

Council of Governors Meeting

Thursday 13th July 2017 at 10.30 – 12.30pm
In the Business Continuity Room, Rikenel, Gloucester

AGENDA

Item	Time	Title and Purpose	Reference
1	10.30	Welcome and Apologies	Verbal
2		Declaration of Interests	Verbal
3		Minutes of the Previous Meeting held on 9 May 2017	Paper A
4	10.35	Matters Arising and Action Points <ul style="list-style-type: none"> Briefing Note – Alexandra Wellbeing House 	Paper A2
5		Review of Meeting Evaluation Sheet	Paper A3
Formal Business and Exception Reporting			
6	10.40	Tenure of Staff Governor	Paper B
7	10.50	Changes to the Trust Constitution	Paper C
Service Focussed Presentations and Information Sharing			
8	11.10	Annual Benchmarking Report	Paper D
9	11.25	Chief Executive's Report	Paper E
Membership and Governor Involvement			
10	11.45	Membership Report	Paper F
11	11.50	Holding to Account Discussion	Verbal
12	12.00	Governor Feedback from Board Committee Observation	Verbal
13	12.05	Key Issues for Discussion from Governor Pre-meeting	Verbal
Any other Business			
14	12.10	Any other business <ul style="list-style-type: none"> Annual Report 2016/17 Council of Governor Elections Report 	To be Tabled Paper G
15	12.15	Date of Next Meetings Please see overleaf	Verbal
CONFIDENTIAL SESSION			
16	12.20	Minutes of the Previous Meeting held on 9 May 2017	Paper H (c)
17	12.30	CLOSE	

Council of Governor Meetings

Business Continuity Room, Trust HQ, Rikenel		
Date	Governor Pre-meeting	Council Meeting
2017		
Tuesday 12 September	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 9 November	1.30 – 2.30pm	3.00 – 5.00pm
2018		
Tuesday 16 January	9.00 – 10.00am	10.30 – 12.30pm
Thursday 8 March	1.30 – 2.30pm	3.00 – 5.00pm
Tuesday 8 May	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 12 July	9.00 – 10.00am	10.30 – 12.30pm
Tuesday 11 September	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 8 November	1.30 – 2.30pm	3.00 – 5.00pm

Public Board Meetings

2017		
Thursday 27 July	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 28 September	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 30 November	10.00 – 1.00pm	Hereford
2018		
Tuesday 30 January	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 29 March	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 31 May	10.00 – 1.00pm	Hereford
Thursday 26 July	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 27 September	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 29 November	10.00 – 1.00pm	Hereford

Nomination & Remuneration Committee (Committee members only)

2017		
Tuesday 29 August	4.00 - 5.00pm	Rikenel
Wednesday 25 October	4.00 - 5.00pm	Rikenel

Governor Visits to Trust Sites

Venue	Location	Date	Time
2017			
Charlton Lane	Cheltenham	Tuesday 15 August	2.30 – 4.30pm
Honeybourne, Laurel House and Brownhill Centre	Cheltenham	September - TBC	
Wotton Lawn	Gloucester	Tuesday 3 October	10.00 – 12.00pm
Stonebow	Hereford	Tuesday 21 November	10.00 – 12.00pm

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.

In ²gether, 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 9 MAY 2017

BUSINESS CONTINUITY ROOM, RIKENEL, GLOUCESTER

PRESENT:

Ruth FitzJohn (<i>Chair</i>)	Alan Thomas	Paul Toleman
Vic Godding	Jo Smith	Jenny Bartlett
Rob Blagden	Paul Grimer	Mervyn Dawe
Jennifer Thomson	Hilary Bowen	Svetlin Vrabtchev
Richard Butt-Evans	Said Hansdot	
Pat Ayres	Amjad Uppal	

IN ATTENDANCE: Quinton Quayle, Non-Executive Director
Duncan Sutherland, Non-Executive Director
Marcia Gallagher, Non-Executive Director
Nikki Richardson, Non-Executive Director
Neil Savage, Director of Organisational Development
Jane Melton, Director of Engagement and Integration
Marie Crofts, Director of Quality
Marcia Gallagher, Non-Executive Director
Shaun Clee, Chief Executive
Kate Nelmes, Head of Communications
John McIlveen, Trust Secretary
Colin Merker, Deputy Chief Executive
Mike Scott, Member of the Public

1. WELCOMES AND APOLOGIES

- 1.1 Apologies for the meeting had been received from Katie Clark, Cherry Newton and Elaine Davies. Hazel Braund and Roger Wilson did not attend in order to avoid a conflict of interest in the closed section of the meeting. Dawn Lewis did not attend the meeting. Ruth welcomed Mike Scott to the meeting.

2. DECLARATION OF INTERESTS

- 2.1 There were no changes to the declaration of interests and no conflicts of interest with those items scheduled for discussion at the public meeting.

3. COUNCIL OF GOVERNOR MINUTES

- 3.1 The minutes of the Council meeting held on 17th January 2017 were agreed as a correct record.

4. MATTERS ARISING, ACTION POINTS AND EVALUATION FORM

- 4.1 The Council reviewed the actions arising from the previous meeting and noted that the majority of actions had been completed, or were progressing to plan. The inclusion of more detail against "completed" actions was helpful by way of tracking progress and adding additional assurance of completion. The Council noted the revised role description for Lead Governor which revised the term of office for Lead Governor to up to two years, with the possibility of re-election. The Head of Communications had provided the invitation list for the Cheltenham

Governor event to Vic Godding and Alan Thomas prior to this meeting, and consequently that action was closed. An update on the patient and staff surveys had been scheduled for the July Council meeting.

- 4.2 The Trust had recently launched a new website, and work had been ongoing to transfer the Governor portal to the new site. During this time the portal had been unavailable to Governors, and the Chief Executive apologised for this unavailability. Although there was still some work to do on the portal, it was now operational and an email would be sent out the following day advising Governors how to access the site.
- 4.3 Alan Thomas asked if the Trust could provide an update on ~~AMHP~~ Approved Mental Health Professionals services. The Deputy Chief Executive informed the Council that the Care Quality Commission ~~CQC~~ had recently visited the Trust as part of a national programme of visits around AMHP services, and that Gloucestershire's Mental Health Act admission rate had remained stable, in contrast to the rest of the country. The CQC had been complimentary about the structure of AMHP services, which it viewed as a stable service. An investment programme agreed by the local authority was currently being rolled out to support the development of AMHP services.

5. CHIEF EXECUTIVE'S REPORT

- 5.1 The Council noted the Chief Executive's report to the Council of Governors, which was intended to draw Governors' attention to key areas for awareness, information or for exploring further if of sufficient interest.
- 5.2 This briefing provided the Council of Governors with an update in relation to a number of issues since the Council meeting in March 2017, including:
- NHS England Implementation Plan
 - Accountable Care Systems
 - CQC Action Plan
 - Alexandra Wellbeing House
- 5.3 The Council noted that Accountable Care Systems would be discussed in more detail on the closed session of the Council meeting. There would also be a discussion around implementation of the Trust's strategy during that closed session. Alan Thomas asked whether mental health was being given fair prominence in Sustainability and Transformation Plan discussions. The Chief Executive said that this was a difficult question to answer. In answer to a question posed by NHS England, Herefordshire and Gloucestershire CCG and provider trust Chief Executives had agreed that existing funds were insufficient to meet agreed 2017/18 performance trajectories in full. However, whilst positive discussions were ongoing with commissioners, the local health system's limited financial capacity was currently focussed on supporting acute trusts.
- 5.4 Mervyn Dawe asked about the cost to the Trust of the Alexandra Wellbeing House. The Chief Executive replied that the initiative had been fully funded, therefore there was no cost to 2gether. Swindon Mind had been selected as the partner following a selection process. Governors asked whether a visit to Alexandra Wellbeing House could be arranged, and the Trust Secretary was asked to organise a prospective date, in conjunction with the Director of

Engagement and Integration, which would be circulated to Governors in due course.

ACTION: Trust Secretariat to liaise with Director of Engagement and Integration to arrange a Governor visit to Alexandra Wellbeing House

- 5.5 Pat Ayres asked whether Alexandra Wellbeing House would provide support to service users with eating disorders. The Chief Executive replied that the Wellbeing House was designed primarily to support people in crisis regardless of their core clinical issue. He asked the Director of Engagement and Integration to put together a briefing note for Governors on Alexandra Wellbeing House and the services/support it offers.

ACTION: Director of Engagement and Integration to provide a briefing for Governors on Alexandra Wellbeing House and the support it offers

6. PROVIDER LICENCE DECLARATIONS

- 6.1 The Trust Secretary reported that the Trust Board is required each year to self-certify regarding compliance with the conditions of its provider licence and the systems and processes for ensuring such compliance.
- 6.2 The Council noted that it is the Board which is responsible for ensuring compliance with the Trust's licence and any constitutional, statutory and contractual obligations placed upon the Trust. It is therefore a matter for the Board scrutinise the detail of any supporting evidence of compliance ahead of making these declarations. The Board is asked to make these declarations 'having regard to the views of Governors', and Governors should receive sufficient assurance to be satisfied about the robustness of the Board's own assurance processes in coming to a decision.
- 6.3 This report sought to provide that assurance to Governors by setting out the processes in place to enable the Board to receive assurance about its corporate governance systems and any risks to compliance with its licence conditions, both through the year and at year end when these declarations must be made. Governors were invited to comment about the declaration process to allow the May Board meeting to take account of Governors' views when making these declarations.
- 6.4 Alan Thomas expressed surprise that no risks had been identified in the report. Ruth FitzJohn clarified that the report referred to risks to compliance with the licence, and not to risks to the Trust itself, which did of course exist but were constantly mitigated by Executive action.
- 6.5 The Council noted the report and the assurance provided.

7. NOMINATION AND REMUNERATION COMMITTEE REPORT

- 7.1 The Chair and Non-Executive Directors left the room while this item was discussed. Rob Blagden presented the Nomination and Remuneration Committee report.

Chair Appraisal

- 7.2 Rob Blagden informed the Council that the appraisal process had resulted in an assessment of strong performance by the Chair, as testified to by the positive feedback she had received for her appraisal. Particular strengths that were noted included Ruth's focus on strategy, building strong external relationships and being visible and engaged with staff, service users and carers. The Committee received assurance that areas for development had been discussed and that Ruth planned to focus on making improvements in these areas during the coming year.
- 7.3 The Council noted the positive appraisal report for the Trust Chair, to which 13 Governors had contributed, and thanked Nikki Richardson for carrying out the appraisal in her role as Senior Independent Director. Board members, Governors and external and internal stakeholders were given the opportunity to provide feedback on the Chair's performance.

NED Appraisal

- 7.4 Rob Blagden presented the outcome report from the Non-Executive Directors' appraisal process. All Non-Executive Directors had been appraised with the exception of Maria Bond whose term of office only began in November 2016 and who therefore did not fall into the 2016/17 process.
- 7.5 All five appraised NEDs had made valuable contributions to the Trust and were performing well at Board, as Committee Chairs and across their broader roles. It was noted that there were no performance issues to be raised with the Nomination and Remuneration Committee or with the Council of Governors. It was felt that the outcomes of all appraisals were positive and the Committee was content that any development points would be picked up and managed appropriately through the setting of annual objectives and meetings with the Trust Chair.
- 7.6 The Council of Governors noted the positive appraisal report for the Non-Executive Directors and assurance that this provided that the Trust was in competent hands.

Chair and Non-Executive Director Remuneration

- 7.7 Rob Blagden informed the Council that Non-Executive Directors' remuneration has historically reflected the uplift offered to staff as part of the national pay settlement. The N&R Committee had therefore considered and agreed to recommend that Non-Executive Director remuneration be subject to a 1% cost of living uplift for 2017/18, in line with the national NHS pay award. It was noted that allowances for other duties such as acting as the Chair of a Committee would remain unchanged.
- 7.8 The Council approved the proposed 1% uplift in NED and Chair remuneration for 2017/18 and agreed to backdate this to 1 April 2017.

Shadowing the Lead Governor

- 7.9 Rob Blagden reported that the Committee had discussed the possibility of Governors shadowing the Lead Governor prior to putting themselves forward to stand for the role. The Committee had agreed that Governors may have differing information or development needs, and so interested Governors should contact

Anna Hilditch or Rob Blagden in the first instance so that a bespoke development plan can be created for that Governor. The Council agreed the Committee's suggested approach to shadowing the Lead Governor.

8. ANY OTHER BUSINESS

- 8.1 Alan Thomas commented on a press report regarding an inquest in connection with a death at Wotton Lawn. Alan noted that Governors had not been notified that the story may be in the press. The Chief Executive replied that the Trust had not known that the story would be run, and consequently had not had a chance to brief anyone in advance. The story had come out late on Sunday, and there had been no prior consultation with the Trust ahead of its publication, and thus no opportunity for the Trust to correct some errors which the story contained. The Trust had decided that it would not be in the interests of the family to raise this with the newspaper on this occasion, but would make contact with the newspaper to ask that the Trust be given the opportunity to comment on and if appropriate to correct any future stories. The Deputy Chief Executive informed the Council that the inquest jury had made reference to consultant cover in inpatient units. While this comment had caused some surprise to the Trust and to its legal advisers, the Trust had nevertheless taken the learning on board and had reconfigured the way in which consultants work in inpatient settings. This had improved both cover and visibility.
- 8.2 Alan Thomas thanked the Deputy Chief Executive for his comments, and asked whether the Governors would have been notified of the issue of the press coverage had he not raised it at the Council of Governors. The Chief Executive accepted Governors should have been made aware, and asked the Head of Communications to ensure that Governors receive notification when such issues are reported in the media.

ACTION: Head of Communications to ensure that Governors are made aware of media stories about the Trust.

- 8.3 Jenny Bartlett asked how Governors could be assured that where learning was available from issues such as these, that learning was captured and acted upon. The Chief Executive replied that all such learning is presented to and considered by the Governance Committee, which has Governor observers in attendance. Vic Godding confirmed that Governors could take good assurance that the Governance Committee ensured that learning was actioned in a timely and appropriate way.

9. KEY ISSUES FOR DISCUSSION FROM THE GOVERNOR PRE-MEETING

- 9.1 Rob Blagden said that the key discussion point from the pre-meeting had been the issue of some Governors being requested not to take part in the closed session of the meeting, where the Council would discuss implementation of the Trust's strategy, due to a conflict of interest. Governors had discussed whether this could be perceived as a lack of trust, and asked whether some more background information could be provided to put the decision into context.

- 9.2 Ruth FitzJohn told the Council that the Trust has clear policies on conflicts of interest, and Governors are required to declare their interests upon election or appointment, on the understanding that occasionally Governors may be asked to recuse themselves from a discussion where those interests may be engaged. Ruth explained that these procedures were about good governance, and existed to protect not only the Trust, but also those individuals for whom the conflicts might apply. Ruth made it clear that the implementation of the policy on an individual occasion in no way reflected on integrity of any Governor whose previously declared interest required them to be excused from a discussion. As the Council would be discussing the Trust's strategy in its closed session, those Governors who represent organisations who commission us, or have links to other provider Trusts, had been asked to excuse themselves from the discussion. Two Governors had therefore agreed not to attend the meeting in order to avoid this conflict of interest, and two Governors who were present would be asked to step out.
- 9.3 The Council heard from Quinton Quayle and Duncan Sutherland that this was standard practice in business, and both gave examples of when they had been asked to excuse themselves from a particular discussion in their roles outside the Trust due to a potential or perceived conflict of interest. Mervyn Dawe also endorsed this principle.
- 9.4 Svetlin Vrabtchev asked who makes the decision about excluding a Governor from such discussions. The Chief Executive replied that the Trust's Constitution required Governors to absent themselves in these situations in order to ensure good governance and to protect the individuals concerned. However, the Trust wanted to be able to involve the Council of Governors in these discussions, and to take account of Governors' views when enacting its strategy. Rob Blagden agreed that the Council also wanted to be able to have that discussion. Jenny Bartlett said that it had been helpful to receive the explanation provided by Ruth FitzJohn and the Chief Executive.
- 9.5 Alan Thomas said that he disagreed with what had been said, and had not been able to check the provisions in the Constitution surrounding this issue. Alan felt that the matter was one of trust and integrity, and informed the Council of his intention to resign with immediate effect given his exclusion from the closed session of the meeting. Ruth FitzJohn expressed her regret at Alan's decision, and thanked Alan for his service to the Council over the past three years.

10. DATE OF NEXT MEETINGS

Council of Governor Meetings

Business Continuity Room, Trust HQ, Rikenel		
Date	Governor Pre-meeting	Council Meeting
2017		
Thursday 13 July	9.00 – 10.00am	10.30 - 12.30pm
Tuesday 12 September	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 9 November	1.30 – 2.30pm	3.00 – 5.00pm

Board Meetings

2017		
Thursday 25 May	10.00 – 1.00pm	Kindle Centre, Hereford
Thursday 27 July	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 28 September	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 30 November	10.00 – 1.00pm	Kindle Centre, Hereford

Council of Governors Action Points

Item	Action	Lead	Progress
9 March 2017			
4.3	Regular monthly updates to the Governor Portal to be diarised by the Trust Secretariat and notification sent out to all Governors advising of those documents uploaded	Anna Hilditch	Planned re-launch 1 August 2017 New Trust website has been launched and work is still in progress to transfer the Governor Portal to the new site. Work is taking place with the Communications Team to migrate this.
9 May 2017			
5.4	Trust Secretariat to liaise with Director of Engagement and Integration to arrange a Governor visit to Alexandra Wellbeing House	Anna Hilditch	Ongoing. A visit will be arranged to Alexandra House once the service is up and running, and will be incorporated into the Governor visiting schedule.
5.5	Director of Engagement and Integration to provide a briefing for Governors on Alexandra Wellbeing House and the support it offers	Jane Melton	Complete. On agenda for July meeting
8.2	Head of Communications to ensure that Governors are made aware of media stories about the Trust.	Kate Nelmes	Complete

Alexandra Wellbeing House, Gloucester



Working in partnership with people who use our services, families, communities, other providers of services, local employers and educators are key to an inclusive and successful approach to mental wellbeing and taking mental health stigma.

2gether NHS Foundation Trust has formed a strategic partnership with the charity, Swindon Mind, to benefit the people of Gloucestershire. In an innovative project we have co-developed a new accommodation facility where adults needing a retreat from their everyday environment are provided with a home from home accommodation for a short period of time.

This pioneering partnership and accommodation initiative aims to prevent the escalation of illness which sometimes leads to NHS Inpatient care. Instead it will offer a low key environment of hope and support where people can reside as guests rather than patients.

The accommodation is staffed by Swindon Mind and volunteers and adds an additional resource for people in Gloucestershire who are vulnerable to the effects of mental illness.

Alexandra House caters for adults needing up to two weeks of support due to emotional or mental distress. There are five bedrooms, along with a shared living room and cooking facilities.

In order to access the house and its support, guests must be:

- Registered with a GP within the Gloucestershire Clinical Commissioning Group area.
- Over the age of 18
- Able to manage their own self-care and medication
- Risk assessed to ensure the environment is safe and suitable
- Not subject to the Mental Health Act (except for CTO and section 17 leave)
- Not subject to the Mental Capacity Act

A visit to Alexandra House will be arranged for interested Governors in due course.

2gether NHS Foundation Trust
EVALUATION OF COUNCIL OF GOVERNORS MEETINGS

Name...11 Governors.....

Date of Meeting ...9 May 2017...

	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> <ul style="list-style-type: none"> Especially keeping the focus on protecting services for people with MH and LD in the future 	10		1	
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> <ul style="list-style-type: none"> The Chair brought in other views usually unheard. This is commendable and is in the interests of the Trust 	9		2	
Responsive					
3.	Did we deliver on any targets or actions that were due?	11			
Valuing and Respectful					
4.	Did the language we use demonstrate respect for others?	11			
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> <ul style="list-style-type: none"> Council of Governors comes together every 2nd month and may well not have had any interim contact. Takes a while to settle 	10		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>	11			
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
Efficient, effective, economic and equitable					
8.	Did the agenda and papers arrive in plenty of time? (at least 4 working days before the meeting)	11			
9.	Were the agenda and papers i) Concise? ii) Informative? iii) Easy to follow? iv) At an appropriate level of detail? v) Clearly state the recommendations?	11			

	Please tick as appropriate:	Yes	No	Partial	N/A
10.	Were reports / papers presented concisely and succinctly?	11			
11.	Please list any reports which did not meet the above aims: <ul style="list-style-type: none"> Paper C was re: Provider licence – no problems with the Trust entering “no risk” however we all know that risks do exist in life 			1	3
12.	Please list any reports you found particularly helpful and say why: <ul style="list-style-type: none"> Papers C & D – fully informative whilst covering difficult subjects Chief Executive’s report – but Pullman Court could have been mentioned to Governors earlier 			1	1
13.	Were the items submitted to Council appropriate for the discussion / decision making?	11			
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>	10		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			
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	

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"> Very informative and inclusive Chaired with a positive direction Strategic update – one of the best aspects that I have experienced since being a Governor The Chair’s explanation of the requirements for the non-attendance of certain Governors, very clear Meeting chaired well in midst of complex discussions Questions raised by users of experience who are also Governors were skillfully and fully addressed by the Executive Governors need to know the direction of the Trust and not necessarily the detail of everything, especially in times of flux. The best aspect was the thinking that physical health is intrinsic to mental health. The Executive recognize this and are taking a lead. Physical health care systems can learn from MH care systems 	<ul style="list-style-type: none"> Time is always tight Due to some lack of clarification on a matter, a Governor resigned I was saddened that one of the Governors did not accept the Chair and Chief Executive’s explanation NED Name plates missing Albeit difficult, there was nothing at the meeting that was a “worst aspect”. Trust Governors understand that not all Council meetings will be easy – and why should they be?

Agenda Item 6

Enclosure

Paper B

Report to: Council of Governors – 13 July 2017
Author: John McIlveen, Trust Secretary
Presented by: John McIlveen, Trust Secretary

SUBJECT: Council of Governors – Attendance record of a Governor

<i>Can this report be discussed at a public Council meeting?</i>	Yes
<i>If not, explain why</i>	

This Report is provided for:			
Decision	Endorsement	Assurance	Information

1. EXECUTIVE SUMMARY

- 1.1 The Trust's constitution contains a provision regarding attendance at meetings of the Council of Governors, as follows:

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.*

- 1.2 Elaine Davies was elected as a Staff Governor in July 2013 and re-elected in July 2016 for a second term. Elaine has not attended the last 4 consecutive meetings of the Council of Governors (November 2016, January 2017, March 2017 and May 2017). Attendance since her initial election in 2013 is as follows:

2013/14	Attended 0/5 Council meetings
2014/15	Attended 1/6 Council meetings
2015/16	Attended 0/6 Council meetings (attended 2/3 extraordinary meetings)
2016/17	Attended 2/6 Council meetings

- 1.3 Elaine has attended a number of membership and engagement events, and has observed 1 meeting of the Delivery Committee in her role as a Governor. However, the formal requirement for Governors is to attend the general Council of Governor meetings, as this is the only way in which they can represent the constituents who elected them.
- 1.4 The Trust Secretary has discussed the matter with Elaine Davies prior to compiling this report. Elaine has advised that this absence has been due to

difficulties in balancing her part time employment responsibilities with the responsibilities as a Governor, and a misapprehension that Council of Governor duties must be undertaken in the Governor's own time.

- 1.5 Elaine is keen to continue in her role as a Governor. In determining whether Elaine should continue as a member of the Council, the Council should consider the following:

- 1.5.1 Elaine lives in Wales and only works for the Trust until 2.30pm on a Thursday each week. Two of the scheduled six Council meetings annually are outside of these times. An additional pressure for Elaine is that Council meetings take place in Gloucester which is an obstacle to doing this role along with her primary role (located in Hereford).
- 1.5.2 Elaine Davies is the Clinical Lead for Herefordshire IAPT services, a service which has been under increasing pressure over the past year which has been an additional factor in Elaine's ability to attend Council meetings.
- 1.5.3 The Council received a report in November 2014 regarding Elaine's attendance, and determined at that time that she should remain a member of the Council of Governors.

2. RECOMMENDATION

- 2.1 The Council of Governors is asked to note this report and consider whether Elaine Davies's tenure as a Staff Governor be terminated in accordance with the constitution.

Agenda Item 7

Enclosure Paper C

Report to: Council of Governors, 13 July 2017
Author: John McIlveen, Trust Secretary
Presented by: John McIlveen, Trust Secretary

SUBJECT: Changes 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 deal largely with matters concerning conflicts of interest, and reflect policy guidance from NHS England, published in Spring this year, requiring NHS trusts and foundation trusts to adopt strengthened policies to deal with actual and potential conflicts.

Accordingly, a number of changes have been proposed which affect both governors and directors. A number of existing provisions which hitherto applied only to governors have been expanded to include directors. In respect of governors, the proposal incorporates provisions which would prevent a governor taking up or continuing in office if she/he were concurrently a governor of another trust, given that this would clearly constitute a conflict of interest. This provision is already included in the constitutions of many other trusts, including University Hospitals Birmingham FT, Essex Partnership University FT, East London FT, and Cambridge and Peterborough FT, to name but a few, and the proposed change brings 2gether into line with what is now standard practice across many parts of the NHS.

While this change would not affect any governor in office at the time of the July Council meeting, it could affect governors joining the council after this meeting of the Council.

Previous versions of the constitution incorporated Standing Orders for both the Council of Governors and the Board, meaning that Standing Orders formed part of the constitution. Each set of Standing Orders included provisions about conflicts of interest. In order to provide clarity, those conflicts of interest provisions in Standing Orders have been relocated into the main body of the constitution. As a result, Standing Orders now deal solely with procedural matters for meetings of the Council and the Board, and the proposal in this report would decouple Standing Orders from the constitution, and enable the Council and the Board to amend and approve their own Standing Orders. Revised Standing Orders are attached for the Council's approval.

Additionally, the proposed changes remove the position of Learning Disability Partnership governor; the Trust has been unable to secure a nomination from the Learning Disability Partnership for this position, which has been vacant for over two years. This would reduce the size of the Council to 26 governors.

A small number of other changes have been made to update the constitution (for example, updating organisational names).

Changes are summarised below, and new inclusions (i.e. those which were not previously part of the constitution of Standing Orders) are highlighted on the attached copy of the constitution.

RECOMMENDATIONS

The Council of Governors is asked to:

1. Agree the proposed changes to the Trust Constitution which are highlighted in the document below.
2. Agree to forward the constitution to the July Board meeting for final approval
3. Agree the Standing Orders for the Council of Governors

1. Summary of proposed changes

1.1 General changes

- a) Corporate governance provisions within Council of Governors and Board Standing Orders (eg concerning interests) relocated to sit within the constitution¹
- b) Standing Orders are now entirely procedural (ie relating to the conduct of Council of Governor meetings or Board meetings) and have been decoupled from the constitution. Board and Council of Governors will in future adopt and amend their own Standing Orders.
- c) Interests provisions have been expanded to incorporate new guidance from NHS England which applies to directors and governors, as well as staff.²
- d) Wording has been simplified where possible. Organisational names have been updated where appropriate (eg Monitor becomes NHS I).
- e) Exclusion and disqualification provisions standardised for governors and directors

¹ SOs have hitherto formed part of the constitution, so the provisions which have been moved into the constitution are not new, merely relocated

² Trusts are required to implement NHS England's guidance.

1.2 Governor-related changes

- a) Learning Disability Partnership Governor removed³
- b) Make explicit that a governor may only serve two terms, regardless of the length of each term (previously implicit)
- c) Disqualify a governor who has served two terms from standing again for a period of three years⁴
- d) Tenure for appointed governors standardised to 'until replaced by nominating organisation'. This formalises current practice.
- e) Disqualify from being a governor anyone who:
 - is the spouse, partner or close relative of a director
 - has been disqualified from being a member of a Local Authority⁵
 - is a governor or a director of another health service body
 - has resigned from the Council in the previous 12 months⁶
 - is on a barred list⁷
 - is a vexatious complainant as defined by the Trust's Complaints Policy
- f) Provision for Council of Governors to terminate a governor's tenure if governor expresses opinions incompatible with Trust values, or if the governor fails to return a Code of Conduct declaration.
- g) Duty for governors to avoid conflicts of interest and third party benefits by virtue of being a governor⁸
- h) Requirement to declare 'loyalty' interests⁹
- i) Power of Chair to exclude a governor from all or part of a meeting if the Chair deems a conflict of interest to exist

1.3 Director-related changes

- a) Director who has served two terms may not reapply for three years
- b) Disqualify from being a director if he/she

³ We have been encouraging the LD Partnership to nominate a replacement Governor for at least 2 years, without success

⁴ This makes explicit a current provision in the constitution, and mirrors the provision which applies to directors

⁵ Supports current Fit and Proper Person requirements

⁶ This seeks to avoid the cost to the Trust of an unnecessary election

⁷ Supports current Fit and Proper Person requirements

⁸ This introduces duties which previously applied only to directors

⁹ For example where an individual holds office or position of authority in another organisation, or could be involved in recruitment of family members

- Is disqualified from being a Local Authority member
 - Is on a barred list
 - Is a governor of this or another FT
 - Is a director of another NHS trust or FT
- c) Interests to be declared now include
- Membership of certain clubs, societies or organisations (eg Freemasons)¹⁰
 - Connection with any organisation in a financial arrangement with the Trust (eg lenders)¹⁰
 - Loyalty interests
 - Any commercial interest in a matter under Board discussion¹⁰
 - Any business relationship of director or family member that may conflict with Trust's interests¹⁰
- d) Power of Chair to exclude a director from meeting/discussion if Chair deems a conflict of interest to exist
- e) Power of Board to exclude Chair or another director while discussing a matter in which a conflict of interest exists

¹⁰ Previously applied only to governors

2GETHER NHS FOUNDATION TRUST

Constitution

July 2017

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 Trust Headquarters, Rikenel, Montpellier, Gloucester GL1 1LY.
- 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 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, or to another officer asset 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, or being a member of the Trust staff 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 shall, if living in the Public Constituency, automatically become members of the appropriate Public Constituency, unless they indicate otherwise to the Trust.

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, signed by the Leader of the Council.
- 10.5 Herefordshire Council may appoint an elected member of the Council as a Local Authority Governor by nomination in writing, 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, form 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 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 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.

13. Council of Governors – disqualification and removal

- 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 in the twelve months prior to his nomination for election or appointment to the Council of Governors, has resigned as a member of the Council of Governors
- 13.1.13 a person who has not attained the age of 16 at the date they are nominated for election or appointment.
- 13.1.14 in the case of an appointed governor, a person whose appointing body withdraws its sponsorship of the governor.

- 13.1.15 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.
- 13.1.16 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.
- 13.1.17 a person who is the subject of an Order under the Sexual Offences Act 2003, or any subsequent legislation.
- 13.1.18 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
- 13.1.19 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.
- 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 or is failing to adhere to the Trust's Code of Conduct for Governors, and/or
 - 14.3.2 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
 - 14.3.3 has expressed opinions which are incompatible with the values of the Trust
 - 14.3.4 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 Model 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
- 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 area where the Trust provides services to speak for the following special interests:
- Older people's mental health
 - Adults of working age mental health
 - Children's and adolescents' mental health
 - People who misuse substances
 - Black and ethnic minority communities
 - Carers
 - Young Carers
- 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.

- 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 In no circumstances may an absent governor vote by proxy at a meeting of the Council of Governors. Absence is defined as being absent at the time of the vote.
- 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
- 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 under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.
- 20.2 A governor shall not solicit for any person any appointment under the Trust or recommend any person for such appointment: but this paragraph of this Standing Order shall not preclude a 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, should be declared to the panel or committee.

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 a benefit from a third party by reason of being a governor, or doing (or not doing) anything in that capacity.
- 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 share holdings 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.
- (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 Standing Order 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 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 a further term of up to three years.
- 29.4 A non-executive director (including the Trust Chair) who has completed two consecutive terms of office shall be eligible to apply again for appointment following a break of at least 3 years.
- 29.5 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.

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.
- 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 the Council of Governors' Standing Orders.
- 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:
- 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 foundation trust

33. Board of Directors – meetings

- 33.1 Public 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, or doing (or not doing) anything in that capacity.
 - 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.
- 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 share holdings 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 Standing Order 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 accordance with the constitution.
- 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 under 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.
- 37.2 Directors of the Trust Board shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph of constitution shall not preclude a director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

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:
- (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 the registers specified in paragraph 36 available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.
- 41.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of any member of the Trust, if the member so requests.
- 40.3 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 for inspection by members of the public free of charge at all reasonable times:

- (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.
- 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.

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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	All other electoral wards in England save those electoral wards that fall within the Cheltenham, Cotswold, Forest, Gloucestershire, Stroud, Tewkesbury and Herefordshire constituencies.	100	1

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 and nursing staff class	<p>Staff who are registered persons within the meaning of the Medical Act 1983 and who hold a licence to practice under that Act; or</p> <p>Staff who are registered nurses on the register maintained by the Nursing and Midwifery Council pursuant to the Nursing and Midwifery Order 2001</p>	100	3
the clinical and social care and support staff class	<p>Staff who are either:</p> <p>allied health professionals who are registered with a regulatory body within the remit of the Council for the Regulation of Health Care Professions established by section 25 of the NHS Reform and Health Care Professionals Act 2002; or</p> <p>social workers registered as such with the Social Care Council as established by the Care Standards Act 2001; or</p> <p>individuals who are employed wholly or mainly in direct clinical and care roles but not eligible for membership of those classes described above</p>	100	2
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	2

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>
Public governors:	
• Cheltenham	2
• Cotswold	2
• Forest	2
• Gloucester	2
• Stroud	2
• Tewkesbury	2
• Herefordshire	2
• Greater England	1
Staff governors:	
• Medical and Nursing staff class	3
• Clinical and Social Care and Support staff class	2
• Management, administrative and other staff class	2
Appointed governors:	
• Gloucestershire County Council	1
• Herefordshire Council	1
• Gloucestershire Clinical Commissioning Group	1
• Herefordshire Clinical Commissioning Group	1
Total	26

1.3 Of the three (3) Staff Governors in the Medical and Nursing class, two (2) seats shall be reserved seats as follows:

- (a) one (1) seat shall be reserved for a doctor; and
- (b) one (1) seat shall be reserved for a nurse.

1.4 The remaining one (1) seat shall be open to any member of the Medical and Nursing staff class.

1.5 The electoral constraints set out in this Annex will apply to all Staff Governor seats in the Medical and Nursing staff class, regardless of the number of Staff Governors being elected from that staff class at any particular time.

2GETHER NHS FOUNDATION TRUST

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

July 2017

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1. INTERPRETATION

- 1.1 The Chair shall be the final authority on the interpretation of Standing Orders.
- 1.2 Any expression to which a meaning is given in the National Health Service Act 2006 or the constitution shall have the same meaning in these Standing Orders
- 1.3 In these Standing Orders:

Governor is a member of the Council of Governors, whether elected or appointed;

Board of Directors is the Board of Directors of the Trust as constituted in accordance with the constitution and National Health Service Act 2006;

Director is a director on the Board of Directors whether non-executive (including the Trust Chair) or executive (including the Chief Executive);

Chair is the Chair of the Trust;

Clear day is a normal working day excluding the day on which the notice or step is taken;

Member of the public is any person who is not a governor or director of the Trust

2. THE TRUST

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

3. MEETINGS OF THE COUNCIL OF GOVERNORS

3.1 Admission of the Public and the Press

Members of the public (including members of the Trust) and representatives of the press shall be afforded facilities to attend all formal meetings of the Council of Governors except where the Council of Governors resolves that the public (including members of the Trust) and representatives of the press be excluded from all or part of a meeting on the following grounds:

- a) that any publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted, or;

- b) for other reasons stated in the resolution and arising from the nature of the business or the proceedings that the Council of Governors believes are special reasons for excluding the public and representatives of the press from the meeting in accordance with the constitution, or;
- c) to enable the business of the meeting to be conducted without interruption or disruption

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

3.3 If the Council of Governors resolves to exclude the press and public under Standing Order 3.1, the directors shall be entitled to remain at the meeting unless:

- a) the Council of Governors resolves that the directors withdraw, or
- b) the directors have a declarable interest (but this shall require the withdrawal only of those directors with that interest)

3.4 **Confidentiality**

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

3.5 Matters to be dealt with by the Council of Governors following the exclusion of representatives of the press, and other members of the public shall be confidential to the Governors.

3.6 Governors, directors and officers or any employee of the Trust in attendance shall not reveal or disclose the contents of confidential papers or minutes relating to confidential papers outside of the Council of Governors meeting, without the express permission of the Chair. This prohibition shall apply equally to the content of any discussion during the Council of Governors meeting which may take place on such reports or papers.

3.7 **Calling Meetings**

Ordinary meetings of the Council of Governors shall be held at such times and places as the Council of Governors may determine. There shall be up to six such meetings in every calendar year.

- 3.8 The Chair may call a meeting of the Council of Governors at any time. If the Chair refuses to call a meeting after a written request for that purpose, signed by at least one-third of the whole number of governors, has been presented to him/her, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to him/her, at the Trust's Headquarters, such one third or more governors may forthwith call a meeting.

3.9 **Notice of Meetings**

Before each meeting of the Council of Governors a notice of the meeting, specifying the business proposed to be transacted at it and signed by the Chair or by an officer authorised by the Chair to sign on his/her behalf shall be despatched to every governor or to the usual place of residence of the governor so as to be available to him/her at least five clear days before the meeting. The agenda shall normally constitute notice of a meeting.

- 3.10 Want of service of the notice on any governor shall not affect the validity of a meeting.

- 3.11 In the case of a meeting called by governors in default of the Chair, the notice shall be signed by those governors and no business shall be transacted at the meeting other than that specified in the notice. Failure to serve such a notice on more than three governors will invalidate the meeting. A notice shall be presumed to have been served one day after despatch.

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

3.13 **Setting the Agenda**

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

- 3.14 A governor desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least 10 clear days before the meeting. The request should include appropriate supporting information. Requests made fewer than 10 days before a meeting may be included on the agenda at the discretion of the Chair.

3.15 **Chair of Meeting**

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

3.16 In the absence of the Chair, the Deputy Chair of the Board of Directors or another non-executive director of the Trust nominated by the Chair will preside and he/she shall exercise all the rights and obligations of the Chair including the right to exercise a casting vote where the number of votes for and against a motion is equal.

3.17 If any matter for consideration at a meeting of the Council of Governors relates to the conduct or interests of the Chair or to the conduct or interest of the non-executive directors as a class, neither the Chair nor any of the non-executive directors shall preside over the period of the meeting during which the matter is under discussion. The Lead Governor shall normally preside under these circumstances, and will exercise all the rights and obligations of the Chair including the right to exercise a second or casting vote where the number of votes for and against a motion is equal. Where the Lead Governor is absent, the Council of Governors will elect one of their number to preside for the duration of the matter under discussion.

3.18 **Notices of Motion**

A member of the Council of Governors desiring to move or amend a motion shall send a written notice thereof at least 10 clear days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda subject to Standing Order 3.11.

3.19 **Withdrawal of Motion or Amendments**

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

3.20 **Motion to Rescind a Resolution**

Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding 6 calendar months shall bear the signature of the governor(s) who gives it and also the signature of 4 other governors. When any such motion has been disposed of by the Council of Governors, it shall not be competent for any governor other than the Chair to propose a motion to the same effect within 6 months; however the Chair may do so if he/she considers it appropriate.

3.21 **Motions**

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

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

- a) An amendment to the motion.
- b) The adjournment of the discussion or the meeting.
- c) That the meeting proceed to the next business.
- d) The appointment of an ad hoc committee to deal with a specific item of business.
- e) That the motion be now put.

3.23 In the case of sub-paragraphs 3.22 c and 3.22 e above to ensure objectivity, motions may only be put by a Governor who has not previously taken part in the debate and who is eligible to vote.

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

3.25 **Chair's Ruling**

Statements of governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevance, regularity and any other matters shall be final.

3.26 **Voting**

If, in the opinion of the Chair, a vote should be required on a question at a meeting, the result shall be determined by a majority of the votes of the governors present and voting on the question, save where indicated otherwise in the constitution or elsewhere in these Standing Orders.

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

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

3.29 If a governor so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).

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

3.31 **Minutes**

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

3.32 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

3.33 Minutes shall be circulated in accordance with the wishes of the Council of Governors. Where providing a record of a public meeting, the minutes shall be made available to the public.

3.34 **Suspension of Standing Orders**

Except where this would contravene any provision of the constitution or any statutory provision, any one or more of the Standing Orders may be suspended at any meeting, provided that:

- a) at least two-thirds of the governors are present, including one elected governor and one appointed governor, and
- b) a majority of those present vote in favour of suspension.

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

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

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

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

3.39 **Record of Attendance**

The names of the governors present at the meeting shall be recorded in the minutes.

3.40 **Quorum**

No business shall be transacted at a meeting of the Council of Governors unless at least one-third of the whole number of the sitting governors are present, to include representatives from at least two of the following classes of governor:

- Public governors
- Staff governors
- Appointed governors

3.41 If a governor has been disqualified (under the provisions of section 20 of the Trust constitution) from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest he/she shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

3.42 **Adjournment of Meetings**

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

3.43 When any meeting is adjourned to another day, other than the following day, notice of the adjourned meeting shall be sent to each governor specifying the business to be transacted.

3.44 **Termination of Tenure of governors and non-executive members of the Board.**

In respect of any resolution to remove a governor pursuant to section 14 of the constitution, or a non-executive director of the Trust, including the Chair pursuant to section 28 of the constitution, the following provisions shall apply in place of those set out above.

3.45 28 days' notice must be given of any meeting or resolution or notice of motion to remove a governor or non-executive director (referred to as the respondent)

- 3.46 In addition to notice to the governors in accordance with paragraphs 3.9 and 3.43, 28 days notice of the meeting shall be given to the respondent together with copies of the proposed resolution and any supporting papers.
- 3.47 The respondent may submit written representations in response to the proposed resolution not less than 10 days prior to the meeting at which the resolution is to be considered, and if so the Trust shall (if it is satisfied that the representations are proper, are not defamatory, and are not excessive in length) send copies of the representations to the governors in advance of the meeting.
- 3.48 The respondent may attend and speak at the meeting on the resolution.
- 3.49 Any resolution for the removal of a non-executive director shall require the approval of three-quarters of the whole of the Council of Governors at a quorate meeting.
- 3.50 Any resolution for the removal of a member of the Council of Governors shall require the approval of three quarters of the governors present at a quorate meeting.

4. LEAD GOVERNOR

- 4.1 The Council of Governors shall appoint one of its number to act as Lead Governor, following a request for expressions of interest. Should more than one governor express an interest, a vote of governors will take place using the 'first past the post' method. The Lead Governor will be appointed by the majority vote for a period determined by the Council of Governors, and may stand for re-election as determined by the Council of Governors.
- 4.2 The Lead Governor will carry out those functions described in relevant guidance from NHS Improvement. Any resolution for the removal of a Lead Governor shall require the approval of three quarters of the governors present at a quorate meeting.

5. COMMITTEES OF THE COUNCIL OF GOVERNORS

- 5.1 The Council of Governors may establish committees of the Council. The Council of Governors will approve the terms of reference and powers for any committee. Such terms of reference shall have effect as if incorporated into the Standing Orders. The committee will be subject to such conditions (such as reporting back to the Council) as the Council of Governors shall decide subject to the provisions of the constitution. The committee will carry out only those functions delegated to it.

- 5.2 The Standing Orders of the Council of Governors, as far as they are applicable, shall apply with appropriate alteration to meetings of the committee.
- 5.3 Membership of a committee shall be determined by the Council of Governors following a request for expressions of interest. If the number of governors prepared to serve on the committee is greater than the number of places available, the committee members will be selected by election by their peer governors.
- 5.4 Each member of the committee will have one vote. Governors shall be a member of a committee for a period set out in the Committee terms of reference, or until their current term of office expires or they resign from the committee. The Trust Chair shall be an ex-officio member of all committees.
- 5.5 Subject to the provisions in Standing Order 6.2, the chair of the committee will be appointed by the committee annually from amongst its members following a request for expressions of interest and a vote of the committee members.

6 NOMINATIONS AND REMUNERATION COMMITTEE

- 6.1 The Council of Governors will establish a Nominations and Remuneration Committee to advise it on the appointment and remuneration of the Trust Chair and non-executive directors.
- 6.2 The membership, quorum, duties and procedures for the Nominations and Remuneration Committee shall be as set out in the terms of reference of that committee.
- 6.3 The Council of Governors or the Nominations and Remuneration Committee may seek such external advice and assistance as they consider necessary in connection with an appointment or remuneration.

7. MISCELLANEOUS

- 7.1 The Trust Secretary shall make each governor aware of these Standing Orders and endeavour to ensure that each governor understands his/her responsibilities within these Standing Orders.
- 7.2 These Standing Orders including all documents having effect as if incorporated in them shall be reviewed every three years by the Council of Governors.
- 7.3 If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next

formal meeting of the Council of Governors for action or ratification. All governors have a duty to disclose any non-compliance with these Standing Orders to the Trust Chair as soon as possible.

Variation and Amendment of Standing Orders

- 7.4 These Standing Orders do not form part of the constitution of the Trust. Any amendments to Standing Orders shall not constitute a variation of the terms of the constitution.

DRAFT REVISION JULY 2017

Agenda item 8**Enclosure Paper D**

Report to: Council of Governors – 13 July 2017
Author: Les Trewin, Service Director, Countywide Services
Presented by: Chris Woon, Head of Information Services

SUBJECT: **National Benchmarking Update**

1. INTRODUCTION

- 1.1 The Council of Governors received a report and presentation in July 2016 on NHS Benchmarking and agreed at that time that it would be helpful to receive a similar presentation on an annual basis.
- 1.2 The Benchmarking Network is the in-house benchmarking service of the NHS. The Network works with over 340 members to understand the wide variation in demand, capacity and outcomes evident within the NHS and define what 'good' looks like. This supports providers in delivering optimal services within resource constraints, whilst also allowing commissioners to achieve the best balance from available commissioning resources.
- 1.3 Examples of the data received from the Network include benchmarks around Bed Occupancy, Serious Incident rates, Lengths of Stay and Patient Experience scores.
- 1.4 The NHS Benchmarking exercise is an annual activity and the full report is received at the Delivery Committee for scrutiny. The Committee reviews the results and identifies keys areas of focus where further detailed reports would be prepared. The Council of Governors should be assured that 2gether carries out monthly scrutiny of its national and local target indicators via the Performance Dashboard.
- 1.5 The following is the report received at the Delivery Committee at its May 2017 meeting. This report contains some complex data and is therefore intended to be for information only, and to provide Governors with assurance of the work that is being carried out within the Trust to focus on those areas where improvements are required.

2. RECOMMENDATION

- 2.1 The Council of Governors is asked to note this report.

REPORT TO DELIVERY COMMITTEE – MAY 2017

EXECUTIVE SUMMARY

This report provides the latest benchmarking position/ progress of the Trust against agreed key areas compared with the national benchmarking data produced annually. The National Mean position is based on the last completed benchmarking position in 2015/16.

For the purpose of this report it will focus on:

- Emergency readmission rates within 30 days of discharge
- Acute mean length of stay (LoS) excluding leave and unadjusted for outliers
- Low secure mean length of stay (LoS) excluding leave and unadjusted for outliers

The decision to focus on these three indicators is that they reflect directly on patient experience and the performance of the Trust from both a qualitative and operational perspective.

Based on data for 2015/16 the mean national average for emergency readmission rates was 8.4%. In March 2016 the Trust sat above the national average at a 10% emergency readmission rate. March 2017 now shows Wotton Lawn to have an 8% emergency readmission rate for 2016/17, an improvement of 2% from the 2015/16 position and just below the national mean.

In 2015/16 the national mean for Adult Acute Length of Stay (LoS) sat at 33 days. In 2015/16 Wotton Lawn was just under the national mean at 32 days. In the following year 2016/17 Wotton Lawns Ave. LoS increased to 39 days where it remains to date.

Technically speaking it could be argued that the methodology used to produce lengths of stay for the benchmarking return is flawed, as it is based on the patient's total stay with the trust and reported against the discharging ward.

If you attribute only the days that a patient was on an acute ward then the Trust falls below the national average at 28 days however using this method may hide the qualitative experience of the patient.

The national 'mean' LoS for low secure services for 2015/16 was 584 days. In the same year Gloucestershire's mean length of stay for the Montpellier unit was estimated at 815 days. Together NHSFT have now reviewed our current position with regard to the average length of stay and put in actions to reduce this. Evidence demonstrates there has been a significant reduction in the average LoS from 2015/16 to 2016/17 down to 451 days.

Based on the three indicators identified and discussed above evidence suggests that Senior Leadership responsible for In-Patient provision has a good understanding of the challenges within its services and is proactively managing these.

RECOMMENDATIONS

The Delivery committee are asked to note the report and recognise the work that has been undertaken to address poor performance and the outcome of that work.

Corporate Considerations	
<i>Quality implications:</i>	Reduced LoS and minimal readmissions would indicate that patients admitted to Trust in-patient facilities receive timely care that is effective and efficient.
<i>Resource implications:</i>	Reduced LoS and minimal readmissions would indicate maximum utilisation of available bed resource within the Trust
<i>Equalities implications:</i>	
<i>Risk implications:</i>	Reduced LoS and minimal readmissions would indicate the risk of having to send patients out of county for in-patient care is minimised.

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

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

Reviewed by:		
Colin Merker	Date	
Where in the Trust has this been discussed before?		
What consultation has there been?		
Information Department	Date	May 2017

Explanation of acronyms used:	LoS – Length of Stay OBD - Occupied Bed Days. PICU – Psychiatric Intensive Care Unit IDD – Identified Date of Discharge CQUIN – Clinical Quality Indicator
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1. Introduction

- 1.1 This report provides the latest benchmarking position/progress of the Trust against agreed key areas compared with the national benchmarking data produced annually. The National Mean position is based on the last completed benchmarking position in 2015/16. Table 1 below illustrates progress against a number of indicators; however this report will focus on just three indicators as requested by the Delivery Committee in January 2017.

2 Context

2.1 The Trust is part of a national benchmarking organisation to which all Mental health Trusts across the whole National Health Service submit annual returns. In most cases this allows us to create an average national position for key indicators which the Trust can then compare itself against and undertake a deeper dive into local data to understand their position better and if appropriate create action plans to address and improve performance.







2.2 For the purpose of this report it will focus on:

- Emergency readmission rates within 30 days of discharge
- Acute mean length of stay excluding leave and unadjusted for outliers
- Low secure mean length of stay excluding leave and unadjusted for outliers

The decision to focus on these three indicators is that they reflect directly on patient experience and the performance of the Trust from both a qualitative and operational perspective.

Together NHS Foundation Trust has one of the lowest mental health bed bases in the country and is able to maintain an effective acute care pathway through a combination of robust bed management, crisis team gate keeping of acute beds and a range of functional secondary mental health teams operating a least restrictive model of care and good risk management in the community.

GLOUCESTERSHIRE

	Within the national upper quartile	<p>Comparison to previous year</p> <p>  positive downward trend  positive upward trend </p> <p>  adverse downward trend  adverse upward trend </p> <p>  no change  Upward/Downward trend </p>
	Within the lower national quartile	
	Within the national mean (between upper and lower quartiles)	
	National data not available	

Extract date 08/05/2017

Note	Metric	2012/13		2013/14		2014/15		2015/16		2016/17 at 17/01/17	2016/17 at 08/05/17	movement since 17/01
		Glos	National Mean	Glos	National Mean	Glos	National Mean	Glos	National Mean	Glos	Glos	
1	Adult Acute	Emergency Readmissions within 30 days	7%	9%	11%	9%	9%	10.0%	8.4%	8%	8%	
	Adult Acute	Mean length of stay excluding leave & unadjusted for outliers (number of days)	44	31	37	32	39	32	33	39	39	
	Adult Acute	Delayed Transfers of Care % of bed days lost excluding leave	0.2%	4.7%	0.3%	4.0%	0.1%	1.5%	5.0%	1.2%	1.1%	
1	Older Adult	Mean length of stay excluding leave & unadjusted for outliers (number of days)	70	68	84	72	71	75	81	71	78	
	Older Adult	Delayed Transfers of Care % of bed days lost excluding leave	1.1%	7.1%	2.0%	7.0%	1.6%	0.5%	9.5%	2.4%	2.1%	
	Low Secure	Mean length of stay excluding leave & unadjusted for outliers (number of days)	502	471	811	472	599	815	584	413	451	
2	Total Inpatients	Occupied bed days Inpatient clustering - 17	19.8%	8.0%	14.9%	6.8%	13.9%	11.6%	6.8%	8.5%	8.4%	
3	Total Inpatients	Occupied bed days Inpatient clustering - 18-21	14.7%	15.0%	16.5%	17.8%	17.5%	15.0%	15.0%	14.4%	14.4%	
4	Community	Early Intervention - contacts per patient on the caseload	41.3	N/A	45.5	N/A	59.2	45.7	37.1	40.4	41.9	
5	Community	Crisis Resolution - response times within 4 hours	61%	N/A	57%	N/A	52%	50%	N/A	47%	49%	
5	Community	Crisis Resolution - response times within 24 hours	86%	N/A	84%	N/A	82%	82%	N/A	80%	82%	
	Community	Crisis Resolution -average response time (in hours)	12.4	N/A	12.5	N/A	14.5	14.5	N/A	15.7	14.9	
	Community	% of contacts delivered to Cluster 17 patients	10.1%	N/A	9.5%	N/A	7.7%	6.5%	3.8%	6.7%	6.5%	

Notes

- Mean length of stay based on discharges and specialty at time of discharge
- National data not collected for total occupied bed days in year - census date mean used for 12/13 and 13/14
- National data not collected for total occupied bed days in year - census date mean used for 12/13 and 13/14, 14/15
- 16/17 ytd based on estimation of contacts for the year
- Includes 136 Suite

* current year as at extract date

Previous year's submitted data may differ from that actually reported during the Benchmarking collection period, this can be due to late data entry or where methods of calculation

3. Emergency readmission rates within 30 days of discharge

3.1 Based on data for 2015/16 the mean national average for emergency readmission rates was at 8.4%. In March 2016 the Trust sat above the national average at a 10% emergency readmission rate. As a consequence further information was gathered to better understand the Trust position. Further analysis of 2015/16 data established the following:

- A total of 54 patients had a least one emergency readmission within 30 days during 2015/16.
- 11 patients had more than 1 readmission and between them admissions during the year totalled 40 of which 25 were within 30 days of their previous discharge.
- 8 of the 11 patients were cluster 7/8 identifying that most had some form of personality disorder.
- A review of care plans also highlighted that only one of the 11 patients has a relapse prevention plan and this was associated with attendances at the Acute Hospitals Trust and not Wotton Lawn.

An action plan was subsequently put in place to review care plans and progress the formulation of relapse prevention plans for the patients identified as high intensity readmissions.

3.2 Between April 2016 and March 2017 there were a total of 49 emergency readmissions within 30 days to Wotton Lawn. Of which only 4 patients had more than 1 of these readmissions. Only 1 of these 4 patients had a cluster 7/8 (personality disorder).

March 2017 now shows Wotton Lawn to have an 8% emergency readmission rate, an improvement of 2% from the 2015/16 position and just below the national mean. Arrangements are now in place for a review of relapse prevention plans at the point of any readmission by inpatient services, and where these do not exist proactive work will be undertaken with community teams to ensure these are established.

4. Acute mean length of stay excluding leave and unadjusted for outliers

4.1 In 2015/16 the national mean for Adult Acute Length of Stay (LoS) sat at 33 days. In 2015/16 Wotton Lawn was just under the national mean at 32 days. In the following year 2016/17 Wotton Lawns Ave. LoS increased to 39 days.

Table 2		Average LOS (days) in 2016/17	
Ward	Based on Acute ward stay only	Based on ward of discharge	
Abbey	25	34	
Dean	27	37	
Kingsholm	38	53	
Priory	27	37	
Total Acute	28	39	

Table 2 above highlights individual Ave. LoS per acute ward compared with Ave. LoS for the total episode of care with the Trust. This could suggest that where internal transfers between different specialties and sites occur it may result in a longer average length of stay being reported. Further work needs to be undertaken to better understand this position.

Discussion with the Bed Management Team also suggests contributory factors may include:

- Consultant vacancies and sickness resulting in high usage of locum medics who are more risk adverse than permanent staff.
- The new consultant in-patient model came into effect in January 2017. Evidence suggests there is variance in consultant practice however it is now easier to identify and address this directly with the consultants responsible. Table 2 above is a clear example of this when considering Kingsholm ward and allows for targeted action.
- Delays in discharge can be identified when consultants go on leave. Medics covering annual leave can appear reluctant to discharge other medic's patients.

Further work is required to understand the reasons behind internal transfers and the correlation to LoS.

- Some of the patients may have come via PICU or had a period of stay in PICU during their episode of care. Further work needs to be undertaken to determine if this is the case and whether this has been accounted for when estimating acute mean length of stay.
- Transferring between wards can occur for many reasons such as patient mix, management of gender mix to maintain bed availability or clinical presentation. If this occurs it can prove unsettling for patients and is avoided if possible.

Finally delayed transfer of care can have the biggest impact on Ave Lengths of stay. In 2016/17 a number of complex cases had to be escalated to senior management to prompt the local authority to play a more proactive role in supporting discharges. This remains a challenge but also highlighted a number of weaknesses in our own internal process. Work has now been undertaken to ensure:

- All admissions have clearly specified 'goals of admission' and an identified date of discharge (IDD) stated as close to the point of admission as possible
- When patients reach the 'national mean length of stay', this now creates a review at the bed management meeting of the patients care plan. This is to understand if the individuals IDD has been breached and what the reasons behind this are? Targeted actions can then be initiated which may include reset of the IDD due to clinical presentation, request for a second consultant opinion following the case review or escalation to senior management if third party agencies are involved that are beyond the control of the clinical team.

5. Low secure mean length of stay excluding leave and unadjusted for outliers

- 5.1 The national 'mean' LoS for low secure services for 2015/16 was 584 days. In the same year Gloucestershire's mean length of stay for the Montpellier unit was estimated at 815 days. It should be noted that the data parameters for the benchmarking exercise are defined by LoS as the length of the hospital spell at discharge and not the ward spell.

In 2016/17 NHS England who was responsible for commissioning low secure services set a national CQUIN to reduce lengths of stay across all low and medium secure services. Nationally all specialised Mental Health services are experiencing ongoing capacity and demand pressures for inpatient beds.

Whilst it is acknowledged that there will need to be system changes across the whole pathway into and out of specialised mental health provision, providers are required to ensure that services work effectively to minimise the Length of Stay (LoS). Delays are costly not only in terms of experience for patients but also in terms of the cost of lost Occupied Bed Days (OBDs) and also the impact on beds that cannot be accessed by patients who need to be admitted.

²gether have now reviewed our current position with regard to the average length of stay. There has been a significant reduction in the average LoS from 2015/16 to 2016/17 as shown below in table 3 and the action plan which was agreed in Q1 to reduce LoS has been achieved. Unlike the National Benchmarking parameters, NHSE were specific that they were looking to reduce the LoS on the ward, therefore just while someone was in the Montpellier unit.

Table 3

Financial Year	Total days on last ward incl. leave	Discharges	Average LOS per discharge
2016/17	2885	7	412

Financial Year	Total days on last ward incl. leave	Discharges	Average LOS per discharge
2016/17 Q3 and Q4	1172	3	391

The action plan initiated in quarter 1 of 2016/17 included:

- Management of pathway phases, with timeline, to include referral, decision to admit and intended outcome for admission, through assessment phase, active treatment and discharge planning
- Service practice in respect of management of patient leave (trial and home leave) and actions to be taken to reduce by 10% (detailed in contract particulars).
- To ensure plans for discharge commence early enough to identify potential barriers to discharge and or anticipated blockages are known.
- Strategy for readmission avoidance

Over the last year there have been 7 successful discharges from Montpellier, 2 of which were to other secure service providers and the other 5 to community based accommodation as part of a supported care package.

The benchmarking table on page 3 shows a slight increase in the LoS between January and March 2017 however this still falls below the National Mean as of 2015/16 and is based on a total episode of care and not just the stay on Montpellier.

6. Conclusion

Based on the three indicators identified and discussed above evidence suggests that Senior Leadership responsible for In-Patient provision has a good understanding of the challenges within its services and is proactively managing these.

Good progress has been made in reducing the emergency readmission rates which above all else is important for the patient experience but also gives assurance that discharges are occurring in a timely fashion.

More work is required to reduce lengths of stay and the new Consultant model allows us to more easily target where problems lie so that appropriate action can be taken.

Finally, the mean length of stay within our low secure service has been significantly reduced as a consequence of the focused work on the back of a national CQUIN. This will continue to be an issue for the Trust as responsibility for the secure estate transfers to the South West Secure Services Consortium which will be led by Devon Partnership Trust. ²gether is an active part of this consortium which aims to fundamentally change the clinical model to Forensic patients in the South West.

Agenda Item 9

Enclosure

Paper E

Report to: Council of Governors – 13 July 2017
Author: Shaun Clee, Chief Executive
Presented by: Shaun Clee, Chief Executive

SUBJECT: CHIEF EXECUTIVE'S REPORT

<i>Can this report be discussed at a public Council meeting?</i>	Yes
If not, explain why	

This Report is provided for:			
Decision	Endorsement	Assurance	Information

1. Friends and Family Test

- 1.1 The 10th Staff Friends and Family Test was run during Quarter 1 of the current financial year.
- The percentage of staff who would recommend the Trust as place to receive treatment has increased to 83%. This places the Trust above the national average score for receiving care or treatment which is 79%.
 - The percentage of staff who would recommend the Trust as a place to work has risen to 72%. This places the Trust well above the national average score of 64%.
 - The Trust is also above the average score for Mental Health Trusts in England which were 74% (care) and 61% (work).

2. New Medical Director Appointed

- 2.1 As colleagues may be aware, our Medical Director Dr Chris Fear is retiring later this year.
- 2.2 A lengthy and in depth recruitment process has taken place involving, among other elements, a two-day interview process and engagement with stakeholder groups, including Board members, Governors, Experts by Experience and Clinical/Service Directors/Heads of Profession.
- 2.3 I am delighted to tell you that the process has resulted in the appointment of Dr Amjad Uppal as our new Medical Director from this Autumn.
- 2.4 Amjad will be well known to many of you, as he has for some time now been one of our dedicated staff Governors. Having joined our Trust as a Senior House Officer in August 2002, he was appointed as a Consultant in January 2010 and was appointed Director of Medical Education in August 2013. He is currently Consultant to the Gloucester and Forest of Dean Assertive Outreach Teams.

- 2.5 Amjad has always demonstrated the utmost commitment to our Trust, our service users, carers, communities and colleagues and I am sure you would like to join me in congratulating him on his appointment.

3. Formal opening of Alexandra House by HRH countess of Wessex

- 3.1 On Wednesday 5th July, Her Royal Highness the Countess of Wessex spent time in our Trust, at both our new family room at Wotton Lawn and at our partnership project with Swindon Mind, The Alexandra Wellbeing House. The Countess spent time talking with service users, careers and colleagues. It was so good to see the Countesses skill, compassion and genuine interest and the impact that this had for people. The Countess formally opened both Pied Piper Room for children and Families at Wotton Lawn and The Alexandra Wellbeing House.

4. Fire Assurance Processes

- 4.1 Governor colleagues will be aware of the recent tragic fire in the tower block in London.
- 4.2 Although we are as yet not aware of the findings of the investigation, the Executive Committee felt it prudent to seek an understanding of if we had any estate which had external cladding. In particular if we had any bedded accommodation with cladding. A piece of work was commissioned from the Head of Estates in order to enable the Executive Committee to ensure that:
- a) we had an up to date view on which, if any of our buildings, had cladding which may need further specialist understanding/advice,
 - b) if in the light of emerging information and lessons from the London incident, we could identify any potential risks we may need to address within our general estate.
- 4.3 The commissioned report also enabled the Executive Committee to review the processes and procedures that we currently have in place to ensure that we receive, review and consider information and learning from incidents and inquiries external to our organisation and the mechanisms for bringing these to Board attention.
- 4.4 Subsequent to our internal actions, we received a communication from NHSI requiring a national return in relation to the presence of cladding and other features within our overall estate within 24 hours. The work commissioned internally enabled the completion of this national return within the stated timeframe.
- 4.5 Following the submission of the return, additional requirements have been issued to all NHS Chief Executives. These require liaison and joint actions with local Fire and Rescue Services and are in train.
- 4.6 In summary:
- We have no estate which is high rise (classified as above 5 storey).
 - We have no bedded estate which has cladding of the type on Grenfell Tower

- We have no bedded facilities which are unstaffed at night – with the exception of the Wellbeing House which is operated by Swindon Mind
 - We have established processes for regular fire surveys
 - We have established fire procedures informed by site specific risk assessments/surveys
 - We have acceptable levels of staff trained in fire procedures
- 4.7 In the course of our review, we have one property, Oak House, where some of our assurance can only be considered as partial at the current time and as a consequence urgent additional information is being sought to support further additional decision making.

5. Accountable Care Systems

- 5.1 Work continues at both National and local level on developing understanding of Accountable Care Systems. NHSE have produced guidance documents and these are being discussed and considered within both Gloucestershire STP and Herefordshire and Worcestershire STP Boards.
- 5.2 Our partnership work over the last 12 months with Gloucester Care Services NHS Trust, Gloucester Royal NHSFT, Gloucestershire CCG, Gloucestershire County Council and Primary Care colleagues will position 2gether NHSFT to participate in these discussions.

Agenda item 10

Enclosure No

Paper F

Report to: Council of Governors, 13 July 2017
Author: Kate Nelmes, Head of Communications
Presented by: Jane Melton, Director of Engagement and Integration

SUBJECT: Membership Report including Data Update

This Report is provided for:

Decision

Endorsement

Assurance

Information

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 will assist 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 will assist 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	7 July 2017

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

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

1.1 Our last Membership newsletter (published in May) contained a survey, asking members why they joined, what they feel they gain from membership and inviting suggestions for ways in which we could improve membership and make it more meaningful. Some useful comments and feedback were gained. Comments included:

- It is a great way to meet people. As someone that has had mental health problems in the past it's encouraging to meet other people and to be able to talk.
- Most of the things that I get sent through to attend I am not comfortable with doing or confident enough to do as an expert by experience and anxiety sufferer.
- It needs to be more expansive and involve FT Members more, with clear protocols, in its work.
- It keeps me informed of what is going on and how tax payers money is being spent!
- I find the newsletter features interesting although most of the 'news' I have heard about already. I get invited to a few events and will attend if possible. There really is not much invitation for meaningful involvement.
- Communications seem to be a bit patchy but have got better of late.
- For me (in my mid seventies) the current provision is fine. Someone younger would probably like more involvement.
- I think the newsletter is excellent in look and content. I enjoy reading about new initiatives and patient experiences. In terms of "news" most of the content is already in the public domain but that is fine, the publication is not designed to be breaking front page exclusives!

- If you really want considered opinion (patient experience or otherwise) then I think you could use this 'forum' in a more positive way. I have, a number of times, ticked the boxes of things that interest me so I would happily receive more information about these things. If you ask me about the personal issues around post-natal depression I probably won't be of much help, but I am still interested. In terms of real public consultation you have a captive audience if you target your membership well.

Full analysis of the survey is being undertaken and recommendations for action will be reported as soon as possible.

The survey also invited members to join the newly established 'Membership Advisory Group', and five members volunteered to join. The first meeting took place on June 4, however only one member was able to attend. A useful discussion took place, however the group will meet again in September, when we hope a larger group will be available. If Governors would like to attend the meeting, please let us know.

- 1.2 A number of opportunities have been taken to promote Trust membership at public events. The Communications team and Social Inclusion Team have attended the Gloucestershire Motor Show, Gloucester Pride, and the Three Counties Show, among others. Governors also joined colleagues to staff a membership stand at Big Health Check Day. We continue to promote membership via social media and recruit members through the Trust website. Finally, we ran a competition encouraging Trust staff to recruit members and be entered into a draw to win tickets to the Hereford Food Festival.

2. Information for Members




- 2.1 An e-flyer was issued to members in June, publicising the forthcoming AGM.
- 2.2 The next edition of our Membership newsletter will be published in August.

3. Governor Engagement Events

- 3.1 Plans are underway to hold a Governor engagement event in the Forest of Dean on 10 October – World Mental Health Day. This event will take place at the Royal Forest of Dean College and will focus on children and young people's mental health.

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 30 June 2017 we have 96 more public members than we had at the end of 2016/17.

Table 1: Public, Staff and total Membership Data as at 30 June 2017

Membership Type	End of 2016/17	30 June 2017	Direction compared to final 2016/17 figures	Change in membership numbers
Public Membership	5355	5451	↑	+ 96 (1.8%)
Staff Membership	2088	2103	↑	+ 15 (0.7%)
Total Membership	7443	7554	↑	+ 111 (1.5%)

Table 2: Characteristics of Public Members by disability and gender at end June 2017

Membership characteristic	End of 2016/17	30 June 2017	Direction compared to final 2015/16 figures	Change in membership numbers
Disability (public membership only)	706	721	↑	+ 15 (2%)
Men (public membership only)	1867	1870	↑	+ 3 (0.1%)
Women (public membership only)	3488	3581	↑	+ 93 (2%)

Table 3: Public Membership within each constituency

Constituency	End of 2016/17	30 June 2017	Direction compared to final 2016/17 figures	Change in membership numbers
Cheltenham	884	890	↑	+6 (0.7%)
Cotswolds	376	380	↑	+4 (1%)
Forest of Dean	557	570	↑	+13 (3.9%)
Gloucester	1406	1430	↑	+24 (1.7%)
Stroud	816	831	↑	+15 (1.8%)
Tewkesbury	596	612	↑	+16 (2.7%)
Herefordshire	355	364	↑	+9 (2.5%)
Greater England	365	374	↑	+9 (2.5%)
TOTAL public membership to date this year			↑	+ 96 (1.8%)

Agenda Item 14

Enclosure Paper G

Report to: Council of Governors, 13 July 2017
Author: Anna Hilditch, Assistant Trust Secretary
Presented by: Anna Hilditch, Assistant Trust Secretary

SUBJECT: Report on Council of Governor Election Results

This Report is provided for:

Decision	Endorsement	Assurance	Information
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EXECUTIVE SUMMARY

The Trust has recently completed a round of elections to the Council of Governors. This report provides the Council with an update of the successful candidates, as well as providing information about those Governors who will be leaving the Trust and where vacant positions remain.

Newly Elected Governors – Appointments to commence 1 August 2017

- Kate Atkinson (Cotswolds) – elected unopposed
- Vanessa Ball (Cheltenham) – elected
- Alan Thomas (Cheltenham) – elected
- Xin Sheen Zhao (Gloucester) – elected
- Mike Scott (Greater England) – elected
- Euan McPherson (Herefordshire) – elected

Re-elected Governors

- Rob Blagden (Management and Administration/Lead Governor) – re-elected unopposed

Outgoing GovernorsEnd of Term – 30 June 2017

- Dawn Lewis (Herefordshire) – served 1 term, did not re-stand for election

End of Term – 31 July 2017

- Pat Ayres (Cotswolds) – served 2 full terms
- Vic Godding (Cheltenham) – served 1 term, not re-elected
- Paul Toleman (Gloucester) – served 1 term, did not re-stand for election

Vacant Posts

- 1 x Cotswolds
- 1 x Tewkesbury
- 1 x Clinical, Social Care and Support staff
- 1 x Appointed – Gloucestershire County Council
- 1 x Appointed – Gloucestershire CCG

RECOMMENDATIONS

Governors are asked to note this report for information.

NEW GOVERNOR PROFILES

Kate Atkinson (Cotswolds)



Tell us about yourself, your background and any personal, work or voluntary interests

I am a service user due to upper motor neurone and PTSD. I am also a carer for someone with mental health problems. I would like to be a governor because I believe the trust needs to help as many people as it can.

Why did you decide to stand for election as a Governor? What was your motivation?

I have PTSD and am a carer for four people with dementia and someone with mental health problems. I feel that I need to do this to help the trust reach all those who need them.

Sum up why members should vote for you

They should vote for me because I would like to do this and should have the chance.

Vanessa Ball (Cheltenham)



Tell us about yourself, your background and any personal, work or voluntary interests

I previously worked within the NHS Together Trust and am extremely supportive of the work they do within the community. Prior to that I worked as an Holistic Therapist giving hands-on and talking therapies to clients both at my clinic and in the community. I volunteer with the Suicide Crisis Centre and have also set up two initiatives for people suffering mental health problems due to isolation and loneliness. I am very interested in how the Trust and voluntary organisations can work together to help people suffering with poor mental health.

Why did you decide to stand for election as a Governor? What was your motivation?

I think it is important for members of the Trust and the public to have their voices heard and interests represented. Holding the Board to account in terms of their performance and strategy is vital for trust amongst its employees and the wider community. I believe that this engagement is my motivating force to become a Governor, clear communication helps everyone understand the process and avoids people feeling their voices are not heard and their views are unimportant and under-represented.

Sum up why members should vote for you

I am passionate about helping people and promoting the wider discussion around mental health. I would relish the opportunity to help communicate the Trust's strategy and ask questions of its decisions and engagement. To represent the interests of its members and the public would be a privilege.

Alan Thomas (Cheltenham)



Tell us about yourself, your background and any personal, work or voluntary interests

Following a full career in both civilian and military education and training, I have become increasingly involved in NHS/Health related voluntary work. Currently Lead Governor of the Acute Trust and serving on NHS Regional and National Committees as a Public and Patient Representative, I was also, until recently, Vice Chair of Healthwatch Gloucestershire, with a special interest in mental health issues. I have a son who has had mental health issues for many years, and my father suffered from dementia. I am also a Mental Health Act Manager for 2G, reviewing patients on Section. I live in Cheltenham.

Why did you decide to stand for election as a Governor? What was your motivation?

As the 2G public governor for Cheltenham since 2014, I recently resigned, as I did not believe that the Trust especially values or even understands the role of governor. I am asking for re-election as the Trust needs governors who will stand up and effectively represent the Trust membership, the wider public and the Trust's service users. Whilst I am confident of the caring nature of 2G's staff, the reported patient experience, seen both as a governor and Healthwatch Board Member, does not always tally with public pronouncements. I need a new 'mandate' to represent you more effectively.

Sum up why members should vote for you

I am strongly principled, with a keen interest in mental health. I am familiar with the issues being debated in the local health economy, and am passionate about giving an effective voice to service users and their families. I am not afraid to speak out on their behalf.

Xin Sheen Zhao (Gloucester)



Tell us about yourself, your background and any personal, work or voluntary interests

I am a registered nurse and have moved from China to England with my family since 2003. I worked for NHS and private care sector. I am currently managing a 69 bedded nursing home for a well-known charity in Cheltenham area. I am determined to deliver safe, effective, compassionate, high quality care. Through my work, I maintain excellent relations with the residents, their families and my staff. I have good working relationship with local authority, NHS hospitals and Mental Health Services. I have good knowledge and understanding to the latest legislations and guidance related to the elderly care.

Why did you decide to stand for election as a Governor? What was your motivation?

I am very passionate about our elderly citizens' health and well-being, especially to those who live with dementia. I also have a great interest in mental health of children and young people. As a mother to three young girls, like many other parents in Gloucester area I would like to speak up my concerns about the impact of social media on the mental health of our young generation.

Being a Governor of 2together Foundation Trust, it will enable me to have some influence on the provision of safe and effective mental health service for the public.

Sum up why members should vote for you

Please vote for me, I can contribute my health and social care experience and skills to the board, represent the interests of the Trust members and the public. I am strongly committed to ensure 2together Foundation Trust continues its high quality care to our local people.

Mike Scott (Greater England)**Tell us about yourself, your background and any personal, work or voluntary interests**

I'm semi-retired, been married to Jane for 30yrs, have two grown-up daughters and live outside Gloucestershire in Bredon's Norton. On a personal note, one daughter has been a 2gether Trust patient and over the last 10yrs we have experienced a broad range of Primary, Community and Inpatient mental health services. My daughter is currently in treatment outside the county, quite reasonably because the specialist services are not available locally.

I have volunteered as a leader of a MH carer support group and more recently adult advocacy. Additionally, I have senior experience of the commissioning and delivery of elective healthcare services.

Why did you decide to stand for election as a Governor? What was your motivation?

I'm standing because I am lucky enough to be fit and healthy with some spare time that I would like to put to good use. As a family, we are grateful for the great care our daughter has received but, as you would expect, there have been times it could have been much better. I relish the chance to volunteer as a Governor as I believe the role offers a great opportunity to represent the interests of patients and carers, and in doing so make a tangible contribution to the development of the Trust and how services are developed and delivered.

Sum up why members should vote for you

Finally, the mix of energy, empathy and experience I offer (including out-of-county independent sector services) leaves me well placed to represent the interests of patients, carers and even professionals to improve quality and outcomes.

Euan McPherson (Herefordshire)



Tell us about yourself, your background and any personal, work or voluntary interests

I was born and lived for much of my life in South Shropshire, but have worked in, Herefordshire for over 25 years and have lived in the county for the past 8 years. I have held senior positions within the NHS in Herefordshire and am currently the Chief Executive of a Herefordshire based charity.

I enjoy cycling, motorcycles, the outdoors and am currently in training for the Great North Run (I don't enjoy running!). I live with depression and have experience of acute inpatient and community based Mental Health

services. I have a young daughter who is my anchor.

Why did you decide to stand for election as a Governor? What was your motivation?

I am fortunate enough to have survived acute depressive episodes and have first-hand experiences of 2gethers services. Throughout my last episode

I met some wonderful people, some of whom services worked well for and some of whom they didn't work so well for. I am now in a position where I feel I can play a role in helping improve services so they better meet the needs of all patients. I have significant experience in gaining and analysing patient and service user feedback and would use that knowledge to help ensure services are based on local need and preferences.

Sum up why members should vote for you

Having had experience of commissioning (buying), providing and using health services, I am well placed to constructively challenge the 2gether management. I have a reputation for being firm, but fair and building working relationships based on trust and respect; skills that are essential to be effective in this role.