

Trust Constitution

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North West Anglia NHS Foundation Trust

Constitution

NHS Foundation Trust Model Core Constitution

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1. Interpretation and definitions

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

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

2006 Act is the National Health Service Act 2006.

2012 Act is the Health and Social Care Act 2012.

the date of the merger means the date on which the foundation trust is enlarged to include Hinchingsbrooke Hospital.

Trust Board means the Board of Directors appointed in conjunction with the Trust Council of Governors and Remuneration and Nominations Committee.

Council of Governors means the Governors elected and appointed to serve on the council for a prescribed term.

Annual Members Meeting is defined in paragraph 11 of the constitution.

Constitution means this constitution and all annexes to it.

Monitor is the body corporate known as Monitor and its successor organisations, as provided by Section 61 of the 2012 Act i.e. the Independent Regulator of NHS Foundation Trusts.

the **Accounting Officer** is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act.

The revised constitution is adopted by the Trust in place of its previous constitution with effect from 28 January 2020.

2. Name

The name of the foundation trust is North West Anglia 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 the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose.
- 3.5** Without prejudice to the Trust's principal purpose, the further purpose of the Trust shall be to provide goods and services for purposes related to the provision of health care in accordance with its statutory powers and duties and the terms of Monitor's authorisation.
- 3.6** The Trust may carry out research in connection with the provision of health care and make facilities and staff available for the purposes of education, training or research carried on by others.

4. Powers

- 4.1** The powers of the Trust are set out in the 2006 Act. These powers include the provision of education and training, research and the provision of accommodation and goods and services for the purposes related to the provision of healthcare.
- 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

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

- 5.1 a public constituency or
- 5.2 the staff constituency.

6. Application for membership

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 for a public constituency are referred to collectively as a Public Constituency.
- 7.3 The minimum number of members in each 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 a 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** Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.
- 8.4** The Staff Constituency shall be divided into three descriptions of individuals who are eligible for membership of the Staff Constituency, each description of individuals being specified within Annex 2 and being referred to as a class within the Staff Constituency.
- 8.5** The minimum number of members in each class of the Staff Constituency is specified in Annex 2.

9. Automatic membership by default – staff

- 9.1** An individual who is:
- 9.1.1** eligible to become a member of the Staff Constituency, and
 - 9.1.2** invited by the Trust to become a member of the Staff Constituency and a member of the appropriate class within the Staff Constituency,

shall become a member of the Trust as a member of the Staff Constituency [and appropriate class within the Staff Constituency] without an application being made, unless he informs the Trust that he does not wish to do so.

10. Restriction on membership

- 10.1** 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.
- 10.2** 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.

- 10.3 An individual must be at least 16 years old to become a member of the Trust.
- 10.4 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 8 – Further Provisions.

11. Annual Members' Meeting

- 11.1 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.
- 11.2 Further provisions about the Annual Members' Meeting are set out in Annex 9 – Annual Members' Meeting.

12. Council of Governors – composition

- 12.1 The Trust is to have a Council of Governors, which shall comprise both elected and appointed governors.
- 12.2 The composition of the Council of Governors is specified in Annex 3.
- 12.3 Subject to paragraph 13, the members of the Council of Governors, other than the appointed members, 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 3.

13. Council of Governors – election of governors

- 13.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules.
- 13.2 The Model Election Rules as published from time to time by the Department of Health form part of this constitution. The Model Election Rules current at the date of the Trust's authorisation are attached at Annex 4.

- 13.3** A subsequent variation of the Model Election Rules by the Department of Health shall not constitute a variation of the terms of this constitution for the purposes of paragraph 45 of the constitution (amendment of the constitution).

Notwithstanding the Model Election Rules, where a vacancy arises for a Governor for any reason other than the expiry of term of office, the following provisions will apply:

- 13.4** Where an Elected Governor's membership of the Council of Governors ceases for one of the reasons set out in paragraph 15 or Annex 5 of this constitution he/she may be replaced with the following provisions:
- 13.4.1** The Trust may invite the highest polling unelected candidate for that constituency, or class within that constituency, at the most recent election the opportunity to fill the seat for the unexpired period of the term of office. If that candidate does not agree to fill the vacancy it may then be offered to the next highest polling unelected candidate.
- 13.4.2** If no such reserve candidate is available, chosen, or willing to fill the vacancy, an election will then be held in accordance with the Model Election Rules.
- 13.5** An election, if contested, shall be by secret ballot.

14. Council of Governors - tenure

- 14.1** An elected governor may hold office for a period of up to 9 years. Within this period an elected governor can serve 3 terms of up to 3 years each.
- 14.2** The 9 year period and the elected governor's current term includes any time that the elected governor has served as an elected governor of the Peterborough and Stamford Hospitals NHS Foundation Trust prior 1 April 2017.
- 14.3** Council of Governors: Transitional Provisions for the Initial Elected Governors

The Elected Governors who were members of the Council of Governors on 1 April 2017 are referred to in this paragraph as the “Initial Elected Governors” and shall hold office for those terms set out in Table 1 below, subject to adjustment for the allowable terms of office of those governors who were previously elected to Peterborough and Stamford Hospitals NHS Foundation Trust.

Constituency/Class	Initial Elected Governors serving 3 years	Initial Elected Governors serving 2 years
Huntingdonshire Public	3 with the highest number of votes	3 with the next highest number of votes
Greater Peterborough Public	3 with the highest number of votes	3 with the next highest number of votes
Stamford and South Lincolnshire Public	3 with the highest number of votes	2 with the next highest number of votes
Hinchingbrooke Staff	2 with the highest number of votes	1 with the next highest number of votes
Peterborough Staff	2 with the highest number of votes	1 with the next highest number of votes
Stamford Staff	1	0

- 14.4** An elected governor shall cease to hold office if he ceases to be a member of the constituency or class by which he was elected.
- 14.5** An elected governor shall be eligible for re-election at the end of his term.
- 14.6** An appointed governor may hold office for a period of up to 9 years. Within this period an appointed governor can serve 3 terms of up to 3 years each.
- 14.7** The 9 year period and the appointed governor's current term include any time that the appointed governor has served as an appointed governor of the Peterborough and Stamford Hospitals NHS Foundation Trust prior to 1 April 2017.
- 14.8** An appointed governor shall cease to hold office if the appointing organisation withdraws its sponsorship of him.
- 14.9** An appointed governor shall be eligible for re-appointment at the end of his term subject to 14.6.

15. Council of Governors – disqualification and removal

- 15.1** The following may not become or continue as a member of the Council of Governors:
- 15.1.1** a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
 - 15.1.2** a person in relation to whom a moratorium under a debt relief order applies (under Part 7A of the Insolvency Act 1986);
 - 15.1.3** 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;
 - 15.1.4** a person who within the preceding five years has been convicted in the British Islands 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.
- 15.2** Governors must be at least 16 years of age at the date they are nominated for election or appointment.
- 15.3** 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 5.
- 15.4** The constitution is to make provision for the removal of governors. This provision is set out in Annex 5.

16. Council of Governors – duties of governors

- 16.1** The general duties of the Council of Governors are –
- 16.1.1** to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors, and
 - 16.1.2** to represent the interests of the members of the Trust as a whole and the interests of the public.
- 16.2** 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. Council of Governors – meetings of governors

- 17.1** The Chair of the Trust (i.e. the Chair of the Board of Directors, appointed in accordance with the provisions of paragraph 26.1 or paragraph 27.1 below) or, in his absence the Deputy Chair (appointed in accordance with the provisions of paragraph 28 below), shall preside at meetings of the Council of Governors.
- 17.2** 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.
- 17.3** 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.

18. Council of Governors – standing orders

The standing orders for the practice and procedure of the Council of Governors are attached at Annex 6.

19. Council of Governors – referral to the Panel

- 19.1** In this paragraph, the Panel means a panel of persons appointed by Monitor to which a governor of an NHS foundation trust may refer a question as to whether the Trust has failed or is failing—
- 19.1.1** to act in accordance with its constitution, or
 - 19.1.2** to act in accordance with provision made by or under Chapter 5 of the 2006 Act.
- 19.2** A governor may refer a question to the Panel only if more than half of the members of the Council of Governors voting approve the referral.

20. Council of Governors - conflicts of interest of governors

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 shall make 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

The Trust may pay travelling and other expenses to members of the Council of Governors at rates determined by the Trust.

22. Council of Governors – further provisions

Further provisions with respect to the Council of Governors are set out in Annex 6.

23. Board of Directors – composition

23.1 The Trust is to have a Board of Directors, which shall comprise both executive and non-executive directors.

23.2 The Board of Directors is to comprise:

23.2.1 a Non-Executive Chair

23.2.2 7 other Non-Executive Directors (subject to paragraph 23.3); and

23.2.3 7 Executive Directors.

23.3 The Trust shall have the power to appoint non-voting members of the Board; **both executive and non-executive directors. The relevant titles for non-voting members will be agreed by the Board.**

23.4 One of the executive directors shall be the Chief Executive.

23.5 The Chief Executive shall be the Accounting Officer

23.6 One of the executive directors shall be the **Chief Finance Officer**

23.7 One of the executive directors, **the Chief Medical Officer**, is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

23.8 One of the executive directors, **the Chief Nurse**, is to be a registered nurse or a registered midwife.

24. Board of Directors – general duty

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 in line with sections 170 to 176 of the Companies Act 2006.

25. Board of Directors – qualification for appointment as a non-executive director

A person may be appointed as a non-executive director only if –

25.1 he is a member of a Public Constituency, and

25.2 he is not disqualified by virtue of paragraph 31 below.

26. Board of Directors – appointment and removal of chair and other non-executive directors

26.1 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.

26.2 Removal of the Chair or another non-executive director shall require the approval of three-quarters of the members of the Council of Governors.

27. Board of Directors – appointment of deputy Chair

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.

28. Board of Directors - appointment and removal of the Chief Executive and other executive directors

- 28.1** A committee consisting of the Chair and the other non-executive directors shall appoint or remove the Chief Executive.
- 28.2** The appointment of the Chief Executive shall require the approval of the Council of Governors.
- 28.3** A committee consisting of the Chair, the Chief Executive and the other non-executive directors shall appoint or remove the other executive directors.

29. Board of Directors – disqualification

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

- 29.1** a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
- 29.2** a person in relation to whom a moratorium under a debt relief order applies (under Part 7A of the Insolvency Act 1986);
- 29.3** 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;
- 29.4** a person who within the preceding five years has been convicted in the British Islands 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.

30. Board of Directors – meetings

- 30.1** 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.
- 30.2** 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.

31. Board of Directors – standing orders

The standing orders for the practice and procedure of the Board of Directors are attached at Annex 7.

32. Board of Directors - conflicts of interest of directors

- 32.1** The duties that a director of the Trust has by virtue of being a director include in particular –
- 32.1.1** 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.
 - 32.1.2** 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.
- 32.2** The duty referred to in sub-paragraph 34.1.1 is not infringed if –
- 32.2.1** The situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or
 - 32.2.2** The matter has been authorised in accordance with the constitution.
- 32.3** The duty referred to in sub-paragraph 34.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 32.4** In sub-paragraph 34.1.2, “third party” means a person other than –
- 32.4.1** The Trust, or
 - 32.4.2** A person acting on its behalf.
- 32.5** 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.
- 32.6** If a declaration under this paragraph proves to be, or becomes, inaccurate, or incomplete, a further declaration must be made.
- 32.7** Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.

32.8 This paragraph 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.

32.9 A director need not declare an interest –

32.9.1 If it cannot reasonably be regarded as likely to give rise to a conflict of interest;

32.9.2 If, or to the extent that, the directors are already aware of it;

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

32.9.3.1 By a meeting of the Board of Directors, or

32.9.3.2 By a committee of the directors appointed for the purpose under the constitution.

32.10 A matter shall have been authorised for the purposes of paragraph 34.2.2 if:

32.10.1 this was declared and considered appropriate at the time of appointment, and

32.10.2 this has been declared as part of the annual process for the review of all declarations and considered appropriate, or

32.10.3 arising post appointment or during the year, this is declared to the Chair and declared at the next available public meeting and considered appropriate;

32.10.4 to the extent that a conflict of interest is not deemed appropriate, the individual absents themselves from discussions where this conflict arises, and concerns regarding ongoing impact is discussed with the relevant Trust's nominations committee.

33. Board of Directors – remuneration and terms of office

33.1 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.

33.2 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 the other executive directors.

34. Registers

The Trust shall have:

- 34.1** a register of members showing, in respect of each member, the constituency to which he belongs and, where there are classes within it, the class to which he belongs;
- 34.2** a register of members of the Council of Governors;
- 34.3** a register of interests of governors;
- 34.4** a register of directors; and
- 34.5** a register of interests of the directors.

35. Registers – inspection and copies

- 35.1** The Trust shall make the registers specified in paragraph 38 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.
- 35.2** The Trust shall not make any part of its registers available for inspection by members of the public which shows details of any member of the Trust, if the member so requests.
- 35.3** So far as the registers are required to be made available:
 - 35.3.1** they are to be available for inspection free of charge at all reasonable times; and
 - 35.3.2** a person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 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. Documents available for public inspection

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

- 36.1.1** a copy of the current constitution,
- 36.1.2** a copy of the latest annual accounts and of any report of the auditor on them, and
- 36.1.3** a copy of the latest annual report.

36.2 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:

- 36.2.1** 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.
- 36.2.2** a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act.
- 36.2.3** a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act.
- 36.2.4** a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act.
- 36.2.5** a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act.
- 36.2.6** 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 (Monitor's decision), 65KB (Secretary of State's response to Monitor'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.
- 36.2.7** a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act.
- 36.2.8** a copy of any final report published under section 65I (administrator's final report),
- 36.2.9** 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.

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

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

36.4 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.

37. Auditor

37.1 The Trust shall have an auditor.

37.2 The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors.

38. Audit committee

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.

39. Accounts

39.1 The Trust must keep proper accounts and proper records in relation to the accounts.

39.2 Monitor may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

39.3 The accounts are to be audited by the Trust's auditor.

39.4 The Trust shall prepare in respect of each financial year annual accounts in such form as Monitor may with the approval of the Secretary of State direct

39.5 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

40. Annual report, forward plans and non-NHS work

- 40.1** The Trust shall prepare an Annual Report and send it to Monitor.
- 40.2** The Trust shall give information as to its forward planning in respect of each financial year to Monitor.
- 40.3** The document containing the information with respect to forward planning (referred to above) shall be prepared by the directors.
- 40.4** In preparing the document, the directors shall have regard to the views of the Council of Governors.
- 40.5** Each forward plan must include information about –
- 40.5.1** 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
 - 40.5.2** the income it expects to receive from doing so.
- 40.6** Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 42.5.1 the Council of Governors must –
- 40.6.1** determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfillment by the Trust of its principal purpose or the performance of its other functions, and
 - 40.6.2** notify the directors of the Trust of its determination.
- 40.7** 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.

41. Presentation of the annual accounts and reports to the governors and members

- 41.1** The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:

- 41.1.1 the annual accounts
- 41.1.2 any report of the auditor on them
- 41.1.3 the annual report.

41.2 The documents shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one member of the Board of Directors in attendance.

41.3 The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 43.1 with the Annual Members' Meeting.

42. **Instruments**

42.1 The Trust shall have a seal.

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

42.3 The Company Secretary shall have custody of the seal on behalf of the Board and ensure appropriate records are kept on the use of the seal.

43. **Amendment of the constitution**

43.1 The Trust may make amendments of its constitution only if –

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

43.2 Amendments made under paragraph 45.1 take effect as soon as the conditions in that paragraph 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.

43.3 Where an amendment is made to the constitution in relation 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) –

- 43.3.1** At least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment, and
- 43.3.2** 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.

- 43.4** Amendments by the Trust of its constitution are to be notified to Monitor. For the avoidance of doubt, Monitor'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.

44. Mergers etc. and significant transactions

- 44.1** 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.
- 44.2** 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.
- 44.3** "Significant transaction" means those activities that in agreement with the Board:
 - 46.1.1** will be subject to public consultation, or
 - 46.1.2** contradicts the Trust's current agreed strategy, or
 - 46.1.3** may affect the Trust's ability to meet regulatory or contractual standards, or
 - 46.1.4** that fall under the definition of paragraph 42.7, or
 - 46.1.5** have an adverse reputational risk, or
 - 46.1.6** require governor approval by the regulatory authorities.

ANNEX 1 – THE PUBLIC CONSTITUENCIES

(Paragraphs 7.1 and 7.3)

The Trust is to have 3 public constituencies. These are as below:

- Huntingdonshire – with a minimum number of members of 200
- Greater Peterborough – with a minimum number of members of 200
- Stamford and South Lincolnshire – with a minimum number of members of 200

These constituencies are defined as follows:

- Huntingdonshire – members of the public whose main residential address is within the county boundaries of Cambridgeshire, Bedfordshire, Suffolk
- Greater Peterborough – members of the public whose main residential address is within the unitary authority of Peterborough and the county boundaries of Northamptonshire, Norfolk
- Stamford and South Lincolnshire – members of the public whose main residential address is within the unitary authority of Rutland and county boundaries of Lincolnshire, Leicestershire

ANNEX 2 – THE STAFF CONSTITUENCY

(Paragraphs 8.4)

The Trust is to have a staff constituency divided into 3 classes. These are as below.

- Hinchingsbrooke – with a minimum number of members of 50
- Peterborough – with a minimum number of members of 50
- Stamford – with a minimum number of members of 50

These classes are defined as follows:

- Hinchingsbrooke – members of staff as defined at paragraph 8, whose main place of work is at the Hinchingsbrooke Hospital site
- Peterborough – members of staff as defined at paragraph 8, whose main place of work is at the Peterborough City Hospital site
- Stamford – members of staff as defined at paragraph 8, whose main place of work is at the Stamford and Rutland Hospital site

ANNEX 3 – COMPOSITION OF COUNCIL OF GOVERNORS

(Paragraphs 12.2 and 12.3)

The following governors are to be elected:

Public governors: 6 from the Huntingdonshire constituency
6 from the Greater Peterborough constituency
5 from the Stamford and South Lincolnshire constituency

Staff governors: 3 from the Hinchingsbrooke constituency
3 from the Peterborough constituency
1 from the Stamford constituency

The following appointed governors are to be appointed by the following appointing organisations specified for the purposes of sub-paragraph 9(7) of Schedule 7 of the 2006 Act:

1 from Cambridgeshire County Council
1 from Peterborough Unitary Authority
1 from Lincolnshire County Council
1 from Healthwatch Cambridgeshire and Healthwatch Peterborough
1 from Cambridgeshire and Peterborough Clinical Commissioning Group
1 from South Lincolnshire Clinical Commissioning Group

ANNEX 4 –THE MODEL ELECTION RULES

(Paragraph 13.2)

The single transferrable voting mechanism within the rules has been adopted.

For more information on the Model Election Rules, please follow the link below:

<https://nhsproviders.org/media/3378/model-election-rules-final.pdf>

ANNEX 5 – ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

(Paragraph 15.3 and 15.4)

Governors may not become or continue as a member of the Council of Governors if:

- they fulfil the conditions set out at paragraph 15.1, or
- they fail to demonstrate behaviour in line with the Trust's values to the extent that a complaint is upheld about their conduct in line with the Council of Governors code of conduct, or
- they have had a complaint upheld against them regarding physical or racial abuse, or
- their removal is required by an NHS regulatory authority

If a governor is to be considered for removal – unless removal is on the grounds of ineligibility for membership as defined at paragraphs 7, 8 or 14.5 – the evidence for such a decision is to be presented by the Company Secretary to a local panel consisting of two governors and one non-executive director. Unless a conflict arises this should include the Trust Chair and the Lead Governor.

The local panel decision is final subject to the provisions outlined at paragraph 19.

In the event of removal due to ineligibility for membership, defined by paragraphs 7, 8 or 14.5, the decision is to be taken by the Company Secretary, with the right of appeal to the Trust Chair.

The Trust Chair's decision is final subject to the provisions outlined at paragraph 19.

**ANNEX 6 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF
THE COUNCIL OF GOVERNORS**

(Paragraph 18)

**ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE
OF THE BOARD OF DIRECTORS**

(Paragraph 33)

ANNEX 8 – FURTHER PROVISIONS

(Paragraph 10.4)

Members may not become or continue as a member of the Trust if:

- they fail to fulfil the requirements set out in paragraphs 7 and 8 and annexes 1 and 2, or
- they have had a complaint upheld against them regarding physical or racial abuse, or
- they have acted in such a way as to be classed as vexatious in terms of action against the Trust or Trust staff, or
- they are known to be on a child or adult abuse register

If a member is to be considered for removal the evidence for such a decision is to be presented by the Company Secretary to a panel consisting of two governors and one non-executive director. Unless a conflict arises this should include the Trust Chair and the Lead Governor.

The local panel decision is final.

ANNEX 9 – ANNUAL MEMBERS MEETING

(Paragraph 11.2)

There is to be one formal Annual Members Meeting each year.

This will be supplemented by a meeting for each of the Public Constituencies and their corresponding Staff Constituency class, one within each of the three public constituency membership areas.