East Suffolk and North Essex NHS Foundation Trust

Council of Governors

A meeting will be held between 14:00-16:30 on Thursday 27 March 2025, Ropes Hall, Kesgrave Community and Conference Centre, Twelve Acre Approach, Kesgrave, Suffolk. IP5 1JF

AGENDA

Quorum: Nine or more governors including at least five Public Governors, one Staff Governor and one Appointed Governor

No	Item	Lead		Action	Est'd Time
1	Welcome and apologies for absence	Helen Taylor, Chair		To note	2:00
2	Declarations of Interest	All	Attached	To note	
3	Minutes of the meeting held on 3 December 2024	Chair	Attached	Approval	
4	Matters arising from the minutes and action log	Ann Filby, Trust Secretary	Attached	Discussion	
5	Report from the Trust Chair	Chair		To note	
Assurance and Accountability					
6	Chief Executive's briefing on Trust activities	Nick Hulme, Chief Executive		Discussion	2:15
7	Board Proceedings Report	George Chalkias, Director of Governance	Attached	Assurance	2:30
8	Verbal reports from Board Committees	Governor observers		Discussion	2.40
	a. Performance and Finance Committee				
	b. Quality and Patient Safety Committee				
	c. People and Organisational Development Committee				
	d. Audit and Risk Committee				
	e. Charitable Funds Committee				
9	Report from Lead Governor	Helen Rose, Lead Governor	Attached	Discussion	2:50
Governance					
10	Trust Constitution	Ann Filby, Trust Secretary	Attached	Approval	2:55
11	Council of Governors Elections	Ann Filby, Trust Secretary	Attached	Information	

No	Item	Lead		Action	Est'd Time
12	Deputy Lead Governor election	Ann Filby, Trust Secretary	Attached	Approval	
13	2025/26 Council and Committee meeting dates	Ann Filby, Trust Secretary	Attached	Information	
Break					
Appointments and performance					3:20
14	Chair and Non-Executive Director performance review process 2024/25	Ann Filby, Trust Secretary	Attached	Approval	
Membership and engagement					3:25
15	Membership and Engagement Working Group update	Martin Nixon, Chair of Working Group	Attached	Discussion	
16	Governor activities update	Governors		Discussion	
Briefing					
17	Epic Electronic Patient Record	Mike Meers, Director of Digital, Logistics & Operations/EPR team Andrea Craven, Associate Director of ICT (Digitisation) Anna Turner, Associate Director of Engagement Damian Morris, Consultant Physician	Attached	Assurance	3.40
Public questions					
18	Questions from members of the public present	Chair		Discussion	4.15
19	Any Other Business	Chair		To note	
20	Date of next meeting: Wednesday 23 June 2025, 2.30-5.30pm – **please note change in time**	Chair		To note	4.30

Distribution: Committee members
Contact details: Ann Filby, Trust Secretary
Laura da Rita, Committee and Membership Secretary, FT.Membership@esneft.nhs.uk

Meeting actions:	
Approval	Positive resolution required/agreement to action or option proposed
Assurance	Various sources of information reviewed to confirm a position; does report demonstrate that requirements are being met and full assurance is provided
Discussion	When seeking members' views, potentially ahead of a final course of action being agreed
Decision	When being asked to choose between alternative courses of action
To Note	No discussion required. Update to ensure sufficient knowledge on subject matter for which meeting is responsible

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Council of Governors' Declarations of Interest March 2025

Name/role	Date	Declaration
Public Governors (18)		
Colchester (4)		
Caroline Bowden	9/7/24	Chair, Building Malawi, I apply for various funding for this charity, Listening Volunteer with the Samaritans
David Guest	9/7/24 27/11/24	Chair Trustee, Daws Hall Trust Trustee, Essex Community Foundation
Jane Hadlow	10/3/25	Nil
Ben Paites	9/7/24	Nil
Rest of Essex (5)		
Tom Harrison	9/7/24	CEO, Age Well East
Martin Nixon	6/9/24	Colne Valley Railway Enterprises Ltd Traditional Traction Ltd. Hermitage (Felixstowe) Management Company Swan Court (Sible Hedingham) Management Company
Vacant		
Vacant		
Vacant		
Ipswich (4)		
Paul Gaffney	27/9/24 27/1/25	Member of Quality Experience Group, ICB Member of Suffolk User Forum A tenant representative of Ipswich Borough Council and a member of is Customer Engagement Panel My brother works for EY in France
Tim Newton	9/7/24	Member of Public Health Collaboration
Vacant		
Vacant		
Rest of Suffolk and South Norfolk (5)		
John Alborough	26/9/24	Managing Director, JCA Media Group Ltd Chair Ipswich St Raphael Club
Peter Coleman	4/4/24	Member, Suffolk User Forum, Suffolk Carers Matter, Active Lives, Healthwatch Suffolk Member of the Lived Experience Group of the Suffolk ICS's Mental Health Collaborative Member of the NHS East of England Co-production Group, which relates to the development of the NHS Learning Disability strategy
Verity Jolly	29/11/24	Member of St Elizabeth Hospice
Gillian Orves	9/7/24	School Governor, Mendlesham, Bacton, Cedars Park
Helen Rose (Lead Governor)	9/7/24	Nil
Staff Governors (7)		
ESNEFT		
Roger Blake	9/7/24	Nil
Isaac Ferneyhough	16/2/23	Nil
Light Onyekachi	9/7/24	Board Trustee/Director Thyroid UK Board Trustee/Director The Befriending Scheme
Andrew Taylor	9/7/24	Nil
Allison Weston	25/7/24	Nil
Colchester (1)		
Pride Mukungurutse	9/7/24	Governor for Ormiston Endeavour Academy, Ipswich
Ipswich (1)		
Abhijit Bose (Bose)	7/12/22	Nil

Name/role	Date	Declaration
Appointed Governors (10)		
Lewis Barber		Induction underway October 2024
John Cook	9/7/2024	Ipswich Borough Councillor IBC Representative on Suffolk County Council Health and Wellbeing Board My wife works as a lawyer with the CQC
Sam Glover	30/8/24	Professional interest, Chief Executive, Healthwatch Essex May be included in research applications as an organisation
Rebecca Hopfensperger	13/03/24	Cabinet Member for Adult Care, Suffolk County Council Member of SNEE ICP Member of Norfolk & Waveney ICP Member of LGA Community and Wellbeing Board Company Secretary, Body and Mind Studio International Ltd
Sara Naylor		Induction underway November 2024
Bradley Neal (shared with Tracey Williams-Macklin)	22/11/24	Personal interest. Principle Investigator. I currently hold a Chartered Society of Physiotherapy Charitable Trust Physiotherapy Research Foundation post-doctoral award with co-applicants from ESNEFT.
Dr Jude Ominyi	11/3/24	Nil
Karly Robbshaw		Induction underway October 2024
Jane Simpson	29/10/24	Personal, Chief Executive Officer, Anglia Care Trust
Tracey Williams-Macklin	4/11/24	Member of the SNEE Integrated Care Partnership representing the University (School of Health and Social Care)
Vacant		

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Minutes of the Council of Governors' meeting held at 2pm on Tuesday 3 December 2024, Kingsland Church Community Centre, Colchester

Present

Helen Taylor	Trust Chair
Helen Rose	Public Governor, Rest of Suffolk - Lead Governor
John Alborough	Public Governor, Rest of Suffolk
Caroline Bowden	Public Governor, Colchester
Peter Coleman	Public Governor, Rest of Suffolk
David Guest	Public Governor, Colchester
Jane Hadlow	Public Governor, Colchester
Isaac Ferneyhough	Staff Governor
Paul Gaffney	Public Governor, Ipswich
Verity Jolly	Public Governor, Rest of Suffolk
Pride Mukungurutse	Staff Governor, Colchester and Essex
Tim Newton	Public Governor, Ipswich
Martin Nixon	Public Governor, Rest of Essex
Light Onyekachi	Staff Governor
Allison Weston	Staff Governor
Sara Naylor	Appointed Governor, Colchester City Council

In attendance:

Nick Hulme	Chief Executive – to 3.45pm
Shume Begum	Associate Director of Operations/Deputy Director of Operations, Medicine Colchester - item 17
George Chalkias	Director of Governance
Laura da Rita	Committee and Membership Secretary
Ann Filby	Trust Secretary (minutes)
Hussein Khatib	Non-Executive Director
David Eagles	Non-Executive Director
Richard Spencer	Non-Executive Director – Senior Independent Director
Dr Shane Gordon	Associate Director of Strategic Improvement

Apologies for absence:

Gillian Orves	Public Governor, Rest of Suffolk
Sam Glover	Stakeholder Governor, Healthwatch Essex
Jude Omniyi	Stakeholder Governor, University of Suffolk
Jane Simpson	Appointed Governor, Integrated Care System – Anglia Care Trust
Andrew Taylor	Staff Governor
Tracey Williams-Macklin	Appointed Governor, University of Essex

Para no		Action
Section 1 – Chair's Business		
35/24	**1. Welcome and Apologies for Absence** Apologies were noted as above. Sara Naylor was welcomed to her first meeting. Laura da Rita joined the Trust last week as Committee and Membership Secretary, and this was a good opportunity to meet one another at her first meeting.	
36/24	**2. Declarations of Interest** An additional interest was reported by David Guest, that he was now a Trustee at Essex Community Foundation. The Trust Secretary advised that this had already been added. Verity Jolly reported she was a member of St Elizabeth Hospice. Jane Hadlow was now the Chair of Governors rather than Vice Chair. New declarations would be required in writing to enable the declarations register to be updated.	**AF**

37/24	**3. Minutes of the meeting held on 26 September 2024** The minutes were **approved** as an accurate record with two amendments, removal of Verity Jolly from the apologies for absence and amendment from oral to a tabled Lead Governor report.	**AF**
38/24	**4. Matters Arising from the minutes and action log** Both actions were marked for closure.	
39/24	**5. Briefing: Strategic update** • **Joint Council event with West Suffolk Hospital NHS Foundation Trust** The Director of Strategy, Research and Innovation provided an overview of the key issues, in support of the report circulated. This included the Darzi investigation and the new 10-year NHS plan, the budget settlement for the NHS, changes to accountability for NHS and Foundation Trusts, SNEE ICS challenges and opportunities and strategic service developments. • The Darzi investigation identifies the areas where the NHS is facing maximum challenge and identifies those things Lord Darzi feels need to be done. As an integrated trust community services are part of the care we provide and ESNEFT is well positioned to respond to those challenges. Declining public satisfaction with the NHS is cited and variable quality, together with the importance of public health and prevention and capital infrastructure. ESNEFT has secured over £300m of additional capital funding in the last four years because of the good stewardship of public resources, including an extra £10m capital this year for the system for bringing its finances in balance. This is critical in enabling us to secure resources to support patient care. • We have focussed strongly on engaging with those communities to address health inequalities as part of being an anchor organisation, and Lord Darzi is seeking that more is done in this area. There is also a focus on better embracing technology inefficiencies within structures, with over-regulation highlighted as an issue. Three shifts of care are identified and will be at the heart of the 10-year plan, we have 50 locations from which services are delivered including a number of community hospitals - from hospital to community, from analogue digital and from sickness to prevention. • The strategic review being undertaken in our system should complete by the end of this financial year and provides both opportunities and challenges. Epic implementation will consume a lot of time and attention to ensure that we get it right as this is integral to the future functioning of our organisation. This new Electronic Patient Record (EPR) is the biggest strategic shift in delivery of care in a generation and a key enabler for doing things differently. A summary was also provided on the other systems being updated. Sara Naylor asked if we were to benchmark ESNEFT to a comparable Trust how would we be doing? The Director responded that in terms of operational performance we are doing reasonably well in comparison with our peers, but not where we would want to be for our patients. Financial balance is unusual, and we are doing very well. The Chief Executive agreed although we don't measure ourselves in this way, rather we focus on feedback from patients. It is reassuring that if you live in our catchment area you will be seen sooner, and we are able to draw down additional resources. In terms of digitisation there is a large national programme with seven Trusts in this region implementing an EPR in the next three years. For weight management we are the only Trust in the country adding this service, the first for 20 years. We are excited to build on the success of the Clacton Community Diagnostic Centre, but we are mindful of those things we aren't doing so well. Isaac Ferneyhough referred to the 40% reduction in support to community pharmacy and potential closure over the next five years, and whether there had been thought about support to them locally. The Director advised that there is a relationship in the planning and management of medicines but little direct traffic of staff. Establishment of an aseptic hub will support this and is almost certain to provide benefit.	

	The Chair thanked the Director for his report and referred to the scale of capital investment which illustrates the level of ambition in the Trust. Undoubtedly, when the 10-year plan is published we will bring that to Council for further discussion. Governors were invited to comment on the joint briefing with the governors at West Suffolk NHS Foundation Trust (WSFT). Helen Rose welcomed the meeting, and the two sets of governors will be looking for opportunities to get together to share their experiences.	
40/24	**6. Report from the Trust Chair** The Chair reported on a range of developments: • The opening of ESEOC and over 200 patients who have had their surgery including from WSFT, with early positive feedback. Every week ESEOC is open that takes two weeks off the waiting list. This is the largest centre of its kind in Europe, a fantastic achievement for the Trust. • ESNEFT has won a Health Service Journal national award for a phone app for patients with Parkinson's Disease. • Handover 45 from the ambulance service to the Emergency Department, an important initiative. • Staff awards, live streamed, 62 colleagues and teams were celebrated, and the Lead Governor was in attendance. A link would be sent to governors. • Making Every Contact Count with more than 41,000 offers to patients and referral to other services, including stop smoking, an important programme of work.	**AF**
Assurance and Accountability		
41/24	**7. Chief Executive's Briefing on Trust activities** The Chief Executive referred to the seven regional visits taking place to inform the final 10-year plan and the East of England meeting that took place on Saturday which he attended to represent the provider sector. People were asked what they would like healthcare to look like in the next 10 years focussed on the three elements already mentioned. What had struck him was that few people had issues with quality of care once they were treated, he believes we have the best health system in the world but possibly not the best health care. If we get Epic right, it will address many of those logistical issues that people raise with him. This will include enabling patients to complete their pre-assessment forms through MyChart, freeing up time and staff to do the things that really matter. The Chief Executive got the sense that the Minister and other NHS England leaders had a genuine desire to listen and there is the opportunity to submit an organisational response. ESNEFT is not facing some of the significant operational or financial challenges that many organisations are seeing. We are seeing increasing referrals, and a real challenge is managing the demographic growth in Colchester with no additional resource to build beds, with c120 required. The rebuilding of the maternity block on the Ipswich site is also being considered. We are clear about the strategic direction but what matters is the day-to-day experience that patients have. Sara Naylor picked up on the capacity issue for a growing population and provided the Colchester City Council perspective with 12,000 new dwellings over 16 years and asked whether the number of beds required takes account of that. The Chief Executive responded that yes in part, but this also relates to how successful we are in shifting care appropriately. Conversations are underway about the potential use of Section 106 monies. The co-dependencies relate to other elements such as length of stay and the impact of reductions. Isaac Ferneyhough questioned the Trust's ability to staff those beds and reflected the staff view that they are tired and as soon as they reach their staffing template they are moved to another area, or they are nursing patients in corridors. When we talk about patient experience this is hard to bear on a day-to-day basis for staff caring for patients in areas where that aren't designed for this. The Chief Executive confirmed	

	that no-one wants patients cared for in such areas, but the risk is someone not being able to get into hospital as the ambulance is busy. It isn't ideal, it is a balance of risk, and a lot of work has been done to assess how many patients are in non-bedded areas, nursing numbers and we have a much more robust quality and patient safety assessment. It isn't just about the beds; it also relates to timely discharge. The Chair advised that the Board holds the Executives to account for that and Hussein Khatib as Chair of the Quality and Patient Experience Committee, who highlighted the visits undertaken and how impressed he had been with no patient left unattended. A clear plan was in place and a number of patients coming through urgent and emergency care for treatment are able to go home. This is also discussed at the Performance and Finance Committee and the People and Organisational Development Committee. The Chief Executive referred to current industrial action and the dispute relating to the Board decision on plans for Soft Facilities Management services going forward due to the contract coming to an end in April 2025. The aim was to seek a whole Trust solution, in-house or a fully contracted model. The earliest date for an announcement will be next Monday, which would be discussed with staff first.	
42/24	**8. Board Proceedings Report** The Director of Governance presented the report in relation to the Board meeting held in public on 7 November 2024 and drew the Council's attention to those issues considered. The Chair advised that how NEDs are participating is an important element of feedback to the Council to enable its role to be met. It is always good to see governors in attendance at the Board. The Council **noted** the proceedings and decisions of the Board**.**	
43/24	**9. Verbal Reports from Board Committees**	
	a) Performance and Finance Committee Paul Gaffney referred to a well chaired, interesting meeting. He did believe the lack of access to papers was a hindrance. The Trust Secretary advised that this was a consistent view expressed by governors, and the majority would like to have access, recognising that their role was not to get involved in the operational detail. She suggested that once a new meeting paper solution was in place this could be reinstated as there remain challenges with the current system.	
	b) Quality and Patient Safety Committee There were no governor observers in attendance.	
	c) People and Organisational Development Committee No governors had been in attendance. Jane Hadlow had planned to attend but due to a technical issue this had not been possible. There had also been some changes in the dates of the last two meetings, although they did meet with the Chair beforehand. The Trust Secretary reported that it was unfortunate that meetings had to be changed for good reason, which was rare, and the availability of Committee members was the priority. Helen Rose reiterated how fortunate governors were to be able to observe these meetings, and the Chair advised that the Board benefits from this transparency and governors have treated this access very respectfully and responsibly.	
	d) Audit and Risk Committee David Guest had attended the last two meetings, a very important Committee, and Mark Millar continues to focus on completion of agreed actions. This was confirmed by the Chief Executive. David Eagles will be joining this Committee.	

	e) Charitable Funds Committee John Alborough had returned to observing this meeting, it is very well chaired, and he gets tremendous satisfaction from seeing staff teams talk about why they are seeking charitable funds. They are enthusiastic, nervous and keen, and the pleasure is in seeing their reaction when their bids are confirmed. The Associate Director of the Charity manages the support to this Committee ably.	
44/24	**10. Report from Lead Governor** Helen Rose presented her report, some of which had already been mentioned. The first engagement event took place yesterday at Colchester Hospital and this was described. The Chair welcome the update and it was good to see governors at the Annual Members' Meeting.	
Governance		
45/24	**11. Annual Members' Meeting/Annual General Meeting notes** The Trust Secretary advised of the summary notes taken on the day, with the presentations available on the Trust's website. For the first in-person meeting for some time, in Clacton, it was good to note an additional 18 people attending in addition to Board members, governors and presenters. The Chair reflected that it was good to be in-person, and it was a good opportunity to focus on some of the developments in the Clacton area. Tendring CVS are active and supportive in influencing health and wellbeing locally. Helen Rose added that it was great to see members of the public who she had spoken to prior to meeting. The minutes of the meeting held on 30 October 2024 were **approved.** These would be added to that section of the website.	**AF**
46/24	**12. Council of Governors' Code of Conduct** The Trust Secretary presented a revised Code, advising that a tracked version had been considered in detail with the Chair and Lead Governor and then the Council's Standards Committee. It had been written with reference to the Trust's disciplinary and other policies and once governors' final amendments were made the Head of Organisational Redesign was asked to review the document and a small number of final changes were confirmed. The Council was advised that this was a much more detailed document than has been in place, providing governors with clarity on the expectations of behaviour, how they can raise issues, examples of what may constitute a breach, and a clear process should a potential breach of the Code need to be considered. It is expected that an informal discussion will resolve most concerns, and these should be raised with the Trust Secretary in the first instance. The Code has been drawn together using previous experience where it was not sufficiently robust, and a serious issue arose requiring Council action. The Chair reflected that this was an important document to have in place and it has gone through the processes as described. With no further amendments, the Council **approved** the revised Code for acceptance by all governors.	**AF**
47/24	**13. Deputy Lead Governor** The potential of appointing a Deputy to the Lead Governor has been considered, whose primary purpose would be to support them in the discharge of their duties, as requested. The report includes an addition to the Lead Governor's role description and proposes the same appointment process, in accordance with how other Trusts operate.	

	The Trust Secretary advised that this would provide the Council with some resilience should the Lead Governor be unavailable and would enable the Deputy to take on the Acting Lead Governor role if required to do so. If approved, expressions of interest would be sought in December, with a Council vote, if required, during January. Any governors interested would prepare a short paragraph on why they should be elected to the role. Helen Rose doesn't see the role of a Deputy as particularly onerous; the lead governor has a statutory function. Allison Weston advised that the staff governors had discussed this, and it would be difficult for one individual to fully commit unless this was a job share. The Council **approved** the appointment of a Deputy Lead Governor using the same selection process as for the Lead Governor, taking account of the potential for a staff governor to job share. Any governor who was interested was welcome to have an informal conversation with the Chair, Trust Secretary or Helen Rose, Lead Governor.	**AF**
Appointments and Performance		
48/24	**14. Appointments and Performance Committee Report** The Trust Secretary referred to the Lead Governor's report, advising of the appointment of David Eagles as a Non-Executive Director, led by this Committee on the Council's behalf. Two further appointments will be confirmed once all requirements have been met. The Committee is also leading on the Trust Chair appointment, and a brief update will be provided to Council in private. A meeting of the Committee would be confirmed, likely in January, to consider the process for the Non-Executive Director performance reviews with the new Chair and the remuneration of Non-Executive Directors. A Board member appraisal framework was anticipated for publication in the autumn and has not yet been received. There is also a requirement for the fit and proper person test annual checks to align with the performance review. The Chair advised that she was currently undertaking six monthly reviews for all Non-Executive Directors and will ensure that this is handed over to the new Chair when they start their term of office on 1 April 2025. The Chair's mid-year review had also been undertaken with Helen Rose and Richard Spencer, Senior Independent Director.	**AF**
Membership and engagement		
49/24	**15. Membership and Engagement Working Group Update** Martin Nixon provided an update on the meeting held in November and the progress being made, which was much improved with the new processes in place. Martin referred to yesterday's engagement and the patients and members of the public who wanted to talk about their wider experience. Helen Rose referred to the PALS leaflets which were handed out. The Trust Secretary advised that the feedback form for governors needed to be rebuilt, and this would be the single route for governors to share the detail of their engagement. The Chair welcomed the new format and that this was working well.	
50/24	**16. Governor Activities Update** Caroline Bowden reported on a visit to ESEOC with other governors, it is self-contained, a great deal of thought had gone into the building, the different floors are colour co-ordinated, patient admission processes were described and how quickly patients are encouraged to move around after their surgery, the patient and staff input to the design and ongoing patient input is being encouraged. Jane Hadlow referred to what happens after patients go home, control of infection and the potential of them being a burden in the community. This is all planned for, and they have easy access to professional services. The degree of compassion and	

	planning to meet individual needs was evident, as was the training and development of teams. It is a very impressive unit, with its priority to reduce waiting times for patients. The Chair referred to the stand-alone nature of some facilities and, should there be another pandemic, the same level of procedures being cancelled would not be repeated, nor would operations be cancelled due to emergency pressures. Verity Jolly highlighted the postoperative care unit for anyone that needs additional care and there is an admissions unit prior to an operation. Tim Newton endorsed all comments made, and what struck him was that it takes time to develop an atmosphere, although this was very positive already. Martin Nixon referred to the unit only operating at a quarter of its capacity due to staffing. The Chair confirmed that a phased approach was being taken. Richard Spencer spoke from a Performance and Finance Committee (PFC) perspective, confirming the phased launch. There are still snagging issues, and the staff constraints relates to anaesthetists, an issue also being seen nationally. In terms of scale and complexity, the Director of Elective Care describes this as a mini hospital. Helen Rose highlighted the success of patient involvement. She was able to attend a meeting with a patient group that had influenced the design and development of the centre. The Trust Secretary referred to the size of the rooms and bays and the benefits for patients, and the Head of Care's plans to continue to seek patient feedback to enable future improvements.	
Briefing		
51/24	**17. Seasonal Variation Plan: Annual update** Shume Begum, Associate Director of Operations/Deputy Director of Operations - Medicine Colchester, attended and talked to the report circulated. Governors were advised of the use of data which provides the bed modelling requirements for the coming year, reviewing the constraints and the mitigations put in place, indicating the seasonal variation plan monthly occupancy for elective and non-elective care. The national discussions around productivity enable focus and clinical teams come together to discuss the challenges. With our divisional teams the schemes that will support our patients are reviewed, investment was made in community nursing to keep patients out of hospital including the hubs, urgent response team, how we create space for same day emergency care, and working with others in the system. The final investments have been included in the business planning process, and the teams continue to review the schemes and whether they are delivering as expected. To stay within the financial envelope, difficult decisions are required to reprioritise where schemes are not delivering. Community at the front door at Colchester Hospital has been prioritised in the community at Clacton to stop patients coming into the hospital, the left shift. The biggest deficit for Ipswich is -19 beds and Colchester is -30 beds. With the new handover 45 requirement, we need to work collectively with the ambulance service and system partners. There are significant challenges at Colchester with demand, we are focussed on getting the fundamentals right for our patients and the requirements to get that culture change to ensure nursing, operational and clinical teams work together effectively. Next year's business plan is being reviewed which should focus on outside of the hospital and those schemes that will make the difference and deliver the outcomes expected. The Chair advised that year on year this is an increasingly sophisticated model that enables improvements. The RSV vaccination has started and are we anticipating a reduction, but potentially not this year.	

	Sara Naylor referred to the percentage of patients coming through the hospital that shouldn't have been in an acute trust and sought more detail. Shume described the opportunity to review the availability of alternative pathways. This proactive and preventative left shift requires investment to enable community services to respond in areas such as falls and the community response service. Richard Spencer referred to the deep dive at PFC and the message received was that despite still doing all of this it will be challenging in the colder months. Paul Little, who runs community services in Suffolk, has referenced some of the work to identify people who have had their first fall at home, one of the first signs of frailty, and how they can be supported which might reduce the pressure. Verity Jolly referred to the annual conversations and questioned use of the independent sector, learning from the pandemic and the movement of money between different partners to enable care in the right place at the right time. Shume referred to the different way of working during the pandemic, the supportive relationship with the ICB regarding funding, the maturity of the Alliance Operational Group at Colchester, and championing the work we need to do. Concentrating on the small number of things that will make a difference was important and the funding would flow from the ICS. Expansion of beds at the Colchester site has been supported by slippage from the Better Care Fund. Jane Hadlow asked about operational as well as strategic capacity, and whether people are moved, and staff are recruited on a short-term basis. Shume referred to the enhanced tactical leadership meetings on both sites to understand how we can take forward issues and get that buy-in from clinical teams. There are a top five issues that were the priority. It is pressured and support for staff is considered to have a resilient workforce to cover escalation areas. Richard Spencer referred to Isaac's point earlier and how staff are feeling, how tough it is, we seek to mitigate that, and we are thankful for their support. Isaac Ferneyhough referred to one in four patients being identified as home for lunch and questioned the current position. Shume confirmed this was part of delivering the fundamentals of care. It is about when a patient is ready to go home and enabling them to leave in a timely manner, and considering how long it takes us. Discussions with social care partners are ongoing about how we mobilise that care to get patients out of hospital. We should run at 92% capacity whilst we are consistently over that. Discharge summaries and To Take Out medications was discussed. The Chair thanked Shume for a fantastic presentation that demonstrated the dynamic nature of the approach taken. Those governors observing PFC would see this discussed in much more detail.	
Public Questions		
52/24	**18. Questions from members of the public present** Sir Bob Russell referred to demoralised staff, discussion during the meeting about staff wellbeing, and the Lead Governor reference to being in Colchester Hospital. There was the potential of staff no longer being employed by ESNEFT/the NHS if Soft FM services were outsourced, he questioned whether exemptions from higher National Insurance contributions had been considered in this process, expressed the view that this ought to be a public debate and the Board meeting in private breaches the Nolan Principles. He had expected governors to have discussed this. The Chair advised that the Board understands the staff concerns and a group of staff and UNISON will attend to address the Board on Thursday. It is meeting in private as this is commercial in confidence material and is therefore not contradicting the Nolan principles. The Council has discussed this previously, but it is a Board and not a Council decision. The Chair reiterated that the Board has agreed to test the market, the tender has been evaluated, and these are private. The point regarding NI has been fully considered.	

53/24	**19. Date of next meeting** Tim Newton advised of the annual Santa Run for the Trust charity and a funding page being set up. Helen Rose would circulate to all governors. The next meeting would be held at 2pm on Thursday 27 March 2025 at Kesgrave Community and Conference Centre, Twelve Acre Approach, Kesgrave, Suffolk, IP5 1JF.	

Approved: 27 March 2025 TBC

Chair Helen Taylor

Disclaimer: The minutes do not necessarily reflect the order of business as it was considered.

Action Points - Council of Governors PUBLIC 2024/25

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Key:

Blue	Action Completed
Green	Action On Track
Amber	Action At risk of slippage
Red	Action Overdue

Action #	Minute/Action Reference	Agenda item/subject	Action	Accountable Officer	Target Completion Date	Status Update/Date of completion	BRAG
03 December 2024							
1	36/24	Declarations of Interest	Additional declarations to be received in writing and declarations register updated	Laura da Rita		**3/12/24:** Received and declarations updated	**B**
2	37/24	Minutes of the meeting held on 26 September 2024	Approved with two amendments to apologies for absence and the Lead Governor report	Ann Filby		Amended during the meeting and provided to the Chair for review	**B**
3	40/24	Report from the Trust Chair	Send link to staff awards	Ann Filby		Included in Trust News - link to YouTube https://www.youtube.com/live/-tC-tMM5pv4	**B**
4	45/24	Annual Members' Meeting/Annual General Meeting notes	Approved; to be added to that section of website	Ann Filby		**13/1/25:** Available at this link https://esneftdoclibrary.org.uk/document-category/esneft-reports-and-accounts/esneft-annual-members-meetings/esneft-annual-members-meeting-2023-2024/	**B**
5	46/24	Council of Governors' Code of Conduct	Approved for formal acceptance by all governors	Ann Filby	31/03/2025	**10/12/24:** New Code and sign off emailed to governors for signature and return **14/3/25:** Remaining responses requested, for completion by 31/3/25 **17/3/25:** Remaining responses chased	**G**
6	47/24	Deputy Lead Governor	Appointment of a Deputy Lead Governor approed, taking account of potential for a staff governor job share, for the selection progress to take place	Ann Filby	27/03/2025	Job share added to role description. Expressions of interest sought on 20/12/24, one received and duly confirmed, for reporting to Council 27/3/25	**B**
7	48/24	Appointments and Performance Committee Report	Additional Committee to be scheduled, likely in January	Ann Filby	31/01/2025	Meeting arranged for 14/1/25	**B**
27 March 2025							

East Suffolk and North Essex NHS Foundation Trust

Council of Governors

Date of meeting:	27 March 2025
Report Title:	Board Proceedings Report
Executive/NED Lead:	George Chalkias, Director of Governance
Report author(s):	Ann Filby, Trust Secretary Tina Terry, Board and Committee Secretary

☐ **Approval** ☑ **Discussion** ☐ **Information** ☐ **Assurance**

Executive summary
To support the Council of Governors in discharging its responsibility to hold the Board to account, through the Non-Executive Directors, a summary of matters discussed at the Board meetings held in public on 9 January and 6 March 2025 is presented. The Council is gently reminded that it is not authorised to alter or reinforce the Board's decisions, but that it can hold the Non-Executive Directors to account for them, by way of explanation and discussion.
Action requested of the Council
The Council is invited to note the proceedings and decisions of the Board.

Report of Board proceedings

This report is provided to support the Council of Governors in understanding the matters considered and key decisions taken at the Board meetings held in public in January and March 2025; but it is not intended to substitute the formal minutes of the proceedings.

Governors have access to the papers for the meetings of the Board held in public, which are published on the Trust website and a link is sent to the Council.

The January and March meetings of the Trust Board can be found here.

ESNEFT board meeting papers January 2025 – ESNEFT Document library

ESNEFT board meeting papers March 2025 – ESNEFT Document library

Governors can attend and observe meetings of the Board held in public and are encouraged to attend at least one meeting of the Board in each year, to support their understanding of how the Board works as part of the discharge of their responsibilities.

Issue	Summary	Actions agreed
6 March 2025		
Public questions	The Lead Governor referred to the Suffolk Show and there had been no mention of a presence at the Tendring Show. Attendance was confirmed. The Colchester Gazette, referred to patients' experience in corridors at Colchester Hospital, why this was happening and what was being done to improve. The Chief Executive referred to care in temporary escalation spaces (TES), which isn't ideal, but it is about managing risk as part of a system decision. It is far from a great experience, but it is less of a risk than our sickest patients being at home without an ambulance. The Board heard earlier in the meeting that there was no evidence of poorer patient outcomes, although we recognise that this is not a great patient experience. The focus is on assessment of patients on arrival, moving them to the right area, internal flow, discharging them, and ensuring that those delays in transferring them to their next stage of care are kept to a minimum.	
Patient experience	The Chief Nurse provided a full update on the patient experience received in January, and through the Accrediting Care at ESNEFT Programme (ACE) the ward has now achieved a silver award, demonstrating improvement. The parents of Ada were welcomed, and a short film was shown to describe Ada's story and the pivotal role of the Roald Dahl Specialist Nurse.	The Chair thanked the parents for taking the time to attend the Board and for sharing their life as a family in the film and hoped it had been helpful to have the conversation.
Chair's update	The Chair updated on a range of Trust developments: • The official opening of the Children's Department at Ipswich, a joint project between the Trust and the Charity, providing a high quality, modern environment. • At the beginning of ESNEFT the Board was clear on plans to develop centres of excellence. Levington Ward at Ipswich provides the new spinal injury service enabling treatment locally. • Improvements to our estate are taking place at the entrance to Colchester Hospital. • National awareness week for apprenticeships involved an event at Trinity Park with over 100 apprentices graduating. • In Ramadan now, and the Trust support being provided was described. • The development of Staff Networks. • Other equality, diversity and inclusion issues will be considered later on the agenda.	The Board received and noted the verbal update.

Issue	Summary	Actions agreed
Chief Executive's update	The Chief Executive referred to the resignation of Amanda Pritchard, Chief Executive of the NHS, and put on record his thanks for her extraordinary leadership with the patient at the heart of everything that she does, and her support to this Trust in opening our Breast Care Unit. The Secretary of State for Health and Social Care is clear that radical change is required, care provision might be exceptional, but processes require significant re-engineering. Reference was made to care co-ordination and the resource to be released with Epic that could provide opportunities to support patients and families more effectively. The new 10-year plan will be published in the summer, and it will be interesting to see the expectation for shift of care from hospital to community and primary care and how that would change the current reliance on hospital care.	The Board received and noted the verbal update.
Integrated Performance	Key Issues Reports were received from the following Board Committees: **Quality and Patient Safety Committee,** 23 January and 27 February 2025 Corridor care was reviewed and the CNST (Clinical Negligence Scheme for Trusts) submission was approved having received assurance that within maternity services all 10 safety standards had been met, subsequently approved by the Board on 27 February 2025. The following areas were also discussed: • The impact of diagnostic waits for patients • Ventilation and the Critical Care Unit in Colchester, with issues identified and assurance provided on the plan in place • An increase in skin damage and the good oversight in place • Restart of the ACE programme which Non-Executive Directors have been invited to participate in • A mini deep dive on patient discharges • There had been 20 external visits, all of which were positive, with no immediate recommendations • The quality priorities for 2025/26 were agreed • The End of Life annual audit • A report of the Ofsted SEND (Special educational needs and disability) inspection in Suffolk with a number of issues identified and continued monitoring.	The Board received and noted the reports presented for assurance

Issue	Summary	Actions agreed
	Performance and Finance Committee, 29 January and 26 February 2025 • Urgent and emergency care delivered improvements over both months and over 75% of patients were treated within four hours, with Colchester performing better than Ipswich • Discussed the need not to make TES the new norm, and the actions to increase capacity. • Most metrics for the treatment of cancer were in accordance with plan whilst there has been an increase in referrals in some specialties. • ESNEFT continues to make great strides in reducing the waiting list. • Community services are performing ahead of target in relation to 18 weeks. A recovery plan for podiatry services was discussed • Financial performance. It has taken longer to realise the benefits from ESEOC (Essex and Suffolk Elective Orthopaedic Centre) and the Green Surgical Hub. Through good financial management we are cautiously optimistic of meeting our break-even target. • Discussion on the draft Trust plan focussed on key risks and next steps, following a Board Seminar held earlier that week.	The Board received and noted the reports presented for assurance
	People and Organisational Development Committee, 22 January 2025 On the whole key performance indicators were performing well, although staff sickness remains above target. Assurance was received on workforce safeguards, and several equality, diversity and inclusion documents were recommended to the Board for approval. The Director of People and Organisational Development referred to a presentation on productivity, with the aim of directing resources to provide the best care for our patients. There was more work to do on triangulation, leading into the workforce safeguards. A reduction in sickness had been seen between January and February. The Integrated Performance Report provided an overview of the Trust's performance in January and February 2025 across the domains of Quality, Performance, Finance and Workforce.	The Board received and noted the report and with the assurance provided by the Committee, the Chief Medical Officer, the Chief Nurse and Director of People and Organisational Development, approved the Workforce Safeguards report. The Board received and noted the reports presented for assurance,
Clinical presentation: Epic Electronic Patient Record (EPR)	The Director of Digital, Logistics and Operations as Senior Responsible Officer for the programme described the solution and the multi-disciplinary team that is enabling this programme to be clinically led. It will be the biggest change that ESNEFT has seen, covering all processes across our acute and community hospital services, replacing 51 IT systems and all information will be accessible in one system with alerts to new information. MyChart is the most exciting part enabling patient self-service and a redirection of resource to support those that will choose not to use it. The Council will receive a presentation at today's meeting.	The Board received and noted for assurance.

Issue	Summary	Actions agreed
ESNEFT as an Anchor Organisation	The Trust's activities as an employer continue to grow, the Next Medic training programme is in place, the number of apprenticeships is now over 500, there are local supply and sustainability initiatives and good environmental initiatives such as the bike shed provision. In terms of local access, the slides on the Ipswich Community Diagnostic Centre (CDC) are particularly powerful in demonstrating what we are trying to achieve. There has been good incremental progress and ESNEFT is playing its part in the system.	The Board noted and approved the report.
Strategic Plan Update	The Strategy Programme Director updated on the programmes which underpin the Trust's Strategy, and highlighted Patient Initiated Follow Up and advice and guidance is exceeding national targets, tobacco treatment with our most deprived areas, workforce statistics and our leadership development programme already exceed our internal targets and the virtual ward is operating very close to our ambitious target, providing high quality care in patients' homes.	The Board received and noted for assurance.
Equality, Diversity and Inclusion Strategy 2025-29	This strategy was developed with our leaders, Freedom to Speak Up Guardians, Network Chairs and unions. It clearly sets out our approach and intent – a deliverable plan that will strive to eliminate discrimination, harassment and victimisation in all its forms; improve year on year reported patient and staff experience for protected groups; reduce health inequalities for protected groups by improving access to all services; ensure everyone embraces equality, diversity and inclusion as their responsibility and adopts a proactive approach to enhancing equal opportunities and accessibility to resources for staff and patients.	The Board received and approved the strategy.
Gender Pay Gap Annual Report 2024	This provides a framework to identify pay gaps, which helps us to think about the context of the wider societal impacts. There are no statistically significant changes, the median has dropped to 11.26% (UK 13.1%, ONS), 76.7% of staff are women, 65.7% of medical staff are men, although that workforce will change in the coming years. Leadership engagement is being supported, there is a focus on talent progression through My Career Matters conversations,	That the Board received and approved the report.
Public Sector Equality Duty Annual Report 2024	This is a mandatory requirement for public bodies and demonstrates how we can promote equality of opportunity, centred around the nine protected characteristics. The report was jointly authored with the Chief Nurse, the People and Organisational Development Committee had scrutinised the detail and it had been considered through the HR assurance framework. 30% of staff are over 50, flexible working is more important than ever, the highest proportion of leavers are in the 26-30 years category and our focus on leadership development and retention is important. Discrimination has reduced, there is more confidence in disclosure for those with disabilities, and increased support for neurodiversity. Those returning from maternity leave are supported to work flexibly, ethnicity has increased from the previous year, 29% of staff are from a BAME background and the level of disclosure of religion and belief has also improved.	The Board received and approved the report.

Issue	Summary	Actions agreed
Governance	The Key Issues report was received from the Audit and Risk Committee held on 7 January 2025. The alerts were focussed on management ensuring that actions following internal audit reports were undertaken and some assurance had been received in this regard. The Trust Seal had been used on 10 occasions since the previous meeting.	The Board received and noted the report for assurance. The Board received and noted the report for assurance.
9 January 2025		
Public questions	Several members of the public were in attendance with reference to the Board decision on soft facilities management services and the impact of National Insurance costs and ongoing staff benefits. The Chief Executive confirmed it has been consistently agreed that all benefits received by NHS staff currently will also be shared by those staff employed by Sodexo when staff are transferred to the new provider.	
Patient experience	The Chief Nurse introduced a patient's wife, supported by the Head of Patient Experience and Ward Sister, Shotley Ward/RHDU, who provided an update on her experience during the care of her late husband at Ipswich Hospital at the end of his life. There were some difficult messages to hear relating to communication, support with end-of-life care, medication and the fundamentals of care. Her motivation for attending the Board and offering to support continuing improvement was to ensure that other families did not have to go through such an experience.	The Chair thanked the patient's wife for presenting a difficult experience and reflected the importance of continually assessing progress in relation to the issues raised. The work undertaken to improve the patient and family experience on the ward was welcomed.

Issue	Summary	Actions agreed
Chair's update	The Trust Chair highlighted the following key matters: • The extremely difficult operational issues being experienced and the impact on colleagues and patients with a significant increase in admissions • The Gynaecology team has become one of the few in the country to carry out six successful hysterectomies in one day • The new maternity centre at Clacton Hospital opened on Christmas Eve. All antenatal and postnatal care will be delivered from the ground floor modern unit created as part of extensive renovations. The new birthing unit is expected to open in April next year • Recognition for the Cardiac Rehabilitation Team awarded national certification from the British Association for Cardiovascular Prevention and Rehabilitation • Mr Chrysostomos Dimitriou, an ESNEFT consultant, has won a European Award for his work to treat glaucoma and cataracts with minimally invasive surgery and a phone app for patients with Parkinson's disease has won a Health Service Journal (HSJ) award • ESNEFT Staff Awards held in November 2024, with 62 outstanding colleagues and teams celebrated • Our LGBTQ+ Staff Network has a new Chair and Deputy Chair to continue raising awareness and make sure the voices of LGBTQ+ staff and patients are heard • Colleagues can apply for grants of up to £25,000 for research projects and the charity team has launched a new radio show.	The Board received and noted the verbal update.
Chief Executive's update	The Chief Executive reflected on the patient experience received and the importance of getting end of life care right. The Board was advised of the following: • National announcements regarding reductions in waiting times, recognising that improvements are needed. The 10-year plan will be welcomed, setting out how the NHS needs to change to deliver the improvements required for patients. • Despite the operational challenges experienced, no elective care had been cancelled as we have been able to invest in our facilities including the ESEOC. The demands have been unprecedented over the seasonal period, particularly at Colchester, with challenges in caring for patients with flu and other viruses leading to care being provided in corridors. Whilst not ideal, he was assured that patients were being kept safe, and staff were thanked for working tirelessly to ensure this. • The implementation of Epic this year and the significant change that this will represent.	The Board received and noted the verbal update.

Issue	Summary	Actions agreed
Integrated Performance	Key Issues Reports were received from the following Board Committees: **Quality and Patient Safety Committee,** 13 November and a deep dive in relation to maternity services on 12 December 2024 • The Maternity and Neonatal Improvement Board, reporting direct to Board. Safety walkabouts continue and on track to meet all 10 safety actions to meet year 6 requirements of the Maternity Incentive Scheme • Fundamentals of care was considered in detail and the accrediting care (ACE) programme • The clinical standards/outcomes program • The health inequalities six monthly update • The data issues affecting mortality recording • An innovative presentation on glaucoma.	The Board received and noted the reports presented for assurance
	Performance and Finance Committee, 27 November and 18 December 2024 • Emergency performance, the long waits for patients and the message to the Board and to the public, given the expected continuation of pressures on acute services between now and the end of the financial year • The workforce implications and our responsiveness to Handover 45 will have a safety and quality impact and appropriate oversight was being put in place. The estates backlog maintenance and the importance of reprioritisation and risk assessment was discussed to enable issues to be tackled in a timely manner. • The financial position for the current year, key messages for 2025/26 and the real time reduction in funding. There was a lack of clarity on the planning period in the absence of the final planning guidance for next year.	The Board received and noted the reports presented for assurance

Issue	Summary	Actions agreed
	People and Organisational Development Committee 14 November 2024 • An alert in relation to receipt of an interim safe staffing report. Further work is required prior to presentation to the Board, although the vacancy rate reflects positively. Staffing continues to be a challenge at ward level due to several factors • One alert, highlighting approval of the Faculty of Education Strategy • The Guardians of Safe Working Annual Report, and the support to the Guardians to ensure junior doctors shifts are safe • Vacancy data is well managed and there has been a reduction of turnover since April 2021 • Just reached over 1,000 of colleagues undertaking one of our leadership programmes. The focus is currently on ensuring clinician attendance at Visible Leaders • Increased sickness. The Board was advised of the support provided to staff on sick leave • Extension of the flu vaccination programme, with lower uptake seen nationally this year. The Integrated Performance Report provided an overview of the Trust's performance in November 2024 across the domains of Quality, Performance, Finance and Workforce.	The Board received and noted the reports for assurance
Clinical presentation: Clinical Outcomes	The Associate Medical Director and Consultant in Child Health (Paediatrics) advised that clinical outcomes are measurable changes in health, function or quality of life that result from the care provided. The current approach and the tools available were described, with many sources of data and conflicting priorities. The vision is to select key outcomes to benchmark against for each service, sense checking, automation as far as possible or drawn from existing data, with outcomes to be available to patients and users. The importance of co-production was highlighted, as was the challenging timetable to ensure readiness for Epic implementation and a toolkit for services by year end 2025. This would be reported through the Trust's governance processes to the Board's Quality and Patient Safety Committee.	The Board received and noted for assurance.

Issue	Summary	Actions agreed
Maternity Assurance Report	The Director of Midwifery presented current midwifery workforce plans and updated on progress against the plan. The report demonstrated compliance with Safety Action 5 of the Maternity Incentive Scheme and key elements were highlighted including the full acuity review undertaken and the systematic approach taken to Birthrate Plus with a funded establishment that meets requirements, a change in compliance regarding the supernumerary status of the coordinator, 1-1 care in labour compliance is demonstrated, new Roster templates will be implemented from March 2025 and further work is required to ensure all training requirements are met.	The Board noted and approved the report.
Strategic Plan Update	Assurance was provided on the delivery of the strategic plan highlighting the 12 major programs listed.	The Board received and noted for assurance.
Governance	The Key Issues Report was received relating to the Audit and Risk Committee held on 19 November 2024. There were two alerts relating to partial assurance for the divisional governance internal audit review, Estates, the potential impact on the final year-end audit opinion and the importance of all agreed management actions being achieved. A senior member of the estates team had joined the Committee to provide further assurance on the action being taken. The Board was also advised of the importance of declarations of interest and enhancing compliance within the consultant body as part of the group of decision makers that are required to update their interests annually. The Board Assurance Framework (BAF) is a strategic level risk register designed to provide the Board with a comprehensive method for effective and focused review of strategic risks. It is presented to the Board three times a year, to every Audit and Risk Committee meeting for full discussion, with relevant risks considered at the appropriate Committees to provide assurance that strategic risks are being appropriately managed. A short report was presented to provide public assurance and notification on the Emergency Preparedness, Resilience and Response ((EPRR) Annual Submission compliance following the two reports received by the Board in private. Overall, the score of 57 out of 62 represents a compliance rating of 91.9%, therefore, the Trust remains at a Substantially Compliant status. The Trust seal had been used on two occasions since the previous report.	The Board received and noted the report. That the Board noted the Executive Lead and Assurance Committee responsible for each risk and approved the current version of the Board Assurance Framework. The Board received and noted the report for assurance. The Board received and noted the report for assurance.

East Suffolk and North Essex NHS Foundation Trust

Council of Governors

Date of Meeting:	27 March 2025
Report Title:	Lead Governor's report
Executive/NED Lead:	N/A
Report author(s):	Helen Rose

☐ **Approval** ☑ **Discussion** ☐ **Information** ☐ **Assurance**

Executive summary
An update is provided on the activities of the Lead Governor in supporting the Council in meeting its general duties.
Action Required of the Council
The Council is invited to note the report.

Lead Governor Report to the Council of Governors, 27 March 2025

At the end of last year, since our December Council of Governor meeting, our Appointments and Performance Committee held interviews to appoint a new Chair after the end of Helen's final term of office this month. It has been documented that we were unable to appoint at that stage and that we will therefore welcome Mark Millar as our Interim Chair on 1 April.

Along with other Governors, I attend the Board meetings in Public and welcome the opportunity to ask questions at the final item on its agenda. At my attendance at our Lead Governor Network meetings, I have learnt that, at other Trusts, they do in fact give a regular report direct at their Trust Boards about Governor activities.

On 18th December I met with the Communications Team to discuss progress and ideas around providing a talk for Trust Members about Diabetes. We'll hear more about this as part of the Membership and Engagement Group report later in the agenda.

I continue to be in touch with governors, either to discuss how they may be more involved or to listen to ideas for future engagement with our constituencies. And Governors were offered an opportunity to spend a day at Kesgrave to continue our induction process with presentations from members of staff and round table discussions of key issues.

You will be aware that our Chair's mid-term appraisal had been taking place, led by the SID Richard Spencer and with our Governor involvement. Helen's final appraisal meeting took place earlier this week. Thank you Richard for ensuring that the Governors' voice has once again been acknowledged within your report.

The appointment of Caroline Bowden as Deputy Lead Governor is most welcome and I'm ensuring that I keep Caroline in touch with what is going on in the background of the Lead Governor role. In the past, I have been reporting to Council about my attendance at the ICB led Accessible Information Group. Caroline is now to attend their April meeting on our behalf.

With Governor elections due to take place this June, our Trust Constitution committee met earlier this month to consider proposals to amend the Ipswich, Rest of Suffolk, Colchester and Rest of Essex public constituencies. We proposed that these should be just Suffolk constituency and Essex constituency going forward.

With the announcement of a Sustainability Review taking place across West Suffolk Hospital and Esneft, I have been keeping in close touch with West Suffolk's Lead Governor and look forward to us developing a closer relationship with their Council of Governors in future.

I have appreciated the regular opportunity to meet informally with Helen on a monthly basis, partly to update each other but also to share ideas and agendas. I shall miss this Helen – but more of that later!

As always, as Lead Governor, I am grateful to the Director of Governance and his team for their guidance and support.

East Suffolk and North Essex NHS Foundation Trust

Council of Governors

Date of meeting:	27 March 2025
Report Title:	Trust Constitution Review
Executive/NED Lead:	George Chalkias, Director of Governance
Report author(s):	Ann Filby, Trust Secretary George Chalkias, Director of Governance

☑ **Approval** ☐ **Discussion** ☐ **Information** ☑ **Assurance**

Executive summary

As an NHS Foundation Trust, ESNEFT is required to maintain a Trust Constitution that meets the requirements set out in Schedule 7 of the National Health Service Act 2006 (as amended). The Constitution must contain detailed information about how the Trust operates, the membership area, membership constituencies, composition of the Board and the Council of Governors, and details regarding the rules which apply to governor elections.

The Trust Constitution states at paragraph 45 that The Trust may make amendments to its Constitution only if more than half of the members of the Council of Governors of the Trust voting, and of the Board of Directors of the Trust voting, approve the amendments.

The Constitution dated November 2023 has been reviewed, and two proposed amendments are presented for consideration and approval, prior to being considered by the Board of Directors on 3 April 2025:

- The definition and the value attributable to a significant transaction is increased to reflect the Trust's current £1.1bn annual turnover with the revision of existing text and inclusion of additional explanation. Current legislation allows Trusts to locally define what constitutes a significant transaction and this should be clearly defined in the Constitution and known to governors.
- That the Public Constituencies are reduced from five to three, covering the following areas: the County of Essex, the County of Suffolk and All other areas of England.

An informal meeting took place on 11 March 2025 to discuss the proposals, to which all members of the Council were invited to ensure that their views were considered prior to the final proposal being drafted. Six governors attended, including the Lead Governor. There was a good discussion, and some Governors sought clarification on the rationale for proposing to amend the value attributable to a significant transaction. The majority were in favour of the amendment to align the Trust with its peers and minimise the risk of the Council being over-burdened with low value proposals going forward.

A full version of the Trust Constitution is presented, with all amendments tracked. The two proposals and an overview of the issues raised is set out in the table overleaf, with the page, paragraph references and rationale included.

Action Required of the Council

The Council of Governors is invited to discuss and approve the revised Trust Constitution for presentation to the Board of Directors.

The detail of the major changes made is as follows:

Page number[1]	Paragraph number	Amendment and rationale
4	1.7	**Significant transactions** The role of the Council in any significant transaction is to meet its legal duty to hold the non-executive directors to account for the performance of the board and to represent the interests of NHS foundation trust members and the public. In essence, a significant transaction is an agreement which represents a significant risk to the continuity and quality of services and/or the Trust's finances. Any such transactions would be subject to review by regulators and potentially by the Competition and Markets Authority. There are two stages to classify a transaction as significant, financial ratios and the risk review, in accordance with transactions guidance. The explanation has been deleted, with reference to the definition now included at paragraph 43. *Significant Transaction – as defined at paragraph 43.*
22 (19)	43.3	The definition and value attributable to the transaction is increased from £10 million and/or is greater than 5% to 25%. This value has not been revised for some years and therefore does not currently reflect the total turnover of the Trust which has reached £1.1bn. In reviewing previous Trust Constitutions for the Colchester Hospital University NHS Foundation Trust, in place prior to the merger in 2018, the version approved in April 2013 contained the current definition which is arguably suitable for a much smaller organisation but does not meet the needs of the integrated, large Trust that ESNEFT currently is. The Council would be deciding whether the board of directors has been thorough and comprehensive in reaching its decision and obtained and considered the interests of the FT members and the public. Provided appropriate assurance is obtained, the Council should not unreasonably withhold its approval for the transaction to go ahead. • Some governors questioned why this amendment was required other than to align with similar large NHS Foundation Trusts; the implications if no change was made, specifically as a significant transaction had not been presented to the Council in recent years. The scrutiny and checks and balances that would be in place were questioned and these were described. As the NHS continues to evolve to meet the requirements of patients and their healthcare needs, and once the 10-year plan is published, there is the potential that the Trust and the Council could be over-burdened with discussing lower value transactions through this additional approval step. That would not represent best value for taxpayers' money or in the use of resources. The additional paragraph is proposed as: *43.3 A significant transaction is defined as investments, divestments or other transactions comprising more than 25% of the assets, income or capital of the NHS Foundation Trust in the last financial year.* The merger of Colchester Hospital University NHS Foundation Trust and the Ipswich Hospital NHS Trust was approved by the Council on 22 June 2018 in accordance with Section 56A(2) of the NHS Act 2006

[1] Tracked version (final document)

Page number[1]	Paragraph number	Amendment and rationale
		and the Trust's Constitution, paragraph 43.1. The wording relating to mergers remains unchanged.
24 (21)	Annex 1	**Public Constituencies** At the Council of Governors elections in June 2024, four vacancies remained post-election, two in Ipswich and two in Rest of Essex. This was despite a higher number of nominations compared to seats in other constituencies. Some Trust members had put themselves forward in one constituency whilst, by virtue of their postcode, they were moved to another constituency during the validation process. Therefore, some members were not elected despite their interest. The Trust's experience to date therefore indicates that the current size of the Council of Governors presents additional challenges in terms of filling all vacancies and keeping them filled at all times. The proposal therefore is to reduce the number of public constituencies. Should a similar number of nominations be secured in the Council elections in 2025, the opportunity for election would be maximised, all vacancies could be filled and Trust members can participate in the governance of their local NHS Foundation Trust. Best value for money would also be secured in the engagement of the independent election provider and the legacy arrangement resulting from the merger in 2018 would be removed, in the same way that the changes in the Staff Constituency as agreed at the previous review. Governors were supportive of this approach, and it would provide future proofing in the light of the local government review. *Five constituencies reduced to three: County of Essex, County of Suffolk, All areas of England excluding areas mentioned above.* *Minimum number of members merged, 150 for each county.*
25 (22)	Annex 2	Map revised to reflect new Public Constituencies
27 (24)	Annex 3	Composition of Council of Governors amended to reflect the change, with no reduction in the number of Public Governors.

East Suffolk and North Essex NHS Foundation Trust

Constitution of East Suffolk and North Essex NHS Foundation Trust

~~November 2023~~March 2025

Approved by:
Council of Governors ~~6 December 2023~~27 March 2025 TBC
Board of Directors ~~11 January 2024~~3 April 2025 TBC

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1 Interpretation and definitions

1.1 Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in this Constitution shall bear the same meaning as in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012.

1.2 References in this Constitution to any statute or statutory provision shall be deemed to include references to any statute or statutory provision which amends, extends, consolidates or replaces the same and shall include any orders, regulations, codes of practice, instruments or other subordinate legislation made there under and any conditions attaching thereto.

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

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

1.5 All annexes and appendices referred to in this Constitution form part of it.

1.6 References to paragraphs are to paragraphs in this Constitution save that where there is a reference to a paragraph in an annex or appendix to this Constitution it shall be a reference to a paragraph in that annex or appendix unless the contrary is expressly stated or the context otherwise so requires.

1.7 In this Constitution:

the 2006 Act is the National Health Service Act 2006;

the 2012 Act is the Health and Social Care Act 2012;

Accounting Officer is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act. For this Trust, it shall be the Chief Executive;

Annual Accounts means those accounts prepared by the Trust pursuant to paragraph 25 of Schedule 7 to the 2006 Act;

Annual Members Meeting is defined in paragraph 10 of the Constitution;

Annual Plan means the document prepared by the Trust pursuant to paragraph 27 of Schedule 7 to the 2006 Act;

Annual Report means a report prepared by the Trust pursuant to paragraph 26 of Schedule 7 to the 2006 Act;

Appointed Governors means those Governors appointed by the Sponsoring Organisations listed in Part B of Annex 3;

Audit and Risk Assurance Committee means a committee of the Board of Directors as established pursuant to paragraph 39 of this Constitution;

Auditor means the auditor of the Trust appointed by the Council of Governors pursuant to paragraph 38 of this Constitution;

Board of Directors (the Board) means the Board of Directors as formally constituted in accordance with the Constitution and the 2006 Act;

Chair means the person appointed by the Council of Governors as a member of the Board of Directors, to lead the Board of Directors and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The Chair shall have responsibility for the leadership of the Board of Directors and Council of Governors, and who unless otherwise stated in the Standing Orders shall chair the meetings of the Board of Directors and Council of Governors. The expressions "the Chair" and "the Chair of the Trust" shall be deemed to include the Deputy Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable;

Chief Executive means the chief Officer of the Trust who is to be appointed in accordance with paragraph 17(3) of Schedule 7 to the 2006 Act and paragraph 27.1 of this Constitution as the chief executive of the Trust;

Committee of the Board of Directors means a committee or subcommittee formed by the Board of Directors with specific terms of reference and a chair and membership approved by the Board of Directors;

Committee of the Council of Governors means a committee or joint committee and sub-committee formed or jointly formed by the Council of Governors with specific terms of reference, and a chair and membership approved by the Council of Governors;

Committee Members means persons formally appointed by the Council of Governors or Board of Directors as relevant or jointly with others in relation to joint committees to sit on or to chair specific committees or joint committees or sub-committees;

Comptroller and Auditor General means the individual engaged in the position of Comptroller and Auditor General to the National Audit Office (UK government department) or its statutory successor from time to time;

Constitution means the constitution of the Trust together with the annexes and appendices attached hereto;

Council of Governors means the Council of Governors of the Trust as constituted pursuant to this Constitution. For the avoidance of doubt the term "Council of Governors" shall refer to the whole number of Elected or Appointed Governors at any point in time, acting as a collective body;

Deputy Chair means the Non-Executive Director appointed by the Council of Governors to take on the Chair's duties if the Chair is absent for any reason in accordance with paragraph 26 of the Constitution. The Deputy Chair will preside at meetings of the Council of Governors in the absence of the Chair;

Director unless attributed to a specific role or title shall mean a person appointed to the Board of Directors whether Non-Executive (including the Chair) or Executive (including the Chief Executive);

Director of Finance means the Officer appointed in accordance with paragraph 16(1)(a) of Schedule 7 to the 2006 Act and paragraph 22.5 of this Constitution as the finance director of the Trust;

Director of Governance means a person appointed to provide advice on corporate governance issues to the Board of Directors, the Council of Governors and the Chair.

Elected Governor means a Governor elected in accordance with Part A of Annex 3 and paragraphs 11, 12 and 13 of this Constitution;

Executive Director means an Officer of the Trust appointed under paragraphs 15 to 19 (inclusive) of Schedule 7 of the 2006 Act and in accordance with paragraphs 22, 27 and 28 of the Constitution;

Financial Year means the period of 12 months beginning with 1 April;

Fit and Proper Persons Regulations means Regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014;

Governor means a member of the Council of Governors whether elected or appointed to the Council of Governors in accordance with the Constitution;

Initial Elected Governors means the Elected Governors elected in the Initial Elections for the Public Constituencies set out in Annex 1 and the Staff Constituency set out in Annex 2

Licence means the Trust's provider licence number 120028 issued by Monitor (NHS England) on 1 April 2013;

Members means a person whose name has been entered into the Trust's register of Members as a member of the Trust's Public Constituency or the Staff Constituency;

Motion means a formal proposition to be discussed and voted on during the course of a meeting of the Council of Governors or Board of Directors as relevant;

Nominated Officer means an Officer charged with the responsibility for discharging specific tasks within the Standing Orders, the Standing Financial Instructions, or the Scheme of Delegation;

Non-Executive Director means a person appointed as a Non-Executive Director of the Trust under paragraphs 15 to 19 (inclusive) of Schedule 7 of the 2006 Act and in accordance with paragraphs 22, 24 and 25 of the Constitution;

Officer means an employee of the Trust, or any other person holding a paid appointment or office with the Trust;

Policy means a course or principle of action adopted or proposed by the Board of Directors for and on behalf of the Trust. All Policies agreed by the Board of Directors shall be applicable to the Council of Governors;

Principal Purpose means the purpose set out in Section 43(1) of the 2006 Act;

Public Constituency has the meaning ascribed to it in paragraph 7.2 of this Constitution;

Public Governor means a member of the Council of Governors elected by the members of a Public Constituency;

Registered Dental Practitioner means a fully registered person within the meaning of the Dentists Act 1984 who holds a licence to practise under that Act;

Registered Medical Practitioner means a fully registered person within the meaning of the Medical Act 1983 who holds a licence to practise under that Act;

Registered Midwife means a fully registered person within the meaning of the Nurse and Midwifery Order 2001 (SI 2001/253);

Registered Nurse means a fully registered person within the meaning of the Nurse and Midwifery Order 2001 (SI 2001/253);

Resolution means a formal expression of opinion or intention as agreed by vote of the Council of Governors or Board of Directors as relevant;

Schedule of Matters Reserved to the Board of Directors means the Trust's reservation of powers to the Board of Directors;

Scheme of Delegation means the Trust's delegation of powers from the Board of Directors;

Senior Independent Director shall mean an independent Non-Executive Director of the Board of Directors, appointed in accordance with paragraph 26.2 of this Constitution;

SFIs means the Trust's Standing Financial Instructions, which regulate the conduct of Directors and Nominated Officers in relation to all financial matters with which they are concerned;

Significant Transaction ~~means a transaction or arrangement under which the expenditure attributable to the assets and/or contract associated with the transaction or arrangement is not included in the Trust's strategy or the current Annual Plan, which has been reviewed by the Council of Governors, and the value attributable to the transaction or arrangement exceeds £10 million and/or is greater than 5% of the total income of the Trust as set out in the preceding Financial Year's Annual Accounts. For the avoidance of doubt, a Significant Transaction does not include a merger, acquisition, separation or dissolution pursuant to paragraph 43 of this Constitution;~~ - as defined at paragraph 43.

Sponsoring Organisations means any organisation which the Trust has identified it has a close working relation with and which is named or referred to in Annex 3, Part B of the Constitution as an organisation which is able to appoint a Governor of the Trust;

Staff Constituency has the meaning ascribed to it in paragraph 8 of this Constitution;

Staff Governor means a member of the Council of Governors elected by the members of the Staff Constituency;

Standing Orders for the Board of Directors means the Standing Orders set out in Annex 6 of this Constitution and the term "SO" when used in this Constitution shall be construed accordingly;

Standing Orders for the Council of Governors means the Standing Orders set out in Annex 5 of this Constitution and the term "SO" when used in this Constitution shall be construed accordingly;

Transaction Date means the date of completion of the acquisition of Ipswich Hospital NHS Trust by the Trust;

Trust means the East Suffolk and North Essex NHS Foundation Trust;

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

2 Name

2.1 The name of the foundation trust is East Suffolk and North Essex NHS Foundation Trust (the "**Trust**").

3 Principal Purpose

3.1 The Principal Purpose of the Trust is the provision of goods and services for the purposes of the health service in England.

3.2 The Trust does not fulfil its Principal Purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.

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

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

3.3.2 the promotion and protection of public health.

3.4 The Trust may also carry on activities other than those mentioned in paragraph 3.3 for the purpose of making additional income available in order to better carry on its Principal Purpose.

4 Powers

4.1 The powers of the Trust are set out in the 2006 Act.

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

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

5 Membership and Constituencies

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

5.1.1 a Public Constituency; or

5.1.2 the Staff Constituency.

6 Application for Membership

6.1 Subject to paragraphs 7 and 8 below, an individual who is eligible to become a Member of the Trust may do so on application to the Trust. Where that application has been accepted by the Trust, that individual shall become a Member of the Trust once their name has been entered as such in the Trust's register of Members.

7 Public Constituency

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

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

7.3 For the purpose of this paragraph "live(s) in" means an individual's principal place of residence (i.e. the address where the individual normally resides).

7.4 The minimum number of Members in each Public Constituency is specified in Annex 1.

8 Staff Constituency

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

8.1.1 that individual is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or

8.1.2 that individual has been continuously employed by the Trust under a contract of employment for at least 12 months.

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

8.3 Those individuals who are eligible for Membership of the Trust by reason of paragraph 8.1 and 8.2 above are referred to collectively as the Staff Constituency.

8.4 The minimum number of Members in the Staff Constituency is specified in Annex 2.

8.5 An individual who is:

8.5.1 eligible to become a member of the Staff Constituency; and

8.5.2 invited by the Trust to become a member of the Staff Constituency,

shall become a Member of the Trust as a member of the Staff Constituency without an application being made unless that individual informs the Trust that they do not wish to do so. This does not apply to staff who are eligible for membership under 8.2, who must make an application for membership.

9 Restriction on Membership

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

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

9.3 An individual must be at least 16 years old to become a Member of the Trust.

9.4 A Member shall cease to be a Member if that Member:

9.4.1 resigns by notice to the Director of Governance or the Chief Executive;

9.4.2 ceases to fulfil the requirements of Membership as set out in paragraphs 5 to 9 of this Constitution;

9.4.3 dies; or

9.4.4 the Council of Governors, having made reasonable enquiries, determines that the Member no longer wishes to be a Member or they cease to be eligible as a Member for whatever reason.

10 Annual Members' Meeting

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

10.2 Further provisions about the Annual Members' Meeting are set out in Annex 7.

11 Council of Governors– Composition

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

11.2 The composition of the Council of Governors is specified in Annex 3.

11.3 The Elected Governors shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of Governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Part A of Annex 3.

11.4 The Appointed Governors shall be appointed by the Sponsoring Organisations listed in Part B of Annex 3 in accordance with the relevant appointment procedure and in such numbers as are detailed in Part B.

12 Council of Governors – Election of Governors

12.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules, as may be varied from time to time. The Trust shall use the single transferable vote election method.

12.2 The Model Election Rules as published by NHS Providers form part of this Constitution and are attached at Annex 4.

12.3 A variation of the Model Rules by NHS Providers shall not constitute a variation of the terms of this Constitution for the purposes of clause 45. For the avoidance of doubt, the Trust cannot amend the Model Election Rules.

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

13 Elected Governors – Arrangements to fill Casual Vacancies

13.1 In the event of a Governor resignation or removal resulting in a vacancy on the Council of Governors, the post may be filled without an election where permitted by the Model Rules as they apply to the Trust and the following will apply:

13.1.1 Where a vacancy arises for an elected Governor the trust may, instead of holding a by-election, fill the vacancy by appointing the highest polling unsuccessful candidate at the most recent election of governors for the constituency or class in respect of which the vacancy has arisen, who is willing to take office. Any person so appointed shall hold office for the unexpired term of office of the retiring Governor.

13.1.2 If a vacancy occurs within six (6) months of the next scheduled election, then the seat will be held vacant until the next election.

14 Council of Governors - Tenure

14.1 An Elected Governor may hold office for a period of up to three (3) years.

14.2 An Elected Governor shall cease to hold office if they cease to be a member of the constituency or class by which they were elected.

14.3 A Governor shall be eligible for re-election or re-appointment as appropriate at the end of their term.

14.4 An Elected Governor may not hold office for more than three terms or a maximum of nine consecutive years, whichever is the shorter in duration, and shall not be eligible for re-election if re-election would result in him exceeding maximum term during his term of office.

14.5 An Appointed Governor may hold office for a period of up to three years.

14.6 An Appointed Governor may not hold office for more than three terms or a maximum of nine consecutive years, whichever is the shorter in duration, and shall not be eligible for re-appointment if re-appointment would result in exceeding the maximum term during his term of office.

14.7 The nine-year period and the elected Governor's current term includes any time that the elected governor has served as an elected governor for both the Trust and Colchester Hospital University NHS Foundation Trust prior to the Transaction Date.

14.8 Where a person has been elected or appointed to be a Governor and becomes disqualified or is removed from office under paragraph 15 of the Constitution, that person shall notify the Director of Governance in writing of such disqualification and/or (as the case may be), removal as soon as is practicable and, in any event, within fourteen (14) days of first becoming aware of those matters which rendered that person disqualified or removed.

14.9 An Appointed Governor shall cease to hold office if the Sponsoring Organisation of that Governor withdraws its appointment or sponsorship of that Governor or any such appointing body ceases to exist and there is no successor in title to its business.

14.10 Notwithstanding paragraph 14.4, any individual may stand for re-election or re-appointment as a Governor provided that a period of two (2) years has passed since the end of that individual's previous maximum term as Governor (three consecutive terms or seven consecutive years, whichever is the shorter in duration).

14.11 A person may not stand for election as a Governor or be appointed as a Governor in accordance with clause 11 if their tenure as a Governor was terminated following a breach of the Governors' Code of Conduct or other rules relating to the Governors or Council of Governors as determined by the Council of Governors.

15 Council of Governors – Disqualification and Removal

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

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

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

15.1.3 a person who within the preceding five (5) years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three (3) months (without the option of a fine) was imposed on them;

15.2 Governors must be at least sixteen (16) years of age at the date they are nominated for election or appointment.

15.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Council of Governors, and for removal of Governors, are set out in Annex 5.

16 Council of Governors – duties of governors

16.1 The general duties of the Council of Governors are:

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

16.1.2 to represent the interests of the Members of the Trust as a whole and the interests of the public.

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

16.3 Further provisions about the duties of Governors are set out in Annex 5.

17 Council of Governors – Meetings of Governors

17.1 The Chair or, in their absence, the Deputy Chair, or in their absence one of the other Non-Executive Directors of the Trust, shall preside at meetings of the Council of Governors. If the person presiding at any such meeting has a conflict of interest in relation to the business being discussed, the Lead Governor of the Council of Governors shall chair that part of the meeting.

17.2 The Council of Governors will appoint from amongst its number, a Lead Governor. The role and responsibilities and details of tenure for the Lead Governor are detailed in paragraphs 3.4 and 3.5 of Annex 5.

17.3 Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from all or part of a meeting for special reasons (in accordance with the Council of Governors Standing Orders – Annex 5).

17.4 The Council of Governors with the approval of the Chair may appoint committees consisting of its members and other persons including Directors to assist it in carrying out its functions. A committee appointed under this paragraph may appoint a sub-committee with the approval of the Chair. The Council of Governors may not delegate any of its powers to these committees or sub-committees.

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

17.6 Further provisions about the Council of Governors meetings are set out in paragraph 4 of Annex 5.

18 Council of Governors – Standing Orders

18.1 The Standing Orders for the practice and procedure of the Council of Governors, as may be varied from time to time, are attached at Annex 5.

19 Council of Governors – referral to the Panel

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

19.1.1 to act in accordance with its constitution, or

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

19.2 A Governor may refer a question to the Panel only if more than half of the members of the Council of Governors voting approve the referral.

20 Council of Governors - Conflicts of Interest of Governors

20.1 If a Governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the Governor shall disclose that interest (as defined at paragraph 7 of Annex 5) to the members of the Council of Governors as soon as the Governor becomes aware of it. The Standing Orders for the Council of Governors (paragraph 7, Annex 5) shall make provision for the disclosure of interests and arrangements for the exclusion of a Governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

21 Council of Governors – Travel Expenses

21.1 The Trust may pay travelling and other expenses to members of the Council of Governors at rates determined by the Trust subject to any guidance issued by NHS England.

22 Board of Directors – Composition

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

22.2 The Board of Directors is to comprise:

22.2.1 a Non-Executive Chair;

22.2.2 up to seven (7) other Non-Executive Directors; and

22.2.3 up to seven (7) Executive Directors.

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

22.4 The Chief Executive shall be the Accounting Officer.

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

22.6 One of the Executive Directors is to be a Registered Medical Practitioner or a Registered Dental Practitioner.

22.7 One of the Executive Directors is to be a Registered Nurse or a Registered Midwife.

22.8 The number of the Directors may be increased provided always that at least half of the Board, excluding the Chair, comprises Non-Executive Directors.

23 Board of Directors – general duty

23.1 The general duty of the Board of Directors and of each Director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the Members of the Trust as a whole and for the public.

24 Board of Directors – Qualification for Appointment as a Non-Executive Director

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

24.1.1 they are a member of a Public Constituency (see Annex 1); or

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

24.1.3 they are not disqualified by virtue of paragraph 28 below.

25 Board of Directors – Appointment and Removal of Chair and other Non-Executive Directors

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

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

26 Board of Directors – Appointment of Deputy Chair

26.1 The Council of Governors at a general meeting of the Council of Governors shall appoint one of the Non-Executive Directors as the Deputy Chair.

26.2 The Board of Directors shall, following consultation with the Council of Governors, appoint one of the Non-Executive Directors as a Senior Independent Director to act in accordance with NHS England's Code of for governance for NHS provider trusts (as may be amended or replaced from time to time) and the Trust's Standing Orders.

27 Board of Directors - Appointment and Removal of the Chief Executive and other Executive Directors

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

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

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

28 Board of Directors – Disqualification

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

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

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

28.1.3 a person who within the preceding five (5) years has been convicted in the British Isles of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three (3) months (without the option of a fine) was imposed on them;

28.1.4 in the case of a Non-Executive Director, a person who is no longer a member of the Public Constituency or, where any of the Trust's hospitals includes a medical or dental school provided by a university, that person does not exercise functions for the purpose of that university;

28.1.5 a person who is a member of the Council of Governors;

28.1.6 a person who does not meet the requirements of the Fit and Proper Persons Regulations or Condition G3 of the Trust's Licence;

28.1.7 in the case of the Non-Executive Directors, a person who has refused without any reasonable cause to fulfil any training requirement established by the Board of Directors;

28.1.8 A person where disclosures revealed by a Disclosure and Barring Service check against such a person are such that it would be inappropriate for him to become or continue as a Director or would adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute.

28.1.9 A person is subject of a disqualification order made under the Company Directors Disqualification Act 1986.

28.1.10 A person whose tenure of office as Chair or a member or Director of a health service body has been terminated on the grounds that their appointment is not in the interests of the health service for reasons including non-attendance at meetings, or for non-disclosure of a pecuniary interest.

28.1.11 A person who has within the preceding two years been dismissed, otherwise than by reason of redundancy or for ill health, from any paid employment with a health service body or a local authority

28.1.12 A person who is the subject of an order under the Sexual Offences Act 2003.

28.1.13 A person who is included in any barred list established under the Safeguarding Vulnerable Adults Act 2006 or any equivalent list.

28.1.14 A person who is a Director or Governor or Governing Body member or equivalent of another NHS body except with the approval of the Board of Directors for Executive Directors or the Council of Governors for Non-Executive Directors.

28.1.15 A person who is a member of a Local Authority's Overview and Scrutiny Committee or Health and Wellbeing Board covering health matters.

29 Board of Directors – meetings

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

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

29.3 Further provisions about the Board of Directors are set out in Annex 6.

30 Board of Directors – Standing Orders

30.1 The Standing Orders for the practice and procedure of the Board of Directors, as may be varied from time to time, are attached at Annex 6.

30.2 The Board of Directors Standing Orders do not form part of this Constitution and any amendment of the Standing Orders shall not constitute an amendment of the terms of this Constitution for the purposes of paragraph 45 of this Constitution.

30.3 The Board of Directors Standing Orders may be amended in accordance with the procedure set out in Board of Directors Standing Order Annex 6. If there is any conflict between the Board of Directors Standing Orders and the Constitution, the Constitution shall prevail.

31 Board of Directors - Conflicts of Interest of Directors

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

31.1.1 A duty to avoid a situation in which the Director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust.

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

31.2 The duty referred to in sub-paragraph 31.1.1 is not infringed if –

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

31.2.2 the matter has been authorised in accordance with the Constitution.

31.3 The duty referred to in sub-paragraph 31.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

31.4 In sub-paragraph 31.1.2, "third party" means a person other than:

31.4.1 the Trust; or

31.4.2 a person acting on its behalf.

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

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

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

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

31.9 A Director need not declare an interest:

31.9.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

31.9.2 if, or to the extent that, the Directors are already aware of it; or

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

(a) by a meeting of the Board of Directors, or

(b) by a committee of the Directors appointed for the purpose under the Constitution.

32 Board of Directors – Remuneration and Terms of Office

32.1 The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-Executive Directors.

32.2 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 Chief Executive and other Executive Directors.

32.3 On appointment, the duration of a term of office for a Non-Executive Director (including the Chair) shall be three (3) years. Subject to satisfactory appraisal, a Non-Executive Director (including the Chair) may be re-appointed by the Council of Governors for a further full term, normally serving a maximum of six (6) years. Exceptionally the Council of Governors may agree to extending the term of office of a Non-Executive Director (including the Chair) by a further twelve (12) months in order to maintain continuity of knowledge and experience within the Board.

32.4 The maximum aggregate period of office of any Non-Executive Director shall not exceed seven (7) years; save that in the event that any Non-Executive Director takes office as Chair after they have been a Non-Executive Director for two (2) or more years, the maximum aggregate period of office for that Non-Executive Director shall not exceed nine (9) years.

32.5 The seven and nine-year period above includes any time that the Non-Executive Director has served as an appointed Non-Executive Director of the Trust and / or Ipswich Hospital NHS Trust prior to the Transaction Date.

33 Registers

33.1 The Trust shall have:

33.1.1 a register of Members showing, in respect of each Member, the constituency to which that Member belongs and, where there are classes within it, the class to which that Member belongs;

33.1.2 a register of members of the Council of Governors;

33.1.3 a register of interests of Governors;

33.1.4 a register of Directors; and

33.1.5 a register of interests of the Directors.

34 Admission to and Removal from the Register of Members

34.1 All individuals are automatically added to the register of Members upon acceptance of their membership application by the Trust.

34.2 The Director of Governance shall remove from the register of Members the name of any Member who ceases to be entitled to be a Member under the provisions of this Constitution.

34.3 The Director of Governance is to send to NHS England a list of persons who are elected or appointed as Governors and Directors.

35 Registers – Inspection and Copies

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

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

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

35.3.1 they are to be available for inspection free of charge during normal office hours; and

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

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

36 Documents available for Public Inspection

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

36.1.1 a copy of the current Constitution,

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

36.1.3 a copy of the latest Annual Report.

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

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

36.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act.

36.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act.

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

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

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

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

36.2.8 a copy of any final report published under section 65I (administrator's final report),

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

36.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.

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

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

37 Accounts and records

37.1 The Trust shall keep proper accounts and proper records in relation to the accounts.

37.2 NHS England may, with the approval of the Secretary of State for Health, give directions to the Trust as to the content and form of its accounts.

37.3 The accounts are to be audited by the Auditor.

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

37.4.1 the accounts;

37.4.2 the records in relation to them; and

37.4.3 any report of the Auditor on them.

37.5 The Trust shall prepare in respect of each Financial Year, Annual Accounts in such form as NHS England may with the approval of the Secretary of State for Health direct.

37.6 NHS England may with the approval of the Secretary of State for Health direct the Trust:

37.6.1 to prepare accounts in respect of such period or periods as may be specified in the direction; and/or

37.6.2 that any accounts prepared by it by virtue of paragraph 37.6.1 above are to be audited in accordance with such requirements as may be specified in the direction.

37.7 In preparing its Annual Accounts or in preparing any accounts by virtue of paragraph 37.6.1 above, the Trust must comply with any directions given by NHS England with the approval of the Secretary of State for Health as to:

37.7.1 the methods and principles according to which the Annual Accounts must be prepared; and/or

37.7.2 the content and form of the Annual Accounts.

37.8 The Trust must:

37.8.1 lay a copy of the Annual Accounts, and any report of the Auditor on them, before Parliament; and

37.8.2 send copies of the Annual Accounts, and any report of the Auditor on them to NHS England within such a period as NHS England may direct.

37.9 The functions of the Trust referred to in this paragraph 37 shall be delegated to the Accounting Officer.

38 Auditor

38.1 The Trust shall have an Auditor.

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

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

38.4 The auditor shall carry out its duties in accordance with Schedule 10 to the 2006 Act and in accordance with any directions given by NHS England on standards, procedures and techniques to be adopted.

39 Audit and Risk Assurance Committee

39.1 The Trust shall establish a committee of Non-Executive Directors (at least one of whom has competence in accounting and/or auditing and recent and relevant financial experience) as an audit and risk assurance committee to perform such monitoring, reviewing and other functions as is appropriate.

40 Annual Report, Annual Plans and non-NHS work

40.1 The Trust shall prepare an Annual Report and send it to Monitor (NHSI/E).

40.2 The Trust shall give information as to its forward planning in respect of each Financial Year to NHS England.

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

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

40.5 Each forward plan must include information about:

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

40.5.2 the income it expects to receive from doing so.

40.6 Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub paragraph 40.5.1, the Council of Governors must:

40.6.1 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

40.6.2 notify the Board of Directors of the Trust of its determination.

40.7 The Trust may implement a proposal to increase by 5% or more the proportion of its total income in any Financial Year attributable to activities other than the fulfilment of the Principal Purpose only if more than half of the members of Council of Governors of the Trust present and voting approve the implementation of the proposal.

41 Presentation of the annual accounts and reports to the Governors and Members

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

41.1.1 the Annual Accounts;

41.1.2 any report of the Auditor on them; and

41.1.3 the Annual Report.

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

41.3 The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 41.1 with the Annual Members' Meeting.

42 Instruments

42.1 The Trust shall have a seal.

42.2 The seal shall not be affixed except under the authority of the Board of Directors as outlined in the Trust's Standing Financial Instructions and Standing Orders for the Practice and Procedure of the Board of Directors at Annex 6.

43 Mergers etc. and Significant Transactions

43.1 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.

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

43.3 A significant transaction is defined as investments, divestments or other transactions comprising more than 25% of the assets, income or capital of the NHS Foundation Trust in the last financial year.

44 Indemnity

44.1 The Director of Governance, members of the Council of Governors and Board of Directors who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their functions, save where they have acted recklessly and the Trust may also take out and maintain for their benefit insurance against such risks. Any costs arising in this way will be met by the Trust.

45 Amendment of the Constitution

45.1 The Trust may make amendments of its Constitution only if:

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

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

45.2 Amendments made under paragraph 45.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the Constitution would, as a result of the amendment, not accord with Schedule 7 of the 2006 Act.

45.3 Where an amendment is made to the Constitution in relation the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust):

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

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

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

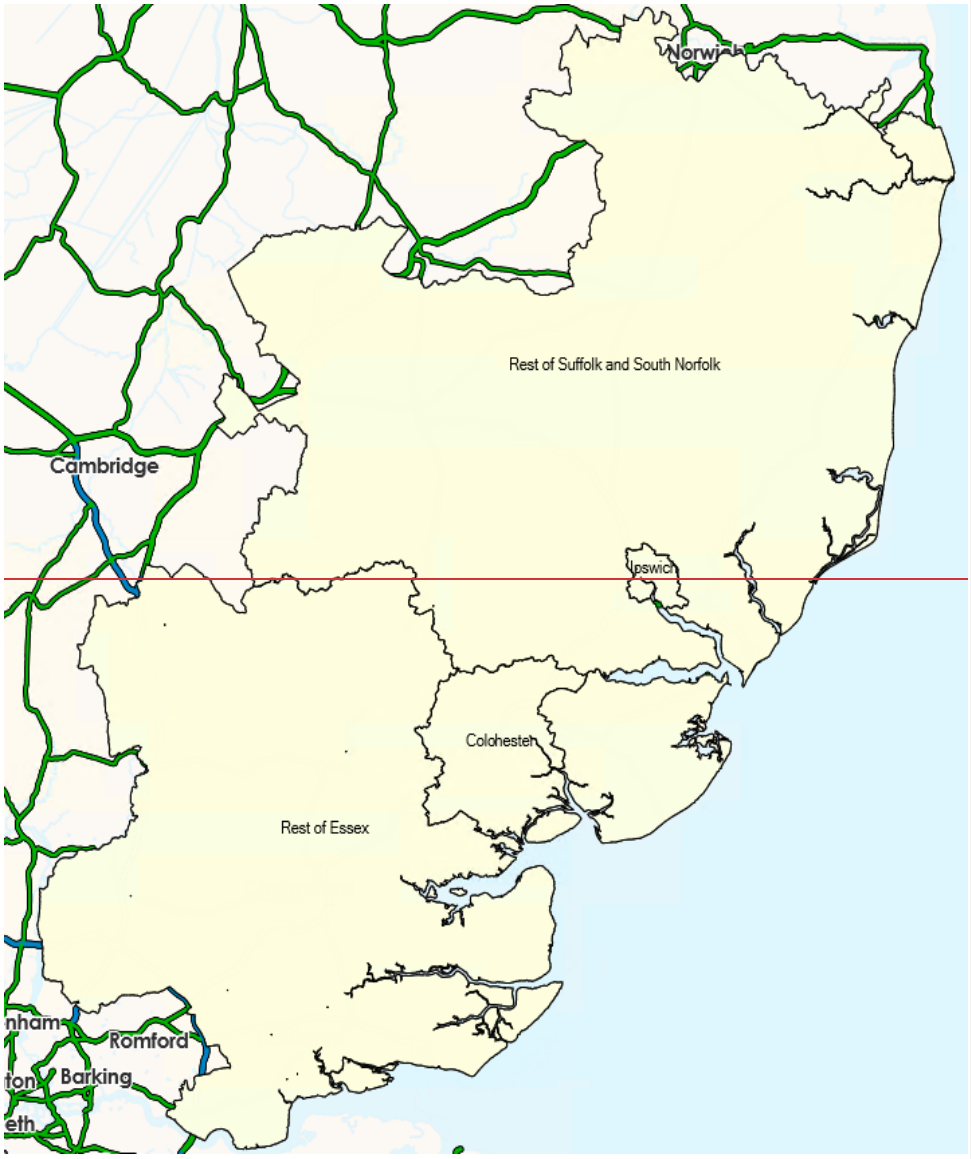
45.5 Amendments by the Trust of its Constitution are to be notified to NHS England. For the avoidance of doubt, NHS England's functions do not include a power or duty to determine whether or not the Constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

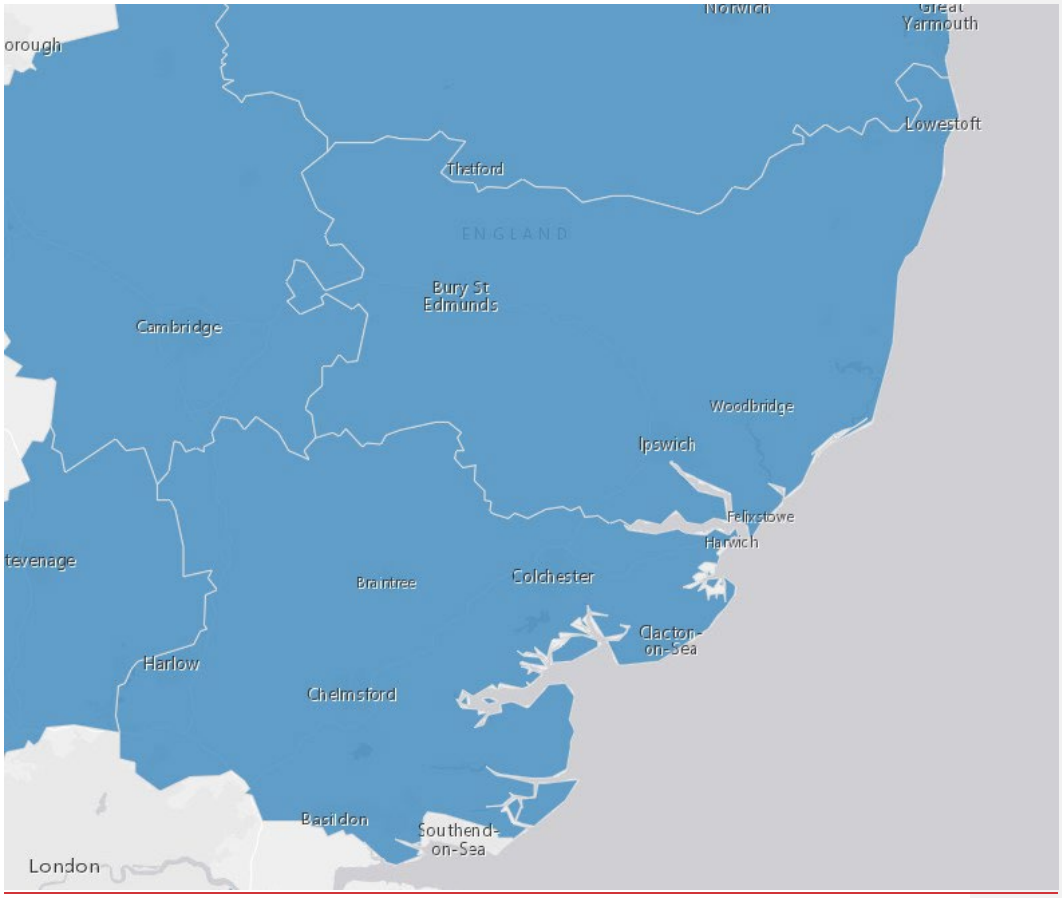
ANNEX 1 – THE PUBLIC CONSTITUENCIES (PARAGRAPH 7)

Name of Constituency (See Note 1 below)	Minimum Number of Members
~~1. Colchester~~	~~50~~
~~2~~1. ~~Rest of~~County of Essex	~~100~~150
~~3. Ipswich~~	~~50~~
~~4~~2. ~~Rest of~~County of Suffolk ~~and South Norfolk~~	~~100~~150
~~5~~3. All areas of England excluding areas mentioned above	0

Constituency	Wards
~~1. Colchester~~	~~All Wards in Colchester Borough Council~~
2. ~~Rest~~ County of Essex	All Wards in Colchester Borough Council All Wards in the following: Tendring District Council Basildon District Council Braintree District Council Brentwood Borough Council Castle Point Borough Council Chelmsford Borough Council Epping Forest District Council Harlow District Council Maldon District Council Rochford District Council Uttlesford District Council Southend on Sea Unitary Authority Thurrock Unitary Authority
~~3. Ipswich~~	~~All Wards in Ipswich Borough Council~~
~~4~~3. ~~Rest~~ County of Suffolk	All Wards in Ipswich Borough Council Babergh District Council ~~Forest Heath District Council~~ Mid Suffolk District Council West Suffolk Council East Suffolk Council
~~5~~4. All areas of England excluding areas mentioned above	All Wards

ANNEX 1 - THE PUBLIC CONSTITUENCIES (excluding all areas of England)
Catchment Map for East Suffolk and North Essex NHS Foundation Trust showing Local Authority Boundaries and Wards




Norwich
Great Yarmouth
Lowestoft
Thetford
ENGLAND
Bury St Edmunds
Cambridge
Woodbridge
Ipswich
Felixstowe
Harwich
Braintree
Colchester
Clacton-on-Sea
Harlow
Chelmsford
Basildon
Southend-on-Sea
London

ANNEX 2 – THE STAFF CONSTITUENCY (Paragraph 8)

The Trust is to have a single staff constituency with a minimum number of members of 100.

ANNEX 3 – COMPOSITION OF COUNCIL OF GOVERNORS (PARAGRAPHS 11.2 AND 11.3)

Part A - Elected Governors

Type of Governor	Number	Elected by
Public	~~4~~9	~~Colchester~~ County of Essex
~~Public~~	~~5~~	~~Rest of Essex~~
~~Public~~	~~4~~	~~Ipswich~~
Public	~~5~~9	County ~~Rest o~~f Suffolk ~~and South Norfolk~~
Staff	7	ESNEFT

Part B - Appointed Governors

	Number	Nominated by (Sponsoring Organisation)
Local Authority	1	Tendring District Council & Colchester Borough Council (joint nomination)
Local Authority	1	Ipswich Borough Council & East Suffolk Council (joint nomination)
Partnership	2	Essex County Council (one nomination) Suffolk County Council (one nomination)
Partnership	2	University of Essex & Anglia Ruskin University (joint nomination) University of Suffolk (one nomination)
Partnership	1	Colchester Garrison
Partnership	1	Essex Healthwatch (one nomination)
Partnership	1	Integrated Care System Voluntary Community, Faith and Social Enterprise (VCFSE) Assembly
Partnership	1	A suitable organisation representing community diversity

ANNEX 4 – THE MODEL RULES FOR ELECTIONS (PARAGRAPH 12.2)

ELECTION RULES
FOR THE
COUNCIL OF GOVERNORS

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Part 1 – Interpretation

1 **Interpretation** – (1) In these rules, unless the context otherwise requires -

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

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

"the regulator" means the Independent Regulator for NHS Foundation Trusts (Monitor/NHSIE); and

"the 2006 Act" means the NHS Act 2006

''Council of Governors'' means the council of governors of the corporation;

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

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

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

''lead governor'' means the governor nominated by the corporation to fulfil the role described in appendix B to the NHS Foundation Trust code of governance;

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

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

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

Part 2 – Timetable for election

2 **Timetable** - The proceedings at an election shall be conducted in accordance with the following timetable.

Proceeding	**Time**
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination papers to returning officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates	Not later than the twenty seventh day before the day of the close of the poll.

Proceeding	Time
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** - (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.

(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** – (1) Subject to rule 64, the returning officer for an election is to be appointed by the corporation.

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

5 **Staff** – Subject to rule 64, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

6 **Expenditure** - The corporation is to pay the returning officer –

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

Part 4 - Stages Common to Contested and Uncontested Elections

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

(a) the constituency, or class within a constituency, for which the election is being held,
(b) the number of members of the board 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 (including, where the return of nomination forms in an electronic format will be permitted, the email address for such return) and the date and time by which they must be received by the returning officer,
(f) the date and time by which any notice of withdrawal must be received by the returning officer
(g) the contact details of the returning officer, and
(h) the date and time of the close of the poll in the event of a contest.

9 **Nomination of candidates** – (1) Each candidate must nominate themselves on a single nomination paper.

(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.

10 **Candidate's particulars** – (1) The nomination paper must state the candidate's –

(a) full name,
(b) contact address in full (which should be a postal address although an email address may also be provided for the purposes of electronic communication), and
(c) constituency, or class within a constituency, of which the candidate is a member.

11 **Declaration of interests** – 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 or patient constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

13 **Signature of candidate** – The nomination paper must be signed and dated by the candidate, indicating that –

(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.

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

14 Decisions as to the validity of nomination – (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.

(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.

(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.

(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.

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

15 Publication of statement of candidates – (1) The returning officer is to prepare and publish a statement showing the candidates who are standing for election.

(2) The statement must show –

(a) the name, contact address (which shall be the candidates postal 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.

(3) The statement must list the candidates standing for election in alphabetical order by surname.

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

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

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

18 **Method of election** – (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 board of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.

(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 board of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.

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

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

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

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

(i) Configured in accordance with these rules; and
(ii) Will create an accurate internet voting record in respect of any voter who casts his or her vote using the internet voting system;

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

(i) Configured in accordance with these rules; and
(ii) Will create an accurate telephone voting record in respect of any voter who casts his or her vote using the telephone voting system;

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

(i) Configured in accordance with these rules; and
(ii) Will create an accurate text messaging 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' ID number if one or more e-voting methods of polling are available
(f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
(g) the contact details of the returning officer.

20.3 Each ballot paper must have a unique identifier.

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

21 The declaration of identity (public and patient constituencies)

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

21.2 The declaration of identity is to include a declaration –

(a) that the voter is the person to whom the ballot paper was addressed,
(b) that the voter has not marked or returned any other voting paper in the election, and
(c) for a member of the public constituency, of the particulars of that member's qualification to vote as a member of the constituency or class within a constituency for which the election is being held.

21.3 The declaration of identity is to include space for –

(a) the name of the voter,
(b) the address of the voter,
(c) the voter's signature, and
(d) the date that the declaration was made by the voter.

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

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

Action to be taken before the poll

22 List of eligible voters

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

22.2 The list is to include, for each member:

(a) a postal address; and
(b)The members email address, if this has been provided

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

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

23 Notice of poll

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

(a) the name of the corporation,
(b) the constituency, or class within a constituency, for which the election is being held,
(c) the number of members of the council of governors to be elected from that constituency, or class with that constituency,
(d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
(e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,
(f) The methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the corporation in accordance with rule 19.3
(g) the address for return of the ballot papers,

(h) the uniform resource locator (url) where, if internet voting is a method of polling, the polling website is located;
(i) the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located;
(j) the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located;
(k) the date and time of the close of the poll. (l) the address and final dates for applications for replacement voting information, and
(i) the contact details of the returning officer.

24. Issue of voting documents by returning officer

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

(a) a ballot paper and ballot paper envelope,
(b) a declaration of identity (if required),
(c) information about each candidate standing for election, pursuant to rule 61 of these rules, and
(d) a covering envelope.

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

a) Instructions on how to vote and how to make a declaration of identity (if required)
b) The voters' voter ID number
c) Information about each candidate standing for the election, pursuant to rule 64 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate
d) Contact details of the returning officer

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

a) Only be sent postal voting information; or
b) Only be sent e-voting information; or
c) Be sent both postal voting information and e-voting information;

for the purposes of the poll.

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

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

25. Ballot paper envelope and covering envelope

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

25.2 The covering envelope is to have –

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

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

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

26 **E-voting systems**

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

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

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

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

(a) require a voter to:
(i) enter his or her voter ID number; and
(ii) where the election is for a public or patient constituency, make a declaration of identity;
in order to be able to cast his or her vote;

(b) specify:

(i) the name of the corporation,

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

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

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

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

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

(vii) the contact details of the returning officer;

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

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

(i) the voter’s voter ID number;
(ii) the voter’s declaration of identity (where required);
(iii) the candidate or candidates for whom the voter has voted; and
(iv) the date and time of the voter’s vote,

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

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

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

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

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

(b) specify:
(i) the name of the corporation,

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

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

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

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

(vi) the contact details of the returning officer;

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

(d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that comprises of:
(i) the voter's voter ID number;
(ii) the voter's declaration of identity (where required);
(iii) the candidate or candidates for whom the voter has voted; and
(iv) the date and time of the voter's vote

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

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

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

(a) require a voter to:
(i) provide his or her voter ID number; and

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

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

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

(c) create a record ("text voting record") that is stored in the text messaging voting system in respect of each vote cast by a voter by text message that comprises of:
(i) the voter's voter ID number;

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

(iii) the candidate or candidates for whom the voter has voted; and
(iv) the date and time of the voter's vote

(d) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
(e) prevent any voter from voting after the close of poll.

The poll

27 Eligibility to vote

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

28 Voting by persons who require assistance

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

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

29 Spoilt ballot papers

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

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

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

(a) is satisfied as to the voter's identity, and
(b) has ensured that the declaration of identity, if required, has not been returned.

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

(a) the name of the voter, and
(b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and
(c) the details of the unique identifier of the replacement ballot paper.

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

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

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

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

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

30 Lost voting information

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

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

(a) is satisfied as to the voter's identity,
(b) has no reason to doubt that the voter did not receive the original ballot paper, and
(c) has ensured that the declaration of identity if required has not been returned.

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

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

31 Issue of replacement ballot paper

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

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

(a) the name of the voter, and
(b) the unique identifier of any replacement ballot paper issued under this rule;
(c) The voter ID number of the voter

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

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

32.2 The declaration of identity is to include a declaration –

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

32.3 The declaration of identity is to include space for –

(a) the name of the voter,
(b) the address of the voter,
(c) the voter's signature, and
(d) the date that the declaration was made by the voter.

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

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

33. Procedure for remote voting by internet

33.1 To cast his or her vote using the internet, a voter will need to gain access to the polling website by keying in the url of the polling website provided in the voting information.

33.2 When prompted to do so, the voter will need to enter his or her voter ID number.

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

33.4 To cast his or her vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom he or she wishes to cast his or her vote.

33.5 The voter will not be able to access the internet voting system for an election once his or her vote at that election has been cast.

34. Voting procedure for remote voting by telephone

34.1 To cast his or her vote by telephone, the voter will need to gain access to the telephone voting facility by calling the designated telephone number provided in the voter information using a telephone with a touch-tone keypad.

34.2 When prompted to do so, the voter will need to enter his or her voter ID number using the keypad.

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

34.4 When prompted to do so the voter may then cast his or her vote by keying in the numerical voting code of the candidate or candidates, for whom he or she wishes to vote.

34.5 The voter will not be able to access the telephone voting facility for an election once his or her vote at that election has been cast.

35 Voting procedure for remote voting by text message

35.1 To cast his or her vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided in the voter information.

35.2 The text message sent by the voter must contain his or her voter ID number and the numerical voting code for the candidate or candidates, for whom he or she wishes to vote.

35.3 The text message sent by the voter will need to be structured in accordance with the instructions on how to vote contained in the voter information, otherwise the vote will not be cast.

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

36 Receipt of voting documents

36.1 Where the returning officer receives a –

(a) covering envelope, or
(b) any other envelope containing a declaration of identity if required, a ballot paper envelope, or a ballot paper,

before the close of the poll, that officer is to open it as soon as is practicable; and rules 37 and 38 are to apply.

36.2 The returning officer may open any ballot paper envelope for the purposes of rules 37 and 38, but must make arrangements to ensure that no person obtains or communicates information as to –

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

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

37 Validity of votes

37.1 A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly completed, signed, and dated.

37.2 Where the returning officer is satisfied that rule 37.1 has been fulfilled, he or she is to –

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

37.3 Where the returning officer is not satisfied that rule 37.1 has been fulfilled, he or she is to –

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

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

37.5 Where the returning officer is satisfied that rule 37.4 has been fulfilled, he or she is to put the internet voting record, telephone voting record or text voting record (as applicable) aside for counting after the close of the poll.

37.6 Where the returning officer is not satisfied that rule 37.4 has been fulfilled, he or she is to:

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

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

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

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

39 De-duplication of votes

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

39.2 If the returning officer ascertains that a voter ID number has been used more than once to cast a vote in the election he or she shall:

(a) only accept as duly returned the first vote received that was cast using the relevant voter ID number; and

(b) mark as "disqualified" all other votes that were cast using the relevant voter ID number

39.3 Where a ballot paper is disqualified under this rule the returning officer shall:

(a) mark the ballot paper "disqualified",

(b) if there is an ID declaration form accompanying the ballot paper, mark it "disqualified" and attach it to the ballot paper,

(c) record the unique identifier and the voter ID number on the ballot paper in the list of disqualified documents;

(d) place the document or documents in a separate packet; and

(e) disregard the ballot paper when counting the votes in accordance with these rules.

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

(a) mark the internet voting record, telephone voting record or text voting record (as applicable) "disqualified",

(b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents;

(c) place the internet voting record, telephone voting record or text voting record (as applicable) in a separate packet, and

(d) disregard the internet voting record, telephone voting record or text voting record (as applicable) when counting the votes in accordance with these rules.

40 Sealing of packets

40.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 37 and 38, the returning officer is to seal the packets containing–

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

(b) the declarations of identity if required,

(c) the list of spoilt ballot papers,

(d) the list of lost ballot papers,

(e) the list of eligible voters, and

(f) the list of tendered ballot papers.

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

Part 6 - Counting the votes

STV41. Interpretation of Part 6

STV41.1 In Part 6 of these rules –

''ballot document'' means a ballot paper, internet voting record, telephone voting record or text voting record

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

"count" means all the operations involved in counting of the first preferences recorded for candidates, the transfer of the surpluses of elected candidates, and the transfer of the votes of the excluded candidates,

"deemed to be elected" means deemed to be elected for the purposes of counting of votes but without prejudice to the declaration of the result of the poll,

"mark" means a figure, an identifiable written word, or a mark such as "X",

"non-transferable vote" means a ballot paper –

(a) on which no second or subsequent preference is recorded for a continuing candidate, or
(b) which is excluded by the returning officer under rule STV49 below,

"preference" as used in the following contexts has the meaning assigned below–

(a) "first preference" means the figure "1" or any mark or word which clearly indicates a first (or only) preference,
(b) "next available preference" means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate who is deemed to be elected or is excluded thereby being ignored); and
(c) in this context, a "second preference" is shown by the figure "2" or any mark or word which clearly indicates a second preference, and a third preference by the figure "3" or any mark or word which clearly indicates a third preference, and so on,

"quota" means the number calculated in accordance with rule STV46 below,

"surplus" means the number of votes by which the total number of votes for any candidate (whether first preference or transferred votes, or a combination of both) exceeds the quota; but references in these rules to the transfer of the surplus means the transfer (at a transfer value) of all transferable papers from the candidate who has the surplus,

"stage of the count" means –

(a) the determination of the first preference vote of each candidate,
(b) the transfer of a surplus of a candidate deemed to be elected, or
(c) the exclusion of one or more candidates at any given time,

"transferable paper" means a ballot paper on which, following a first preference, a second or subsequent preference is recorded in consecutive numerical order for a continuing candidate,

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

"transfer value" means the value of a transferred vote calculated in accordance with rules STV47.4 or STV47.7.

42 Arrangements for counting of the votes

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

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

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

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

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

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

43 The count

43.1 The returning officer is to –

(a) count and record the number of:
(i) ballot papers that have been returned, and
(ii) The number of internet voting records, telephone voting records and/or text voting records that have been created, and

(b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 42.2(ii) where vote counting software is being used.

43.2 The returning officer, while counting and recording the number of ballot papers and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper or the voter ID number on an internet voting record, telephone voting record or text voting record.

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

STV44. Rejected ballot papers and rejected text voting records

STV44.1 Any ballot paper –

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

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

STV 44.2 The returning officer is to endorse the word "rejected" on any ballot paper which under this rule is not to be counted.

STV 44.3 Any text voting record:

(a) on which the figure "1" standing alone is not placed so as to indicate a first preference for any candidate,
(b) on which anything is written or marked by which the voter can be identified except the unique identifier, or
(c) which is unmarked or rejected because of uncertainty,

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

STV 44.4 The returning officer is to endorse the word "rejected" on any text voting record which under this rule is not to be counted.

STV 44.5 The returning officer is to draw up a statement showing the number of ballot papers rejected by them under each of the subparagraphs (a) to (d) of paragraph (1).

FPP44. Rejected ballot papers

FPP44.1 Any ballot paper –

(a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
(b) on which votes are given for more candidates than the voter is entitled to vote,
(c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
(d) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP 44.2 and FPP 44.3, be rejected and not counted.

FPP 44.2 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.

FPP 44.3 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.

FPP 44.4The 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 paragraph (2) or (3) above, endorse the words "rejected in part" on the ballot paper and indicate which vote or votes have been counted.

FPP 44.5 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.

FPP 44.6 Any text voting record:

(a) on which votes are given for more candidates than the voter is entitled to vote,
(b) on which anything is written or marked by which the voter can be identified except the voter ID number, or
(c) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP44.7 and FPP44.8, be rejected and not counted.

FPP 44.7 Where the voter is entitled to vote for more than one candidate, a text voting record is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP44.8 A text voting record on which a vote is marked:

(a) otherwise than by means of a clear mark,
(b) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the text voting record is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

FPP44.9 The returning officer is to:

(a) endorse the word "rejected" on any text voting record which under this rule is not to be counted, and

(b) in the case of a text voting record on which any vote is counted under rules FPP44.7 and FPP 44.8, endorse the words "rejected in part" on the text voting record and indicate which vote or votes have been counted.

FPP44.10 The returning officer is to draw up a statement showing the number of rejected text voting records under the following headings:

(a) voting for more candidates than the voter is entitled to,

(b) writing or mark by which voter could be identified, and

(c) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of text voting records rejected in part.

STV45. First stage

STV 45.1 The returning officer is to sort the ballot papers into parcels according to the candidates for whom the first preference votes are given.

STV 45.2 The returning officer is to then count the number of first preference votes given on ballot papers for each candidate, and is to record those numbers.

STV 45.3 The returning officer is to also ascertain and record the number of valid ballot papers.

STV46. The quota

STV46.1 The returning officer is to divide the number of valid ballot papers by a number exceeding by one the number of members to be elected.

STV46.2 The result, increased by one, of the division under STV46.1 above (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as "the quota").

STV46.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules STV47.1 to STV47.3 has been complied with.

STV47. Transfer of votes

STV 47.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot papers on which first preference votes are given for that candidate into sub-parcels so that they are grouped –

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

STV 47.2 The returning officer is to count the number of ballot papers in each parcel referred to in rule STV47.1 above.

STV47.3 The returning officer is, in accordance with this rule and rule stv48, to transfer each sub-parcel of ballot papers referred to in rule STV47.1(a) to the candidate for whom the next available preference is given on those papers.

STV37.4 The vote on each ballot paper transferred under rule STV47.3 above shall be at a value ("the transfer value") which –

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

STV 47.5 Where at the end of any stage of the count involving the transfer of ballot papers, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot papers in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped –

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

STV 47.6 The returning officer is, in accordance with this rule and rule STV48 below, to transfer each sub-parcel of ballot papers referred to in rule 47.5(a) to the candidate for whom the next available preference is given on those papers.

STV47.7 The vote on each ballot paper transferred under STV47.6 shall be at –

(a) a transfer value calculated as set out in rule STV47.4(b) above, or
(b) at the value at which that vote was received by the candidate from whom it is now being transferred,

whichever is the less.

STV47.8 Each transfer of a surplus constitutes a stage in the count.

STV47.9 Subject to rule STV 47.10, the returning officer shall proceed to transfer transferable papers until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.

STV47.10 Transferable papers shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are -

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

STV47.11 This rule does not apply at an election where there is only one vacancy.

STV48. Supplementary provisions on transfer

STV48.1 If, at any stage of the count, two or more candidates have surpluses, the transferable papers of the candidate with the highest surplus shall be transferred first, and if –

(a) The surpluses determined in respect of two or more candidates are equal, the transferable papers of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and
(b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable papers of the candidate on whom the lot falls shall be transferred first.

SYB48.2 The returning officer shall, on each transfer of transferable papers under rule STV42 above –

(a) record the total value of the votes transferred to each candidate,
(b) add that value to the previous total of votes recorded for each candidate and record the new total,
(c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and
(d) compare—

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

STV48.3 All ballot papers transferred under rule STV47 or STV49 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that paper or, as the case may be, all the papers in that sub-parcel.

STV48.4 Where a ballot paper is so marked that it is unclear to the returning officer at any stage of the count under rule STV47 or STV49 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot paper as a non-transferable vote; and votes on a ballot paper shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

STV49. Exclusion of candidates

STV49.1) If:

(a) all transferable papers which under the provisions of rule STV47 above (including that rule as applied by STV49.11 below) and this rule are required to be transferred, have been transferred, and
(b) subject to rule STV50 below, one or more vacancies remain to be filled,

the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule STV49.12 below applies, the candidates with the then lowest votes).

STV49.2 The returning officer shall sort all the ballot papers on which first preference votes are given for the candidate or candidates excluded under rule STV49.1 above into two sub-parcels so that they are grouped as—

(a) ballot papers on which a next available preference is given, and
(b) ballot papers on which no such preference is given (thereby including ballot papers on which preferences are given only for candidates who are deemed to be elected or are excluded).

STV49.3 The returning officer shall, in accordance with this rule and rule STV48 above, transfer each sub-parcel of ballot papers referred to in STV49.2 above to the candidate for whom the next available preference is given on those papers.

STV49.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.

STV49.5 If, subject to rule STV50 below, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable papers, if any, which had been transferred to any candidate excluded under rule STV49.1 above into sub-parcels according to their transfer value.

STV49.6 The returning officer shall transfer those papers in the sub-parcel of transferable papers with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those papers (thereby passing over candidates who are deemed to be elected or are excluded).

STV49.7 The vote on each transferable paper transferred under rule STV49.6 above shall be at the value at which that vote was received by the candidate excluded under rule STV49.1 above.

STV49.8 Any papers on which no next available preferences have been expressed shall be set aside as non-transferable votes.

STV49.9 After the returning officer has completed the transfer of the ballot papers in the sub-parcel of ballot papers with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot papers with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under rule stv49.1 above.

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

(a) record –

(i) the total value of votes, or
(ii) the total transfer value of votes transferred to each candidate,

(b) add that total to the previous total of votes recorded for each candidate and record the new total,
(c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and
(d) compare—

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

STV49.11 If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with STV47.5 to STV47.10and rule stv48.

STV49.12) Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest candidate, the returning officer shall in one operation exclude such two or more candidates.

STV49.13 If when a candidate has to be excluded under this rule, two or more candidates each have the same number of votes and are lowest—

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

STV50. Filling of last vacancies

STV50.1 Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.

STV50.2 Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.

STV50.33 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

STV51. Order of election of candidates

STV51.1 The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule stv47(10) above.

STV51.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which they obtained the quota.

STV1.3 Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.

STV51.4 Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

FPP51. Equality of votes

FPP51.1 Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the returning officer is to decide between those candidates by a lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

Part 7 – Final proceedings in contested and uncontested elections

FPP52. Declaration of result for contested elections

FPP52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to –

(a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the board of governors from the constituency, or class within a constituency, for which the election is being held to be elected,

(b) give notice of the name of each candidate who he or she has declared elected–

(i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or

(ii) in any other case, to the chairman of the corporation; and

(c) give public notice of the name of each candidate whom he or she has declared elected.

FPP52.2 The returning officer is to make –

(a) the total number of votes given for each candidate (whether elected or not),
(b) the number of rejected ballot papers under each of the headings in rule FPP44(5),
(c) The number of rejected text voting records under each of the headings in rule FPP44.10,

available on request.

STV52. Declaration of result for contested elections

STV52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to—

(a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the council of governors from the constituency, or class within a constituency, for which the election is being held to be elected,
(b) give notice of the name of each candidate who he or she has declared elected –

(i) where the election is held under a proposed constitution pursuant to powers conferred on the Colchester Hospital NHS Foundation Trust by section 33(4) of the 2006 Act, to the chairman of the Colchester Hospital NHS Foundation Trust, or
(ii) in any other case, to the chairman of the corporation, and

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

STV52.2 The returning officer is to make –

(a) the number of first preference votes for each candidate whether elected or not,
(b) any transfer of votes,
(c) the total number of votes for each candidate at each stage of the count at which such transfer took place,
(d) the order in which the successful candidates were elected, and
(e) the number of rejected ballot papers under each of the headings in rule STV44.1,
(f) the number of rejected text voting records under each of the headings in rule STV44.3

available on request.

53. Declaration of result for uncontested elections

53.1 In an uncontested election, the returning officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election –

(a) declare the candidate or candidates remaining validly nominated to be elected,

(b) give notice of the name of each candidate who he or she has declared elected to the chairman of the corporation, and
(c) give public notice of the name of each candidate who he or she has declared elected.

Part 8 – Disposal of documents

54. Sealing up of documents relating to the poll

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

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

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

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

(a) the disqualified documents, with the list of disqualified documents inside it,
(b) the list of spoilt ballot papers,
(c) the list of lost ballot papers,
(d) the list of eligible voters.

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

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

(a) its contents,
(b) the date of the publication of notice of the election,
(c) the name of the corporation to which the election relates, and
(d) the constituency, or class within a constituency, to which the election relates.

55. Delivery of documents

55.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 56, the returning officer is to forward them to the chair of the corporation.

56. Forwarding of documents received after close of the poll

56.1 Where –

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

the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the chairman of the corporation.

57. Retention and public inspection of documents

57.1 The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the regulator, cause them to be destroyed.

57.2 With the exception of the documents listed in rule 58.1, the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

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

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

58.1 The corporation may not allow:

(a) the inspection of, or the opening of any sealed packet containing –

(i) any rejected ballot papers, including ballot papers rejected in part,
(ii) any rejected text voting records, including text voting records rejected in part
(iii) any disqualified documents, or the list of disqualified documents,
(iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
(v) the list of eligible voters, or

(b) access to or the inspection of the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,

by any person without the consent of the board of directors of the corporation.

58.2 A person may apply to the board of directors of the corporation to inspect any of the documents listed in rule 58.1, and the board of directors of the corporation may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.

58.3 The board of directors of the corporation's consent may be on any terms or conditions that it thinks necessary, including conditions as to –

(a) persons,
(b) time,
(c) place and mode of inspection,
(d) production or opening,

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

58.4 On an application to inspect any of the documents listed in rule 58.1, the board of directors of the corporation must:

(a) in giving its consent, and
(b) in making the documents available for inspection,

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

(i) that his or her vote was given, and
(ii) that the regulator has declared that the vote was invalid.

Part 9 – Death of a candidate during a contested election

FPP59. Countermand or abandonment of poll on death of candidate

FPP59.1 If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to

(a) countermand notice of the poll, or, if ballot papers have 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 the returning officer in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

FPP59.2 Where a new election is ordered under rule fpp59.1, no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.

FPP59.3 Where a poll is abandoned under rule FPP 59.1(a), rules FPP59.4 to FPP59.7 are to apply.

FPP59.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39, and is to make up separate sealed packets in accordance with rule 40.

FPP59.5 The returning officer is to –

(a) count and record the number of ballot papers that have been received, and
(b) seal up the ballot papers into packets, along with the records of the number of ballot papers.

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

FPP59.6 The returning officer is to endorse on each packet a description of –

(a) its contents,
(b) the date of the publication of notice of the election,
(c) the name of the corporation to which the election relates, and
(d) the constituency, or class within a constituency, to which the election relates.

FPP59.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to rules FPP 59.4 to 59.6, the returning officer is to deliver them to the chairman of the corporation, and rules 57 and 58 are to apply.

STV59. Countermand or abandonment of poll on death of candidate

STV59.1 If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to –

(a) publish a notice stating that the candidate has died, and
(b) proceed with the counting of the votes as if that candidate had been excluded from the count so that –

(i) ballot papers which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and
(ii) ballot papers which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.

STV59.2 The ballot papers which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot papers pursuant to rule 54.1(a).

Part 10 – Election expenses and publicity

Election expenses

60. Election expenses

60.1 Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be questioned in an application to the regulator under Part 11 of these rules.

61 Expenses and payments by candidates –

61.1 A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to –

(a) personal expenses,
(b) travelling expenses, and expenses incurred while living away from home, and
(c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of [£100].

62. Election expenses incurred by other persons

62.1 No person may –

(a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or

(b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.

62.2 Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 63 and 64.

Publicity

63. Publicity about election by the corporation

63.1 The corporation may –

(a) compile and distribute such information about the candidates, and
(b) organise and hold such meetings to enable the candidates to speak and respond to questions,

as it considers necessary.

63.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 64, must be –

(a) objective, balanced and fair,
(b) equivalent in size and content for all candidates,
(c) compiled and distributed in consultation with all of the candidates standing for election, and
(d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.

63.3 Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

64. Information about candidates for inclusion with voting documents

64.1 The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.

64.2 The information must consist of –

(a) a statement submitted by the candidate of no more than [250] words, [and]
[(b) a photograph of the candidate.]

65. Meaning of "for the purposes of an election"

65.1 In this Part, the phrase "for the purposes of an election" means with a view to, or otherwise in connection with, promoting or procuring a candidate's election, including the prejudicing of another candidate's electoral prospects; and the phrase "for the purposes of a candidate's election" is to be construed accordingly.

65.2 The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

Part 11 – Questioning elections and the consequence of irregularities

66. Application to question an election

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

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

66.3 An application may only be made to 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.

66.4 The application must –

(a) describe the alleged breach of the rules or electoral irregularity, and
(b) be in such a form as the regulator may require.

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

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

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

66.8 The determination by the person or persons nominated in accordance with Rule 66.7 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.

66.9 The regulator may prescribe rules of procedure for the determination of an application including costs.

Part 12 – Miscellaneous

67. Secrecy

67.1 The following persons –

(a) the returning officer,
(b) the returning officer's staff,

must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to –

(i) the name of any member of the corporation who has or has not been given voting information or who has or has not voted,
(ii) the unique identifier on any ballot paper,
(iii) the voter ID number allocated to any voter,
(iii) the candidate(s) for whom any member has voted.

67.2 No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter.

67.3 The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

68. Prohibition of disclosure of vote

68.1 No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

69. Disqualification

69.1 A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is –

(a) a member of the corporation,
(b) an employee of the corporation,
(c) a director of the corporation, or
(d) employed by or on behalf of a person who has been nominated for election.

70. Delay in postal service through industrial action or unforeseen event

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

(a) the delivery of the documents in rule 24, or
(b) the return of the ballot papers 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 5 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS (PARAGRAPH 18)

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

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1 INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS

1.1 Save as permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (SOs) (on which they shall be advised by the Director of Governance or the Trust's legal adviser).

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

1.2 The provisions of paragraphs 1.1 to 1.7 of the Constitution apply to these SOs, save that any reference to "Constitution " shall be read as a reference to these "SOs".

2 INTRODUCTION

2.1 Statutory Framework

2.1.1 The East Suffolk and North Essex NHS Foundation Trust (the Trust) is a public benefit corporation which was established in accordance with the provisions of the 2006 Act (section 30 (1)). The Trust was authorised by Monitor from 1 April 2013.

2.1.2 The principal places of business of the Trust are Colchester Hospital and the Ipswich Hospital.

2.1.3 The statutory functions conferred on the Trust are mainly set out in Chapter 5 of Part 2 of the 2006 Act, in the Trust's Constitution and in its Licence.

2.1.4 As a public benefit corporation the Trust has specific powers to take any action which appears to be necessary or desirable for the purposes of, or in connection with, its functions. It has the power to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable. The Trust also has a common law duty as a bailee for patients' property held by the Trust on behalf of patients.

2.1.5 The Trust will also be bound by such other statutes and legal provisions which govern the conduct of its affairs.

2.1.6 NHS England requires the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions (SFIs) as an integral part of Standing Orders setting out the responsibilities of individuals.

2.1.7 In addition to the statutory requirement NHS England issues further directions and guidance to which the Trust is subject.

2.2 Council of Governors Framework

2.2.1 These Standing Orders are for the regulation of the Trust's Council of Governors proceedings and business. The Trust's Constitution makes provision for Standing Orders for the practice and procedure of the Council of Governors.

2.2.2 The purpose of the Council of Governors Standing Orders is to ensure that the highest standards of corporate governance and conduct are applied to all Council of Governors meetings and associated deliberations. The Council of Governors shall at all times seek to comply with the Code of governance for NHS provider trusts, which is founded on "The Combined Code".

2.2.3 All business conducted by the Council of Governors shall be conducted in the name of the Trust. All decisions must be taken objectively and in the interests of the Trust.

2.2.4 The Trust believes that public service values lie at its heart. High standards of corporate and personal integrity based on a recognition that patients come first, is a fundamental value of the Trust. Governors are expected to observe the Nolan Principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

2.2.5 Everything done by the Council of Governors should be able to stand the test of scrutiny, public judgment on propriety, and professional codes of conduct.

2.2.6 The Council of Governors will in its business be as transparent as it can be about its activities in order to promote confidence between itself, the Membership, the Board of Directors, staff, services users and the public.

3 COUNCIL OF GOVERNORS: COMPOSITION AND ROLE OF GOVERNORS

3.1 Composition of the Council of Governors

3.1.1 The composition of the Council of Governors shall be in accordance with paragraph 11 and Annex 3 of the Constitution, however, there may, from time-to-time, be vacant seats on the Council of Governors.

3.1.2 The Council of Governors shall have a Chair. This shall be the Chair of the Trust.

3.1.3 The Chair of the Trust shall be responsible for the leadership of the Council of Governors.

3.1.4 Where the Chair of the Trust is unable to chair the Council of Governors meetings the Chair of the meeting shall be determined in accordance with Standing Order 3.2.

3.1.5 The Director of Governance shall be present at all Council of Governors meetings.

3.2 Deputy Chair

3.2.1 Where the Chair has died or has ceased to hold office or where they are unable to perform their duties as a Chair owing to illness or any other cause, the role of Chair of the Council of Governors shall be carried out by the Deputy Chair of the Board of Directors until a new Chair is appointed or the existing Chair resumes their duties, as the case may be; and references to the Chair in these Standing Orders shall, so long as there is no Chair able to perform those duties, be taken to include references to the Deputy Chair.

3.2.2 Subject to the provisions of Standing Order 3.1.2 and 3.2.1, the Chair of the Trust or in their absence or incapacity the Deputy Chair of the Trust will chair meetings of the Council of Governors. If both are absent one of the Non-Executive Directors of the Board of Directors is to preside at meetings of the Council of Governors.

3.2.3 Where during a meeting of the Council of Governors both the Chair and the Deputy Chair declare a conflict of interest and withdraw from the discussion of an agenda item or items, and there is no other Non-Executive Director to act as Chair, it shall be for the Governors present at the meeting to appoint from amongst the Public Constituency a temporary Chair to chair the meeting or part of the meeting. It shall be clearly agreed and minuted those agenda item or items the said temporary Chair shall preside over. Once business on the afore mentioned item or items is concluded, the Chair of the Trust, or Deputy Chair of the Trust, as appropriate, shall resume their duties as Chair of the Council of Governors, and the said temporary Chair will resume their normal role as Governor.

3.3 Role of Governors

3.3.1 Governors must act in the best interests of the Trust and adhere to its values.

3.3.2 The Governors of the Council of Governors must make decisions together and take joint responsibility for them. The extent to which any one Governor or a small group of Governors, is empowered to speak for, or take action on behalf of the Trust or the Council of Governors, must be a matter for the Council of Governors to decide. Such decisions must be recorded fully.

3.4 Role of Lead Governor

3.4.1 To facilitate direct communication between NHS England (NHSE) and the council in a limited number of circumstances:

3.4.1.1 where NHSE has concerns about board leadership

3.4.1.2 where NHSE has been made aware that the appointment of chair or other board members, elections for governors, or other material decisions may not have complied with Trust's constitution or may be inappropriate.

3.4.2 To chair meetings of the Council of Governors in circumstances where it may not be considered appropriate for the Chair or another of the Non-Executive Directors to do so, for example when discussing the appointment/removal of the Chair.

3.4.3 The lead Governor should take steps to understand NHS England's role, the available guidance and the basis on which NHS England may take regulatory action.

3.5 Selection of Lead Governor

3.5.1 The lead Governor role is open to all Governors, including staff and appointees, but not the Chair.

3.5.2 The term of office is three years, or the remainder of their term of office, serving a maximum of six years.

3.5.3 Those wishing to stand can nominate themselves. Those wishing to nominate another Governor should only do so with that person's permission.

3.5.4 The Director of Governance will request nominations for the role of lead Governor.

3.5.5 Subject to the number of candidates for the role the Director of Governance will establish a confidential ballot mechanism to elect the lead Governor.

3.5.6 The lead Governor's contact details shall be provided to NHS England and updated as required.

3.6 Relationship between Board of Directors and Council of Governors

3.6.1 It is the responsibility of the Board of Directors to manage the business of the Trust (in accordance with the Constitution). The powers of the Council of Governors are detailed in the Constitution. The Governors will also represent the views of the members of their constituency and ensure that the needs of the local health community are taken into account when advising on the Trust's strategic direction.

4 MEETINGS OF THE COUNCIL OF GOVERNORS

4.1 Calling of Meetings

4.1.1 Meetings of the Council of Governors shall be held not less than three times each year, inclusive of an Annual Members' Meeting, at times and places that the Council of Governors may determine. All meetings will be open to the public subject to provisions set out in Standing Order 4.14.

4.1.2 When determining the place for meetings, the Council of Governors should have regard for the accommodation of the public and ensure the business of the Council of Governors can be conducted without interruption and disruption and without prejudice to the power to exclude on grounds of the confidential nature of any business.

4.1.3 Notwithstanding, Standing Order 4.1.1 above, the Chair may, in exceptional circumstances, call a meeting of the Council of Governors at any time.

4.1.4 One third or more Governors of the Council of Governors may requisition a meeting in writing. If the Chair refuses, or fails, to call a meeting within fourteen (14) working days after a requisition to do so has been delivered to the Director of Governance, the Governors signing the requisition may forthwith call a meeting.

4.1.5 Any meeting called in accordance with Standing Order 4.1 shall subject as set out in these Standing Orders or the Constitution be chaired by the Chair of the Trust and attended by the Director of Governance.

4.1.6 The Council of Governors shall have the right to give prior notice of the requirement for a Director or a representative of the Trust's Auditors to attend any general meeting in order that Governors may raise questions in respect of particular agenda items or other matters that may arise. If a Director is required to attend a Council of Governors meeting it shall be incumbent on the Director to do so.

4.1.7 Members of the public may request that they address a question to the Council of Governors. Questions put forward by members of the public shall relate only to matters on the agenda for the meeting of the Council of Governors at which the question is to be raised. Any member of the public wishing to address a question to the Council of Governors shall where possible submit a written notice to the Director of Governance prior to the commencement of the meeting, stating their name and the nature of their question. These questions shall be brought to the attention of the Chair prior to the commencement of the meeting.

4.2 Notice of Meetings and the Business to be Transacted

4.2.1 Save in the case of emergencies or the need to conduct urgent business, a written notice, signed by the Chair of the Trust or by the Director of Governance shall be given at least fifteen (15) clear working days of the date and place of every meeting of the Council of Governors to all Governors. Notice will also be published on the Trust's website.

4.2.2 A notice shall be presumed to have been served one day after posting or delivery. Lack of service of the notice on any Governor shall not affect the validity of a meeting subject to Standing Order 4.2.3 below.

4.2.3 Notwithstanding the above requirement for notice, the Chair may waive notice.

4.2.4 In the case of a meeting called by Governors in default of the Chair as per Standing Order 4.1.4 above, those Governors calling the meeting shall sign the notice and no business shall be transacted at the meeting other than that specified in the notice. The notice and an agenda specifying the business to be transacted at it shall be delivered to every member of the Council of Governors, or sent by post to the usual place of residence of such a Governor. Failure to serve such a notice on more than three quarters of the whole number of Governors will invalidate the meeting. A notice shall be presumed to have been served one day after posting or delivery.

4.2.5 No business shall be transacted at the meeting other than that specified on the agenda, or emergency Motions allowed under Standing Order 4.5.

4.3 Agenda and Supporting Papers

4.3.1 The Council of Governors will set its own agenda; however, there will be items of business, which the Council of Governors is required to consider in order to further the day-to-day business of the Trust. It shall be for either the Chair of the Trust or the Board of Directors to determine when such items will be included on the Council of Governors agendas.

4.3.2 The Council of Governors may determine that certain matters shall appear on every agenda of a meeting of the Council of Governors and may request these be addressed prior to any other business being conducted if appropriate.

4.3.3 A Governor, or Officer of the Trust, desiring a matter to be included on an agenda shall make their request in writing to the Director of Governance at least fifteen (15) clear working days before the meeting for consideration by the Chair. The request should state whether the item of business proposed is to be transacted in the presence of the public, and should include appropriate supporting information. Requests made less than fifteen (15) working days before a meeting may be included on the agenda at the discretion of the Chair or Director of Governance.

4.3.4 Following notice of the meeting, as per Standing Order 4.2.1, an agenda for the meeting specifying the business proposed to be transacted at it will be delivered to every Governor, or sent by post to the usual place of residence of such persons, so as to be available to the Governor at least five (5) clear working days before the meeting. Supporting papers, wherever possible, shall accompany the agenda, but will certainly be despatched no later than three (3) clear working days before the meeting, save in emergency.

4.4 Notice of Motion

4.4.1 Subject to the provision of Standing Order 4.6 "Motions: Procedure at and during a meeting" and 4.7 "Motions to rescind a Resolution", a Governor desiring to move a Motion shall send a written notice thereof at least fifteen (15) clear working days before the meeting to the Director of Governance who will ensure that it is brought to the immediate attention of the Chair.

4.4.2 The Director of Governance shall include in the agenda for the meeting all notices so received, subject to the notice being in order and permissible under the appropriate regulations. This Standing Order shall not prevent any Motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

4.5 Emergency Motion

4.5.1 Subject to the agreement of the Chair, and subject also to the provision of Standing Order 4.6 "Motions: Procedure at and during a meeting", a Governor may give written notice of an emergency Motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the next meeting. The notice shall state the grounds of urgency. If in order it shall be declared to the Council of Governors at the commencement of the business of the meeting as an additional item included on the agenda. Emergency is defined as a matter, which will adversely affect the Trust in the next seven days. The Chair's decision to include the item shall be final.

4.6 Motions: Procedure at and During a Meeting

4.6.1 **Who may propose a Motion**: A Motion may be proposed by the Chair or by a Governor present at the meeting and eligible to vote and must be seconded by a Governor present at the meeting and eligible to vote.

4.6.2 **Content of Motions:** The Chair may exclude from debate at their discretion any such Motion of which notice was not given on the notice summoning the meeting other than a Motion relating to:

(a) the reception of a report;

(b) consideration of any item of business before the Council of Governors;

(c) the accuracy of minutes;

(d) that the Council of Governors proceed to next business;

(e) that the Council of Governors adjourn;

(f) that the question be now put.

4.6.3 **Amendments to Motions:** A Motion for amendment shall not be discussed unless it has been proposed and seconded. Amendments to Motions shall be relevant to the Motion and shall not have the effect of negating the Motion before the Council of Governors. If there are a number of amendments, they shall be considered one at a time. When a Motion has been amended, the amended Motion shall become the substantive Motion before the meeting, upon which any further amendment may be moved.

4.6.4 **Rights of reply to Motions:**

(a) **Amendments:** The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original Motion, who shall have the right of reply at the close of debate on the amendment, but may not otherwise speak on it.

(b) **Substantive/original Motion:** The Governor who proposed the substantive Motion shall have the right of reply at the close of any discussions on the Motion.

4.6.5 **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.

4.6.6 **Motions Once Under Debate:** When a Motion is under debate, no Motion may be moved other than:

(a) An amendment to the Motion;

(b) The adjournment of the discussion or the meeting;

(c) That the meeting proceed to the next business;

(d) That the questions should be now put;

(e) The appointment of an ad-hoc committee to deal with a specific item of business;

(f) That the member of the Council of Governors be not further heard.

(g) A Motion resolving to exclude the public, including the press (see Standing Order 4.14):

In those cases where the Motion is either that the meeting proceeds to the 'next business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a Governor who has not taken part in the debate and who is eligible to vote.

If a Motion to 'proceed to next business' or 'that the question now be put' is carried, the Chair should give the mover of the substantive Motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

4.7 Motion to Rescind a Resolution

4.7.1 Notice of Motion to rescind any Resolution (or general substance of any Resolution) which has been passed within the preceding six (6) calendar months, shall bear the signature of the Governors who give it and also the signature of four (4) other Governors, of whom at least two (2) shall be Public Governors. Before considering any such Motion of which notice shall have been given, the Council of Governors may refer the matter to any appropriate committee for recommendation.

4.7.2 When any such Motion has been dealt with by the Council of Governors, it shall not be competent for any Governor other than the Chair to propose a Motion to the same effect within six (6) months. This Standing Order shall not apply to Motions moved in pursuance of a report or recommendations of a Committee of the Council of Governors.

4.8 Chair's Ruling

4.8.1 The decision of the Chair of the meeting, advised by the Director of Governance, on questions of order, relevancy and regularity (including procedure on handling Motions) and their interpretation of the Standing Orders, at the meeting, shall be final.

4.9 Quorum

4.9.1 No business shall be transacted at a meeting of the Council of Governors unless nine (9) or more Governors, including at least five (5) Public Governors, one (1) Staff Governor and one (1) Appointed Governor are present.

4.9.2 If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any Resolution by reason of the declaration of a conflict of interest that person 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.

4.9.3 If at any meeting there is no quorum within thirty (30) minutes of the time fixed for the start of the meeting, the meeting shall stand adjourned for seven (7) days and upon reconvening, those present shall constitute a quorum.

4.10 Voting

4.10.1 If in the opinion of the Chair a vote should be required on a matter under discussion at a meeting, the result, unless otherwise specified in the Constitution or its Annexes, shall be determined by a majority of votes of Governors present at the meeting and eligible to vote. In the case of any equality in votes, the Lead Governor, if present, shall have a casting vote and, if not present, the decision would be adjourned to the next meeting.

4.10.2 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of Governors present at the meeting and eligible to vote so request, or the Director of Governance deems it advisable or necessary.

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

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

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

4.11 Suspension of Standing Orders

4.11.1 Except where this would contravene any provision in the Constitution or conditions of its licence, any statutory provision or direction given by NHS England, or the rules relating to the Quorum (Standing Order 4.9) any one or more of these Standing Orders may be suspended at any meeting, provided that at least seventeen (17) or more Governors, including at least nine (9) Public Governors, three (3) Staff Governors and three (3) Appointed Governors are present and eligible to vote.

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

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

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

4.11.5 The Board of Directors' Audit and Risk Assurance Committee shall review every decision to suspend Standing Orders.

4.12 Record of Attendance

4.12.1 Governors must make every effort to attend meetings of the Council of Governors where appropriate and practicable.

4.12.2 Where it is not possible for a Governor to attend apologies should be sent to the Director of Governance no later than three (3) working days prior to the meeting.

4.12.3 The names of all individuals who attended and those who gave apologies for each meeting shall be recorded in the minutes.

4.13 Minutes

4.13.1 The minutes of the proceedings of each meeting of the Council of Governors shall be drawn up and submitted for agreement at the next ensuing meeting, and thereafter will be signed by the person presiding at it.

4.13.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded.

4.13.3 The minutes of the meeting shall be made available to the public, via the Trust's website, except for minutes relating to business conducted when members of the public are excluded under the terms of Standing Order 4.14.1.

4.14 Admission of the Public and Press

4.14.1 **Admission and Exclusion on grounds of confidentiality of business to be transacted:** The public shall be afforded facilities to attend all formal meetings of the Council of Governors. However, the Council of Governors may resolve to exclude members of the public from any meeting or part of a meeting on the grounds that:

(a) Publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted and/or the interests of the Trust or any matters of a personal nature;

(b) There are special reasons stated in the Resolution and arising from the nature of the business of the proceedings.

the Resolution shall state as follows:

"*that representatives of the press and other members of the public be excluded from the [meeting] [remainder of this meeting] having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest or other special reasons.*"

4.14.2 **General Disturbances:** The Chair may exclude any member of the public from the meeting of the Council of Governors if they are interfering with or preventing the proper or reasonable conduct of that meeting.

Where the Council of Governors resolves that the meeting be adjourned in the interests of public order and to allow them to conclude the business in hand in private, the Resolution shall specify the period of any adjournment.

The Resolution shall state as follows:

"*That in the interests of public order the meeting adjourn for (period to be specified) to enable the Council of Governors to complete its business without the presence of the public.*"

4.14.3 **Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings:** Nothing in these Standing Orders shall be construed as permitting the introduction by the public, or press representatives, of recording, transmitting, video or similar apparatus into meetings of the Council of Governors or Committee thereof. Such permission shall be granted only upon Resolution of the Council of Governors.

4.15 Observers at Council of Governors Meetings

4.15.1 The right of attendance at meetings by members of the public as referred to in Standing Orders 4.1.1 and 4.14.1 does not give right to the said members of the public to ask questions or otherwise participate in that meeting, unless invited to do so by the Chair.

4.16 Confidentiality

4.16.1 Matters to be dealt with by the Council of Governors following the exclusion of members of the public shall be confidential to the Council of Governors.

4.16.2 Governors, Directors, Officers or any employee or representative of the Trust in attendance at a private meeting or private part of any meeting, shall not reveal or disclose the contents of the papers, discussions or minutes of the items taken in private, outside the Council of Governors meetings without the express permission of the Council of Governors and any such occurrence will be treated as a potential breach of the relevant Governor / Director Code of Conduct.

5 APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

5.1 The Council of Governors may appoint committees or joint committees of the Council of Governors consisting wholly or partly of Governors to assist it in carrying out its functions.

5.2 A committee or joint committee appointed under Standing Order 5.1 may, subject to such directions as may be given by the Council of Governors, appoint subcommittees consisting wholly or partly of members of the committee.

5.3 These Standing Orders in their entirety, as far as they are applicable, shall apply also, with the appropriate alteration, to meetings of any committees so established by the Council of Governors and to any sub-committees which the Council of Governors authorises to be established. In which case the term “Chair” is to be read as a reference to the Chair of other committee as the context permits, and the term “member” is to be read as a reference to a member of other committee also as the context permits.

5.4 Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Council of Governors) as the Council of Governors shall agree and shall be in accordance with any legislation and regulation or direction issued by Monitor (NHSI/E). Such terms of reference shall have effect as if incorporated into the Standing Orders.

5.5 The Council of Governors shall approve the appointments to each of the committees or sub-committees that it has formally constituted. Where the Council of Governors determines that persons who are neither Governors, nor Directors or Officers, shall be appointed to a committee, the terms of such an appointment shall be determined by the Council of Governors subject to the payment of travelling and other expenses being in accordance with such sum as may be determined by the Board of Directors or Monitor (NHSI/E).

5.6 The Council of Governors may not delegate any of its powers to these committees or sub-committees.

5.7 Where the Council of Governors is required to appoint persons to a committee or to undertake statutory functions as required by NHS England, and where such appointments are to operate independently of the Council of Governors or the Board of Directors, such appointments shall be made in accordance with the regulations laid down by the Chief Executive or their nominated Officer or any directions or guidance issued by NHS England from time to time.

5.8 Subject as may be required by NHS England there is no requirement to hold meetings of committees established by the Council of Governors in public.

5.9 The committees, subcommittees and joint committees established by the Council of Governors are:

(a) Council of Governor Standards Committee; and

(b) Appointments and Performance Committee.

See terms of reference for the roles and responsibilities of committees.

5.10 In addition, the Council of Governors will establish such other committees and sub-committees as it deems necessary to exercise its functions and in particular the functions as set out at Standing Order 2.2.

5.11 For the avoidance of doubt the terms of reference for such joint committees of the Board of Directors and the Council of Governors will be agreed jointly by the Board of Directors and the Council of Governors.

6 OVERLAP WITH OTHER TRUST POLICY STATEMENTS, PROCEDURES AND REGULATIONS

6.1 Specific Policy Statements and Guidance

6.1.1 These Standing Orders must be read in conjunction with the following Policy statements, guidance and any other issued by the Secretary of State for Health or NHS England:

(a) Standards of Business Conduct Policy;

(b) Caldicott Guardian 2006

(c) Human Rights Act 1998;

(d) Freedom of Information Act 2000.

7 DUTIES AND OBLIGATIONS OF GOVERNORS UNDER THESE STANDING ORDERS

7.1 Declaration of Interests

7.1.1 **Requirements for Declaring Interests and applicability to Governors:** All existing Governors shall declare interests which are pecuniary (which includes monetary) personal or family interests that they have and which are relevant to the Trust. Any Governor elected or appointed subsequently should do so on appointment. A nil return should be submitted as such.

7.1.2 **Interests which should be declared pursuant to 8.1.1 above include:**

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

(b) Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.

(c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.

(d) A position of authority in a charity or Voluntary Organisation in the field of health and social care.

(e) Any connection with a voluntary or other organisation contracting for NHS Services.

(f) Any substantial or influential connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to lenders or banks.

(g) Any other commercial interest in the decision before the meeting.

(h) Research funding/grants that may be received by an individual or their department.

(i) Interests in pooled funds that are under separate management.

For the avoidance of doubt, any Governor who comes to know that the Trust has entered into or proposes to enter into a contract in which that Governor or any person connected with the Governor (including those persons who are referred to in Standing Order 7.3 and elsewhere) has any pecuniary interest, direct or indirect, the Governor shall declare their interest by giving notice in writing of such fact to the Trust as soon as practicable. A nil return should be submitted as such.

7.1.3 **Advice on Interests:** If a Governor has any doubt about the relevance of an interest, this should be discussed with the Chair or with the Trust's Secretary.

Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specified that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

7.1.4 **Recording of Interests:** If a Governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the Governor shall disclose that interest to the Council of Governors as soon as they become aware of it.

7.1.5 **Publication of Declared Interests in Annual Report:** Governors' directorships of companies likely or possibly seeking to do business with the NHS will be published in the Trust's Annual Report.

7.1.6 **Conflicts of interest which arise during the course of a meeting:** During the course of a Council of Governors meeting, if a conflict of interest is established, the Chair or Governor concerned should withdraw from the meeting and play no part in the discussion or decision. (See overlap with Standing Order 7.3)

7.2 Register of Interests

7.2.1 The Director of Governance will ensure that a Register of Interests is established to record formally declarations of interests of Governors. In particular, the Register will include details of all interests (as defined in Standing Order 7.1) which have been declared. Any interests declared by the Chair of the Trust will be recorded in the Board of Directors' Register of Interests.

7.2.2 Details of the Register will be kept up to date by the Director of Governance who will ensure that all declarations made are incorporated into the register as they arise or are notified in writing to the Director of Governance by Governors by completion of a declaration form in a format approved by the Board of Directors. An annual review of the Register, in which any changes to interests declared during the preceding twelve (12) months, will also be conducted by the Director of Governance

7.2.3 It is the obligation of a Governor to inform the Director of Governance in writing within seven (7) days of becoming aware of the existence of a relevant or material interest. The Director of Governance will amend the Register upon receipt of such notification.

7.2.4 Subject to the requirements of the Public Benefit Corporation (Register of Members) Regulations 2004 (SI 2004 No. 539) as amended, and the Data Protection Act 2018, the Register will be available for public inspection free of charge. The Chair will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

7.2.5 Copies or extracts of the register must be provided to Members of the Trust free of charge and within a reasonable time period of the request and copies or extracts of the register shall be available only during normal office hours. A reasonable charge may be imposed on non-Members for copies or extracts of the register.

7.3 Exclusion of the Chair of the Council of Governors or a Governor in Proceedings on Account of a Pecuniary Interest

7.3.1 **Definition of Terms Used in Interpreting 'Pecuniary' Interest:** For the sake of clarity, the following definition of terms is to be used in interpreting this Standing Order 7:

"Spouse" shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse);

"Contract" shall include any proposed contract or other course of dealing;

"Pecuniary Interest" subject to the exceptions set out in the Standing Order, a Governor shall be treated as having an indirect pecuniary interest in a contract if:

(a) the Governor, or a nominee of theirs, is a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same; or

(b) he is a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.

and in the case of family or close personal relationships the interest of one party shall, if known to the other, be deemed for the purposes of these Standing Orders to be also an interest of the other.

7.3.2 **Exception to Pecuniary Interests:** A person shall not be regarded as having a pecuniary interest in any contract if:

(a) neither that person nor any person connected with them has any beneficial interest in the securities of a company of which they or such person appears as a member, or

(b) any interest that that person or any person connected with them may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence them in relation to considering or voting on that contract, or

(c) those securities of any company in which that person (or any person connected with them) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less. Where this paragraph applies that person shall nevertheless be obliged to disclose/declare their interest in accordance with Standing Order 7.1.2 above.

(d) Any remuneration, compensation or allowance payable to the Chair or a Governor shall not be treated as a pecuniary interest for the purpose of this Standing Order.

7.3.3 **Exclusion in Proceedings of the Council of Governors**

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

(b) The Council of Governors may exclude the Chair or a Governor from a meeting of the Council of Governors while any contract, proposed contract or other matter in which they have a pecuniary interest is under discussion or decision.

(c) This Standing Order applies to any Committee or sub-committee of the Council of Governors and applies to a Governor or member of any such committee or sub-committee as it applies to an Officer of the Trust.

7.4 Standards of Business Conduct

7.4.1 **Trust Policy and National Guidance:** Governors must comply with the Trust's Standards of Business Conduct Policy.

7.4.2 **Canvassing of and Recommendations by Governors in Relation to Appointments**

(a) The canvassing of any Governor, directly or indirectly, for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.

(b) A Governor shall not solicit for any person any appointment under with 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.

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

7.4.3 **Relative of Governors**

(a) Candidates for any staff appointment under the Trust shall, when making application, disclose in writing to the Trust whether they are related to or have any relationship with any Governor or the holder of any office under the Trust. Such a relationship will not bar the candidate from any staff appointment. Inappropriate canvassing for a staff appointment and/or failure to disclose any relationship will be grounds for rejecting an application for staff appointment and, if appointed, render them liable to instant dismissal.

(b) Governors shall disclose to the Director of Governance any relationship with a candidate of whose candidature that Governor is aware. It shall be the duty of the Director of Governance to report to the Board of Directors any such disclosure made.

(c) On appointment, Governors should disclose to the Trust whether they are related to any other Member or holder of any office in the Trust. Where such a relationship is disclosed, the Standing Order 7 shall apply.

(d) No formal definition of relationship is made. In considering whether a disclosure is required the influence rather than immediacy of the relationship is more important. In case of doubt disclosure should be made.

8 RESOLUTION OF DISPUTES WITH THE BOARD OF DIRECTORS

8.1 Should a dispute arise between the Council of Governors and the Board of Directors then the disputes resolution procedure set out below should be followed.

8.2 The Chair, or Deputy Chair or Senior Independent Director (if the dispute involves the Chair) as appropriate, shall first endeavour through discussion with Governors and Directors or appropriate representatives of them, to achieve the earliest possible conclusion, to resolve the matter to the reasonable satisfaction of both parties.

8.3 Failing resolution under Standing Order 8.2 above, then the Board of Directors or the Council of Governors, as appropriate, shall at its next formal meeting approve the precise wording of a Disputes Statement setting out clearly and concisely the issue or issues giving rise to the dispute.

8.4 The Chair, or Deputy Chair or Senior Independent Director (if the dispute involves the Chair) as appropriate, shall ensure that the Disputes Statement, without amendment or abbreviation in any way, shall be an agenda item and agenda paper at the next formal meeting of the Board of Directors or the Council of Governors as appropriate. That meeting shall agree the precise wording of a Response to Disputes Statement.

8.5 The Chair, or Deputy Chair or Senior Independent Director (if the dispute involves the Chair) of the Board of Directors or the Council of Governors as appropriate, shall immediately, or as soon as is practical, communicate the outcome to the other party and deliver the written Response to Disputes Statement. If the matter remains unresolved or only partially resolved, then the procedure outlined in 8.2 above shall be repeated.

8.6 If, in the opinion of the Chair, or Deputy Chair or Senior Independent Director (if the dispute involves the Chair) as appropriate, and following the further discussions prescribed in Standing Order 8.2, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chair or Deputy Chair or Senior Independent Director (if the dispute involves the Chair) as appropriate, as the case may be, there is no prospect of a resolution (partial or otherwise) then they shall advise the Council of Governors and the Board of Directors accordingly.

8.7 On the satisfactory completion of this disputes process the Council of Governors shall implement the agreed changes.

8.8 On the unsatisfactory completion of this disputes process the view of the Board of Directors shall prevail.

8.9 Nothing in this procedure shall prevent the Council of Governors, if it so desires, from informing NHS England that, in the Council of Governors' opinion, the Board of Directors has not responded constructively to concerns of the Council of Governors and that the Trust is not meeting the terms of its authorisation.

9 CHANGES TO THE COUNCIL OF GOVERNORS' STANDING ORDERS

9.1 Subject to paragraph 45 of the Constitution, any changes to these Standing Orders shall also require:

9.1.1 a notice of Motion under Standing Order 4.3; and

9.1.2 at least two thirds of the total number of Governors elected and appointed present; and

9.1.3 a majority of Governors present and eligible to vote, vote in favour of the amendment; and the variation does not contravene anything in the Constitution, statutory provision or any direction given by NHS England; and

9.1.4 the amendment is agreed by Board of Directors.

10 REVIEW OF THE COUNCIL OF GOVERNORS' STANDING ORDERS

10.1 These Standing Orders will be reviewed as required by the Council of Governors.

11 DISQUALIFICATION FROM GOVERNORSHIP

11.1 The Trust's Constitution identifies the circumstances in which a person may not become or continue to be a Governor. These are reproduced in Standing Order 11.2.

11.2 An individual may not become or continue as a member of the Council of Governors if that individual is a person who:

11.2.1 Has within the preceding two (2) years been dismissed, otherwise than by reason of redundancy, from any paid employment with an NHS body;

11.2.2 Is a person whose tenure of office as the chair or as a member or director of an NHS body has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, as a result of regulatory action or for non-disclosure of a pecuniary interest;

11.2.3 Is a person who is an Executive Director or Non-Executive Director of the Trust, or a governor or director of an NHS body (unless they are appointed by an appointing organisation which is an NHS body);

11.2.4 Is the spouse, partner, parent or child of a member of the Board of Directors of the Trust;

11.2.5 Is a member of a local authority's Scrutiny Committee covering health matters;

11.2.6 Has been previously removed as a Governor pursuant to paragraph 14.11 of this Constitution;

11.2.7 Has had their name removed, by a direction under the 2006 Act from any list prepared under that Act, or has otherwise been suspended or disqualified from any healthcare profession and has now subsequently had their name included in such a list or had their suspension lifted or qualification reinstated (as applicable);

11.2.8 Is legally declared as incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs;

11.2.9 Is in dispute with the Trust or under investigation for a potential breach of the Governors' Code of Conduct. Such persons shall have their period of office as a Governor temporarily suspended by the Board of Directors until the dispute has been resolved or investigation concluded;

11.2.10 As a member of the Staff Constituency, has been suspended from duty for whatever reason;

11.2.11 As a member of the Staff Constituency is in receipt of a final written warning under the Trust's disciplinary procedure and the time period for such warning has not expired;

11.2.12 Does not agree to (or, having agreed to, fails to) abide by the Governors' Code of Conduct or other rules relating to the Governors and/or Council of Governors as determined by the Council of Governors;

11.2.13 Has failed to repay (without good cause) any amount of monies properly owed to the Trust;

11.2.14 Is the subject of an order under the Sexual Offences Act 2003;

11.2.15 Is identified as a vexatious complainant by the Board of Directors;

11.2.16 Is involved in physical assault or non-physical assault as defined by the NHS Security Management Service at any of the Trust's hospitals or facilities or against any of the Trust's employees or registered volunteers;

11.2.17 Resigns by notice, in writing, to the Director of Governance;

11.2.18 As a Governor fails to attend any meeting of the Council of Governors for three (3) consecutive meetings, their tenure of office will be immediately terminated unless the other Governors are satisfied that the absence was due to a reasonable cause and they will be able to start attending meetings of the Governors again within such a period, as they consider reasonable;

11.2.19 On the basis of disclosures obtained through an application to the Disclosure and Barring Service, is considered unsuitable by the Trust:

(a) such a person are such that it would be inappropriate for him to become or continue as a Governor or
(b) would adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute.

11.2.20 Is a member of the Public Constituency who refuses to sign a declaration in the form specified by the Director of Governance of particulars of their qualification to vote as a Member of the Trust and that they are not prevented from being a member of the Council of Governors; or

11.2.21 Is a person whose tenure of office as Governor of the Trust has been terminated following a breach of the Governors' Code of Conduct or other rules relating to the Governors and/or Council of Governors as determined by the Council of Governors.

11.2.22 Is not a fit and proper person for the purposes of the Fit and Proper Persons Regulations or Condition G3 of the Trust's Licence.

11.3 Where a person has been elected or appointed to be a Governor and they become disqualified for appointment under paragraph 15.1 of the Constitution or Standing Order 11.2, they shall notify the Director of Governance in writing of such disqualification.

11.4 If it comes to the notice of the Director of Governance at the time of their appointment or later that the Governor is so disqualified, they shall immediately declare that the person in question is disqualified and notify them in writing to that effect. Upon receipt of any such notification, that person's tenure of office, if any, shall be terminated and they shall cease to act as a Governor.

11.5 A Governor may be removed from the Council of Governors by a resolution approved by not less than three-quarters of the remaining Governors present and voting on the grounds that:

11.5.1 they have committed a serious breach of the Governors' Code of Conduct; or

11.5.2 they have acted in a manner detrimental to the interests of the Trust; and

11.5.3 the Council of Governors consider that it is not in the best interests of the Trust for them to continue as a Governor.

11.6 Where a person has been declared disqualified by the Director of Governance under Standing Order 11.4, they may appeal the Director of Governance decision to the Chair, who in consultation with the Council of Governors and independent legal advisers (if necessary) will consider any appeals made and whose decision on the matter will be final.

11.7 Eligibility to vote in elections for the Council of Governors will apply. Any person who stands for election as a Governor is guilty of an offence under section 60(6) of the 2006 Act if they:

11.7.1 make a declaration under section 60 of the 2006 Act which they know to be false in a material particular, or

11.7.2 recklessly make such a declaration which is false in a material particular.

11.8 A person guilty of an offence under section 60(6) of the 2006 Act is liable on summary conviction to a fine not exceeding level 4 on the standard scale.

12 REMUNERATION AND PAYMENT OF EXPENSES

12.1 Remuneration

12.1.1 Governors are not to receive remuneration.

12.2 Payment of Expenses

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

12.2.2 Expenses will be administered and authorised through the Director of Governance office. Reimbursement will be on receipt of a completed and signed expenses form, evidenced by receipts.

12.2.3 Reimbursement will only be made where expenditure is supported by original and valid receipt(s) and where a request for reimbursement is made in accordance with Trust procedures.

13 Disqualification from Membership

13.1 A Member shall cease to be a Member if that Member:

13.1.1 resigns by notice to the Director of Governance or the Chief Executive;

13.1.2 ceases to fulfil the requirements of Membership as set out in paragraphs 5 to 9 of the Constitution;

13.1.3 dies; or

13.1.4 the Council of Governors, having made reasonable enquiries, determines that the Member no longer wishes to be a Member or they cease to be eligible as a Member for whatever reason.

ANNEX 6 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS (Paragraph 30)

STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

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1 INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS

1.1 Save as otherwise permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which they shall be advised by the Director of Governance or the Trust's legal advisor).

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

1.3 The provisions of paragraphs 1.1 to 1.7 of the Constitution apply to these SOs, save that any reference to "Constitution" shall be read as a reference to these "SOs".

2 INTRODUCTION

2.1 Statutory Framework

2.1.1 The East Suffolk and North Essex NHS Foundation Trust (the Trust) is a public benefit corporation which was established in accordance with the provisions of the 2006 Act (Section 30(1)). The Trust was authorised by Monitor from 1st April 2013.

2.1.2 The principal places of business of the Trust are Colchester General Hospital and Ipswich Hospital.

2.1.3 The statutory functions conferred on the Trust are mainly set out in Chapter 5 of Part 2 of the 2006 Act, in the Trust's Constitution and in its Licence.

2.1.4 As a public benefit corporation the Trust has specific powers to take any action which appears to be necessary or desirable for the purposes of, or in connection with, its functions. It has the power to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable. The Trust also has a common law duty as a bailee for patients' property held by the Trust on behalf of patients.

2.1.5 The Trust will also be bound by such other statues and legal provisions which govern the conduct of its affairs.

2.1.6 NHS England requires the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions (SFIs) as an integral part of Standing Orders setting out the responsibilities of individuals.

2.1.7 In addition to the statutory requirements NHS England issues further directions and guidance.

3 THE BOARD OF DIRECTORS: COMPOSITION OF MEMBERSHIP, TENURE AND ROLE OF DIRECTORS

3.1 Composition of the Membership of the Board of Directors

3.1.1 In accordance with the Constitution, the composition of the Board of Directors shall be:

(a) a Non-Executive Chair;

(b) up to seven (7) other Non-Executive Directors; and

(c) up to seven (7) Executive Directors.

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

3.1.3 The Chief Executive shall be the Accounting Officer.

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

3.1.5 One of the Executive Directors is to be a Registered Medical Practitioner or a Registered Dental Practitioner.

3.1.6 One of the Executive Directors is to be a Registered Nurse or a Registered Midwife.

3.1.7 The number of the Directors may be increased provided always that at least half of the Board, excluding the Chairman, comprises Non-Executive Directors.

3.1.8 The Trust may confer on senior staff the title "Director" as an indication of their corporate responsibility within the Trust but any such person will not be a Director of the Trust for the purposes of the 2006 Act ("Statutory Directors") unless they are appointed in accordance with the Constitution and their title is that of "Executive Director" or "Non-Executive Director." Persons who are not Executive Directors or Non-Executive Directors will not have the voting rights of a Statutory Director or any power to bind the Trust. These senior staff will not have any rights of attendance at meetings of the Board of Directors or its subcommittees unless expressly invited by the Board or relevant committee.

3.1.9 The Director of Governance will be a senior manager with status and responsibilities equivalent to senior staff. The Director of Governance will attend Board of Directors' meetings. The Director of Governance will be responsible for ensuring that Board procedures are followed and that applicable rules and regulations are complied with. The Director of Governance will advise both the Board of Directors and the Council of Governors on developments in governance issues and ensure that meetings of both committees are held in accordance with the Constitution and that Directors and Governors receive appropriate support and guidance.

3.2 Appointment and Powers of Deputy Chair

3.2.1 Subject to Standing Order 3.2.2 below, the Council of Governors may appoint one of the Non-Executive Directors to be Deputy Chair for such period not exceeding the remainder of their term as a member of the Board of Directors as they specify on appointing them.

3.2.2 Any member so appointed may at any time resign from the office of Deputy Chair by giving notice in writing to the Chair. The Council of Governors may thereupon appoint another Non-Executive Director as Deputy Chair in accordance with the provisions of Standing Order 3.2.1.

3.2.3 Where the Chair of the Trust has died or has ceased to hold office, or where they have been unable to perform their duties as Chair owing to illness or any other cause, the Deputy Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be; and references to the Chair in these Standing Orders shall, so long as there is no Chair able to perform those duties, be taken to include references to the Deputy Chair.

3.3 Appointment of Senior Independent Director

3.3.1 The Board 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 Directors and Governors if they have concerns which contact through the normal channels of Chair, Chief Executive, and Director of Finance has failed to resolve, or for which such contact is inappropriate. The Senior Independent Director will lead the Non-Executive Directors in the appraisal of the Chair in consultation with the Council of Governors which has overall responsibility for agreement of the outcomes of the appraisal of the Chair and Non-Executive Directors.

3.4 Joint Directors

3.4.1 Where more than one person is appointed jointly to a post in the Trust which qualifies the holder for Executive Directorship or in relation to which an Executive Director is to be appointed, those persons shall become appointed as an Executive Director jointly, and shall count for the purposes of Standing Order 3.1 as one person.

3.4.2 Where the office of an Executive Director of the Board of Directors is shared jointly by more than one person:

(a) either or both of those persons may attend or take part in meetings of the Board;

(b) if both are present at a meeting, they should cast one vote if they agree;

(c) in the case of disagreements, no vote should be cast;

(d) the presence of either or both of those persons should count as the presence of one person for the purposes of Standing Order 4.11 (Quorum).

3.5 Role of Directors

3.5.1 The Board will function as a corporate decision-making body. Non-Executive Directors and Executive Directors will be full and equal members. Their role as members of the Board of Directors will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions in accordance with the Constitution.

(a) Executive Directors:

Executive Directors of the Board of Directors shall exercise their authority within the terms of these Standing Orders and the Standing Financial Instructions and the Scheme of Delegation.

(b) Chief Executive

The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. They are the Accounting Officer for the Trust and shall be responsible for ensuring the discharge of obligations under Financial Directions and in line with the requirements of the Accounting Officer Memorandum for NHS Foundation Trust Chief Executives.

(c) Director of Finance

The Director of Finance shall be responsible for the provision of financial advice to the Trust and to its Directors and for the supervision of financial control and accounting systems. They shall be responsible along with the Chief Executive for ensuring the discharge of obligations under relevant Financial Directions.

(d) Non-Executive Directors

The Non-Executive Directors shall not be granted nor shall they seek to exercise any individual executive powers on behalf of the Trust. They may, however, exercise collective authority when acting as members of or when chairing a committee of the Trust which has delegated powers.

(e) Chair

The Chair shall be responsible for the operation of the Board and chair all Board meetings when present. The Chair has certain delegated executive powers. The Chair must comply with the Constitution and with these Standing Orders. The outcomes of the appraisal of the Chair and Non-Executive Directors shall be agreed by the Council of Governors.

The Chair shall liaise with the Council of Governors over the appointment of Non-Executive Directors and, once appointed, shall take responsibility either directly or indirectly for their induction, their portfolios of interests and assignments and their performance.

The Chair shall work in close harmony with the Chief Executive and shall ensure that key and appropriate issues are discussed by the Board of Directors in a timely manner with all the necessary information and advice being made available to the Board of Directors to inform the debate and ultimate Resolutions.

3.6 Corporate Role of the Board

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

3.6.2 All funds received in trust shall be held in the name of the Trust as corporate trustee.

3.6.3 The powers of the Trust established under the Constitution shall be exercised by the Board of Directors in public session except as otherwise provided for in Standing Order 4.

3.6.4 The Board shall define and regularly review the functions it exercises.

3.7 Schedule of Matters Reserved to the Board and Scheme of Delegation

3.7.1 The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in the "Schedule of Matters Reserved to the Board" and shall have effect as if incorporated into the Standing Orders. Those powers which it has delegated to Officers and other bodies are contained in the Scheme of Delegation.

3.8 Lead Roles for Board Directors

3.8.1 The Chair will ensure that the designation of lead roles or appointments of Board of Directors as required by the Constitution or as set out in any statutory or other guidance will be made in accordance with that guidance of statutory requirement (e.g., appointing a lead Board Director with responsibilities for Infection Control or Child Protection Services etc.).

3.9 Board of Directors – Disqualification

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

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

(b) a person who has made a composition or arrangement with or granted a trust deed for their creditors and has not been discharged in respect of it;

(c) a person who within the preceding five (5) years has been convicted in the British Isles of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three (3) months (without the option of a fine) was imposed on them;

(d) in the case of a Non-Executive Director, a person who is no longer a member of the Public Constituency or, where any of the Trust's hospitals includes a medical or dental school provided by a university, they do not exercise functions for the purpose of that university;

(e) a person who is a member of the Council of Governors;

(f) a person who does not meet the Fit and Proper Persons Regulations or Condition G3 of the Trust's Licence.

3.10 Relationship between Board of Directors and Council of Governors

3.10.1 It is the responsibility of the Board of Directors to manage the business of the Trust (in accordance with the Constitution). The powers of the Council of Governors are detailed in the Constitution. The Governors will also represent the views of the members of their constituency and ensure that the needs of the local health community are taken into account when advising on the Trust's strategic direction.

4 MEETINGS OF THE BOARD OF DIRECTORS

4.1 Calling Meetings

4.1.1 Ordinary meetings of the Board of Directors shall be held at regular intervals at such time and places as the Board of Directors may determine. All meetings will be open to public attendance unless the Board of Directors declares otherwise.

4.1.2 The Chair of the Trust may call a meeting of the Board of Directors at any time.

4.1.3 One third or more Directors of the Board of Directors may requisition a meeting in writing. If the Chair refuses or fails to call a meeting within seven (7) days of a requisition being presented, the Directors signing the requisition may forthwith call a meeting.

4.2 Notice of Meetings and the Business to be Transacted

4.2.1 Before each meeting of the Board of Directors a written notice specifying the business proposed to be transacted shall be delivered to every Director, or sent by post to the usual place of residence of each Director, so as to be available to Directors at least five (5) clear working days before the meeting. The notice shall be signed by the Chair or by an Officer authorised by the Chair to sign on their behalf. Want of service of such a notice on any Director shall not affect the validity of a meeting.

4.2.2 In the case of a meeting called by Directors in default of the Chair calling the meeting, the notice shall be signed by those Directors.

4.2.3 No business shall be transacted at the meeting other than that specified on the Agenda, or emergency Motions allowed under Standing Order 4.6.

4.2.4 A Director desiring a matter to be included on an Agenda shall make their request in writing to the Chair at least fifteen (15) clear working days before the meeting. The request should state whether the item of business proposed to be transacted is publicly disclosable or otherwise and should include appropriate supporting information. Requests made less than fifteen (15) clear working days before a meeting may be included on the Agenda at the discretion of the Chair.

4.2.5 Before any meeting of the Board of Directors to be held in public, a public notice of the time and place of the meeting and the public part of the Agenda shall be displayed at the Trust's principal offices at least three (3) clear working days before the meeting.

4.3 Agenda and Supporting Papers

4.3.1 The Agenda will be sent to Directors five (5) clear working days before the meeting and supporting papers, whenever possible, shall accompany the Agenda but will certainly be despatched no later than three (3) clear working days before the meeting, save in an emergency.

4.4 Petitions

4.4.1 Where a petition has been received by the Trust, the Chair shall include the petition as an item for the Agenda of the next meeting.

4.5 Notice of Motion

4.5.1 Subject to the provision of Standing Orders 4.7 “Motions: Procedure at and during a Meeting” and 4.8 “Motions to rescind a Resolution”, a Director of the Board wishing to move a Motion shall send a written notice to the Chief Executive who will ensure that it is brought to the immediate attention of the Chair.

4.5.2 The notice shall be delivered at least fifteen (15) clear working days before the meeting. The Chief Executive shall include in the Agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any Motion being withdrawn or moved without notice on any business mentioned on the Agenda for the meeting.

4.6 Emergency Motions

4.6.1 Subject to the agreement of the Chair, and subject also to the provision of Standing Order 4.7 “Motions: Procedure at and during a Meeting,” a Director of the Board may give written notice of an emergency Motion after the issue of the notice of meeting and Agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Board of Directors at the commencement of the business of the meeting as an additional item included in the Agenda. The Chair’s decision to include the item shall be final.

4.7 Motions: Procedure at and during a Meeting

4.7.1 **Who may propose a Motion:** A Motion may be proposed by the Chair of the meeting or any Director present. It must also be seconded by another Director.

4.7.2 **Contents of Motions:** The Chair may exclude from the debate at their discretion any such Motion of which notice was not given on the notice summoning the meeting other than a Motion relating to:

(a) the reception of a report;

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

(c) the accuracy of minutes;

(d) that the Board proceed to next business;

(e) that the Board adjourn;

(f) that the question be now put.

4.7.3 **Amendments to Motions:** A Motion for amendment shall not be discussed unless it has been proposed and seconded. Amendments to Motions shall be moved relevant to the Motion and shall not have the effect of negating the Motion before the Board of Directors. If there are a number of amendments, they shall be considered one at a time. When a Motion has been amended, the amended Motion shall become the substantive Motion before the meeting, upon which any further amendment may be moved.

4.7.4 **Rights of Reply to Motions:**

(a) **Amendments:** The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original Motion, who shall have the right of reply at the close of debate on the amendment, but may not otherwise speak on it.

(b) **Substantive/Original Motion:** The Director who proposed the substantive Motion shall have a right of reply at the close of any debate on the Motion.

4.7.5 **Withdrawal of a Motion or Amendments:** A Motion, or an amendment to a Motion, may be withdrawn.

4.7.6 **Motions Once Under Debate:** When a Motion is under debate, no Motion may be moved other than:

(a) an amendment to the Motion;

(b) the adjournment of the discussion, or the meeting;

(c) that the meeting proceed to the next business;

(d) that the question should be now put;

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

(f) that a Director be not further heard;

(g) a Motion resolving to exclude the public, including the press (see Standing Order 4.17).

In those cases where the Motion is either that the meeting proceeds to the "next business" or "that the question be now put" in the interests of objectivity these should only be put forward by a Director of the Board who has not taken part in the debate and who is eligible to vote.

If a Motion to proceed to the next business or that the question be now put is carried, the Chair should give the mover of the substantive Motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

4.8 Motion to Rescind a Resolution

4.8.1 Notice of Motion to rescind any Resolution (or the general substance of any Resolution) which has been passed within the preceding six (6) calendar months shall bear the signature of the Director who gives it and also the signature of three (3) other Directors, and before considering any such Motion of which notice shall have been given, the Board of Directors may refer the matter to any appropriate Committee or the Chief Executive for recommendation.

4.8.2 When any such Motion has been dealt with by the Board of Directors, it shall not be competent for any Director other than the Chair to propose a Motion to the same effect within six (6) months. This Standing Order shall not apply to Motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

4.9 Chair of Meeting

4.9.1 At any meeting of the Board of Directors the Chair, if present, shall preside. If the Chair is absent from the meeting, the Deputy Chair (if the Council of Governors has appointed one), if present, shall preside.

4.9.2 If the Chair and Deputy Chair are absent, a Non-Executive Director as the Directors present shall chose shall preside.

4.10 Chair's Ruling

4.10.1 The decision of the Chair of the meeting on questions of order, relevancy and regularity (including procedure on handling Motions) and their interpretation of the Standing Orders and Standing Financial Instructions, at the meeting, shall be final.

4.11 Quorum

4.11.1 No business shall be transacted at a meeting unless at least one-third of the whole number of the Chair and Directors (including at least one Non-Executive Director and one Executive Director) is present.

4.11.2 An Officer in attendance for an Executive Director but without formal acting-up status may not count towards the quorum.

4.11.3 If the Chair or Director has been disqualified from participating in the discussion on any matter and/or from voting on any Resolution by reason of a declaration of a conflict of interest (see Standing Order 8), that person 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.

4.12 Voting

4.12.1 Save as provided in Standing Orders 4.13 – Suspension of Standing Orders and 4.14 – Variation and Amendment of Standing Orders, every question put to a vote at a meeting shall be determined by the majority of the votes of Directors present and voting on the question. In the case of an equal vote, the person presiding (i.e., the Chair of the meeting) shall have a casting vote.

4.12.2 At the discretion of the Chair, all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chair directs otherwise or it is proposed, seconded and carried that a vote be taken by paper ballot.

4.12.3 If at least one third of the Directors present so request, the voting on any question may be recorded so as to show how each Director present voted or did not vote (except when conducted by paper ballot).

4.12.4 If a Director so requests, their vote shall be recorded by name.

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

4.12.6 A manager who has been formally appointed to act up for an Executive Director of the Board of Directors during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Executive Director.

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

4.12.8 For the voting rules relating to joint members see Standing Order 3.4.2.

4.13 Suspension of Standing Orders

4.13.1 Except where this would contravene any provision of the Constitution or licence conditions, any statutory provision or direction given by NHS England or the rules relating to the Quorum (Standing Order 4.11), any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the Directors of the Board are present (including at least one member who is a Non-Executive Director and one Director who is not) and that at least two-thirds of those Directors present signify their agreement to such suspension. The reason for the suspension shall be recorded in the Board of Directors' minutes.

4.13.2 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and Directors of the Board of Directors.

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

4.13.4 The Audit and Risk Assurance Committee shall review every decision to suspend Standing Orders.

4.14 Variation and Amendment of Standing Orders

4.14.1 Subject to paragraph 45 of the Constitution, these Standing Orders shall not be varied unless:

(a) a notice of Motion under Standing Order 4.5 has been given;

(b) a recommendation of the Chair or Chief Executive is included on the Agenda for the meeting;

(c) that two-thirds of the Board of Directors are present at the meeting where the variation or amendment is being discussed, and that at least half of the Trust's Non-Executive Directors present vote in favour of the amendment; and

(d) any variation or amendment does not contravene a statutory provision or direction made by the Secretary of State or NHS England.

4.15 Record of Attendance

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

4.16 Minutes

4.16.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they shall be signed by the person presiding at it.

4.16.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate.

4.17 Admission of Public and the Press

4.17.1 Meetings of the Board of Directors shall be held in public unless the Chair in their absolute discretion determines that any meeting of the Board of Directors shall be held in private. (Standing Orders 3.6.3 and 4.11 refer.) Where meetings are to be held in public, the following will apply:

(a) Admission and exclusion on grounds of confidentiality of business to be transacted

The public and representatives of the press may attend meetings of the Board of Directors and shall be required to withdraw upon the Board of Directors resolving as follows:

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

(b) General Disturbances

The Chair (or Deputy Chair if one has been appointed) or the person presiding over the meeting shall give such directions as they think fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Board of Directors resolving as follows:

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

(c) Business proposed to be transacted when the press and public have been excluded from a meeting

Matters to be dealt with by the Board of Directors following the exclusion of representatives of the press and other members of the public as provided in Standing Orders 4.17.1(a) and 4.17.1(b) above, shall be confidential to the members of the Board.

Members and Officers or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked "In Confidence" or minutes headed "Items Taken in Private" outside of the Trust, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the Board meeting which may take place on such reports or papers.

(d) Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings

Nothing in these Standing Orders shall be construed as permitting the introduction by the public, or press representatives, of recording, transmitting, video or similar apparatus into meetings of the Trust or Committee thereof. Such permission shall be granted only upon Resolution of the Trust.

4.18 Observers at Board of Directors' Meetings

4.18.1 The Board of Directors will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and address any of the Board of Directors' meetings and may change, alter or vary these terms and conditions as it deems fit.

4.19 Confidentiality

4.19.1 Governors, Directors, Officers or any employee or representative of the Trust in attendance at a private meeting or private part of any meeting, shall not reveal or disclose the contents of the papers, discussions or minutes of the items taken in private, outside the Board of Directors' meetings without the express permission of the Board of Directors and any such occurrence will be treated as a potential breach of the relevant Governor / Director Code of Conduct.

5 APPOINTMENT OF COMMITTEES AND SUBCOMMITTEES

5.1 Appointment of Committees

5.1.1 The Board of Directors may appoint committees of the Board of Directors comprising wholly of Directors.

5.1.2 The Board of Directors shall determine the membership and terms of reference of committees and subcommittees and shall, if it requires to, receive and consider reports of such committees.

5.2 Applicability of Standing Orders and Standing Financial Instructions to Committees

5.2.1 These Standing Orders and the Standing Financial Instructions of the Trust, as far as they are applicable, shall as appropriate apply to meetings and any committees established by the Trust including the Board of Directors. In which case the term "Chair" is to be read as a reference to the Chair of other committees as the context permits, and the term "member" is to be read as a reference to a member of other committees also as the context permits. (There is no requirement to hold meetings of committees established by the Trust in public.)

5.3 Terms of Reference

5.3.1 Each such committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board of Directors) as the Board of Directors shall decide and shall be in accordance with any legislation and regulation or direction issued by NHS England. Such terms of reference shall have effect as if incorporated into these Standing Orders.

5.4 Delegation of Powers by Committees to Subcommittees

5.4.1 Where committees are authorised to establish subcommittees, they may not delegate executive powers to the subcommittee unless expressly authorised by the Board of Directors.

5.5 Approval of Appointments to Committees

5.5.1 The Board of Directors shall approve the appointments to each of the committees which it has formally constituted.

5.6 Appointments for Statutory Functions

5.6.1 Where the Board of Directors is required to appoint persons to a committee and/or to undertake statutory functions as required by NHS England and where such appointments are to operate independently of the Board of Directors, such appointment shall be made in accordance with the regulations and directions laid down by NHS England.

5.7 Committees Established by the Board of Directors

5.7.1 The committees and subcommittees established by the Board of Directors are:

(a) Remuneration and Nomination Committee;

(b) Audit and Risk Committee;

(c) Quality and Patient Safety Committee;

(d) People and Organisational Development Committee;

(e) ~~Finance and~~ Performance and Finance Committee; and

(f) Charitable Funds Committee.

See terms of reference for the roles and responsibilities of committees.

5.7.2 In addition the Board of Directors will establish such other committees and sub-committees as it deems necessary to exercise its functions under Standing Order 3.6.

5.7.3 For the avoidance of doubt the terms of reference for such joint working groups of the Board of Directors and the Council of Governors will be agreed jointly by the Board of Directors and the Council of Governors.

5.7.4 The provisions of this Standing Order must be read in conjunction with Standing Order 3.6.

6 ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION

6.1 Delegation of Functions to Committees, Officers or Other Bodies

6.1.1 The Board of Directors may make arrangements for the exercise, on behalf of the Board of Directors, of any of its functions by a committee, or subcommittee appointed by virtue of Standing Order 5 or by an Executive Director, in each case subject to such restrictions and conditions as the Board of Directors thinks fit.

6.2 Emergency Powers and Urgent Decisions

6.2.1 The powers which the Board of Directors has reserved to itself within these Standing Orders (see Standing Order 3.7) may in emergency or for an urgent decision be exercised by the Chief Executive and the Chair after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and Chair shall be reported to the next formal meeting of the Board of Directors for formal ratification.

6.3 Delegation to Committees

6.3.1 The Board of Directors shall agree from time to time to the delegation of executive powers to be exercised by other committees, or subcommittees which it has formally constituted. The Constitution and terms of reference of these committees, or subcommittees and their specific executive powers shall be approved by the Board of Directors in respect of its subcommittees.

6.4 Delegation to Officers

6.4.1 Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to other committees or subcommittees shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions they will perform personally and shall nominate Officers to undertake the remaining functions for which they will still retain accountability to the Trust.

6.4.2 The Chief Executive shall prepare a Scheme of Delegation identifying their proposals which shall be considered and approved by the Board of Directors. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board of Directors.

6.4.3 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of Directors of the Director of Finance to provide information and advise the Board of Directors in accordance with statutory, Secretary of State or NHS England's requirements. Outside these statutory requirements, the roles of the Director of Finance shall be accountable to the Chief Executive for operational matters.

6.5 Schedule of Matters Reserved to the Trust and Scheme of Delegation of Powers

6.5.1 The arrangements made by the Board of Directors as set out in the "Schedule of Matters Reserved to the Board" and "Scheme of Delegation" of powers shall have effect as if incorporated in these Standing Orders.

6.6 Duty to Report Non-Compliance with Standing Orders and Standing Financial Instructions

6.6.1 If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance shall be reported to the next formal meeting of the Board of Directors for action or ratification. All Directors of the Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

7 OVERLAP WITH OTHER TRUST POLICY STATEMENTS/PROCEDURES, REGULATIONS AND THE STANDING FINANCIAL INSTRUCTIONS

7.1 Policy Statements: General Principles

7.1.1 The Board of Directors will from time to time agree and approve Policy statements/ procedures which will apply to all or specific groups of staff employed by the Trust. The decision to approve such policies and procedures will be recorded in an appropriate Board of Directors' Minute and will be deemed where appropriate to be an integral part of the Trust's Standing Orders and Standing Financial Instructions.

7.2 Specific Policy Statements

7.2.1 Notwithstanding the application of Standing Order 7.1 above, these Standing Orders and any Standing Financial Instructions must be read in conjunction with the following Policy statements:

(a) The Standards of Business Conduct Policy;

(b) The Staff Disciplinary and Appeals Procedures adopted by the Trust, both of which shall have effect as if incorporated in these Standing Orders.

7.3 Standing Financial Instructions

7.3.1 Standing Financial Instructions adopted by the Board of Directors in accordance with the relevant financial regulations shall have effect as if incorporated in these Standing Orders.

7.4 Specific Guidance

7.4.1 Notwithstanding the application of Standing Order 7.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following guidance and any other issued by the Secretary of State for Health or NHS England:

(a) Standards of Business Conduct Policy;

(b) Caldicott Guardian 2006;

(c) Human Rights Act 1998;

(d) Freedom of Information Act 2000.

8 DUTIES AND OBLIGATIONS OF BOARD OF DIRECTORS AND SENIOR MANAGERS UNDER THESE STANDING ORDERS

8.1 Declaration of Interests

8.1.1 **Requirements for Declaring Interests and Applicability to Board of Directors**

Board Directors shall declare interests which are pecuniary (which includes monetary) personal or family interests that they have and which are relevant to the Trust. All existing Board Directors should declare such interests. Any Board Director appointed subsequently should do so on appointment. A nil return should be submitted as such.

8.1.2 **Interests which should be declared pursuance to 8.1.1 above include:**

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

(b) Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.

(c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.

(d) A position of authority in a charity or Voluntary Organisation in the field of health and social care.

(e) Any connection with a voluntary or other organisation contracting for NHS Services.

(f) Any substantial or influential connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to lenders or banks.

(g) Any other commercial interest in the decision before the meeting.

(h) Research funding/grants that may be received by an individual or their department.

(i) Interests in pooled funds that are under separate management.

For the avoidance of doubt, any Director of the Board of Directors who comes to know that the Trust has entered into or proposes to enter into a contract in which they or any person connected with them (including those persons who are referred to in Standing Order 8.3 below and elsewhere) has any pecuniary interest, direct or indirect, the Director shall declare their interest by giving notice in writing of such fact to the Trust as soon as practicable. A nil return should be submitted as such.

8.1.3 **Advice on Interests**

If Directors have any doubt about the relevance of an interest, this should be discussed with the Chair of the Trust or with the Director of Governance.

Financial Reporting Standard No. 8 (issued by the Accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

8.1.4 **Publication of Declared Interests in Annual Report**

Board of Directors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's Annual Report. The information should be kept up to date for inclusion in succeeding Annual Reports.

8.1.5 **Conflicts of Interest which arise during the course of a Meeting**

During the course of a Board of Directors' meeting, if a conflict of interest is established, the Director concerned should withdraw from the meeting and play no part in the relevant discussion or decision. (See overlap with Standing Order 8.3.)

8.2 Register of Interests

8.2.1 The Chief Executive will ensure that a Register of Interests is established to formally record declarations of interests of Board or Committee Members. In particular, the Register will include details of all interests (as defined in Standing Order 8.1) which have been declared by both Executive and Non-Executive Directors.

8.2.2 These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve (12) months will be incorporated.

8.2.3 The Register will be available to the public during normal office hours and the Chief Executive will take reasonable steps to bring the existence of the Register to the attention of local residents and to publicise arrangements for viewing it during normal office hours.

8.3 Exclusion of Chair and Members in proceedings on account of Pecuniary Interest

8.3.1 **Definition of Terms used in interpreting "Pecuniary" Interest**

For the sake of clarity, the following definition of terms is to be used in interpreting Standing Orders:

(a) "Spouse" shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse);

(b) "Contract" shall include any proposed contract or other course of dealing.

(c) "Pecuniary Interest"

Subject to the exceptions set out in this Standing Order, a person shall be treated as having an indirect pecuniary interest in a contract if:

(i) they, or a nominee of theirs, is a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same, or

(ii) they are a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.

and in the case of family or close personal relationships the interest of one party shall, if known to the other, be deemed for the purposes of these Standing Orders to be also an interest of the other.

(d) Exception to Pecuniary Interests

A person shall not be regarded as having a pecuniary interest in any contract if:

(i) neither they or any person connected with them has any beneficial interest in the securities of a company of which they or such person appears as a member, or

(ii) any interest that they or any person connected with them may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence them in relation to considering or voting on that contract, or

(iii) those securities of any company in which they (or any person connected with them) has a beneficial interest do not exceed £5,000 in nominal value or one percent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less.

Provided, however, that where Paragraph (iii) above applies, the person shall nevertheless be obliged to disclose/declare their interest in accordance with Standing Order 8.1.2.

8.3.2 **Exclusion in Proceedings of the Board of Directors**

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

(b) NHS England may, subject to such conditions as it thinks fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to it in the interests of the National Health Service that the disability should be removed.

(c) The Board of Directors may exclude the Chair or a Director of the Board from a meeting of the Board of Directors while any contract, proposed contract or other matter in which they have a pecuniary interest is under consideration.

(d) Any remuneration, compensation or allowance payable to the Chair or a Director shall not be treated as pecuniary interest for the purpose of this Standing Order.

(e) This Standing Order applies to a committee or subcommittee and to a joint committee or subcommittee as it applies to the Trust and applies to a member of any such committee or subcommittee (whether or not they are also a Director of the Trust) as it applies to a Director of the Trust.

8.4 Standards of Business Conduct

8.4.1 **Trust Policy and National Guidance**

All Trust staff and members of the Board of Directors must comply with the Trust's Standards of Business Conduct Policy (see Standing Order 7.2).

8.4.2 **Interests of Officers in Contracts**

(a) Any Officer or employee of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which they or any person connected with them (as defined in Standing Order 8.3) has any pecuniary interest, direct or indirect, the Officer shall declare their interest by giving notice in writing of such fact to the Chief Executive or Director of Governance as soon as practicable.

(b) An Officer should also declare to the Chief Executive any other employment or business or other relationship of theirs, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.

(c) The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.

8.4.3 **Canvassing of and Recommendations by Members in relation to Appointments**

(a) Canvassing of Directors of the Trust or of any committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.

(b) Directors of the Trust shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph of this Standing Order shall not preclude a Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

8.4.4 **Relatives of Directors or Officers**

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

(b) The Chair and every Director and Officer of the Trust shall disclose to the Board of Directors any relationship between themselves and a candidate of whose candidature that Director or Officer is aware. It shall be the duty of the Chief Executive to report to the Board of Directors any such disclosure made.

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

(d) Where the relationship to a Director of the Trust is disclosed, the Standing Order headed "Disability of Chair and Directors in proceedings on account of pecuniary interest" (Standing Order 8) shall apply.

9 CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS

9.1 Custody of Seal

The common seal of the Trust shall be kept in a secure place by the Director of Governance.

9.2 Sealing of Documents

Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two (2) Executive Directors or an Executive Director and the Chair duly authorised by a Resolution of the Board or of a Committee of the Board (where the Board has delegated its power) and shall be attested by them.

9.3 Register of Sealing

The Chief Executive shall keep a register in which they or another manager of the Trust authorised by them, shall enter a record of the sealing of every document.

9.4 Signature of Documents

Where any document will be a necessary step in legal proceedings on behalf of the Trust it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or any Executive Director.

In land transactions, the signing of certain supporting documentation will be delegated to managers and set out clearly in the Scheme of Delegation but will not include the main or principal documents effecting the transfer (e.g., sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed).

10 RESOLUTION OF DISPUTES WITH THE COUNCIL OF GOVERNORS

10.1 Should a dispute arise between the Council of Governors and the Board of Directors, then the disputes resolution procedure set out below should be followed.

10.2 The Chair, or Deputy Chair or Senior Independent Director (if the dispute involves the Chair) as appropriate, shall first endeavour through discussion with Governors and Directors or appropriate representatives of them, to achieve the earliest possible conclusion to resolve the matter to the reasonable satisfaction of both parties.

10.3 Failing resolution under Standing Order 10.2 above, then the Board of Directors or the Council of Governors, as appropriate, shall at its next formal meeting approve the precise wording of a Disputes Statement setting out clearly and concisely the issue or issues giving rise to the dispute.

10.4 The Chair, or Deputy Chair or Senior Independent Director (if the dispute involves the Chair) as appropriate, shall ensure that the Disputes Statement, without amendment or abbreviation in any way, shall be an agenda item and agenda paper at the next formal meeting of the Board of Directors or the Council of Governors as appropriate. That meeting shall agree the precise wording of a Response to Disputes Statement.

10.5 The Chair, or Deputy Chair or Senior Independent Director (if the dispute involves the Chair) as appropriate, shall immediately, or as soon as is practical, communicate the outcome to the other party and deliver the written Response to Disputes Statement. If the matter remains unresolved or only partially resolved then the procedure outlined in Standing Order 10.2 above shall be repeated.

10.6 If, in the opinion of the Chair, or Deputy Chair or Senior Independent Director (if the dispute involves the Chair) as appropriate, and following the further discussions prescribed in Standing Order 10.2, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chair, or Deputy Chair or Senior Independent Director (if the dispute involves the Chair) as appropriate, as the case may be, there is no prospect of a resolution (partial or otherwise), then they shall advise the Council of Governors and the Board of Directors accordingly.

10.7 On the satisfactory completion of this disputes process the Board of Directors shall implement the agreed changes.

10.8 On the unsatisfactory completion of this disputes process the view of the Board of Directors shall prevail.

10.9 Nothing in this procedure shall prevent the Council of Governors, if it so desires, from informing NHS England that, in the Council of Governors' opinion, the Board of Directors has not responded constructively to concerns of the Council of Governors and that the Trust is not meeting the conditions of its licence.

ANNEX 7 – ANNUAL MEMBERS' MEETING

(Paragraph 10.2)

The Chair shall be the final authority on the interpretation of these Standing Orders for the purpose of the Annual Members' Meeting (on which he shall be advised by the Group Chief Executive and the Secretary.

1 ATTENDANCE

Each member shall be entitled to attend an Annual Members' Meeting.

2 MEETINGS IN PUBLIC

2.1 Annual Members' meetings are open to all members of the Trust, Governors and Directors, representatives of the auditor, and to members of the public subject to the provisions in paragraph 2.2 below:

2.2 The Chair may exclude any member of the public from an Annual Members' Meeting if he is interfering with or preventing the reasonable conduct of the meeting.

2.3 Annual Members' Meetings shall be held annually at such times and places as the Chair may determine.

2.4 All members' meetings other than Annual Members' Meetings are called Special Members' Meetings.

3 NOTICE OF MEETINGS

3.1 All members' meetings are to be convened by the Secretary by order of the Council of Governors.

3.2 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 his behalf, shall be served upon every member, the Board of Directors, Council of Governors and to the auditor at least 14 clear days before the meeting and posted on the Trust's website and displayed at its headquarters.

3.3 The notice shall state whether the meeting is:

3.3.1 an annual or special members' meeting;

3.3.2 give the time, date and place of the meeting; and

3.3.3 indicate the business to be dealt with at the meeting.

3.4 The Annual Report and Accounts shall be circulated to Governors and published on the website at the earliest and appropriate opportunity. Copies of the Annual Report and Accounts shall be sent to any member upon written request to the Secretary and shall be available for inspection by a member free of charge at the place of the meeting.

4 SETTING THE AGENDA

The Chair shall determine the agenda for Annual Members' Meetings which must include the business required by the 2006 Act.

5 CHAIR OF ANNUAL MEMBERS' MEETINGS

The Chair of the Foundation Trust, or in their absence the Deputy Chair of the Board of Directors, shall act as Chair. If neither the Chair or the Deputy Chair of the Board of Directors is present, the members of the Council of Governors present shall elect one of their number to be Chair and if there is only one Governor present and willing to act they shall be Chair of the Annual Members' Meeting.

6 CHAIR'S RULING

Statements of members made at Annual Members' Meetings shall be relevant to the matter under discussion at that time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be final.

7 VOTING

7.1 Decisions at meetings shall be determined by a majority of the votes of the members present and voting. In the case of any equality of votes, the person presiding shall have a second or casting vote.

7.2 Where appropriate, the Trust may make arrangements for members to vote by post, or (except with regard to elections to the Council of Governors, which are subject to Annex 4) by using electronic communications.

7.3 All decisions 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.

7.4 In such circumstances when a member is absent member proxy voting will not be allowed at any time.

7.5 Every member present and every member who has voted by post or using electronic communications is to have one vote.

8 SUSPENSION OF STANDING ORDERS

8.1 Except where this would contravene any statutory provision, any one or more of these standing orders may be suspended at an Annual Members' Meeting, provided that a majority of members' present vote in favour of their suspension.

8.2 A decision to suspend the standing orders shall be recorded in the minutes of the meeting.

8.3 A separate record of matters discussed during the suspension of the standing orders shall be made and shall be available to the members.

8.4 No formal business may be transacted while the standing orders are suspended.

8.5 The Trust's Audit and Risk Committee shall review every decision to suspend the standing orders.

9 MINUTES

9.1 The minutes of the proceedings of an Annual Members' Meeting shall be drawn up and maintained as a public record. They will be submitted to the Council of Governors for agreement.

9.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded.

9.3 The result of any vote will be declared by the Chair and entered in the minute book. The minute book will be conclusive evidence of the result of the vote.

9.4 The minutes of an Annual Members' Meeting shall be made available to the public on the Trust's website.

10 QUORUM

10.1 Before a Members' Meeting can do business there must be a quorum present. Except where this constitution says otherwise, a quorum is 20 members present.

10.2 If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council of Governors determine. 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.

10.3 A resolution put to the vote at a members' meeting shall be decided upon by a show of hands unless a poll is requested by the Chair of the meeting.

East Suffolk and North Essex NHS Foundation Trust

Council of Governors

Date of meeting:	27 March 2025
Report Title:	Council of Governors' elections 2025
Executive/NED Lead:	George Chalkias, Director of Governance
Report author(s):	Ann Filby, Trust Secretary

☐ **Approval** ☐ **Discussion** ☑ **Information** ☐ **Assurance**

Executive summary

Election requirements are defined in the Trust's Constitution including terms of service, requirements to stand at election and responsibilities included for the role. A governor may serve a maximum of three terms or a sustained period of nine years, whichever comes first. An individual term is subject to the conditions of the election process agreed prior to the election. Some governors reach the end of their term of office on 31 October 2025.

An external agency is appointed to run the elections to allow for a fair and impartial process. There are no fixed guidelines for the duration of an election. These have to be assessed by the external agency, taking into account the size of the membership, amount of seats vacant, if it is likely to be contested and extenuating factors that may not be considered by the Trust. Discussions are underway with election providers to confirm who will support the Trust this year.

The general principle is that an optimum time for an election process would exceed 12 weeks. Below are the stages that demonstrate opportunity to nominate, elect and induct new governors elected to the Council.

1. **Last Day for Publication of Notice of Election**: No other actions may take place before this is done
2. **Deadline for receipt of nominations**: There will be a declaration of the nominations of those intending to stand following the closing of the nomination window
3. **Publication of Statement of Nominations**
4. **Deadline for candidate withdrawals:** This will be a short window
5. **Notice of Poll/Issue of ballot packs**: Ballot papers will be distributed to the respective members of their class and constituency
6. **Close of Poll:** At a specific date and time
7. **Count and Declaration of Result**: The following 24 hours
8. **Start of term**: The newly elected governors will then be given the opportunity to be inducted into their role.

Detailed planning has begun to plan for the 11 vacancies to be filled in the Public Constituency and two vacancies in the Staff Constituency. It is likely that the elections will operate slightly earlier than usual to enable completion prior to Epic go live on 2 October 2025. The Council will be kept updated on progress once the timetable has been confirmed.

The detail of those seats to be vacated is provided overleaf.

Recommendation to the Council

The Council of Governors is invited to note the update.

Council of Governors terms of office[i] July 2024 – 35 governors, chaired by Trust Chair[1]

Public Governors (18) – 5 vacancies

	Constituencies to become County of Essex and County of Suffolk if Trust Constitution approved by Council and Board of Directors	**Number of seats for election 2025**
Colchester (4)		
Caroline Bowden*	Term 2 to 31 October 2025	1
David Guest	Term 1 to 30 June 2024; Term 2, 1 July 2024 to 30 June 2027	
Jane Hadlow	Term 1, 1 July 2024 to 30 June 2027	
Ben Paites	Term 1, 1 July 2024 to 30 June 2027	
Rest of Essex (5)		
Tom Harrison	Term 1, 1 July 2024 to 30 June 2027	4 (3 vacancies)
Martin Nixon*	Term 1, 1 November 2022 to 31 October 2025	
Vacant		
Vacant		
Vacant		
Ipswich (4)		
Paul Gaffney	Term 1, 1 July 2024 to 30 June 2027 (previously served)	3 (2 vacancies)
Tim Newton*	Term 2, 1 November 2022 to 31 October 2025	
Vacant		
Vacant		
Rest of Suffolk (5)		
John Alborough**	Term 3, 1 November 2022 to 31 October 2025	3
Peter Coleman*	Term 1, 1 November 2022 to 31 October 2025	
Verity Jolly	Term 1, 1 July 2024 to 30 June 2027	
Gillian Orves**	Term 2 to 30 June 2024; Term 3, 1 July 2024 to 30 June 2027	
Helen Rose** (Lead Governor)	Term 3, 1 November 2022 to 31 October 2025	

Staff governors (7)

		Number of seats for election 2025
ESNEFT		2
Roger Blake	Term 1, 1 July 2024 to 30 June 2027	
Isaac Ferneyhough**	Term 2 to 30 June 2024; Term 3, 1 July 2024 to 30 June 2027	
Light Onyekachi	Term 1, 1 July 2024 to 30 June 2027	
Andrew Taylor	Term 1, 1 July 2024 to 30 June 2027	
Allison Weston**	Term 2 from 6 December 2022 to 30 June 2024 (took vacant post; also served to 31 October 2022) Term 3, 1 July 2024 to 30 June 2027	
Colchester and Essex	Elected to this constituency pre staff constituency change 1/24	
Pride Mukungurutse*	Term 2, 1 November 2022 to 31 October 2025	
Ipswich and Suffolk	Elected to this constituency pre staff constituency change 1/24	
Abhijit Bose*	Term 1, 1 November 2022 to 31 October 2025	

***Seat to be vacated – governor can seek re-election**

****Seat to be vacated – governor at term limit**

[1] The Health Act 2006, Schedule 7, as amended by The Health and Social Care Act 2012, specifies: The constitution must provide for the chairman of the corporation or (in his absence) another person to preside at meetings of the council of governors (the Deputy Chair)

[i] Extract of Trust Constitution, November 2023

14 Council of Governors - Tenure

14.1 An Elected Governor may hold office for a period of up to three (3) years.

14.2 An Elected Governor shall cease to hold office if they cease to be a member of the constituency or class by which they were elected.

14.3 A Governor shall be eligible for re-election or re-appointment as appropriate at the end of their term.

14.4 An Elected Governor may not hold office for more than three terms or a maximum of nine consecutive years, whichever is the shorter in duration, and shall not be eligible for re-election if re-election would result in him exceeding maximum term during his term of office.

14.5 An Appointed Governor may hold office for a period of up to three years.

14.6 An Appointed Governor may not hold office for more than three terms or a maximum of nine consecutive years, whichever is the shorter in duration, and shall not be eligible for re-appointment if re-appointment would result in exceeding the maximum term during his term of office.

14.7 The nine-year period and the elected Governor's current term includes any time that the elected governor has served as an elected governor for both the Trust and Colchester Hospital University NHS Foundation Trust prior to the Transaction Date.

14.8 Where a person has been elected or appointed to be a Governor and becomes disqualified or is removed from office under paragraph 15 of the Constitution, that person shall notify the Director of Governance in writing of such disqualification and/or (as the case may be), removal as soon as is practicable and, in any event, within fourteen (14) days of first becoming aware of those matters which rendered that person disqualified or removed.

14.9 An Appointed Governor shall cease to hold office if the Sponsoring Organisation of that Governor withdraws its appointment or sponsorship of that Governor or any such appointing body ceases to exist and there is no successor in title to its business.

14.10 Notwithstanding paragraph 14.4, any individual may stand for re-election or re-appointment as a Governor provided that a period of two (2) years has passed since the end of that individual's previous maximum term as Governor (three consecutive terms or seven consecutive years, whichever is the shorter in duration).

14.11 A person may not stand for election as a Governor or be appointed as a Governor in accordance with clause 11 if their tenure as a Governor was terminated following a breach of the Governors' Code of Conduct or other rules relating to the Governors or Council of Governors as determined by the Council of Governors.

East Suffolk and North Essex NHS Foundation Trust

Council of Governors

Date of meeting:	27 March 2025
Report Title:	Deputy Lead Governor election
Executive/NED Lead:	George Chalkias, Director of Governance
Report author(s):	Ann Filby, Trust Secretary
Previously considered by:	N/A

☑ **Approval** ☐ **Discussion** ☐ **Information** ☐ **Assurance**

Executive summary

There is a regulatory expectation that each Foundation Trust will have a Lead Governor in place to support any necessary communication between regulators and the Council. For this Trust, relevant provisions have been placed in the Standing Orders for the practice and procedure of the Council of Governors.

At the Council held on 3 December 2024, the appointment of a Deputy Lead Governor and the selection process was approved. The primary purpose of a Deputy Lead Governor is to support the Lead Governor in the discharge of their duties as requested. In the event the Lead Governor is unavailable for a period, a Deputy Lead Governor would act as the designated point of contact between the Council of Governors and NHS England and would discharge the role of Acting Lead Governor.

The selection process

Under the Standing Orders of the Council of Governors, Governors were invited to select one of their number to serve as the Deputy Lead Governor. One expression of interest was received, from Caroline Bowden, Public Governor. The Council was advised of the outcome on 10 January 2025 and were provided with Caroline's election statement.

Caroline Bowden is now confirmed as the Deputy Lead Governor until the end of her term of office on 31 October 2025. Caroline is eligible to seek a final three year term of office from 1 November.

Action Required of the Council

The Council of Governors is invited to confirm Caroline Bowden in the role of Deputy Lead Governor until 31 October 2025.

East Suffolk and North Essex NHS Foundation Trust

Council of Governors

Date of meeting:	27 March 2025
Report Title:	2025/26 Council and Committee meetings
Executive/NED Lead:	George Chalkias, Director of Governance
Report author(s):	Ann Filby, Trust Secretary
Previously considered by:	N/A

☑ **Approval** ☐ **Discussion** ☐ **Information** ☐ **Assurance**

Executive summary

The meetings now confirmed for the Council of Governors and its Committees are presented for information.

Additional training and development sessions will be scheduled later in the year as part of the Council induction. Development sessions are also being rearranged covering external audit and the Trust Charity.

Governors are reminded of the importance of taking the opportunity to observe Board Committees if these have been allocated and working together to ensure a governor presence at every meeting.

Action Required of the Council

The Council of Governors is invited to note the meetings taking place in 2025/26.

East Suffolk and North Essex NHS Foundation Trust

Council of Governor Meetings and development sessions 2025/26

When	What & Where (Council of Governors, Board of Directors held in person; committees virtually on MS Teams unless stated)	Required Attendees/update (Board Committees require one or two governors in accordance with Terms of Reference, three may be identified to ensure attendance)
Wednesday 2 April 2025 15:00-16:00	EY External Audit Briefing to Governors	All
Tuesday 22 April 2025 14:00-15:00	Charitable Funds Committee	Peter Coleman John Alborough Additional appointed governor to be added once vacancies filled
Wednesday 23 April 2025 09:30-12:30	Performance and Finance Committee	Caroline Bowden David Guest Paul Gaffney
Thursday 24 April 2025 09:30-12:30	Quality and Patient Safety Committee	Gill Orves Jude Omniyi Roger Blake
Thursday 1 May 2025 09:30-16:00	Board in Public. Colchester Rugby Club	Governors are encouraged to attend as many Board meetings as they wish to, ideally at least one in the first year. A link to the papers will be sent once published on the Trust website
Tuesday 6 May 2025 09:30-12:00	Audit and Risk Committee	Andrew Taylor David Guest Tom Harrison
Wednesday 7 May 2025 14:30-16:00	Council's Membership and Engagement Working Group	Governors outside of the Group membership are welcome to attend. Request to attend to be sent to Chair of the Group.
Thursday 8 May 2025 09:30-11:00	Quality and Patient Safety Committee – Deep Dive	Gill Orves Jude Omniyi Roger Blake
Thursday 15 May 2025 14:00-16:30	People and Organisational Development Committee	Pride Mukungurutse Ben Paites Jane Hadlow
Tuesday 20 May 2025 14:00-16:30	Charitable Funds Committee	Peter Coleman John Alborough Additional appointed governor to be added once vacancies filled
Wednesday 21 May 2025 09:30-12:30	Performance and Finance Committee	Caroline Bowden David Guest Paul Gaffney

When	What & Where (Council of Governors, Board of Directors held in person; committees virtually on MS Teams unless stated)	Required Attendees/update (Board Committees require one or two governors in accordance with Terms of Reference, three may be identified to ensure attendance)
Thursday 22 May 2025 11:30-13:00	Informal Council of Governors meeting with Chair	All
Thursday 22 May 2025 13:00-13:30	Colchester and Ipswich Chairty Governor presentation	All
Wednesday 11 June 2025 15:00-16:30	Council's Appointments and Performance Committee	To be arranged directly with Council agreed Committee members
Tuesday 17 June 2025 14:00-15:00	Charitable Funds Committee	Peter Coleman John Alborough Additional appointed governor to be added once vacancies filled
Tuesday 24 June 2025 09:30-12:30	Audit and Risk Committee	Andrew Taylor David Guest Tom Harrison
Wednesday 25 June 2025 09:30-12:30	Performance and Finance Committee	Caroline Bowden David Guest Paul Gaffney
Wednesday 25 June 2025 14:30-17:30	Council of Governors. Daniel Room, Kingsland Church and Community Centre	All
Thursday 26 June 2025 10:00-13:00	Quality and Patient Safety Committee	Gill Orves Jude Omniyi Roger Blake
Thursday 3 July 2025 09:30-16:00	Board in Public. Kesgrave Conference Centre	Governors are encouraged to attend as many Board meetings as they wish to, ideally at least one in the first year. A link to the papers will be sent once published on the Trust website
Thursday 17 July 2025 09:30-12:30	People and Organisational Development Committee	Pride Mukungurutse Ben Paites Jane Hadlow
Tuesday 22 July 2025 14:00-16:30	Charitable Funds Committee	Peter Coleman John Alborough Additional appointed governor to be added once vacancies filled
Wednesday 30 July 2025 09:30-12:30	Performance and Finance Committee	Caroline Bowden David Guest Paul Gaffney
Wednesday 13 August 2025 14:30-16:00	Council's Membership and Engagement Working Group	Governors outside of the Group membership are welcome to attend. Request to attend to be sent to Chair of the Group.
Thursday 21 August 2025 09:30-12:30	Quality and Patient Safety Committee	Gill Orves Jude Omniyi Roger Blake
Wednesday 27 August 2025 09:30-12:30	Performance and Finance Committee	Caroline Bowden David Guest

When	What & Where (Council of Governors, Board of Directors held in person; committees virtually on MS Teams unless stated)	Required Attendees/update (Board Committees require one or two governors in accordance with Terms of Reference, three may be identified to ensure attendance)
		Paul Gaffney
Thursday 28 August 2025 11:30-13:00	Informal Council of Governors meeting with Chair	All
Tuesday 2 September 2025 09:30-12:30	Audit and Risk Committee	Andrew Taylor David Guest Tom Harrison
Thursday 4 September 2025 09:30-16:00	Board in Public, Colchester Rugby Club	Governors are encouraged to attend as many Board meetings as they wish to, ideally at least one in the first year. A link to the papers will be sent once published on the Trust website
Thursday 11 September 2025 09:30-12:30	People and Organisational Development Committee	Pride Mukungurutse Ben Paites Jane Hadlow
Tuesday 23 September 2025 14:00-16:30	Charitable Funds Committee	Peter Coleman John Alborough Additional appointed governor to be added once vacancies filled
Wednesday 24 September 2025 09:30-12:30	Performance and Finance Committee	Caroline Bowden David Guest Paul Gaffney
Thursday 25 September 2025 14:00-17:00	Council of Governors. Orwell Room, Kesgrave Community and Conference Centre	All
New Council (post-election)		
Wednesday 15 October 2025 14:30-16:00	Council's Membership and Engagement Working Group. F2F. Location tbc	Governors outside of the Group membership are welcome to attend. Request to attend to be sent to Chair of the Group.
Tuesday 21 October 2025 14:00-15:00	Charitable Funds Committee	
Wednesday 29 October 2025 09:30-12:30	Performance and Finance Committee	
Thursday 30 October 2025 09:30-12:30	Quality and Patient Safety Committee	
Tuesday 4 November 2025 09:30-12:30	Audit and Risk Committee	
Wednesday 5 November 2025 09:00-17:00	Council Induction, location tbc	All
Thursday 6 November 2025 09:30-16:00	Board in Public, Kesgrave Conference Centre	Governors are encouraged to attend as many Board meetings as they wish to, ideally at least one in the first year. A link to the papers will be sent once published on the Trust website
Wednesday 12 November 2025	Annual General Meeting/Annual Members' Meeting	All governors – presentation of the Annual Report and Accounts, a requirement to hold

When	What & Where (Council of Governors, Board of Directors held in person; committees virtually on MS Teams unless stated)	Required Attendees/update (Board Committees require one or two governors in accordance with Terms of Reference, three may be identified to ensure attendance)
Tbc	Tbc	this as soon as possible once report laid before Parliament and published – ideally prior to 30 September (requires 20 members to meet quorum)
Thursday 13 November 2025 09:30-12:30	People and Organisational Development Committee	
Thursday 20 November 2025 09:30-11:00	Quality and Patient Safety Committee – Deep Dive	
Tuesday 25 November 2025 14:00-16:30	Charitable Funds Committee	
Wednesday 26 November 2025 09:30-12:30	Performance and Finance Committee	
Thursday 27 November 2025 11:30-13:00	Informal Council of Governors meeting with Chair	All
Wednesday 10 December 2025 14:00-17:00	Council of Governors. Daniel Room, Kingsland Church Community Centre	All
Tuesday 16 December 2025 14:00-15:00	Charitable Funds Committee	
Wednesday 17 December 2025 09:30-12:30	Performance and Finance Committee	
Thursday 18 December 2025 09:30-12:30	Quality and Patient Safety Committee	
Thursday 8 January 2026 09:30-16:00	Board in Public. Colchester Rugby Club	Governors are encouraged to attend as many Board meetings as they wish to, ideally at least one in the first year. A link to the papers will be sent once published on the Trust website
Tuesday 13 January 2026 09:30-12:30	Audit and Risk Committee	
Thursday 15 January 2026 09:30-12:30	People and Organisational Development Committee	
Wednesday 21 January 2026 15:00-16:30	Council's Appointments and Performance Committee	To be arranged directly with Council agreed committee members
Thursday 22 January 2026 09:30-11:00	Quality and Patient Safety Committee – Deep Dive	
Tuesday 27 January 2026 14:00-16:30	Charitable Funds Committee	
Wednesday 28 January 2026 09:30-12:30	Performance and Finance Committee	
Thursday 12 February 2026 11:30-13:00	Informal Council of Governors meeting with Chair	All
Wednesday 18 February 2026 14:30-16:00	Council's Membership and Engagement Working Group	Governors outside of the Group membership are welcome to attend. Request to attend to be sent to Chair of the Group.
Tuesday 24 February 2026 14:00-15:00	Charitable Funds Committee	
Wednesday 25 February 2026 09:30-12:30	Performance and Finance Committee	

When	What & Where (Council of Governors, Board of Directors held in person; committees virtually on MS Teams unless stated)	Required Attendees/update (Board Committees require one or two governors in accordance with Terms of Reference, three may be identified to ensure attendance)
Thursday 26 February 2026 09:30-12:30	Quality and Patient Safety Committee	
Thursday 5 March 2026 09:30-16:00	Board in Public, Kesgrave Community Centre	Governors are encouraged to attend as many Board meetings as they wish to, ideally at least one in the first year. A link to the papers will be sent once published on the Trust website
Tuesday 10 March 2026 09:30-12:30	Audit and Risk Committee	
Wednesday 11 March 2026 14:00-17:00	Council of Governors. Orwell Room, Kesgrave Community and Conference Centre	All
Thursday 12 March 2026 09:30-12:30	People and Organisational Development Committee	
Tuesday 17 March 2026 14:00-16:30	Charitable Funds Committee	
Wednesday 18 March 2026 09:30-12:30	Performance and Finance Committee	
Thursday 19 March 2026 09:30-11:00	Quality and Patient Safety Committee – Deep Dive	

East Suffolk and North Essex NHS Foundation Trust

Council of Governors

Date of meeting:	27 March 2025
Report Title:	Chair and Non-Executive Director performance reviews 2024/25
Executive/NED Lead:	Helen Taylor, Trust Chair Richard Spencer, Senior Independent Director George Chalkias, Director of Governance
Report author(s):	Ann Filby, Trust Secretary

☑ **Approval** ☐ **Discussion** ☐ **Information** ☐ **Assurance**

Executive summary

The Appointments and Performance Committee at its meeting on 14 January 2025 considered the full timetable and revised process to undertake the reviews for 2024/25. Last year was the first aligned with the Leadership Competency Framework (LCF) published in February 2024. Individuals were required to undertake a full self-assessment against the LCF, and a range of stakeholders were asked to participate in both the Chair and Non-Executive Director reviews.

A Board member appraisal framework was due for publication in the autumn 2024[1] and at the time of writing this paper was still expected to be published imminently. The appraisal form has been revised, and further changes will be made as required once this guidance is available. The form continues to include an equality, diversity and inclusion (EDI) objective to meet the requirement of the NHS EDI improvement plan and high impact actions.

With the departure of the Trust Chair, and an Interim Chair in place from 1 April for a period of between six and 12 months, the process to be undertaken this year will be slightly different.

While there is no statutory duty on the Trust to carry out a mid-year appraisal of the Chair, the Senior Independent Director working with the Lead Governor kindly offered to support this informal process in order to promote good governance, continue to support the Trust Chair as she reaches the end of her term of office, and to ensure that her wealth of insight and organisational knowledge was not lost with her departure. A final review is being undertaken during March, and Board members and Governors have been asked for feedback, prior to a short appraisal document being completed.

The Senior Independent Director will lead on setting the objectives for the Interim Chair, involving Board members, the Integrated Care Board Chair and the NHS England Regional Director.

The Trust Chair has undertaken mid-year reviews of Non-Executive Directors' performance and to review progress against objectives. The Interim Chair will meet with individuals during April to combine the appraisals and objective setting with setting expectations for the interim period. Given that a full assessment against the LCF was undertaken last year, it will not be repeated this year although individuals will be asked to consider the changes they would make.

The outcome of the reviews will be presented to the Council's Committee in June and to the Council in private on 25 June for performance ratings to be ratified, prior to the outcome being submitted in accordance with regulatory guidance.

Action Required of the Council

The Council is invited to **approve** the Committee's recommendation to progress the 2024/25 reviews in accordance with latest guidance.

[1] February 2024: NHS Leadership Competency Framework for board members, NHSE published a revised chair appraisal framework, and has committed to publishing a new board member appraisal framework this autumn

East Suffolk and North Essex NHS Foundation Trust

Council of Governors

Date of meeting:	27 March 2024
Report Title:	Membership and Engagement Working Group
Executive/NED Lead:	George Chalkias, Director of Governance
Report author(s):	Ann Filby, Trust Secretary Martin Nixon, Public Governor, Group Chair

☐ **Approval** ☐ **Discussion** ☑ **Information** ☐ **Assurance**

Executive summary

An update is provided from the most recent Membership and Engagement Working Group meeting which took place on 15 January 2025, with six governors in attendance. The rolling action plan is updated after every meeting, detailing the actions required to meet the priorities as agreed by Council in September 2023. Progress is being made in the following areas:

- ESNEFT Life's winter edition included an article on the Council and the engagement that took place in both Colchester and Ipswich Hospitals during December. This was focussed on It's Ok to Ask, and the support we could offer to help patients understand more about their care and how to better manage their illness or condition. Feedback was provided on the themes from the responses received to date. The support required for governors to engage in their communities was being considered further by the Lead Governor, reflecting on the learning from these events.
- The engagement form for governors to provide their feedback was to be revised by the end of January. This was drafted and discussed at the Council development day on 12 February 2025.
- Get Involved, the e-newsletter, had been finalised for release. Dates have been confirmed for the remaining issues in 2025.
- A questionnaire was approved to be sent to each governor for response by the end of January, to underpin future newsletter content.
- A first draft statement regarding meeting the accessible information standard required some further work to ensure that it was accessible for all.
- Staff governors were continuing to engage with staff and to feed this into Council discussion, although further work was required on the content and format of internal communications.
- The format of the first health talk on diabetes care was discussed at length to enable a date to be secured. An outline plan is in place for two in person meetings, one in Ipswich and one in Colchester. Consultant support and availability is currently being secured.
- The topics were agreed for inclusion in the next quarterly briefing for governors.
- The next meeting of the working group takes place on 7 May 2025.

Action Required of the Council

The Council is invited to note the Membership and Engagement Working Group Update.

EpicEPR Update to Council of Governors

Date 27.03.2025

EPR Programme Team update

About EpicEPR

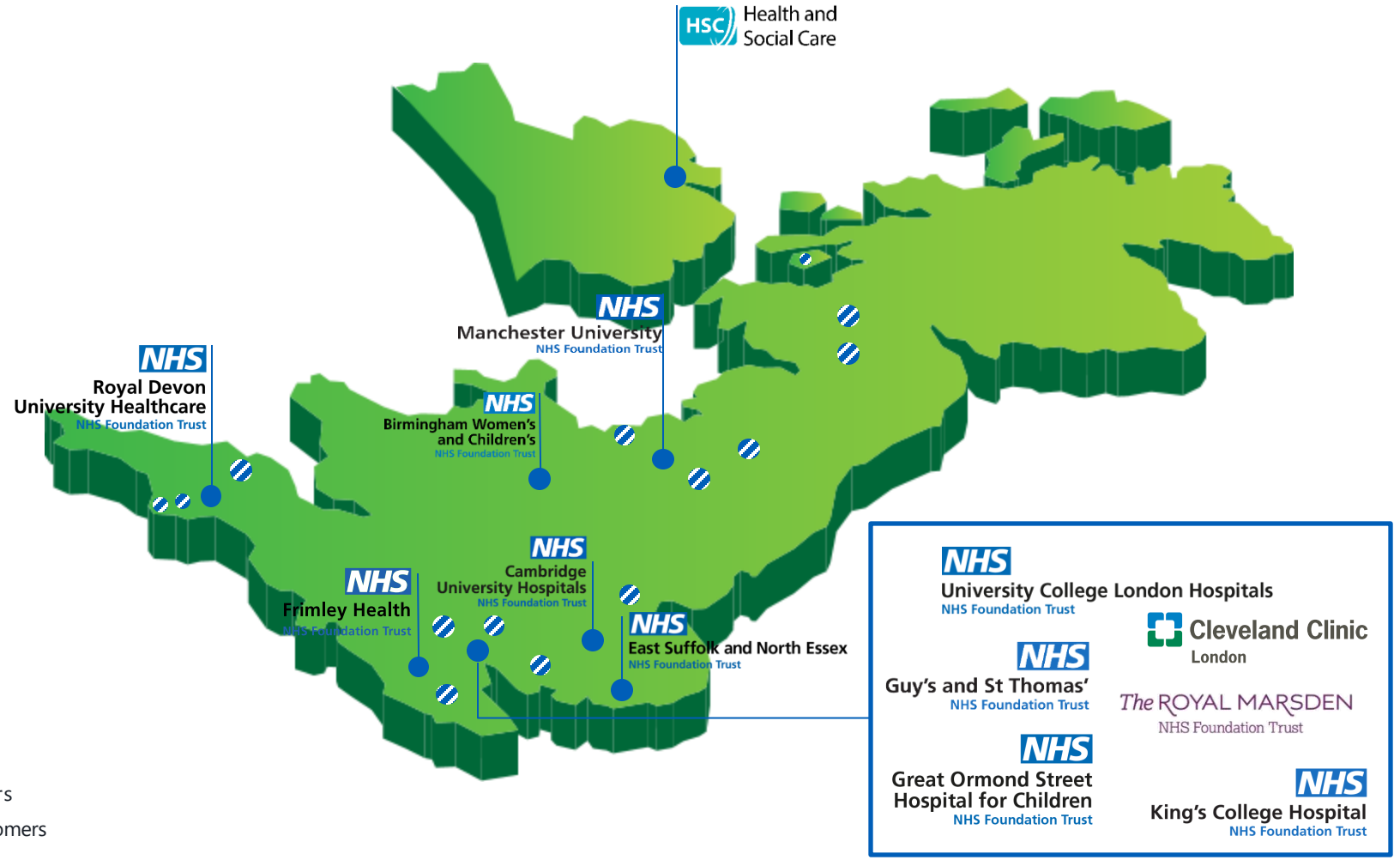
East Suffolk and North Essex NHS Foundation Trust

- The biggest single change that ESNEFT has ever seen
- Single electronic patient record and single processes across acute and community hospital services
- Replacing existing systems and paper records
- Supporting more timely communication between clinicians
- Safer care through consistent information and built-in alerting
- Better patient experience through MyChart
- Will be used across ESNEFT in all acute services from 2 October

Epic EPR

United Kingdom community

NHS
East Suffolk and North Essex
NHS Foundation Trust



Epic EPR

One system supporting our staff to provide high quality, safe care to every patient: time matters

United Kingdom Epic Community Members

- Cleveland Clinic London
- HSC Health and Social Care in Northern Ireland
- The Royal Marsden NHS Foundation Trust
- Cambridge University Hospitals NHS Foundation Trust
- University College London Hospitals NHS Foundation Trust
- Birmingham Women's and Children's NHS Foundation Trust
- Royal National Orthopaedic Hospital NHS Trust
- Frimley Health NHS Foundation Trust
- Great Ormond Street Hospital for Children NHS Foundation Trust
- University Hospitals Plymouth NHS Trust
- Torbay and South Devon NHS Foundation Trust
- Royal Devon University Healthcare NHS Foundation Trust
- East Suffolk and North Essex NHS Foundation Trust
- Manchester University NHS Foundation Trust
- King's College Hospital NHS Foundation Trust
- Guy's and St Thomas' NHS Foundation Trust

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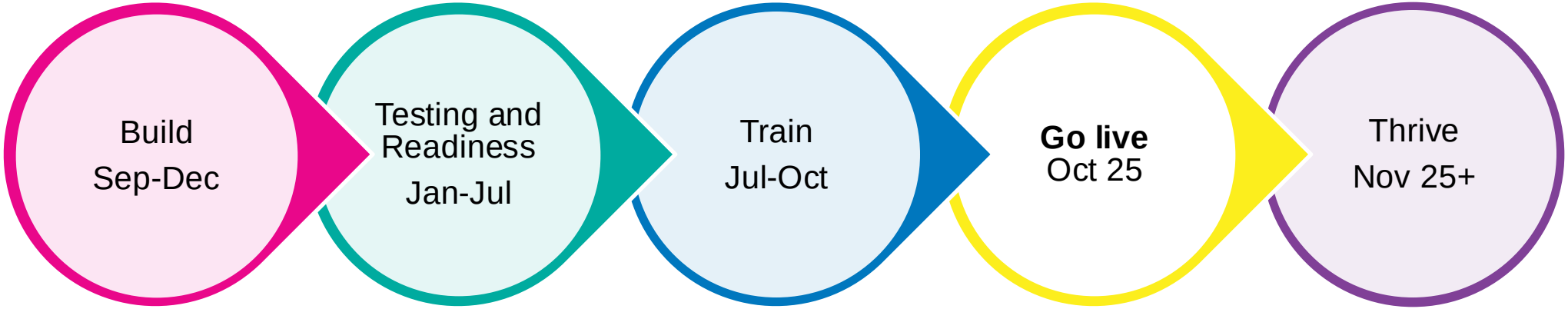
Current progress

East Suffolk and North Essex NHS Foundation Trust



Benefits for patients

Improved Access to Health Information:

- Real-time access to medical records through MyChart
- Enhanced communication with healthcare providers

Better Care Coordination:

- Integration of patient data across different care settings
- Reduced duplication of tests and procedures
- Appointment reminders to address DNA’s

Enhanced Safety and Quality of Care:

- Reduction in medication errors
- Standardised care pathways

MyChart

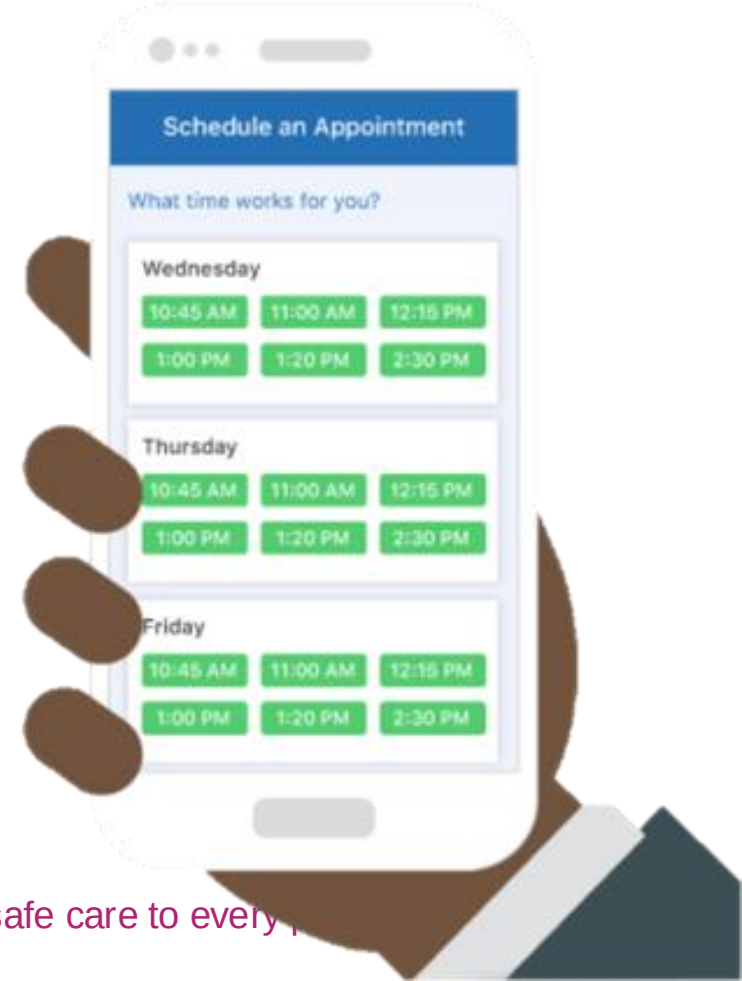
MyChart by Epic

NHS
East Suffolk and North Essex
NHS Foundation Trust

- The Epic MyChart app and website lets patients securely access parts their health record, giving them more visibility and control over their care. We are not forcing patients to use MyChart.

- MyChart is used by the rest of the UK Epic Community

- Key features include:
  - Appointment scheduling and open scheduling
  - Short notice cancellation appointments
  - Results
  - Video visits
  - Clinician to patient messaging
  - Visibility of correspondence



Epic EPR

Working with people

East Suffolk and North Essex NHS Foundation Trust

- The biggest single programme of staff engagement and involvement ever undertaken as ESNEFT - Involved over 1,000 ESNEFT staff in the design and development of our EpicEPR since June
- Our EpicEPR Ambassadors will work to communicate the impacts of the project with their teams – 10% of our organisation will be Ambassadors
- This is a primarily staff-focused approach because patients should only feel benefits, rather than changes, however patients and their representative have been involved in MyChart
- EpicEPR Education supports staff to understand the change ahead of go-live

Level 1
What's different and why
April-July

Level 2
How EpicEPR works
July-October

Level 3
practice and familiarisation
Aug-Oct

Epic EPR

One system supporting our staff to provide high quality, safe care to every patient: time matters

Supporting the “Left Shift”

East Suffolk and North Essex NHS Foundation Trust

EpicEPR supports integrated, patient-centred, efficient healthcare

MyChart

Allows individuals to access their health records, communicate with healthcare providers, and manage appointments.

Empowers patients to take an active role in their healthcare, aligning with the focus on self-care and preventive measures

Care Everywhere

Facilitates the sharing of patient information across different healthcare systems, ensuring continuity of care and better coordination among providers

EpicCare Ambulatory

Supports outpatient care by providing tools for managing patient visits, documentation, and follow-up care.

Enhances efficiency and helps in delivering integrated care

Other supporting tools

Telehealth and remote monitoring capabilities

Virtual consultations and follow-ups

Home-based care plans and self-management

EPR

One system supporting our staff to provide high quality, safe care to every patient: time matters

Continuity of Care with our partners

East Suffolk and North Essex NHS Foundation Trust

Epic integrates patient records across different care settings, ensuring that all healthcare providers have access to the same up-to-date information. This improves coordination and continuity of care, especially for patients with complex needs.

EpicCare Link:

- Piloting secure portal for sharing patient information with external providers – two GP practices from October
- Real-time access to patient records, test results, and referral statuses

EpicCare Everywhere

- Exchanges patient information with other UK Community Epic sites
- Including Addenbrookes, GOSH, Royal Marsden, UCLH

NHS
East Suffolk and North Essex
NHS Foundation Trust

Questions?