

Meeting Title	Board of Directors		
Date	11 May 2023	Agenda item	Bo.5.23.22

Annual Review of the Constitution

Presented by	John Holden, Director of Strategy and Integration		
Author	Jacqui Maurice, Head of Corporate Governance		
Lead Director	John Holden, Director of Strategy and Integration		
Purpose of the paper	The Constitution is subject to annual review by the Board and the Council of Governors. The Board is required to review and approve any changes prior to the Constitution being presented to the Council of Governors for review and approval in July 2023.		
Key control	N/A		
Action required	For approval		
Previously discussed at/ informed by	N/A		
Previously approved at:	Academy/Group	Date	
	N/A		

Analysis

The Trust's Constitution was previously reviewed by the Board of Directors in May 2022 and by the Council of Governors in July 2022.

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).

Proposed Amendments 2023

The Constitution (with tracked changes) is attached at Appendix 1 for the Board's review.

One material amendment and a number of minor amendments are proposed.

These are:

- **Ensuring alignment with the Model Core Constitution**

An amendment has been added to ensure that the Constitution is aligned with the '[Model Core Constitution](#)' with regard to the 'Removal of a Governor' in line with the process described within the Governors Code of Conduct. The proposed amendment has been added to our Trust Constitution at section 6.10.4 (page 16) and states:

"At the commencement of their term of office a Governor shall sign the 'Governor's Code of Conduct' as agreed by the Council of Governors. A Governor may be subject to removal from office for non-compliance with the 'Governor's Code of Conduct'. The process to be undertaken is specified with

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the 'Governor's Code of Conduct'."

- **Minor amendments**

Minor amendments have been made to:

- The cover page regarding the date for review;
- The contents section (page 2) at 6.10 from 'Disqualification' to 'Disqualification and Removal';
- References throughout the document from NHSE/I to NHSE; and
- Amendment to paragraph references within the Constitution which were incorrectly stated.

Recommendation

The Board is asked to review and approve the amendments proposed to the Constitution.

The Constitution will then be presented to the Council of Governors for approval at their meeting scheduled for 20 July 2023.

Subsequent to the Council's approval the Constitution will be submitted to NHSE and published on the Trust website.

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Risk assessment						
Strategic Objective	Appetite (G)					
	Avoid	Minimal	Cautious	Open	Seek	Mature
To provide outstanding care for our patients, delivered with kindness			g			
To deliver our financial plan and key performance targets			g			
To be one of the best NHS employers, prioritising the health and wellbeing of our people and embracing equality, diversity and inclusion					g	
To be a continually learning organisation and recognised as leaders in research, education and innovation				g		
To collaborate effectively with local and regional partners, to reduce health inequalities and achieve shared goals					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)						

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 type="checkbox"/>	<input checked="" 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
NHS England: (please tick those that are relevant)
<input type="checkbox"/> Risk Assessment Framework <input type="checkbox"/> Quality Governance Framework
<input type="checkbox"/> Code of Governance <input type="checkbox"/> Annual Reporting Manual
Care Quality Commission Domain: Well Led
Care Quality Commission Fundamental Standard: Good Governance
NHS Improvement Effective Use of Resources
Other (please state):

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