

**South London and Maudsley
NHS Foundation Trust**

Constitution

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1 NAME

- 1.1 The name of the foundation Trust is South London and Maudsley NHS Foundation Trust ("the Trust").

2 PRINCIPAL PURPOSE

- 2.1 The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.
- 2.2 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.
- 2.3 The Trust may provide goods and services for any purposes related to—
- 2.3.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and
 - 2.3.2 the promotion and protection of public health.
- 2.4 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 POWERS

- 3.1 The powers of the Trust are set out in the 2006 Act, as amended by the 2012 Act.
- 3.2 The powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
- 3.3 Subject to paragraph 3.4 below, any of these powers may be delegated to a committee of the Board of Directors or to an Executive Director.
- 3.4 Where the Trust is exercising functions under the 1983 Act, the Trust may delegate a function under the 1983 Act in accordance with provision made by or under the 1983 Act.
- 3.5 Without prejudice to the generality of paragraph 3.4 above, where the Trust is exercising the functions of the managers referred to in Section 23 of the 1983 Act (as amended), those functions may be exercised by any three or more persons authorised by the Board of Directors, each of whom must be neither an Executive Director of the Board of Directors nor an employee of the Trust.

4 MEMBERSHIP AND CONSTITUENCIES

- 4.1 The Trust shall have Members, each of whom shall be a Member of one of the following constituencies:
- 4.1.1 a Public Constituency;
 - 4.1.2 the Staff Constituency; or
 - 4.1.3 the Service Users and Carers' Constituency.

5 APPLICATION FOR MEMBERSHIP

- 5.1 Subject to paragraph 8 below, an individual who is eligible to become a Member of the Trust may do so on application to the Trust. The Secretary may require any individual to supply supporting evidence to confirm eligibility.

- 5.2 Subject to paragraph 8 below, applicants for membership of the Trust must complete an application in the form prescribed by the Chief Executive or his delegated officer.
- 5.3 On receipt of an application for membership and subject to being satisfied that the applicant is eligible, the Secretary shall cause the applicant's name to be entered into the Trust's register of Members.
- 5.4 Where an individual is eligible for admission to both the Public Constituency and the Service Users and Carers' Constituency, the individual may specify which constituency the individual wishes to belong to, either in the membership application or subsequently in writing.
- 5.5 If such an individual does not specify in accordance with paragraph 5.4 above, or the specification is unclear, the individual will be allocated to such constituency as the Secretary shall decide as a matter of the Secretary's absolute discretion until such time as the individual makes a clear specification.

6 PUBLIC CONSTITUENCY

- 6.1 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.
- 6.2 Those individuals who live in an area specified in an area for any public constituency are referred to collectively as the "Public Constituency".
- 6.3 The minimum number of Members in each Public Constituency is specified in Annex 1.

7 STAFF CONSTITUENCY

- 7.1 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:
- 7.1.1 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
- 7.1.2 he has been continuously employed by the Trust under a contract of employment for at least 12 months.
- 7.2 Individuals who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, and in either case are acknowledged in writing by the Trust as so doing for the purposes of this paragraph, 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.
- 7.3 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the "Staff Constituency".
- 7.4 The minimum number of members in the Staff Constituency is specified in Annex 2.

8 AUTOMATIC MEMBERSHIP BY DEFAULT – STAFF

- 8.1 An individual who is:
- 8.1.1 eligible to become a Member of the Staff Constituency, and
- 8.1.2 invited by the Trust 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 that he does not wish to do so.

- 8.2 An eligible individual shall become a Member of the Staff Constituency upon entry to the Trust's register of Members pursuant to the process set out above.

9 SERVICE USERS AND CARERS' CONSTITUENCY

- 9.1 An individual:

9.1.1 whose name is recorded as a patient on the Trust's patient administration system or other record maintained by the Trust for the purpose of identifying patients of the Trust and who has, within the period specified below, attended the Trust as a patient, or

9.1.2 who has within the period specified below, attended the Trust as the carer of a patient, may become or continue as a Member of the Trust.

- 9.2 The period referred to above shall be the period of five (5) years immediately preceding the date of an application by the patient or carer to become a Member of the Trust.

- 9.3 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the "Service Users and Carers' Constituency".

- 9.4 The Service Users and Carers' Constituency shall be divided into 3 descriptions of individuals who are eligible for membership of the Service Users and Carers' Constituency, each description of individuals being specified within Annex 3 and being referred to as a class within the Service Users and Carers' Constituency.

- 9.5 Where an individual is eligible for admission to more than one class in the Service Users and Carers' Constituency, the individual may select which class they wish to belong to in either the individual's application or subsequently in writing.

- 9.6 If such an individual does not specify in accordance with paragraph 9.5 above, or the specification is unclear, the individual will be allocated to such class as the Secretary shall decide as a matter of the Secretary's absolute discretion until such time as the individual makes a clear specification.

- 9.7 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 Service Users and Carers' Constituency.

- 9.8 The minimum number of Members in the Service Users and Carers' Constituency is specified in Annex 3.

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 may not be a Member of more than one constituency.

- 10.4 All Members of the Trust shall be under a duty to notify the Secretary of any change in their particulars which may affect their entitlement as a Member.

- 10.5 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).

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 At least one member of the Board of Directors must attend the Annual Members' Meeting and present the following documents to the Members at the meeting:
- 11.2.1 the Annual Accounts;
 - 11.2.2 any report of the Auditor on them; and
 - 11.2.3 the Annual Report.
- 11.3 The Trust may combine the Annual Members' Meeting with the meeting of the Council of Governors held in accordance with paragraph 45.1 below.

12 COUNCIL OF GOVERNORS – COMPOSITION

- 12.1 The Trust is to have a Council of Governors, which shall comprise both Elected Governors and Appointed Governors.
- 12.2 The composition of the Council of Governors is specified in Annex 4.
- 12.3 Elected Governors shall be chosen by election by their constituency, or where there are classes within a consistency, by their class within the constituency. The number of Governors elected by each constituency, or where appropriate, by each class of each constituency, is specified in Annex 4.
- 12.4 Appointed Governors shall be appointed by the relevant Appointing Organisation. The number of Appointed Governors appointed by each Appointing Organisation is specified in Annex 4.
- 12.5 The aggregate number of Governors elected by the Public Constituency and the Service Users and Carers' Constituency is to be more than half of the total membership of the Council of Governors.

13 COUNCIL OF GOVERNORS – ELECTION OF GOVERNORS

- 13.1 Elections shall be carried out in accordance with the Model Rules for Elections.
- 13.2 The Model Rules for Elections, as published from time to time by the Department of Health, form part of this Constitution. The Model Rules for Elections current at the date this Constitution is approved are attached at Annex 5.
- 13.3 A subsequent variation of the Model Rules for Elections by the Department of Health shall not constitute an amendment of the terms of this Constitution for the purposes of paragraph 47 of the Constitution. For the avoidance of doubt, the Trust cannot amend the Model Rules for Elections.
- 13.4 An election, if contested, shall be by secret ballot.

14 COUNCIL OF GOVERNORS - TENURE

- 14.1 Elected Governors:
- 14.1.1 may hold office for a period of up to three (3) years; and
 - 14.1.2 shall be eligible for re-election at the end of their term.
- 14.2 Appointed Governors:
- 14.2.1 may hold office for a period of up to 3 years;

- 14.2.2 shall be eligible for re-appointment at the end of their term; and
- 14.2.3 shall cease to hold office if they cease to be employed by or associated with the Appointed Organisation.

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 is under 16 years of age at the date they are nominated for election or appointment;
 - 15.1.2 in the case of an Elected Governor, a person who ceases to be a Member of the constituency or class of constituency he represents;
 - 15.1.3 in the case of an Appointed Governor, a person for whom the Appointing Organisation withdraws their sponsorship;
 - 15.1.4 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
 - 15.1.5 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;
 - 15.1.6 a person who within the preceding five (5) years has been convicted in the British Isles or any foreign country 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, or
 - 15.1.7 a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986).
- 15.2 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.
- 15.3 Where an individual has been elected or appointed to be a Governor and he becomes disqualified for appointment he shall notify the Secretary in writing of such disqualification as soon as practicable and in any event within fourteen (14) days of first becoming aware of those matters which render him disqualified.
- 15.4 If it comes to the notice of the Secretary that a Governor is disqualified, whether at the time of the Governor's appointment or later, the Secretary shall immediately declare that the Governor in question is disqualified and give notice to him in writing to that effect as soon as practicable and in any event within fourteen (14) days of the date of the said declaration.
- 15.5 Upon the giving of notice under paragraph 15.3 or 15.4 above that individual's tenure of office, if any, shall thereupon be terminated forthwith and he shall cease to be a Governor and his name shall be removed from the register of Governors. Governors may refer any dispute with regard to the decisions under this paragraph 15.5 to the dispute resolution procedure (paragraph 49).

16 COUNCIL OF GOVERNORS - TERMINATION OF TENURE

- 16.1 A Governor may resign from office at any time during the term of that office by giving notice in writing to the Secretary.
- 16.2 Upon a Governor resigning from office or their term of office being terminated in accordance with the provisions of paragraph 1 of Annex 6, that Governor shall cease to be a member of the Council of Governors and his name shall be forthwith removed from the register of Governors.

- 16.3 Any decision of the Council of Governors to terminate a Governor's tenure of office may be referred by the Governor to the dispute resolution procedure (paragraph 49) within twenty-eight (28) days of the date upon which notice in writing of the Council of Governor's decision is given to the Governor in question.
- 16.4 A Governor whose tenure of office is terminated under this paragraph 16 or Annex 6 shall not be eligible to stand for re-election or re-appointment to the Council of Governors for a period of three (3) years from the of his removal from office, or the date upon which any appeal against his removal from office is disposed of, whichever is the later.

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 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 members of the Council of Governors are equipped with the skills and knowledge that require in their capacity as such.
- 17.3 Additional duties and responsibilities of the Council of Governors are set out in Annex 6 of this Constitution.

18 COUNCIL OF GOVERNORS – MEETINGS OF THE COUNCIL OF GOVERNORS

- 18.1 The Chair of the Trust (i.e. the Chair of the Board of Directors, appointed in accordance with the provisions of paragraph 28.1 or paragraph 29.1 below) or, in his absence another Non-Executive Director, 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.
- 18.3 Members of the public may be excluded from a meeting of the Council of Governors for special reasons.
- 18.4 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 Director's performance), the Council of Governors may require one or more of the Directors to attend a meeting of the Council of Governors.
- 18.5 The Council of Governors shall meet not less than four times during each Financial Year, including an annual meeting when the Council of Governors are to receive and consider the Annual Accounts, any report of the Auditor on them, and the Annual Report.
- 18.6 A Governor elected to the Council of Governors by the Public Constituency or the Service Users and Carers' Constituency may not vote at a meeting of the Council of Governors unless within the previous twelve (12) months he has made a declaration stating that he is a Member of the Public Constituency or the Service Users and Carers' Constituency (as relevant) which elected him and is not prevented from being a member of the Council of Governors by this Constitution or otherwise and that he will at all times abide by this Constitution and the code of conduct for the Council of Governors (as may be updated by the Trust from time to time).

19 COUNCIL OF GOVERNORS – STANDING ORDERS

- 19.1 The Standing Orders for the Council of Governors are attached at Annex 7.

20 COUNCIL OF GOVERNORS – REFERRAL TO THE PANEL

20.1 In this paragraph, the "Panel" means a panel of persons appointed by Monitor to which a Governor of the Trust may refer a question as to whether the Trust has failed or is failing:

20.1.1 to act in accordance with this Constitution; or

20.1.2 to act in accordance with provision made by or under Chapter 5 of the 2006 Act.

20.2 A Governor may refer a question to the Panel only if more than half of the members of the Council of Governors present and voting at a meeting of the Council of Governors approve the referral.

21 COUNCIL OF GOVERNORS - CONFLICTS OF INTEREST OF GOVERNORS

21.1 If a Governor has a pecuniary, personal, family, or any material non-financial 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 rest of the Council of Governors as soon as he is/becomes aware of it.

21.2 The Standing Orders for the Council of Governors shall make provision for the disclosure of interests and arrangements for excluding Governors from discussion or consideration of the matter in respect of which an interest has been disclosed. In determining the materiality of any interest, the Trust shall comply with any guidance or best practice advice issued by Monitor.

22 COUNCIL OF GOVERNORS – TRAVEL EXPENSES

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

23 COUNCIL OF GOVERNORS – COMMITTEES AND SUB-COMMITTEES

23.1 The Council of Governors may appoint a committee consisting wholly or partly of its members to assist it in carrying out its functions. A committee appointed under this paragraph may appoint a sub-committee. Their recommendations should be reported back to the Council of Governors.

23.2 The Secretary shall attend a committee or sub-committee appointed by the Council of Governors under paragraph 23.1 and take minutes of any proceedings.

24 COUNCIL OF GOVERNORS – FURTHER PROVISIONS

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

25 BOARD OF DIRECTORS – COMPOSITION

25.1 The Trust is to have a Board of Directors, which shall comprise both Executive Directors and Non-Executive Directors.

25.2 The Board of Directors is to include:

25.2.1 a Chair (Non-Executive Director);

25.2.2 not less than seven (7) nor more than eight (8) other Non-Executive Directors; and

25.2.3 not less than five (5) nor more than seven (7) Executive Directors.

25.3 One of the Executive Directors shall be the Chief Executive.

25.4 The Chief Executive shall be the Accounting Officer.

- 25.5 One of the Executive Directors shall be the finance director.
- 25.6 One of the Executive Directors is to be a registered medical practitioner (within the meaning of the Medical Act 1983) or a registered dentist (within the meaning of the Dentists Act 1984).
- 25.7 One of the Executive Directors is to be a registered nurse or a registered midwife (within the meaning of the Nursing and Midwifery Order (SI 2002/253)).

26 BOARD OF DIRECTORS – GENERAL DUTY

- 26.1 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.

27 BOARD OF DIRECTORS – QUALIFICATION FOR APPOINTMENT AS A NON-EXECUTIVE DIRECTOR

- 27.1 A person may be appointed as a Non-Executive Director only if –
- 27.1.1 he is a member of the Public Constituency, or
 - 27.1.2 he is a member of the Service Users and Carers' Constituency, or
 - 27.1.3 where any of the Trust's hospitals includes a medical or dental school provided by a university, he exercises functions for the purposes of that university, and
 - 27.1.4 he is not disqualified by virtue of paragraph 32 below.

28 BOARD OF DIRECTORS – APPOINTMENT AND REMOVAL OF CHAIR AND OTHER NON-EXECUTIVE DIRECTORS

- 28.1 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.
- 28.2 Removal of the Chair or another Non-Executive Directors shall require the approval of three-quarters of the members of the Council of Governors.
- 28.3 The initial Chair and the initial Non-Executive Directors are to be appointed in accordance with paragraph 29 below.

29 BOARD OF DIRECTORS – APPOINTMENT OF INITIAL CHAIR AND INITIAL OTHER NON-EXECUTIVE DIRECTORS

- 29.1 The Council of Governors shall appoint as the initial Chair the chairman of the Applicant Trust unless he notifies the Council of Governors that he does not wish to be appointed.
- 29.2 The power of the Council of Governors to appoint the other Non-Executive Directors of the Trust is to be exercised, so far as possible, by appointing as the initial Non-Executive Directors of the Trust any of the non-executive directors of the Applicant Trust (other than the chairman) who wish to be appointed.
- 29.3 The criteria for qualification for appointment as a Non-Executive Director set out in paragraph 27 above (other than disqualification by virtue of paragraph 32 below) do not apply to the appointment of the initial Chair and the other initial Non-Executive Directors in accordance with the procedures set out in this paragraph 29.
- 29.4 An individual appointed as the initial Chair or as an initial Non-Executive Director in accordance with the provisions of this paragraph shall be appointed for the unexpired period of his term of office as

chairman or (as the case may be) non-executive director of the Applicant Trust; but if, on appointment, that period is less than 12 months, he shall be appointed for 12 months.

30 BOARD OF DIRECTORS - APPOINTMENT AND REMOVAL OF THE CHIEF EXECUTIVE AND OTHER EXECUTIVE DIRECTORS

- 30.1 The Non-Executive Directors shall appoint or remove the Chief Executive.
- 30.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.
- 30.3 The initial Chief Executive is to be appointed in accordance with paragraph 31 below.
- 30.4 A committee consisting of the Chair, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

31 BOARD OF DIRECTORS – APPOINTMENT AND REMOVAL OF INITIAL CHIEF EXECUTIVE

- 31.1 The Non-Executive Directors shall appoint the chief officer of the Applicant Trust as the initial Chief Executive of the Trust, if he wishes to be appointed.
- 31.2 The appointment of the chief officer of the Applicant Trust as the initial Chief Executive of the Trust shall not require the approval of the Council of Governors.

32 BOARD OF DIRECTORS – DISQUALIFICATION

- 32.1 The following may not become or continue as a member of the Board of Directors:
 - 32.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
 - 32.1.2 a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986);
 - 32.1.3 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; and/or
 - 32.1.4 a person who within the preceding five years has been convicted in the British Isles or any foreign country 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.

33 BOARD OF DIRECTORS – MEETINGS

- 33.1 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.
- 33.2 Before holding a meeting of the Board of Directors, 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 Council of Governors.

34 BOARD OF DIRECTORS – STANDING ORDERS

- 34.1 The Standing Orders for the Board of Directors are attached at Annex 8.

35 BOARD OF DIRECTORS – CONFLICTS OF INTEREST

- 35.1 The duties that a Director of the Trust has by virtue of being a Director include in particular:

- 35.1.1 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 (a "Conflict").
- 35.1.2 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
- 35.2 The duty referred to in sub-paragraph 35.1.1 above is not infringed if:
 - 35.2.1 the situation cannot reasonably be regarded as likely to give rise to a Conflict, or
 - 35.2.2 the matter has been authorised in accordance with the Constitution.
- 35.3 The duty referred to in paragraph 35.1.2 above is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a Conflict.
- 35.4 In paragraph 35.1.2 above, "third party" means a person other than:
 - 35.4.1 the Trust; or
 - 35.4.2 a person acting on its behalf.
- 35.5 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.
- 35.6 If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.
- 35.7 Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.
- 35.8 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.
- 35.9 A Director need not declare an interest:
 - 35.9.1 if the interest cannot reasonably be regarded as likely to give rise to a Conflict;
 - 35.9.2 if, or to the extent that, the Directors are already aware of the interest; or
 - 35.9.3 if, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered:
 - (a) by a meeting of the Board of Directors, or
 - (b) by a committee of the Directors appointed for the purpose under the Constitution.
- 35.10 A matter shall have been authorised for the purposes of paragraph 35.2.2 above if:
 - 35.10.1 the Directors, in accordance with the requirements set out in this paragraph 35.10, authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director (an "Interested Director") breaching his duty under paragraph 35.1.1 above to avoid Conflicts:
 - (a) the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of this Constitution;

- (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other Interest Director; and
- (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's and any other Interested Director's vote had not been counted.

35.10.2 Any authorisation of a Conflict under this paragraph 35.10 may (whether at the time of giving the authorisation or subsequently):

- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
- (b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
- (c) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
- (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
- (e) provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a Director of the Trust) information that is confidential to a third party, he will not be obliged to disclose that information to the Board of Directors, or to use it in relation to the Trust's affairs where to do so would amount to a breach of that confidence; and
- (f) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.

35.11 Where the Directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict.

35.12 The Directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation in accordance with the terms of such authorisation.

35.13 A Director is not required, by reason of being a Director, to account to the Trust for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

36 BOARD OF DIRECTORS – REMUNERATION AND TERMS OF OFFICE

36.1 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.

36.2 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.

37 REGISTERS

37.1 The Trust shall have:

37.1.1 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;

37.1.2 a register of Governors;

37.1.3 a register of interests of Governors;

37.1.4 a register of Directors; and

37.1.5 a register of interests of the Directors.

38 ADMISSION TO AND REMOVAL FROM THE REGISTERS

38.1 In all cases where a person ceases to be a Member of the Trust, the Secretary shall cause that person's name to be removed from the register of Members forthwith and that person's membership shall cease.

39 REGISTERS – INSPECTION AND COPIES

39.1 The Trust shall make the registers specified in paragraph 37 above available for inspection by members of the public, except in the circumstances set out below in paragraph 39.2 below, or as otherwise prescribed by regulations.

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

39.2.1 any Member of the Service Users and Carers' Constituency; or

39.2.2 any other Member of the Trust, if he so requests.

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

39.3.1 they are, subject to paragraph 39.4 below, to be available for inspection free of charge at all reasonable times; and

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

39.4 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.

40 DOCUMENTS AVAILABLE FOR PUBLIC INSPECTION

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

40.1.1 a copy of the current Constitution;

40.1.2 a copy of the latest Annual Accounts and of any report of the Auditor on them; and

40.1.3 a copy of the latest Annual Report.

40.2 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:

- 40.2.1 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;
 - 40.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act;
 - 40.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act;
 - 40.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act;
 - 40.2.5 a copy of any statement provided under section 65F(administrator's draft report) of the 2006 Act;
 - 40.2.6 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;
 - 40.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act;
 - 40.2.8 a copy of any final report published under section 65I (administrator's final report);
 - 40.2.9 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; and
 - 40.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.
- 40.3 Subject to paragraph 40.4 below, any person who requests a copy of or extract from any of the above documents is to be provided with a copy.
- 40.4 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.

41 AUDITOR

- 41.1 The Trust shall have an Auditor.
- 41.2 The Council of Governors shall appoint or remove the Auditor at a general meeting of the Council of Governors.

42 AUDIT COMMITTEE

- 42.1 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.

43 ACCOUNTS

- 43.1 The Trust must keep proper accounts and proper records in relation to the accounts.
- 43.2 Monitor may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

- 43.3 The accounts are to be audited by the Auditor.
- 43.4 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.
- 43.5 The functions of the Trust with respect to the preparation of the Annual Accounts shall be delegated to the Accounting Officer.

44 ANNUAL REPORT AND FORWARD PLANS AND NON-NHS WORK

- 44.1 The Trust shall prepare an Annual Report and send it to Monitor.
- 44.2 The Trust shall give information as to its forward planning in respect of each Financial Year to Monitor ("the Forward Plan").
- 44.3 The Forward Plan shall be prepared by the Board of Directors.
- 44.4 In preparing the Forward Plan, the Board of Directors shall have regard to the views of the Council of Governors.
- 44.5 Each Forward Plan must include information about –
- 44.5.1 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
 - 44.5.2 the income it expects to receive from doing so.
- 44.6 Where a Forward Plan contains a proposal that the Trust carry on an activity of a kind mentioned in paragraph 44.5.1 above, the Council of Governors must –
- 44.6.1 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
 - 44.6.2 notify the Board of Directors of the Trust of its determination.
- 44.7 The Trust may implement a proposal 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 only if more than half of the members of the Council of Governors of the Trust present and voting at a meeting of the Council of Governors approve the implementation of the proposal.

45 PRESENTATION OF THE ANNUAL ACCOUNTS AND REPORTS TO THE GOVERNORS AND MEMBERS

- 45.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:
- 45.1.1 the Annual Accounts;
 - 45.1.2 any report of the Auditor on them; and
 - 45.1.3 the Annual Report.

46 INSTRUMENTS

- 46.1 The Trust shall have a seal.
- 46.2 The seal shall not be affixed except under the authority of the Board of Directors.

47 AMENDMENT OF THE CONSTITUTION

- 47.1 The Trust may make an amendment of its Constitution only if:
- 47.1.1 more than half of the members of the Council of Governors of the Trust present and voting at a meeting of the Council of Governors approve the amendments, and
 - 47.1.2 more than half of the members of the Board of Directors of the Trust present and voting at a meeting of the Board of Directors approve the amendments.
- 47.2 Amendments made under paragraph 47.1 above 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.
- 47.3 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):
- 47.3.1 at least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment, and
 - 47.3.2 the Trust must give the Members present at the meeting an opportunity to vote on whether they approve the amendment.
- 47.4 If more than half of the Members present and voting at the Annual Members Meeting 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.
- 47.5 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.

48 MERGERS ETC. AND SIGNIFICANT TRANSACTIONS

- 48.1 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.
- 48.2 The Trust may enter into a Significant Transaction only if more than half of the members of the Council of Governors present and voting at meeting of the Council of Governors approve entering into the transaction.

49 DISPUTE RESOLUTION PROCEDURE

Membership disputes

- 49.1 In the event of any dispute about the entitlement to membership the dispute shall be referred to the Secretary who shall make a determination on the point in issue. If the Member is aggrieved at the decision of the Secretary he may appeal in writing within fourteen (14) days of the Secretary's decision to the Council of Governors whose decision shall be final.

Directorship disputes

- 49.2 In the event of any dispute in relation to directorship or meetings of the Board of Directors the dispute shall be referred to the Secretary who shall make a determination on the point in issue. If the dispute remains unresolved, or if the Director is aggrieved at the decision of the Secretary, he may refer the matter to the Chair whose decision shall be final and binding except in the case of manifest error.

Disputes between the Council of Governors and the Board of Directors

- 49.3 In the event of dispute between the Council of Governors and the Board of Directors:
- 49.3.1 in the first instance the Chair on advice of the Secretary, and such other advice as the Chair may see fit to obtain, shall seek to resolve the dispute;
 - 49.3.2 if the Chair is unable to resolve the dispute he shall appoint a special committee comprising equal numbers of Directors and Governors to consider the circumstances and to make recommendations to the Council of Governors and the Board of Directors with a view to resolving the dispute; and
 - 49.3.3 if the recommendations (if any) of the special committee are unsuccessful in resolving the dispute, the Chair may refer the dispute back to an external mediator appointed by an organisation selected by him.

50 INTERPRETATION AND DEFINITIONS

- 50.1 Unless the contrary intention appears or the context otherwise requires, words or expressions contained in this Constitution bear the same meaning as in the 2006 Act (as amended).
- 50.2 References in this Constitution to legislation include all amendments, replacements, or re-enactments made.
- 50.3 Headings are for ease of reference only and are not to affect interpretation.
- 50.4 Words importing the masculine gender only shall include the feminine gender; words importing the singular shall include the plural and vice-versa.
- 50.5 Any reference to any organisation shall include a reference to any successor in title or any organisation or entity which has taken over its functions or responsibilities.
- 50.6 In this Constitution:
- "the 1983 Act"** is the Mental Health Act 1983;
 - "the 2006 Act"** is the National Health Service Act 2006 (as amended);
 - "the 2012 Act"** is the Health and Social Care Act 2012;
 - "Accounting Officer"** is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 of the 2006 Act;
 - "Annual Accounts"** means those accounts prepared by the Trust pursuant to Schedule 7 of the 2006 Act;
 - "Annual Members' Meeting"** has the meaning ascribed to it in paragraph 11.1 of the Constitution;
 - "Annual Report"** means a report prepared by the Trust pursuant to paragraph 26 of Schedule 7 of the 2006 Act;
 - "Applicant Trust"** means the South London and Maudsley NHS Trust which made the application to become the Trust;
 - "Appointed Governor"** means a Local Authority Governor, or a Partnership Governor;
 - "Appointing Organisation"** means an organisation that may appoint an Appointed Governor and which is listed in Annex 4 of the Constitution;

"Auditor" means the auditor of the Trust appointed by the Council of Governors pursuant to paragraph 41 of the Constitution;

"Audit Committee" means a committee of the Board of Directors as established pursuant to paragraph 42 of the Constitution;

"Authorisation" means the authorisation issued to the Trust by Monitor under section 35 of the 2006 Act;

"Board of Directors" means the Board of Directors of the Trust as constituted in accordance with this Constitution;

"Chair" means the chairman of the Trust, and "Chair" shall be construed accordingly;

"Clear Day" means a day of the week not including a Saturday, Sunday or public holiday;

"Chief Executive" means the Chief Executive of the Trust;

"Constitution" means this constitution and all annexes hereto;

"Council of Governors" means the Council of Governors as constituted in accordance with this Constitution;

"Director" means a member of the Board of Directors and include both Executive Directors and Non-Executive Directors;

"Elected Governor" means a Governor elected by the Public Constituencies, the Staff Constituency or classes of the Service Users and Carers' Constituency (as relevant);

"Executive Director" means an executive member of the Board of Directors of the Trust;

"Financial Year" means (a) the period beginning with the date on which the Trust is authorised and ending on the next 31st March, and (b) each subsequent period of twelve months beginning with 1st April;

"Forward Plan" means the document prepared by the Trust pursuant to paragraph 27 of Schedule 7 of the 2006 Act;

"Governor" means a member of the Council of Governors, including both Elected Governors and Appointed Governors;

"Health Service Body" shall have the meaning ascribed to 'NHS body' in Section 275 of the 2006 Act;

"Licence" means the licence issued to the Trust under section 88 of the 2012 Act;

"Local Authority Governor" means a member of the Council of Governors appointed by one or more local authorities whose areas includes the whole or part of the area of the Trust;

"Member" means a member of the Trust and the term "membership" shall be construed accordingly;

"Model Rules for Election" means the rules set out at Annex 5 of this Constitution;

"Monitor" is the body corporate known as Monitor, as provided by Section 61 of the 2012 Act;

"Non-Executive Director" means a non-executive member of the Board of Directors of the Trust including the Chair;

"Officer" means an employee of the Trust or any other person holding paid appointment or office with the Trust;

"Partnership Governor" means a member of the Council of Governors appointed by a Partnership Organisation;

"Partnership Organisation" means an organisation that may appoint Partnership Governors and which is listed at Annex 4 of this Constitution;

"Public Constituency" has the meaning ascribed to it in paragraph 6.2 of the Constitution;

"Regulatory Framework" means the 2006 Act, this Constitution and the Licence;

"Secretary" means the Secretary of the Trust or any other person appointed by the Trust to perform the duties of the Secretary of the Trust, including a joint, assistant or deputy Secretary or such other person as may be appointed by the Trust to perform the functions of the Secretary under this Constitution;

"Service Users and Carers' Constituency" has the meaning ascribed to in paragraph 9.3 of the Constitution;

"Significant Transaction" has the meaning ascribed to it in Annex 10;

"Staff Constituency" has the meaning ascribed to it in paragraph 7.3 of the Constitution;

"Standing Orders" means the Standing Orders for the Council of Governors and/or the Standing Orders for the Board of Directors (as relevant), and "SOs" shall be construed accordingly;

"Trust" means South London and Maudsley NHS Foundation Trust.;

"Trust Headquarters" means the Maudsley Hospital, Denmark Hill, London, SE5 8AZ;

"Voluntary Organisation" means a body, other than a public or local authority, the activities of which are not carried out for profit; and

"Vice-Chair" means a Non-Executive Director appointed to this position under SO 3.4 or 3.5 of the Standing Orders for the Board of Directors.

ANNEX 1 – THE PUBLIC CONSTITUENCIES
(Paragraph 6)

1 THE PUBLIC CONSTITUENCIES

1.1 Up to and including 12 November 2014, there shall be the following Public Constituencies:

Area	Minimum number of Members
The electoral areas covered by London, Borough of Croydon, Lambeth, Lewisham and Southwark	50
The rest of England	50

1.2 On 13 November 2014, provided that the individuals are eligible to join the Public Constituency listed below, the following shall take place:

1.2.1 the Public Constituencies listed in paragraph 1.1 above shall be amalgamated to create a new Public Constituency; and

1.2.2 Members of the Public Constituencies listed in paragraph 1.1 above shall be allocated by the Secretary to the new Public Constituency.

1.3 The new Public Constituency referred to in paragraph 1.2 above is as follows:

Area	Minimum number of Members
All electoral areas included within the country of England	100

ANNEX 2- THE STAFF CONSTITUENCY
(Paragraph 7)

Minimum number of Members: 100

ANNEX 3 – THE SERVICE USERS AND CARER' CONSTITUENCY
(Paragraph 9)

Class	Minimum number of Members
Service users residing in the electoral areas covered by the London Boroughs of Croydon, Lambeth, Lewisham and Southwark	50
Service users residing elsewhere	50
Carers	50

ANNEX 4 – COMPOSITION OF THE COUNCIL OF GOVERNORS
(Paragraph 12)

The Composition of the Council of Governors shall be as follows:

1 COMPOSITION

1.1 The Council of Governors shall comprise:

1.1.1 9 public Governors up to and including 12 November 2014 comprised of:

- (a) 6 Governors elected by the Public Constituency in London Boroughs of Croydon, Lambeth, Lewisham and Southwark; and
 - (b) 3 Governors elected by the Public Constituency for the rest of England; and
- thereafter, 9 public Governors elected by the Public Constituency;

1.1.2 6 staff Governors;

1.1.3 12 service users and carers' Governors up to and including 12 November 2014 comprised of:

- (a) 6 Governors elected by the service users residing in the electoral areas covered by the London Boroughs of Croydon, Lambeth, Lewisham and Southwark class;
- (b) 3 Governors elected by the service users residing elsewhere class; and
- (c) 3 Governors elected by the carers class; and

thereafter 9 service users and carers' Governors comprised of:

- (d) 8 Governors elected by the service users residing in the electoral areas covered by the London Boroughs of Croydon, Lambeth, Lewisham and Southwark class;
- (e) 1 Governor elected by the service users residing elsewhere class; and
- (f) 3 Governor elected by the carers' class.

1.1.4 4 Local Authority Governors;

1.1.5 9 Partnership Governors.

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

1.1.6 NHS Croydon Clinical Commissioning Group;

1.1.7 NHS Lambeth Clinical Commissioning Group;

1.1.8 NHS Lewisham Clinical Commissioning Group;

1.1.9 NHS Southwark Clinical Commissioning Group;

1.1.10 NHS England (London);

1.1.11 Guy's and St Thomas' NHS Foundation Trust;

1.1.12 King's College Hospital NHS Trust;

1.1.13 King's College London; and

1.1.14 **Eligible national charities:**

- (a) Depression Alliance;
- (b) Richmond Fellowship;
- (c) King's Fund;
- (d) Rethink;
- (e) Manic Depression Fellowship;
- (f) Sainsbury Centre for Mental Health;
- (g) Mencap;
- (h) SANE;
- (i) Mental Health Foundation;
- (j) Together;
- (k) MIND;
- (l) Turning Point; and
- (m) Alzheimer's Society.

2 APPOINTED GOVERNORS

2.1 Local Authority Governors

2.1.1 London Borough of Croydon, London Borough of Lambeth, London Borough of Lewisham and London Borough of Southwark may each appoint one (1) Local Authority Governor by notice in writing signed by the chief executive of local authorities and delivered to the Secretary.

2.2 Partnership Governors

2.2.1 NHS Croydon Clinical Commissioning Group, NHS Lambeth Clinical Commissioning Group, NHS Lewisham Clinical Commissioning Group, NHS Southwark Clinical Commissioning Group, NHS England (London), Guy's and St Thomas' NHS Foundation Trust, King's College Hospital NHS Trust, King's College London and any one (1) of the eligible national charities listed in paragraph 1.1.14 (a) to (m) above may each appoint one (1) Partnership Governor by notice in writing signed by the chief executive/chief officer (as appropriate) and delivered to the Secretary.

ANNEX 5 – THE MODEL RULES FOR ELECTION
(Paragraph 13)

Part 1 – Interpretation

1 Interpretation

Part 2 – Timetable for election

2 Timetable
3 Computation of time

Part 3 – Returning officer

4 Returning officer
5 Staff
6 Expenditure
7 Duty of co-operation

Part 4 – Stages common to contested and uncontested elections

8 Notice of election
9 Nomination of candidates
10 Candidate's consent and particulars
11 Declaration of interests
12 Declaration of eligibility
13 Signature of candidate
14 Decisions as to validity of nomination papers
15 Publication of statement of nominated candidates
16 Inspection of statement of nominated candidates and nomination papers
17 Withdrawal of candidates
18 Method of election

Part 5 – Contested elections

19 Poll to be taken by ballot
20 The ballot paper
21 The declaration of identity

Action to be taken before the poll

22 List of eligible voters
23 Notice of poll
24 Issue of voting documents
25 Ballot paper envelope and covering envelope

The poll

26 Eligibility to vote
27 Voting by persons who require assistance
28 Spoilt ballot papers
29 Lost ballot papers
30 Issue of replacement ballot paper
31 Declaration of identity for replacement ballot papers

Procedure for receipt of envelopes

32 Receipt of voting documents
33 Validity of ballot paper

- 34 Declaration of identity but no ballot paper
- 35 Sealing of packets

Part 6 – Counting the votes

- 36 Interpretation of Part 6
- 37 Arrangements for counting of the votes
- 38 The count
- 39 Rejected ballot papers
- 40 First stage
- 41 The quota
- 42 Transfer of votes
- 43 Supplementary provisions on transfer
- 44 Exclusion of candidates
- 45 Filling of last vacancies
- 46 Order of election of candidates

Part 7 – Final proceedings in contested and uncontested elections

- 47 Declaration of result for contested elections
- 48 Declaration of result for uncontested elections

Part 8 – Disposal of documents

- 49 Sealing up of documents relating to the poll
- 50 Delivery of documents
- 51 Forwarding of documents received after close of the poll
- 52 Retention and public inspection of documents
- 53 Application for inspection of certain documents relating to election

Part 9 – Death of a candidate during a contested election

- 54 Countermand or abandonment of poll on death of candidate

Part 10 – Election expenses and publicity

Expenses

- 55 Expenses incurred by candidates
- 56 Expenses incurred by other persons
- 57 Personal, travelling, and administrative expenses

Publicity

- 58 Publicity about election by the corporation
- 59 Information about candidates for inclusion with voting documents
- 60 Meaning of “for the purposes of an election”

Part 11 – Questioning elections and irregularities

- 61 Application to question an election

Part 12 – Miscellaneous

- 62 Secrecy
- 63 Prohibition of disclosure of vote
- 64 Disqualification
- 65 Delay in postal service through industrial action or unforeseen event

Part 1 – Interpretation

1 Interpretation –

- (1) In these rules, unless the context otherwise requires:
- “**corporation**” means the public benefit corporation subject to this Constitution;
- “**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;
- “**the regulator**” means the Independent Regulator for NHS Foundation Trusts; and
- “**the 2006 Act**” means the National Health Service Act 2006.
- (2) Other expressions used in these rules and in Schedule 7 to the National Health Service Act 2006 have the same meaning in these rules as in that Schedule.

Part 2 – Timetable for election

2 Timetable –

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 papers 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 –

- (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.

- (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 –**

- (1) Subject to rule 64, the returning officer for an election is to be appointed by the corporation.
- (2) Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

5 **Staff –** Subject to rule 64, the returning officer may appoint and pay such staff, including such technical advisers, as the individual considers necessary for the purposes of the election.

6 **Expenditure –** The corporation is to pay the returning officer:

- (a) any expenses incurred by that officer in the exercise of the individual's functions under these rules;
- (b) such remuneration and other expenses as the corporation may determine.

7 **Duty of co-operation –** The corporation is to co-operate with the returning officer in the exercise of the individual's functions under these rules.

Part 4 - Stages common to contested and uncontested elections

8 **Notice of election –** 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 Governors of the Council of Governors to be elected from that constituency, or class within that constituency;
- (c) the details of any nomination committee that has been established by the corporation;
- (d) the address and times at which nomination papers may be obtained;
- (e) the address for return of nomination papers and the date and time by which they must be received by the returning officer;
- (f) the date and time by which any notice of withdrawal must be received by the returning officer;
- (g) the contact details of the returning officer; and
- (h) the date and time of the close of the poll in the event of a contest.

9 **Nomination of candidates –**

- (1) Each candidate must nominate themselves on a single nomination paper.
- (2) The returning officer:
 - (a) is to supply any member of the corporation with a nomination paper; and
 - (b) is to prepare a nomination paper for signature at the request of any member of the corporation,

but it is not necessary for a nomination to be on a form supplied by the returning officer.

10 **Candidate's particulars –**

- (1) The nomination paper must state the candidate's:

- (a) full name;
- (b) contact address in full; and
- (c) constituency, or class within a constituency, of which the candidate is a member.

11 **Declaration of interests** – The nomination paper must state:

- (a) any financial interest that the candidate has in the corporation; and
 - (b) whether the candidate is a member of a political party, 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** – The nomination paper must include a declaration made by the candidate:

- (a) that the individual is not prevented from being a Governor of the Council of Governors by paragraph 8 of Schedule 1 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 the individual's 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** – The nomination paper must be signed and dated by the candidate, 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.

14 **Decisions as to the validity of nomination** –

- (1) Where a nomination paper 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 paper 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.
- (2) The returning officer is entitled to decide that a nomination paper 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 papers, 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, as required by rule 13.

- (3) The returning officer is to examine each nomination paper as soon as is practicable after the individual has received it, and decide whether the candidate has been validly nominated.
- (4) Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination paper, stating the reasons for their decision.
- (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 paper.

15 Publication of statement of candidates –

- (1) The returning officer is to prepare and publish a statement showing the candidates who are standing for election.
- (2) The statement must show:
 - (a) the name, contact address, 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 paper.
- (3) The statement must list the candidates standing for election in alphabetical order by surname.
- (4) The returning officer must send a copy of the statement of candidates and copies of the nomination papers to the corporation as soon as is practicable after publishing the statement.

16 Inspection of statement of nominated candidates and nomination papers –

- (1) The corporation is to make the statements of the candidates and the nomination papers supplied by the returning officer under rule 15(4) available for inspection by members of the public free of charge at all reasonable times.
- (2) If a person requests a copy or extract of the statements of candidates or their nomination papers, the corporation is to provide that person with the copy or extract free of charge.

17 Withdrawal of candidates – 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 –

- (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 Board of Governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.
- (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 Board of Governors, those candidates are to be declared elected in accordance with Part 7 of these rules.
- (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 Board 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 them in consultation with the corporation.

Part 5 – Contested elections

19 **Poll to be taken by ballot –**

- (1) The votes at the poll must be given by secret ballot.
- (2) The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.

20 **The ballot paper –**

- (1) The ballot of each voter 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.
- (2) Every ballot paper must specify:
 - (a) the name of the corporation;
 - (b) the constituency, or class within a constituency, for which the election is being held;
 - (c) the number of Governors 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;
 - (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.
- (3) Each ballot paper must have a unique identifier.
- (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) –**

- (1) In respect of an election for a public or patient constituency a declaration of identity must be issued with each ballot paper.
- (2) The declaration of identity is to include a declaration:
 - (a) that the voter is the person to whom the ballot paper was addressed;
 - (b) that the voter has not marked or returned any other voting paper in the election; and
 - (c) for a member of the public or patient constituency, of the particulars of that member's qualification to vote as a member of the constituency or class within a constituency for which the election is being held.
- (3) The declaration of identity is to include space for:

- (a) the name of the voter;
 - (b) the address of the voter;
 - (c) the voter's signature; and
 - (d) the date that the declaration was made by the voter.
- (4) The voter must be required to return the declaration of identity together with the ballot paper.
- (5) The declaration of identity must caution the voter that, if it is not returned with the ballot paper, or if it is returned without being correctly completed, the voter's ballot paper may be declared invalid.

Action to be taken before the poll

22 List of eligible voters –

- (1) The corporation 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 26 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.
- (2) The list is to include, for each member, a mailing address where the individual's ballot paper is to be sent.

23 Notice of poll – The returning officer is to publish a notice of the poll stating:

- (a) the name of the corporation;
- (b) the constituency, or class within a constituency, for which the election is being held;
- (c) the number of Governors of the Council of Governors to be elected from that constituency, or class with that constituency;
- (d) the names, contact addresses, 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 address for return of the ballot papers, and the date and time of the close of the poll;
- (g) the address and final dates for applications for replacement ballot papers; and
- (h) the contact details of the returning officer.

24 Issue of voting documents by returning officer –

- (1) 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 documents to each member of the corporation named in the list of eligible voters:
 - (a) a ballot paper and ballot paper envelope;
 - (b) a declaration of identity (if required);
 - (c) information about each candidate standing for election, pursuant to rule 59 of these rules; and
 - (d) a covering envelope.

- (2) The documents are to be sent to the mailing address for each member, as specified in the list of eligible voters.

25 Ballot paper envelope and covering envelope –

- (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.
- (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.
- (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 declaration of identity if required; and
 - (b) the ballot paper envelope, with the ballot paper sealed inside it.

The poll

- 26 Eligibility to vote –** An individual who becomes a member of the corporation on or before the closing date for the receipt of nominations by candidates for the election, is eligible to vote in that election.

27 Voting by persons who require assistance –

- (1) The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.
- (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 the individual considers necessary to enable that voter to vote.

28 Spoilt ballot papers –

- (1) If a voter has dealt with the individual's ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to a "spoilt ballot paper"), that voter may apply to the returning officer for a replacement ballot paper.
- (2) On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if the individual can obtain it.
- (3) The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless the individual:
 - (a) is satisfied as to the voter's identity; and
 - (b) has ensured that the declaration of identity, if required, has not been returned.
- (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 spoiled ballot paper (if that officer was able to obtain it); and
- (c) the details of the unique identifier of the replacement ballot paper.

29 Lost ballot papers –

- (1) Where a voter has not received the individual's ballot paper by the fourth day before the close of the poll, that voter may apply to the returning officer for a replacement ballot paper.
- (2) The returning officer may not issue a replacement ballot paper for a lost ballot paper unless the individual:
 - (a) is satisfied as to the voter's identity;
 - (b) has no reason to doubt that the voter did not receive the original ballot paper; and
 - (c) has ensured that the declaration of identity if required has not been returned.
- (3) After issuing a replacement ballot paper for a lost ballot paper, the returning officer shall enter in a list ("the list of lost ballot papers"):
 - (a) the name of the voter; and
 - (b) the details of the unique identifier of the replacement ballot paper.

30 Issue of replacement ballot paper –

- (1) If a person applies for a replacement ballot paper under rule 28 or 29 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 a replacement ballot paper unless, in addition to the requirements imposed rule 28(3) or 29(2), the individual 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.
- (2) After issuing a replacement ballot paper under this rule, the returning officer shall enter in a list ("the list of tendered ballot papers"):
 - (a) the name of the voter; and
 - (b) the details of the unique identifier of the replacement ballot paper issued under this rule.

31 Declaration of identity for replacement ballot papers (public and patient constituencies) –

- (1) In respect of an election for a public or patient constituency a declaration of identity must be issued with each replacement ballot paper.
- (2) The declaration of identity is to include a declaration:
 - (a) that the voter has not voted in the election with any ballot paper other than the ballot paper being returned with the declaration; and
 - (b) of the particulars of that member's qualification to vote as a member of the public or patient constituency, or class within a constituency, for which the election is being held.
- (3) The declaration of identity is to include space for:
 - (a) the name of the voter;

- (b) the address of the voter;
 - (c) the voter's signature, and the date that the declaration was made by the voter.
- (4) The voter must be required to return the declaration of identity together with the ballot paper.
- (5) The declaration of identity must caution the voter that if it is not returned with the ballot paper, or if it is returned without being correctly completed, the replacement ballot paper may be declared invalid.

Procedure for receipt of envelopes

32 **Receipt of voting documents –**

- (1) Where the returning officer receives a:
- (a) covering envelope; or
 - (b) any other envelope containing a declaration of identity (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 33 and 34 are to apply.
- (2) The returning officer may open any ballot paper envelope for the purposes of rules 33 and 34, 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.
- (3) The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

33 **Validity of ballot paper –**

- (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 a declaration of identity (if required) that has been correctly completed, signed, and dated.
- (2) Where the returning officer is satisfied that paragraph (1) has been fulfilled, the individual is to:
- (a) put the declaration of identity (if required) in a separate packet; and
 - (b) put the ballot paper aside for counting after the close of the poll.
- (3) Where the returning officer is not satisfied that paragraph (1) has been fulfilled, the individual is to:
- (a) mark the ballot paper "disqualified";
 - (b) if there is a declaration of identity accompanying the ballot paper, mark it as "disqualified" and attach it the ballot paper;
 - (c) record the unique identifier on the ballot paper in a list (the "list of disqualified documents"); and

(d) place the document or documents in a separate packet.

34 **Declaration of identity but no ballot paper (public and patient constituency)** – Where the returning officer receives a declaration of identity (if required) but no ballot paper, the returning officer is to:

- (a) mark the declaration of identity “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 declaration of identity in a separate packet.

35 **Sealing of packets** – As soon as is possible after the close of the poll and after the completion of the procedure under rules 33 and 34, the returning officer is to seal the packets containing:

- (a) the disqualified documents, together with the list of disqualified documents inside it;
- (b) any declarations of identity;
- (c) the list of spoiled ballot papers;
- (d) the list of lost ballot papers;
- (e) the list of eligible voters; and
- (f) the list of tendered ballot papers.

Part 6 - Counting the votes

36 **Interpretation of Part 6** – In Part 6 of these rules:

“**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 paper:

- (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 44(4) below;

“**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 41 below;

“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 papers 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 paper” means a ballot paper 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 paper on which a second or subsequent preference is recorded for the candidate to whom that paper has been transferred; and

“transfer value” means the value of a transferred vote calculated in accordance with paragraph (4) or (7) of rule 42 below.

37 **Arrangements for counting of the votes** – The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

38 **The count** –

- (1) The returning officer is to:
- (a) count and record the number of ballot papers that have been returned; and
- (b) count the votes according to the provisions in this Part of the rules.
- (2) The returning officer, while counting and recording the number of ballot papers 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.
- (3) The returning officer is to proceed continuously with counting the votes as far as is practicable.

39 **Rejected ballot papers** –

- (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.

- (2) The returning officer is to endorse the word “rejected” on any ballot paper which under this rule is not to be counted.
- (3) The returning officer is to draw up a statement showing the number of ballot papers rejected by them under each of the subparagraphs (a) to (d) of paragraph (1).

40 First stage –

- (1) The returning officer is to sort the ballot papers into parcels according to the candidates for whom the first preference votes are given.
- (2) The returning officer is to then count the number of first preference votes given on ballot papers for each candidate, and is to record those numbers.
- (3) The returning officer is to also ascertain and record the number of valid ballot papers.

41 The quota –

- (1) The returning officer is to divide the number of valid ballot papers by a number exceeding by one the number of members to be elected.
- (2) The result, increased by one, of the division under paragraph (1) above (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”).
- (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 paragraphs (1) to (3) of rule 44 has been complied with.

42 Transfer of votes –

- (1) Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot papers 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 papers for any continuing candidate; or
 - (b) where no such preference is given, as the sub-parcel of non-transferable votes.
- (2) The returning officer is to count the number of ballot papers in each parcel referred to in paragraph (1) above.
- (3) The returning officer is, in accordance with this rule and rule 43 below, to transfer each sub-parcel of ballot papers referred to in paragraph (1)(a) to the candidate for whom the next available preference is given on those papers.
- (4) The vote on each ballot paper transferred under paragraph (3) above 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 papers on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).
- (5) Where at the end of any stage of the count involving the transfer of ballot papers, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot papers 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 papers for any continuing candidate; or
 - (b) where no such preference is given, as the sub-parcel of non-transferable votes.
- (6) The returning officer is, in accordance with this rule and rule 43 below, to transfer each sub-parcel of ballot papers referred to in paragraph (5)(a) to the candidate for whom the next available preference is given on those papers.
- (7) The vote on each ballot paper transferred under paragraph (6) shall be at:
- (a) a transfer value calculated as set out in paragraph (4)(b) above; 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.
- (8) Each transfer of a surplus constitutes a stage in the count.
- (9) Subject to paragraph (10), the returning officer shall proceed to transfer transferable papers until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.
- (10) Transferable papers 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.
- (11) This rule does not apply at an election where there is only one vacancy.

43 Supplementary provisions on transfer –

- (1) If, at any stage of the count, two or more candidates have surpluses, the transferable papers 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 papers 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 papers of the candidate on whom the lot falls shall be transferred first.

- (2) The returning officer shall, on each transfer of transferable papers under rule 42 above:
 - (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.
- (3) All ballot papers transferred under rule 42 or 44 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 paper or, as the case may be, all the papers in that sub-parcel.
- (4) Where a ballot paper is so marked that it is unclear to the returning officer at any stage of the count under rule 42 or 44 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot paper as a non-transferable vote; and votes on a ballot paper 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.

44 Exclusion of candidates –

- (1) If:
 - (a) all transferable papers which under the provisions of rule 42 above (including that rule as applied by paragraph (11) below) and this rule are required to be transferred, have been transferred; and
 - (b) subject to rule 45 below, 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 paragraph (12) below applies, the candidates with the then lowest votes).
- (2) The returning officer shall sort all the ballot papers on which first preference votes are given for the candidate or candidates excluded under paragraph (1) above into two sub-parcels so that they are grouped as:
 - (a) ballot papers on which a next available preference is given; and
 - (b) ballot papers on which no such preference is given (thereby including ballot papers on which preferences are given only for candidates who are deemed to be elected or are excluded).
- (3) The returning officer shall, in accordance with this rule and rule 43 above, transfer each sub-parcel of ballot papers referred to in paragraph (2)(a) above to the candidate for whom the next available preference is given on those papers.

- (4) The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.
- (5) If, subject to rule 45 below, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable papers, if any, which had been transferred to any candidate excluded under paragraph (1) above into sub-parcels according to their transfer value.
- (6) The returning officer shall transfer those papers in the sub-parcel of transferable papers with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those papers (thereby passing over candidates who are deemed to be elected or are excluded).
- (7) The vote on each transferable paper transferred under paragraph (6) above shall be at the value at which that vote was received by the candidate excluded under paragraph (1) above.
- (8) Any papers on which no next available preferences have been expressed shall be set aside as non-transferable votes.
- (9) After the returning officer has completed the transfer of the ballot papers in the sub-parcel of ballot papers with the highest transfer value the individual shall proceed to transfer in the same way the sub-parcel of ballot papers with the next highest value and so on until the individual has dealt with each sub-parcel of a candidate excluded under paragraph (1) above.
- (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.
- (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 paragraphs (5) to (10) of rule 42 and rule 43.
- (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.
- (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.

45 Filling of last vacancies –

- (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.
- (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.
- (3) Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

46 Order of election of candidates –

- (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 42(10) above.
- (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 the individual obtained the quota.
- (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.
- (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

47 Declaration of result for contested elections –

- (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 the individual has declared elected:
 - (i) where the election is held under a proposed Constitution pursuant to powers conferred on the South London and Maudsley 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 corporation,
 - and
 - (c) give public notice of the name of each candidate who the individual has declared elected.
- (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 39(1), available on request.

48 **Declaration of result for uncontested elections** – 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 the individual has declared elected to the Chair of the corporation; and
- (c) give public notice of the name of each candidate who the individual has declared elected.

Part 8 – Disposal of documents

49 **Sealing up of documents relating to the poll** –

- (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;
 - (b) the ballot papers endorsed with “rejected in part”;
 - (c) the rejected ballot papers; and
 - (d) the statement of rejected ballot papers.
- (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 declarations of identity;
 - (c) the list of spoiled ballot papers;
 - (d) the list of lost ballot papers;
 - (e) the list of eligible voters; and
 - (f) the list of tendered ballot papers.
- (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 corporation to which the election relates; and
- (d) the constituency, or class within a constituency, to which the election relates.

50 **Delivery of documents** – Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 49, the returning officer is to forward them to the Chair of the corporation.

51 **Forwarding of documents received after close of the poll** – 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 ballot papers are made too late to enable new ballot papers 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 corporation.

52 **Retention and public inspection of documents** –

- (1) The corporation 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 Regulator, cause them to be destroyed.
- (2) With the exception of the documents listed in rule 53(1), the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.
- (3) A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

53 **Application for inspection of certain documents relating to an election** –

- (1) The corporation may not allow the inspection of, or the opening of any sealed packet containing:
 - (a) any rejected ballot papers, including ballot papers rejected in part;
 - (b) any disqualified documents, or the list of disqualified documents;
 - (c) any counted ballot papers;
 - (d) any declarations of identity; or
 - (e) the list of eligible voters,

by any person without the consent of the Regulator.

- (2) A person may apply to the Regulator to inspect any of the documents listed in (1), and the Regulator 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.
- (3) The Regulator'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 corporation must only make the documents available for inspection in accordance with those terms and conditions.

(4) On an application to inspect any of the documents listed in paragraph (1):

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

the corporation must 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 the individual's vote was given; and
- (ii) that the regulator has declared that the vote was invalid.

Part 9 – Death of a candidate during a contested election

54 **Countermand or abandonment of poll on death of candidate –**

(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 papers 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 papers 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.

(2) The ballot papers which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot papers pursuant to rule 49(1)(a).

Part 10 – Election expenses and publicity

Election expenses

55 **Election expenses** – 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 to the regulator under Part 11 of these rules.

56 **Expenses and payments by candidates** – 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.

57 Election expenses incurred by other persons –

- (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 the individual's 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.
- (2) Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 58 and 59.

Publicity

58 Publicity about election by the corporation –

- (1) The corporation 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.
- (2) Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 59, 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.
- (3) Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation 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.

59 Information about candidates for inclusion with voting documents –

- (1) The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.
- (2) The information must consist of:
 - (a) a statement submitted by the candidate of no more than 250 words; and

- (b) a photograph of the candidate.

60 Meaning of “for the purposes of an election” –

- (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.
- (2) The provision by any individual of the individual’s own services voluntarily, on the individual’s 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

61 Application to question an election –

- (1) An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to the regulator.
- (2) An application may only be made once the outcome of the election has been declared by the returning officer.
- (3) An application may only be made to the Regulator by:
 - (a) a person who voted at the election or who claimed to have had the right to vote; or
 - (b) a candidate, or a person claiming to have had a right to be elected at the election.
- (4) The application must:
 - (a) describe the alleged breach of the rules or electoral irregularity; and
 - (b) be in such a form as the Regulator may require.
- (5) The application must be presented in writing within 21 days of the declaration of the result of the election.
- (6) If the Regulator requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.
- (7) The Regulator shall delegate the determination of an application to a person or persons to be nominated for the purpose of the Regulator.
- (8) The determination by the person or persons nominated in accordance with Rule 61(7) shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.
- (9) The Regulator may prescribe rules of procedure for the determination of an application including costs.

Part 12 – Miscellaneous

62 Secrecy –

- (1) The following persons:
 - (a) the returning officer; and

(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 corporation who has or has not been given a ballot paper or who has or has not voted;
- (ii) the unique identifier on any ballot paper;
- (iii) the candidate(s) for whom any member has voted.

(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.

(3) The returning officer is to make such arrangements as the individual thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

63 Prohibition of disclosure of vote –

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 the individual has voted.

64 Disqualification –

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 corporation;
- (b) an employee of the corporation;
- (c) a Director of the corporation; or
- (d) employed by or on behalf of a person who has been nominated for election.

65 Delay in postal service through industrial action or unforeseen event –

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 and declarations of identity,

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll, with the agreement of the Regulator.

ANNEX 6 – ADDITIONAL PROVISIONS: COUNCIL OF GOVERNORS
(Paragraph 17)

1 TERMINATION OF TENURE

1.1 If a Governor fails to attend any meeting of the Council of Governors for a consecutive period of twelve (12) months or alternatively for three (3) successive meetings of the Council of Governors, his tenure of office is to be immediately terminated by the Council of Governors unless the Council of Governors is satisfied that:

1.1.1 the absence was due to reasonable cause; and

1.1.2 that the Governor will be able to start attending meetings of the Council of Governors within such a period as it considers reasonable.

1.2 The Council of Governors may by a resolution terminate a Governors' tenure of office if for reasonable cause it considers that:

1.2.1 he is disqualified from becoming or continuing as a Member under this Constitution;

1.2.2 he has knowingly or recklessly made a false declaration for any purpose provided for under this Constitution or in the 2006 Act; or

1.2.3 his continuing as a Governor would or would be likely to:

(a) prejudice the ability of the Trust to fulfil its principal purpose or other of its purposes under this Constitution or otherwise to discharge its duties and functions; or

(b) harm the Trust's work with other persons or bodies with whom it is engaged or may be engaged in the provisions of goods and services; or

(c) adversely affect public confidence in the goods or services provided by the Trust; or

(d) otherwise bring the Trust into disrepute.

1.3 If a Governor is considered to have acted in a manner inconsistent with:

1.3.1 the Constitution; or

1.3.2 the Standing Orders for the Council of Governors; or

1.3.3 the Code of Conduct for the Council of Governors; or

1.3.4 he has failed to declare an interest as required by this Constitution or the Standing Orders for the Council of Governors or he has spoken or voted at a meeting on a matter in which he has an interest contrary to this Constitution or the Standing Orders for the Council of Governors, and in this paragraph "interest" includes a pecuniary and a non-pecuniary interest and in either case whether direct or indirect, and

he is adjudged to have so acted by a majority of not less than 75% of the members of the Council of Governors present and voting at a meeting of the Council of Governors then the Governor shall immediately vacate his office.

1.4 A person may not become or continue as a Governor if:

1.4.1 he is an Executive Director or Non-Executive Director of the Trust;

- 1.4.2 in the case of an Elected Governor he ceases to be a Member of the constituency or the class of a constituency by which he was elected;
- 1.4.3 in the case of an Appointed Governor the Appointing Organisation withdraws its appointment of them;
- 1.4.4 Monitor has exercised its powers to remove that person as a member of the Council of Governors or has suspended him from office or has disqualified him from holding office as a Governor of the Trust for a specified period, or Monitor has exercised any of those powers in relation to the person concerned at any other time whether in relation to the Trust or some other NHS foundation trust;
- 1.4.5 he has within the preceding two (2) years been dismissed, otherwise than by reason of redundancy, from any paid employment with a Health Service Body;
- 1.4.6 he is a person whose tenure of office as the Chair or as a Member or Director of a Health Service Body has been terminated on the grounds that his appointment was not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- 1.4.7 he has failed or refused to confirm in writing that he will abide by any Code of Conduct for the Council of Governors which the Trust shall have published from time to time;
- 1.4.8 he has his name removed from a list maintained under regulations pursuant to Sections 91, 106, 123, or 146 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and he has not subsequently had his name included in such a list and, due to the reason(s) for such removal, he is considered by the Trust to be unsuitable to be a Governor;
- 1.4.9 he has been confirmed as a 'vexatious complainant' in accordance with the relevant Trust policy for handling complaints;
- 1.4.10 he has refused without reasonable cause to undertake any training which the Trust and/or the Council of Governors require all Governors to undertake;
- 1.4.11 he is the subject of a sex offenders order and/or his name is included in the sex offenders register;
- 1.4.12 he has failed to repay (without good cause) any amount of monies properly owed to the Trust;
- 1.4.13 he is a person who, by reference to information revealed in a criminal record certificate or enhanced criminal record certificate issued by the Disclosure and Barring Service under Part V of the Police Act 1997, is considered by the Trust to be inappropriate on the grounds that his appointment might adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute;
- 1.4.14 he is included in any barred list established under the Safeguarding Vulnerable Groups Act 2006, or who is included in an equivalent list maintained under the law of Scotland or Northern Ireland;
- 1.4.15 he is a person who is the subject of a disqualification order made under the Company Directors' Disqualification Act 1986;
- 1.4.16 he has been subject to a prohibition order made under Section 56 of the Financial Services and Markets Act 2000;
- 1.4.17 the relevant Partnership Organisation which he represents ceases to exist;

- 1.4.18 he has received a written warning from the Trust for verbal and/or physical abuse towards Trust staff;
- 1.4.19 he has been involved in any act of violence against staff, service users, their carers, visitors or a Member of the Trust;
- 1.4.20 he has acted in a manner prejudicial to the interests of the Trust; and/or
- 1.4.21 he has been expelled from the post of governor of another NHS foundation trust.
- 1.4.22 The provisions of paragraph 2 of this Annex 6 apply to both Elected Governors and Appointed Governors and to those seeking election or appointment as Governors of the Trust.

2 VACANCIES

- 2.1 Where a Governor's membership of the Council of Governors ceases for one of the reasons set out in paragraphs 15 or 16 of the Constitution or this Annex 6, Elected Governors shall be replaced in accordance with paragraphs 2.2 to 2.4 below.
- 2.2 Where a vacancy arises amongst the Elected Governors, the Council of Governors shall offer the candidate who secured the second highest number of first preference votes in the last election for the constituency (or class of constituency, as the case may be) in which the vacancy has arisen the opportunity to assume the vacant office for the unexpired balance of the retiring Governor's term of office. If that candidate does not accept to fill the vacancy it will then be offered to the candidate who secured the next highest number of first preference votes until the vacancy is filled.
- 2.3 If no reserve candidate is available or willing to fill the vacancy, an election will then be held in accordance with the Model Rules for Election, save that if an election is due to be held within nine (9) months of the vacancy having arisen, the office will stand vacant until the next scheduled election unless by so doing this causes the aggregate number of Governors elected by the Public Constituency and the Service Users and Carers' Constituency be less than half the total membership of the Council of Governors. In that event an election will be held in accordance with the Model Rules for Elections as soon as reasonably practicable.
- 2.4 The returning officer under the Model Rules for Elections shall maintain a record of votes cast at each election under the Model Rules for Elections for the above purposes and the returning officer shall conduct or shall oversee the conducting of the process set out in paragraphs 2.2 and 2.3 of this Annex 6.
- 2.5 No proceedings of the Council of Governors shall be invalidated by any vacancy in its membership or any defect in the appointment or election of any member of the Council of Governors.

3 ROLES AND RESPONSIBILITIES OF THE COUNCIL OF GOVERNORS

- 3.1 In addition to the general duties of the Council of Governors as set out at paragraph 17 of the Constitution, the general responsibilities of the Council of Governors shall be:
 - 3.1.1 to support the Board of Directors in setting the longer-term vision for the Trust, to influence proposals to make changes to services and to act in a way that is consistent with NHS principles and values and the terms of the Trust's Licence;
 - 3.1.2 to engage in dialogue with and provide advice to the Board of Directors with regard to the Trust's future vision and strategy and to act as a source of ideas about how the Trust can provide its services in ways that meet the needs of the community it serves;
 - 3.1.3 to review annually the extent to which the Trust is meeting its objective of delivering high quality services;

- 3.1.4 to work with the Board of Directors on such other matters for the benefit of the Trust as may be agreed between them;
 - 3.1.5 to exercise other functions at the request of the Board of Directors;
 - 3.1.6 to be consulted by the Board of Directors regarding the information to be given to Monitor as to the Trust's forward planning in respect of each Financial Year and to give their views to the Board of Directors for the purposes of the preparation by the Board of Directors of any document containing such information which is to be given to Monitor;
 - 3.1.7 to respond as appropriate when consulted by the Board of Directors;
 - 3.1.8 to exercise such other powers and to discharge such other duties as may be conferred on the Council of Governors under the Constitution;
 - 3.1.9 to respond as appropriate when consulted by the Board of Directors in accordance with the Constitution;
 - 3.1.10 to prepare, and from time to time ,review the Trust's membership strategy; and
 - 3.1.11 when appropriate, to make recommendations for the revision of the Constitution.
- 3.2 The Council of Governors shall at all times seek to comply with the Trust's Code of Governance and the Code of Conduct for the Council of Governors.

ANNEX 7 – STANDING ORDERS FOR THE COUNCIL OF GOVERNORS
(Paragraph 19)

These Standing Orders form part of the Constitution of the South London & Maudsley NHS Foundation Trust.

1 INTRODUCTION

- 1.1 The Trust is a statutory body which became a Public Benefit Corporation on 1 November 2006 following its Authorisation as an NHS foundation trust by Monitor pursuant to the 2006 Act.
- 1.2 The principal place of business of the Trust is at the Trust Headquarters.
- 1.3 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 the Code of Conduct for the Council of Governors is incorporated as part of these Standing Orders ("SOs") and applies to all Governors.

2 INTERPRETATION

- 2.1 Save as otherwise permitted by law, at any meeting of the Council of Governors the Chair of the Trust shall be the final authority on the interpretation of the SOs (on which he should be advised by the Secretary).
- 2.2 Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in these SOs shall bear the same meaning as in the Constitution.

3 THE TRUST

- 3.1 All business shall be conducted in the name of the Trust.

4 MEETINGS OF THE COUNCIL OF GOVERNORS

Admission of the public

- 4.1 The public and representatives of the press shall be afforded facilities to attend all formal meetings of the Council of Governors but shall be required to withdraw upon the Council of Governors resolving as follows:

"That representatives of the Press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest".

- 4.2 For the avoidance of doubt, the right of attendance referred to above carries no right to ask questions or otherwise participate in the meeting.

- 4.3 The Chair (or other person presiding the meeting of the Council of Governors) shall give such directions as he/she thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the business of the meeting shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Council of Governors resolving as follows:

"That in the interests of public order the meeting adjourn for (the period to be specified) to enable the completion of business without the presence of the public"

- 4.4 Nothing in these SOs shall require the Council of Governors to allow members of the public and representatives of the media to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Council of Governors.
- 4.5 Matters to be dealt with by the Council of Governors following the exclusion of the public and representatives of the press shall be confidential to the members of the Council of Governors in attendance at the relevant meeting of the Council of Governors.
- 4.6 Members of the Council of Governors, Directors and Officers or any employee of the Trust in attendance at meetings of the Council of Governors, shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Council of Governors meeting, without the express permission of the Council of Governors. This prohibition shall apply equally to the content of any discussion during the meeting of the Council of Governors meeting which may take place on such reports or papers.

Calling meetings

- 4.7 Ordinary meetings of the Council of Governors shall be held at such times and places as the Council of Governors may determine.
- 4.8 The Chair may call a meeting of the Council of Governors at any time.
- 4.9 If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of Governors, has been presented to him/her, or if, without so refusing, the Chair does not call a meeting within seven (7) days after such requisition has been presented to him/her, at the Trust's Headquarters, such one third or more of the members of the Council of Governors may forthwith call a meeting of the Council of Governors for the purpose of conducting that business.

Notice of meetings

- 4.10 Save in emergencies, before each meeting of the Council of Governors a notice of the meeting, specifying the business proposed to be transacted at it and signed by the Chair or by an Officer authorised by the Chair to sign on his/her behalf shall be delivered to every Governor or sent by post to the usual place of residence of such Governors so as to be available to him/her at least five (5) Clear Days before the meeting.
- 4.11 Want of service of the notice on any one (1) Governor shall not affect the validity of a meeting. In the case of a meeting called by Governors in default of the Chair, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified in the requisition. Failure to serve such a notice on more than three (3) Governors will invalidate the meeting. A notice of meeting shall be presumed to have been served one (1) Clear Day after posting.
- 4.12 Save in emergencies, before each meeting of the Council of Governors, a public notice of the date, time and place of the meeting and the public part of the agenda shall be displayed at the Trust's office at least three (3) Clear Days before the meeting.

Setting the agenda

- 4.13 The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted. (Such matters may be identified within these Standing Orders or following subsequent resolution shall be listed in an Appendix to the Standing Orders.)
- 4.14 A Governor desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least ten (10) Clear Days before the meeting. The request should include appropriate supporting information. Requests made less than ten (10) days before a meeting may be included on the agenda at the discretion of the Chair.

Chair of meeting

- 4.15 At any meeting of the Council of Governors, the Chair, if present, shall preside and shall be entitled to exercise a second or casting vote where the number of votes for and against a motion is equal.
- 4.16 For the purpose of enabling the proceedings of the Council of Governors in the absence of the Chair, the members of the Council of Governors shall appoint another Non-Executive Director of the Trust to preside in those circumstances and he/she shall exercise all the rights and obligations of the Chair including the right to exercise a second or casting vote where the number of votes for and against a motion is equal.
- 4.17 If any matter for consideration at a meeting of the Council of Governors relates to the conduct or interests of the Chair or to the conduct or interest of the Non-Executive Directors, neither the Chair nor any of the Non-Executive Directors shall preside over the period of the meeting of the Council of Governors during which the matter is under discussion. The Governors (excluding the Chair and the Non-Executive Directors) shall elect one of their number to preside during that period and that person shall exercise all the rights and obligations of the Chair including the right to exercise a second or casting vote where the number of votes for and against a motion is equal.

Notices of motion

- 4.18 A member of the Council of Governors desiring to move or amend a motion shall send a written notice thereof at least ten (10) Clear Days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This SO shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda subject to SO 4.10.

Withdrawal of motion or amendments

- 4.19 A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

Motion to rescind a resolution

- 4.20 Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six (6) calendar months shall bear the signature of the Governor(s) who gives it and also the signature of four (4) other Governors. When any such motion has been disposed of by the Council of Governors, it shall not be competent for any Governor to propose a motion to the same effect within six (6) months; however the Chair may do so if he/she considers it appropriate.

Motions

- 4.21 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 4.22 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:
- (a) an amendment to the motion;
 - (b) the adjournment of the discussion or the meeting;
 - (c) that the meeting proceed to the next item of business; (*)
 - (d) the appointment of an ad hoc committee to deal with a specific item of business; or
 - (e) that the motion be now put. (*)

- 4.23 In the case of SOs above denoted by (*) to ensure objectivity motions may only be put by a Governor who has not previously taken part in the debate and who is eligible to vote.
- 4.24 No amendment to the motion shall be admitted if, in the opinion of the Chair or the person presiding over the meeting, the amendment negates the substance of the motion.

Chair's ruling

- 4.25 Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the person chairing the meeting on questions of order, relevance, regularity and any other matters shall be final.

Voting

- 4.26 If, in the opinion of the Chair, a vote should be required on a question at a meeting of the Council of Governors, each Governor shall have one vote.
- 4.27 All questions put to the vote at a meeting of the Council of Governors shall be determined by a majority of the votes of the Chair or the person presiding over the meeting and the Governors present and voting on the question.
- 4.28 All questions put to the vote shall, at the discretion of the person chairing the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.
- 4.29 If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.
- 4.30 If a Governor so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- 4.31 In no circumstances may a Governor absent from a meeting of the Council of Governors vote by proxy. Absence is defined as being absent at the time of the vote.

Minutes

- 4.32 The minutes of the proceedings of a meeting of the Council of Governors shall be drawn up and submitted for agreement at the next ensuing meeting of the Council of Governors where they will be signed by the person presiding at it.
- 4.33 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting of the Council of Governors.
- 4.34 Minutes shall be circulated in accordance with Governors wishes. The minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public are excluded under the terms of SO 4.1 above.

Record of attendance

- 4.35 The names of the person presiding over the meeting of the Council of Governors and Governors present at the meeting shall be recorded in the minutes.

Quorum

- 4.36 No business shall be transacted at a meeting of the Council of Governors unless at least one-third of the whole number of the Council of Governors are present including, at least one Elected Governor from a Public Constituency, one Elected Governor from the Service Users and Carers' Constituency, one Elected Governor from the Staff Constituency and one Appointed Governor.

- 4.37 If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see SO 7 and 8) he/she shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

Repeat considerations

- 4.38 When any issue has been dealt with by the Council of Governors, it shall not be competent for any member of the Council of Governors other than the Chair to propose a motion to the same effect within six (6) months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a committee or the Chief Executive.

Adjournment of meetings

- 4.39 The Council of Governors may, by resolution, adjourn any meeting of the Council of Governors to some other specified date, place and time and such adjourned meeting shall be deemed a continuation of the original meeting. No business shall be transacted at any adjourned meeting which was not included in the agenda of the meeting of which it is an adjournment.
- 4.40 When any meeting is adjourned to another day, other than the following day, notice of the adjourned meeting shall be sent to each Governor specifying the business to be transacted.
- 4.41 Any resolution for the removal of an Non-Executive Director shall require the approval of three-quarters of the members of the Council of Governors.

5 SUSPENSION OF STANDING ORDERS

- 5.1 Except where this would contravene any provision of the Constitution or any statutory provision or any direction made by Monitor, any one or more of the SOs may be suspended at any meeting, provided that at least two-thirds of the members of the Council of Governors are present at a meeting of the Council of Governors, including one Elected Governor and one Appointed Governor and that a majority of those present vote in favour of suspension.
- 5.2 A decision to suspend SOs shall be recorded in the minutes of the meeting.
- 5.3 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Governors.
- 5.4 No formal business may be transacted while Standing Orders are suspended.
- 5.5 The Audit Committee shall review every decision of the Council of Governors to suspend SOs.

6 COMMITTEES

- 6.1 The Council of Governors shall create a duly authorised committee consisting of some or all of its members in accordance with the Constitution ("**the Nominations Committee**").
- 6.2 The Nominations Committee shall seek the views of the Board of Directors as to their recommended criteria and process for the selection of candidates and, having regard to those views, shall then seek, shortlist and interview such candidates as the Nominations Committee considers appropriate and shall make recommendations to the Council of Governors as to potential appointments as Non-Executive Directors and shall advise the Board of Directors of those recommendations.
- 6.3 The Nominations Committee shall be at liberty to seek advice and assistance from persons other than members of the Nominations Committee or of the Council of Governors in arriving at its said recommendations.

- 6.4 Save for the Nominations Committee, the Council of Governors can also establish other formal committees and working groups, consisting wholly or partly of the Chair and members of the Council of Governors.
- 6.5 A committee appointed under this SO may, subject to such directions/ guidance as may be given by Monitor or the Council of Governors, appoint sub-committees consisting wholly or partly of members of the committee.
- 6.6 These SOs, as far as they are applicable shall apply to any committees of the Council of Governors.
- 6.7 Committees shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Council of Governors), as the Council of Governors, shall decide subject to the provisions of the Constitution. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 6.8 The Council of Governors shall approve the appointments of the committee(s). The Chair of the Trust shall be the chairman of the committee(s) or sub-committee(s).
- 6.9 Committees will normally only make recommendations and provide advice to the Council of Governors unless the Council of Governors has specifically delegated powers to the committee.

7 DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

- 7.1 The Constitution requires members of the Council of Governors to declare interests which are relevant and material to the Council of Governors. All existing members of the Council of Governors should declare such interests. Any members of the Council of Governors appointed subsequently should do so on appointment.
- 7.2 Interests which should be regarded as "relevant and material" are to be interpreted in accordance with guidance issued by Monitor and include:
 - 7.2.1 directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies);
 - 7.2.2 ownership, part-ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
 - 7.2.3 majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;
 - 7.2.4 a position of authority in a charity or voluntary organisation in the field of health and social care;
 - 7.2.5 any connection with a voluntary or other organisation contracting for NHS services;
 - 7.2.6 research funding/grants that may be received by an individual or their department;
 - 7.2.7 interests in pooled funds that are under separate management;
 - 7.2.8 pecuniary interest, direct or indirect, in a contract which the Trust has entered into or proposed to enter into;
 - 7.2.9 any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to, lenders or banks;
 - 7.2.10 membership of clubs, societies or organisations whose purpose may include furthering the business or personal interests of their members by undeclared or informal means.

Such organisations include Masonic lodges and societies whose membership consists of professional and business people; and

7.2.11 any other commercial interest in the decision before the meeting.

- 7.3 At the time the interests are declared, they should be recorded in the Council of Governors minutes as appropriate. Any changes in interests should be declared at the next meeting of the Council of Governors following the change occurring. It is the obligation of the Governors to inform the Secretary in writing within seven (7) days of becoming aware of the existence of a relevant or material interest. The Secretary will amend the register of interest of Governors upon receipt within five (5) Clear Days.
- 7.4 Governors' directorships of companies in SO 7.2.1 above or in companies likely or possibly seeking to do business with the NHS in SO 7.2.2 above should be published in the Trust's Annual Report. The information should be kept up to date for inclusion in succeeding Annual Reports.
- 7.5 During the course of a meeting of the Council of Governors, if a conflict of interest is established, the Governor concerned should withdraw from the meeting and play no part in the relevant discussion or decision.
- 7.6 There is no requirement for the interests of members of the Council of Governors' family or close personal relationships to be declared. However SO8 requires that the interests of members of the Council of Governors' family or close personal relationships, if living together, in contracts should be declared.
- 7.7 If Governors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

Register of interests

- 7.8 The Chief Executive will ensure that a register of interests of Governors is established to record formally declarations of interests of Governors. In particular the register of interests of Governors will include details of all directorships and other relevant and material interests which have been declared, as defined in SO 7.2.
- 7.9 The details of Governors' interests recorded in the register of interest of Governors will be kept up to date by means of an annual review of the register by the Secretary in which any changes to interests declared during the preceding twelve (12) months will be incorporated.
- 7.10 The register of interest of Governors will be available to the public and the Chair will take reasonable steps to bring the existence of the register to the attention of the local population and to publicise arrangements for viewing it.

8 EXCLUSION OF CHAIR OR GOVERNOR IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST

- 8.1 Subject to the following provisions of this SO 8, if a member of the Council of Governors or the Chair has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Council of Governors at which the contract or other matter is the subject of consideration, he/she shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- 8.2 The Council of Governors may exclude the Chair or the Governor from a meeting of the Council of Governors while any contract, proposed contract or other matter in which he/she has a pecuniary interest, is under consideration.

8.3 For the purpose of this SO the Chair or a Governor shall be treated, subject to SO 8.4 and SO 8.5, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

8.3.1 he/she, or a nominee of his/hers, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or

8.3.2 he/she is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration;

and in the case of family or close personal relationships the interest of one party shall, if known to the other, be deemed for the purposes of this SO to be also an interest of the other.

8.4 The Chair or a Governor shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

8.4.1 of his/her membership of a company or other body, if he/she has no beneficial interest in any securities of that company or other body;

8.4.2 of an interest in any company, body or person with which he/she is connected as mentioned in SO 8.3 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

8.5 Where the Chair or a Governor has:

8.5.1 an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and

8.5.2 the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less and

8.5.3 if the share capital is of more than one class, the total nominal value of shares of any one class in which he/she has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class,

this SO 8.5 shall not prohibit him/her from taking part in the consideration or discussion of a contract or other matter or from voting on any question with respect to it without prejudice however to his/her duty to disclose his/her interest.

8.6 For the avoidance of doubt, this SO 8 applies to committee(s) or sub-committee(s) of the Council of Governors as it applies to the Council of Governors and applies to any member of any such committee(s) or sub-committee(s) (whether or not he/she is also a Governor) as it applies to a Governor.

9 STANDARDS OF BUSINESS CONDUCT

9.1 If it comes to the knowledge of a member of the Council of Governors, that a contract in which he/she has any pecuniary interest not being a contract to which he/she is himself/herself a party, has been, or is proposed to be, entered into by the Trust he/she shall, at once, give notice in writing to the Chief Executive of the fact that he/she is interested therein. In the case of married persons, or persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

9.2 A member of the Council of Governors must also declare to the Chief Executive any other employment or business or other relationship of his/hers, or of a member of his/her family or of someone with whom he/she has a close personal relationship, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.

- 9.3 Canvassing of members of the Council of Governors directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the SOs shall be included in application forms or otherwise brought to the attention of candidates.
- 9.4 A member of the Council of Governors shall not solicit for any person any appointment under the Trust or recommend any person for such appointment: but this paragraph of this SO shall not preclude a member of the Council of Governors from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.
- 9.5 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.
- 9.6 Candidates for any staff appointment shall when making application disclose in writing to the Trust whether they are related to any Governor. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him/her liable to instant dismissal.
- 9.7 Every Governor shall disclose to the Chief Executive any relationship between himself/herself and a candidate of whose candidature that a member of the Council of Governors is aware.
- 9.8 On election or appointment, Governors should disclose to the Trust whether they are related to any other member of the Council of Governors or holder of any office in the Trust.
- 9.9 Where the relationship of a Governor is disclosed, the Standing Order headed 'Exclusion of Chair or Governors in proceedings on account of pecuniary interest' (SO 8) shall apply.
- 9.10 No formal definition of relationship is made. In considering whether a disclosure is required the influence rather than immediacy of the relationship is more important. In case of doubt disclosure should be made.

10 CONFIDENTIALITY

- 10.1 Subject to SO 10.2 below a member of the Council of Governors or an attendee on a committee of the Council of Governors shall not disclose a matter dealt with by, or brought before, the Council of Governors or a committee of the Council of Governors without the permission of the Council of Governors or such committee (as applicable) until such matter shall have been concluded or in the case of such committee, until the committee shall have reported to the Council of Governors.
- 10.2 A Governor or a non-Governor in attendance at a committee meeting or a meeting of the Council of Governors shall not disclose any matter dealt with by the committee or the Council of Governors, notwithstanding that the matter has been reported or concluded, if the Council of Governors or committee resolves that it is confidential.

11 MISCELLANEOUS

- 11.1 It is the duty of the Chief Executive to ensure that existing members of the Council of Governors and all new members of the Council of Governors are notified of and put into a position to understand their responsibilities within these SOs.
- 11.2 These SOs including all documents having effect as if incorporated in them shall be reviewed as necessary by the Board of Directors and the Council of Governors.
- 11.3 If for any reason these SOs are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Council of Governors for action or ratification. All Governors have a duty to disclose any non-compliance with these Standing Orders to the Chair as soon as possible.

ANNEX 8 – STANDING ORDERS FOR THE BOARD OF DIRECTORS

(Paragraph 34)

1 INTRODUCTION

- 1.1 The Trust is a statutory body which became a public benefit corporation on 1 November 2006 following its Authorisation as an NHS foundation trust by the Monitor pursuant to the 2006 Act.
- 1.2 The principal place of business of the Trust is at the Trust Headquarters.
- 1.3 The Trust is governed by the Regulatory Framework. The functions of the Trust are conferred by the Regulatory Framework. The Regulatory Framework requires the Board of Directors of the Trust to adopt standing orders for the regulation of certain of its proceedings and business.
- 1.4 These Standing Orders ("SOs"), together with the Scheme of Reservation and Delegation and the Standing Financial Instructions, provide a comprehensive framework for the functions of the Trust. All Executive Directors, Non-Executive Directors and Officers should be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions.

2 INTERPRETATION

- 2.1 Save as otherwise permitted by law, at any meeting of the Board of Directors, the Chair of the Trust shall be the final authority on the interpretation of these SOs (on which he/she should be advised by the Chief Executive or the Secretary).
- 2.2 Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in these SOs shall bear the same meaning as in the Constitution.

3 THE TRUST

- 3.1 All business shall be conducted in the name of the Trust.
- 3.2 All funds received in trust shall be held in the name of the Trust as corporate trustee. In relation to funds held on trust, powers exercised by the Board of Directors as corporate trustee shall be exercised separately and distinctly from those powers exercised as the Trust.

Directors acting on behalf of the Trust as corporate trustees are acting as quasi-trustees. Accountability for charitable funds held on trust is to the Charity Commission. Accountability for non-charitable funds held on trust is to Monitor.

- 3.3 The Board of Directors has resolved that certain powers and decisions may only be exercised by the Board of Directors in formal session. These powers and decisions are set out in the document entitled 'Reservation of Powers to the Board of Directors and Scheme of Delegation' and shall have effect as if incorporated into the Standing Orders. These powers which the Board of Directors has delegated to Officers are also contained in this document.
- 3.4 **Appointment and Powers of Vice-Chair** – For the purposes of allowing the proceedings of the Board of Directors to be conducted in the absence of the Chair for any reason and subject to SO 3.5 below, the Board of Directors may appoint one of their number, who is a Non-Executive Director, to be Vice-Chair, for such period, not exceeding the remainder of his/her term as a Director, as they may specify on appointing him.
- 3.5 Any Non-Executive Director so appointed may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair. The Directors may thereupon appoint another Non-Executive Director as Vice-Chair in accordance with the provisions of SO 3.4.
- 3.6 Where the Chair of the Trust has died or has ceased to hold office, or where he/she has been unable to perform his/her duties as Chair owing to illness or any other cause, the Vice-Chair shall act as

Chair until a new Chair is appointed or the existing Chair resumes his/her duties, as the case may be; and references to the Chair in these Standing Orders shall, so long as there is no Chair able to perform his/her duties, be taken to include references to the Vice-Chair.

- 3.7 **Role of Directors** – The Board of Directors will function as a corporate decision-making body, Executive Directors and Non-Executive Directors will be full and equal members. Their role as members of the Board of Directors will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

4 MEETINGS OF THE BOARD OF DIRECTORS

Admission of the public and the press

- 4.1 The public and representatives of the press shall be afforded facilities to attend all formal meetings of the Board of Directors but shall be required to withdraw upon the Board of Directors resolving as follows:

"That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity of which would be prejudicial to the public interest"

- 4.2 The Chair (or Vice-Chair) shall give such directions as he/she thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Board of Directors' business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Board of Directors resolving as follows:

"That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board of Directors to complete business without the presence of the public".

- 4.3 Nothing in these SOs shall require the Board of Directors to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Board of Directors. Proceedings shall not be transmitted in any manner whatsoever without the prior agreement of the Board of Directors.
- 4.4 Matters to be dealt with by the Board of Directors following the exclusion representatives of the press, and other members of the public shall be confidential to the members of the Board of Directors.
- 4.5 The Board of Directors will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers, advisors and others to attend and address any meeting of the Board of Directors, and may change, alter or vary these terms and conditions as it deems fit.
- 4.6 Directors and Officers or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Board of Directors meeting, without the express permission of the Board of Directors. This prohibition shall apply equally to the content of any discussion during meetings of the Board of Directors which may take place on such reports or papers.

Calling meetings

- 4.7 Ordinary meetings of the Board of Directors shall be held at such times and places as the Board of Directors may determine.
- 4.8 The Chair of the Trust may call a meeting of the Board of Directors at any time.
- 4.9 If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third or more of the members of the Board of Directors has been presented to him/her, or if, without so

refusing, the Chair does not call a meeting within seven (7) days after such requisition has been presented to him/her at the Trust's Headquarters, such one third or more of the members of the Board of Directors may forthwith call a meeting for the purpose of conducting that business.

Notice of meetings

- 4.10 Save in an emergency, before each meeting of the Board of Directors, a written notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair or by an Officer authorised by the Chair to sign on his/her behalf shall be delivered to every Director, or sent by post to the usual place of residence of such Director, so as to be available to him/her at least three (3) Clear Days before the meeting.
- 4.11 Want of service of the notice on any one (1) Director shall not affect the validity of a meeting.
- 4.12 In the case of a meeting called by the Directors in default of the Chair, in accordance 4.10 above, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice or emergency motions allowed under these SOs. Failure to serve such a notice on more than three (3) Directors will invalidate the meeting. A notice shall be presumed to have been served one (1) day after posting
- 4.13 In the event of an emergency giving rise to the need for an immediate meeting, failure to comply with the notice periods referred to in SOs 4.9 and 4.10 shall not prevent the calling of such meeting without the requisite notice provided that every effort is made to make personal contact with every Director who is not absent from the United Kingdom and the agenda for the meeting is restricted to matters arising in that emergency.
- 4.14 Agendas will, wherever possible, be sent to members of the Board of Directors at least five (5) Clear Days before the meeting with supporting papers, whenever possible.

Save in an emergency, before each meeting of the Board of Directors a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's office at least three (3) Clear Days before the meeting

Setting the agenda

- 4.15 The Board of Directors may determine that certain matters shall appear on every agenda for a meeting and shall be addressed prior to any other business being conducted. (Such matters may be identified within these Standing Orders or following subsequent resolution shall be listed in an Appendix to the Standing Orders.)
- 4.16 A Director desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least ten (10) Clear Days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Inclusion in the agenda is at the discretion of the Chair. Requests made less than ten (10) Clear Days before a meeting may be included on the agenda at the discretion of the Chair.

4.17 Petitions

- 4.18 Where a petition has been received by the Trust, the Chair shall include the petition as an item for the agenda of the next Board of Directors meeting subject to the powers granted to the Chair by these Standing Orders to regulate arrangements for meetings of the Board of Directors.

Chair of meeting

- 4.19 At any meeting of the Board of Directors, the Chair, if present, shall preside. If the Chair is absent from the meeting, the Vice-Chair, if there is one and he/she is present, shall preside. If the Chair and Vice-Chair are absent such Non-Executive Director as the members of the Board of Directors present choose shall choose shall preside.

- 4.20 If the Chair is absent temporarily on the grounds of a declared conflict of interest the Vice-Chair, if present, shall preside. If the Chair and Vice-Chair are absent, or are disqualified from participating, such Non-Executive Director as the members of the Directors present shall choose shall preside during that period.
- 4.21 If any matter for consideration at a meeting of the Board of Directors relates to the interests of the Chair or to the interests of the Non-Executive Directors, neither the Chair nor any of the Non-Executive Directors shall preside during the period which the matter is under discussion. The Directors (excluding the Chair or the Non-Executive Directors) shall elect one of their number to preside during that period and that person shall exercise all the rights and obligations of the Chair including the right to exercise a casting vote where the number of votes for and against a motion is equal.
- 4.22 **Annual public meeting:** the Trust will publicise and hold an annual public meeting.

Notices of motion

- 4.23 A member of the Board of Directors desiring to move or amend a motion shall send a written notice thereof at least ten (10) Clear Days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This SO shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda, subject to these SOs.

Withdrawal of motion or amendments

- 4.24 A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

Motion to rescind a resolution

- 4.25 Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six (6) calendar months shall bear the signature of the member of the Board of Directors who gives it and also the signature of four (4) other members of the Board of Directors. When any such motion has been disposed of by the Board of Directors, it shall not be competent for any member of the Board of Directors other than the Chair to propose a motion to the same effect within six (6) months; however the Chair may do so if he/she considers it appropriate.

Motions

- 4.26 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 4.27 When a motion is under discussion or immediately prior to discussion it shall be open to a member of the Board of Directors to move:
- 4.27.1 an amendment to the motion;
 - 4.27.2 the adjournment of the discussion or the meeting;
 - 4.27.3 that the meeting proceed to the next item of business; (*)
 - 4.27.4 the appointment of an ad hoc committee to deal with a specific item of business;
 - 4.27.5 that the motion be now put (*); and
 - 4.27.6 a motion resolving to exclude the public (including the press);

* In the case of SOs denoted by (*) above to ensure objectivity motions may only be put by a member of the Board of Directors who has not previously taken part in the debate and who is eligible to vote.

- 4.28 No amendment to the motion shall be admitted if, in the opinion of the Chair, the amendment negates the substance of the motion.

Chair's ruling

- 4.29 Statements of Directors made at meetings of the Board of Directors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity, interpretation of the SO and any other matters, shall be final.

Repeat considerations

- 4.30 When any issue has been dealt with by the Board of Directors, it shall not be competent for any member of the Board of Directors other than the Chair to propose a motion to the same effect within six (6) months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a committee or the Chief Executive.

Voting

- 4.31 Every question put to a vote at a meeting of the Board of Directors shall be determined by a majority of the votes of the members of the Board of Directors present and voting on the question. Each member of the Board of Directors shall have one vote, and in the case of the number of votes for and against a motion being equal, the person chairing the meeting shall have a casting vote.
- 4.32 All questions put to the vote shall, at the discretion of the person chairing the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the members of the Board of Directors present so request.
- 4.33 If at least one-third of the members of the Board of Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each member of the Board of Director present voted or abstained.
- 4.34 If a member of the Board of Director so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- 4.35 In no circumstances may an absent member of the Board of Director vote by proxy. Absence is defined as being absent at the time of the vote.
- 4.36 An Officer who has been appointed formally by the Board of Directors to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An Officer attending a meeting of the Board of Directors to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.

Record of Attendance

- 4.37 The names of the members of the Board of Directors present at the meeting shall be recorded in the minutes.

Quorum

- 4.38 Subject to SO 4.42 below, no business shall be transacted at a meeting of the Board of Directors unless at least one-third of the whole number of members of the Board of Directors (including at least one Non-Executive Director and one Executive Director) are present.

- 4.39 An Officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.
- 4.40 If a member of the Board of Directors has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest he/she shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.
- 4.41 The requirement for at least one Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board of Directors considers the recommendations of the Remuneration and Terms of Service Committee). The requirement for at least one Non-Executive Director to form part of the quorum shall not apply where the Non-Executive Directors are excluded from a meeting of the Board of Directors.

Adjournment of meetings

- 4.42 The Board of Directors may, by resolution, adjourn any meeting of the Board of Directors to some other specified date, place and time and such adjourned meeting shall be deemed a continuation of the original meeting. No business shall be transacted at any adjourned meeting which was not included in the agenda of the meeting of which it is an adjournment.
- 4.43 When any meeting is adjourned to another day, other than the following day, notice of the adjourned meeting shall be sent to each member of the Board of Directors specifying the business to be transacted. A public notice of the date, time and place of the meeting, and the agenda shall be displayed at the Trust Headquarters.

Minutes

- 4.44 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.
- 4.45 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 4.46 Minutes shall be circulated in accordance with the wishes of the members of the Board of Directors. Where providing a record of a public meeting, the minutes shall be made available to the public.

5 ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION

Delegation of functions to committees and Officers

- 5.1 Subject to the Regulatory Framework and such directions as may be given by Monitor, the Board of Directors may make arrangements for the exercise, on behalf of the Board of Directors, of any of its functions subject to contractual arrangements and such restrictions and conditions as the Board of Directors thinks fit to ensure appropriate oversight by:
- 5.1.1 a committee or sub-committee appointed by virtue of SO 6, or
- 5.1.2 by a Director or an Officer of the Trust.

Emergency powers and urgent decisions

- 5.2 The powers which the Board of Directors has reserved to itself within these SOs may in emergency or for an urgent decision be exercised by the Chief Executive and the Chair after having consulted at least two (2) Non-Executive Directors. The exercise of such powers by the Chief Executive and Chair shall be reported to the next formal meeting of the Board of Directors for ratification.

Delegation to committees

- 5.3 The Board of Directors shall agree from time to time to the delegation of powers to be exercised by committees, or sub-committees, or joint-committees, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, or joint committees, and their specific executive powers shall be approved by the Board of Directors.

Delegation to Officers

- 5.4 Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to a committee or sub-committee or joint-committee, shall be exercised on behalf of the Board of Directors by the Chief Executive. The Chief Executive shall determine which functions he/she will perform personally and shall nominate Officers to undertake the remaining functions for which he/she will still retain accountability to the Board of Directors.
- 5.5 The Chief Executive shall prepare a Reservation of Powers to the Board of Directors and Delegation of Powers identifying his/her proposals, which shall be considered and approved by the Board of Directors, subject to any amendment, agreed during the discussion. The Chief Executive may periodically propose amendment to the Reservation of Powers to the Board of Directors and Delegation of Powers, which shall be considered and approved by the Board of Directors as indicated above.
- 5.6 Nothing in the Reservation of Powers to the Board of Directors and Delegation of Powers shall impair the discharge of the direct accountability to the Board of Directors of the Director of Finance or other Executive Directors to provide information and advise the Board of Directors in accordance with the Constitution, statutory requirements or any requirements of Monitor. Outside these statutory requirements the Director of Finance shall be accountable to the Chief Executive for operational matters.

Reservation of Powers to the Board of Directors and Delegation of Powers

- 5.7 The arrangements made by the Board of Directors as set out in the "Reservation of Powers to the Board of Directors and Delegation of Powers" document shall have effect as if incorporated in these SOs.

Duty to report non-compliance with the Standing Orders

- 5.8 If for any reason these SOs are not complied with, full details of the non-compliance and any justification for non-compliance, and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board of Directors for action or ratification. All members of the Board of Directors and Officers have a duty to disclose any non-compliance with these SOs to the Chief Executive as soon as possible.

6 COMMITTEES

- 6.1 Subject to such directions as may be given by Monitor, the Board of Directors may appoint committees of the Board of Directors. The Board of Directors shall determine the membership and terms of reference of committees and sub-committees and shall if it requires to, receive and consider reports of such committees subject to contractual arrangements and such restrictions and conditions as the Board of Directors thinks fit to ensure appropriate oversight. Joint committees may be appointed by the Board of Directors by joining together with one or more other bodies consisting of, wholly or partly of the Chair and Directors of the Trust or other bodies, or wholly of persons who are not Directors of the Trust or other bodies in question.
- 6.2 A committee or joint committee appointed by the Board of Directors, subject to such directions as may be given by Monitor or the Board of Directors, appoint sub-committees consisting wholly or partly of members of the committee or joint committee, or wholly of persons who are not Directors of the Trust or other bodies or members of the committee of the Trust or other bodies in question.

- 6.3 These SOs and the Standing Financial Instructions of the Trust, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees and sub-committees established by the Board of Directors. In which case the term “Chair” is to be read as a reference to the chairman of the committee as the context permits, and the term “member of the Board of Director” is to be read as a reference to a member of the committee or sub-committee also as the context permits. For the avoidance of doubt, there is no requirement to hold meetings of committees, established by the Board of Directors in public.
- 6.4 Each such committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board of Directors), as the Board of Directors shall decide. Such terms of reference shall have effect as if incorporated into these SOs.
- 6.5 Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the Board of Directors.
- 6.6 Subject to SO 6.8 below, the Board of Directors shall approve the appointments to each of the committees which it has formally constituted. The chairman of each Board of Directors' committee or sub-committee shall be a Non-Executive Director. Where the Board of Directors determines, and regulations permit that persons, who are neither Directors nor Officers, shall be appointed to a committee, the terms of such appointment shall be determined by the Board of Directors. The Board of Directors shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses.
- 6.7 The Board of Directors may elect to change the committees, sub-committees, and joint-committees of the Board of Directors, as necessary, without requirement to amend these SOs.
- 6.8 Where the Board of Directors is required by the Constitution, by any applicable statute or regulations or by any directions or guidance issued by Monitor to appoint persons to a committee to undertake statutory functions, and where such appointments are to operate independently of the Board of Directors, such appointments shall be made in accordance with the Constitution or such applicable statute or regulations or such directions or guidance issued by Monitor.
- 6.9 The committees established by the Board of Directors are:
- 6.9.1 Audit Committee;
 - 6.9.2 Quality Committee;
 - 6.9.3 Business Development and Investment Committee; and
 - 6.9.4 Remuneration Committee.
- 6.10 The Board of Directors may also establish and dissolve such other committees and sub-committees as required to discharge the responsibilities of the Board of Directors.

Confidentiality

- 6.11 A member of a committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Board of Directors or shall otherwise have concluded on that matter.
- 6.12 A member of the Board of Directors or a member of a committee shall not disclose any matter reported to the Board of Directors or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board of Directors or committee shall resolve that it is confidential.

7 DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

Declaration of interests

- 7.1 The Constitution requires all members of the Board of Directors to declare to the Board of Directors all direct or indirect interests in a proposed transaction or arrangement with the Trust. In addition all members of the Board of Directors are required to declare interests which are relevant and material to the Board of Directors.
- 7.2 All existing Directors should declare such interests. Any Directors appointed subsequently should do so on appointment.
- 7.3 Interests which should be regarded as "relevant and material" for the purpose of this SO are:
- 7.3.1 directorships, including non-executive directorships held in private companies or PLC's (with the exception of those of dormant companies);
 - 7.3.2 ownership or part-ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
 - 7.3.3 majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;
 - 7.3.4 a position of trust in a charity or voluntary organisation in the field of health and social care;
 - 7.3.5 any connection with a voluntary or other organisation contracting for NHS services;
 - 7.3.6 research funding/grants that may be received by an individual or their department;
 - 7.3.7 pecuniary interest, direct or indirect, in a contract which the Trust has entered into or proposed to enter into;
 - 7.3.8 interests in pooled funds that are under separate management;
 - 7.3.9 any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to, lenders or banks;
 - 7.3.10 membership of clubs, societies or organisations whose purpose may include furthering the business or personal interests of their members by undeclared or informal means; and
 - 7.3.11 any other commercial interest in the decision before the meeting.
- 7.4 At the time Directors' interests are declared, they should be recorded in the Board of Directors' minutes. Any changes in interests should be officially declared at the next meeting of the Board of Directors following the change occurring. It is the obligation of the Director to inform the Secretary of the Trust in writing within seven (7) days of becoming aware of the existence of a relevant or material interest. The Secretary will amend the register of interest of Directors upon receipt within five (5) Clear Days.
- 7.5 Directors' directorships of companies in SO 7.3.1 above likely or possibly seeking to do business with the NHS in SO 7.3.2 above should be published in the Trust's Annual Report. The information should be kept up to date for inclusion in succeeding Annual Reports.

- 7.6 During the course of a Board of Directors' meeting, if a conflict of interest is established, the Director concerned should withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt, this includes voting on such an issue where a conflict is established. If there is a dispute as to whether a conflict of interest does exist, a majority will resolve the issue with the Chair having the casting vote.
- 7.7 There is no requirement for the interests of members of the Board of Directors' family or close personal relationships to be declared. However, SO 8 requires that the interests of members of the Board of Directors' family or close personal relationships, if living together, in contracts should be declared.
- 7.8 If Directors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

Register of interests

- 7.9 The details of Directors' interests recorded in the register of interests of Directors will be kept up to date by means of an monthly review of the register by the Secretary in which any changes to interests declared during the preceding twelve (12) months will be incorporated.
- 7.10 The register of interest of Directors will be available to the public and the Chair will take reasonable steps to bring the existence of the register to the attention of the local population and to publicise arrangements for viewing it.

8 EXCLUSION OF CHAIR AND DIRECTORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST

- 8.1 Subject to the following provisions of this SO 8 if a member of the Board of Directors has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board of Directors at which the contract or other matter is the subject of consideration, he/she shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- 8.2 The Board of Directors may exclude the Director from a meeting of the Board of Directors while any contract, proposed contract or other matter in which he/she has a pecuniary interest, is under consideration.
- 8.3 Any remuneration, compensation or allowances payable to the Director shall not be treated as a pecuniary interest for the purpose of this SO 8.
- 8.4 For the purpose of this SO a Director shall be treated, subject to SO 8.5 and SO 8.6, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:
- 8.4.1 he/she, or a nominee of his/hers, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or
- 8.4.2 he/she is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration;

and in the case of family or close personal relationship, the interest of one party shall, if known to the other, be deemed for the purposes of this SO to be also an interest of the other.

- 8.5 The Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

8.5.1 of his/her membership of a company or other body, if he/she has no beneficial interest in any securities of that company or other body;

8.5.2 of an interest in any company, body or person with which he/she is connected as mentioned in SO 8.4 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

8.6 Where a Director has:

8.6.1 an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company body, whichever is the less, and

8.6.2 if the share capital is of more than one class, the total nominal value of shares of any one class in which he/she has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class,

this SO 8.6 shall not prohibit him/her from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it, without prejudice however to his/her duty to disclose his/her interest.

8.7 For the avoidance of doubt, SO 8 applies to a committee or sub-committee or joint committee as it applies to the Board of Directors and applies to a member of any such committee or sub-committee (whether or not he/she is also a Director) as it applies to a Director.

9 STANDARDS OF BUSINESS CONDUCT POLICY

9.1 **Policy** – Directors and Officers must comply with the national guidance contained in HSG 1993/5 “Standards of Business Conduct for NHS Staff” (contained in Appendix B). This section of the SOs should be read in conjunction with this document.

9.2 **Interest of Officers in contracts** - If it comes to the knowledge of a Director or an Officer of the Trust that a contract in which he/she has any pecuniary interest not being a contract to which he/she is himself/herself a party, has been, or is proposed to be, entered into by the Trust he/she shall, at once, give notice in writing to the Chief Executive of the fact that he/she is interested therein. In the case of married persons or persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

9.3 An Officer must also declare to the Chief Executive any other employment or business or other relationship of his, or of a member of his/her family or of someone with whom he/she has a close personal relationship, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust. The Trust requires interests, employment or relationships so declared to be entered in a register of interests of staff.

9.4 **Canvassing of and recommendations by, Directors in relation to appointments** - Canvassing of Directors or of any committee of the Board of Director directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the SOs shall be included in application forms or otherwise brought to the attention of candidates.

9.5 A Director shall not solicit for any person any appointment under the Trust or recommend any person for such appointment: but this paragraph of this SO shall not preclude a Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

9.6 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

- 9.7 **Relatives of Directors or Officers** - Candidates for any staff appointment shall, when making application, disclose in writing to the Trust whether they are related to any Director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him/her liable to instant dismissal.
- 9.8 Every Director and Officer of the Trust shall disclose to the Chief Executive any relationship between himself/herself and a candidate of whose candidature that Director or officer is aware. It shall be the duty of the Chief Executive to report to the Board of Directors any such disclosure made.
- 9.9 On appointment, Directors (and prior to acceptance of an appointment in the case of executive Directors) should disclose to the Board of Directors whether they are related to any other Director or holder of any office in the Trust.
- 9.10 Where the relationship to a Director is disclosed, the Standing Order headed 'Disability of Chair and Directors in proceedings on account of pecuniary interest' shall apply.
- 9.11 No formal definition of relationship is made. In considering whether a disclosure is required the influence rather than immediacy of the relationship is more important. In case of doubt disclosure should be made.

10 TENDERING AND CONTRACT PROCEDURE

- 10.1 The procedure for making all contracts by or on behalf of the Trust shall comply with the Regulatory Framework and such directions as may be given by Monitor, these SOs and the Trust's Standing Financial Instructions. Such contracts involving charitable funds shall comply with the requirements of the Charities Act 2011 and the trust deed.

11 SUSPENSION OF STANDING ORDERS

- 11.1 Except where this would contravene any provision of the Constitution or statutory provision or guidance issued by Monitor or rules relating to the quorum, any one or more of the SOs may be suspended at any meeting, provided that at least two-thirds of the whole number of the members of the Board of Directors are present, including one Executive Director and one Non-Executive Director, and that a majority of those present vote in favour of suspension.
- 11.2 A decision and reason for suspension shall be recorded in the minutes of the meeting.
- 11.3 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the members of the Board of Directors.
- 11.4 No formal business may be transacted while SOs are suspended.
- 11.5 The Audit Committee shall review every decision to suspend SOs.

12 CUSTODY OF SEAL AND SEALING OF DOCUMENTS

Custody of seal

- 12.1 The common seal of the Trust shall be kept by the Chief Executive or his/her nominated Officer in a secure place.

Sealing of documents

- 12.2 The common seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board of Directors or of a committee thereof or where the Board of Directors has delegated its powers. The common seal shall be used whenever required by law, or on the advice of the Trust's solicitor. Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two senior managers duly authorised by the Chief Executive, and not also from the originating department, and shall be attested by them.

- 12.3 Before any building, engineering, property or capital document is sealed it must be approved and signed by the Director of Finance (or an Officer nominated by him/her) and authorised and countersigned by the Chief Executive (or an Officer nominated by him/her who shall not be within the originating directorate).

Register of sealing

- 12.4 An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealing shall be made to the Board of Directors and to the Audit Committee at least quarterly. The report shall contain details of the seal number, the description of the document and date of sealing.

13 SIGNATURE OF DOCUMENTS

- 13.1 Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board of Directors shall have given the necessary authority to some other person for the purpose of such proceedings.
- 13.2 The Chief Executive or nominated Officers shall be authorised, by resolution of the Board of Directors, to sign on behalf of the Trust any agreement or other document, not required to be executed as a deed, the subject matter of which has been approved by the Board of Directors or any committee, sub-committee, joint committee or standing committee with delegated authority.

14 MISCELLANEOUS

Standing Orders to be given to Directors and Officers

- 14.1 It is the duty of the Chief Executive to ensure that existing members of the Board of Directors and Officers and all new appointees are notified of and put into a position to understand their responsibilities within these SOs and the Standing Financial Instructions. Updated copies shall be issued to staff designated by the Chief Executive. Copies shall also be placed on the Trust's intranet to allow ease of access by Directors and Officers, to the latest version. New designated officers shall be informed in writing and shall receive copies where appropriate in SOs.

Documents having the standing of Standing Orders

- 14.2 Standing Financial Instructions and Reservation of Powers to the Board of Directors and Delegation of Powers shall have effect as if incorporated into these SOs.

Review of the Standing Orders

- 14.3 These SOs including all documents having effect as if incorporated in them shall be reviewed as necessary by the Board of Directors and the Council of Governors.

ANNEX 9 – FURTHER PROVISIONS

- 1 An individual shall not become or continue as a Member if:
 - 1.1 he is less than 16 years of age at the time of his application to become a Member;
 - 1.2 he was formerly employed by the Trust or the Applicant Trust and was dismissed for gross misconduct;
 - 1.3 he has been confirmed as a 'vexatious complainant' in accordance with the relevant Trust policy for handling complaints;
 - 1.4 he is ineligible under the Constitution to be a Member;
 - 1.5 the Council of Governors resolves for reasonable cause that his so doing would or would be likely to:
 - 1.5.1 prejudice the ability of the Trust to fulfil its principal purpose or other of its purposes under this Constitution or otherwise to discharge its duties and functions; or
 - 1.5.2 harm the Trust's work with other persons or bodies with whom it is engaged or may be engaged in the provision of goods and services; or
 - 1.5.3 adversely affect public confidence in the goods or services provided by the Trust; or
 - 1.5.4 otherwise bring the Trust into disrepute;
 - 1.6 in the five years prior to the individual's application, he has been involved as a perpetrator in a serious incident of violence or harassment of people working for the Trust or any other health service body or any service users or carers of or visitors to the Trust or any other health service body consistent with the Trust's zero tolerance policy; or
 - 1.7 he has been excluded from the Trust's premises.
- 2 A Member shall cease to be a Member if he:
 - 2.1 resigns by giving notice in writing to the Secretary;
 - 2.2 is no longer eligible or is disqualified; or
 - 2.3 is deceased.
- 3 It is the responsibility of each Member to ensure their eligibility at all times and not the responsibility of the Trust to do so on their behalf. A Member who becomes aware of their ineligibility shall inform the Trust as soon as practicable and that person shall thereupon be removed forthwith from the register of Members and shall cease to be a Member.
- 4 Where the Trust has reason to believe that a Member is ineligible for membership or may be disqualified for membership under this Constitution, the Secretary shall carry out reasonable enquiries to establish if this is the case.
- 5 Where the Secretary considers that there may be reasons for concluding that a Member or an applicant for membership may be ineligible or be disqualified for membership he shall advise that individual of those reasons in summary form and invite representations from the Member or applicant for membership within twenty-eight (28) days or such other reasonable period as the Secretary may in his absolute discretion determine. Any representations received shall be considered by the Secretary and he shall make a decision on the Member's or applicant's eligibility or disqualification as soon as

reasonably practicable and shall give notice in writing of that decision to the Member or applicant within fourteen (14) days of the decision being made.

- 6 If no representations are received within the said period of twenty-eight (28) days or longer period (if any) permitted under the preceding paragraph, the Secretary shall be entitled nonetheless to proceed and make a decision on the Member's or applicant's eligibility or disqualification notwithstanding the absence of any such representations from him.
- 7 Upon a decision being made under paragraphs 5 or 6 of this Annex 9 that the Member is ineligible or disqualified for membership the Member's name shall be removed from the register of Members forthwith and he shall thereupon cease to be a Member.
- 8 Any decision made under this Annex 9 to disqualify a Member or an applicant for membership may be referred by the Member or applicant concerned to the dispute resolution procedure described in paragraph 49 of the Constitution.

9 INDEMNITY

- 9.1 Members of the Council of Governors and the Board of Directors 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 purported execution of their Council of Governors or Board of Directors functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust.
- 9.2 The Trust may make such arrangements as it considers appropriate for the provision of indemnity insurance or similar arrangement for the benefit of the Trust, members of the Council of Governors or the Board of Directors to meet all or any liabilities which are properly the liabilities of the Trust under paragraph 9.1 above.

ANNEX 10: SIGNIFICANT TRANSACTIONS

(Paragraph 48)

1 A Significant Transaction is a transaction which meets any of the following criteria:

Ratio	Description	Percentage
Assets	The Gross Assets subject to the transaction divided by the gross assets of the Trust.	>25
Income	The income attributable to: <ul style="list-style-type: none">• the assets; or• the contract associated with the transaction divided by the income of the Trust.	>25
Consideration to total Trust Capital	The Gross Capital of the company or business being acquired/divested divided by the Total Capital of the Trust following completion, or the effects on the Total Capital of the Trust resulting from a transaction.	>25

2 For the purposes of this Annex 10:

2.1 “Gross Assets” is the total of fixed assets and current assets;

2.2 “Gross Capital” equals the market value of the target’s shares and debt securities, plus the excess of current liabilities over current assets; and

2.3 “Total Capital” of the Trust equals taxpayers’ equity.

ANNEX 11 – STANDARDS OF BUSINESS CONDUCT

APPENDIX A CODE OF BUSINESS CONDUCT

Standards of Business Conduct for NHS staff

Prevention of Corruption Acts 1906 and 1916 - summary of main provisions

Acceptance of gifts by way of Inducements or rewards

1. Under the Prevention of Corruption Acts, 1906 and 1916, it is an offence for employees corruptly to accept any gifts or consideration as an inducement or reward for:

- doing, or refraining from doing, anything in their official capacity; or
- showing favour or disfavour to any person in their official capacity.

2. Under the Prevention of Corruption Act 1916, any money, gift or consideration received by an employee in public service from a person or organisation holding or seeking to obtain a contract will be deemed by the courts to have been received corruptly unless the employee proves the contrary.

NHS Management Executive (NHSME) - general guidelines

Introduction

1. These guidelines, which are intended by the NHSME to be helpful to all NHS employers (i) and their employees, re-state and reinforce the guiding principles previously set out in Circular HM(62)21 (now cancelled), relating to the conduct of business in the NHS.

Responsibility of NHS employers

2. NHS employers are responsible for ensuring that these guidelines are brought to the attention of all employees; also that machinery is put in place for ensuring that they are effectively implemented.

Responsibility of NHS staff

3. It is the responsibility of staff to ensure that they are not placed in a position which risks, or appears to risk, conflict between their private interests and their NHS duties. This primary responsibility applies to *all NHS Staff*, i.e. those who commit NHS resources directly (e.g. by the ordering of goods) or those who do so indirectly (e.g. by the prescribing of medicines). A further example would be staff who may have an interest in a private nursing home and who are involved with the discharge of patients to residential facilities.

Guiding principle in conduct of public business

4. It is a long established principle that public sector bodies, which include the NHS, must be impartial and honest in the conduct of their business, and that their employees should remain beyond suspicion. It is also an offence under the Prevention of Corruption Acts 1906 and 1916 for an employee corruptly to accept any inducement or reward for doing, or refraining from doing anything, in his or her official capacity, or corruptly showing favour, or disfavour, in the handling of contracts (see PART A).

Staff will need to be aware that a breach of the provisions of these Acts renders them liable to prosecution and may also lead to loss of their employment and superannuation rights in the NHS

Principles of conduct in the NHS

5. NHS staff are expected to:

- ensure that the interest of patients remains paramount at all times;
- be impartial and honest in the conduct of their official business;
- use the public funds entrusted to them to the best advantage of the service, always ensuring value for money.

6. It is also the responsibility of staff to ensure that they do **not**:

- abuse their official position for personal gain or to benefit their family or friends;
- seek to advantage or further private business or other interests, in the course of their official duties.

Implementing the guiding principles

Casual gifts

7. Casual gifts offered by contractors or others, e.g. at Christmas time, may not be in any way connected with the performance of duties so as to constitute an offence under the Prevention of Corruption Acts. Such gifts should nevertheless be politely but firmly declined. Articles of low intrinsic value such as diaries or

calendars, or small tokens of gratitude from patients or their relatives, need not necessarily be refused. In cases of doubt staff should either consult their line manager or politely decline acceptance.

Hospitality

8. Modest hospitality provided it is normal and reasonable in the circumstances, e.g. lunches in the course of working visits, may be acceptable, though it should be similar to the scale of hospitality which the NHS as an employer would be likely to offer.

9. Staff should decline all other offers of gifts, hospitality or entertainment. If in doubt they should seek advice from their line manager.

Declaration of interests

10. NHS employers need to be aware of all cases where an employee, or his or her close relative or associate, has a controlling and/or significant financial interest in a business (including a private company, public sector organisation, other NHS employer and/or voluntary organisation), or in any other activity or pursuit, which may compete for an NHS contract to supply either goods or services to the employing authority.

11. All NHS staff should therefore declare such interests to their employer, either on starting employment or on acquisition of the interest, in order that it may be known to and in no way promoted to the detriment of either the employing authority or the patients whom it serves.

12. One particular area of potential conflict of interest which may directly affect patients is when NHS staff hold a self beneficial interest in private care homes or hostels. While it is for staff to declare such interests to their employing authority, the employing authority has a responsibility to introduce whatever measures it considers necessary to ensure that its interests and those of patients are adequately safeguarded. This may for example take the form of a contractual obligation on staff to declare any such interests. Advice on professional conduct issued by the General Medical Council recommends that when a doctor refers a patient to a private care home or hostel in which he or she has an interest, the patient must be informed of that interest before referral is made.

13. In determining what needs to be declared, employers and employees will wish to be guided by the principles set out in paragraph 5 above; also the more detailed guidance to staff contained in Part D.

14. NHS employers should:

- ensure that staff are aware of their responsibility to declare relevant interests (perhaps by including a clause to this effect in staff contracts)
- consider keeping registers of all such interests and making them available for inspection by the public.
- develop a local policy, in consultation with staff and local staff interests, for implementing this guidance. This may include the disciplinary action to be taken if an employee fails to declare a relevant interest, or is found to have abused his or her official position, or knowledge, for the purpose of self-benefit, or that of family or friends.

Preferential treatment in private transactions

15. Individual staff must not seek or accept preferential rates or benefits in kind for private transactions carried out with companies with which they have had, or may have, official dealings on behalf of their NHS employer. (This does not apply to concessionary agreements negotiated with companies by NHS management, or by recognised staff interests, on behalf of all staff - for example, NHS staff benefits schemes.)

Contracts

16. All staff who are in contact with suppliers and contractors (including external consultants), and in particular those who are authorised to sign Purchase Orders, or place contracts for goods, materials or

services, are expected to adhere to professional standards of the kind set out in the Ethical Code of the Institute of Purchasing and Supply (IPS), reproduced at PART E.

Favouritism in awarding contracts

17. Fair and open competition between prospective contractors or suppliers for NHS contracts is a requirement of NHS Standing Orders and of EC Directives on Public Purchasing for Works and Supplies. This means that:

- no private, public or voluntary organisation or company which may bid for NHS business should be given any advantage over its competitors, such as advance notice of NHS requirements. This applies to all potential contractors, whether or not there is a relationship between them and the NHS employer, such as a long-running series of previous contracts.
- each new contract should be awarded solely on merit, taking into account the requirements of the NHS and the ability of the contractors to fulfil them.

18. NHS employers should ensure that no special favour is shown to current or former employees or their close relatives or associates in awarding contracts to private or other businesses run by them or employing them in a senior or relevant managerial capacity. Contracts may be awarded to such businesses where they are won in fair competition against other tenders, but scrupulous care must be taken to ensure that the selection process is conducted impartially, and that staff who are known to have a relevant interest play no part in the selection.

Warnings to potential contractors

19. NHS employers will wish to ensure that all invitations to potential contractors to tender for NHS business include a notice warning tenderers of the consequences of engaging in any corrupt practices involving employees of public bodies.

Outside employment

20. NHS employees are advised not to engage in outside employment which may conflict with their NHS work, or be detrimental to it. They are advised to tell their NHS employing authority if they think they may be risking a conflict of interest in this area: the NHS employer will be responsible for judging whether the interests of patients could be harmed, in line with the principles in paragraph 5 above. NHS employers may wish to consider the preparation of local guidelines on this subject.

Private practice

21. Consultants (and associate specialists) employed under the Terms and Conditions of Service of Hospital Medical and Dental Staff are permitted to carry out private practice in NHS hospitals subject to the conditions outlined in the handbook "A Guide to the Management of Private Practice in the NHS". (See also PM (79)11). Consultants who have signed new contracts with Trusts will be subject to the terms applying to private practice in those contracts.

22. Other grades may undertake private practice or work for outside agencies, providing they do not do so within the time they are contracted to [he NHS, and they observe the conditions in paragraph 20 above. All hospital doctors are entitled to fees for other work outside their NHS contractual duties under "Category 2" (paragraph 37 of the TCS of Hospital Medical and Dental staff), e.g. examinations and reports for life insurance purposes. Hospital doctors and dentists in training should not undertake locum work outside their contracts where such work would be in breach of their contracted hours. Career grade medical and dental staff employed by NHS Trusts may agree terms and conditions different from the National Terms and Conditions of Service.

Rewards for Initiative

23. NHS employers should ensure that they are in a position to identify potential intellectual property rights (IPR), as and when they arise, so that they can protect and exploit them properly, and thereby ensure that they receive any rewards or benefits (such as royalties) in respect of work commissioned from third parties, or work

carried out by their employees in the course of their NHS duties. Most IPR are protected by statute; e.g. patents are protected under the Patents Act 1977 and copyright (which includes software programmes) under the Copyright Designs and Patents Act 1988. To achieve this, NHS employer should build appropriate specifications and provisions into the contractual arrangements which they enter into *before* the work is commissioned, or begins. They should always seek legal advice if in any doubt in specific cases.

24. With regard to patents and inventions, in certain defined circumstances the Patents Act gives *employees a right* to obtain some reward for their efforts, and employers should see that this is effected. Other rewards may be given voluntarily to employees who within the course of their employment have produced innovative work of outstanding benefit to the NHS. Similar rewards should be voluntarily applied to other activities such as giving lectures and publishing books and articles.

25. In the case of collaborative research and evaluative exercises with manufacturers, NHS employers should see that they obtain a fair reward for the input they provide. If such an exercise involves additional work for an NHS employee outside that paid for by the NHS employer under his or her contract of employment, arrangements should be made for some share of any rewards or benefits to be passed on to the employee(s) concerned from the collaborating parties. Care should however be taken that involvement in this type of arrangement with a manufacturer does not influence the purchase of other supplies from that manufacturer.

Institute of Purchasing and Supply - Ethical Code

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Introduction

The code set out below was approved by the Institute's Council on 26 February 1977 and is binding on IPS members.

Precepts

1. Members shall never use their authority or office for personal gain and shall seek to uphold and enhance the standing of the Purchasing and Supply profession and the Institute by:
 - a. maintaining an unimpeachable standard of integrity in all their business relationships both inside and outside the organisations in which they are employed;
 - b. fostering (he highest possible standards of professional competence amongst those for whom they are responsible;
 - c. optimising the use of resources [or which they are responsible to provide the maximum benefit to their employing organisation;
 - d. complying both with the letter and the spirit Of;
 - i. the law of the country in which they practise;
 - ii. such guidance on professional practice as may be issued by the Institute from time to time;
 - iii. contractual obligations;
 - e. rejecting any business practice which might reasonably be deemed improper.

Guidance

1. In applying these precepts, members should follow the guidance set out below:
 - a. Declaration of interest. Any personal interest which may impinge or might reasonably be deemed by others to impinge on a member's impartiality in any matter relevant to his or her duties should be declared.
 - b. Confidentiality and accuracy of information. The confidentiality of information received in the course of duty should be respected and should never be used for personal gain; information given in the course of duty should be true and fair and never designed to mislead.
 - c. Competition. While bearing in mind the advantages to the member's employing organisation of maintaining a continuing relationship with a supplier, any relationship which might, in the long term, prevent the effective operation of fair competition, should be avoided.
 - d. Business Gifts. Business gifts other than items of very small intrinsic value such as business diaries or calendars should not be accepted.
 - e. Hospitality. Modest hospitality is an accepted courtesy of a business relationship. However, the recipient should not allow him or herself to reach a position whereby he or she might be deemed by others to have been influenced in making a business decision as a consequence of accepting such hospitality; the frequency and scale of hospitality accepted should not be significantly greater than the recipient's employer would be likely to provide in return.

- f. when it is not easy to decide between what is and is not acceptable in terms of gifts or hospitality, the offer should be declined or advice sought from the member's superior.

Version	Date	Changes	Author
1	6 th May 2005	First Draft	J. Beder
2	17 th June 2005	Reviewed Draft	J. Beder, S. Bell & M. Long
3	01 July 2005	Added Annex 3 – Election Rules	J. Beder
4	12 July 2005	Incorporated results of consultation with Board	J. Beder
5	24 Jan 2006	Incorporated comments from Bevan Britten	J. Beder
6	25 April 2006	Incorporated into Monitor's Model with amendments from meeting with M. Long and S. Bell 31 Jan 06	J. Beder
7	30 May 2006	Redrafted with Monitor's Model as basis following meeting between M. Long and S. Bell	J. Beder
8	31 May 2006	Redrafted to include changes to constituencies following consultation	J. Beder, S. Bell & M. Long
9	6 th Sept 2006	Redrafted to include amendments agreed by Trust Board following review by the Returning Officer for the 1 st elections	J. Beder
10	12 th October 2006	Redrafted to include amendments agreed by Trust Board following review by Monitor	J. Beder
11	19 December 2006	Added Standing Orders to Annexes 7 and 8	J. Beder
12	13 th September 2007	Amended paras 3.3 and 3.4 as a result of the Mental Health Bill	P. Mitchell
12 rev	28 th September 2012	Amended to reflect new Monitor model constitution as a result of the H&SCA 2012.	P Mitchell
13	26 th September 2013	Amendments as agreed at the APM on 10 th September 2013.	P Mitchell
14	12 September 2014	Draft prepared by Bevan Brittan LLP	Bevan Brittan LLP