



UNIVERSITY OF
CAMBRIDGE

Teaching
Hospital



Cambridgeshire and
Peterborough
NHS Foundation Trust

**NHS FOUNDATION TRUST CONSTITUTION
SCHEDULE 1 TO THE TERMS OF AUTHORISATION**

NHS FOUNDATION TRUST CONSTITUTION

Draft Update 2025

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1. INTERPRETATION AND DEFINITIONS

1.1 Unless otherwise stated, words, or expressions contained in this constitution shall bear the same meaning as in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012.

1.2 Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa.

1.3 Definitions:

Accounting Officer	Means the person who from time to time discharges the functions specified in paragraph 25 (5) of Schedule 7 to the 2006 Act.
Advisory Non-Executive Director	Means a person appointed to the Board of Directors in an advisory capacity to assist it in the discharge of its duties.
Appointed Governor	Means a governor who is appointed as a governor of the Trust in accordance with clause 5 of Annex 4 of the Constitution and excludes all Elected Governors.
Annual Members Meeting	Means the meeting of Members that is held once per year and is defined in clause 13 of the Constitution.
Board of Directors	Means the Board of Directors of the Trust as set out in clause 22 of the Constitution.
Chair	Means the Chairman of the Trust appointed in accordance with clause 25 of the Constitution and is chair for the purposes of Schedule 7 sections 15 and 16 of the 2006 Act. The Chair is a Non-Executive Director.
Constitution	Means this constitution and all annexes to it.
Deputy Chair	Means the Deputy Chairman of the Trust appointed in accordance with clause 26 of the Constitution.
Directors	Means the Non-Executive Directors and Executive Directors of the Trust.
Elected Governor	Means a governor who has been elected by members of the Trust to hold office as a governor and excludes all Appointed Governors.

Executive Director	Means an executive director of the Trust for the purposes of Schedule 7 sections 15 and 16 of the Act 2006
Extraordinary Meeting of the Council of Governors	Means a meeting of the Council of Governors which is outside of the normal meeting timetable and is called for the purpose of discussing important or unusual business.
General Meeting of the Council of Governors	Means a meeting of the Council of Governors which is within the normal meeting timetable and is not called solely for the purpose of discussing important or unusual business.
NHS England	Means the body corporate known as NHS England
Non-Executive Director	Means a non-executive director of the Trust for the purposes of Schedule 7 sections 15 and 16 of the 2006 Act.
Standing Orders for the Board of Directors	Means the Standing Orders for the Practice and Procedure of the Board of Directors at Annex 7 of the Constitution.
Standing Orders for the Council of Governors	Means the Standing Orders for the Practice and Procedure of the Council of Governors at Annex 6 of the Constitution.
The 2006 Act	Means the National Health Service Act 2006.
The 2012 Act	Means the Health and Social Care Act 2012.

2. NAME

- 2.1 The name of the Foundation Trust is Cambridgeshire and Peterborough NHS Foundation Trust ('the Trust').

3. PRINCIPAL PURPOSE

- 3.1 The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.
- 3.2 The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.
- 3.3 The Trust may provide goods and services for any purposes related to:
- 3.3.1 The provision of services provided to individuals for or in connection with, the prevention, diagnosis or treatment of illness; and

3.3.2 The promotion and protection of public health.

3.4 The trust may also carry on activities other than those mentioned in clause 3.3 above for the purpose of making additional income available in order better to carry on its principal purpose.

4. POWERS

4.1 The powers of the Trust are set out in the 2006 Act.

4.2 All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.

4.3 Any of these powers may be delegated to a committee of directors or to an Executive Director.

5. MEMBERSHIP AND CONSTITUENCIES

5.1 The Trust shall have members, each of whom shall be a member of one of the following constituencies:.

5.1.1 a public constituency;

5.1.2 a staff constituency; and

5.1.3 a patients' constituency.

6. APPLICATION FOR MEMBERSHIP

6.1 An individual who is eligible to become a member of the Trust may do so on application to the Trust.

7. PUBLIC CONSTITUENCY

7.1 An individual who lives in an area specified in Annex 1 as an area for a public constituency may become or continue as a member of the Trust.

7.2 Those individuals who live in an area specified as a public constituency are referred to collectively as the 'Public Constituency'.

7.3 The minimum number of members in the Public Constituency is specified in Annex 1.

8. STAFF CONSTITUENCY

8.1 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as member of the Trust provided:

8.1.1 he is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or

8.1.2 he has been continuously employed by the Trust under a contract of employment for at least 12 months.

- 8.2 Individuals who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the trust, may become or continue as members of the staff constituency provided such individuals have exercised these functions continuously for a period of at least 12 months.
- 8.3 Chapter 1 of Part 14 of the Employment Rights Act 1996 (c. 18) applies for the purpose of determining whether an individual has been continuously employed by the Trust or has continuously exercised functions for the purposes of the Trust, as it applies for the purposes of that Act.
- 8.4 The minimum number of members in the Staff Constituency is specified in Annex 2.
- 8.5 A person who comes within Clauses 8.1 and 8.2 above may not become or continue as a member of any constituency other than the staff constituency.

9. AUTOMATIC MEMBERSHIP OF STAFF

- 9.1 An individual who is eligible to become a member of the Staff Constituency shall become a member of the Trust as a member of the Staff Constituency without an application being made, unless he informs the Trust Secretariat that he does not wish to do so.

10. PATIENTS' CONSTITUENCY

- 10.1 An individual who has been a user of any of the Trust's services as either a patient or as a carer of a patient may become a member of the trust.
- 10.2 Those individuals who are eligible for membership of the Trust by reason of clause 10.1 above are referred to collectively as the Patients' Constituency.
- 10.3 The Patients' Constituency shall be divided into four descriptions of individuals who are eligible for membership of the Patients' Constituency, each description of individuals being specified within Annex 3 and being referred to as a class within the Patients' Constituency.
- 10.4 An individual providing care in pursuance of a contract (including a contract of employment) with a voluntary organisation, or as a volunteer for a voluntary organisation, does not come within the category of those who qualify for membership of the Patients' Constituency.
- 10.5 The minimum number of members in each class of the Patients' Constituency is specified in Annex 3.

11. RESTRICTION ON MEMBERSHIP

- 11.1 An individual who is a member of a constituency, or of a class within a constituency, may not while membership of that constituency or class continues, be a member of any other constituency or class.
- 11.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency.

- 11.3 An individual must be at least 16 years old to become a member of the Trust.
- 11.4 Further provisions as to the circumstances in which an individual may not become or continue as a member of the trust are set out in Annex 9 – Further Provisions.

12. ANNUAL MEMBERS' MEETING

- 12.1 The Trust shall hold an annual meeting of its members ('Annual Members Meeting'). The Annual Members Meeting shall be open to members of the public.

13. COUNCIL OF GOVERNORS: COMPOSITION

- 13.1 The Trust is to have a Council of Governors, which shall comprise both elected and appointed governors.
- 13.2 Only members of the Trust and persons appointed under the following provisions may become or continue as members of the Council.
- 13.3 The composition of the Council of Governors is specified in Annex 4.
- 13.4 The elected members of the Council of Governors, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 4.
- 13.5 The appointed members of the Council of Governors shall be appointed by the relevant appointing organisation. The number of governors to be appointed by each organisation is specified in Annex 4.
- 13.6 More than half of the members of the Council of Governors must be elected by members of the Trust other than those who come within the staff constituency.
- 13.7 At least three members of the Council must be elected by the staff constituency or, where there are classes within it, at least one member of the Council must be elected by each class and at least three members must be elected altogether.
- 13.8 At least one member of the Council must be appointed by one or more qualifying local authorities
- 13.9 A qualifying local authority is a local authority for an area which includes the whole or part of an area specified in the constitution as the area for a public constituency.
- 13.10 If any of the Trust's services includes a medical or dental school provided by a university, at least one member of the Council must be provided by that university.
- 13.11 Any organisation specified in the constitution for the purposes of this sub-paragraph may appoint one or more members of the Council (but no more than the number specified for those purposes of the constitution).

14. COUNCIL OF GOVERNORS: ELECTION OF GOVERNORS

- 14.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Election rules attached at annex 5.
- 14.2 A subsequent variation of the Model Election Rules shall not constitute a variation of the terms of this constitution for the purposes of clause 42 of the Constitution (amendment of the constitution).
- 14.3 An election, if contested, shall be by secret ballot.

15. COUNCIL OF GOVERNORS: TENURE

15.1 elected governors:

15.1.1 may hold office for a term of up to three years.

15.1.2 shall be eligible for re-election at the end of his term.

15.1.3 shall cease to hold office if he ceases to be a member of the constituency or class by which he was elected.

15.1.4 may hold office for a maximum of nine consecutive years. This may be extended in exceptional circumstances on a strictly case by case basis without setting precedence for any future decisions. Any extension past nine years would require approval from over half of the members of the Council of Governors.

15.1.5 take office on conclusion of the General Meeting of the Council of Governors immediately following their election.

15.2 appointed governors:

15.2.1 may hold office for a term of up to three years.

15.2.2 shall cease to hold office if they cease to be employed by or associated with the appointed organisation or if the appointing organisation withdraws sponsorship of him.

15.2.3 shall be eligible for re-appointment at the end of their term.

15.2.4 may hold office for a maximum of nine consecutive years. This may be extended in exceptional circumstances on a strictly case by case basis without setting precedence for any future decisions. Any extension past nine years would require approval from over half of the members of the Council of Governors.

- 15.3 Where a vacancy arises on the Council of Governors due to an Elected Governor ceasing to hold office as a governor before the expiry of his term of office howsoever caused the Council of Governors has the option to appoint an interim governor to hold office on a temporary basis. The rules governing the appointment

of interim governors are set out in clause 26 of the Standing Orders for the Council of Governors attached at Annex 7.

- 15.4 Where a vacancy arises on the Council of Governors due to an Appointed Governor ceasing to hold office as a governor before the expiry of his term of office howsoever caused the Trust Secretary on behalf of the Council of Governors will request that the appointing organisation provides a replacement Appointed Governor.

16. COUNCIL OF GOVERNORS: DISQUALIFICATION AND REMOVAL OF GOVERNORS

- 16.1 The following may not become or continue as a member of the Council of Governors:
- 16.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and in either case had not been discharged;
 - 16.1.2 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
 - 16.1.3 a person who within the preceding five years has been convicted in the British Isles of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him;
- 16.2 Governors must be at least 18 years of age at the date they are nominated for election or appointment.
- 16.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Council of Governors are set out in Annex 6.

17. COUNCIL OF GOVERNORS: DUTIES OF GOVERNORS

- 17.1 The general duties of the Council of Governors are:
- 17.1.1 to hold the Non-Executive Directors and the Chair individually and collectively to account for the performance of the Board of Directors; and
 - 17.1.2 to represent the interests of the members of the Trust as a whole and the interests of the public.
- 17.2 The Trust must take steps to secure that the governors are equipped with the skills and knowledge they require in their capacity as such.
- 17.3 Further provisions as to the roles and responsibilities of the Council of Governors are set out in Annex 6

18. COUNCIL OF GOVERNORS: MEETINGS OF GOVERNORS

- 18.1 The Chair of the Trust or in their absence the Deputy Chair shall preside at meetings of the Council of Governors.

- 18.2 Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.
- 18.3 For the avoidance of doubt the Chair may exclude any member of the public from a meeting if they interfere with the proper conduct of that meeting.
- 18.4 The Council of Governors is to meet at least four times in each financial year.
- 18.5 For the purposes of obtaining information about the Trust's performance of its functions or the directors' performance of their duties (and deciding whether to propose a vote on the Trust's or directors' performance), the Council of Governors may require one or more of the directors to attend a meeting.

19. COUNCIL OF GOVERNORS: STANDING ORDERS

- 19.1 The Standing Orders for the Practice and Procedure of the Council of Governors ('Standing Orders for the Council of Governors'), as may be varied from time to time, are attached at Annex 7.

20. COUNCIL OF GOVERNORS: CONFLICTS OF INTEREST OF GOVERNORS

- 20.1 If a governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the governor shall disclose that interest to the members of the Council of Governors as soon as he becomes aware of it. The Standing Orders for the Council of Governors makes provision for the disclosure of interests and arrangements for the exclusion of a governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

21. COUNCIL OF GOVERNORS: TRAVEL EXPENSES AND REMUNERATION

- 21.1 The Trust may pay travelling and other expenses to members of the Council of Governors at rates determined by the Trust.
- 21.2 Governors do not receive remuneration.

22. BOARD OF DIRECTORS: COMPOSITION

- 22.1 The Trust is to have a Board of Directors, which shall comprise both executive directors and non-executive directors.
- 22.2 The Board of Directors is to comprise:
- 23.2.1 a non-executive Chair;
 - 23.2.2 six to eight non-executive directors; and
 - 23.2.3 six to eight executive directors.
- 22.3 One of the executive directors shall be the Chief Executive.

- 22.4 The Chief Executive shall be the Accounting Officer.
- 22.5 One of the executive directors shall be the Director of Finance
- 22.6 One of the executive directors shall be a registered medical practitioner.
- 22.7. One of the executive directors shall be a registered nurse or a registered midwife.
- 22.8 The Trust may, at its discretion, appoint Advisory Non-Executive Directors to assist it in the discharge of its duties. All arrangements relating to the appointment of Advisory Non-Executive Directors shall be subject to the Nomination Committee's discussion and recommendation, and to the Council of Governors' formal review and confirmation at its discretion.

23. BOARD OF DIRECTORS: GENERAL DUTY

- 23.1. The general duty of the Board of Directors and of each director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public.

24. BOARD OF DIRECTORS: QUALIFICATION FOR APPOINTMENT AS A NON-EXECUTIVE DIRECTOR

- 24.1 A person may be appointed as a Non-Executive Director only if:
 - 24.1.1 he is a member of the Public Constituency; or
 - 24.1.2 he is a member of the Patients' Constituency; or
 - 24.1.3 where any of the Trust's services includes a medical or dental school provided by a university, he exercises functions for the purposes of that university; and
 - 24.1.4 they are not disqualified by virtue of clause 28 below.

25. BOARD OF DIRECTORS: APPOINTMENT AND REMOVAL OF CHAIR AND OTHER NON-EXECUTIVE DIRECTORS

- 25.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair of the Trust and the other Non-Executive Directors.
- 25.2 Removal of the Chair or another Non-Executive Director shall require the approval of three quarters of the members of the Council of Governors.
- 25.3 The Chair and Non-Executive Directors are appointed in accordance with the process of open competition
- 25.4 The Chair and Non-Executive Directors hold office for a term of three years and in normal circumstances will only be eligible to hold office for a maximum of 6 consecutive years. In exceptional circumstances the Chair and Non-Executive Directors may hold office for a further three years to a maximum of nine years but will be subject to a rigorous annual review each year from 6 completed years of service. If the Chair or a Non-Executive Director does not pass the review they will no longer be eligible to hold office.

26. BOARD OF DIRECTORS: APPOINTMENT OF DEPUTY CHAIR

26.1 The Council of Governors at a general meeting of the Council of Governors shall appoint one of the Non-Executive Directors as a Deputy Chair.

27. BOARD OF DIRECTORS: APPOINTMENT AND REMOVAL OF THE CHIEF EXECUTIVE AND OTHER EXECUTIVE DIRECTORS

27.1 The Non-Executive Directors shall appoint or remove the Chief Executive

27.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.

27.3 A committee consisting of the Chair, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

28. BOARD OF DIRECTORS: DISQUALIFICATION

28.1 The following may not become or continue as a member of the Board of Directors:

28.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;

28.1.2 a person who has made a composition or arrangement with, or granted a Trust deed for, his creditors and has not been discharged in respect of it;

28.1.3 a person who within the preceding five years has been convicted in the British Isles of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them;

28.1.4 a person who is a member of the Council of Governors;

28.1.5 a person who is a governor or a director of another National Health Service Trust unless appointed to do so by or with the agreement of the Trust in that capacity;

28.1.6 a person who is a member of a Local Healthwatch Committee;

28.1.7 a person who is subject to a sex offender order or has received a caution or conviction for a sexual offence;

28.1.8 a person who has been disqualified from being a member of a relevant authority under the provisions of the Local Government Act 2000;

28.1.9 a person who is the subject of a disqualification order made under the Company Directors' Disqualification Act 1986;

- 28.1.10 a person who is not eligible to be a member of the Public Constituency or the Patients' Constituency or whose membership of the Trust has terminated.
- 28.1.11 a person whose tenure of office as the Chair or as a member or director of a health service body has been terminated on any of the following ground:
- 28.1.11.1 that their appointment is not in the interests of the health service;
 - 28.1.11.2 for non-attendance at meetings; or
 - 28.1.11.3 for non-disclosure of a pecuniary interest;
- 28.1.12 a person who has within the preceding two years been dismissed from any paid employment with a National Health Service Trust on the grounds of misconduct or gross misconduct;
- 28.1.13 a person who has refused without reasonable cause to fulfil any training requirement established by the Board of Directors;
- 28.1.14 a person who has refused to sign and deliver to the Trust Secretary a statement in the form required by the Board of Directors confirming acceptance of the terms and conditions of their appointment.
- 28.1.15 a person who is not considered a fit and proper person under the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014: Regulation 5

29. BOARD OF DIRECTORS: MEETINGS OF DIRECTORS

- 29.1 The Chair of the Trust, or in their absence, the Deputy Chair shall chair meetings of the Board of Directors.
- 29.2 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.
- 29.3 For the avoidance of doubt the Chair may exclude any member of the public from a meeting if they interfere with the proper conduct of that meeting.
- 29.4 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors in line with NHS England guidance. In practice, it may be necessary to redact some information, for example for data protection or commercial reasons.
- 29.5 The detailed rules for Board of Directors meetings are contained in the Standing Orders for the Board of Directors attached at Annex 8.

30. BOARD OF DIRECTORS: STANDING ORDERS

30.1 The Standing Orders for the Practice and Procedure of the Board of Directors are attached at Annex 8.

31. BOARD OF DIRECTORS: CONFLICTS OF INTEREST OF DIRECTORS

31.1 The duties that a Director of the trust has by virtue of being a director include in particular:

31.1.1 A duty to avoid a situation in which the Director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the trust;

31.1.2 A duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity.

31.2 The duty referred to in sub-clause 31.1.1 is not infringed if:

31.2.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or

31.2.2 the matter has been authorised

31.3 The duty referred to in sub-clause 31.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

31.4 In sub-clause 31.1.2, “third party” means a person other than:

31.4.1 the Trust; or

31.4.2 a person acting on its behalf.

31.5 If a Director of the Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the Director must declare the nature and extent of that interest to the other Directors.

31.6 If a declaration under this clause proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.

31.7 Any declaration required by this clause must be made before the Trust enters into the transaction or arrangement.

31.8 This clause does not require a declaration of an interest of which the Director is not aware or where the director is not aware of the transaction or arrangement in question.

31.9 A Director need not declare an interest:

31.9.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

31.9.2 if, or to the extent that, the directors are already aware of it;

31.9.3 if, or to the extent that, it concerns terms of the director's appointment that have been or are to be considered –

31.9.3.1 by a meeting of the Board of Directors; or

31.9.3.2 by a committee of the directors appointed for the purpose under the constitution.

31.10 Interests which should be regarded as 'relevant and material' are:

31.10.1 any directorship of a company (with the exception of those of dormant companies);

31.10.2 ownership or part-ownership of private companies, businesses, or consultancies likely or possibly seeking to do business with the NHS;

31.10.3 any interest (excluding holding of shares in a company whose shares are listed on any public exchange where the holding is less than 2% of the total shares in issue) or position held by a director in any firm or company or business which, in connection with the matter, is trading with the Trust, or is likely to be considered as a potential trading partner with the Trust;

31.10.4 any interest in an organisation providing health and social care services to the NHS;

31.10.5 a position of authority in a charity or voluntary organisation in the field of health and social care or in a charity or voluntary organisation that is likely to benefit from its association with the Trust;

31.10.6 any connection with a voluntary or other organisation contracting for NHS services;

31.10.7 any connection with any organisation, entity or company considering entering into a financial arrangement with the Trust including, but not limited to lenders or bankers.

32. BOARD OF DIRECTORS: REMUNERATION AND TERMS OF OFFICE

32.1 The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-Executive Directors.

32.2 The Trust shall establish a committee of Non-Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other Executive Directors.

32.3 Only members of the committee established under clause 32.2 above should be present at its meetings, except by invitation of the committee.

32.4 The remuneration and allowances for members of the Board of Directors are to be disclosed in bands in the annual report.

33. REGISTERS

33.1 The Trust shall have:

33.1.1 A register of members showing, in respect of each member the constituency to which they belong and, where there are classes within it, the class to which they belong;

33.1.2 A register of members of the Council of Governors;

33.1.3 A register of interests of the Council of governors;

33.1.4 A register of directors; and

33.1.5 A register of interests of the directors.

34. REGISTERS: INSPECTION AND COPIES

34.1 The Trust shall make the registers specified in clause 34 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.

34.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of:

34.2.1 any member of the Patients' Constituency; or

34.2.2 any other member of the Trust, if they so request.

34.3 So far as the registers are required to be made available:

34.3.1 they are to be available for inspection free of charge at all reasonable times;

34.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.

34.4 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

35. DOCUMENTS AVAILABLE FOR PUBLIC INSPECTION

35.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:

35.1.1 a copy of the current constitution;

35.1.2 a copy of the current authorisation

35.1.3 a copy of the latest annual accounts and of any report of the auditor on them;

35.1.4 a copy of the latest annual report.

35.1.5 a copy of any notice given under section 52 of the 2006 Act

35.2 The trust shall also make the following documents relating to a special administration of the trust available for inspection by members of the public free of charge at all reasonable times:

35.2.1 a copy of any order made under section 65D (appointment of trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L (trusts coming out of administration) or 65LA (trusts to be dissolved) of the 2006 Act;

35.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act;

35.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act;

35.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act;

35.2.5 a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act;

35.2.6 a copy of any notice published under section 65F (administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA (NHS England's decision), 65KB (Secretary of State's response to NHS England's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act;

35.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act;

35.2.8 a copy of any final report published under section 65I (administrator's final report);

35.2.9 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act;

35.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.

35.3 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.

35.4 If the person requesting a copy or extract is not a member of the trust, the trust may impose a reasonable charge for doing so.

36. AUDITORS

- 36.1 The Trust shall have an external and internal auditor.
- 36.2 The Council of Governors shall appoint or remove the external auditor at a general meeting of the Council of Governors.
- 36.3 The Board of Director shall appoint or remove the internal auditors.

37. AUDIT COMMITTEE

- 37.1 The Trust shall establish a committee of Non-Executive Directors as an audit committee to perform such monitoring, reviewing and other functions as are appropriate.
- 37.2 Only members of the audit committee should be present at audit committee meetings except by invitation of the audit committee.

38. ACCOUNTS

- 38.1 The Trust must keep proper accounts and proper records in relation to the accounts.
- 38.2 NHS England may with the approval of the Secretary of State direct the Trust:
 - 38.2.1 to prepare accounts in respect of such period or periods as may be specified in direction
 - 38.2.2 that any accounts prepared by it by virtue of sub-clause 38.2.1 are to be audited in accordance with such requirements as may be specified in the direction
- 38.3 NHS England may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.
- 38.4 The Trust shall prepare in respect of each financial year annual accounts.
- 38.5 'Financial year' means the period beginning 1 April of one year to 31 March of the following.
- 38.6 In determining the form and content of the annual accounts, or of any accounts to be prepared by it by virtue of sub-clause 38.2.1 the regulator must aim to ensure that the accounts present a true and fair view.
- 38.7 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer
- 38.8 The accounts are to be audited by the Trust's auditor.
- 38.9 The comptroller and Auditor General may examine:
 - 38.9.1 the accounts

38.9.2 the records relating to them

38.9.3 any report of the auditor on them

38.10 In auditing the accounts the auditor must comply with any directions given by the regulator as to the standards, procedures and techniques to be adopted.

38.11 The Trust must

38.11.1 lay a copy of the annual accounts, and any report of the auditor on them, before Parliament

38.11.2 send copies of those documents to the regulator within such a period as the regulator may direct

39. ANNUAL REPORT AND FORWARD PLANS & NON NHS WORK

39.1 The Trust shall prepare an Annual Report and send it to NHS England.

39.2 The reports must give:

39.2.1 information on any steps taken by the Trust to secure that (taken as a whole) the actual membership of any public constituency and patients' constituency is representative of those eligible for such membership

39.2.2 information on any occasions in the period to which the report relates on which the Council of Governors exercised its power.

39.2.3 information on the Trust's policy on pay and on the work of the committee established in clause 32.2 and such other procedures as the Trust has on pay

39.2.4 information on the remuneration of directors and on the expenses of the governors and directors

39.2.5 any other information the regulator requires

39.3 Before imposing a requirement under sub-clause 39.2.5 that the regulator considers is sufficiently significant to justify consultation, the regulator must consult such persons as it considers appropriate.

39.4 The Secretary of State may by order amend sub-clause 39.2.5 to substitute "such other information as may be prescribed" and repeal clause 39.3.

39.5 It is for the regulator to decide:

39.5.1 the form of the reports

39.5.2 when the reports must be sent

39.5.3 the periods to which the reports are to relate

- 39.6 The Trust shall give information as to its forward planning in respect of each financial year to the Secretary of State
- 39.7 The document containing the information with respect to forward planning referred to in clause 39.9 below shall be prepared by the directors.
- 39.8 In preparing the document, the directors shall have regard to the views of the Council of Governors.
- 39.9 Each forward plan must include information about:
- 39.9.1 the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on; and
 - 39.9.2 the income it expects to receive from doing so.
- 39.10 Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-clause 39.11 the Council of Governors must:
- 39.10.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the trust of its principal purpose or the performance of its other functions; and
 - 39.10.2 notify the directors of the trust of its determination.
- 39.11 A trust which proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England may implement the proposal only if more than half of the members of the Council of Governors of the trust voting approve its implementation.

40. PRESENTATION OF THE ANNUAL ACCOUNTS AND REPORT TO THE GOVERNORS AND MEMBERS

- 40.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:
- 40.1.1 the annual accounts;
 - 40.1.2 any report of the auditor on them;
 - 40.1.3 the annual report.
- 40.2 Nothing from clause 40.1 prevents the Council of Governors from holding a general meeting more than once a year.
- 40.3 The documents referred to in clause 40.1 above shall be presented to members of the Trust at the Annual Members' Meeting by at least one member of the Board of Directors in attendance.

40.4 The Trust may combine a meeting of the Council of Governors convened for the purposes of clause 40.1 above with the Annual Members' Meeting.

41. INSTRUMENTS

41.1 The Trust shall have a seal.

41.2 The seal shall not be affixed except under the authority of the Board of Directors.

42. AMENDMENT OF THE CONSTITUTION

42.1 The Trust may make amendments of its constitution only if;

42.1.1 More than half of the members of the Council of Governors of the Trust voting approve the amendments; and

42.1.2 More than half of the members of the Board of Directors of the Trust voting approve the amendments.

42.2 Amendments made under clause 42.1 take effect as soon as the conditions in that clause are satisfied, but the amendment has no effect in so far as the constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act.

42.3 Where an amendment is made to the constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust) –

42.3.1 At least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment; and

42.3.2 The Trust must give the members an opportunity to vote on whether they approve the amendment.

If more than half of the members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the Trust must take such steps as are necessary as a result.

42.4 Amendments by the Trust of its constitution are to be notified to NHS England. NHS England's functions do not include a power or duty to determine whether or not the constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

43. MERGERS ETC AND SIGNIFICANT TRANSACTIONS

43.1 The Trust may only apply for a merger, acquisition separation or dissolution with the approval of more than half of the members of the Council of Governors

43.2 The Trust may enter into a Significant Transaction only if more than half of the members of the Council of Governors of the Trust voting approve entering into the transaction

43.3 For the purposes of the Constitution 'Significant Transaction' means:

43.3.1 a transaction which increases or decreases the Trust's income by 25% or above;

43.3.2 a transaction which increases or decreases the total number of the Trust's employees by 25% or above;

43.3.3 a transaction which increases or decreases the total number of the Trust's patients by 25% or above;

43.3.4 a sale or purchase of whole or part of a business which has the effect of increasing or decreasing the Trust's income by 25% or above compared to the Trust's gross income in the last audited accounts;

43.3.5 an acquisition or disposal of whole or part of a business which increases or decreases the Trust's gross capital by 25% or above upon completion of the acquisition or disposal;

43.3.6 the entering into or termination of a contract which increases or decreases the Trust's income by 25% or above;

43.3.7 a transaction which increases or decreases the Trust's Fixed Assets by 25% or above;

43.3.8 a transaction which requires public consultation.

43.4 For the avoidance of doubt clause 43.3 above does not apply where the other party to a contract has served notice on the Trust to terminate the contract or where the contract is for a fixed term and the fixed term has expired or is due to expire and the other party to the contract does not agree to extend or renew the contract.

43.5 If there is any dispute as to any of the definitions contained in clauses 43.3.1, 43.3.2, 43.3.3, 43.3.4, 43.3.5, 43.3.6, 43.3.7 or 43.3.8 the definitions contained in the International Accounting Standards shall apply.

43.6 For ease of reference only the following table summarises the Significant Transactions contained in clause 43.3:

Clause Number	Description	Variance
43.3.1	Change in the Trust's income	25% or above
43.3.2	Change in the number of the Trust's employees	25% or above
43.3.3	Change in the number of the Trust's patients	25% or above
43.3.4	Change in the Trust's income due to the sale or purchase of whole or part of a business	25% or above
43.3.5	Change in the Trust's gross capital due to the acquisition or	25% or above

	disposal of whole or part of a business	
43.3.6	Change in the Trust's income due to entering into or terminating of a contract	25% or above
43.3.7	Change of the Trust's Fixed Assets	25% or above
43.3.8	A transaction which requires public consultation	N/A

ANNEX 1

THE PUBLIC CONSTITUENCY

1. THE PUBLIC CONSTITUENCIES OF THE TRUST

- 1.1 The Trust has 3 public constituencies which are:
 - 1.1.1 Cambridgeshire;
 - 1.1.2 Peterborough;
 - 1.1.3 Rest of England.
- 1.2 The Cambridgeshire public constituency consists of the electoral areas covered by the following councils in Cambridgeshire:
 - 1.2.1 Fenland District Council;
 - 1.2.2 Huntingdonshire District Council;
 - 1.2.3 South Cambridgeshire District Council;
 - 1.2.4 Cambridge City Council;
 - 1.2.5 East Cambridgeshire District Council.
- 1.3 The Peterborough public constituency consists of the electoral areas covered by Peterborough City Council.
- 1.4 The Rest of England public constituency consists of all the electoral areas in England save for those specified in clauses 1.2 and 1.3 above.

2. MINIMUM NUMBER OF MEMBERS

- 2.1 The minimum number of members in each public constituency is 30.

ANNEX 2

THE STAFF CONSTITUENCY

1. THE STAFF CONSTITUENCY

1.1 There is one staff constituency.

1.2 The minimum number of members in the staff constituency is 30.

ANNEX 3

THE PATIENTS' CONSTITUENCY

1. THE PATIENTS' CONSTITUENCY

- 1.1 The Patients' Constituency is comprised of 4 classes of individuals which are:
 - 1.1.1 Service Users Cambridgeshire;
 - 1.1.2 Service Users Peterborough;
 - 1.1.3 Service Users Rest of England;
 - 1.1.4 Carers of Service Users.
- 1.2 The Service Users Cambridgeshire class comprises of Service Users living within the following electoral areas within Cambridgeshire:
 - 1.2.1 Fenland District Council;
 - 1.2.2 Huntingdonshire District Council;
 - 1.2.3 South Cambridgeshire District Council;
 - 1.2.4 Cambridge City Council;
 - 1.2.5 East Cambridgeshire District Council.
- 1.3 The Service Users Peterborough class comprises of Service Users living within the electoral area covered by Peterborough City Council.
- 1.4 The Service Users Rest of England class comprises of Service Users living in all of the electoral areas in England save for those set out in clauses 1.2 and 1.3 above.
- 1.5 The Carer of Service Users class comprises of Carers of Service Users. The Carers must live in one of the electoral areas specific in clauses 1.2, 1.3 or 1.4 above.

2. MINIMUM NUMBER OF MEMBERS

- 2.1 The minimum number of members in the Patients' Constituency is 40.
- 2.2 The minimum number of members in each class of the Patients' Constituency is 10.

ANNEX 4

COMPOSITION OF THE COUNCIL OF GOVERNORS

1. COMPOSITION OF THE COUNCIL OF GOVERNORS

- 1.1 The total number of governors on the Council of Governors is 34.
- 1.2 The Council of Governors is comprised of 4 type of governors which are:
- 1.2.1 Public Governors;
 - 1.2.2 Staff Governors;
 - 1.2.3 Patient and Carer Governors;
 - 1.2.4 Appointed Governors.
- 1.3 For ease of reference only the total number of Governors in each type of governor is as follows:

Type of Governor	Number of Governors
1.3.1 Public Governors	15
1.3.2 Staff Governors	4
1.3.3 Patient and Carer Governors	6
1.3.4 Appointed Governors	9

2. PUBLIC GOVERNORS

- 2.1 Public Governors are governors who are elected by the members of the Public Constituency ('Public Governors').
- 2.2 The Public Constituencies comprising the Public Constituency are Cambridgeshire, Peterborough, and the Rest of England.
- 2.3 The total number of Public Governors is 15.
- 2.4 The Cambridgeshire public constituency may elect 9 governors from its members.
- 2.5 The Peterborough public constituency may elect 5 governors from its members.
- 2.6 The Rest of England public constituency may elect 1 governor from its members.

3. STAFF GOVERNORS

- 3.1 Staff Governors are governors who are elected by members of the Staff constituency ('Staff Governors').

3.2 The Staff Constituency is set out in clause 8 of the Main Body of the Constitution and in Annex 2.

3.3 The total number of Staff Governors is 4.

3.4 The Staff Constituency may elect 4 governors from its members.

4. PATIENT AND CARER GOVERNORS

4.1 Patient and carer governors are governors who are elected by the members of the Patients' Constituency.

4.2 The classes of individuals comprising the Patients' Constituency are Service Users Cambridgeshire, Service Users Peterborough, Service Users Rest of England, and Carers of Service Users as set out in clause 10 of the Main Body of the Constitution and in Annex 3.

4.3 The total number of Patient Governors is 6.

4.4 The Service Users Cambridgeshire class may elect 2 governors from its members.

4.5 The Service Users Peterborough class may elect 1 governor from its members.

4.6 The Service Users Rest of England class may elect 1 governor from its members.

4.7 The Carers of Service Users class may elect 2 governors from its members.

5. APPOINTED GOVERNORS

5.1 Appointed Governors are governors who are appointed as governors and are not elected.

5.2 There are 2 classes of Appointed Governors which are:

5.2.1 Stakeholder Appointed Governors;

5.2.2 Partner Appointed Governors.

5.3 The organisations currently specified as appointing organisations pursuant to paragraph 9(7) of Schedule 7 of the 2006 Act, that may appoint members to the Council of Governors are:

5.3.1 Stakeholder organisations:

5.3.1.1 Cambridgeshire County Council (1 governor);

5.3.1.2 Peterborough City Council (1 governor);

5.3.1.3 University of Cambridge (1 governor);

5.3.2 Partner organisations:

5.3.2.1 Cambridgeshire Police (1 governor);

5.3.2.2 Cambridge University Hospitals NHS Foundation Trust (1 governor);

5.3.2.3 North West Anglia NHS Foundation Trust (1 governor);

5.3.2.4 Anglia Ruskin University (1 governor)

5.3.2.5 An organisation from the voluntary sector (2 governors);

5.4 The total number of Stakeholder Appointed Governors is 3

5.5 The total number of Partner Appointed Governors is 6.

ELECTION RULES

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PART 1: INTERPRETATION

1. Interpretation

1.1 In these rules, unless the context otherwise requires:

“*2006 Act*” means the National Health Service Act 2006;

“*corporate*” means the public benefit corporation subject to this constitution;

“*council of governors*” means the council of governors of the Trust;

“*declaration of identity*” has the meaning set out in rule 21.1;

“*election*” means an election by a constituency, or by a class within a constituency, to fill a vacancy among one or more posts on the council of governors;

“*e-voting*” means voting using the internet;

“*e-voting information*” has the meaning set out in rule 24.2;

“*ID declaration form*” has the meaning set out in Rule 21.1; “internet voting record” has the meaning set out in rule 26.4(d);

“*internet voting system*” means such computer hardware and software, data other equipment and services as may be provided by the returning officer for the purpose of enabling voters to cast their votes using the internet;

“*list of eligible voters*” means the list referred to in rule 22.1, containing the information in rule 22.2;

“*method of polling*” means a method of casting a vote in a poll, which may be by post or internet;

“*NHS England*” means the corporate body known as NHS England as provided by section 61 of the 2012 Act;

“*polling website*” has the meaning set out in rule 26.1;

“*postal voting information*” has the meaning set out in rule 24.1;

“*voter ID number*” means a unique, randomly generated numeric identifier allocated to each voter by the Returning Officer for the purpose of e-voting,

“*voting information*” means postal voting information and/or e-voting information

1.2 Other expressions used in these rules and in Schedule 7 to the NHS Act 2006 have the same meaning in these rules as in that Schedule.

PART 2: TIMETABLE FOR ELECTIONS

2. Timetable

2.1 The proceedings at an election shall be conducted in accordance with the following timetable:

Proceeding	Time
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination forms to returning officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election	Not later than twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day of the close of the poll.
Close of the poll	By 5.00pm on the final day of the election.

3. Computation of time

3.1 In computing any period of time for the purposes of the timetable:

- (a) a Saturday or Sunday;
- (b) Christmas day, Good Friday, or a bank holiday, or
- (c) a day appointed for public thanksgiving or mourning,

shall be disregarded, and any such day shall not be treated as a day for the purpose of any proceedings up to the completion of the poll, nor shall the returning officer be obliged to proceed with the counting of votes on such a day.

3.2 In this rule, "bank holiday" means a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

PART 3: RETURNING OFFICER

4. Returning Officer

4.1 Subject to rule 67, the returning officer for an election is to be appointed by the Trust.

4.2 Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

5. Staff

5.1 Subject to rule 67, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

6. Expenditure

6.1 The Trust is to pay the returning officer:

- (a) any expenses incurred by that officer in the exercise of his or her functions under these rules,
- (b) such remuneration and other expenses as the Trust may determine.

7. Duty of co-operation

7.1 The Trust is to co-operate with the returning officer in the exercise of his or her functions under these rules.

PART 4: STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS

8. Notice of election

- 8.1 The returning officer is to publish a notice of the election stating:
- (a) the constituency, or class within a constituency, for which the election is being held,
 - (b) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (c) the address and times at which nomination forms may be obtained;
 - (d) the address for return of nomination forms (including, where the return of nomination forms in an electronic format will be permitted, the e-mail address for such return) and the date and time by which they must be received by the returning officer,
 - (e) the date and time by which any notice of withdrawal must be received by the returning officer
 - (f) the contact details of the returning officer
 - (g) the date and time of the close of the poll in the event of a contest.

9. Nomination of candidates

- 9.1 Subject to rule 9.2, each candidate must nominate themselves on a single nomination form.
- 9.2 The returning officer:
- (a) is to supply any member of the Trust with a nomination form, and
 - (b) is to prepare a nomination form for signature at the request of any member of the Trust, but it is not necessary for a nomination to be on a form supplied by the returning officer and a nomination can, subject to rule 13, be in an electronic format.

10. Candidate's particulars

- 10.1 The nomination form must state the candidate's:
- (a) full name,
 - (b) contact address in full (which should be a postal address although an e-mail address may also be provided for the purposes of electronic communication), and
 - (c) constituency, or class within a constituency, of which the candidate is a member.

11. Declaration of interests

- 11.1 The nomination form must state:
- (a) any financial interest that the candidate has in the Trust, and
 - (b) whether the candidate is a member of a political party registered under

the requirements of the Political Parties, Elections and Referendum Act 2000, and if so, which party, and if the candidate has no such interests, the paper must include a statement to that effect.

12. Declaration of eligibility

12.1 The nomination form must include a declaration made by the candidate:

- (a) that he or she is not prevented from being a member of the council of governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the constitution; and,
- (b) for a member of the public or patient constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

13. Signature of candidate

13.1 The nomination form must be signed and dated by the candidate, in a manner prescribed by the returning officer, indicating that:

- (a) they wish to stand as a candidate,
- (b) their declaration of interests as required under rule 11, is true and correct, and
- (c) their declaration of eligibility, as required under rule 12, is true and correct.

13.2 Where the return of nomination forms in an electronic format is permitted, the returning officer shall specify the particular signature formalities (if any) that will need to be complied with by the candidate.

14. Decisions as to the validity of nomination

14.1 Where a nomination form is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer:

- (a) decides that the candidate is not eligible to stand,
- (b) decides that the nomination form is invalid,
- (c) receives satisfactory proof that the candidate has died, or
- (d) receives a written request by the candidate of their withdrawal from candidacy.

14.2 The returning officer is entitled to decide that a nomination form is invalid only on one of the following grounds:

- (a) that the paper is not received on or before the final time and date for return of nomination forms, as specified in the notice of the election,
- (b) that the paper does not contain the candidate's particulars, as required by rule 10;
- (c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 11,

- (d) that the paper does not include a declaration of eligibility as required by rule 12, or
- (e) that the paper is not signed and dated by the candidate, if required by rule 13.

14.3 The returning officer is to examine each nomination form as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.

14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.

14.5 The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.

15. Publication of statement of candidates

15.1 The returning officer is to prepare and publish a statement showing the candidates who are standing for election.

15.2 The statement must show:

- (a) the name and constituency or class within a constituency of each candidate standing, and
- (b) the declared interests of each candidate standing,

as given in their nomination form.

15.3 The statement must list the candidates standing for election in alphabetical order by surname.

15.4 The returning officer must send a copy of the statement of candidates and copies of the nomination forms to the Trust as soon as is practicable after publishing the statement.

16. Inspection of statement of nominated candidates and nomination forms

16.1 The Trust is to make the statement of the candidates and the nomination forms supplied by the returning officer under rule 15.4 available for inspection by members of the Trust free of charge at all reasonable times.

16.2 If a member of the Trust requests a copy or extract of the statement of candidates or their nomination forms, the Trust is to provide that member with the copy or extract free of charge.

17. Withdrawal of candidates

17.1 A candidate may withdraw from election on or before the date and time for

withdrawal by candidates, by providing to the returning officer a written notice of withdrawal which is signed by the candidate and attested by a witness.

18. Method of election

- 18.1 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the council of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.
- 18.2 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the council of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.
- 18.3 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be council of governors, then:
- (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
 - (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the Trust.

PART 5: CONTESTED ELECTIONS

19. Poll to be taken by ballot

- 19.1 The votes at the poll must be given by secret ballot.
- 19.2 The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.
- 19.3 The Trust may decide that voters within a constituency or class within a constituency, may, subject to rule 19.4, cast their votes at the poll using such different methods of polling in any combination as the Trust may determine.
- 19.4 The Trust may decide that voters within a constituency or class within a constituency for whom an e-mail address is included in the list of eligible voters may only cast their votes at the poll using an e-voting method of polling.
- 19.5 Before the Trust decides, in accordance with rule 19.3 that one or more e-voting methods of polling will be made available for the purposes of the poll, the Trust must satisfy itself that:
- (a) if internet voting is to be a method of polling, the internet voting system to be used for the purpose of the election is:
 - (i) configured in accordance with these rules; and
 - (ii) will create an accurate internet voting record in respect of any voter who casts his or her vote using the internet voting system;

20. The ballot paper

- 20.1 The ballot of each voter (other than a voter who casts his or her ballot by an e-voting method of polling) is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.
- 20.2 Every ballot paper must specify:
- (a) the name of the Trust,
 - (b) the constituency, or class within a constituency, for which the election is being held,
 - (c) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
 - (e) instructions on how to vote by all available methods of polling, including the relevant voter's voter ID number if e-voting methods of polling are available,
 - (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and

(g) the contact details of the returning officer.

20.3 Each ballot paper must have a unique identifier.

20.4 Each ballot paper must have features incorporated into it to prevent it from being reproduced.

21. The declaration of identity (public and patient constituencies)

21.1 The Trust shall require each voter who participates in an election for a public or patient constituency to make a declaration confirming:

- (a) that the voter is the person:
 - (i) to whom the ballot paper was addressed, and/or
 - (ii) to whom the voter ID number contained within the e-voting information was allocated,
- (b) that he or she has not marked or returned any other voting information in the election, and
- (c) the particulars of his or her qualification to vote as a member of the constituency or class within the constituency for which the election is being held,

("declaration of identity")

and the Trust shall make such arrangements as it considers appropriate to facilitate the making and the return of a declaration of identity by each voter, whether by the completion of a paper form ("ID declaration form") or the use of an electronic method.

21.2 The voter must be required to return his or her declaration of identity with his or her ballot.

21.3 The voting information shall caution the voter that if the declaration of identity is not duly returned or is returned without having been made correctly, any vote cast by the voter may be declared invalid.

Action to be taken before the poll

22. List of eligible voters

22.1 The Trust is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 27 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

22.2 The list is to include, for each member:

- (a) a postal address; and,

(b) the member's e-mail address, if this has been provided

to which his or her voting information may, subject to rule 22.3, be sent.

22.3 The Trust may decide that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list.

23. Notice of poll

23.1 The returning officer is to publish a notice of the poll stating:

- (a) the name of the Trust,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the council of governors to be elected from that constituency, or class with that constituency,
- (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,
- (f) the methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the Trust in accordance with rule 19.3,
- (g) the address for return of the ballot papers,
- (h) the arrangement for internet voting;
- (i) the date and time of the close of the poll,
- (j) the address and final dates for applications for replacement voting information, and
- (k) the contact details of the returning officer.

24. Issue of voting information by returning officer

24.1 Subject to rule 24.3, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by post to each member of the Trust named in the list of eligible voters:

- (a) a ballot paper and ballot paper envelope,
- (b) the ID declaration form (if required),
- (c) information about each candidate standing for election, pursuant to rule 59 of these rules, and
- (d) a covering envelope;

("postal voting information").

24.2 Subject to rules 24.3 and 24.4, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by e-mail and/ or by post to each member of the Trust named in the list of eligible voters whom the Trust determines in accordance with rule 19.3 and/ or rule 19.4 may cast his or her vote by an e-

voting method of polling:

- (a) instructions on how to vote and how to make a declaration of identity (if required),
 - (b) the voter's voter ID number,
 - (c) information about each candidate standing for election, pursuant to rule 62 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate,
 - (d) contact details of the returning officer,
- ("e-voting information").

24.3 The Trust may determine that any member of the Trust shall:

- (a) only be sent postal voting information; or
- (b) only be sent e-voting information; or
- (c) be sent both postal voting information and e-voting information;

for the purposes of the poll.

24.4 If the Trust determines, in accordance with rule 22.3, that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list, then the returning officer shall only send that information by e-mail.

24.5 The voting information is to be sent to the postal address and/ or e-mail address for each member, as specified in the list of eligible voters.

25. Ballot paper envelope and covering envelope

25.1 The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.

25.2 The covering envelope is to have:

- (a) the address for return of the ballot paper printed on it, and
- (b) pre-paid postage for return to that address.

25.3 There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer –

- (a) the completed ID declaration form if required, and
- (b) the ballot paper envelope, with the ballot paper sealed inside it.

26. E-voting systems

26.1 If internet voting is a method of polling for the relevant election then the returning officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").

26.2 The returning officer shall ensure that the polling website and internet voting system provided will:

- (a) require a voter to:
 - (i) enter his or her voter ID number; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;in order to be able to cast his or her vote;
- (b) specify:
 - (i) the name of the Trust,
 - (ii) the constituency, or class within a constituency, for which the election is being held,
 - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (iv) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
 - (v) instructions on how to vote and how to make a declaration of identity,
 - (vi) the date and time of the close of the poll, and
 - (vii) the contact details of the returning officer;
- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet that comprises of-
 - (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (iii) the candidate or candidates for whom the voter has voted; and
 - (iv) the date and time of the voter's vote,
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and
- (f) prevent any voter from voting after the close of poll.

The poll

27. Eligibility to vote

27.1 An individual who becomes a member of the Trust on or before the closing date for the receipt of nominations by candidates for the election, is eligible to vote in that election.

28. Voting by persons who require assistance

28.1 The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.

28.2 Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as he or she considers necessary to enable that voter to vote.

29. Spoilt ballot papers

29.1 If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to as a “spoilt ballot paper”), that voter may apply to the returning officer for a replacement ballot paper.

29.2 On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he or she can obtain it.

29.3 The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless he or she:

- (a) is satisfied as to the voter’s identity; and
- (b) has ensured that the completed ID declaration form, if required, has not been returned.

29.4 After issuing a replacement ballot paper for a spoilt ballot paper, the returning officer shall enter in a list (“the list of spoilt ballot papers”):

- (a) the name of the voter, and
- (b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and
- (c) the details of the unique identifier of the replacement ballot paper.

30. Lost voting information

30.1 Where a voter has not received his or her voting information by the tenth day before the close of the poll, that voter may apply to the returning officer for replacement voting information.

30.2 The returning officer may not issue replacement voting information in respect of lost voting information unless he or she:

- (a) is satisfied as to the voter’s identity,
- (b) has no reason to doubt that the voter did not receive the original voting information,
- (c) has ensured that no declaration of identity, if required, has been returned.

30.3 After issuing replacement voting information in respect of lost voting information, the returning officer shall enter in a list (“the list of lost ballot documents”):

- (a) the name of the voter
- (b) the details of the unique identifier of the replacement ballot paper, if applicable, and
- (c) the voter ID number of the voter.

31. Issue of replacement voting information

- 31.1 If a person applies for replacement voting information under rule 29 or 30 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue replacement voting information unless, in addition to the requirements imposed by rule 29.3 or 30.2, he or she is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.
- 31.2 After issuing replacement voting information under this rule, the returning officer shall enter in a list (“the list of tendered voting information”):
- (a) the name of the voter,
 - (b) the unique identifier of any replacement ballot paper issued under this rule;
 - (c) the voter ID number of the voter.

32. ID declaration form for replacement ballot papers (public and patient constituencies)

- 32.1 In respect of an election for a public or patient constituency an ID declaration form must be issued with each replacement ballot paper requiring the voter to make a declaration of identity.

Polling by internet

33. Procedure for remote voting by internet

- 33.1 To cast his or her vote using the internet, a voter will need to gain access to the polling website by using the information supplied by Returning Officer.
- 33.2 When prompted to do so, the voter will need to enter his or her voter ID number.
- 33.3 If the internet voting system authenticates the voter ID number, the system will give the voter access to the polling website for the election in which the voter is eligible to vote.
- 33.4 To cast his or her vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom he or she wishes to cast his or her vote.
- 33.5 The voter will not be able to access the internet voting system for an election once his or her vote at that election has been cast.

Procedure for receipt of envelopes, internet votes, telephone votes and text message votes

34. Receipt of voting documents

- 34.1 Where the returning officer receives:
- (a) a covering envelope, or
 - (b) any other envelope containing an ID declaration form if required, a ballot paper envelope, or a ballot paper,
- before the close of the poll, that officer is to open it as soon as is practicable; and rules 35 and 36 are to apply.
- 34.2 The returning officer may open any covering envelope or any ballot paper envelope for the purposes of rules 35 and 36, but must make arrangements to ensure that no person obtains or communicates information as to:
- (a) the candidate for whom a voter has voted, or
 - (b) the unique identifier on a ballot paper.
- 34.3 The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

35. Validity of votes

- 35.1 A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with an ID declaration form if required that has been correctly completed, signed and dated.
- 35.2 Where the returning officer is satisfied that rule 35.1 has been fulfilled, he or she is to:
- (a) put the ID declaration form if required in a separate packet, and
 - (b) put the ballot paper aside for counting after the close of the poll.
- 35.3 Where the returning officer is not satisfied that rule 35.1 has been fulfilled, he or she is to:
- (a) mark the ballot paper “disqualified”,
 - (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
 - (c) record the unique identifier on the ballot paper in a list of disqualified documents (the “list of disqualified documents”); and
 - (d) place the document or documents in a separate packet.
- 35.4 An internet vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly made.
- 35.5 Where the returning officer is satisfied that rule 35.4 has been fulfilled, he or she is to put the internet voting record aside for counting after the close of the

poll.

35.6 Where the returning officer is not satisfied that rule 37.4 has been fulfilled, he or she is to:

- (a) mark the internet voting record “disqualified”,
- (b) record the voter ID number on the internet voting record in the list of disqualified documents; and
- (c) place the document or documents in a separate packet.

36. Declaration of identity but no ballot paper (public and patient constituency)¹

36.1 Where the returning officer receives an ID declaration form if required but no ballot paper, the returning officer is to:

- (a) mark the ID declaration form “disqualified”,
- (b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper, and
- (c) place the ID declaration form in a separate packet.

37. De-duplication of votes

37.1 Where different methods of polling are being used in an election, the returning officer shall examine all votes cast to ascertain if a voter ID number has been used more than once to cast a vote in the election.

37.2 If the returning officer ascertains that a voter ID number has been used more than once to cast a vote in the election he or she shall:

- (a) only accept as duly returned the first vote received that was cast using the relevant voter ID number; and
- (b) mark as “disqualified” all other votes that were cast using the relevant voter ID number

37.3 Where a ballot paper is disqualified under this rule the returning officer shall:

- (a) mark the ballot paper “disqualified”,
- (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
- (c) record the unique identifier and the voter ID number on the ballot paper in the list of disqualified documents;
- (d) place the document or documents in a separate packet; and
- (e) disregard the ballot paper when counting the votes in accordance with these rules.

37.4 Where an internet voting record is disqualified under this rule the returning officer shall:

- (a) mark the internet voting record “disqualified”,

¹ It should not be possible, technically, to make a declaration of identity electronically without also submitting a vote.

- (b) record the voter ID number on the internet voting record in the list of disqualified documents;
- (c) place the internet voting record in a separate packet, and
- (d) disregard the internet voting record when counting the votes in accordance with these rules.

38. Sealing of packets

38.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 35 and 36, the returning officer is to seal the packets containing:

- (a) the disqualified documents, together with the list of disqualified documents inside it,
- (b) the ID declaration forms, if required,
- (c) the list of spoilt ballot papers,
- (d) the list of lost ballot documents,
- (e) the list of eligible voters, and
- (f) the list of tendered voting information

and ensure that complete electronic copies of the internet voting records, created in accordance with rule 26 are held in a device suitable for the purpose of storage.

PART 6: COUNTING THE VOTES

39. Interpretation of Part 6

39.1 In Part 6 of these rules:

“*ballot document*” means a ballot paper or internet voting record.

“*continuing candidate*” means any candidate not deemed to be elected, and not excluded,

“*count*” means all the operations involved in counting of the first preferences recorded for candidates, the transfer of the surpluses of elected candidates, and the transfer of the votes of the excluded candidates,

“*deemed to be elected*” means deemed to be elected for the purposes of counting of votes but without prejudice to the declaration of the result of the poll,

“*mark*” means a figure, an identifiable written word, or a mark such as “X”,

“*non-transferable vote*” means a ballot document:

(a) on which no second or subsequent preference is recorded for a continuing candidate,

or

(b) which is excluded by the returning officer under rule 47,

“*preference*” as used in the following contexts has the meaning assigned below:

(a) “first preference” means the figure “1” or any mark or word which clearly indicates a first (or only) preference,

(b) “next available preference” means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate who is deemed to be elected or is excluded thereby being ignored); and

(c) in this context, a “second preference” is shown by the figure “2” or any mark or word which clearly indicates a second preference, and a third preference by the figure “3” or any mark or word which clearly indicates a third preference, and so on,

“*quota*” means the number calculated in accordance with rule 44,

“*surplus*” means the number of votes by which the total number of votes for any candidate (whether first preference or transferred votes, or a combination of both) exceeds the quota; but references in these rules to the transfer of the surplus means the transfer (at a transfer value) of all transferable ballot documents from the candidate who has the surplus,

“stage of the count” means:

- (a) the determination of the first preference vote of each candidate,
- (b) the transfer of a surplus of a candidate deemed to be elected, or
- (c) the exclusion of one or more candidates at any given time,

“transferable vote” means a ballot document on which, following a first preference, a second or subsequent preference is recorded in consecutive numerical order for a continuing candidate,

“transferred vote” means a vote derived from a ballot document on which a second or subsequent preference is recorded for the candidate to whom that ballot document has been transferred, and

“transfer value” means the value of a transferred vote calculated in accordance with rules 45.4 or 45.7.

40. Arrangements for counting of the votes

40.1 The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

40.2 The returning officer may make arrangements for any votes to be counted using vote counting software where:

- (a) the board of directors and the council of governors of the Trust have approved:
 - (i) the use of such software for the purpose of counting votes in the relevant election, and
 - (ii) a policy governing the use of such software, and
- (b) the Trust and the returning officer are satisfied that the use of such software will produce an accurate result.

41. The count

41.1 The returning officer is to:

- (a) count and record the number of:
 - (iii) ballot papers that have been returned; and
 - (iv) the number of internet voting records that have been created, and
- (b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 40.2(ii) where vote counting software is being used.

41.2 The returning officer, while counting and recording the number of ballot papers, internet voting records and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper or the voter ID number on an internet voting record.

41.3 The returning officer is to proceed continuously with counting the votes as far

as is practicable.

42. Rejected ballot papers

42.1 Any ballot paper:

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which the figure "1" standing alone is not placed so as to indicate a first preference for any candidate,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the ballot paper shall not be rejected by reason only of carrying the words "one", "two", "three" and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

42.2 The returning officer is to endorse the word "rejected" on any ballot paper which under this rule is not to be counted.

42.3 The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule 42.1.

43. First stage

- 43.1 The returning officer is to sort the ballot documents into parcels according to the candidates for whom the first preference votes are given.
- 43.2 The returning officer is to then count the number of first preference votes given on ballot documents for each candidate and is to record those numbers.
- 43.3 The returning officer is to also ascertain and record the number of valid ballot documents.

44 The quota

- 44.1 The returning officer is to divide the number of valid ballot documents by a number exceeding by one the number of members to be elected.
- 44.2 The result, increased by one, of the division under rule 44.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as “the quota”).
- 44.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules 43.1 to 43.3 has been complied with.

45. Transfer of votes

- 45.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot documents on which first preference votes are given for that candidate into sub- parcels so that they are grouped:
 - (a) according to next available preference given on those ballot documents for any continuing candidate, or
 - (b) where no such preference is given, as the sub-parcel of non-transferable votes.
- 45.2 The returning officer is to count the number of ballot documents in each parcel referred to in rule 43.1.
- 45.3 The returning officer is, in accordance with this rule and rule 44, to transfer each sub-parcel of ballot documents referred to in rule 45.1(a) to the candidate for whom the next available preference is given on those ballot documents.
- 45.4 The vote on each ballot document transferred under rule 43.3 shall be at a value (“the transfer value”) which:
 - (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
 - (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot documents on which those votes are given, the calculation being made to two

decimal places (ignoring the remainder if any).

45.5 Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot documents in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:

- (a) according to the next available preference given on those ballot documents for any continuing candidate, or
- (b) where no such preference is given, as the sub-parcel of non-transferable votes.

45.6 The returning officer is, in accordance with this rule and rule 46, to transfer each sub-parcel of ballot documents referred to in rule 45.5(a) to the candidate for whom the next available preference is given on those ballot documents.

45.7 The vote on each ballot document transferred under rule 45.6 shall be at:

- (a) a transfer value calculated as set out in rule 45.4(b), or
- (b) at the value at which that vote was received by the candidate from whom it is now being transferred,

whichever is the less.

45.8 Each transfer of a surplus constitutes a stage in the count.

45.9 Subject to rule 45.10, the returning officer shall proceed to transfer transferable ballot documents until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.

45.10 Transferable ballot documents shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:

- (a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or
- (b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.

45.11 This rule does not apply at an election where there is only one vacancy.

46. Supplementary provisions on transfer

46.1 If, at any stage of the count, two or more candidates have surpluses, the transferable ballot documents of the candidate with the highest surplus shall be transferred first, and if:

- (a) The surpluses determined in respect of two or more candidates are

equal, the transferable ballot documents of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and

- (b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable ballot documents of the candidate on whom the lot falls shall be transferred first.

46.2 The returning officer shall, on each transfer of transferable ballot documents under rule 45:

- (a) record the total value of the votes transferred to each candidate,
- (b) add that value to the previous total of votes recorded for each candidate and record the new total,
- (c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and
- (d) compare:
 - (i) the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.

46.3 All ballot documents transferred under rule 45 or 46 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that ballot document or, as the case may be, all the ballot documents in that sub-parcel.

46.4 Where a ballot document is so marked that it is unclear to the returning officer at any stage of the count under rule 45 or 46 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

47. Exclusion of candidates

47.1 If:

- (a) all transferable ballot documents which under the provisions of rule 45 (including that rule as applied by rule 47.11) and this rule are required to be transferred, have been transferred, and
- (b) subject to rule 48, one or more vacancies remain to be filled,

the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule 47.12 applies, the candidates with the then lowest votes).

47.2 The returning officer shall sort all the ballot documents on which first preference votes are given for the candidate or candidates excluded under rule 47.1 into two sub-parcels so that they are grouped as:

- (a) ballot documents on which a next available preference is given, and
- (b) ballot documents on which no such preference is given (thereby including ballot documents on which preferences are given only for candidates who are deemed to be elected or are excluded).

- 47.3 The returning officer shall, in accordance with this rule and rule 46, transfer each sub-parcel of ballot documents referred to in rule 47.2 to the candidate for whom the next available preference is given on those ballot documents.
- 47.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.
- 47.5 If, subject to rule 48, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable ballot documents, if any, which had been transferred to any candidate excluded under rule 47.1 into sub-parcels according to their transfer value.
- 47.6 The returning officer shall transfer those ballot documents in the sub-parcel of transferable ballot documents with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballot documents (thereby passing over candidates who are deemed to be elected or are excluded).
- 47.7 The vote on each transferable ballot document transferred under rule 47.6 shall be at the value at which that vote was received by the candidate excluded under rule 47.1.
- 47.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.
- 47.9 After the returning officer has completed the transfer of the ballot documents in the sub-parcel of ballot documents with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot documents with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under rule 47.1.
- 47.10 The returning officer shall after each stage of the count completed under this rule:
- (a) record:
 - (i) the total value of votes, or
 - (ii) the total transfer value of votes transferred to each candidate,
 - (b) add that total to the previous total of votes recorded for each candidate and record the new total,
 - (c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and
 - (d) compare:
 - (i) the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.
- 47.11 If after a transfer of votes under any provision of this rule, a candidate has a

surplus, that surplus shall be dealt with in accordance with rules 45.5 to 45.10 and rule 46.

- 47.12 Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest candidate, the returning officer shall in one operation exclude such two or more candidates.
- 47.13 If when a candidate has to be excluded under this rule, two or more candidates each have the same number of votes and are lowest:
- (a) regard shall be had to the total number of votes credited to those candidates at the earliest stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded, and
 - (b) where the number of votes credited to those candidates was equal at all stages, the returning officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.

48. Filling of last vacancies

- 48.1 Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.
- 48.2 Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.
- 48.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

49. Order of election of candidates

- 49.1 The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule 45.10.
- 49.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.
- 49.3 Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.
- 49.4 Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS

50. Declaration of result for contested elections

50.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

- (a) declare the candidates who are deemed to be elected under Part 6 of these rules as elected,
- (b) give notice of the name of each candidate who he or she has declared elected –
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the Cambridgeshire and Peterborough NHS Foundation Trust by section 33(4) of the 2006 Act, to the Chair of the NHS Trust, or
 - (ii) in any other case, to the Chair of the Trust, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

50.2 The returning officer is to make:

- (a) the number of first preference votes for each candidate whether elected or not,
- (b) any transfer of votes,
- (c) the total number of votes for each candidate at each stage of the count at which such transfer took place,
- (d) the order in which the successful candidates were elected, and
- (e) the number of rejected ballot papers under each of the headings in rule 42.1,

available on request.

51. Declaration of result for uncontested elections

51.1 In an uncontested election, the returning officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election:

- (a) declare the candidate or candidates remaining validly nominated to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected to the chair of the Trust, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

PART 8: DISPOSAL OF DOCUMENTS

52. Sealing up of documents relating to the poll

52.1 On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets:

- (a) the counted ballot papers and internet voting records,
- (b) the ballot papers endorsed with "rejected in part",
- (c) the rejected ballot papers, and
- (d) the statement of rejected ballot papers

and ensure that complete electronic copies of the internet voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

52.2 The returning officer must not open the sealed packets of:

- (a) the disqualified documents, with the list of disqualified documents inside it,
- (b) the list of spoilt ballot papers,
- (c) the list of lost ballot documents, and
- (d) the list of eligible voters,

or access the complete electronic copies of the internet voting records, created in accordance with rule 26 and held in a device suitable for the purpose of storage.

52.3 The returning officer must endorse on each packet a description of:

- (a) its contents,
- (b) the date of the publication of notice of the election,
- (c) the name of the Trust to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

53. Delivery of documents

53.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 54, the returning officer is to forward them to the chair of the Trust.

54. Forwarding of documents received after close of the poll

54.1 Where:

- (a) any voting documents are received by the returning officer after the close of the poll, or
- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
- (c) any applications for replacement voting information are made too late to

enable new voting information to be issued,

the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the chair of the Trust.

55. Retention and public inspection of documents

55.1 The Trust is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the board of directors of the Trust, cause them to be destroyed.

55.2 With the exception of the documents listed in rule 56.1, the documents relating to an election that are held by the Trust shall be available for inspection by members of the public at all reasonable times.

55.3 A person may request a copy or extract from the documents relating to an election that are held by the Trust, and the Trust is to provide it, and may impose a reasonable charge for doing so.

56. Application for inspection of certain documents relating to an election

56.1 The Trust may not allow:

- (a) the inspection of, or the opening of any sealed packet containing –
 - (i) any rejected ballot papers, including ballot papers rejected in part,
 - (ii) any disqualified documents, or the list of disqualified documents,
 - (iii) any counted ballot papers, internet voting records or
 - (iv) the list of eligible voters, or
 - (b) access to or the inspection of the complete electronic copies of the internet voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,
- by any person without the consent of the board of directors of the Trust.

56.2 A person may apply to the board of directors of the Trust to inspect any of the documents listed in rule 56.1, and the board of directors of the Trust may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.

56.3 The board of directors of the Trust's consent may be on any terms or conditions that it thinks necessary, including conditions as to –

- (a) persons,
- (b) time,
- (c) place and mode of inspection,
- (d) production or opening,

and the Trust must only make the documents available for inspection in accordance with those terms and conditions.

56.4 On an application to inspect any of the documents listed in rule 56.1 the

board of directors of the Trust must:

- (a) in giving its consent, and
- (b) in making the documents available for inspection

ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –

- (i) that his or her vote was given

PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

57. Countermand or abandonment of poll on death of candidate

- 57.1 If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:
- (a) publish a notice stating that the candidate has died, and
 - (b) proceed with the counting of the votes as if that candidate had been excluded from the count so that –
 - (i) ballot documents which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and
 - (ii) ballot documents which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.
- 57.2 The ballot documents which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot documents pursuant to rule 52.1(a).

PART 10: ELECTION EXPENSES AND PUBLICITY

Election expenses

58. Election expenses

58.1 Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be questioned in an application made to the Trust.

59. Expenses and payments by candidates

59.1 A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:

- (a) personal expenses,
- (b) travelling expenses, and expenses incurred while living away from home, and
- (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

60. Election expenses incurred by other persons

60.1 No person may:

- (a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or
- (b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.

60.2 Nothing in this rule is to prevent the Trust from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 60 and 61.

Publicity

61. Publicity about election by the Trust

61.1 The Trust may:

- (a) compile and distribute such information about the candidates, and
- (b) organise and hold such meetings to enable the candidates to speak and respond to questions,

as it considers necessary.

- 61.2 Any information provided by the Trust about the candidates, including information compiled by the Trust under rule 61, must be:
- (a) objective, balanced and fair,
 - (b) equivalent in size and content for all candidates,
 - (c) compiled and distributed in consultation with all of the candidates standing for election, and
 - (d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.
- 61.3 Where the Trust proposes to hold a meeting to enable the candidates to speak, the Trust must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the Trust must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

62. Information about candidates for inclusion with voting information

- 62.1 The Trust must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.
- 62.2 The information must consist of:
- (a) a statement submitted by the candidate of no more than 250 words,
 - (b) a photograph of the candidate. In the event of a photograph not being supplied by the deadline specified by the Returning Officer, this does not invalidate the information supplied to electors.

63. Meaning of “for the purposes of an election”

- 63.1 In this Part, the phrase “for the purposes of an election” means with a view to, or otherwise in connection with, promoting or procuring a candidate’s election, including the prejudicing of another candidate’s electoral prospects; and the phrase “for the purposes of a candidate’s election” is to be construed accordingly.
- 63.2 The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

PART 11: QUESTIONING ELECTIONS AND THE CONSEQUENCE OF IRREGULARITIES

64. Application to question an election

- 64.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to the Trust within 21 days of the results being announced.
- 64.2 A complaint regarding the conduct of the election process will only be considered during the election process or within 28 days of the result being

announced. The complaint must describe the alleged breach of the rules or electoral irregularity.

64.3 If the Trust requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.

64.4 The Trust may at its discretion seek independent arbitration or advice.

64.5 The decision of the Trust shall be taken by the Trust Chair following receipt of appropriate advice and shall be binding, and there shall be no further internal right of appeal.

PART 12: MISCELLANEOUS

65. Secrecy

65.1 The following persons:

- (a) the returning officer,
- (b) the returning officer's staff,

must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to:

- (i) the name of any member of the Trust who has or has not been given voting information or who has or has not voted,
- (ii) the unique identifier on any ballot paper,
- (iii) the voter ID number allocated to any voter,
- (iv) the candidate(s) for whom any member has voted.

65.2 No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter or the voter ID number allocated to a voter.

65.3 The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

66. Prohibition of disclosure of vote

66.1 No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

67. Disqualification

67.1 A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is:

- (a) a member of the Trust,
- (b) an employee of the Trust,
- (c) a director of the Trust, or
- (d) employed by or on behalf of a person who has been nominated for election.

68. Delay in postal service through industrial action or unforeseen event

68.1 If industrial action, or some other unforeseen event, results in a delay in:

- (a) the delivery of the documents in rule 24, or
- (b) the return of the ballot papers,

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll by such period as he or she considers appropriate.

ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

1. COUNCIL OF GOVERNORS: DISQUALIFICATION AND REMOVAL OF GOVERNORS

- 1.1 The following may not become or continue as a member of the Council of Governors
 - 1.1.1 A person who meets any of the criteria outlined in clause 16 of the Constitution. a person who is an Executive Director or Non-Executive Director of the Trust;
 - 1.1.2 a person who is a governor, executive director or non-executive director of another National Health Service Trust save that this clause does not apply to Appointed Governors;
 - 1.1.3 a person who is subject to a sex offender order or has received a caution or a conviction for a sexual offence;
 - 1.1.4 a person who has been disqualified from being a member of a relevant authority under the provisions of the Local Government Act 2000;
 - 1.1.5 a person who has within the preceding two years been dismissed from any paid employment with a National Health Service Trust on the grounds of misconduct or gross misconduct;
 - 1.1.6 a person whose tenure of office as the chair, executive director, non-executive director, governor or member of a National Health Service Trust has been terminated on any of the following grounds:
 - 1.1.6.1 their appointment is not in the interests of the health service
 - 1.1.6.2 for non attendance at meetings
 - 1.1.6.3 for non disclosure of a pecuniary interest;
 - 1.1.7 a person who is excluded from being a member of the Trust
 - 1.1.8 a person who refuses to sign a declaration in the form specified by the Trust Secretariat of their qualification to vote as a member of the Trust and of their eligibility to be a member of the Council of Governors. This sub clause does not apply to Appointed Governors;
 - 1.1.9 a person who failed to disclose to the Trust any spent or unspent criminal convictions.
 - 1.1.10 Where a person has declared a spent or unspent criminal conviction and the spent or unspent conviction does not fall within any of the disqualification provisions contained in this constitution the person must be assessed by the Trust as to their fitness to hold office as a governor as a fit and proper person.

1.1.11 In accordance with sub-clause 1.1.10 above if the person is assessed by the Trust and the Trust deems that the person is a fit and proper person to hold office as a governor the individual may stand for election as a governor and hold office as a governor.

1.1.12 In accordance with sub-clause 1.1.11 above if the person is assessed by the Trust and the Trust deems that the person is not a fit and proper person to hold office as a governor the individual will be excluded from standing for election as a governor or holding office as a governor until the Trust deems the individual is a fit and proper person to hold office as a governor.

1.1.13 An individual who has declared an unspent conviction must submit an application ('Application') to the Trust for the purposes of the Trust deciding the individual's fitness to hold office as a governor as a fit and proper person.

1.1.14 For the purposes of sub-clauses 1.1.11, 1.1.12 and 1.1.13 above any decisions taken on an individual's fitness to hold office as a governor by the Trust is made at the Trust's absolute discretion on a strictly case by case basis and without setting any precedents for any further or future decisions.

1.2 A person holding office as a governor shall immediately cease to do so if:

1.2.1 they resign by notice in writing to the Trust Secretariat or to the Chair

1.2.2 they fail to attend three consecutive Council of Governors meetings unless the Chair is satisfied that the absence was due to a reasonable cause and they will be able to attend future meetings of the Council of Governors within such a period as the other Governors consider reasonable.

1.2.3 in the case of an Elected Governor, they cease to be a member of the constituency or class by which they were elected

1.2.4 in the case of an Appointed Governor, they cease to perform functions for their nominating organisation or the nominating organisation terminates the appointment;

1.2.5 they have refused without reasonable cause to undertake any training which the Council of Governors requires all governors to undertake;

1.2.6 they have failed to sign and deliver to the Trust Secretary a statement in the form required by the Trust Secretary confirming acceptance of the code of conduct for governors as defined by the Council of Governors;

1.2.7 they are removed from the Council of Governors by a resolution approved by not less than three quarters of the remaining governors present and voting on the grounds that:

1.2.7.1 they have committed a serious breach of the Foundation Trust Council of Governors Code of Conduct;

1.2.7.2 they have acted in a manner detrimental to the interests of the Trust;

1.2.7.3 they have failed to discharge their responsibilities as a governor;

1.2.7.4 they have failed to declare relevant interests when required to do so

1.2.7.5 the Council of Governors considers that it is not in the best interests of the Trust for them to continue as a governor;

1.2.8 For the avoidance of doubt the decision as to whether a governor should cease holding office as a governor under clause 1.2 above is made by the Chair.

2. COUNCIL OF GOVERNORS: STATUTORY DUTIES OF GOVERNORS

2.1 The statutory duties of the Council of Governors are:

2.1.1 Appoint and, if appropriate, remove the other non-executive directors

2.1.2 Decide the remuneration and allowances and other terms and conditions of office of the chair and the other non-executive directors;

2.1.3 Approve (or not) any new appointment of a chief executive;

2.1.4 Appoint and, if appropriate, remove the NHS foundation trust's external auditor;

2.1.5 Receive the NHS foundation trust's annual accounts, any report of the auditor on them, and the annual report at a general meeting of the council of governors.

2.1.6 Hold the non-executive directors, individually and collectively, to account for the performance of the board of directors

2.1.7 Represent the interests of the members of the trust as a whole and the interests of the public

2.1.8 Approve "significant transactions"

2.1.9 Approve an application by the trust to enter into a merger, acquisition, separation or dissolution

2.1.10 Decide whether the trust's non-NHS work would significantly interfere with its principal purpose, which is to provide goods and services for the health service in England, or performing its other functions

2.1.11 Approve amendments jointly with the board of directors to the trust's constitution.

3. COUNCIL OF GOVERNORS: ADDITIONAL DUTIES OF GOVERNORS

3.1 The additional duties of the Council of Governors are:

3.1.1 In preparing the NHS foundation trust's forward plan, the board of directors must have regard to the views of the council of governors.

3.1.2 The council of governors may require one or more of the directors to attend a governors' meeting to obtain information about performance of the trust's functions or the directors' performance of their duties, and to help the council of governors to decide whether to propose a vote on the trust's or directors' performance.

4. COUNCIL OF GOVERNORS: LEAD GOVERNOR ROLE

4.1 The Lead Governor will be elected by the Council of Governors

4.2 The Lead Governor will hold a term of office for two years or for the remainder of their unexpired tenure as a governor.

4.3 The main duties of the Lead Governor are:

4.3.1 to be a main point of contact for NHS England, on behalf of the governors, in circumstances when it may not be appropriate to communicate through the Chair or vice versa

4.3.2 to facilitate direct communication between NHS England and the Council of Governors.

4.3.3 Collate the input of the Governors for the Senior Independent Director (SID) regarding annual performance appraisals of the Chair

4.3.4 Act as a point of contact and liaison for the Chair and SID

4.3.5 Be a member of the Nomination Committee which recommends the appointment, removal and remuneration of the Chair and Non-Executive Directors to the whole Council

4.3.6 Write the Lead Governor report and present it at the Council of Governor meetings

4.3.7 Raise any governor concerns with the Chair or SID

4.3.8 Lead the governors in fulfilling their statutory duties

4.3.9 Act as the governor point of contact for the Care Quality Commission (CQC)

4.3.10 Co-ordinate governor responses to consultations

4.3.11 Chair informal governor-only meetings.

4.3.12 Attend Board meetings or nominate a deputy if unable to attend

ANNEX 7 STANDING ORDERS FOR THE PRACTICE AND

PROCEDURE OF THE COUNCIL OF GOVERNORS

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1. INTERPRETATION AND DEFINITIONS

1.1. Unless otherwise stated, words, or expressions contained in these Standing Orders for the Council of Governors shall bear the same meaning as in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012.

1.2. Words importing the masculine gender only shall include the feminine gender; Words importing the singular shall import the plural and visa versa.

1.3. Definitions:

Appointed Governor	Means a governor who is appointed as a governor of the Trust in accordance with clause 5 of Annex 4 of the Constitution and excludes all Elected Governors.
Board of Directors	Means the Board of Directors of the Trust as set out in clause 22 of the Main Body of the Constitution.
Chair	Means the Chairman of the Trust appointed in accordance with clause 25 of the Main Body of the Constitution and is chair for the purposes of Schedule 7 sections 15 and 16 of the 2006 Act. The Chair is a Non-Executive Director.
Chief Executive	Means the Chief Executive of the Trust.
Constitution	Means the Trust constitution and all annexes to it.
Deputy Chair	Means the Deputy Chairman of the Trust appointed in accordance with clause 26 of the Main Body of the Constitution.
Elected Governor	Means a governor who has been elected by members of the Trust to hold office as a governor and excludes all Appointed Governors.
Extraordinary Meeting of the Council of Governors	Means a meeting of the Council of Governors which is outside of the normal timetable of meetings and is called for the purpose of discussing important or unusual business.
General Meeting of the Council of Governors	Means a meeting of the Council of Governors which is within the normal timetable of meetings and is not called solely for the purpose of discussing important or unusual business.
Lead Governor	Means a member of the Council of Governors who has been elected by the Council of Governors to hold the position of Lead Governor.

Main Body of the Constitution	Means the Constitution excluding all annexes.
Motion	A formal suggestion to be discussed and voted on during the course of a Council of Governors meeting.
Non-Executive Director	Means a non-executive director of the Trust for the purposes of Schedule 7 sections 15 and 16 of the NHS Act 2006.
Regulatory Framework	Means the 2006 Act, the 2012 Act and the Constitution.
Standing Orders for the Council of Governors	Means these Standing Orders for the Practice and Procedure for the Council of Governors.
The 2006 Act	Means the National Health Service Act 2006.
The 2012 Act	Means the Health and Social Care Act 2012.
Trust	Means Cambridgeshire and Peterborough NHS Foundation Trust.

2. THE REGULATORY FRAMEWORK

- 2.1 The Trust is governed by the Regulatory Framework. The functions of the Trust are conferred by the Regulatory Framework. The Regulatory Framework requires the Council of Governors of the Trust to adopt Standing Orders for the regulation of its proceedings and business and to adhere at all times to the Foundation Trust Council of Governors Code of Conduct.

3. THE COMPOSITION OF THE COUNCIL OF GOVERNORS

- 3.1 The composition of the Council of Governors is set out in Annex 4 of the Constitution.

4. THE ROLE OF THE CHAIR

- 4.1 The Chair is a Non-Executive Director and has a dual role as Chair of the Board of Directors and Chair of the Council of Governors. The Chair leads both the Board of Directors and the Council of Governors.
- 4.2 The Chair is responsible for ensuring that the Board of Directors and the Council of Governors:
- 4.2.1 Work together effectively;
 - 4.2.2 Receive accurate, timely and clear information that is appropriate for each of their respective duties;
 - 4.2.3 Communicate clearly with each other.

- 4.3 The Chair may not vote at Council of Governors meetings save that if equal numbers of votes are cast for and against a resolution the Chair has the casting vote.

5. THE ROLE OF THE DEPUTY CHAIR

- 5.1 The Deputy Chair deputises for the Chair when the Chair is unable to act in his capacity as Chair howsoever caused.
- 5.2 The Deputy Chair is a Non-Executive Director save for the limited circumstances set out in clause 7 below.

6. MEETINGS OF THE COUNCIL OF GOVERNORS

- 6.1 Council of Governors meetings shall be held a minimum of 4 times per financial year.
- 6.2 Council of Governors meetings shall be held at such times and places as the Chair may determine save in the circumstances set out in clause 8 below.
- 6.3 There are 2 types of Council of Governors meetings. These are General Meetings of the Council of Governors and Extraordinary Meetings of the Council of Governors.

7. CHAIR OF COUNCIL OF GOVERNORS MEETINGS AND CHAIR CONFLICTS OF INTEREST

- 7.1 The Chair presides at Council of Governors meetings as the chair.
- 7.2 If the Chair is absent or temporarily unable to act in his role as chair due to a conflict of interest the Deputy Chair deputises for the Chair.
- 7.3 If the Deputy Chair is absent or temporarily unable to deputise as chair due to a conflict of interests, a Non-Executive Director who is neither the Chair nor Deputy Chair shall deputise for the Chair.
- 7.4 If the Non-Executive Director referred to in clause 7.3 above is absent or temporarily unable to deputise as chair due to a conflict of interest a temporary Chair ('Temporary Chair') will be appointed from Council of Governors members to deputise for the Chair.
- 7.5 The Temporary Chair is the Lead Governor. If the Lead Governor is absent or unable to preside due to a conflict of interest a Deputy Lead Governor shall be Temporary Chair.
- 7.6 If there is a dispute as to which Deputy Lead Governor shall be Temporary Chair the dispute is to be resolved by a simple majority vote of governors present.
- 7.7 The Temporary Chair will only preside over the meeting or parts of the meeting for the duration of the absence or conflict of interest of the Chair, Deputy Chair or other Non-Executive Director and will immediately cease to be Temporary Chair at the cessation of the absence or conflict of interest.

8. CALLING MEETINGS OF THE COUNCIL OF GOVERNORS

- 8.1 The Chair may call meetings of the Council of Governors at his discretion.
- 8.2 Governors may call meetings of the Council of Governors by serving on the Chair a request to hold a meeting of the Council of Governors. For the notice to be valid it must be signed by the 'Calling Governors.' The Calling Governors must consist of:
- 8.2.1 At least one third of the total members of the Council of Governors; and
 - 8.2.2 Two Elected Governors; and
 - 8.2.3 Two Appointed Governors.
- 8.3 If the Chair receives a valid notice served in accordance with clause 8.2 above the Chair must announce the date of a Council of Governors meeting within 7 days of receiving the notice. The Council of Governors meeting must be held within 14 days of the announcement.
- 8.4 If the Chair does not call a Council of Governors meeting in accordance with clauses 8.2 and 8.3 above or does not hold a Council of Governors meeting in accordance with clause 8.3 above the Calling Governors may call a Council of Governors meeting.
- 8.5 If the Calling Governors call a Council of Governors meeting in accordance with clause 8.4 above it may be at a time and place as the Calling Governors determine but shall be held on no less than 5 days' notice.

9. NOTICE OF COUNCIL OF GOVERNORS MEETINGS

- 9.1 Before each Council of Governors meeting a notice of the meeting detailing the date, time, place and location of the meeting will be sent to every member of the Council of Governors no less than 14 days in advance of the meeting.
- 9.2 The notice will be signed by the Chair or by an officer of the Trust authorised by the Chair to sign the notice on his behalf. The notice of meeting requirement can be discharged electronically and in this scenario a signature is not required to be applied to the notice.
- 9.3 If governors call a Council of Governors meeting in accordance with clause 8.4 above the notice must be signed by all of the Calling Governors. The notice of meeting requirement can be discharged electronically and in this scenario a signature is not required to be applied to the notice.
- 9.4 Clause 9.2 above does not apply in circumstances where governors have called a Council of Governors meeting pursuant to clause 8.4 above.
- 9.5 If governors call a Council of Governors meeting in accordance with clause 8.4 above in clause 9.1 above substitute '14' with '5'.

9.6 The Trust shall publicise the date, time, place and location of a Council of Governors meeting on the Trust's website at least 5 days before the meeting.

10. AGENDAS OF COUNCIL OF GOVERNORS MEETINGS

- 10.1 If a governor wants an item to be included on the agenda of a Council of Governors meeting he must make a formal request to the Chair via the Trust Secretary detailing the request and the reasons for it. The request may be written or verbal. The request must reach the Chair at least 16 days before the Council of Governors meeting to which the agenda relates.
- 10.2 Before each Council of Governors meeting an agenda setting out the business of the meeting will be sent to every member of the Council of Governors no less than 7 days in advance of the meeting.
- 10.3 The agenda will be signed by the Chair or by an officer of the Trust authorised by the Chair to sign the notice on his behalf. The notice of meeting requirement can be discharged electronically and in this scenario a signature is not required to be applied to the notice.
- 10.4 If a governor wants to add or remove an agenda item after the agenda referred to in clause 10.2 above has been sent he must send a written request to the Chair detailing the request and the reasons for the request. The request must reach the Chair no later than 9 days before the Council of Governors meeting to which the agenda relates.
- 10.5 If a request is made under clauses 10.1 or 10.4 above it is the Chair's decision whether the request is granted.
- 10.6 Any decisions taken by the Chair pursuant to clause 10.5 above is made at his absolute discretion on a strictly case by case basis and without setting any precedents for any further or future decisions.
- 10.7 If any revisions are made to the agenda further to clauses 10.4 and 10.5 above a revised agenda will be sent to every member of the Council of Governors no less than 7 days in advance of the meeting.
- 10.8 Clauses 10.1, 10.3, 10.4, 10.5 and 10.7 above do not apply in the circumstances where governors have called a Council of Governors meeting pursuant to clause 8.4 above.
- 10.9 If governors call a Council of Governors meeting in accordance with clause 8.4 above in clause 10.2 above substitute '14' with '5'.
- 10.10 If governors call a Council of Governors meeting in accordance with clause 8.4 above the agenda must be signed by all of the Calling Governors. The notice of meeting requirement can be discharged electronically and in this scenario a signature is not required to be applied to the notice.
- 10.11 The Trust shall publish the agenda of a Council of Governors meeting on the Trust's website at least 5 days before the Council of Governors meeting but shall not publish any agenda or part of any agenda which is deemed to be private.

11. MOTIONS

- 11.1 If a governor wants to move a Motion at a Council of Governors meeting he must make a formal request to the Chair detailing the request and the reasons for the request. The request may be written or verbal. The request must be received by the Chair no less than 16 days in advance of the Council of Governors meeting in which the Motion is proposed to be discussed.
- 11.2 Before each Council of Governors meeting a notice detailing the Motions to be discussed at the meeting will be sent to every member of the Council of Governors no less than 14 days in advance of the meeting.
- 11.3 A governor desiring to move, amend or withdraw a Motion after the notice referred to in clause 11.2 above has been sent governors must send a written request to the Chair detailing the request and the reasons for the request. The request must reach the Chair no later than 9 days before the Council of Governors meeting in which the Motion is proposed to be discussed.
- 11.4 If a request is made under clauses 11.1 or 11.3 above it is the Chair's decision:
11.4.1 as to whether the Council of Governors is notified of the request; and
11.4.2 whether the request is granted.
- 11.5 Any decisions taken by the Chair pursuant to clause 11.4 above is made at his absolute discretion on a strictly case by case basis and without setting any precedents for any further or future decisions.
- 11.6 If any Motions are included, amended or withdrawn further to clauses 11.3 and 11.4 above a revised notice will be sent to every member of the Council of Governors no less than 7 days in advance of the meeting.
- 11.7 Clauses 11.1, 11.3, 11.4, and 11.6 above do not apply in the circumstances where governors have called a Council of Governors meeting pursuant to clause 8.4 above.
- 11.8 If governors call a Council of Governors meeting in accordance with clause 8.4 above in clause 11.2 above substitute '14' with '5'.
- 11.9 Nothing in this clause 11 shall prevent, prohibit or restrict any emergency motion being moved during Council of Governors meetings without notice on any business contained in or arising from the agenda of the meeting.

12. PAPERS FOR COUNCIL OF GOVERNORS MEETINGS

- 12.1 Before each Council of Governors meeting the papers of the meeting will be sent to every member of the Council of Governors no less than 7 days in advance of the meeting.
- 12.2 If governors call a Council of Governors meeting in accordance with clause 8.4 above in clause 12.1 above substitute '7' with '5'.

13. LACK OF SERVICE

13.1 Lack of service by the Trust of any of the following documents or lack of service of any of the following documents within the required time limits on any individual governor shall not affect the validity of a Council of Governors meeting as long as the Trust has acted in good faith:

13.1.1 Notice of meetings under clause 9.1 above;

13.1.2 Agendas under clauses 10.2 and 10.7 above;

13.1.3 Notice of motions under clauses 11.2 and 11.6 above;

13.1.4 Papers under clause 12.1 above.

13.2 If governors call a Council of Governors meeting in accordance with clause 8.4 above failure to serve the following documents on 4 or more Council of Governors members will invalidate the meeting:

13.1.1 Notice of meetings under clause 8.5 above;

13.1.2 Agendas under clauses 10.2 and 10.8 above;

13.1.3 Notice of motions under clauses 11.2 and 11.8 above;

13.1.4 Papers under clauses 12.1 and 12.2 above.

14. QUORUM

14.1 The quorum for a Council of Governors meeting is one third of the total number of governors currently holding office.

14.2 If a Council of Governors meeting is not quorate within 30 minutes of the start time detailed in the notice of the meeting referred to in clause 9.1 above the governors in attendance may decide either:

14.2.1 to proceed with the meeting; or

14.2.2 to adjourn the meeting for 7 days.

14.3 If the governors decide to proceed with a Council of Governors meeting in accordance with clause 14.2 and 14.2.1 above no resolution may be passed at the meeting until it becomes quorate. The status of the quorum must be recorded in the minutes of the meeting.

14.4 If the governors decide to adjourn a Council of Governors meeting for 7 days in accordance with clause 14.2 and 14.2.2 above the adjourned meeting will be held 7 days later in the same place and with the same start time. Those governors present at the reconvened meeting will constitute a quorum.

15. DECLARATIONS OF ELIGIBILITY

- 15.1 Prior to standing for election as a governor the candidate must sign a declaration of eligibility. The candidate will not be able to stand for election as a governor unless they have signed a declaration of eligibility.
- 15.2 The declaration of eligibility referred to in clause 15.1 above is contained in Appendix 1 of the Standing Orders for the Council of Governors and is entitled 'Declaration 1: The Right to Represent Their Constituency or Organisation.'
- 15.3 At or before their first Council of Governors meeting all governors are required to sign a declaration declaring their right to be a member of the Council of Governors and vote at Council of Governors meetings. The declaration is contained in Appendix 2 of the Standing Orders for the Council of Governors and is entitled 'Declaration 2: The Right To Be A Member Of The Council of Governors And Vote At Council of Governors Meetings.'
- 15.4 Governors are not eligible to vote at Council of Governors meetings unless they have signed the declaration referred to in clause 15.3 above.
- 15.5 Declarations signed in accordance with clause 15.3 above shall be valid for the duration of the signing governor's term of office unless the signing governor is no longer eligible to:
 - 15.5.1 represent their Constituency or organisation; or
 - 15.5.2 vote at Council of Governors meetings.
- 15.6 Signed declarations are not rendered invalid by a governor's ineligibility to participate in a discussion or vote on any item of business due to any conflict of interest.

16. PARTICIPATING IN DISCUSSIONS

- 16.1 The Chair and members of the Council of Governors may participate in the discussion of any item of business at Council of Governors meetings save as set out in clause 16.2 below.
- 16.2 The Chair and members of the Council of Governors may not participate in any discussion on any item of business if they have a conflict of interest.
- 16.3 The Chair and members of the Council of Governors who are barred from participating in the discussion of an item of business in accordance with clause 16.2 above may be required at the request of the Chair or his deputy to leave the meeting temporarily whilst the item of business is discussed.

17. VOTING

- 17.1 The Chair and governors are eligible to vote on resolutions at Council of Governors meetings. However, the Chair may only vote in accordance with clause 4.3 of the Standing Orders for the Council of Governors above.
- 17.2 The Chair and governors must be present at the Council of Governors meeting at the time of a vote on a resolution to be eligible to vote on that resolution. The Chair and governors may not vote by proxy.

- 17.3 Neither the Chair nor any governor can vote on a resolution if they have a conflict of interest.
- 17.4 Resolutions are passed at Council of Governors meetings by simple majority save as set out in clause 32.6 of the Main Body of the Constitution and clauses 28.2 and 29.2 of the Standing Orders for the Council of Governors.
- 17.5 A simple majority is 50% plus 1 vote of the total number of eligible voters present at the Council of Governors meeting. The Chair has a casting vote.
- 17.6 On a vote on a resolution at a Council of Governors meeting each governor has one vote.
- 17.7 Save as set out in clause 17.8 below voting at Council of Governors meetings is by:
- 17.7.1 show of hands; or
- 17.7.2 verbal acclamation
- 17.8 A paper ballot may be used when voting on a resolution if this is requested by a simple majority of eligible voters present at a Council of Governors meeting.

18. MINUTES

- 18.1 The minutes of the proceedings of a meeting shall be prepared by the Trust Secretariat and submitted for agreement at the following Council of Governors meeting.
- 18.2 No discussion shall take place upon the minutes except on their accuracy or where the Chair considers discussion appropriate.
- 18.3 Any amendments to the minutes shall be agreed and recorded.
- 18.4 The agreed minutes shall be signed by the Chair or a person authorised by the Chair to sign on his behalf.
- 18.5 Minutes of meetings will be circulated in accordance with the Council of Governors wishes save for as set out in clause 18.6 and 18.7 below.
- 18.6 The minutes will be made available to the public save in the circumstances where the public have been excluded for special reasons.
- 18.7 The minutes detailing the proceedings or part of the proceedings of any Council of Governors meetings where the public have been excluded for special reasons may only be circulated outside the Council of Governors and the Trust Secretariat with the Chair's express permission.
- 18.8 Any decisions taken by the Chair pursuant to clause 18.7 above is made at the Chair's absolute discretion on a strictly case by case basis and without setting any precedents for any further or future decisions.

19. DECISIONS TAKEN IN GOOD FAITH

- 19.1 All decisions taken at Council of Governors meetings in good faith shall be valid even if it is subsequently discovered that there was a defect in the calling of a meeting or the appointment of individual governors attending the meeting as long as all parties acted in good faith.

20. RECORD OF ATTENDANCE

- 20.1 The names of the following attendees present at the meeting shall be recorded in the minutes:

20.1.1 the Chair;

20.1.2 the governors;

20.1.3 members of the board of directors

20.1.4 members of the Trust Secretariat;

20.1.5 invited attendees

21. MEMBERS OF THE PUBLIC AT COUNCIL OF GOVERNORS MEETINGS

- 21.1 Members of the public may attend Council of Governors meetings.
- 21.2 Members of the public may be excluded from the whole or part of Council of Governors meetings for special reasons. Members of the public may be asked to leave the meeting informally by the Chair or required to leave the meeting on the Council of Governors passing a resolution to exclude members of the public.
- 21.3 Up to 15 minutes will be allocated at Council of Governors meetings to enable members of the public to ask the Council of Governors questions.
- 21.4 Save as set out in clause 21.7 below no one may record proceedings in whole or in part of Council of Governors meetings using electronic devices except with the express permission of the Chair. Members of the public and governors may record proceedings in writing using pen or pencil and paper.
- 21.5 For the avoidance of doubt representatives of the press are members of the public for the purposes of clause 21.4 above.
- 21.6 Any permissions given by the Chair pursuant to clause 21.4 above is made at his absolute discretion on a strictly case by case basis and without setting any precedents for any further or future permission. The Chair has the unreserved right to withdraw permission at any time without notice.
- 21.7 Members of the Trust Secretariat present at Council of Governors meetings for the purpose in whole or in part of taking and preparing formal minutes of the proceedings of the meeting in accordance with clause 18.1 above may record the entire proceedings using written or electronic means for the purposes of preparing formal minutes. Meetings of the Council of Governors held in public will be

recorded by the Trust Secretariat where facilities allow and will at the discretion of the Trust be made available via a suitable on-line platform.

22. COMMITTEES AND SUB-COMMITTEES

- 22.1 The Council of Governors may not delegate any of its functions or powers to any committees or sub-committees but it may appoint committees or sub-committees to advise and assist it in carrying out its functions as set out in clause 17 of the Main Body of the Constitution and annex 6. The Council of Governors may appoint governors to committees or sub-committees and may invite directors and other persons to serve on the committees.
- 22.2 The Council of Governors may request that external advisors assist them or any committee or sub-committee appointed in accordance with clause 22.1 above. The decision whether to grant or deny such requests is made by the Chair.
- 22.3 The quorum for a committee or sub-committee appointed in accordance with clause 22.1 above is 2 governors.
- 22.4 Any committees or sub-committee appointed in accordance with clause 22.2 above is subject to directions given by:
- 22.4.1 NHS England;
- 22.4.2 the Council of Governors.
- 22.5 A member of a committee or sub-committee shall not disclose any matter dealt with or brought before the committee or sub-committee without the Council of Governors' permission.

23. DECLARATIONS OF INTEREST

- 23.1 Council of Governors members must declare to the Trust Secretary and to the Council of Governors any interests which are relevant and material to the Trust. These interests are referred to as 'Interests.'
- 23.2 Interests which should be regarded as 'relevant and material' for the purposes of clause 23.1 above are set out in clause 23.12 below.
- 23.3 Interests must be declared at the following times:
- 23.3.1 on appointment as a governor;
- 23.3.2 when the governor becomes aware of the interest;
- 23.3.3 as directed by NHS England.
- 23.4 If a governor ceases to have an Interest or wishes to revise a declaration of Interest he must inform the Trust Secretary. The Council of Governors must also be informed at the next Council of Governors meeting.

- 23.5 Any Interests which are declared at Council of Governors meetings must be recorded in the minutes of the meeting.
- 23.6 If any governor has any doubt as to whether an interest is 'relevant and material' he must discuss the interest with the Chair or the Trust Secretary.
- 23.7 Governors' Interests must be recorded in the register of interests of governors as per clause 34 of the Main Body of the Constitution.
- 23.8 The Trust Secretary shall maintain the register of interests of governors Interests. The register shall be updated, as necessary.
- 23.9 The register of interests of governors will be reviewed a minimum of once per year or as directed by NHS England.
- 23.10 In establishing, maintaining, updating, and publicising the register of interests of governors the Trust shall comply with all binding guidance issued from time to time by NHS England.
- 23.11 Any governor who fails to disclose any interest required to be disclosed must permanently vacate their office if required to do so by a simple majority of the remaining governors.
- 23.12 Subject to exceptions set out in clause 23.13 below, a material interest is:
- 23.12.1 any directorship of a company;
 - 23.12.2 any interest or position held in any firm or company or business which, in connection with the matter, is trading with the Trust, or is likely to be considered as a potential trading partner with the Trust;
 - 23.12.3 any interest in an organisation providing health and social care services to the National Health Service;
 - 23.12.4 a position of authority in a charity or voluntary organisation in the field of health and social care or in a charity or voluntary organisation that is likely to benefit from its association with the Trust;
 - 23.12.5 any connection with any organisation, entity or company considering entering or entering into a financial arrangement with the Trust of which the governor is aware or ought reasonably to be aware.
- 23.13 Exceptions which shall not be treated as material interests:
- 23.13.1 shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange;
 - 23.13.2 an employment contract held by staff governors;
 - 23.13.3 an employment contract with a Local Authority held by a Local Authority Appointed Governor;

23.13.4 an employment contract with their partnership organisation held by a partnership Appointed Governor;

23.13.5 the holding of any position of authority within their partnership organisation by a partnership Appointed Governor.

24. PROCESS FOR THE APPOINTMENT OF THE CHAIR

24.1 The Chair shall be appointed in accordance with the process of open competition.

24.2 When a vacancy arises or is scheduled to arise within 6 months a Nominations Committee shall be convened with clear terms of reference to advise the Council of Governors on the appointment of the Chair.

24.3 The Nominations Committee will comprise of the following members:

24.3.1 the Chair; and

24.3.2 the Lead Governor; and

24.3.3 the Deputy Lead Governor; and

24.3.4 Two Appointed Governors.

24.4 If the Chair is standing for appointment as Chair he is excluded from being a member of the Nominations Committee referred to in clause 24.3 above. In such cases in clause 24.3.1 above the words 'the Chair' shall be omitted and replaced with the words 'the Deputy Chair.'

24.5 If the Chair and Deputy Chair are standing for appointment as the Chair they are excluded from being members of the Nominations Committee referred to in clause 24.3 above. In such case in clause 24.3.1 above the words 'the Chair' shall be omitted and replaced with 'a Non-Executive Director not standing for appointment as the Chair'.

24.6 The Nominations Committee may appoint an independent assessor.

24.7 The Board of Directors will identify the skills and experience required for the position of Chair. The Board of Directors may seek external advice from an expert in recruitment and selection to assist them in this regard.

24.8 The Nominations Committee referred to in clause 24.2 and 24.3 above must take into account the skills and experience identified by the Board of Directors under clause 24.7 above when identifying appropriate candidates.

24.9 The Nominations Committee will propose the appointment to a General Meeting of the Council of Governors.

24.10 Voting is per clause 17 of the Standing Orders of the Council of Governors.

25. PROCESS FOR THE APPOINTMENT OF NON-EXECUTIVE DIRECTORS

- 25.1 Non-Executive Directors shall be appointed in accordance with the process of open competition.
- 25.2 When a vacancy arises for a Non-Executive Director or is scheduled to arise within 6 months a Nominations Committee shall be convened with clear terms of reference to advise the Council of Governors on the appointment of Non-Executive Directors.
- 25.3 The Nominations Committee will comprise of the following members:
- 25.3.1 the Chair; and
 - 25.3.2 the Lead Governor; and
 - 25.3.3 the Deputy Lead Governor; and
 - 25.3.4 Two Appointed Governors.
- 25.4 If the Chair is standing for appointment as a Non-Executive Director he is excluded from being a member of the Nominations Committee referred to in clause 25.3 above. In such cases in clause 25.3.1 above the words 'the Chair' shall be omitted and replaced with the words 'the Deputy Chair.'
- 25.5 If the Chair and the Deputy Chair are standing for appointment as a Non-Executive Director they are excluded from being members of the Nominations Committee referred to in clause 25.3 above. In such case in clause 25.3.1 the words 'the Chair' shall be omitted and replaced with the words 'a Non-Executive Director not standing for appointment as a Non-Executive Director.'
- 25.6 The Nominations Committee may appoint an independent assessor.
- 25.7 The Board of Directors will identify the skills and experience required for the position of Non-Executive Director. The Board of Directors may seek external advice from an expert in recruitment and selection to assist them in this regard.
- 25.8 The Nominations Committee referred to in clause 25.2 and 25.3 above must take into account the skills and experience identified by the Board of Directors under clause 25.7 above when identifying appropriate candidates.
- 25.9 The Nominations Committee will propose the appointment to a General Meeting of the Council of Governors.
- 25.10 Voting is per clause 17 of the Standing Orders of the Council of Governors.

26. APPOINTMENT OF INTERIM GOVERNORS

- 26.1 In accordance with clause 15 of the Main Body of the Constitution governors hold office for a term of three years. However, a governor may cease to hold office as a governor, howsoever caused, before the expiry of their term of office. This governor is referred to as a 'Vacating Governor.'
- 26.2 In accordance with clause 15.3 of the Main Body of the Constitution if the Trust has a Vacating Governor the Council of Governors has the option to invite the second

highest polling candidate at the last Council of Governors election to hold office as an interim governor as a replacement for the Vacating Governor. This option is referred to as 'the Option.'

- 26.3 The Council of Governors may exercise the Option referred to in clause 26.2 above at its absolute discretion and without setting any precedents for future or further exercise of the Option.
- 26.4 The Option may only be exercised during the period in-between the conclusion of the last Council of Governors election and the conclusion of the Council of Governors meeting immediately following the next Council of Governors election.
- 26.5 The Option may only be exercised twice during the period referred to in clause 26.4 above.
- 26.6 Interim governors appointed in accordance with clause 26.2 above shall have the same duties, responsibilities, obligations, powers and restrictions as Elected Governors.
- 26.7 Interim governors are not Elected Governors and hold office as a governor on a temporary basis in accordance with clause 26.8 below.
- 26.8 An interim governor holds office as an interim governor until the earlier of the following events:
 - 26.8.1 The expiry of the remainder of the term of office of the Vacating Governor had the Vacating Governor not ceased to hold office as a governor; or
 - 26.8.2 The conclusion of the Council of Governors meeting immediately following the next Council of Governors election after the interim governor's appointment.
- 26.9 Interim governors must be from the same class of governor and constituency of governor as the Vacating Governor whom they are replacing.
- 26.10 Interim governors must be eligible to hold office as a governor.
- 26.11 Clause 15.3 of the Main Body of the Constitution and this clause 26 of the Standing Orders for the Council of Governors do not apply to Appointed Governors.

27. PROCESS FOR THE APPOINTMENT OF EXTERNAL AUDITORS

- 27.1 The Council of Governors shall create a duly authorised committee which shall be composed of two Public Governors, a Patient Governor, a Staff Governor, and an Appointed Governor. The committee is named the 'Audit Working Group.'
- 27.2 The Audit Working Group will agree with the audit committee the criteria for appointing auditors.
- 27.3 The audit committee will prepare a specification defining the role and capabilities required of an auditor which it will agree with the Audit Working Group.

- 27.4 The audit committee shall be responsible for running the procurement process and ensuring that it complies with applicable procurement law and the Trust's own procurement rules.
- 27.5 The audit committee shall decide on a shortlist of at least two appropriate candidates. The shortlist should be considered in conjunction with the Audit Working Group.
- 27.6 The audit committee and the Audit Working Group will then present the following to the Council of Governors:
- 27.6.1 the procurement process that has been followed;
 - 27.6.2 the results of the procurement process; and
 - 27.6.3 any recommendations.
- 27.7 The Council of Governors shall then make the final decision as to which candidate to appoint. The terms of engagement of such appointment is be approved by the audit committee.
- 27.8 If the Council of Governors is either unwilling to accept the recommendations made by the audit committee and the Audit Working Group or is otherwise unable to make an appointment, the matter will revert to the audit committee and the Audit Working Group for further consideration and to make further recommendations to the Council of Governors.
- 27.9 The full process must be set out in the Trust's annual report.

28. PROCESS FOR THE REMOVAL OF THE CHAIR

- 28.1 The Council of Governors at a general meeting of the Council of Governors may remove the Chair of the Trust.
- 28.2 Removal of the Chair requires the approval of three quarters of the total members of the Council of Governors.
- 28.3 If a governor wants to move a Motion to remove the Chair at a Council of Governors meeting he must send to the Deputy Chair and the Trust Secretary:
- 28.3.1 a formal request in writing ('the Formal Request'); and
 - 28.3.2 a full written statement ('the Written Statement') detailing the reasons that he wants to remove the Chair.
- 28.4 The Formal Request and the Written Statement must be received by the Trust Secretary no later than 16 days in advance of the meeting to which the Formal Request relates.
- 28.5 The Formal Request must be signed by a minimum of 10 governors including at least 3 elected governors.

- 28.6 For the avoidance of doubt if the provisions contained in clauses 28.3, 28.4 and 28.5 above are not satisfied the Formal Request is deemed to be invalid.
- 28.7 If the provisions contained in clauses 28.3, 28.4 and 28.5 above are satisfied the Motion must be included on the agenda of the Council of Governors meeting to which the Formal Request relates.
- 28.8 If a governor wants to amend or withdraw the Motion to remove the Chair after a valid Formal Request has been made he must send a written request to the Deputy Chair and the Trust Secretary detailing the request and the reasons for the request.
- The request must:
- 28.8.1 reach the Deputy Chair and the Trust Secretary no later than 9 days before the Council of Governors meeting in which the Motion is proposed to be discussed; and
- 28.8.2 be signed by all of the same governors that signed the Formal Request.
- 28.9 The Chair has the right to formally reply to the Written Statement in writing. The formal reply must be received by the Trust Secretary no later than 8 days before the Council of Governors meeting to which the Formal Request relates.
- 28.10 If the Trust Secretary receives the Chair's formal reply by the deadline contained in clause 28.9 above the formal reply is to be included in the papers of the meeting in accordance with clause 12.1 above. If the formal reply is not received by the deadline it is to be circulated to Council of Governors members at the start of the Council of Governors meeting.
- 28.11 The Chair has the right to participate in the discussion on his removal at the Council of Governors meeting and is not prohibited from doing so due to a conflict of interest. However, the Chair does not have the right to vote on any Motion to remove him as Chair.
- 28.12 In making any decision to remove the Chair the Council of Governors shall take into account any relevant annual appraisal.
- 28.13 For the purposes of this clause 28 of the Standing Orders of the Council of Governors If a meeting is called by the Chair under clause 8.3 above and is called on less than 16 days' notice in clause 28.3 above remove '16' and insert '14.'
- 28.14 For the purposes of this clause 28 in clause 9.2 and 10.3 of the Standing Orders of the Council of Governors the Deputy Chair and the Trust Secretary are both deemed to be officers of the Trust authorised to sign on the Chair's behalf. For the avoidance of doubt the Chair cannot revoke this authorisation.
- 28.15 For the purposes of this clause 28 clauses 10.1, 10.5, 10.6, 11.1, 11.3, 11.4, and 11.5 of the Standing Orders of the Council of Governors do not apply.

29. PROCESS FOR THE REMOVAL OF NON-EXECUTIVE DIRECTORS

- 29.1 The Council of Governors at a general meeting of the Council of Governors may remove Non-Executive Directors of the Trust.
- 29.2 Removal of a Non-Executive Director requires the approval of three quarters of the total members of the Council of Governors.
- 29.3 If a governor wants to move a Motion to remove a Non-Executive Director at a Council of Governors meeting he must send to the Chair and the Trust Secretary:
- 29.3.1 a formal request in writing ('the Formal Request'); and
- 29.3.2 a full written statement ('the Written Statement') detailing the reasons that he wants to remove the Non-Executive Director.
- 29.4 The Formal Request and the Written Statement must be received by the Trust Secretary no later than 16 days in advance of the meeting to which the Formal Request relates.
- 29.5 The Formal Request must be signed by a minimum of 10 governors including at least 3 elected governors.
- 29.6 For the avoidance of doubt if the provisions contained in clauses 29.3, 29.4 and 29.5 above are not satisfied the Formal Request is deemed to be invalid.
- 29.7 If the provisions contained in clauses 29.3, 29.4 and 29.5 above are satisfied the Motion must be included on the agenda of the Council of Governors meeting to which the Formal Request relates.
- 29.8 If a governor wants to amend or withdraw the Motion to remove a Non-Executive Director after a valid Formal Request has been made he must send a written request to the Chair and the Trust Secretary detailing the request and the reasons for the request. The request must:
- 29.8.1 reach the Chair and the Trust Secretary no later than 9 days before the Council of Governors meeting in which the Motion is proposed to be discussed; and
- 29.8.2 be signed by all of the same governors that signed the Formal Request.
- 29.9 The Non-Executive Director has the right to formally reply to the Written Statement in writing. The formal reply must be received by the Trust Secretary no later than 8 days before the Council of Governors meeting to which the Formal Request relates.
- 29.10 If the Trust Secretary receives the Chair's formal reply by the deadline contained in clause 29.9 above the formal reply is to be included in the papers of the meeting in accordance with clause 12.1 above. If the formal reply is not received by the deadline it is to be circulated to Council of Governors members at the start of the Council of Governors meeting.
- 29.11 The Non-Executive Director has the right to participate in the discussion on their removal at the Council of Governors meeting and is not prohibited from doing so

due to a conflict of interest. However, the Non-Executive Director does not have the right to vote on any Motion to remove them as Non-Executive Director.

29.12 In making any decision to remove the Non-Executive Director the Council of Governors shall take into account any relevant annual appraisal.

29.13 For the purposes of this clause 29 of the Standing Orders of the Council of Governors If a meeting is called by the Chair under clause 8.3 above and is called on less than 16 days' notice in clause 28.3 above remove '16' and insert '14.'

29.13 For the purposes of this clause 29 clauses 10.1, 10.5, 10.6, 11.1, 11.3, 11.4 and 11.5 of the Standing Orders of the Council of Governors do not apply.

30. STANDARDS OF CONDUCT

30.1 Governors must maintain the highest standards of personal conduct in the performance of their duties. In this regard governors are to comply with:

30.1.1 the law;

30.1.2 the Trust's values;

30.1.3 the Constitution;

30.1.4 NHS England guidance;

30.1.5 Foundation Trust Council of Governors Code of Conduct.

30.2 Governors must act with integrity at all times and must not use their position as governor:

30.2.1 for personal gain; or

30.2.2 to exert undue pressure or influence whether for themselves or a third party.

30.3 Governors must protect the confidential nature of the Trust's business.

30.4 Governors appointed to any of the Trust's committees or sub-committees must declare any formal or informal discussions they have had with anyone not sitting on those committees or sub-committees regarding any business discussed at those committees or sub-committees.

30.5 For the purposes of clause 30.4 above the Trust's committees includes any committee or sub-committee of the Board of Directors or the Council of Governors.

30.6 For the purposes of clause 30.4 above discussions must be declared regardless of whether they were solicited or unsolicited.

31. COUNCIL OF GOVERNORS: COMPLIANCE WITH DISCRIMINATION LEGISLATION

31.1 The conduct and business of the Council of Governors will comply with equality and discrimination legislation.

**APPENDIX 1
GOVERNORS DECLARATIONS**

**Declaration 1:
THE RIGHT TO REPRESENT THEIR CONSTITUENCY OR ORGANISATION**

I, (insert name)
Of (insert address)

Hereby declare that I am eligible to stand for election to the Council of Governors of
CAMBRIDGESHIRE AND PETERBOROUGH NHS FOUNDATION TRUST ('the Trust')
as I am a member of:

- The Public Constituency.*
- The Staff Constituency.*
- The Patient/Carer Constituency.*

I confirm that I am not prevented from being a member of the Council of Governors of the Trust by paragraph 8 of Schedule 7 of the National Health Service Act 2006 or under the Trust's Constitution.

Signed

Print Name

Date of Declaration

* delete as appropriate

APPENDIX 2

GOVERNORS DECLARATIONS

Declaration 2:

THE RIGHT TO BE A MEMBER OF THE COUNCIL OF GOVERNORS AND VOTE AT COUNCIL OF GOVERNORS MEETINGS

I, (insert name)
Of (insert address)

Hereby declare that I am eligible as a member of the Council of Governors of
CAMBRIDGESHIRE AND PETERBOROUGH NHS FOUNDATION TRUST ('the Trust')
to vote at meetings of the Council of Governors.

I was elected as a governor by:

- The Public Constituency.*
- The Staff Constituency.*
- The Patient/Carer Constituency.*

or

I was appointed as a governor by:

- A stakeholder organisation.*
- A partner organisation.*

I confirm that I am not prevented from being a member of the Council of Governors of the Trust by paragraph 8 of Schedule 7 of the National Health Service Act 2006 or under the Trust's Constitution.

Signed

Print Name

Date of Declaration

* delete as appropriate

ANNEX 8

STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

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1. INTERPRETATION AND DEFINITIONS

1.1 Unless otherwise stated, words, or expressions contained in these Standing Orders for the Board of Directors shall bear the same meaning as in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012.

1.2 Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa.

1.3 Definitions:

Accounting Officer	Means the person who from time to time discharges the functions specified in paragraph 25 (5) of Schedule 7 to the 2006 Act.
Bailee	Means the Trust as a corporate body which holds goods or personal property in Trust for a person or persons.
Board of Directors	Means the Board of Directors of the Trust as set out in clause 22 of the Main Body of the Constitution.
Chair	Means the Chairman of the Trust appointed in accordance with clause 25 of the Main Body of the Constitution and is chair for the purposes of Schedule 7 sections 15 and 16 of the 2006 Act. The Chair is a Non-Executive Director.
Constitution	Means the Trust constitution and all annexes to it.
Deputy Chair	Means the Deputy Chairman of the Trust appointed in accordance with clause 26 of the Main Body of the Constitution.
Directors	Means the Non-Executive Directors and Executive Directors of the Trust.
Executive Director	Means an executive director of the Trust for the purposes of Schedule 7 sections 15 and 16 of the NHS Act 2006
Extraordinary Meeting of the Board of Directors	Means a meeting of the Board of Directors which is outside of the normal meeting timetable and is called for the purpose of discussing important or unusual business.
Main Body of the Constitution	Means the Constitution excluding all annexes.
NHS England	Means the body corporate known as NHS England as provided by Section 61 of the 2012 Act.

Non-Executive Director	Means a non-executive director of the Trust for the purposes of Schedule 7 sections 15 and 16 of the NHS Act 2006.
Ordinary Meeting of the Board of Directors	Means a meeting of the Board of Directors which is within the normal meeting timetable and is not called solely for the purpose of discussing important or unusual business.
Regulatory Framework	Mean the 2006 Act, the 2012 Act and the Constitution
Standing Orders for the Directors	Means these Standing Orders for the Board of Procedures for the Board of Directors
Standing Orders for the Council of Governors	Means the Standing Orders for the Practice and Procedure of the Council of Governors at Annex 6 of the Constitution.
The 2006 Act	Means the National Health Service Act 2006.
The 2012 Act	Means the Health and Social Care Act 2012.
Trust	Means Cambridgeshire and Peterborough NHS Foundation Trust

2. THE COMPLIANCE FRAMEWORK

- 2.1 The Trust is governed in accordance with English law and in particular:
- 2.1.1 The National Health Service Act 2006;
 - 2.1.2 The Health and Social Care Act 2012;
 - 2.1.3 The Mental Health Act 1983;
 - 2.1.4 The Mental Health Act 2007;
 - 2.1.5 The Mental Capacity Act 2005;
 - 2.1.6 The Human Rights Act 1998;
 - 2.1.7 The Freedom of Information Act 2000.
- 2.2 The Trust is constituted under the National Health Service Act 2006.
- 2.3 The Trust is licensed to operate by NHS England. The Trust must comply with the Terms of Authorisation issued to it by NHS England.
- 2.4 The Trust must comply with all binding guidance issued by NHS England.
- 2.5 The Trust is a public benefit corporation. Public benefit Corporations are statutory bodies. Trust may contract in its own name and all business is conducted in the name of the Trust.

- 2.6 The Board of Directors of the Trust is required to adopt Standing Orders for the regulation of its proceedings and business. These are contained in these Standing Orders for the Board of Directors.
- 2.7 The Trust has Standing Financial Instructions which detail the financial responsibilities, policies, and procedures of the Trust which Directors must adhere to. For the avoidance of doubt the Standing Financial Instructions do not form part of the Constitution.
- 2.8 The Trust has a Schedule of Decisions Reserved to the Board of Directors which sets out the matters which are required to be decided by the Board of Directors in formal session. Directors must adhere to the Schedule of Decisions Reserved to the Board of Directors. For the avoidance of doubt the Schedule of Decisions Reserved to the Board of Directors does not form part of the Constitution.
- 2.9 The Trust has a Scheme of Delegation which sets out how the Board of Directors delegates its responsibility for the performance of its functions. Directors must adhere to the Scheme of Delegation. For the avoidance of doubt the Scheme of Delegation does not form part of the Constitution.

3. THE TRUST AS CORPORATE TRUSTEE

- 3.1 The Trust may act as corporate trustee.
- 3.2 Powers exercised by the Trust as corporate trustee are exercised separately and distinctly from those powers the Trust exercises on behalf of itself.
- 3.3 The Trust may hold charitable funds as a trustee. If the Trust holds any charitable funds as a trustee, it is accountable for those funds to the Charity Commission.
- 3.4 The Trust has a common law duty as Bailee for patients' property held by the Trust on behalf of patients.

4. THE POWERS OF THE BOARD OF DIRECTORS

- 4.1 The Board of Directors exercises the Trust's powers on behalf of the Trust.

5. DELEGATION OF THE POWERS OF THE BOARD OF DIRECTORS

- 5.1 The Board of Directors may delegate any of the Trust's powers to a committee of Directors or to an Executive Director.

6. THE ROLE OF THE BOARD OF DIRECTORS

- 6.1 The Board of Directors exercises the Trust's powers on behalf of the Trust, acts as the Trust's corporate decision-making body and is responsible for the Trust's performance.

7. THE RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- 7.1 The Board of Directors is responsible for:

- 7.1.1 Promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public;
- 7.1.2 Providing entrepreneurial leadership within a framework of prudent and effective controls which enables risk to be assessed and managed;
- 7.1.3 Taking decisions objectively that are in the interest of the Trust;
- 7.1.4 Ensuring compliance with the Trust's license, the Constitution, mandatory guidance issued by NHS England and any relevant statutory requirements;
- 7.1.5 Ensuring the quality and safety of the Trust's health care services, education, training, and research. It must apply the principles and standards of clinical governance set out by the Department of Health and Social Care, NHS England, the Care Quality Commission, and other relevant NHS bodies;
- 7.1.6 Ensuring that the Trust functions effectively, efficiently, and economically and delivers quality healthcare;
- 7.1.7 Ensuring that adequate systems and processes are maintained to measure and monitor the Trust's effectiveness, efficiency, economy, and the quality of the Trust's health delivery;
- 7.1.8 Regularly reviewing the Trust's performance for the matters contained in clause 7.1.6 and 7.1.7 above against:
 - 7.1.8.1 Regulatory obligations;
 - 7.1.8.2 Contractual obligations;
 - 7.1.8.3 Approved plans;
 - 7.1.8.4 Trust objectives.
- 7.1.9 Setting the Trust's vision, values, and standards of conduct in accordance with NHS values and standards of behavior in public life and ensuring that its obligations to its members are understood, clearly communicated and met;
- 7.1.10 Ensuring that relevant metrics, measures, milestones, and accountabilities are developed and agreed as appropriate so as to understand and assess progress and delivery of performance;
- 7.1.11 Commissioning independent advice to provide an adequate and reliable level of assurance where appropriate;
- 7.1.12 Reporting on the Trust's approach to clinical governance and the Trust's plan for the improvement of clinical quality in accordance with guidance set by the Department of Health and Social Care, NHS England, the Care Quality Commission and NHS England.

- 7.1.13 Making available a statement of the objectives of the Trust showing how the Trust intends to balance the interests of patients, the local community, and other stakeholders.
- 7.1.14 Using the statement referred to in clause 7.1.11 above as the basis for the Trust's decision making and forward planning.
- 7.1.15 Determining the nature and extent of the significant risks the Trust is willing to take to achieve its strategic objectives;
- 7.1.16 Maintaining sound risk management and internal control systems;
- 7.1.17 Establishing formal and transparent arrangements for considering how the Trust should apply financial reporting and internal control principles;
- 7.1.18 Maintaining an appropriate relationship with the Trust's auditors;
- 7.1.19 Appointing a Non-Executive Director as a senior independent director.
- 7.1.20 Undertaking and reporting on a formal and rigorous annual evaluation of its own performance and that of its committees and individual Directors.
- 7.1.21 Regularly reviewing the functions it exercises.

8. THE COMPOSITION OF THE BOARD OF DIRECTORS

- 8.1 The composition of the Board of Directors is set out in clause 22 of the Main Body of the Constitution.
- 8.2 The Board of Directors should have the appropriate balance of skills, experience, diversity, independence, and knowledge to discharge its duties and responsibilities effectively.

9. THE UNITARY BOARD

- 9.1 The Board of Directors is a unitary board. The Non-Executive Directors and the Executive Directors are full and equal members. All members of the Board of Directors have joint responsibility for every decision of the Board regardless of their skill or status.

10. SEPARATION OF POWERS

- 10.1 There is a separation of powers between:
 - 10.1.1 The Chairing of the Board of Directors and the Council of Governors; and
 - 10.1.2 The executive responsibility for the running of the Trust's business.
- 10.2 Pursuant to clause 10.1 above the Chair and the Chief Executive of the Trust must not be the same person.

11. THE ROLE OF THE CHAIR

- 11.1 The Chair is a Non-Executive Director and has a dual role as chair of the Board of Directors and Chair of the Council of Governors. The Chair leads both the Board of Directors and the Council of Governors.
- 11.2 The Chair is responsible for:
- 11.2.1 Ensuring the Board of Directors and the Council of Governors effectiveness on all aspects of their role;
 - 11.2.2 Setting the agenda for the Board of Directors and Council of Governors and ensuring that adequate time is available for discussion of all agenda items;
 - 11.2.3 Ensuring that Directors and governors receive accurate, timely and clear information that is appropriate to their respective duties in a form and of a quality appropriate to enable them to discharge their duties;
 - 11.2.4 Ensuring effective and open communication with patients, clients, members, staff and stakeholders;
 - 11.2.5 Promoting a culture of openness and debate by facilitating the effective contribution of Executive and Non-Executive Directors and ensuring constructive relations between Executive and Non-Executive Directors.
 - 11.2.6 Ensuring the Board of Directors develops vision, strategies and clear objectives to deliver the Trust's purpose;
 - 11.2.7 Ensuring the Board of Directors understands its own accountability for governing the Trust;
 - 11.2.8 Ensuring Board Committees and Sub Committees that support accountability are properly constituted;
 - 11.2.9 Holding the Chief Executive to account for the delivery of strategy;
 - 11.2.10 Leading the Board of Directors in being accountable to governors and leads the Council of Governors in holding the Board of Directors to account;
 - 11.2.11 Providing visible leadership in developing a healthy culture for the Trust and ensuring this is reflected in his own and the Board of Directors' behaviour and decision making;
 - 11.2.12 Leads and supports a constructive and dynamic Board culture enabling grounded debate with contributions from all Directors;
 - 11.2.13 Ensuring that all Directors are well briefed on external context;
 - 11.2.14 Ensuring provision of timely, accurate and clear information to the Board of Directors and the Council of Governors;

- 11.2.15 Playing a key role as an ambassador for the Trust and in building strong partnerships with:
 - 11.2.15.1 patients and the public;
 - 11.2.15.2 members and governors;
 - 11.2.15.3 all staff;
 - 11.2.15.4 the Trust's key partners;
 - 11.2.15.5 the Trust's regulators;
- 11.2.16 Ensuring that the Board of Directors sees itself as a team, has the right balance and diversity of skills, knowledge and perspective, and has the confidence to challenge on clinical and other intelligence and service plans;
- 11.2.17 Supporting the governors' nominations committee to undertake its role of appointing and appraising Non-Executive Directors effectively;
- 11.2.18 Appointing and removing the Chief Executive;
- 11.2.19 Advising the remuneration committee on the appropriate remuneration for Executive Directors;
- 11.2.20 Appointing and removing Executive Directors;
- 11.2.21 Succession planning;
- 11.2.22 Ensuring that Directors and governors have a full induction and continually update their skills, knowledge and familiarity with the Trust;
- 11.2.23 Arranging regular evaluation of the Board of Directors' performance and the performance of Board Committees and Sub-Committees;
- 11.2.24 Ensuring governors run for elections;
- 11.2.25 Conducting regular performance reviews of Non-Executive Directors and the Chief Executive in relation to their board contribution and acts on the results of these evaluations. This includes supporting personal development planning.

12. THE ROLE OF THE CHIEF EXECUTIVE

- 12.1 The Chief Executive is responsible for:
 - 12.1.1 Leading the Executive and the Trust;
 - 12.1.2 Acting as Accountable Officer;
 - 12.1.3 Leading the strategy and development process;

- 12.1.4 Leading the Trust in the delivery of strategy;
- 12.1.5 Establishing effective performance management arrangements and controls;
- 12.1.6 Providing visible leadership in developing a healthy culture for the Trust and ensuring this is reflected in the Executive Directors' behaviour and decision making;
- 12.1.7 Ensuring that all Board of Directors members are well briefed on external context;
- 12.1.8 Ensuring provision of timely, accurate and clear information to the Board of Directors and the Council of Governors;
- 12.1.9 Playing a key leadership role in effective communication and building strong relationships with:
 - 12.1.9.1 patients and the public;
 - 12.1.9.2 members and governors;
 - 12.1.9.3 all staff;
 - 12.1.9.4 the Trust's key partners;
 - 12.1.9.5 the Trust's regulators;
- 12.1.10 Ensuring that the executive team has the right balance and diversity of skills, knowledge and perspectives;
- 12.1.11 Appointing and removing Executive Directors;
- 12.1.12 Succession planning;
- 12.1.13 Supporting the Chair in ensuring that development programmes are in place for Board of Directors and Council of Governors members;
- 12.1.14 Using performance evaluations as the basis for determining individual and collective professional development programmes for Executive Directors relevant to their duties as Board of Directors members.

13. THE ROLE OF NON-EXECUTIVE DIRECTORS

- 13.1 Non-Executive Directors are responsible for:
 - 13.1.1 Scrutinising the performance of the Trust's management in meeting agreed goals and objectives;
 - 13.1.2 Monitoring the reporting on performance;

- 13.1.3 Satisfying themselves on the integrity of the Trust's financial information and that the Trust's financial controls and systems of risk management are robust and defensible;
- 13.1.4 Determining appropriate levels of remuneration of Executive Directors;
- 13.1.5 Appointing and removing Executive Directors including the Chief Executive;
- 13.1.6 Succession planning.
- 13.1.7 Participating as an effective member of the Board of Directors;
- 13.1.8 Appraising the Chair's performance;
- 13.1.9 Bringing independence, external perspectives, skills and challenge to strategy development;
- 13.1.10 Holding the Executive Directors to account for the delivery of strategy;
- 13.1.11 Offering purposeful, constructive scrutiny and challenge;
- 13.1.12 Accounting individually and collectively to governors for the effectiveness of the Board of Directors;
- 13.1.13 Actively supporting and promoting a healthy culture for the Trust and reflecting this in their own behaviour;
- 13.1.14 Providing visible leadership in developing a healthy culture so that Trust staff believe Non-Executive Directors provide a safe point of access to the Board of Directors for raising concerns;
- 13.1.15 Mentoring less experienced Non-Executive Directors where appropriate;
- 13.1.16 Satisfying themselves of the integrity of financial and quality intelligence including getting out and about, observing and talking to patients and staff;
- 13.1.17 Ensuring the Board of Directors acts in the best interest of patients and the public;
- 13.1.18 Shows commitment to supporting the work of the Council of Governors.
- 13.1.19 Chairing and attending Committees and Sub-Committees as required and appropriate.

14. THE ROLE OF EXECUTIVE DIRECTORS

- 14.1 Executive Directors are responsible for:
 - 14.1.1 The running of the Trust's business;
 - 14.1.2 Taking a lead role in developing strategic proposals;

- 14.1.3 Leading implementation of strategy within functional areas;
- 14.1.4 Managing performance within their area and dealing effectively with sub-optimal outcomes;
- 14.1.5 Actively supporting and promoting a positive culture for the Trust and reflecting this in their own behaviour;
- 14.1.6 Nurturing good leadership at all levels;
- 14.1.7 Actively addressing problems impacting on staff's ability to do a good job;
- 14.1.8 Taking principal responsibility for providing accurate, timely and clear information to the Board of Directors;
- 14.1.9 Leading on engagement with specific internal or external stakeholder groups;
- 14.1.10 Showing commitment to supporting the work of the Council of Governors.

15. BOARD OF DIRECTORS: VACANT EXECUTIVE DIRECTOR POSTS

- 15.1 If an Executive Director post is vacant the Chief Executive may appoint an interim Executive Director to fill the vacancy pending the appointment of a permanent post holder.
- 15.2 The interim Executive Director is deemed to be an 'executive director' for the purposes of the 2006 Act.
- 15.3 If an interim Executive Director is appointed in accordance with clause 15.1 above the interim Executive Director will vacate office on:
 - 15.3.1 the appointment of a permanent post holder; or
 - 15.3.2 the expiry of notice from the Chief Executive stating the date the appointment as interim Executive Director terminates; or
 - 15.3.3 a date to be agreed with the Chief Executive.
- 15.4 If the vacant Executive Director post to be filled referred to in clause 15.1 above is that of Chief Executive in clauses 15.1 and 15.3 above remove the words 'the Chief Executive' and substitute them with the words 'the Chair'.

16. BOARD OF DIRECTORS: ABSENT EXECUTIVE DIRECTORS

- 16.1 If an Executive Director is unable to perform their duties due to absence howsoever caused the Chief Executive may appoint a person as acting Executive Director to perform the absent Executive Director's role and duties.
- 16.2 The acting Executive Director is deemed to be an 'executive director' for the purposes of the 2006 Act and is not acting in the capacity as agent for the absent Executive Director.

- 16.3 If an acting Executive Director is appointed in accordance with clause 16.1 above the acting Executive Director will cease to be an acting Executive Director on:
- 16.3.1 The return to work of the Executive Director whose role and duties the acting Executive Director was performing; or
 - 16.3.2 The expiry of notice from the Chief Executive stating the date the appointment as acting Executive Director terminates; or
 - 16.3.3 A date to be agreed with the Chief Executive.
- 16.4 If the absent Executive Director in clause 16.1 above is the Chief Executive in clauses 16.1 and 16.3 remove the words 'the Chief Executive' and substitute them with the words 'the Chair'.
- 16.5 Nothing in this clause 16 shall limit, restrict or inhibit the right of the Trust to terminate the appointment or employment of any Executive Director.

17. BOARD OF DIRECTORS: EXECUTIVE DIRECTOR DEPUTISING

- 17.1 Executive Directors may appoint a manager to temporarily deputise for them as an Executive Director at a Board of Directors meeting when the Executive Director is unable to attend in person. The manager will be deemed to be an Executive Director for the purposes for the meeting and only for the duration of the meeting.

18. DIRECTORS CONFLICTS OF INTEREST

- 18.1 Directors must declare to the Trust Secretary and to the Board of Directors any interests which are relevant and material to the Trust. These interests are referred to as 'Interests.'
- 18.2 Interests which should be regarded as 'relevant and material' for the purposes of clause 18.1 above are set out in clause 38.10 of the Main Body of the Constitution.
- 18.3 Interests must be declared at the following times:
- 18.3.1 on appointment as a Director;
 - 18.3.2 when the Director becomes aware of the interest;
 - 18.3.3 as directed by NHS England.
- 18.4 If a Director ceases to have an Interest or wishes to revise a declaration of Interest he must inform the Trust Secretary. The Board of Directors must also be informed at the next Board of Directors meeting.
- 18.5 Any Interests which are declared at Board of Directors meetings must be recorded in the minutes of the meeting.
- 18.6 If any Director has any doubt as to whether an interest is 'relevant and material' he must discuss the interest with the Chair or the Trust Secretary.
- 18.7 Directors' Interests must be recorded in the register of interests of directors as per clause 34 of the Main Body of the Constitution.

- 18.8 The Trust Secretary shall maintain the register of interests of directors. The register shall be updated, as necessary.
- 18.9 The register of interests of directors will be reviewed a minimum of once per year or as directed by NHS England.
- 18.10 In establishing, maintaining, updating, and publicising the register of interests of directors the Trust shall comply with all binding guidance issued from time to time by NHS England.

19. DIRECTORS DISQUALIFICATION

- 19.1 The rules on the disqualification of Directors are set out in clause 28 of the Main Body of the Constitution.

20. MEETINGS OF THE BOARD OF DIRECTORS

- 20.1 Board of Directors meetings shall be held a minimum of 4 times per financial year.
- 20.2 Board of Directors meetings shall be held at such times and places as the Chair may determine save in the circumstances set out in clause 22.4 below.
- 20.3 There are two types of Board of Directors meetings. These are Ordinary Meetings of the Board of Directors and Extraordinary Meetings of the Board of Directors.
- 20.4 Board of Directors meetings shall be held in public save as set out in clause 29.2 of the Main Body of the Constitution.
- 20.5 For the avoidance of doubt Board of Directors meetings in whole or in part may be held in private for reason of commercial confidentiality or any other proper reason.
- 20.6 For any Board of Directors meeting or any part of a Board of Directors meeting that is held in private all attendees must treat the contents and papers of the meeting as strictly private and confidential.
- 20.7 Any discussions that take place in Board of Directors meetings or part of meeting that are held in private must not be discussed or disclosed to anyone outside of the Board of Directors unless with the express permission of the Trust.
- 20.8 Any papers or reports or any discussions on any papers or reports that are presented or take place in Board of Directors meetings or part of meeting that are held in private must not be discussed, disclosed or circulated to anyone outside of the Board of Directors unless with the express permission of the Trust.

21. CHAIR OF BOARD OF DIRECTORS MEETINGS AND CHAIR CONFLICTS OF INTEREST

- 21.1 The Chair presides at Board of Directors meetings as the chair.
- 21.2 If the Chair is absent or temporarily unable to act in his role as chair due to a conflict of interest the Deputy Chair deputises for the Chair.

21.3 If the Deputy Chair is absent or temporarily unable to deputise as chair due to a conflict of interests a Non-Executive Director who is neither the Chair nor Deputy Chair shall deputise for the Chair.

22. CALLING MEETINGS OF THE BOARD OF DIRECTORS

22.1 The Chair may call meetings of the Board of Directors at his discretion.

22.2 Directors other than the Chair may call meetings of the Board of Directors by serving on the Chair a request to hold a meeting of the Board of Directors. For the notice to be valid it must be signed by the 'Calling Directors.' The Calling Directors must consist of at least one third of the members of the Board of Directors. The notice of meeting requirement can be discharged electronically and in this scenario a signature is not required to be applied to the notice.

22.3 If the Chair receives a valid notice served in accordance with clause 22.2 above the Chair must announce the date of a Board of Directors meeting within 7 days of receiving the notice. The Board of Directors meeting must be held within 14 days of the announcement.

22.4 If the Chair does not call a Board of Directors meeting in accordance with clauses 22.2 and 22.3 above or does not hold a Board of Directors meeting in accordance with clause 22.3 above the Calling Directors may call a Board of Directors meeting.

22.5 If the Calling Directors call a Board of Directors meeting in accordance with clause 22.4 above it may be at a time and place as the Calling Directors determine but shall be held on no less than 5 days' notice.

23. NOTICE OF BOARD OF DIRECTORS MEETINGS

23.1 Before each Board of Directors meeting a notice of the meeting detailing the date, time, place and location of the meeting will be sent to every member of the Board of Directors no less than 14 days in advance of the meeting.

23.2 The notice will be signed by the Chair or by an officer of the Trust authorised by the Chair to sign the notice on his behalf. The notice of meeting requirement can be discharged electronically and in this scenario a signature is not required to be applied to the notice.

23.3 If Directors other than the Chair call a Board of Directors meeting in accordance with clause 22.4 above the notice must be signed by all of the Calling Directors. The notice of meeting requirement can be discharged electronically and in this scenario a signature is not required to be applied to the notice.

23.4 Clause 23.2 above does not apply in circumstances where Directors other than the Chair have called a Board of Directors meeting pursuant to clause 22.4 above.

23.5 If Directors other than the Chair call a Board of Directors meeting in accordance with clause 22.4 above in clause 23.1 above substitute '14' with '5'.

23.6 The Trust shall publicise the date, time, place and location of a Board of Directors meeting on the Trust's website at least 5 days before the meeting.

24. AGENDAS OF BOARD OF DIRECTORS MEETINGS

- 24.1 If a Director wants an item to be included on the agenda of a Board of Directors meeting he must make a formal request to the Chair via the Trust Secretary.
- 24.2 Before each Board of Directors meeting an agenda setting out the business of the meeting will be sent to every member of the Board of Directors no less than 14 days in advance of the meeting.
- 24.3 The agenda will be signed by the Chair or by an officer of the Trust authorised by the Chair to sign the notice on his behalf. The notice of meeting requirement can be discharged electronically and in this scenario a signature is not required to be applied to the notice.
- 24.4 If a Director wants to add or remove an agenda item after the agenda referred to in clause 24.2 above has been sent he must have approval from the Chair. Any request must be made to the Chair via the Trust Secretary.
- 24.5 If a request is made under clauses 23.1 or 23.4 above it is the Chair's decision whether the request is granted.
- 24.6 Any decisions taken by the Chair pursuant to clause 24.5 above is made at his absolute discretion on a strictly case by case basis and without setting any precedents for any further or future decisions.
- 24.7 If any revisions are made to the agenda further to clauses 24.4 and 24.5 above a revised agenda will be sent to every member of the Board of Directors in advance of the meeting.
- 24.8 Clauses 24.1, 24.3, 24.4, 24.5 and 24.7 above do not apply in the circumstances where Directors other than the Chair have called a Board of Directors meeting pursuant to clause 30.4 above.
- 24.9 If Directors other than the Chair call a Board of Directors meeting in accordance with clause 22.4 above in clause 34.2 above substitute '14' with '5'.
- 24.10 If Directors other than the Chair call a Board of Directors meeting in accordance with clause 22.4 above the agenda must be signed by all of the Calling Directors. The notice of meeting requirement can be discharged electronically and in this scenario a signature is not required to be applied to the notice.
- 24.11 The Trust shall publish the agenda of a Board of Directors meeting on the Trust's website at least 5 days before the Board of Directors meeting but shall not publish any agenda or part of any agenda which is deemed to be private.

25. MOTIONS

- 25.1 If a Director wants to move a Motion at a Board of Directors meeting he must make a formal request to the Chair via the Trust Secretary.

- 25.2 Before each Board of Directors meeting a notice detailing the Motions to be discussed at the meeting will be sent to every member of the Board of Directors no less than 14 days in advance of the meeting.
- 25.3 A Director desiring to move, amend or withdraw a Motion after the notice referred to in clause 25.2 above has been sent Directors must he must have approval from the Chair. Any request must be made to the Chair via the Trust Secretary.
- 25.4 If a request is made under clauses 25.1 or 25.3 above it is the Chair's decision:
25.4.1 as to whether the Board of Directors is notified of the request; and
25.4.2 whether the request is granted.
- 25.5 Any decisions taken by the Chair pursuant to clause 25.4 above is made at his absolute discretion on a strictly case by case basis and without setting any precedents for any further or future decisions.
- 25.6 If any Motions are included, amended or withdrawn further to clauses 25.3 and 25.4 above a revised notice will be sent to every member of the Board of Directors in advance of the meeting.
- 25.7 Clauses 25.1, 25.3, 25.4, and 25.6 above do not apply in the circumstances where Directors other than the Chair have called a Board of Directors meeting pursuant to clause 22.4 above.
- 25.8 If directors call a Board of Directors meeting in accordance with clause 25.4 above in clause 25.2 above substitute '14' with '5'.
- 25.9 Nothing in this clause 25 shall prevent, prohibit or restrict any emergency motion being moved during Board of Directors meetings without notice on any business contained in or arising from the agenda of the meeting.

26. PAPERS FOR BOARD OF DIRECTORS MEETINGS

- 26.1 Before each Board of Directors meeting the papers of the meeting will be sent to every member of the Board of Directors no less than 7 days in advance of the meeting. Any additional papers received after this date will be sent to every member of the Board of Directors or handed to them before or at the Board of Directors meeting to which the papers relate.
- 26.2 If Directors other than the Chair call a Board of Directors meeting in accordance with clause 22.4 above in clause 26.1 above substitute '7' with '5' and remove the words 'Any additional papers received after this date will be sent to every member of the Board of Directors or handed to them before or at the Board of Directors meeting to which the papers relate.'

27. LACK OF SERVICE

- 27.1 Lack of service by the Trust of any of the following documents or lack of service of any of the following documents within the required time limits on any individual Director shall not affect the validity of a Board of Directors meeting as long as the Trust has acted in good faith:

27.1.1 Notice of meetings under clause 23.1 above;

27.1.2 Agendas under clauses 24.2 and 24.7 above;

27.1.3 Notice of motions under clauses 25.2 and 25.6 above;

27.1.4 Papers under clause 26.1 above.

27.2 If Directors other than the Chair call a Board of Directors meeting in accordance with clause 22.4 above failure to serve the following documents on 4 or more Board of Directors members will invalidate the meeting:

27.2.1 Notice of meetings under clauses 23.1 and 23.5 above;

27.2.2 Agendas under clauses 24.2 and 24.9 above;

27.2.3 Notice of motions under clauses 25.2 and 25.8 above;

27.2.4 Papers under clauses 26.1 and 26.2 above.

28. QUORUM

28.1 The quorum for a Board of Directors meeting is one third of the total number of Directors currently holding office.

28.2 If a Board of Directors meeting is not quorate within 30 minutes of the start time detailed in the notice of the meeting referred to in clause 23.1 above the Directors in attendance may decide either:

28.2.1 to proceed with the meeting; or

28.2.2 to adjourn the meeting for 7 days.

28.3 If the Directors decide to proceed with a Board of Directors meeting in accordance with clause 28.2 and 28.2.1 above no resolution may be passed at the meeting until it becomes quorate. The status of the quorum must be recorded in the minutes of the meeting.

28.4 If the Directors decide to adjourn a Board of Directors meeting for 7 days in accordance with clause 28.2 and 28.2.2 above the adjourned meeting will be held 7 days later in the same place and with the same start time. Those Directors present at the reconvened meeting will constitute a quorum.

29. PARTICIPATING IN DISCUSSIONS

29.1 Directors may participate in the discussion of any item of business at Board of Directors meetings save as set out in clause 29.2 below.

29.2 A Director may not participate in any discussion on any item of business if the Director has a conflict of interest.

29.3 Any Director who is barred from participating in the discussion of an item of business in accordance with clause 29.2 above may be required at the request of the Chair or his deputy to leave the meeting temporarily whilst the item of business is discussed.

30. VOTING

30.1 Directors are eligible to vote on resolutions at Board of Directors meetings. For the avoidance of doubt the Chair may vote on resolutions and if equal numbers of votes are cast for and against a resolution the Chair has a second vote which is the casting vote.

30.2 Directors must be present at the Board of Directors meeting at the time of a vote on a resolution to be eligible to vote on that resolution. Directors may not vote by proxy.

30.3 A Director may not vote on a resolution if the Director has a conflict of interest.

30.4 Resolutions are passed at Board of Directors meetings by simple majority.

30.5 A simple majority is 50% plus 1 vote of the total number of eligible voters present at the Board of Directors meeting.

30.6 On a vote on a resolution at a Board of Directors meeting each Director has one vote save as set out in clause 30.1 above.

30.7 Save as set out in clause 30.8 below voting at Board of Directors meetings is by:

30.7.1 show of hands; or

30.7.2 verbal acclamation

30.8 A paper ballot may be used when voting on a resolution if this is requested by a simple majority of eligible voters present at a Board of Directors meeting.

30.9 No resolution may be passed by the Board of Directors if the resolution is opposed by all of the Non-Executive Directors present at the meeting or by all of the Executive Directors present at the meeting.

30.10 For the avoidance of doubt the only people who may vote at Board of Directors meetings are those deemed to hold office as Chair, Non-Executive Director or Executive Director. If there is an equal number of Executive and Non-Executive members, then one Executive will be a non-voting member.

31. MINUTES

31.1 The minutes of the proceedings of a meeting shall be prepared by the Trust Secretariat and submitted for agreement at the following Board of Directors meeting.

31.2 No discussion shall take place upon the minutes except on their accuracy or where the Chair considers discussion appropriate.

- 31.3 Any amendments to the minutes shall be agreed and recorded.
- 31.4 The agreed minutes shall be signed by the Chair or a person authorised by the Chair to sign on his behalf.
- 31.5 Minutes of meetings will be circulated in accordance with the Board of Directors wishes save for as set out in clause 31.6 and 31.7 below.
- 31.6 The minutes will be made available to the public save in the circumstances where the public have been excluded for special reasons.
- 31.7 The minutes detailing the proceedings or part of the proceedings of any Board of Directors meetings where the public or any attendees have been excluded for special reasons may only be circulated outside the Board of Directors and the Trust Secretariat with the Chair's express permission.
- 31.8 Any decisions taken by the Chair pursuant to clause 31.7 above is made at the Chair's absolute discretion on a strictly case by case basis and without setting any precedents for any further or future decisions.

32. DECISIONS TAKEN IN GOOD FAITH

- 32.1 All decisions taken at Board of Directors meetings in good faith shall be valid even if it is subsequently discovered that there was a defect in the calling of a meeting or the appointment of individual Directors attending the meeting as long as all parties acted in good faith.

33. RECORD OF ATTENDANCE

- 33.1 The names of the following attendees present at the meeting shall be recorded in the minutes:

33.1.1 the Chair;

33.1.2 the Directors;

33.1.3 members of the Trust Secretariat;

33.1.4 invited attendees.

34. MEMBERS OF THE PUBLIC AT BOARD OF DIRECTORS MEETINGS

- 34.1 Members of the public may attend Board of Directors meetings.
- 34.2 Members of the public may be excluded from the whole or part of Board of Directors meetings for special reasons. Members of the public may be asked to leave the meeting informally by the Chair or required to leave the meeting on the Board of Directors passing a resolution to exclude members of the public.
- 34.3 Up to 15 minutes will be allocated at Board of Directors meetings to enable members of the public to ask the Board of Directors questions.

- 34.4 Members of the public may not record proceedings of Board of Directors meetings using electronic devices except with the express permission of the Chair. Members of the public may record proceedings in writing using pen or pencil and paper.
- 34.5 For the avoidance of doubt representatives of the press are members of the public for the purposes of clause 34.4 above.
- 34.6 Any permissions given by the Chair pursuant to clause 34.4 above is made at his absolute discretion on a strictly case by case basis and without setting any precedents for any further or future permission. The Chair has the unreserved right to withdraw permission at any time without notice.
- 34.7 Members of the Trust Secretariat present at Board of Directors meetings for the purpose in whole or in part of taking and preparing formal minutes of the proceedings of the meeting may record the entire proceedings using written or electronic means for the purposes of preparing formal minutes. The Trust Secretary is responsible for ensuring that any and all information recorded under this clause 34.7 is safeguarded and remains confidential.

35. APPOINTMENT OF COMMITTEES AND SUB COMMITTEES

- 35.1 The Board of Directors may appoint two types of committees:
- 35.1.1 Board of Directors -Committees ('Board Committees); and
 - 35.1.2 any other sub committees other than Committees.
- 35.2 The Board of Directors may delegate any of its powers to Board Committee or Sub Committees of Directors.
- 35.3 Each Board Committee or other Sub-committee other than Board Sub-Committees shall have its own terms of reference. Committees shall be subject to any terms and conditions as the Board of Directors decide, binding NHS England guidance, and English law.
- 35.4 Committees and Sub-Committee of the Board of Directors shall meet in private. Rights of attendance and access to Committees and Sub-Committees shall be documented in the relevant terms of reference.
- 35.5 Board Committees and Sub Committee, may be authorised to establish their own sub-committees but may not delegate any executive power unless expressly authorised by the Board of Directors.
- 35.6 The Board of Directors shall approve any appointment to each committee constituted in accordance with clause 35.1 above.

36. APPOINTMENTS FOR STATUTORY FUNCTIONS

- 36.1 Where the Board of Directors is required to appoint persons to a committee and/or undertake statutory functions as required by the Secretary of State such appointments shall be made in accordance with regulations and directions made by

the Secretary of State where such appointments are to operate independently of the Board of Directors.

37. FORMAL BOARD COMMITTEES

37.1 The Board of Directors has established seven substantive Board Committees which are:

37.1.1 audit and assurance committee;

37.1.2 remuneration committee;

37.1.3 business and performance committee;

37.1.4 quality, safety, and patient experience committee;

37.1.5 head to toe charity committee

37.1.6 cambridge children's hospital committee

37.1.7 people and culture committee .

37.2 The seven Board Committees referred to in clause 37.1 above describe the substantive committees and not the working title of any individual committee.

37.3 The seven Board Committees referred to in clause 37.1 above shall be constituted in accordance with NHS England guidance and in particular the document entitled 'The NHS Foundation Trust Code of Governance.'

37.4 Nothing contained in this clause 37 or in clauses 38, 39, 40, 41, 42, 43 or 44 of these Standing Orders for the Board of Directors shall limit, restrict or prohibit the Board of Directors' ability or right to dissolve, change or amend any Board Committee/ Sub Committees or its ability or right to create new Board Committees or Sub Committees.

38. AUDIT AND ASSURANCE COMMITTEE

38.1 The purpose and scope of the Audit and Assurance Committee shall be defined in the terms of reference of the Committee approved by the Board of Directors.

39. REMUNERATION COMMITTEE

39.1 The purpose and scope of the Remuneration Committee shall be defined in the terms of reference of the Committee approved by the Board of Directors.

40. BUSINESS AND PERFORMANCE COMMITTEE

40.1 The purpose and scope of the Business and Performance Committee shall be defined in the terms of reference of the Committee approved by the Board of Directors.

41. QUALITY, SAFETY AND PATIENT EXPERIENCE COMMITTEE

4.1 The purpose and scope of the Quality, Safety and Patient Experience Committee shall be defined in the terms of reference of the Committee approved by the Board of Directors.

42. HEAD TO TOE CHARITY SUB COMMITTEE

42.1 The purpose and scope of the Head to Toe Charity Committee shall be defined in the terms of reference of the Committee approved by the Board of Directors.

43. CAMBRIDGE CHILDREN'S HOSPITAL COMMITTEE

43.1 The purpose and scope of the Cambridge Children's Hospital Committee shall be defined in the terms of reference of the Committee approved by the Board of Directors.

44. PEOPLE AND CULTURE COMMITTEE

44.1 The purpose and scope of the People and Culture Committee shall be defined in the terms of reference of the Committee approved by the Board of Directors.

45. CALDICOTT GUARDIAN

45.1 The Board of Directors shall appoint an Executive Director to act as Caldicott Guardian.

46. EMERGENCY POWERS

46.1 The powers of the Board of Directors may be exercised by the Chair and the Chief Executive acting jointly in the event of:

46.1.1 an emergency;

46.1.2 an urgent decision needing to be made which cannot wait until the next Board of Directors meeting.

46.2 Clause 46.1 above may only be exercised after the Chair and Chief Executive have consulted a minimum of two Non-Executive Directors neither of whom is the Chair.

46.3 If the Chair and Chief Executive exercise the Board of Directors' powers in accordance with clause 46.1 above the exercise of the powers and the reasons for it must be reported at the following Board of Directors meeting.

47. WAIVER OF STANDING ORDER

47.1 The Board of Directors may only waive these Standing Orders for the Board of Directors in the following circumstances:

47.1.1 Where urgent action is required and it is not possible to hold a Board of Directors meeting before the action needs to be taken;

47.1.2 Where a resolution is passed at a Board of Directors meeting agreeing to a waiver;

47.1.3 Where the Standing Orders for the Board of Directors have a manifest error.

47.2 For the purposes of clause 47.1.1 and 47.1.3 above both the Chair and the Chief Executive must be in agreement to the waiver and the waiver must be reported together with the reasons for the waiver at the next Board of Directors meeting.

48. STANDARDS OF CONDUCT

48.1 Directors must maintain the highest standards of personal conduct in the performance of their duties. In this regard Directors are to comply with:

48.1.1 the law;

48.1.2 the Trust's values;

48.1.3 the Constitution;

48.1.4 NHS England guidance;

48.1.5 The Nolan Principles.

48.2 Directors must act with integrity at all times and must not use their position as Director:

48.2.1 for personal gain; or

48.2.2 to exert undue pressure or influence whether for themselves or a third party.

48.3 Directors must protect the confidential nature of the Trust's business.

48.4 Directors appointed to any of the Trust's committees or sub-committees must declare any formal or informal discussions they have had with anyone outside of the Trust regarding any business discussed at those committees or sub-committees.

48.5 For the purposes of clause 48.4 above the Trust's committees includes any committee or sub-committee of the Board of Directors or the Council of Governors.

48.6 For the purposes of clause 48.4 above discussions must be declared regardless of whether they were solicited or unsolicited.

49. TRUST SEAL

49.1 The Trust seal shall not be affixed to any document unless the sealing has been authorised by the Board of Directors.

49.2 If a document is to be sealed using the Trust seal the seal shall be affixed in the presence of two Executive Directors to act as signatories and witnesses to the seal. The Trust Chair may also fulfil the role.

- 49.3 The Trust seal shall be kept in a secure place by the Chief Executive or an employee or officer of the Trust nominated by the Chief Executive in this regard.
- 49.4 The Chief Executive or an employee or officer of the Trust nominated by the Chief Executive shall keep a register of documents signed under seal. The register shall contain an entry of every document sealed by the Trust. The entries shall be numbered consecutively in the order the documents were sealed. The signatories and witnesses to the sealing of each document must sign the register entry.
- 49.5 A report of all uses of the Trust seal to seal documents must be presented to each meeting of the Board of the Directors.

50. TRUST SIGNATORIES

- 50.1 Executive Directors may sign documents on behalf of the Trust.
- 50.2 Executive Directors may authorise an employee or officer of the Trust to sign documents save as set out in clause 58.3 below.
- 50.3 Any documents effecting the sale or purchase of land must be signed by two Executive Directors.

Annex 9 - Further provisions

1. RESTRICTION ON MEMBERSHIP

- 1.1 The Trust has the right to refuse an individual's application for membership or to expel an individual as a member if any of the following apply:
 - 1.1.1 The individual has been involved in the last five years as a perpetrator in a serious incident of assault or violence;
 - 1.1.2 The individual has been involved in the last five years as a perpetrator in one or more incidents of harassment against:
 - 1.1.2.1 any of the Trust's employees;
 - 1.1.2.2 any person who exercises functions for the Trust;
 - 1.1.2.3 any registered volunteer;
 - 1.1.3 The individual has been convicted of any offence against children or vulnerable adults.
- 1.2 Any decisions taken by the Trust pursuant to clause 11.4 above is made at the Trust's absolute discretion on a strictly case by case basis and without setting any precedents for any further or future decisions.

2. TERMINATION OF MEMBERSHIP

- 2.1 An individual's membership of the Trust will terminate if:
 - 2.1.1 The member resigns by notice to the Trust Secretariat;
 - 2.1.2 The member dies;
 - 2.1.3 The member is expelled under the Constitution;
 - 2.1.4 The member ceases to be entitled under the Constitution to be a member of all of the following constituencies:
 - 2.1.4.1 the Public Constituency;
 - 2.1.4.2 the Staff Constituency;
 - 2.1.4.3 the Patient Constituency

3. INDEMNITY

- 3.1 Members of the Council of Governors, the Board of Directors, the Chair or the Trust Secretary who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purposed execution of their functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust. The Trust may purchase and

maintain insurance or participate in any risk pooling scheme operated by the NHS Litigation Authority against this liability for its own benefit and for the benefit of the Council of Governors, the Board of Directors, the Chair and Trust Secretary.

4. NOTICES

- 4.1 Any notices required by the Constitution including written notices may be given in paper or electronic form.
- 4.2 Notices delivered personally will be deemed to be served at the time of delivery.
- 4.3 Notices sent by post shall be by pre-paid recorded delivery or registered post and will be deemed to be served the following business day after it was sent.
- 4.4 Notices sent electronically will be deemed to be served on the recipient at the moment the electronic notice was sent.
- 4.5 Any notices served by the Trust will be sent to a postal address, or an e-mail address provided for the purposes of service.
- 4.6 Any notices served on the Trust are to be addressed to the Trust Secretary. Any paper notices sent to the Trust by post must be sent to Elizabeth House, Fulbourn Hospital, Fulbourn, Cambridgeshire CB21 5EF.