

Meeting Title	Council of Governors		
Date	20 July 2023	Agenda item	CGo.7.23.16

Annual Review of the Constitution

Presented by	Laura Parsons, Associate Director of Corporate Governance / Board Secretary		
Author	Jacqui Maurice, Head of Corporate Governance		
Governance responsibility	John Holden, Director of Strategy and Integration		
Purpose of the paper	To present proposed amendments to the Constitution for approval.		
Action required	To approve		
Previously discussed at/informed by	N/A		
Previously approved at:	Committee/Group	Date	
	Board of Directors	11 May 2023	

Situation
<p>The Trust's Constitution was previously reviewed and approved by the Council of Governors in July 2022.</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"> • 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." <p>The Trust must also ensure that any amendments comply with Schedule 7 of the NHS Act 2006 (as amended).</p> <ul style="list-style-type: none"> • Ensuring alignment with the Model Core Constitution <p>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:</p> <p><i>"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 the 'Governor's Code of Conduct'."</i></p> <ul style="list-style-type: none"> • Minor amendments <p>Minor amendments have been made to:</p> <ul style="list-style-type: none"> - 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.

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The Board is reviewed and approved the amendments proposed to the Constitution at its meeting on 11 May 2022.

Recommendation/s

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

Subsequent to approval the Constitution will be submitted to NHS England and published on the Trust website.