

COUNCIL OF GOVERNORS

Tuesday 15th January 2019

1.30 – 2.30pm
Governor Pre-Meeting

2.30 – 3.00pm
Networking Session

3.00 – 5.30pm
Council of Governors Meeting

Business Continuity Room, Rikenel

Our Core Values

Seeing from a service user perspective

Excelling and improving

Responsive

Valuing and respectful

Inclusive, open and honest

Can do

Efficient, effective, economic and equitable

Council of Governors Meeting

Tuesday 15th January 2019 at 3.00 – 5.30pm
In the Business Continuity Room, Rikenel, Gloucester

AGENDA

Item	Time	Title and Purpose	Reference
1	3.00	Welcome and Apologies	Verbal
2		Declaration of Interests	Verbal
3		Minutes of the Previous Meetings <ul style="list-style-type: none"> Council Meeting - 8 November 2018 	Paper A
4	3.05	Matters Arising, Action Points and Meeting Evaluation Form	Paper B
Service Focussed Presentations and Information Sharing			
5	3.10	IAPT Services Presentation	Presentation
6	3.30	Chief Executive's Report	Paper C
7	3.45	Chair's Report	Paper D
Formal Business			
8	3.50	Changes to the Trust Constitution	Paper E
9	3.55	Changes to Standing Orders	Paper F
Holding to Account			
10	4.00	Feedback from Governor Observation at Board Committees* <ul style="list-style-type: none"> MH Legislation Scrutiny Committee – 14 November Delivery Committee – 28 November Development Committee – 12 December Governance Committee – 21 December (*Committee meetings that have taken place since the last Council meeting)	Verbal
Membership and Governor Involvement			
11	4.10	Membership Data Report	Paper G
12	4.15	Governor Engagement Opportunities 2019	Paper H
13	4.20	Items for Discussion from Governor Pre-Meeting	Verbal
14	4.25	Governor Activity	Verbal
Any other Business			
15	4.30	Any other business	Verbal
16		Date of Next Meetings Please see overleaf	Verbal

CLOSED SESSION MEETING

17	4.35	Minutes of the Previous Meetings <ul style="list-style-type: none"> Council Meeting - 8 November 2018 Extraordinary Council Meeting – 13 December 2018 	Paper I1 (c) Paper I2 (c)
18	4.40	Herefordshire Services Update	Verbal
19	4.55	Joint Working with Gloucestershire Care Services <ul style="list-style-type: none"> NHSI Feedback on Strategic Case Transformation Planning Update 	Paper J (c)
20	5.25	Any other business	

Meeting Dates 2019

Council of Governor Meetings

Business Continuity Room, Trust HQ, Rikenel		
Date	Governor Pre-meeting	Council Meeting
2019		
Tuesday 15 January	1.30 – 2.30pm	3.00 – 5.30pm
Thursday 14 March	9.00 – 10.00am	10.30 – 1.00pm
Tuesday 14 May	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 11 July	1.30 – 2.30pm	3.00 – 5.30pm
Tuesday 10 September	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 14 November	9.00 – 10.00am	10.30 – 1.00pm

Public Board Meetings

2019		
Wednesday 30 January	10.30 – 1.00pm	Business Continuity Room, Rikenel
Wednesday 27 March	10.00 – 1.00pm	Business Continuity Room, Rikenel
Wednesday 29 May	10.00 – 1.00pm	The Kindle Centre, Hereford
Wednesday 31 July	10.00 – 1.00pm	Business Continuity Room, Rikenel
Wednesday 25 September	10.00 – 1.00pm	Business Continuity Room, Rikenel

Nominations and Remuneration Committee Meetings *(Committee Members only)*

2019		
Tuesday 5 March	4.00 – 5.30pm	EJC
Tuesday 7 May	4.00 – 5.30pm	EJC
Tuesday 2 July	4.00 – 5.30pm	EJC
Tuesday 3 September	4.00 – 5.30pm	EJC
Tuesday 5 November	4.00 – 5.30pm	EJC

TEAM CHARTER

This Team Charter is collectively agreed by Governors, Non-Executive Directors and Executive Directors. Our aim is everything we do is aligned to the Trust's purpose of "Making Life Better". Our actions, attitudes and behaviours will support the Trust's vision "To be the Provider and Employer of choice delivering sustainable, high quality, cost effective, inclusive services" and will be in line with Trust values described below.

Trust Values	We will
Seeing from a service user's perspective	We will work collectively "making life better" through ensuring the views of our service users and carers are represented in improving our services.
Excelling and improving	We will all take responsibility for this organisation and for working together. We will celebrate success and maximise best practice. We will ensure that debates, conversations and decisions benefit from both an expert and non-expert perspective.
Responsive	We will accept actions and targets and deliver on them individually and collectively in a timely manner. We will learn from our experiences. We will be flexible and adaptable.
Valuing and respectful	We will value differences and show respect to all those with whom we work and have contact. We will say what we feel openly and directly, and use language that demonstrates respect for other peoples' views. We will resolve conflict with sensitivity. We will respect rules of confidentiality.
Inclusive, open and honest	We all have a responsibility to bring our views and experiences to debates, and we will demonstrate that each person's views have equal value. We will encourage others to speak, we will listen to understand and be informed. We will give praise openly and publicly. Our feedback will be honest and delivered with courtesy and sensitivity.
Can do	We will always try to problem solve. We will be proactive, positive and look for opportunities and innovations. We are open and willing to change position and compromise.
Efficient, effective, economic and equitable	We will appropriately plan and prepare for events and meetings to make best use of our time and the time of others. We will check and challenge our own and others understanding in a timely and appropriate manner to enable the work of the Council of Governors and the Trust to be effective.

The Role of Governors

NHS Foundation Trusts share all the same values, quality and safety standards as NHS Trusts, but they are 'owned' by their members who elect a Council of Governors to represent the views of members, patients, staff, partner organisations and the public.

This means that the Council of Governors is an important link between our local communities and staff, and the Trust Board, which has the responsibility of running the organisation and preparing the Trust's strategy. The Council of Governors works alongside the Trust's Board of Directors to help local communities and staff have a greater say in the strategic direction of the Trust, and how services are developed and delivered by the Trust.

The main roles of Council of Governors as set out by the Government are to:

- Represent the interests of the people within their constituency or partner organisation, report feedback on our services and, wherever possible, how they could be improved.
- Hold Non-Executive Directors to account for the Board's performance.

In²gether, the Council of Governors fulfils these roles by:

- Meeting with service users, carers, members and the public in their local community or staff group, to listen to their experiences and ideas and to provide feedback to the Trust, especially if a particular issue is seen as a trend.
- Commenting for the membership on the Board's strategic direction and annual planning, before it is finalised.
- Participating in Trust initiatives to inform local communities, partner organisations and staff about the Trust's plans, and celebrate achievements.
- Questioning the Non-Executive Directors about the performance and effectiveness of the Board and its Committees.
- Conducting formal business such as:
 - Appointing and, if appropriate, removing the Trust Chair and the Non-Executive Directors.
 - Having a say in the appointment of the Chief Executive.
 - Approving the appraisal process for the Chair and Non-Executive Directors.
 - Appointing and, if appropriate, removing the Trust's External Auditors.
 - Receiving the Trust's annual report and accounts (once these have been laid before Parliament) in order to understand the Trust's performance.
 - Approving major transactions such as acquisitions, mergers or large tenders.

2GETHER NHS FOUNDATION TRUST

COUNCIL OF GOVERNORS MEETING

THURSDAY 8 NOVEMBER 2018

BUSINESS CONTINUITY ROOM, RIKENEL, GLOUCESTER

PRESENT:

Ingrid Barker (Chair)	Rob Blagden	Vic Godding
Jan Furniaux	Alison Feher	Bren McInerney
Anneka Rose	Cherry Newton	Miles Goodwin
Hilary Bowen	Carole Allaway-Martin	Nic Matthews
Said Hansdot	Katie Clark	Jo Smith
Mervyn Dawe	Kate Atkinson	

IN ATTENDANCE: Anna Hilditch, Assistant Trust Secretary
Andrew Lee, Director of Finance
John McIlveen, Trust Secretary
Kate Nelmes, Head of Communication
Nikki Richardson, Non-Executive Director
Paul Roberts, Joint Chief Executive
Neil Savage, Joint Director of HR and Organisational Development
John Trevains, Director of Quality
Jonathan Vickers, Non-Executive Director

1. WELCOMES AND APOLOGIES

1.1 Apologies for the meeting had been received from Stephen McDonnell, Graham Adams, Xin Zhao, Ann Elias, Mike Scott, Faisal Khan, Lawrence Fielder and Jenny Bartlett.

2. DECLARATION OF INTERESTS

2.1 There were no new declarations of interest.

3. COUNCIL OF GOVERNOR MINUTES

3.1 The minutes of the Council meeting held on 11 September 2018 were agreed as a correct record.

4. MATTERS ARISING AND ACTION POINTS

4.1 The Council reviewed the actions arising from the previous meeting and noted that these were now complete or progressing to plan.

4.2 Bren McInerney had volunteered to take on the vacant Governor Observer role at the Trust's Development Committee. It was agreed that further information about time commitments, the observer role and future meeting dates for the Development Committee would be shared with Bren following the meeting.

ACTION: Further information about time commitments, the Governor observer role and future meeting dates for the Development Committee would be shared with Bren McInerney

- 4.3 The Council noted that a collated meeting evaluation form had not been included in the papers for this meeting. Only one completed feedback form had been received following the last meeting. All Governors were encouraged to complete the feedback forms at the end of each meeting and return these to Anna Hilditch.

ACTION: All Governors were encouraged to complete the evaluation feedback forms at the end of each Council meeting and return these to Anna Hilditch.

- 4.4 The one piece of feedback that had been received following the September meeting was from Cherry Newton and had related to the limited time allocated on the agenda for discussions about Herefordshire developments. Anna Hilditch advised that this feedback had been taken on board and all future Council agendas would now include an allocated and timed slot for Herefordshire discussions.

5. CHIEF EXECUTIVE'S REPORT

- 5.1 Paul Roberts presented his report to the Council, highlighting a number of key areas for the Governors to note.

Strategic Case update

- 5.2 The Boards of both 2gether and GCS met at the end of September to review and endorse the Strategic Case, which has now been submitted to NHS Improvement. NHS Improvement will examine the Strategic Case in some detail and we hope that by November will have given us their views on the strength of the case, which will then lead us into the next stage of the programme – preparation and submission of the Full Business Case.

Values Programme

- 5.3 We successfully held our 'Values Week' workshops during the week of the 22nd to 26th October where we welcomed over 1700 colleagues and over 40 people who use our services. These sessions were a crucial part of hearing from our colleagues about the things that enable them to do their best work and how these should be reflected in our shared values and behaviours going forward. By the same token, colleagues were able to describe those things which get in the way of them doing their best work and we need take note of these and ensure these are 'designed out' of the merged organisation. All of the feedback given within these sessions is being collated and will be fed back to us later in the month. We are also seeking post event feedback from colleagues and from those who use our services. It is envisaged that it will take longer than planned to analyse all of the data received and we therefore propose to delay any further sessions until February 2019.
- 5.4 Paul Roberts informed the Council that this had been and continues to be a hugely ambitious piece of work but it is built on the recognition that getting the culture right for the new organisation is absolutely critical in setting the solid foundation for transforming services. Governors would continue to be kept updated with progress.

- 5.5 Bren McInerney agreed that the focus on values was key and he was therefore very pleased to see how much work and effort had gone in to recognising this and the need to get the culture of the new organisation right from the off set.

Naming the New Organisation

- 5.6 Going into Values Week, we also made a commitment to colleagues that we would engage with them on the subject of choosing a name for our new merged Trust. All colleagues have been invited to participate, including Governors. Whilst we recognise that there are limitations determining the choice of a name we believe that engaging colleagues in that choice is important and we will carefully consider all suggestions before returning with some recommendations.

Tea Party Celebrates Trust Volunteers

- 5.7 Paul Roberts reported that he had attended the sixth annual tea party recognising the enormous contribution of 2gether volunteers and experts by experience. The event included the presentation of certificates to many volunteers, as well as the Trust's experts by experience – people who use their own personal experience of mental illness or learning disability to act as advisors.
- 5.8 The tea party was a fantastic celebration and an opportunity for us to pay tribute to everything our volunteers and experts by experience do for our Trust and the communities we serve. They bring so much expertise, energy and knowledge to us and richly enhance the life of our Trust and our services.

2gether Rated Above National Average in PLACE Assessment

- 5.9 Our latest Patient Led Assessment of the Care Environment (PLACE) results put us above the national average for mental health and learning disability settings in all of the six domains for the first time since PLACE began in 2013. The 2018 assessments took place between April and May this year. PLACE are self-assessments carried out by local volunteers who go into hospitals as part of a team. The teams assess how well the environment supports a number of non-clinical aspects of the premises identified as important by patients and the public. These aspects are known as domains: privacy and dignity, food, cleanliness, general building maintenance, and how well the needs of patients with dementia and disabilities are met.
- 5.10 Paul Roberts said that 2gether was really proud of these results as they demonstrate the great care and attention we pay to providing high quality, therapeutic facilities for our service users. We cannot underestimate the impact this has on the experience people receive while being cared for by our Trust.
- 5.11 A query was raised as to how Governors could get involved with future PLACE assessments. It was noted that Healthwatch Gloucestershire and Healthwatch Herefordshire were the lead partners in undertaking the PLACE assessments for 2gether this year. Healthwatch provided "patient assessors" who made up a minimum of 50% of the inspection team with a minimum of two patient assessors on each inspection. Further information for Governors on how to get involved or interested in becoming a patient assessor is available via the following link.
<https://digital.nhs.uk/data-and-information/areas-of-interest/estates-and-facilities/patient-led-assessments-of-the-care-environment-place>

6. KPMG EXTERNAL AUDIT – REVIEW OF THE YEAR 2017/18

- 6.1 The Council welcomed Duncan Laird and Chantelle Cheney to the meeting who were in attendance to present the KPMG External Audit Review of the Year 2017/18. This review was broken down into the following sections:
- Headlines from our work
 - Financial Statements
 - Use of Resources
 - Quality Report
- 6.2 Duncan Laird reported that the Trust had received unqualified/clean results for all audits undertaken which was excellent.
- 6.3 Cherry Newton made reference to the audit of the Quality Account, in particular to the Governor selected Local Indicator: Personalised discharge planning. The report noted that “there were some inconsistencies” and it was queried what these inconsistencies related to. Duncan Laird advised that some people calculated data daily, some people weekly and some monthly. The end point was the same; however, it was agreed that this process could work better and this had therefore been picked up as a recommendation for action for next year.
- 6.4 Rob Blagden said it was important for Governors to get assurance that the Trust’s NEDs were assured by the audit report and results. Those NEDs present at the meeting all agreed that the Trust Board, including the NEDs received very good oversight of the Trust’s finances, with bi-monthly detailed reports received at Board meetings, and verbal briefings received at the Delivery Committee.
- 6.5 Rob Blagden asked whether the 2g Board would also receive the GCS finance reports. Andrew Lee informed the Council that 2gether had received and reviewed the GCS report and accounts as part of the financial due diligence work taking place as part of the merger. This includes accounts for the previous 5 years.
- 6.6 The Council thanked Duncan and Chantelle for attending the meeting, and the positive outcome of this years’ audits was noted.

7. OVERSEAS VISITORS - PRESENTATION

- 7.1 The Council welcomed Nikki Taylor to the meeting who had been invited to attend and provide a more detailed presentation to the Council on the process of charging for overseas visitors/patients.
- 7.2 From 23 October 2017 all Trusts are required to put in place a cost recovery process to identify and recover costs incurred by overseas patients and to appoint an Overseas Visitors Manager (OVM). Regardless of age, sex, gender, religion or race the Trust is duty-bound to ask everyone where they have been resident in the last six months.
- 7.3 What this means for 2gether:
- ALL Overseas patients need to be recorded regardless of whether they are charged

- It is a legal obligation of the NHS to determine whether a person is an overseas visitor or whether they are exempt
 - Using documents provided by the patient we can reclaim costs of care from other European countries
 - If a patient has paid the Health Surcharge, no funds are reclaimable and patients are treated at our expense (annual fee of £200 per adult, £150 per child)
- 7.4 Overseas Visitors at 2gether to date:
- Since the guidelines were put in place, we have identified approximately 65 patients who are from Overseas
 - More patients are being flagged as systems of identifying them are being established, and as staff are becoming more aware
 - The care those patients received since this time is approx. £230,000 and increasing
 - Not all patients are chargeable, for example those that have paid the Health Surcharge or Asylum Seekers – however, we do still need to report on them
- 7.5 Refugees and Asylum Seekers:
- In Gloucestershire and Herefordshire we have a high number of Asylum Seekers and Refugees
 - A small number of these have overstayed their visas and no longer have a 'Valid Right to Remain'
 - Overseas Visitors Guidelines advise that these patients are chargeable for their treatment
 - Although we know that these patients are unable to pay for their treatment, we are still obliged to raise an invoice for their care
- 7.6 Nikki Taylor informed the Council that the Trust always considered clinical presentation of patients before charging/issuing an invoice. There had been one recent case of a patient seen by the perinatal MH service and it had been agreed that the issuing of an invoice would be detrimental to their health. The current NHSE Guidance on Overseas Visitors was produced initially for Acute Trusts. 2g is part of a forum run by NHSI, tasked with refreshing the guidance for Mental Health and we have started to submit case studies to this forum. The recent perinatal service case was submitted as one of these case studies to make it clear how the charging process would work in mental health services.
- 7.7 The Governors thanked Nikki for attending and providing this briefing. Nikki assured the Governors that this was still a relatively new process; however, no patient had been denied treatment at any point, and this was very important to be aware of.

8. MEMBERSHIP DATA REPORT AND MEMBERSHIP DRIVE UPDATE

- 8.1 A short-life working group has been formed and will first meet on 14 November, specifically to focus on increasing membership among people who use the services of Gloucestershire Care Services NHS Trust. When our two Trusts join in the summer of 2019, it will be important to ensure that our membership is representative of people with an interest in the work of both Trusts. Therefore, this will become the focus of increasing attention in the coming months and a specific recruitment plan will be actioned.

- 8.2 Some work has already been taking place, including social media activity and membership materials being made available at GCS events and in waiting areas. We are also working with Healthwatch Gloucestershire, Healthwatch Herefordshire and other stakeholders such as Carers Gloucestershire, Gloucestershire Young Carers and the VCS Alliance to promote membership more widely to their networks. This has resulted in some new members joining, including colleagues from GCS. When our two Trusts combine, those GCS colleagues will need to be removed from the public membership database as they will then be automatically counted within the staff constituency.
- 8.3 In line with our membership priorities, agreed at the Council of Governors and Board in May, in general we are focussing on increasing membership in Herefordshire and the Cotswolds, and among men, younger people (under 21s) and members of the Black and Minority Ethnic Community. Bren McInerney noted the importance of engaging more with younger people around membership. He added that Gloucester FM radio focussed on specific topics and he suggested that he could speak to his contacts there to ask them to consider a focus on mental health and membership.

ACTION: Bren McInerney to speak to his contacts at Gloucester FM radio to ask them to consider a focus on mental health and membership.

- 8.4 The Trust continues to promote membership at events, via social media and through the Trust website. Governors have supported a range of membership and engagement events in recent months. These include the Barton and Tredworth Cultural Fayre and the Gloucestershire Police Open Day. These two events attracted more than 80 new Trust members. Our Social Inclusion Team continues to promote membership at the wide range of events they attend with our partners and stakeholders and we have also recently recruited a membership volunteer to assist with membership promotion.
- 8.5 A query was raised as to when the next Membership Advisory Group meeting would be taking place. Kate Nelmes agreed to circulate any future planned dates for this Group to Governors to enable them to attend.

ACTION: Kate Nelmes to circulate future planned dates for the Membership Advisory Group to Governors to enable them to attend

9. FEEDBACK FROM GOVERNOR OBSERVATION AT BOARD COMMITTEES

- 9.1 A number of Board and Board Committee meetings had taken place since the Council of Governors last met in September 2018 and Governors had been present in an observation capacity at some of these meetings.
- Delivery Committee – 27 September and 24 October
Kate Atkinson had attended the September Committee meeting. She said that she had written up and submitted some questions that she wanted a response to following this meeting. It was agreed that this would be chased up.

- Development Committee – 17 October
Said Hansdot had attended this Committee meeting and said that it had been a good, well run meeting.
- Governance Committee – 26 October
Vic Godding and Jo Smith had attended this Committee meeting. Both agreed that the meeting was well chaired, but that time was always a struggle as there was so much business to get through in the 2 hours allocated. Anna Hilditch advised that this had been considered and Governance Committee meetings for 2019 had been re-scheduled for 3 hours to accommodate this going forward.
- Audit Committee – 7 November
Mike Scott had attended this meeting and said that he felt very assured by the business conducted. The chairing had been effective and challenging and there had been clear monitoring of previously agreed actions.

10. GOVERNOR ACTIVITY

- 10.1 Vic Godding said that he attended the Trust's Stakeholder Committee, along with Miles Goodwin. He suggested that it would be useful to share a briefing on the role of the Stakeholder Committee, and any presentations received at the meeting with all Governors for information.

ACTION: Governors to receive a briefing on the role of the Stakeholder Committee, and any presentations received at the meeting would be shared with all Governors for information.

- 10.2 Cherry Newton and Miles Goodwin had attended a recent Healthwatch Herefordshire meeting where the Letter of Hope was discussed. Cherry had also attended one of the values week sessions.
- 10.3 Jo Smith said that she had attended the Police Open Day in September to help man a membership information stand. She advised that this was a great event and was also a great way for Governors to meet members of the public. She said that she would encourage all Governors to consider attending such events when they are set up during the year.
- 10.4 The Governors noted that Healthwatch Herefordshire would be setting up a new MH Forum.

11. ANY OTHER BUSINESS

- 11.1 There was no other business.

12. DATE OF NEXT MEETING

Business Continuity Room, Trust HQ, Rikenel		
Date	Governor Pre-meeting	Council Meeting
2019		
Tuesday 15 January	1.30 – 2.30pm	3.00 – 5.00pm
Thursday 14 March	9.00 – 10.00am	10.30 – 12.30pm
Tuesday 14 May	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 11 July	1.30 – 2.30pm	3.00 – 5.00pm
Tuesday 10 September	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 14 November	9.00 – 10.00am	10.30 – 12.30pm

Council of Governors Action Points

Item	Action	Lead	Progress
8 November 2018			
4.2	Further information about time commitments, the Governor observer role and future meeting dates for the Development Committee would be shared with Bren McInerney	Anna Hilditch	Complete
4.3	All Governors were encouraged to complete the evaluation feedback forms at the end of each Council meeting and return these to Anna Hilditch.	ALL GOVERNORS	Complete
8.3	Bren McInerney to speak to his contacts at Gloucester FM radio to ask them to consider a focus on mental health and membership.	Bren McInerney	
8.5	Kate Nelmes to circulate future planned dates for the Membership Advisory Group to Governors to enable them to attend	Kate Nelmes	Complete Wednesday 6 March 2019 at 11.00 – 1.00 in the Resource Room, Stonebow Unit, Hereford (Any Governors wishing to attend should advise Kate Nelmes in advance)
10.1	Governors to receive a briefing on the role of the Stakeholder Committee, and any presentations received at the meeting would be shared with all Governors for information.	Kate Nelmes / Lauren Edwards	

2gether NHS Foundation Trust
EVALUATION OF COUNCIL OF GOVERNORS MEETINGS

Name... 12 Governors.....

Date of Meeting ...8 November 2018.....

Please tick as appropriate:		Yes	No	Partial	N/A
Seeing from a service user's perspective					
1.	Did we consider relevant topics from a service user perspective? <i>If no, describe what we missed:</i>	8		4	
Excelling and improving					
2.	Did we hear both expert and non-expert perspectives in our meeting? <i>If no, please describe what we could have done to ensure other perspectives were heard:</i>	11		1	
Responsive					
3.	Did we deliver on any targets or actions that were due? <ul style="list-style-type: none"> More on health inequalities 	10		2	
Valuing and Respectful					
4.	Did the language we use demonstrate respect for others? <ul style="list-style-type: none"> Don't always use language that layman would understand 	11		1	
Inclusive, open and honest					
5.	Were the conversations at the pre-meeting open, inclusive and non-judgmental about the topics on the Council's agenda? <i>If no, what needs to be different:</i>	11		1	
6.	Did you feel able to contribute to debate and decision making at the Council of Governors meeting? <i>If not please explain what prevented you from doing so:</i> <ul style="list-style-type: none"> I feel that we are overrun by information 	11	1		
Can do					
7.	Did we identify opportunities and innovations? <i>If we should have done but didn't, say what stopped us:</i>	10		1	1
Efficient, effective, economic and equitable					
8.	Did the agenda and papers arrive in plenty of time? (at least 4 working days before the meeting) <ul style="list-style-type: none"> Paper copy arrived promptly 	12			
9.	Were the agenda and papers i) Concise? ii) Informative? iii) Easy to follow? iv) At an appropriate level of detail?	12			

	Please tick as appropriate:	Yes	No	Partial	N/A
	v) Clearly state the recommendations? <ul style="list-style-type: none"> Yellow paper with clear black print very accessible 				
10.	Were reports / papers presented concisely and succinctly?	11		1	
11.	Please list any reports which did not meet the above aims: <ul style="list-style-type: none"> Use of acronyms – External audit presentation 				
12.	Please list any reports you found particularly helpful and say why: <ul style="list-style-type: none"> Overseas visitors Merger information KPMG – Necessary review CEO Report – very important Joint working update - vital 				
13.	Were the items submitted to Council appropriate for the discussion / decision making?	11		1	
14.	Was the right amount of time spent debating the right issues? <i>If no, and too much time was spent debating a particular issue, which one?</i>	11	1		
15.	Were you clear about the facts, evidence, or points of view that were used to enable the Council of Governors to make decisions? <i>If no, how could we make this clearer:</i>	11	1		
16.	Did the Council receive clear, well-thought through advice from Trust staff or Board members? <i>If not please indicate any areas where you would have liked more support/ advice/clarification:</i>	10	1	1	

Please amplify your answers or provide any other comments/concerns/future agenda items or training/development needs or ideas to improve the Council (please continue on back if necessary).

Best Aspect of Meeting:	Worst Aspect of Meeting:
<ul style="list-style-type: none"> Presentation of Overseas visitors Well chaired All input valued and welcomed Time keeping good Opportunity to ask questions More values week sessions proposed for Herefordshire staff Joint working update – this was well presented and values were openly discussed. Good questioning from Governors Good chairing – main meeting and pre-meeting 	<ul style="list-style-type: none"> Not enough time to discuss Herefordshire properly Meeting overran slightly Too many items on the agenda?

Agenda Item 6

Enclosure

Paper C

Report to: Council of Governors – 15 January 2019
Author: Paul Roberts, Joint CEO
Presented by: Paul Roberts, Joint CEO

SUBJECT: CHIEF EXECUTIVE’S REPORT

Can this report be discussed at a public meeting?	Yes
If not, explain why	

This Report is provided for:			
Decision	Endorsement	Assurance	Information

1. MERGER UPDATE

The process of recruitment for Non-Executive Directors for our shadow Board has now been completed and our Executive Directors will be selected following discussion groups and interviews w/c 14th January. The Shadow Board will then oversee the merger (alongside our two current Boards) until complete; the Shadow Board will then become the Board of the new organisation. Once Executive Directors have been appointed, they will be in a position to design their portfolios and the services and teams that sit within them in consultation with colleagues and partners.

We have now received formal feedback from NHS Improvement on our Strategic Case, which was submitted in September. The feedback we have received has been very positive and Governors will receive a more detailed update on this in the closed part of our meeting later today.

Trust Name

Colleagues are keen to know what our new Trust is going to be called following the merger. Following engagement with colleagues during Values Week, we are now engaging with the public members of 2gether and will then be able to prepare a shortlist. That shortlist will be shared with NHS England, who will advise on the suitability of our chosen name(s), and we will then also consult with our closest partners, such as the acute trusts, CCGs and Healthwatch.

Finally, we will be able to propose the new name to our Council of Governors, who will make the final decision on whether to change the constitution of 2gether to incorporate the suggested new name. We hope that the Council will discuss this and come to their conclusion in March.

Corporate Services Co-location

Colleagues will be aware that we are now in the process of co-locating many of the corporate services of each Trust. This has coincided with a need to urgently relocate some of the operational services of GCS (from Finlay Road), alongside the aim of

ensuring that GCS clinical teams are increasingly managed from bases within localities.

The move of the 2gether Executive Team, to enable renovation at Rikenel which will allow colleagues from Finlay Road to move in there, has meant that the registered address for 2gether is now Edward Jenner Court, and our stakeholders, suppliers and partners are either in the process of being notified or have been notified.

2. LOCAL NEWS

2.1 CQC Patient Survey Results

The CQC's National Community Mental Health Patient Survey Results 2018 for 2gether's services in Herefordshire and Gloucestershire were published at the end of November. Details of the results are available on the CQC website at www.cqc.org.uk/provider/RTQ/survey/6

Once again, service users have rated the care provided through 2gether's services in the top 20% of mental health services in England. In 5 out of the 11 sections of the survey we score 'Better' than 80% of other Trusts who took part. These results represent a further improvement when compared to our results from last year's patient feedback in the same survey. The results are a testament to the expert and dedicated effort that colleagues are making to understand need, involve and respond well to people who use our services and their carers.

We will, of course, all want to continue with our developments so that we strive for outstanding care in all that we do.

2.2 2gether Helps Secure £5m to Improve Mental Health Support for School Children in Gloucestershire

2gether NHS Foundation Trust has been working with partners NHS Gloucestershire Clinical Commissioning Group, Gloucestershire County Council and local charity TIC+ to submit the county's bid to secure funding. The funding will be used to set up four Mental Health Support Teams in a number of schools across the county, including primary, secondary, special schools and other settings. Gloucestershire is one of only a handful of areas in the country to be successful.

The teams will be staffed by a combination of experienced, qualified counsellors working alongside NHS staff; the balance of skills, experience and training within the teams will be flexible in order to meet the specific needs of the children in each type of school.

The teams will focus on improving the resilience of students in schools, providing early support to prevent issues from escalating. They will also identify children and young people who need more specialist help and ensure they receive the support they need.

Some funds will also be put towards reducing the length of time young people wait for treatment, following a referral to specialist mental health services.

Making things better for children and young people with mental health problems is one of the top priorities. We have talked to young people a lot over the past few years, and it is really important that young people can find the support they need to help them cope when things are tough. The new teams will work within schools to identify children who need emotional support and ensure that they receive this. They

will also work with staff and parents to give them the skills they need to deal with mental health issues.

Obtaining Trailblazer status is fantastic news for children, young people and families across Gloucestershire. We know that two thirds of mental health issues can be identified by age 14 and therefore early intervention and prevention is vital. This funding will help further develop multi-agency approaches with schools to provide this support and to further improve access to treatment when needed.

Schools will be selected over the coming months, and recruitment to the Mental Health Support Teams will take place over the next year. The teams will be fully operational by December 2019.

2.3 New Suicide Prevention Initiative for Gloucestershire

A 'letter of hope' is to be given to anyone arriving at Gloucestershire's hospitals who has attempted suicide or is experiencing suicidal feelings.

The letter has been written by people who have also made attempts to take their own life, or who have supported family members who have made such an attempt. From their unique, personal perspective they are offering words of encouragement and sources of support.

The initiative is being introduced by 2gether, as well as Gloucestershire Hospitals Trust and Gloucestershire Care Services, who run the county's acute and community hospitals.

The Letter of Hope is a very personal letter that only people who have been through these experiences can really write. It is hoped that the people reading it will take comfort and see things in a different light than perhaps they would after speaking with a health professional. The letter has been launched at a time of year when things can be particularly difficult and we hope it will have a real and lasting impact on saving people's lives.

2gether's Mental Health Liaison Service works in partnership with Gloucestershire Hospitals NHS Foundation Trust in providing mental health care to people who attend the A&E departments after deliberate self-harm, attempting suicide or who feel overwhelmed by suicidal thoughts. This letter represents a genuine offer of compassionate support from people who truly understand how painful and isolated a mental health crisis can feel. The hope that recovery can happen is a vitally important factor in the most desperate times.

2.4 2gether's Liaison Service

Following a competitive tender exercise during August 2018, we have recently been advised by NHS England that we have been successful in retaining our Gloucestershire Liaison and Diversion Service, with Nelson Trust and Prospects sub-contracting with us. This is a three year contract, starting in April 2019 and ensures that our Liaison and Diversion team can continue the great work they are doing on behalf of the Trust.

2.5 Gloucestershire Integrated Care System "One Gloucestershire"

'One Gloucestershire' is the working name given to the partnership between the county's NHS and care organisations to help keep people healthy, support active communities and ensure high quality, joined up care when needed. A new website

has been set up providing more information about One Gloucestershire, which people are encouraged to visit www.onegloucestershire.net

3. **NHS LONG TERM PLAN**

On 7th January 2019, NHS England published the NHS Long Term Plan, setting out its priorities for healthcare over the next ten years and showing how the NHS funding settlement will be used.

To ensure that the NHS can achieve the ambitious improvements we want to see for patients over the next ten years, the NHS Long Term Plan also sets out how we think we can overcome the challenges that the NHS faces, such as staff shortages and growing demand for services, by:

1. Doing things differently: we will give people more control over their own health and the care they receive, encourage more collaboration between GPs, their teams and community services, as 'primary care networks', to increase the services they can provide jointly, and increase the focus on NHS organisations working with their local partners, as 'Integrated Care Systems', to plan and deliver services which meet the needs of their communities.

2. Preventing illness and tackling health inequalities: the NHS will increase its contribution to tackling some of the most significant causes of ill health, including new action to help people stop smoking, overcome drinking problems and avoid Type 2 diabetes, with a particular focus on the communities and groups of people most affected by these problems.

3. Backing our workforce: we will continue to increase the NHS workforce, training and recruiting more professionals – including thousands more clinical placements for undergraduate nurses, hundreds more medical school places, and more routes into the NHS such as apprenticeships. We will also make the NHS a better place to work, so more staff stay in the NHS and feel able to make better use of their skills and experience for patients.

4. Making better use of data and digital technology: we will provide more convenient access to services and health information for patients, with the new NHS App as a digital 'front door', better access to digital tools and patient records for staff, and improvements to the planning and delivery of services based on the analysis of patient and population data.

5. Getting the most out of taxpayers' investment in the NHS: we will continue working with doctors and other health professionals to identify ways to reduce duplication in how clinical services are delivered, make better use of the NHS' combined buying power to get commonly-used products for cheaper, and reduce spend on administration.

Sustainability and Transformation Partnerships (STPs) and Integrated Care Systems (ICSs), which are groups of local NHS organisations working together with each other, local councils and other partners, now need to develop and implement their own strategies for the next five years. These strategies will set out how they intend to take the ambitions that the NHS Long Term Plan details, and work together to turn them into local action to improve services and the health and wellbeing of the communities they serve – building on the work they have already been doing. This means that over the next few months, whether you are NHS staff, a patient or a member of the public, you will have the opportunity to help shape what the NHS Long Term Plan means for your area, and how the services you use or work in need to change and improve.

More information is available at www.longtermplan.nhs.uk

THIS REPORT IS FOR INFORMATION ONLY

Agenda item 7 **Enclosure** **Paper D**

Report to: Council of Governors, 15 January 2019
Author: Ingrid Barker, Trust Chair
Presented by: Ingrid Barker, Trust Chair

SUBJECT: **JOINT CHAIR’S REPORT (previously presented at Trust Board in November 2018)**

Can this report be discussed at a public meeting?	Yes
If not, explain why	

This Report is provided for:			
Decision	Endorsement	Assurance	Information

INTRODUCTION AND PURPOSE

Recognising the Strategic Intent work and my role as both Chair of 2gether and Gloucestershire Care Services this report format has been revised to reflect the breadth of my activities across both Trusts. The production of a joint report does not impact on my existing accountability as the appointed Chair of each Trust.

The Report also provides an overview of 2gether Non-Executive Director (NED) activity.

RECOMMENDATIONS

This report is for information and the Council is invited to note the report.

1. INTRODUCTION AND PURPOSE

This report seeks to provide an update to both Boards on Chair and Non-Executive Director activities in the following areas:

- Strategic Intent
- Board Development
- Working with our partners
- Working with our colleagues
- National and Regional Meetings attended and any issues highlighted

1.1 Strategic Intent Update – Moving Towards Developing an integrated Physical and Mental Health Care Offer with Gloucestershire Care Services NHS Trust

The work in the two Trusts to move forward the Strategic Intent continues, with progress and overall monitoring being maintained through the agreed governance processes.

As advised at the September Board, both Trusts agreed the submission of the Strategic Case to NHSI by 30th September. As part of the review of the submission NHSI have held a number of meetings with key colleagues within both Trusts, including Non-Executives and also held an Executive Challenge meeting. Formal feedback from these processes and on the Strategic Case document is expected at the end of December 2018.

The Strategic Intent Leadership Group, which is made up of Non-Executives and Executives from both Trusts, has moved to monitoring progress against the next stages of the proposed merger.

The Council of Governors at 2gether NHS Foundation Trust, in line with their statutory responsibility in relation to “significant transactions” continue to be engaged in the merger process. As the Trusts work together we keep at the heart of all our work the needs of service users – ensuring we are looking after today’s users but also thinking about how we can improve services for the future. This ambition was central to the important work begun in October to develop the vision and values for the merged organisation. This work involved significant numbers of colleagues and service users and while logistically challenging really helped to build understanding between colleagues and with service users – I would like to thank those who attended for their open and honest contribution. Other mechanisms to ensure service users remain central to our transformation work are continuing to be developed.

1.2 Board Development

A Joint Board Development session took place on 25th October 2018. This was a session supported by The King’s Fund, a respected think tank that shapes health and social care policy and practice. On this occasion we heard from Andrew Cash, Chief Executive for the South Yorkshire and Bassetlaw Integrated Care System (SYB ICS). This ICS includes five Clinical Commissioning Groups, 12 provider organisations, including acute trusts, mental health trusts, children’s trust and ambulance trusts and six Local Authorities. Andrew’s commentary, informed by his previous role as Chief Executive of the Sheffield Teaching Hospitals NHS Foundation Trust, was insightful and should be helpful in informing our considerations as the One Gloucestershire ICS develops. The processes SYB ICS has in place to provide wider accountability to communities struck a particular resonance – as a Chair of provider organisations within the One Gloucestershire ICS I am keen to ensure we consider these important issues.

We also heard from Anna Charles, Senior Policy Adviser, The King’s Fund, who was a key part of the review by the King’s Fund “A year of Integrated Care Systems – reviewing the journey so far.” Again this session helped to deepen understanding of how Integrated Care Systems are operating and the good practice which we can learn from.

A full programme of Board development is planned. These sessions are an important part of the work we are doing to bring our two Trusts together, ensuring that our shared values stay at the heart of what we are working to achieve and that best practice in both organisations is maintained and enriches our work.

Work to appoint the shadow Board for the new merged organisation is now underway. An appointment process for Non-Executives will start in late November/early December with colleagues and stakeholders from both organisations and, of course, led by the Council of Governors.

1.3 Working with our Partners

Maintaining **business as usual** remains a priority across both organisations. As part of this I have continued my regular meetings with key stakeholders including:

- The Chair of the Gloucestershire Hospitals NHS Foundation Trust
- Meeting with Jesse Norman MP
- Meeting with NHSI to discuss the merger plans

In October we were delighted to host Dr Henrietta Hughes, National Guardian for Freedom to Speak Up in a Regional session with colleagues from both Trusts, including Jan Marriott and Maria Bond who are the Non-Executive Freedom to Speak Up leads for GCS and 2gether respectively. The session updated on national issues, further raised the profile of this important work, and was an opportunity to celebrate how both Trusts have embraced this agenda, most recently with the development of Freedom to Speak Up Advocates.

In November, several Board members from both Trusts and I were pleased to attend the first ever '**More than ACEs** [*Adverse Childhood Experiences*] **Conference**' with over 250 professionals from a range of organisations, to hear from local, national and international speakers on this area of significant concern to both 2gether and GCS. Julian Moss, Assistant Chief Constable at Gloucestershire Constabulary, explained that "ACEs are specified traumatic events which happen before the age of 18 years. Research shows frequent exposure to ACEs, without the support of a trusted adult can lead to toxic stress. Some traumatic events can be avoided if we can spot the signs and intervene, and by working together we can all help to improve the lives of children who may have faced difficult circumstances. We are seeking to build a social movement in Gloucestershire where individuals, communities, businesses, and the public sector all make a difference by taking action on ACEs". The impact of ACEs on both physical and mental ill health in adult life is well documented and this is a vital preventive theme being pursued by the health and Wellbeing board.

2gether and GCS are committed to supporting the Action on ACEs Gloucestershire strategy, launched at the event, which outlines how the County as a whole can protect children from the things that harm them, break the cycle of ACEs by making sure that children have supportive, trusted adults and the life skills they need to thrive and flourish.

The **NHS Provider Annual Conference** in Manchester in October was a great opportunity to meet with colleagues and consider the national context and share good practice on how as providers we can respond to challenges such as recruitment. A number of colleagues from both Boards - Executive and Non-

Executive attended. We were particularly inspired by the ambition set out by Andy Burnham in his speech “Messages from Place-Based Integration and Whole Person Support: the Greater Manchester Model”. The Joint Board development session in December will have an opportunity to review this work.

I attended the **NHS Providers Board** on 7th November. Board have been briefed separately on this.

The **South West Chairs Meeting** enabled focus on more regional issues and consideration of how we are responding to the changes in the health system.

I attended the **Gloucestershire Health and Wellbeing Board** in November which considered the Director Public Health’s Annual Report which focussed on mental wellbeing; an update on Self Harm; deep dives on the proposal for loneliness/isolation and air quality and health; an update on the Joint Health and Wellbeing Strategy and a general report on Activity on Health and Wellbeing matters in Gloucestershire.

Duncan Sutherland, Non-Executive Director for 2gether NHSFT, attended the **Herefordshire Health & Wellbeing Board** in October which considered the quarter 1 report for the Better Care Fund; the Children and Young People’s Plan for 2018-2023 and the Director of Public Health Annual Report for 2017.

I took part in a telephone conference with the **Chair of Hereford & Worcester STP**, Charles Waddicor, in October.

I have attended two half-day workshops of the **Gloucestershire Strategic Forum** in October and November. A further half-day workshop is planned for December. These are helpful sessions which will inform the governance of the Integrated Care System going forward.

A **regular meeting of the Health Care Overview and Scrutiny Committee (HCOSC)** took place in November. I attended the meeting with executives from both Trusts - Candace Plouffe and Jane Melton. The meeting focused on ongoing developments and pressures in the health system, including the challenges relating to radiology currently and a proposed pilot to reconfigure general surgery across the two acute hospitals.

We continue to build our relationship with the Health Care Overview and Scrutiny Committee and were delighted to host our yearly informal session for Scrutiny members at Pullman Court where GCS and 2gether were able to provide an overview of our services and the merger to help inform the more formal meetings. This is the first time 2gether and GCS have met jointly with the HCOSC Committee members in this way and it was a lively and engaging session.

The county’s **Health Chairs** also met for our regularly quarterly meeting in November.

A recent important event was a meeting of eight Community Trust Chairs with **Dido Harding, Chair of NHSI**, organised by the Community Network which is jointly supported by NHS Providers and the NHS Confederation. The network comprised providers (including social enterprises spun out from PCTs) who provide community services, sometimes in standalone community trusts, some in

mental health / community and some acute/ community. The Chairs at the meeting were representative of this diversity. Our aim was to raise the profile of community services with Dido and highlight issues and celebrate the role that community services play in the wider system. Board colleagues have been briefed separately on the detail of this meeting.

2. WORKING WITH THE COMMUNITIES AND PEOPLE WE SERVE

The Chief Executive and I held our regular quarterly meeting on 27th November with the Chairs of Leagues of Friends and updated them on the work the Trust, and the wider Integrated Care System, including how this is progressing in their locality with the piloting of Integrated Locality Boards in some areas. Whilst there is of course particular focus on the work of the community hospitals, Leagues of Friends also updated on how they are, in a number of cases, supporting wider community services.

I have also met with Tim Poole, Chief Executive of Carers' Gloucestershire for a briefing on latest developments with this important partner.

3. ENGAGING WITH OUR TRUST COLLEAGUES

I continue to meet regularly with Trust colleagues at 2gether and GCS and visit services at both Trusts to inform my triangulation of information.

I engaged in a number of sessions at the Trusts' Values Week and enjoyed meeting colleagues and service users and learning more about what makes a good day and a bad day and considering how we, as Boards, can help ensure that the features of good days are the basis of how we work.

I had an introductory meeting with newly elected staff Governor for 2gether – Alison Feher – who is excited to be joining the Council of Governors at such a key time and keen to play a full part in helping to ensure that the best possible services are provided to the community. I also met with Governors Mervyn Dawe and Nic Matthews. These individual meetings reinforce to me the role of the Council of Governors in providing accountability to the wider community – a core responsibility which all of them are committed to achieve and which I saw reflected at the latest Council of Governors meeting. In addition I was 'shadowed' for two days by a colleague from Herefordshire 2gether services, Janine Soffe-Caswell as part of her development programme.

On 11th October I visited the Maxwell Suite at Wotton Lawn and attended a meeting of Trust colleagues responsible for organising the work of the Mental Health Act Managers.

I was delighted to attend a 2gether Trust Volunteers Tea Party celebrating the contribution that Volunteers make every day to help provide additional support to service users and their families.

I am pleased to be continuing to develop my knowledge of the 2gether and GCS teams and their challenges, more recently at the SAS Doctors Away Day which was a great opportunity for two way communication – both about the merger but also their day to day work.

4. NED ACTIVITY

Activities undertaken by the 2gether NEDs are listed below.

NED'S KEY ACTIVITIES (October and November 2018)

Jonathan Vickers (Chair of Development Committee)

Since his last report Jonathan has;

- Attended the launch of a new homeless charity
- Prepared for and attended two meetings of the SILG
- Attended a values workshop
- Prepared for and chaired a meeting of the development committee
- Prepared for and attended a joint board development session
- Prepared for and attended a meeting of the ATOS committee
- Prepared for and attended a joint NED meeting
- Prepared for and attended a meeting of 2g NED's
- Prepared for and attended a meeting of the audit committee
- Prepared for and attended a meeting of the Council of Governors
- Prepared for and attended a board meeting
- Held conversations with executive and non-executive colleagues on board and development matters

Nikki Richardson (Deputy Trust Chair/SID/Chair of Governance Committee)

Since her last report Nikki has;

- Prepared for and attended Board meeting
- Prepared for and attended closed Board meeting
- Attended an NHS Awards event
- Attended In Your Shoes Workshop
- Visited Berkeley House
- Attended preparation for NHSi interview x2
- Attended NHSi interview
- Met with the Lead Governor
- Attended a NED meeting
- Attended a Joint Board Development session
- Prepared for and Chaired Governance Committee
- Visited the Stroud ICT Team
- Met with the Trust Governor Governance Committee observer
- Met with the Trust Chair
- Prepared for and attended a Joint ATOS meeting
- Met with the Joint CEO
- Met with the Deputy CEO
- Prepared for and attended a Council of Governors meeting
- Visited CLDT Herefordshire
- Visited CLDT Forest of Dean
- Visited CLDT North
- Visited CYPS CLDT
- Visited Dental Services Stroud
- Visited MIU, Stroud
- Prepared for and attended SILG
- Prepared for and attended MHLS Committee
- Attended a joint NED meeting

- Visited Homeless Services

Marcia Gallagher (Chair of Audit Committee)

Since her last report Marcia has;

October

- Prepared and attended a joint Audit Chairs meeting with the Directors of Finance, Internal Audit
- Attended the two day NHS Providers Conference in Manchester.
- Attended In our shoes and in your shows sessions at Kingsholm Rugby Club.
- Attended the Board in your shoes session at Bowden Hall.
- Prepared for and attended a meeting with the Director of Finance to discuss the Month 6 finance report and mid-year financial review.
- Attended 2GFT NEDs meeting with the Chair.
- Prepared for and attended the Delivery Committee
- Prepared for and attended a joint Board development session.

November

- Prepared for and attended ATOS Committee.
- Prepared for and Chaired the Audit Committee with a pre meeting Due Diligence briefing.
- Undertook an audit of three random Complaints.
- Dialled in to a joint GCS/2GFT NEDs meeting.
- Undertook a visit to the George Whitfield Centre in Great Western Rd Gloucester.
- Participated in a MHAM hearing.
- Prepared for and attended the Delivery Committee.
- Prepared for and attended the 2GFT Board meeting in Hereford .

Duncan Sutherland (Chair of MH Legislation Scrutiny Committee/Charitable Funds)

No update this month.

Maria Bond (Chair of Delivery Committee)

Since her last report, Maria has:

October

- Prepared for and attended a Freedom to Speak-up meeting with the National Representative
- Attended a Tea Party with the Governors and Volunteers
- Attended an 'In our Shoes' Values Workshop
- Prepared for and attended the Joint Board Seminar
- Sat on a MHAM Review at Charlton Lane
- Prepared for and attended a NED's meeting at GCS
- Prepared for and Chaired Delivery Committee
- Prepared for and attended a Joint Board Development Seminar
- Prepared for and attended Governance Committee

November

- Prepared for and dialled-in to a Joint ATOS meeting
- Prepared for and attended Audit Committee
- Attended an ACE Conference in Cheltenham
- Met with 2g Governor
- Prepared for and Chaired ACC Panel for Old age Psychiatry
- Prepared for and attended Joint NED's meeting at GCS
- Prepared for and attended Focus group meetings
- Attended Capital Review Group meeting

- Prepared for and Chaired Delivery Committee
- Prepared for and attended a Board meeting

Dominique Thompson

Since her last report, Dominique has;

- Prepared for and attended an Audit Committee meeting
- Prepared for and attended a Delivery Committee
- Prepared for and attended a Joint Board Development Meeting
- Prepared for and attended a Governance Committee meeting

Agenda Item **8**

Paper E

Report to: Council of Governors, 15 January 2019
Author: John McIlveen, Trust Secretary
Presented by: John McIlveen, Trust Secretary

SUBJECT: **Change to the Trust Constitution**

This Report is provided for:

Decision	Endorsement	Assurance	Information
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EXECUTIVE SUMMARY

This report sets out proposed changes to the Trust constitution. These changes fall into two main categories:

1. those which put in place provisions connected with the merger of 2gether and Gloucestershire Care Services NHS Trust; and
2. those included as part of a general update of the document, or to provide additional clarity to existing provisions/process.

In summary, the main changes to the constitution are:

- Change of the Trust's corporate address to Edward Jenner Court
- Updating of provisions regarding the acceptance of benefits, in line with Trust policy
- Enabling an extension of NED terms of office beyond the current 6 year maximum, to provide resilience and capacity until the merger takes effect
- Referring to a revision of Standing Orders which enables voting in absence under certain circumstances
- Extension of the current Greater England public constituency to include Wales
- Provision for an additional 3 staff Governors, one in each of the three staff classes and initially reserved to GCS employees
- Expansion of the Medical and Nursing staff class to include dental professionals
- Provisions to ensure that within the expanded Medical, Dental and Nursing staff class, two Governor seats are reserved for nurses, one is reserved for a doctor, and the final one is reserved for either a doctor or a nurse. This provision will ensure that the number of Governors in this staff class remains representative of staff numbers in these professions
- Renaming of the former Health and Social Care and Support staff class to recognise changes in the regulatory body for professionals in this staff group

These changes are set out in red text on the attached copy of the constitution. Footnotes are provided for each change where further explanation is required.

The changes relating to Governors will have no effect on any sitting Governor.

Formatting changes and updating of the contents page will take place once the content of the document is approved.

A proposed change to Standing Orders regarding absentee voting will be presented to the Council in a separate paper.

RECOMMENDATIONS

The Council is asked to:

1. Agree the proposed changes to the Trust Constitution which is highlighted in the document below.
2. Endorse the changes to go to the Trust Board in January for final approval, at which point the changes will take effect.

Corporate Considerations

<i>Quality implications:</i>	Proposed changes enable wider representation on the Council and include measures to facilitate the merger between 2gether and GCS
<i>Resource implications:</i>	None other than those identified in this report
<i>Equalities implications:</i>	No impact on protected characteristics
<i>Risk implications:</i>	Out of date provisions within the constitution may result in a lower standards of corporate governance.

WHICH TRUST VALUES DOES THIS PAPER PROGRESS OR CHALLENGE?

Seeing from a service user perspective			P
Excelling and improving	P	Inclusive open and honest	P
Responsive		Can do	
Valuing and respectful		Efficient	

WHICH TRUST STRATEGIC OBJECTIVE(S) DOES THIS PAPER PROGRESS OR CHALLENGE?

Continuously Improving Quality	P
Increasing Engagement	P
Ensuring Sustainability	P

Reviewed by:

John McIlveen	Date	9 January 2019
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Where in the Trust has this been discussed before?

Board and Council of Governors	Date	September 2018
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What consultation has there been?		
Trust Chair, CEO	Date	January 2019

Explanation of acronyms used:	Explained within the report.
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2gether NHS FOUNDATION TRUST

Constitution

January 2019

2gether NHS Foundation Trust Constitution

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ANNEX 1 – THE PUBLIC CONSTITUENCY

ANNEX 2 – THE STAFF CONSTITUENCY

ANNEX 3 – COMPOSITION OF COUNCIL OF GOVERNORS

1. Introduction

- 1.1 The name of the foundation trust is 2gether NHS Foundation Trust (the Trust). The Trust is a public benefit corporation authorised under the NHS Act 2006, with effect from 1 July 2007. The functions of the Trust are conferred by this legislation.
- 1.2 The headquarters of the Trust is **Edward Jenner Court, 1010 Pioneer Avenue, Brockworth, Gloucester GL3 4AW**.¹
- 1.3 As a statutory body, the Trust has specified powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable.

2. Principal purpose

- 2.1 The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.
- 2.2 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.
- 2.3 The Trust may provide goods and services for any purposes related to:
- (a) the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and
 - (b) the promotion and protection of public health
- 2.4. **Other purposes**
- 2.4.1 The Trust may fulfil the social care functions of Gloucestershire County Council as specified by an agreement under Section 75 of the 2006 Act.
- 2.4.2 The purpose of the Trust is to provide goods and services, including education, training and research and other facilities for purposes related to the provision of health care, in accordance with its statutory duties and the terms of its Authorisation
- 2.4.3 The Trust may carry out research in connection with the provision of health care and make facilities and staff available for the purposes of education, training or research carried on by others.
- 2.4.4 The Trust may also carry on activities other than those mentioned above subject to any restrictions in the terms of authorisation. These activities

¹ Updated following Executive Team co-location with GCS at Edward Jenner Court

must be for the purpose of making additional income available in order to carry on the Trust's principal purpose.

3. Powers

- 3.1 The powers of the Trust are set out in the 2006 Act.
- 3.2 The powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
- 3.3 Any of these powers may be delegated to a committee of directors, or to an executive director who may delegate to another officer as set out in the Trust's scheme of delegation.

4. Membership and constituencies

- 4.1 The Trust shall have members, each of whom shall be a member of one of the following constituencies:
 - (a) a public constituency or
 - (b) a staff constituency

5. Application for membership

- 5.1 An individual who is eligible to become a member of the Trust by virtue of living in the Public Constituency may do so on application to the Trust.
- 5.2 It is the responsibility of members to ensure their eligibility and not the Trust, but if the Trust is on notice that a member may be disqualified from membership, they shall carry out all reasonable enquiries to establish if this is the case.

6. Public Constituency

- 6.1 An individual who lives in the area specified in Annex 1 as the area for a Public Constituency may become or continue as a member of the Trust.
- 6.2 Those individuals who live in an area specified as an area for any public constituency are referred to collectively as the Public Constituency.
- 6.3 The minimum number of members in each area for the Public Constituency is specified in Annex 1.
- 6.4 An eligible individual shall become a member upon entry to the membership register pursuant to an application by them.
- 6.5 On receipt of an application for membership and subject to being satisfied that the applicant is eligible the Trust shall cause the applicant's name to be entered in the Trust's register of members

Termination of membership

- 6.6 A member shall cease to be a member of the Public Constituency if he/she –
- (a) submits his/her resignation in writing to the Trust
 - (b) ceases to live in the area specified as the Public Constituency
- 6.7 At the discretion of the Trust, where a member consistently fails to respond to requests to confirm interest in continuing membership the Trust may remove the member's name from the register of members

7. Staff Constituency

- 7.1 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:
- (a) He/she is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or
 - (b) He/she has been continuously employed by the Trust under a contract of employment for at least 12 months.
- 7.2 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.
- 7.3 The Staff Constituency shall be divided into 3 descriptions of individuals who are eligible for membership of the Staff Constituency, each description of individuals being specified within Annex 2 and being referred to as a class within the Staff Constituency.
- 7.4 The minimum number of members in each class of the Staff Constituency is specified in Annex 2.

Automatic membership by default – staff

- 7.5 An individual who is eligible to become a member of the Staff Constituency shall become a member of the Trust as a member of the Staff Constituency and appropriate class within the Staff Constituency without an application being made, unless he/she informs the Trust that he/she does not wish to do so.
- 7.6 On being satisfied that the applicant is eligible the Trust shall cause the applicant's name to be entered in the Trust's register of members

Termination of membership

- 7.7 A member shall cease to be a member of the Staff Constituency if he/she –

- (a) submits his/her resignation from membership in writing to the Trust
- (b) leaves the Trust's employment

7.8 Members who are no longer eligible to be members of the Staff Constituency by virtue of having left the employment of the Trust may apply to become members of the appropriate Public Constituency.

8. Restriction on membership

8.1 An individual 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.

8.2 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.

8.3 An individual must be at least 11 years old to apply to become a public member of the Trust

9. Annual General Meeting

9.1 The Trust shall hold an annual meeting of its members (Annual General Meeting). The Annual General Meeting shall be open to members of the public.

10. Council of Governors – composition

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

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

10.3 The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 3.

Local Authority Governors

10.4 Gloucestershire County Council may appoint an elected member of the Council as a Local Authority Governor by nomination in writing.²

10.5 Herefordshire Council may appoint an elected member of the Council as a Local Authority Governor by nomination in writing.²

² ~~Removed requirement to have local authority nominations signed by the Leader of the Council~~

Clinical Commissioning Group Governors

- 10.6 The Accountable Officer of the Gloucestershire Clinical Commissioning Group may appoint a representative of that group as a Clinical Commissioning Group Governor by nomination in writing.
- 10.7 The Accountable Officer of the Herefordshire Clinical Commissioning Group may appoint a representative of that group as a Clinical Commissioning Group Governor by nomination in writing.

11. Council of Governors – election of governors

- 11.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Rules for Elections.
- 11.2 The Model Rules for Elections, as published by the Department of Health, shall be deemed part of this constitution.
- 11.3 A variation of the Model Rules by the Department of Health shall not constitute a variation of the terms of this constitution for the purposes of paragraph 46 of the constitution (Amendment of the Constitution). For the avoidance of doubt, the Trust cannot amend the Model Rules.
- 11.4 An election, if contested, shall be by secret ballot.

12. Council of Governors – tenure

- 12.1 An elected governor may hold office for an initial period of up to 3 years.
- 12.2 An elected governor shall be eligible for re-election at the end of his/her term for one further period of up to 3 years. He/she may not hold office for longer than 2 consecutive terms, regardless of the length of each term.
- 12.3 An elected governor who has completed two consecutive terms of office at 2gether NHS Foundation Trust shall be eligible to stand again for election following a break of at least 3 years.
- 12.4 An elected governor shall cease to hold office if he/she ceases to be a member of the constituency or class by which he was elected.
- 12.5 An appointed governor may hold office until they are replaced by the organisation which nominated them, **or until the appointing organisation withdraws its sponsorship, whichever is the sooner.**³

13. Council of Governors – disqualification and removal

³ Second part added to provide consistency with 13.1.13

- 13.1 The following may not become or continue as a member of the Council of Governors:
- 13.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
 - 13.1.2 a person who has made a composition or arrangement with, or granted a Trust deed for, his/her creditors and has not been discharged in respect of it;
 - 13.1.3 a person who within the preceding five years has been convicted in the British Isles of any offence where a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him/her.
 - 13.1.4 a person who has within the preceding two years been dismissed, other than for reasons of redundancy or sickness, from any paid employment with a health service body.
 - 13.1.5 a person whose tenure of office as the chairman or as a member or director of a health service body has been terminated on the grounds that his/her appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest
 - 13.1.6 a person who is an executive or non-executive director of the Trust.
 - 13.1.7 a person who is a governor, executive director or non-executive director of another health service body.
 - 13.1.8 a person who is the spouse, partner or close relative of a member of the Trust's Board of Directors
 - 13.1.9 a person who is undergoing a period of disqualification from a statutory health or social care register. This provision shall not apply where a person's registration lapses or their name has been removed at their own request, for example following retirement.
 - 13.1.10 a person subject to a director's disqualification order made under the Company Directors Disqualification Act 1986
 - 13.1.11 a person who has been disqualified from being a member of a relevant authority under the provisions of the Local Government Act 2000
 - 13.1.12 a person who has not attained the age of 16 at the date they are nominated for election or appointment.
 - 13.1.13 in the case of an appointed governor, a person whose appointing body withdraws its sponsorship of the governor.

- 13.1.14 in the case of an elected governor, a person who ceases to be a member of the constituency or class of constituency that he/she represents.
 - 13.1.15 a governor who has failed to abide by the Trust's Code of Conduct for Governors, and any relevant Code of Values that the Trust may publish from time to time.⁴
 - 13.1.16 a person who is the subject of an Order under the Sexual Offences Act 2003, or any subsequent legislation.
 - 13.1.17 a person who is included in any barred list maintained by the Disclosure and Barring Service (or any successor body) or any equivalent list maintained under the laws of Scotland or Northern Ireland
 - 13.1.18 a person who is a vexatious complainant as determined in accordance with the Trust's complaints procedure
- 13.2 Following election or appointment, and henceforth on an annual basis, governors shall be required to confirm that they are not disqualified from the office of Governor under any provision within section 13 of this Constitution.
- 13.3 Where a person has been elected or appointed to be a governor and subsequently becomes disqualified for appointment he/she shall notify the Trust Secretary in writing of such disqualification at the earliest opportunity.

14. Termination of tenure

- 14.1 If it comes to the notice of the Trust Secretary (either at the time of the governor's appointment or later) that the governor is disqualified under the provisions of paragraph 13 of this constitution, he shall immediately declare that the person in question is disqualified and notify him in writing to that effect. Upon receipt of any such notification, that person's tenure of office, if any, shall be terminated and he/she shall cease to act as a governor.
- 14.1 A governor may resign from office at any time during the term of that office by giving notice in writing to the Trust Secretary.
- 14.2 If a governor fails to attend three consecutive general meetings of the Council of Governors his/her tenure of office is to be terminated at the next meeting unless the other governors (by a simple majority) are satisfied that:-
- (a) the absence was due to a reasonable cause; and
 - (b) he/she will be able to start attending meetings of the Council of Governors again within such a period as they consider reasonable.

⁴ This disqualification criterion was repeated in section 14.3, and has been deleted from that location

- 14.3 The Council of Governors may terminate the tenure of a governor (regardless of his/her record of attendance), by a three quarters majority of the Council of Governors voting, if it is satisfied that he/she:
- 14.3.1 has failed to sign and deliver to the Trust Secretary a statement in the form required confirming acceptance of the Code of Conduct for Governors
 - 14.3.2 has expressed opinions which are incompatible with the values of the Trust
 - 14.3.3 has acted or persists in acting in a manner prejudicial to the best interests of the Trust.
- 14.4 Standing Orders shall provide for the procedure to be adopted in connection with motions to terminate the tenure of governors.

15. Vacancies

- 15.1 Where membership of the Council of Governors ceases within 12 months of election, public and staff governors shall be replaced by the candidate in the same constituency and class with the next highest number of votes at the last election. If the vacancy cannot be filled by this method the governor will be replaced by holding a by-election, in accordance with the Election Rules.
- 15.2 Appointed governors are to be replaced in accordance with the processes set out in the relevant paragraphs of this constitution.

16. Council of Governors – duties and responsibilities

- 16.1 The general duties and responsibilities of the Council of Governors are –
- (a) to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors, and
 - (b) to represent the interests of the members of the trust as a whole and the interests of the public
- 16.2 The trust will take steps to ensure that governors are equipped with the skills and knowledge they require in their capacity as such.
- 16.3 The specific powers and duties of the Council of Governors are:
- 16.3.1 in a general meeting to:
 - (a) appoint or remove the Chair of the Trust and the other non-executive directors. The removal of the Chair or a non-executive director shall require the approval of three quarters of the total number of governors;

- (b) approve the appointment of the Chief Executive of the Trust by the non-executive directors;
 - (c) decide the remuneration and allowances and the other terms and conditions of office of the non-executive directors;
 - (d) appoint or remove the Trust's auditor;
 - (e) receive and consider the Trust's annual accounts, any auditor's reports on those annual accounts, and the annual report of the Board of Directors no later than September each year;
 - (f) appoint one of the non-executive directors to be the deputy Chair of the Trust, following a recommendation by the Trust Chair⁵
- 16.3.2 to be consulted by the Board of Directors regarding the information to be included in the Trust's annual plan;
- 16.3.3 to respond as appropriate when consulted by the Board of Directors;
- 16.3.4 to require one or more directors to attend a meeting of the Council of Governors for the purpose 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 the directors' performance);
- 16.3.5 to approve the entering into of any significant transaction;
- 16.3.6 to authorise an application for a merger, acquisition, separation or dissolution of the Trust;
- 16.3.7 to exercise such powers and to discharge such other duties as may be conferred on the Council of Governors under this constitution.
- 16.4 Where the Council of Governors believes it to be necessary it may appoint co-opted advisors. It may seek nominations for co-opted advisors from voluntary and community sector organisations working in any field connected to the work of the Trust.⁶
- 16.5 Co-opted advisors may speak at meetings of the Council of Governors but may not vote and will not count towards any quorum.

⁵ Amended to reflect existing process whereby the Deputy Chair is appointed by the Council of Governors on the Trust Chair's recommendation

⁶ List of named special interest groups deleted so as not to restrict the Council's options regarding co-opted advisors. Provision included for co-opted advisors to be drawn from any field connected to the work of the Trust.

16.6 The co-opted advisors are to be appointed by the Council for such period and in accordance with such process as may be approved by the Council of Governors at a general meeting.

17. Council of Governors – meetings of governors

17.1 The Trust Chair (i.e. the Chair of the Board of Directors, appointed in accordance with the appropriate provisions of this constitution) or, in his/her absence the Deputy Chair (appointed in accordance with the appropriate provisions of this constitution), shall preside at meetings of the Council of Governors. In the absence of the Trust Chair and Deputy Chair a non-executive director nominated by the Trust Chair shall preside at meetings of the Council of Governors.

17.2 An absent governor may not vote at a meeting of the Council of Governors, **save in exceptional circumstances where alternative arrangements have been agreed in advance with the Trust Chair on advice of the Trust Secretary as provided for in the Standing Orders. Absence is defined as being not present (either physically or via teleconference, video conference or other electronic means) at the time of the vote.**⁷

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

17.4 The Council of Governors is to hold up to 6 scheduled meetings per year.

18. Council of Governors – committees and sub-committees

18.1 The Council of Governors may appoint committees consisting of its own members to assist in carrying out the functions of the Council of Governors. A committee appointed under this paragraph may appoint a sub-committee where permitted by that committee's terms of reference.

19. Council of Governors – referral to the Panel

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

(a) to act in accordance with its own constitution

(b) to act in accordance with the provision made by or under Chapter 5 of the 2006 Act

⁷ Previous specific restriction on proxy voting amended to refer to a revision to Standing Orders which enables absent Governors to vote on a significant transaction, with prior agreement and in specific circumstances

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. Standards of business conduct

Canvassing of, and recommendations by, governors in relation to appointments

20.1 Canvassing of governors directly or indirectly for any appointment with the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the constitution shall be included in application forms or otherwise brought to the attention of candidates.

20.2 A governor shall not solicit for any person any appointment with the Trust or recommend any person for such appointment: but this paragraph of this Constitution shall not preclude a governor from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

20.3 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, and which are not part of the recruitment process must be declared to the panel or committee.⁸

Relatives of Governors

20.4 Candidates for any staff appointment shall, when making application, disclose in writing to the Trust whether they are related to any governor. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him/her liable to dismissal.

20.5 Every governor shall disclose to the Trust Secretary any relationship between himself/herself and a candidate of whose candidature that governor is aware.

20.6 On election or appointment, governors should disclose to the Trust whether they are related to any other governor or holder of any office in the Trust.

21. Declarations of Governors' interests and register of interests

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

21.2 Each governor has a duty not to accept any benefit from a third party by reason of being a governor (save for low value gifts and hospitality as permitted by the Trust's policy on Managing Conflicts of Interest) for doing (or not doing)

⁸ Amended to recognise discussion groups are part of an interview process, and to require disclosure of any other informal contact

anything in that capacity. **Where such a benefit is offered to a governor, the governor must decline that offer and report the matter to the Trust Secretary.**⁹

21.3 If a governor has a pecuniary, personal, family, loyalty or other 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 must declare such interests in accordance with policies agreed from time to time by the Trust in respect of conflicts of interest.

21.4 Examples of interests which should be declared include, but are not limited to:

- (a) directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
- (b) ownership, part-ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
- (c) majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.
- (d) an office or position of authority in another organisation in the field of health and social care.
- (e) any connection with a voluntary or other organisation contracting for NHS services.
- (f) research funding/grants that may be received by an individual or their department.
- (g) interests in pooled funds that are under separate management.
- (h) any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the 2gether NHS Foundation Trust, including but not limited to, lenders or banks.
- (i) membership of clubs, societies or organisations whose purpose may include furthering the business or personal interests of their members by undeclared or informal means. Such organisations include Masonic lodges and societies whose membership consists of professional and business people.
- (j) any other commercial interest in a matter under discussion at a meeting of the Council of Governors.

⁹ **Second sentence added to require reporting transparency regarding any offer of benefit, and refusal of such benefit. Added reference to Trust conflict of interest policy to define where acceptance is acceptable.**

- (k) any other employment or business or other relationship of his/hers, or of a member of his/her family or of someone with whom he/she has a close personal relationship, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.
- 21.5 At the time any interest is declared, it should be recorded in the Council of Governors minutes as appropriate. Any changes in interests should be declared at the next Council of Governors meeting following the change occurring. Governors must inform the Trust Secretary in writing within 7 days of becoming aware of the existence of any relevant or material interest.
- 21.6 Governors' directorships of companies or ownerships/directorships in 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 subsequent annual reports.
- 21.7 The Chair may exclude a Governor from a meeting (or part thereof) of the Council of Governors, or any committee of the Council of Governors, where any contract, proposed contract or other matter in which he/she is determined by the Chair to have an interest, is under consideration.
- 21.8 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 this paragraph 21 to be also an interest of the other.
- 21.9 If Governors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair or Trust Secretary. 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.

Register of governors' interests

- 21.10 The Trust Secretary 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 directorships and other relevant and material interests which have been declared, as defined in the relevant Trust policy on conflicts of interests.
- 21.11 The details of governors' interests recorded in the register will be kept up to date by the Trust Secretary who will ensure any changes to interests declared are incorporated promptly.
- 21.12 The Register will be available to the public and 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.

22. Council of Governors – travel expenses

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

23. Council of Governors – remuneration

23.1 Governors are not permitted to receive remuneration.

24. Code of Conduct for Governors

24.1 The Council of Governors will adopt its own Code of Conduct for Governors.

25. Council of Governors – Standing Orders

25.1 The Council of Governors will adopt Standing Orders for the practice and procedure of the Council of Governors. Such Standing Orders will NOT form part of this constitution and any amendments to Standing Orders shall not constitute a variation of the terms of this constitution for the purposes of the paragraph relating to amendment of the constitution.

26. Board of Directors – composition

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

26.2 The Board of Directors is to comprise:

- (a) a non-executive chair; and,
- (b) no fewer than 5 but no more than 7 other non-executive directors; and
- (c) no fewer than 5 but no more than 7 executive directors.

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

26.4 The Chief Executive shall be the Accounting Officer.

26.5 One of the executive directors shall be the finance director.

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

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

26.8 The aggregate number of non-executive directors (including the Trust Chair) is to be more than half of the Board of Directors.

27. Board of Directors – general duty

27.1 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.

28. Board of Directors – qualification for appointment as a non-executive director

28.1 A person may be appointed as a non-executive director only if –

- (a) he/she is a member of the Public Constituency, and
- (b) he/she is not disqualified by virtue of any other provision set out in the constitution.

29. Board of Directors – appointment and removal of the Trust Chair and other non-executive directors

29.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Trust Chair and the other non-executive directors.

29.2 The Trust Chair and other non-executive directors are to be appointed by the Council of Governors following a process of open competition.

29.3 Non-executive directors (including the Trust Chair) shall be appointed for an initial term of up to three years, and may be reappointed at the end of that term for further terms of up to three years, subject to a maximum of six consecutive years save where paragraph 29.4 of this constitution applies.

29.4 Where an existing non-executive director of the Trust is appointed to the Shadow Board he/she may, following completion of six consecutive years of office (calculated from the date of first appointment to the Trust Board of Directors), serve for a further period of up to three years, subject to annual review and reappointment by the Council of Governors.

29.5 A non-executive director (including the Trust Chair) who has completed six consecutive years of office in accordance with paragraph 29.3 or such other consecutive period in accordance with paragraph 29.4 of this constitution, as applicable, shall be eligible to apply again for appointment following a break of at least 3 years.

29.6 An existing non-executive director who is not appointed to the Shadow Board and who has served the maximum of six consecutive years as set out in paragraph 29.3 may be reappointed by the Council of Governors for a further term of office, where such a reappointment is for the purposes of retention of capacity and resilience pending any merger transaction taking effect. Such reappointments are limited to an additional period of one year over and above

the normal maximum term of six consecutive years as set out, and will in any case cease on the effective transaction date.¹⁰

- 29.7 Removal of the Trust Chair or another non-executive director shall require the approval of three-quarters of the members of the Council of Governors.
- 29.8 For the purposes of this paragraph 29, "Shadow Board" shall mean the directors appointed to the Board of Directors in anticipation of the Trust's acquisition of Gloucestershire Care Service NHS Trust under section 56A of the National Health Service Act 2006.

30. Board of Directors – appointment and powers of Deputy Chair

- 30.1 The Council of Governors at a general meeting of the Council of Governors shall appoint one of the current non-executive directors as Deputy Chair, **on recommendation of the Trust Chair.**¹¹
- 30.2 Any director 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 this Constitution.
- 30.3 Where the Chair 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 his/her duties, as the case may be; and references to the Chair in this constitution shall, so long as there is no Chair able to perform those duties, be taken to include references to the Deputy Chair.

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

- 31.1 The non-executive directors shall appoint or remove the Chief Executive.
- 31.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.
- 31.3 A committee consisting of the Trust Chair, the Chief Executive and the other non-executive directors shall appoint or remove the other executive directors.

32. Board of Directors – disqualification

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

¹⁰ This provision enables Jonathan Vickers to be reappointed for up to one year, as agreed by the Council in December 2018, to provide resilience, continuity and capacity until the merger transaction takes effect

¹¹ Amended to reflect existing process whereby the Deputy Chair is appointed by the Council of Governors on the Trust Chair's recommendation

- 32.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- 32.1.2 a person who has made a composition or arrangement with, or granted a Trust deed for, his/her creditors and has not been discharged in respect of it.
- 32.1.3 a person who within the preceding five years has been convicted in the British Isles of any offence where a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him/her.
- 32.1.4 in the case of a non-executive director, a person who is no longer a member of the public constituency.
- 32.1.5 a person whose tenure of office as a chairman or as a member or director of a health service body has been terminated on the grounds that his/her appointment is not in the interests of public service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- 32.1.6 a person who is undergoing a period of disqualification from a statutory health or social care register. This provision shall not apply where a person's registration lapses or their name has been removed at their own request, for example following retirement.
- 32.1.7 a person who has within the preceding two years been dismissed, otherwise than by reason of redundancy or ill health from any paid employment with a health service body.
- 32.1.8 a person who has been disqualified from being a member of a relevant authority under the provisions of the Local Government Act 2000
- 32.1.9 a person subject to a director's disqualification order made under the Company Directors Disqualification Act 1986
- 32.1.10 a person who is the subject of an Order pursuant to the Sexual Offences Act 2003.
- 32.1.11 a person who is included in any barred list maintained by the Disclosure and Barring Service (or any successor body) or any equivalent list maintained under the laws of Scotland or Northern Ireland
- 32.1.12 a person who does not meet, either upon appointment or subsequently, the Fit and Proper Person Requirements for directors
- 32.1.13 a person who is a governor of this or another NHS foundation trust.
- 32.1.14 a person who is a director of an NHS trust or another NHS foundation trust. This exclusion shall not apply in the context of any joint

appointments in contemplation of a merger or acquisition in accordance with section 56/section 56A of the 2006 Act or in the context of a joint local health system-wide appointment.¹²

33. Board of Directors – meetings

- 33.1 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.
- 33.2 Before holding a meeting in public, the Board of Directors must send a copy of the agenda to the Council of Governors. As soon as practicable after holding a meeting, the Board must send a copy of the minutes to the Council of Governors.

34. Board of Directors – standing orders

- 34.1 The Board will adopt Standing Orders for the practice and procedure of the Board of Directors. Such Standing Orders will NOT form part of this constitution and any amendments to Standing Orders shall not constitute a variation of the terms of this constitution for the purposes of the paragraph relating to amendment of the constitution.

35. Declarations of directors' interests and register of interests

- 35.1 The duties that a director of the Trust has by virtue of being a director include in particular –
- 35.1.1 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.
- 35.1.2 A duty not to accept a benefit from a third party by reason of being a director, (save for low value gifts and hospitality as permitted by the Trust's policy on Managing Conflicts of Interest) for doing (or not doing) anything in that capacity. **Where such a benefit is offered to a director, the director must decline that offer and report the matter to the Trust Secretary.**¹³
- 35.1.3 If a director has a pecuniary, personal, family, loyalty or other interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Board, the director must declare such interests to the Trust Secretary and to the Board in accordance with policies agreed from time to time by the Trust in respect of conflicts of interest.

¹² Provision regarding joint director appointments amended to reflect the more likely scenario for any future joint appointment. Previous wording referred to such appointments being allowed only in the context of 'the establishment of a chain of healthcare organisations'

¹³ Second sentence added to require reporting transparency regarding any offer of benefit, and refusal of such benefit. Added reference to Trust Managing Conflicts of Interest policy

35.2 Examples of interests which should be declared include, but are not limited to:

- (a) directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
- (b) ownership, part-ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
- (c) majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.
- (d) an office or position of authority in another organisation in the field of health and social care.
- (e) any connection with a voluntary or other organisation contracting for NHS services.
- (f) research funding/grants that may be received by an individual or their department.
- (g) interests in pooled funds that are under separate management.
- (h) any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to, lenders or banks.
- (i) membership of clubs, societies or organisations whose purpose may include furthering the business or personal interests of their members by undeclared or informal means. Such organisations include Masonic lodges and societies whose membership consists of professional and business people.
- (j) any other commercial interest in a matter under discussion at a meeting of the Board.
- (k) any other employment or business or other relationship of his/hers, or of a member of his/her family or of someone with whom he/she has a close personal relationship, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.

35.3 At the time any interest is declared, it should be recorded in the Board minutes as appropriate. Any changes in interests should be declared at the next Board meeting following the change occurring. Directors must inform the Trust Secretary in writing within 7 days of becoming aware of the existence of any relevant or material interest.

35.4 Directors' directorships of companies or ownership/directorship of companies likely or possibly seeking to do business with the NHS should be published in

the Board's annual report. The information should be kept up to date for inclusion in subsequent annual reports.

- 35.5 Where the Trust Chair or chair of a Board committee determines that a director has an interest in any contract, proposed contract or other matter under consideration, the director may be excluded from that meeting or part thereof.
- 35.6 The Trust Board may exclude the Chair or a director of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he/she has an interest is under consideration.
- 35.7 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 this paragraph 35 to be also an interest of the other.
- 35.8 If directors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair or Trust Secretary. 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.
- 35.9 The duty to avoid a conflict of interest is not infringed if the matter has been authorised in advance by the Trust Board.
- 35.10 In relation to the duty not to accept a benefit from a third party, 'third party' means a person other than:
- (a) the Trust, or
 - (b) a person acting on its behalf.
- 35.11 If a declaration under this paragraph proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.
- 35.12 Any declaration required by this paragraph must be made before the Trust enters into the transaction of arrangement.
- 35.13 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.
- 35.14 A director need not declare an interest –
- 35.14.1 If, or to the extent that, the directors are already aware of it;
 - 35.14.2 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.

35.15 Any remuneration, compensation or allowance payable by the Trust to the Chair or a director shall not be treated as a pecuniary interest for the purpose of the provisions of this constitution.

Register of directors' interests

35.16 The Trust Secretary will ensure that a register of interests is established to record formally declarations of interests of directors. In particular the register will include details of all directorships and other relevant and material interests which have been declared, as defined in the relevant Trust policy on conflicts of interests.

35.17 The details of directors' interests recorded in the register will be kept up to date by the Trust Secretary who will ensure any changes to interests declared are incorporated promptly.

35.18 The register will be available to the public and 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.

35.19 The register of directors' interests will be reviewed by the Audit Committee at least annually.

36. Interest of officers in contracts

36.1 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 he/she or any person connected with him/her has any pecuniary interest, direct or indirect, shall declare their interest by giving notice in writing of such fact to the Trust Secretary as soon as practicable.

36.2 An officer should also declare to the Trust Secretary any other employment or business or other relationship of his/her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.

36.3 The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.

37. Canvassing of and recommendations by directors in relation to appointments

37.1 Canvassing of directors of the Trust Board or of any committee of the Trust directly or indirectly for any appointment with the Trust shall disqualify the candidate for such appointment. The contents of this paragraph 37 shall be included in application forms or otherwise brought to the attention of candidates.

37.2 Directors of the Trust Board shall not solicit for any person any appointment with the Trust or recommend any person for such appointment; but this

paragraph 37 shall not preclude a director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

- 37.3 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, and which are not part of the formal recruitment process (other than genuine requests for information about the organisation by a prospective employee, or participation in discussion groups) must be declared to the panel or committee.¹⁴

38. Relatives of directors or officers

- 38.1 Candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.
- 38.2 The Chair and every director and officer of the Trust shall disclose to the Trust Board any relationship between himself 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 Trust Board any such disclosure made.
- 38.3 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 in the Trust.

39. Board of Directors – remuneration and terms of office

- 39.1 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 Trust Chair and the other non-executive directors.
- 39.2 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.
- 39.3 The remuneration and allowances for non-executive directors, as set by the Council of Governors, are to be published in the annual report.

40. Registers

- 40.1 The Trust shall have:

¹⁴ Amended to recognise discussion groups are part of an interview process, and to require disclosure of any other informal contact save for genuine enquiry about the organisation by a prospective employee. This is a new provision in relation to directors, included to mirror an existing provision applicable to canvassing of governors

- (a) a register of members showing, in respect of each member, the constituency to which he/she belongs and, where there are classes within it, the class to which he/she belongs;
- (b) a register of members of the Council of Governors;
- (c) a register of interests of governors;
- (d) a register of directors; and
- (e) a register of interests of the directors.

41. Registers – inspection and copies

- 41.1 The Trust shall make available for inspection by members of the public the registers specified in paragraph 35, except in the circumstances set out below or as otherwise prescribed by regulations.
- 41.2 The Trust shall not make available for inspection by members of the public any part of its registers which shows details of any member of the Trust (other than a governor or a director),¹⁵ if the member so requests.
- 41.3 So far as the registers are required to be made available:
- (a) they are to be available for inspection free of charge at all reasonable times; and
 - (b) a person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 41.4 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.

42. Documents available for public inspection

- 42.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:
- (a) a copy of the current constitution;
 - (b) a copy of the latest annual accounts and of any report of the auditor on them, and
 - (c) a copy of the latest annual report;
- 42.2 The Trust shall also make the following documents relating to a special administration of the Trust available on the Trust website¹⁶ for inspection by members of the public free of charge at all reasonable times:

¹⁵ Exclusion added regarding a governor or director (who are members of the Trust) to avoid potential conflict with clause 41.1

- (a) 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.
- (b) a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act.
- (c) a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act.
- (d) a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act.
- (e) a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act.
- (f) 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 Monitor'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.
- (g) a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act.
- (h) a copy of any final report published under section 65I (administrator's final report) of the 2006 Act.
- (i) 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
- (j) a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.

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

42.4 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.

43. Auditor

43.1 The Trust shall have an auditor.

¹⁶ Wording added to clarify that any such documents will be available via the Trust website

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

44. Audit committee

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

45. Accounts

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

45.2 NHS Improvement (or any successor body) may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts

45.3 The accounts are to be audited by the Trust's auditor.

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

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

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

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

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

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

46.4 In preparing the document, the directors shall have regard to the views of the Council of Governors.

46.5 Each forward plan must include information about:

- (a) 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
- (b) the income it expects to receive from doing so

- 46.6 Where a forward plan contains a proposal to conduct activities other than the provision of goods and services for the purposes of the health service in England the Council of Governors must:
- (a) 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 other functions, and
 - (b) notify the directors of the Trust of its determination
- 46.7 A Trust which proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England may implement the proposal only if more than half the members of the Council of Governors of the Trust voting approve its implementation.

47. Presentation of the annual accounts and reports to the governors and members

- 47.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:
- (a) the annual accounts
 - (b) any report of the auditor on them
 - (c) the annual report.
- 47.2 The Trust may combine a meeting of the Council of Governors convened for this purpose with the Annual General Meeting.
- 47.3 The documents shall also be presented to members of the Trust at the Annual General Meeting by at least one member of the Board of Directors in attendance.

48. Instruments

- 48.1 The Trust shall have a seal.
- 48.2 The seal shall not be affixed except under the authority of the Board of Directors.

49. Amendment of the constitution

- 49.1 the Trust may make amendments to the constitution only if –
- (a) More than half the members of the Council of Governors of the Trust voting approve the amendments, and

- (b) More than half of the members of the Board of Directors of the Trust voting approve the amendments.
- 49.2 Amendments made under paragraph 49.1 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.
- 49.3 Where an amendment is made to the constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust) –
- (a) At least one member of the Council of Governors must attend the next Annual General Meeting and present the amendment, and
 - (b) The Trust must give the members an opportunity to vote on whether they approve the amendment.
- 49.4 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.
- 49.5 Amendments by the Trust of its constitution are to be notified to NHS Improvement. For the avoidance of doubt, NHS Improvement’s functions do not include a power to determine whether or not the constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

50. Mergers etc. and significant transactions

- 50.1 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.
- 50.2 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.
- 50.3 ‘Significant transaction’ means any transaction with a value equal to or greater than 20% of the Trust’s income, assets or capital.

51. Dispute Resolution Procedures

- 51.1 In the event of dispute between the Council of Governors and the Board of Directors:
- (a) In the first instance the Trust Chair on advice of the Trust Secretary, and such other advice as the Trust Chair may see fit to obtain, shall seek to resolve the dispute.

- (b) If the Trust Chair is unable to resolve the dispute he/she shall appoint a special committee comprising equal numbers of directors and governors to consider the circumstances and to make recommendations to the Council of Governors and the Board of Directors with a view to resolving the dispute.
- (c) If the recommendations (if any) of the special committee are unsuccessful in resolving the dispute, the Trust Chair may refer the dispute to an external mediator appointed by the Centre for Dispute Resolution or such other organisation as he/she considers appropriate

52. Indemnity

52.1 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 Council or Board functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust.

53. Dissolution of the Trust

53.1 The Trust may not be dissolved except order of NHS Improvement, in accordance with section 57A of the 2006 Act, following authorisation of a relevant application by the Council of Governors in accordance with the relevant paragraph of this constitution, or by order of NHS Improvement under section 65LA of the 2006 Act.

54. Relationship with the County Council

54.1 Where the Trust has entered into a partnership agreement pursuant to the Health Act 1999 with a County Council:

- (a) it will be contractually accountable to the County Council for the performance of County Council functions under such agreement
- (b) it may establish a joint committee pursuant to regulation 10 of the partnership regulations, or such other board or officer group with delegated authority from the Board of Directors to oversee the arrangements as the Board of Directors see fit.

54.2 Subject to any delegation of functions to any group established under the paragraphs above, the function of supervising the management of the County Council functions shall vest in the Board of Directors or a single director nominated by the Board.

54.3 In the event that any such partnership agreement establishes a pooled fund within the meaning of the partnership regulations, then subject to the terms of the agreement and the provisions of the Partnership regulations regarding the

role of the Pooled Fund Manager. The responsibility for any pooled fund hosted by the Trust shall be vested in the Board of Directors.

55. Interpretation and definitions

55.1 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.

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

55.3 References in this constitution to legislation include all amendments, replacements or re-enactments made.

55.4 In this constitution:

the 2006 Act is the National Health Service Act 2006

the 2012 Act is the Health and Social Care Act 2012

NHS Improvement is the organisation (or any successor body) responsible for overseeing foundation trusts and NHS trusts, as well as independent providers that provide NHS-funded care.

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

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

Director means executive or non-executive director of the Board as the context permits. For the avoidance of doubt, the Chair is a non-executive director.

Executive director means a director who is an officer of the Trust.

ANNEX 1 – THE PUBLIC CONSTITUENCY

<u>Name of constituency</u>	<u>Area</u>	<u>Minimum no. of members</u>	<u>Number of governors</u>
Cheltenham	The electoral area of Cheltenham Borough Council	100	2
Cotswold	The electoral area of Cotswold District Council	100	2
Forest	The electoral area of Forest of Dean District Council	100	2
Gloucester	The electoral area of Gloucester City Council	100	2
Stroud	The electoral area of Stroud District Council	100	2
Tewkesbury	The electoral area of Tewkesbury Borough Council	100	2
Herefordshire	The electoral area of Herefordshire Council	100	2
Greater England and Wales ¹⁷	All other electoral wards in England and Wales save those electoral wards that fall within the Cheltenham, Cotswold, Forest, Gloucestershire, Stroud, Tewkesbury and Herefordshire constituencies.	100	1

¹⁷ Constituency expanded to include Wales to which GCS provides services

ANNEX 2 – THE STAFF CONSTITUENCY

<u>Name of Staff Class</u>	<u>Description</u>	<u>Minimum no. of members</u>	<u>Number of governors</u>
the medical dental and nursing staff class ¹⁸	Staff who are registered with the General Medical Council; or Staff who are registered with the General Dental Council; or Staff who are registered with the Nursing and Midwifery Council	100	4
the health and social care professions ¹⁹ staff class	Staff who are either: allied health professionals who are registered with the Health and Care Professions Council or any successor body; or social workers registered with, Social Work England , or any successor body; or individuals who are employed wholly or mainly in direct clinical and care roles but not eligible for membership of those classes described above	100	3
the management, administrative and other staff class.	individuals who are management or administrative staff or others entitled to be members of the staff constituency who do not come within those classes described above	100	3 ²⁰

¹⁸ Former medical and nursing staff class (3 governor positions) now includes dentists. Additional one position created and reserved initially for a GCS nurse

¹⁹ Formerly the 'health & social care and support' staff class. Renamed to 'health and care professions' class. Names of relevant regulatory bodies updated. Additional post created and reserved initially to GCS

²⁰ Additional post created, reserved initially to GCS

ANNEX 3 – COMPOSITION OF COUNCIL OF GOVERNORS

1.1 The Trust will have a Council of Governors consisting of public, staff, local authority and Clinical Commissioning Group governors.

1.2 The Council of Governors is to comprise:

Elected Governors:

<u>Category of Governor</u>	<u>Number of Governors</u>
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Public governors:

• Cheltenham	2
• Cotswold	2
• Forest	2
• Gloucester	2
• Stroud	2
• Tewkesbury	2
• Herefordshire	2
• Greater England	1

Staff governors:

• Medical Dental and Nursing staff class	4
• Health and Social Care Professions staff class	3
• Management, administrative and other staff class	3

Appointed governors:

• Gloucestershire County Council	1
• Herefordshire Council	1
• Gloucestershire Clinical Commissioning Group	1
• Herefordshire Clinical Commissioning Group	1

Total	29
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1.3 Subject to paragraph 1.4 below, of the four (4) Staff Governors in the Medical **Dental and Nursing class**:

1.3.1 two (2) seats shall be reserved for a nurse;

1.3.2 one (1) seat shall be reserved for a doctor; and

1.3.3 one (1) seat shall be reserved for either a doctor or a dental professional.²¹

²¹ Wording of previous electoral constraint amended to reserve posts within the medical dental and nursing class – 2 for nurses, at least 1 for a doctor, and 1 which may be either a doctor or a dental professional.

- 1.4 Subject to paragraph 1.5 below, the electoral constraints set out in will apply to all Staff Governor seats in the Medical Dental and Nursing staff class, regardless of the number of Staff Governors being elected from that staff class at any particular time.
- 1.5 In respect solely of the first election (whether such first election is a general or bi-election) for each of the Staff Governor classes following the Trust's acquisition of Gloucestershire Care Services NHS Trust under section 56A of the National Health Service Act 2006, where a vacancy or vacancies exist, one such vacancy in each staff class shall be reserved for qualifying staff employed by Gloucestershire Care Services NHS Trust immediately prior to the acquisition.²²

²² New electoral constraint applies only to the first elections following the transaction to provide that the vacancy created for 1 governor in each of staff classes is reserved initially to former GCS staff. Following the completion of staff elections immediately following the transaction, elections will be open to all qualifying staff regardless of their former employing trust.

Agenda Item **9**

Paper F

Report to: Council of Governors, 15 January 2019
Author: John McIlveen, Trust Secretary
Presented by: John McIlveen, Trust Secretary

SUBJECT: **Change to the Council of Governors Standing Orders**

This Report is provided for:

Decision	Endorsement	Assurance	Information
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EXECUTIVE SUMMARY

This report sets out a proposed change to Standing Orders for the Council of Governors.

Currently, Standing Orders and the Trust Constitution prevent a Governor voting by proxy. The Council requested a change so that any Governor who was unavoidably absent (for example by being away on a pre-arranged holiday) would be able to vote on the merger transaction.

The proposed change, drafted on the advice of the Trust's legal advisers, allows a Governor who cannot attend a meeting where a vote is to take place, to cast their vote beforehand by email. The amended provision specifies the circumstances in which such voting is permissible, and the process for voting in absence.

The relevant clause from the Standing Orders is shown below, with the existing wording struck through and proposed new wording shown in red:

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

An absent governor may not vote at a meeting of the Council of Governors, save in exceptional circumstances such as the inability to attend a meeting of the Council of Governors (either physically or via teleconference, video conference or other electronic means) at which a vote will take place, due to a previously booked holiday. Absence is defined as being not present (either physically or via teleconference, video conference or other electronic means) at the time of the vote. Where a Governor seeks to vote in absence, such requests must be submitted in writing to the Trust Secretary at least one week in advance of the relevant meeting of the Council of Governors, and agreed by the Trust Chair, having taken the advice of the Trust Secretary. Voting in absence will be permitted only on matters concerning significant transactions,

mergers and acquisitions where a vote is required. The Trust Chair will indicate (either at the previous meeting of the Council, or in an email communication to Governors) where such voting arrangements may apply. Where voting in absence is agreed, the Governor may register his/her vote by email to the Trust Secretary, to be received at least three days prior to the relevant Council of Governors meeting.

There are no other changes to Standing Orders.

If approved by the Council, this change will take effect immediately. Changes to Standing Orders for the Council of Governors do not require the approval of the Board.

RECOMMENDATIONS

The Council is asked to:

Agree the proposed change to the Standing Orders for the Council of Governors.

Corporate Considerations

<i>Quality implications:</i>	Proposed change enhances the ability of Governors to fulfil their statutory duty in respect of approving significant transactions.
<i>Resource implications:</i>	None other than those identified in this report
<i>Equalities implications:</i>	No impact on protected characteristics
<i>Risk implications:</i>	Out of date provisions within the constitution may result in a lower standards of corporate governance.

WHICH TRUST VALUES DOES THIS PAPER PROGRESS OR CHALLENGE?

Seeing from a service user perspective		P	
Excelling and improving	P	Inclusive open and honest	P
Responsive		Can do	
Valuing and respectful		Efficient	

WHICH TRUST STRATEGIC OBJECTIVE(S) DOES THIS PAPER PROGRESS OR CHALLENGE?

Continuously Improving Quality	P
Increasing Engagement	P
Ensuring Sustainability	P

Reviewed by:

John McIlveen	Date	9 January 2019
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Where in the Trust has this been discussed before?

Council of Governors	Date	July 2018
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What consultation has there been?		
Trust Chair, CEO	Date	January 2019

Explanation of acronyms used:	Explained within the report.
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Agenda item 11

Enclosure No

Paper G

Report to: Council of Governors, 15 January 2019
Author: Kate Nelmes, Head of Communications
Presented by: Kate Nelmes, Head of Communications

SUBJECT: Membership Report including Data Update

This Report is provided for:

Decision	Endorsement	Assurance	Information
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EXECUTIVE SUMMARY

This report provides a brief membership report to inform the Council of Governors about:

- * Information for members
- * Governor Engagement Events
- * Information about membership (year to date)

RECOMMENDATIONS

That the Council of Governors notes the content of this report.

Corporate Considerations

<i>Quality Implications:</i>	An active and representative group of members assists the organisation to understand the experience of its service and contribute to the goal of inclusion and engagement.
<i>Resource implications:</i>	Membership activity requires continued resource to realise the benefits of a strong membership engagement and contribution.
<i>Equalities implications:</i>	Understanding the diversity of membership assists us to recruit and retain members representing all communities to best effect.
<i>Risk implications:</i>	There are risks of marginalising certain groups within the local community if attention is not paid to membership demographics.

WHICH TRUST STRATEGIC OBJECTIVE(S) DOES THIS PAPER PROGRESS OR CHALLENGE?	
Continuously Improving Quality	C
Increasing Engagement	C
Ensuring Sustainability	C

WHICH TRUST VALUES DOES THIS PAPER PROGRESS OR CHALLENGE?			
Seeing from a service user perspective			P
Excelling and improving	P	Inclusive open and honest	P
Responsive	P	Can do	P
Valuing and respectful	P	Efficient	P

Reviewed by:		
Jane Melton	Date	9 January 2019

Where in the Trust has this been discussed before?		
	Date	N/A

What consultation has there been?		
	Date	N/A

Explanation of acronyms used:	N/A
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1. Membership Activity and Development Plan

- 1.1 Our Membership Advisory Group (MAG) last met on 5 December 2018. Discussion centred on finalising the updated membership form, the content of membership packs and increasing membership – particularly among less well represented groups. The group is particularly focussed on the membership priorities agreed in May 2018 - increasing membership across Herefordshire, the Cotswolds, young people, people from a Black, Asian and Minority Ethnic background, and men. Statistically, these are the areas where we are least well represented. The MAG will next meet on 6 March, in Hereford.
- 1.2 A short term working group has also been formed, at the request of the Strategic Intent Leadership Group (SILG), to focus on increasing membership among people who use the services of Gloucestershire Care Services NHS Trust in light of our forthcoming merger. The group first met on 14 November 2018 and will meet again on January 16 2019. Our aim is to ensure that, prior to our merger, we have a membership body that more appropriately represents the interests of people served by both Trusts.
- 1.3 We continue to promote membership at events, via social media and through the Trust website. Membership was recently promoted alongside GCS at the Age Concern Christmas Carol Service, in Gloucester Cathedral. Our Social Inclusion Team continues to promote membership at the wide range of events they attend with our partners and stakeholders. We have also recently recruited a membership volunteer to assist with membership promotion.

2. Information for Members




2.1 Our most recent membership newsletter was published in December. The next edition will be published in mid-April. We may issue an e-flyer in the interim, with an update on the latest position with our merger.

3. Governor Engagement Events

3.1 Governors continue to support recruitment of new members, and engagement with people who use our services or care for those who do. This has included links being built with a local community radio station, and plans for a stand in Herefordshire for Time to Talk Day, in February. We continue to welcome Governor support with membership recruitment and engagement. This is particularly important as we continue our work towards merging with Gloucestershire Care Services NHS Trust.

4. Information about Membership

Information about the membership of ²gether NHS Foundation Trust is provided in Tables 1, 2 and 3 below. The key to the colour coding in the tables is as follows:

-  More than 5% increase in members recruited
-  Public membership numbers remain approximately the same (within 5%)
-  More than 5% reduction in membership numbers

4.1 The headline message is that, as of 31 December 2018, we have 115 more public members than we had at the end of 2017/18.

Table 1: Public, Staff and total Membership Data as at 31 December 2018




Membership Type	End of 2017/18	31 December 2018	Direction compared to final 2017/18 figures	Change in membership numbers
Public Membership	5675	5790		+115 (2%)
Staff Membership	2130	2159		+ 29 (1.4%)
Total Membership	7805	7949		+ 144 (1.8%)

Table 2: Characteristics of Public Members by disability and gender at end December 2018

Membership characteristic	End of 2017/18	31 Dec 2018	Direction compared to final 2017/18 figures	Change in membership numbers
Disability (public membership only)	720	788	↑	+ 68 (9.4%)
Men (public membership only)	1898	1916	↑	+18 (1%)
Women (public membership only)	3777	3872	↑	+95 (2.5%)

Table 3: Public Membership within each constituency








Constituency	End of 2017/18	31 Dec 2018	Direction compared to final 2017/18 figures	Change in membership numbers
Cheltenham	890	900	↑	+10 (1%)
Cotswolds	375	375	-	N/A
Forest of Dean	576	587	↑	+11 (2%)
Gloucester	1488	1548	↑	+60 (4%)
Stroud	872	886	↑	+14 (1.6%)
Tewkesbury	622	638	↑	+16 (2.6%)
Herefordshire	435	428	↓	-7 (-1.6%)
Greater England	417	420	↓	3 (0.7%)

Table 4: Public Membership by ethnicity:

Ethnicity	End of 2017/18	End of Dec 2018	Direction compared to final 2017/18 figures	Change in numbers
White British	5264	5335	↑	+71 (1.3%)
Mixed race	54	54	N/A	0
Black/Black British	73	76	↑	+3 (4%)
Asian/Asian British	123	137	↑	+14 (11%)
White Other	147	158	↑	+11 (7.5%)
Chinese/Other	14	14	N/A	0

N.B. Not all members complete the monitoring information, hence the discrepancy in figures for total membership.

Table 5: Public membership by age:

Age group	End of 2017/18	End of Dec 2018	Direction compared to final 2017/18 figures	Change in numbers
11-16	10	17		7 (70%)
17-19	47	36		-11 (23%)
20-44	1630	1655		25 (1.5%)
45-64	1899	1927		28 (1.5%)
65-74	808	822		14 (1.7%)
75+	741	767		26 (3.5%)
Did not disclose DOB	540	566		26 (4.8%)

Agenda item 12

Enclosure No

Paper H

Report to: Council of Governors, 15 January 2019
Author: Kate Nelmes, Head of Communications
Presented by: Kate Nelmes, Head of Communications

SUBJECT: Governor Engagement Opportunities

This Report is provided for:

Decision	Endorsement	Assurance	Information
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EXECUTIVE SUMMARY

This report provides a brief overview of ways in which Governors can engage with their constituents and support the expansion of our membership body. Effective engagement will ensure that our Council represents a robust and inclusive membership body, reflecting the views and needs of all of the communities we currently serve and will serve in the future.

RECOMMENDATIONS

That the Council of Governors notes the content of this report.

Corporate Considerations

<i>Quality Implications:</i>	An active and representative group of members assists the organisation to understand the experience of its service and contribute to the goal of inclusion and engagement.
<i>Resource implications:</i>	Membership activity requires continued resource to realise the benefits of a strong membership engagement and contribution.
<i>Equalities implications:</i>	Understanding the diversity of membership assists us to enable recruitment and retention of members to best effect.
<i>Risk implications:</i>	There are risks of marginalising certain groups within the local community if attention is not paid to membership demographics.

WHICH TRUST STRATEGIC OBJECTIVE(S) DOES THIS PAPER PROGRESS OR CHALLENGE?	
Continuously Improving Quality	C
Increasing Engagement	C
Ensuring Sustainability	C

WHICH TRUST VALUES DOES THIS PAPER PROGRESS OR CHALLENGE?			
Seeing from a service user perspective			P
Excelling and improving	P	Inclusive open and honest	P
Responsive	P	Can do	P
Valuing and respectful	P	Efficient	P

Reviewed by:		
Jane Melton	Date	9 January 2019

Where in the Trust has this been discussed before?		
	Date	N/A
What consultation has there been?		
	Date	N/A

Explanation of acronyms used:	N/A
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1. Membership Engagement - Background

- 1.1 *“Governors have an important part to play by listening to the views of the trust’s members, the public and other stakeholders, and representing their interests in the trust. This means, for example, gathering information about people’s experiences to help inform the way the trust designs, reviews or improves services effectively. Governors also have a role in communicating information from the trust to members and to the public, such as information about the trust’s plans and performance. Successful engagement calls for an ongoing working relationship between a foundation trust and its members and the public, with patients and service users at the heart of this.”*

Taken from ‘Representing the interests of members and the public’, GovernWell/Monitor, January 2015).

- 1.2 Our Engagement and Communications strategy was co-produced with Governors and launched in 2016. It includes the vision that we **will influence people to become champions of our services**. Governor involvement is extremely important in support of this (see Figure 1).

Figure 1 Dynamic factors of successful engagement and communication with people in our communities



- 1.3 There are many benefits to positive engagement with Trust members. Governors who understand the views of members and the public are better able to perform their statutory duties (for example, when holding the non-executive directors to account for the performance of the board). Effective engagement also helps to empower members to have a say in the way the Trust is run and our strategic goal to deliver outstanding, joined up mental and physical health and care can be progressed in partnership.
- 1.4 In the lead up to our merger with Gloucestershire Care Services NHS Trust, Governors can now play a vital role in helping to keep our members updated and involving members in our joint future. Governors can also act as key connectors to help us to ensure we recruit members from communities served by both Trusts, which will lead to a truly representative membership body when we merge.

2. Methods of Engagement/Involvement

- 2.1 Our tried and tested methods of membership engagement include:
 - Up2Date, our quarterly membership newsletter
 - E-flyers, periodically issued on specific events and topics
 - Events, including bespoke membership events, general Trust events or events organised by partner organisations

- 2.2 Governors currently participate in a range of events. Governors also work alongside the Trust Communications Team on the Membership Advisory Group. In the past few years, Governors have hosted specific membership events in a range of venues, including Cheltenham, Stroud, Cirencester, Gloucester and Hereford.
- 2.3 Governors may also like to consider different, more varied, methods of engagement. This may include, for example:
- Focus groups.
 - 'Drop-in' opportunities to pre-existing community groups (by arrangement).
 - Working with Communications to produce an 'e bulletin' for your constituents.

3. Calendar of key events

- 3.1 There are key events held every year, which enable us to create a calendar around which to base our engagement activity. During 2019, these events include:
- Children's Mental Health Week – 4 to 10 February
 - Time to Talk Day – 7 February
 - Eating Disorders Awareness Week – 25 February to 3 March
 - Maternal Mental Health Awareness Week – 29 April to 5 May
 - Mental Health Awareness Week – 13 to 19 May
 - Big Health Check Day – 22 May
 - Learning Disability Awareness Week – 17 to 23 June
 - Armed Forces Day – 29 June
 - AGM – July - TBC
 - Freshers' Fayres – throughout September/October
 - Gloucestershire Police Open Day – September - TBC
 - World Suicide Prevention Day – 10 September
 - World Mental Health Day – 10 October
 - Carers Rights Day – 30 November

There will be other specific events in your constituency that would be suitable to promote Trust services, raise awareness of mental health and learning disability issues and engage with members and prospective members.

4. Recommendation

- 4.1 Consider what engagement activity you already undertake and other opportunities you may wish to become involved in.
- 4.2 Liaise with John McIlveen, Anna Hilditch or Kate Nelmes to make arrangements accordingly. Increasingly we will now seek joint opportunities with Gloucestershire Care Services NHS Trust.