

Meeting Title	Board of Directors		
Date	20 May 2021	Agenda item	Bo.5.21.15

## Proposed amendments to the Constitution

Presented by	John Holden, Director of Strategy and Integration		
Author	Laura Parsons, Associate Director of Corporate Governance/Board Secretary and Jacqui Maurice, Head of Corporate Governance		
Lead Director	John Holden, Director of Strategy and Integration		
Purpose of the paper	To present proposed amendments to the Constitution. The Board is required to approve any changes prior to the Constitution being presented to the Council of Governors for the Council's review and approval in July of 2021.		
Key control	N/A		
Action required	For approval		
Previously discussed at/ informed by	N/A		
Previously approved at:	Academy/Group	Date	
	N/A		
Analysis			
<p>The Trust's Constitution was previously reviewed by both the Board of Directors and Council of Governors in January 2018. As it is now over three years since the Constitution was last reviewed, a review has been undertaken to ensure that the Constitution remains up to date.</p> <p>Section 37 (1) of the NHS Act 2006 (as amended by the Health and Social Care Act 2012) stipulates that "a Foundation Trust may make amendments to its Constitution only if:</p> <ul style="list-style-type: none"><li>• More than half of the members of the Council of Governors of the Foundation Trust voting approve the amendments, and</li><li>• More than half of the members of the Board of Directors of the Foundation Trust voting approve the amendments."</li></ul> <p>The Trust must also ensure that any amendments comply with Schedule 7 of the NHS Act 2006 (as amended).</p> <p>In summary, the proposed amendments seek to:</p> <ul style="list-style-type: none"><li>- Improve alignment with the <a href="#">Model Core Constitution</a> in terms of clarity with regard to the powers of the Trust</li><li>- Ensure the language is gender neutral</li><li>- Provide clarity with regard to staff and patient membership</li><li>- Provide clarity with regard to the Council of Governors and attendance at meetings</li><li>- Update references to the regulator (from Monitor to NHSE/I)</li><li>- Provide clarity with regard to the role of the Partnership Governors</li><li>- Remove duplicated information</li></ul> <p>A full list of the proposed changes is attached at Appendix 1 and the Constitution, with tracked changes, is attached at Appendix 2 (Board members are asked to note that the model election rules have been removed as they are very lengthy and the only changes to this section are to make the language gender neutral and to update references to Monitor to NHSE/I).</p> <p>The Board asked to note that the amendments all comply with Schedule 7 of the NHS Act 2006 (as amended).</p>			

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Where the Board approves the amendments to the Constitution these will be presented to the Council of Governors for its approval at the meeting scheduled for 15 July 2021. Subsequent to the Council's approval the amendments will be notified to NHSE/I and the updated version will be published on the Trust website.

#### Recommendation

The Board of Directors is asked to approve the proposed amendments to the BTHFT Constitution.

Risk assessment						
Strategic Objective	Appetite (G)					
	Avoid	Minimal	Cautious	Open	Seek	Mature
To provide outstanding care for patients			g			
To deliver our financial plan and key performance targets			g			
To be in the top 20% of NHS employers					g	
To be a continually learning organisation				g		
To collaborate effectively with local and regional partners					g	
The level of risk against each objective should be indicated. Where more than one option is available the level of risk of each option against each element should be indicated by numbering each option and showing numbers in the boxes.	Low		Moderate	High	Significant	
	Risk (*)					
Explanation of variance from Board of Directors Agreed General risk appetite (G)						

Benchmarking implications (see section 4 for details)	Yes	No	N/A
Is there Model Hospital data relevant to the content of this paper?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Is there any other national benchmarking data relevant to the content of this paper?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Is the Trust an outlier (positive or negative) for any benchmarking data relevant to the content of this paper?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Risk Implications (see section 5 for details)	Yes	No
Corporate Risk register and/or Board Assurance Framework Amendments	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Quality implications	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Resource implications	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Legal/regulatory implications	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Diversity and Inclusion implications	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Performance Implications	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Regulation, Legislation and Compliance relevance	
<b>NHS Improvement: (please tick those that are relevant)</b>	
<input type="checkbox"/> Risk Assessment Framework	<input type="checkbox"/> Quality Governance Framework

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<input checked="" type="checkbox"/> Code of Governance	<input type="checkbox"/> Annual Reporting Manual
<b>Care Quality Commission Domain: Well Led</b>	
<b>Care Quality Commission Fundamental Standard: Good Governance</b>	
<b>NHS Improvement Effective Use of Resources: Corporate Services, Procurement, Estates &amp; Facilities</b>	
<b>Other (please state):</b>	

<b>Relevance to other Board of Director's academies: (please select all that apply)</b>			
People	Quality	Finance & Performance	Other (please state)
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>