOVERNANCE AND NOMINATIONS COMMITTEE

# TERMS OF REFERENCE

## 1. Purpose and status

The Governance and Nominations Committee is established in accordance with the provisions of the Constitution of the Gloucestershire Hospitals NHS Foundation Trust.

## 2. Authority

The Committee has such powers and is subject to such conditions (as to reporting back to the Council of Governors), as the Council of Governors, shall decide subject to the provisions of the Constitution.

## 3. Responsibilities

The Committee is responsible to the Council of Governors for the following main functions:

- To consider and make recommendations to the Council on any matter(s) of Governance that may be remitted to it or which are brought to its attention from other sources. In this area the Committee should consider appropriate examples of good practice in both the public and private sectors.

- To seek the views of the Board of Directors as to their recommended criteria and process for the selection of Chair and Non-Executive Director candidates.

- Develop a process for the timely selection and appointment of new candidates for the office of Chair or Non-Executive Director of the Trust that has regard to the expected needs of the Board at the time of the appointment and which follows best practice in recruitment processes. In particular the process should include:

  (i) The requirement to use open advertising and /or the services of external providers to facilitate the search for candidates
  (ii) The requirement to consider candidates from a wide range of backgrounds
  (iii) The requirement to consider candidates on merit against objective criteria, ensuring that candidates have enough time available to devote to the position.

- Apply and oversee the process above, including the appointment of the interview and assessment panel, shortlist and interview such candidates as the Committee considers appropriate and to make recommendations to the Council of Governors as to potential appointments of the Chair and Non-Executive Directors and to advise the Board of Directors of those recommendations.

- The Committee is to satisfy itself that its recommendations fulfil the Trust's needs in terms of skills and experience. The Committee is also to

satisfy itself that a nominee recommended to the Council is aware of their responsibilities, is not disbarred by any provision of the Trust, or other legal requirements and is prepared to serve if appointed. The Committee may also make recommendations to the Council to fill agreed vacancies for any co-opted membership of Council Committees and Working Groups.

- To review on a regular basis the membership strategy and to make recommendation to the Council of Governors on its development.

- To consider, make recommendations and provide advice to the Council of Governors on the levels of remuneration, subsistence and travel allowances for the Chair and Non-Executive Directors. In this task those declaring an interest will take no part and the Chair will be taken by the Lead Governor who will call on advice as appropriate.

- To recommend performance indicators to the Council of Governors by which the Council may monitor its corporate and individual responsibilities and to review these measures periodically in the light of national benchmarks and examples of good practice.

- To receive reports on behalf of the Council of Governors on the process and outcome of appraisal for the Chair and Non-Executive Directors.

- To consider Equal Opportunities issues arising from the remit of the Committee.

- To consider Risk Assessment issues arising from the remit of the Committee and to recommend, or implement, action as appropriate.

- To ensure an appropriate Governors' Code of Conduct is in place and to approve updates as and when required subject to ratification by the Council. In addition, the Committee will undertake its role as described in the Governors' Code of Conduct Disciplinary Process up to the Removal stage, but not including, the actual removal from office of a Governor which is the responsibility of the Council.

## 4. Membership

The Committee shall comprise:

- The Chair of the Trust (who shall be the Committee Chair)

- The Vice Chair of the Trust (who shall be the Vice Chair)

- Four members of the Council of Governors (to include the Lead Governor, at least one Public Governor and at least one Staff Governor)

The Council of Governors shall approve the appointments to the Nominations Committee.

The Committee may decide that any other person must attend one or all of its meetings to contribute to discussions but no such person shall form part of the quorum and or have decision-making authority. The following individuals have a standing invitation to attend the Committee meetings:

- Chief Executive
- Trust Secretary

## 5. Accountability and Reporting

The Committee shall report to the Council of Governors on how it discharges its responsibilities.

The minutes of the Committee's meetings shall be formally recorded by the Corporate Governance Team and submitted to the Council of Governors. The chair of the Committee shall draw to the attention of the Council of Governors any issues that require disclosure to the full governing body, or require executive action.

The Committee will report to the Council of Governors at least annually on its work in support of the annual governance statement.

The annual report should also describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee considered in relation to the financial statements and how they are addressed.

## 6. Conduct of business and administrative matters

The Committee shall conduct its meetings in accordance with these Terms of Reference and any other Trust governance requirements that apply to it.

If any member of the Committee is conflicted with the business to be conducted, they may be exempted from the item. The Chair will decide whether another member should be co-opted for the business and to maintain the required quorum.

The quorum for the Committee's meetings shall be any two Governor members and one of either the Chair or the Vice Chair.

The Committee shall determine the frequency of its meetings as required to allow it to discharge all of its responsibilities.

The Chair may request an extraordinary meeting at any time if they consider one to be necessary.

The agenda and any papers for the Committee's meetings shall be issued not less than five working days before each meeting.

Minutes shall be taken of each of the Committee's meetings and shall be circulated to the members within timescales agreed by the Committee.

The Committee may agree that its members can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

Administrative support, including retention of meeting papers and other relevant documents, shall be provided by the Corporate Governance Manager.

## 7. Approval and Review

These TOR were reviewed by the Committee at its meeting on 13 April 2021.

These TOR were approved by the Council of Governors on 21 April 2021.

These TOR shall be reviewed at least annually.

Gloucestershire Hospitals
NHS Foundation Trust

**COUNCIL OF GOVERNORS – APRIL 2021**
**Microsoft Teams Commencing at 14:30**

| **Report Title** |
|---|
| **Governors' Log Report** |
| **Sponsor and Author(s)** |
| Author: Natashia Judge, Corporate Governance Manager<br>Sponsor: Sim Foreman, Trust Secretary |
| **Executive Summary** |
| Purpose<br>To update the Council of Governors on the themes raised via the Governors' Log since the last full Council of Governors meeting on 17 February 2021.<br><br>Key issues to note<br>The Governor's Log is now available to view within the Governor Resource Centre on Admin Control.<br><br>No new submissions have been received since the last meeting, however the query related to Masks and those who are hard of hearing has been formally closed. |
| **Recommendations** |
| That the Council receive the report for information. |
| **Impact Upon Strategic Objectives** |
| The Governors' Log supports the Involved People strategic objective. |
| **Impact Upon Corporate Risks** |
| There are no related Corporate Risks. |
| **Regulatory and/or Legal Implications** |
| There are no related legal implications. |
| **Equality & Patient Impact** |
| Engaged and involved governors better represent the views of members (public and staff) ensuring better patient and staff experience. |

| **Resource Implications** | | | |
|---|---|---|---|
| Finance | | Information Management & Technology | |
| Human Resources | | Buildings | |
| | | | |

| **Action/Decision Required** | | | | | | | |
|---|---|---|---|---|---|---|---|
| For Decision | | For Assurance | | For Approval | | For Information | **X** |

| Date the paper was presented to previous Committees and/or Trust Leadership Team (TLT) | | | | | | | |
|---|---|---|---|---|---|---|---|
| **Audit & Assurance Committee** | **Finance & Digital Committee** | **Estates & Facilities Committee** | **People & OD Committee** | **Quality & Performance Committee** | **Remuneration Committee** | **Trust Leadership Team** | **Other (specify)** |
| | | | | | | | |
| **Outcome of discussion when presented to previous Committees/TLT** | | | | | | | |
| | | | | | | | |

Gloucestershire Hospitals
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| | | | | | |
|---|---|---|---|---|---|
| **REF** | 01/21 | **STATUS** | Closed | | |
| **SUBMITTED** | 08/01/21 | **DEADLINE** | 22/01/21 | **RESPONDED** | 19/01/21 |
| **GOVERNOR** | Anne Davies | | | | |
| **LEAD** | Craig Bradley | | | | |
| **THEME** | Masks and those who are hard of hearing | | | | |

**QUESTION**

Following from a query raised with me recently could you please confirm that the clear face masks issued to frontline NHS workers in 2020, (that had passed all government safety standards), are being made freely available to those who need them to support best care for patients and staff who use lip-reading and facial expressions to communicate?

**ANSWER**

A small supply of the ClearMask has been made available to the Trust and we are currently using these within the Audiology Department. Unfortunately they do not meet the nationally mandated standard of a Type II surgical mask that all healthcare staff are required to wear. To mitigate this we have to ensure they are used safely and do not cause an exposure incident.

They can be used in areas where 2m distance can be maintained, this rules out many hands on clinical activities. We are currently investigating other options that we can use.

Additional Questions

“I wonder if you could add to the question 'if these masks are not used could we be advised as to what arrangements are made to ensure good communication who rely on lip-reading and facial recognition?'”

“Interesting item on news South Today about a new PerSo Respirator hood that addresses all the problems and is much kinder for staff. I wonder if we have heard of this and, maybe more importantly ordered them. Please could you forward info as appropriate. I will send link. Many thanks.”

Answer

Communicating effectively with patients who have hearing loss is a challenge that has faced the Trust before the impact of the pandemic but undoubtedly the use of PPE has heightened the challenges associated with sensory disability. The Trust has, and continues to take a number of steps to limit the impact of hearing loss on effective communication between patients, families and staff. These include, sensory awareness as part of our diversity and inclusion training; recent introduction of compliant face mask with a clear window, the introduction of badges for staff and patients signalling clearly when someone has a hearing loss; a webinar produced by the Trust lead for hearing impairment (who is herself hearing impaired and works in audiology services) and incorporated in to our PPE training with “top tips” for staff to support effective communication; installation of screens (to avoid the need for masks) in areas where the number of people with hearing loss is high e.g. audiology, ENT outpatients; the provision of hearing amplification devices for wards to use when inpatients present with hearing difficulties that present a risk to effective communication; the successful piloting of a “speech to text” mobile phone application which is now going through information governance review and work with the developer to provide captions to our Attend Anywhere outpatient consulting platform.