

Meeting Title	Council of Governors		
Date	15 April 2021	Agenda item	CGo.7.21.15

## Proposed amendments to the Constitution

Presented by	Laura Parsons, Associate Director of Corporate Governance/Board Secretary		
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 Council of Governors and the Board of Directors are required to approve any changes to the Constitution.		
Key control	N/A		
Action required	For approval		
Previously discussed at/informed by	The Board of Directors		
Previously approved at:	Committee / Group	Date	
	Board of Directors	20 May 2021	

### Analysis

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.

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:

- More than half of the members of the Council of Governors of the Foundation Trust voting approve the amendments, and
- More than half of the members of the Board of Directors of the Foundation Trust voting approve the amendments."

The Trust must also ensure that any amendments comply with Schedule 7 of the NHS Act 2006 (as amended).

In summary, the proposed amendments seek to:

- Improve alignment with the [Model Core Constitution](#) in terms of clarity with regard to the powers of the Trust
- Ensure the language is gender neutral
- Provide clarity with regard to staff and patient membership
- Provide clarity with regard to the Council of Governors and attendance at meetings
- Update references to the regulator (from Monitor to NHSE/I)
- Provide clarity with regard to the role of the Partnership Governors
- Remove duplicated information

A full list of the proposed changes is attached at Appendix 1 and the Constitution, with tracked changes, is attached at Appendix 2 (The Council is 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).

The Council is asked to note that the amendments all comply with Schedule 7 of the NHS Act 2006 (as amended).

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The Board of Directors considered and approved the amendments to the Constitution as presented.

These are now presented here to the Council of Governors for approval. Where the Council does approve the amendments, the revised document will be issued to NHSE/I, publicised across all our communication channels including publication on the Trust website.

#### **Recommendation**

The Council of Governors is asked to approve the proposed amendments to the BTHFT Constitution.