

Agenda

Meeting:	Extraordinary Council of Governors in Public
Date of Meeting:	Tuesday 03 March 2026
Time:	17:30 - 18.00
Online only:	Microsoft Teams

No.	Item:	Lead:	Papers:	Timing:
1.	Welcome, Apologies and Declaration of Interests	Trust Chair	Verbal	17:30
2.	Review of Trust Constitution	Trust Chair	Attached	17:35
	Close			18:00

REPORT

Meeting:	Council of Governors			
Date of Meeting:	3 rd March 2026			
Agenda Item:	Item 2			
Title of Paper:	Review of Trust Constitution			
Board Lead:	Steve Grange, Chief Executive Eileen Milner, Trust Chair			
Author:	Martin Whelan, Trust Secretary			
Contributions from:	Trust Secretariat Team			
Purpose of this report:				
1) Decision <input checked="" type="checkbox"/>	2) Discussion <input type="checkbox"/>	3) Information <input type="checkbox"/>	4) Assurance <input type="checkbox"/>	
Responsible Committee:				
Not applicable – Amendments to the Trust Constitution are reserved to the Council of Governors and Board of Directors				
Link/s to Board Assurance Framework:				
Strategic Aim 1) Working in partnership to deliver the best care.			<input checked="" type="checkbox"/>	
Strategic Aim 2) People at the heart.			<input checked="" type="checkbox"/>	
Strategic Aim 3) System leader in innovation and research.			<input checked="" type="checkbox"/>	
Strategic Aim 4) Making the best use of our System resource.			<input checked="" type="checkbox"/>	
Link to CQC Key Lines of Enquiry:				
1) Safe <input type="checkbox"/>	2) Effective <input type="checkbox"/>	3) Caring <input type="checkbox"/>	4) Responsive <input type="checkbox"/>	5) Well-Led <input checked="" type="checkbox"/>
Impact Assessments:				
Does this paper have any impact on the Cambridgeshire and Peterborough Integrated Care System (ICS) or System Partners?			No	
Does this paper consider health inequalities / protected characteristics?			No	
Are there any negative or known impacts associated with this paper?			No	

Executive Summary:

Foundation Trusts are required to have a constitution, as the overarching governance document of the organisation.

A review of the constitution has been undertaken, with a summary of the changes outlined in the body of the report.

Recommendations:

To approve the proposed amended constitution.

REPORT

1.	PURPOSE OF REPORT:
	<p>The purpose of the report is to seek approval for the proposed amendments to the Foundation Trust.</p> <p>Approval for changes to the Trust Constitution require separate approval from the Board of Directors and Council of Governors. The Board of Directors considered the item on 28 January 2026 and approved the proposed changes.</p> <p>The proposed amended constitution is available to view at the following link</p> <p>Draft Constitution 2025</p>
2.	KEY ITEMS TO NOTE:
	<p>Foundation Trusts are required to have a constitution, as the overarching governance document of the organisation.</p> <p>There is no single specified format for constitutions, however many Trusts including this organisation use the 'Model Constitution' template issued in 2014 by the previous regulator of Foundation Trusts, Monitor. The 'Model' provides a framework which requires varying level of local population of content.</p> <p>The 'Model Constitution' and 'Model Electoral Rules' have not been updated nationally since 2014 therefore there are some sections are no longer relevant or factually accurate due to external changes. Most of the proposed changes beyond correcting minor typographical issues are to reflect changes to the external environment. There are also a small number of areas where the opportunity has been taken to address anomalies within the existing document; reflect previous decisions of the Trust and simplify sections.</p> <p>A summary of the proposed changes is outlined below.</p> <ul style="list-style-type: none">• Amending all references from NHS Improvement to NHS England. All powers and responsibilities previously vested in Monitor and NHS Improvement were transferred to NHS England by the Health and Care Act 2022.

- Updating references from the Department of Health to the Department of Health and Social Care.
- Removal of fax number from address.
- Consistently refer to organisation as the Trust instead of the Corporation. Public benefit corporation is the legal form for Foundation Trust.
- Confirming the minimum age for membership to be 16 years old and 18 years olds to be a Governor. There has been a longstanding discrepancy (at least five years) between the membership resources and the constitution. The proposal is to align the constitution with the membership resources. There are no minimum ages specified in legislation or statutory guidance.
- Removal of references to the Foundation Trust Governor Panel. The Health and Social Care Act 2012 required Monitor as the then regulator of the Foundation Trust sector to establish an independent panel to which Council of Governors could resolve to refer issues for consideration. Additional responsibilities regarding advising on Foundation Trust Governor election disputes were assigned via the Model Election Rules in 2014. The panel dissolved itself due to lack of referrals around 2016. The proposal is to remove the provision from the constitution due to no longer existing and renumber the remainder of the constitution.
- Expansion of the reference to auditor, to make it explicit that the appointment (and related functions) regarding the external auditors is reserved to the Council of Governors and internal auditors is the responsibility of the Board of Directors. The remainder of the section is proposed to be removed, as the Audit Commission was dissolved in March 2015 and the other statutory and regulatory provisions such as the Provider Code of Governance regulate the appointment (including eligibility to appoint) of auditors.
- Updating organisational titles to reflect current titles such as replacing Peterborough and Stamford Hospitals NHS Foundation Trust with North West Anglia NHS Foundation Trust.
- Within the geographic definitions of constituencies, correction of erroneous references to Huntingdon (instead of Huntingdonshire) District Council and Cambridgeshire (instead of Cambridge) City Council.
- Amending the list of appointing organisations, to reflect the previous agreement of the Trust to appoint a Governor to represent Anglia Ruskin University and to decrease the number of Voluntary and Community Sector from Governors from three to two. To retain three voluntary and community sector governors, would necessitate either removing one other appointed Governor or increasing the combined number Public and Patient Governors by one.

- Updating the electoral rules
 - Removal of facility to vote by text or phone and associated rules. The model rules were introduced prior to electoral services providers confirming the range of services to be offered. Typically, electoral services provider focus, on offering paper and internet voting arrangements only.
 - Removal of the requirement in the note of poll for the Trust to publish the address of candidates. In practice Foundation Trusts (including the Trust) have not followed this requirement.
 - Deletion of the provisions relating to the Independent Election Panel and insertion of new dispute process. Following the dissolution of the panel, there is no formal dispute resolution process involving NHS England. Also following the removal of the panel there is no formal ability of NHS England to declare elections void.
 - Removal of the rules related to the management of elections via first past the post, as the Trust uses the single transferable vote rules.

- Removal of the restriction on a member of the local authority health scrutiny committee from becoming members of the Council of Governors. The restriction is discretionary not mandatory and does not reflect the current range of local authority governance models permitted by the Localism Act 2011.

- To amend the Standing Orders of the Council of Governors to make it an explicit requirement to record the name and role of any members of the board of directors present. To remove reference as employment by the CCG as a non-material interest, as the CCG no longer exist nor does the CCG/ICB appoint a Governor.

- Amending the Standing Orders of the Council of Governors and Board of Directors regarding recording of meetings held in public. The revision makes it clear where facilities are available these meetings will be recorded, and the default is that the recordings will be made available via a suitable online platform. Currently the meetings are uploaded to YouTube.

- Clarifying within the standing orders of the Board of Directors, the current text of 35.4 is contradictory suggesting that Committees and Subcommittees are both open to the public and private. The proposed revision makes it clear that they are held in private and access arrangements will be defined in the relevant terms of reference.

- Updating the standing orders of the Board of Directors to explicitly authorise any Executive Directors or the Trust Chair to undertake sealing. This replaces and simplifies the existing arrangements which requires the Chief Executive to formally specify a list.

3. ASSOCIATED RISKS TO NOTE:

	N/A
4.	AREAS OF GOOD PRACTICE TO NOTE:
	N/A
5.	ITEMS TO BE FOLLOWED UP:
	<p>Legislation is expected to be introduced later in 2026 to amend and update the Foundation Trust framework, which as currently proposed will require significant revision to the Trust Constitution at that point. The timetable for the passage of the proposed legislation through Parliament has not yet been confirmed, however Royal Assent is not expected until end of 2026 at the earliest.</p> <p>Delaying this update to coincide with clarity emerging regarding the future requirements was considered but discounted, as the Trust is required to ensure that the constitution remains up to date.</p>
6.	APPENDICES:
	N/A