



Council of Governors

Date: Wednesday 12 January 2022

Location: MS Teams

Start Time: 5:00pm

Finish Time: 7:00pm

Timings	Item No		Lead	Paper/Verbal
Opening Matters				
5:00	CG-001-22	Welcome & Apologies	KD	Verbal
	CG-002-22	Declarations of Interests Concerning Agenda Items	KD	Verbal
	CG-003-22	Minutes of last meeting: Extraordinary 22 nd September 2021	KD	Paper
	CG-004-22	Matters Arising & Action Log	KD	Verbal
Performance				
5:05	CG-005-22	Chair's Welcome	KD	Verbal
5:10	CG-006-22	Chief Executive Update	LB	Verbal
5:20	CG-007-22	Lead Governor Update	JW	Verbal
5:25	CG-008-22	Performance & Quality Presentation	Execs	Presentation
Governor Reports				
5:40	CG-009-22	Patient Experience & Inclusion Group Report	AW/KK	Paper
5:50	CG-010-22	Membership Engagement & Communications Committee Report	L-JB	Verbal
Assurance				
5:55	CG-011-22	Performance Committee - Assurance Report	GB	Paper
6:05	CG-012-22	Quality Committee - Assurance Report	TJ	Paper
6:15	CG-013-22	Audit Committee - Assurance Report	MT	Paper



AGENDA

6:25	CG-014-22	Charitable Funds Committee - Assurance Report	EA	Paper
6:30	CG-015-22	Proposal for the conversion of the Clatterbridge Cancer Charity to Independent Status	EA	Presentation
Governance				
6:45	CG-016-22	Amendments to the Constitution	KD/MS	Paper
6:50	CG-017-22	Reappointment of Non-Executive Director – Geoff Broadhead Verbal recommendation to be received following the Nominations Committee Meeting	KD/MS	Paper
Closing Matters				
6:55	CG-018-22	Any Other Business	All	Verbal

Next Meeting: (Extra-Ordinary & Annual Members Meeting)

Date: 23 March 2022

Location: MS Teams

Start Time: 5:00pm

Finish Time: 7:00pm



MEETING NOTES

Council of Governors Meeting

Held on: 22 September 2021

Location: MS Teams

Start time: 5pm

Finish time:7:00pm

Present:

Kathy Doran	Chair
Geoff Broadhead (GB)	NED & Senior Independent Director (SID)
Mark Tattersall (MT)	NED
Terry Jones (TJ)	NED
Elkan Abrahamson (EA)	NED
Asutosh Yagnik (AY)	NED
Pat Higgins (PH)	Cheshire West & Chester
Keith Lewis (KL)	Liverpool
John Roberts (JR)	Liverpool
Stephen Sanderson (SS)	St Helens & Knowsley
Patricia Gillis (PG)	St Helens & Knowsley
Jane Wilkinson (JW)	Lead Governor - Wales
Glenys Crisp (GC)	Warrington & Halton
John Field (JF)	Wirral and rest of England
Andrew Waller (AW)	Wirral and rest of England
Christine Littler (CL)	Wirral and rest of England
Laura Jane Brown (LB)	Nurse
Myfanwy Borland (MB)	Other Clinical
Samantha Wilde (SW)	Radiographer
Andrew Bibby (AB)	NHS England – Cheshire and Merseyside Sub Regional Team
Yvonne Nolan (YN)	Local Council – Wirral MBC
Raymond Murphy (RM)	MANX
Andrea Chambers (AC)	MCH Psychological Services
Andrew Petitt (AP)	University of Liverpool

In Attendance

James Thomson (JT)	Director of Finance
Jayne Shaw (JH)	Director of Workforce & OD
Margaret Saunders (MS)	Associate Director of Corporate Governance
Sheen Khanduri (SK)	Medical Director
Emily Kelso (EK)	Corporate Governance Manger (Minutes)
Jo Bowden	Deputy Director of Finance

Item no.	Agenda item	Action
CG-016-21	Welcome & Apologies The Chair welcomed all those in attendance to the meeting;	
CG-017-21	Declarations of Interests Concerning Agenda Items No declarations of interests were received from Governors.	



MEETING NOTES

	<p>KD declared her Interest in the Reappointment of the Chair Paper Item CG-022-21, which she would not participate in.</p> <p>MT declared his interest in item GC-021-21 Reappointment of NED, which he would not participate in.</p>	
CG-018-21	<p>Minutes of last meeting: 7 July 2021</p> <p>The minutes of the last meeting held on the, 7th July 2021 were approved by the Council as a true record.</p>	
CG-019-21	<p>Matters Arising</p> <p>There were no matters arising noted for the meeting</p>	
Performance		
CG-020-21	<p>Appointing the External Auditors</p> <p>JB introduced the paper highlighting the position in relation to the process carried out to find a suitable new auditor for the Trust. The complexities around obtaining expressions of interest from suppliers as part of the tender process was explained, given the lack of appetite across the field for undertaking auditing for NHS organisations.</p> <p>JB explained that the Trust had discussions with the other specialist trusts across Cheshire & Merseyside and as a result approached Ernst Young for a discussion around potential future audit service provision.</p> <p>The Trust requested Ernst Young provide an outline to their approach to auditing the Trust from 2021/22 and onwards. The meeting took place on 8th September and both Audit Committee members and the Lead Governor were present in the meeting. Following this meeting it was agreed that Trust representatives were content with the outline presented and requested a formal proposal from Ernst Young.</p> <p>JW added that there had been significant disappointment with the service provided from current auditors Grant Thornton, and as a result it was clear that an alternative supplier be appointed. JW expressed her support in appointing Ernst Young as auditors for the Trust following a robust selection process, which she took part in on behalf of the CoG.</p> <p>KL sought clarity on the contract length, raising some concern of the previous supplier not performing to a high standard and the risk of being locked into a contract with a new supplier if there were to underperform. JB explained the complexities around auditing NHS FTs particularly in the first year and that suppliers would typically not agree to a single year contract as subsequent years the process became more streamlined as the provider gained familiarity with the Trust.</p> <p>SS sought assurance on the work being undertaken by the DoH, in order to build relationships with auditors so that organisations did not find themselves in a position of not having a choice in suppliers. JT explained the pressures that had been put on the audit market to lower fees, leading to underinvestment for firms making it unviable to provide services at that PHE level. It was further explained that whilst there was a significant increase in fees for the proposed appointment this fee case was more in line with expected commercial rates and not unreasonable.</p>	



MEETING NOTES

	<p>JF highlighted the Grant Thornton rates which were considerably lower and had seen little increase over the past 9 years, which may have led to their lack of engagement with the Trust. JT confirmed that lessons had been learned and that a more robust view of reasonable fees and suppliers was now in place.</p> <p>YN and PH confirmed their support in appointing Ernst Young as auditors for the Trust based their positive experience with the firm in their current professional roles. KD thanked YN & PH for sharing their firsthand experience and confirmed the expectation that the Trust would form a good working relationship with Ernst Young who would add value to the Trust throughout the process.</p> <p>KD thanks Governors for their challenge and discussion on the topic, It was then asked if the governors were satisfied that the market has been tested, and that they supported appointing Ernst Young as the new Trust auditors.</p> <p>Governors confirmed unanimously their support of the appointment of Ernst Young as Trust Auditors on a 3 year initial contract.</p> <p>The Council of Governors Approved the appointment of Ernst Young as Trust Auditors.</p>	
CG-021-21	<p>Reappointment of Non-Executive Director – Mark Tattersall</p> <p>KD introduced the paper which set out the effective performance of MT as a Non-Executive Director for CCC since his initial appointment, on 1st December 2018, in addition KD praised MT for his strength as Chair of the Audit Committee given his background in finance.</p> <p>KD further informed the Council of the feedback received on Mark from colleagues during the NED appraisal process, the example was given of his knowledge and constructive challenge in Performance Committee.</p> <p>JW confirmed she was content with the process undertaken to reappoint MT and the paper had been considered in detail at the Nominations committee meeting. She confirmed the recommendation to the Council of Governors on behalf of the Nominations committee to reappoint MT as a NED for the Trust and thanked him for his outstanding efforts during his time in post.</p> <p>The Council discussed and unanimously approved the reappointment of Mark Tattersall as Non-Executive Director of Clatterbridge Cancer Centre NHS Foundation Trust for second term of 3-years, from 1st December 2021 – 1st December 2024.</p> <p>The Council of Governors Approved the reappointment of Mark Tattersall as NED for a second 3-year term, starting 1st December 2021</p>	



MEETING NOTES



<p>CG-022-21</p>	<p>Reappointment of the Chair</p> <p>GB explained his role in the reappointment of the Chair as Senior Independent Director of the Trust, including his role in the appraisal of the Chair as outlined in the paper. It was explained that as per the Trust constitution the Chair had been appointed on an initial 3- year term which would come to an end 31 March 2022.</p> <p>GB explained the Chair appraisal process and outcomes where Executive and Non-Executive colleagues were consistent and extremely positive in regards to all aspects of her role with specific reference to her leadership style and commitment to the Trust’s vision and values.</p> <p>JW confirmed the support of the Nominations committee in the reappointment of KD as Chair of the Trust for a second 3-year term taking, explaining that the committee had made careful consideration of her continued high performance and commitment to the Trust along with her enthusiasm to undertake a second 3-year term. JW added that she had formed a very strong working relationship with the Chair and thanked her for her continued commitment to the Trust.</p> <p>The Council discussed and unanimously approved the reappointment of Kathy Doran as Chair of the Clatterbridge Cancer Centre NHS Foundation Trust for second term of 3-years, from 1st December 2021 – 1st December 2024.</p> <p>The Council of Governors</p> <p>Approved the reappointment of Kathy Doran as Chair or a second 3-year term, starting 1st April 2022.</p>	
Closing Matters		
<p>CG-023-21</p>	<p>Governor Informal Discussion Session</p> <p>This was an informal discussion session and not minuted.</p>	

Next meeting:

Date: 12 January 2021	Location: MS Teams
Start time: 5:00pm	Finish time: 5:00pm
Signature:	Date:
Chair	(Insert date when minutes are signed)



ACTION PLAN

Council of Governors

Last updated: September 2021

Updated by: Emily Kelso

R = Compromised or significantly off-track. To be escalated / rescheduled

A = Experiencing problems - off track but recoverable

G = On track

B = Completed

Item Ref	Date of Meeting	Item	Actions	Owner	Completion Date	RAGB	Status Update
CoG-51-19	07.11.19	Trust Board Development Day	New 'Trust values tree' to be shared with Council once completed	JSh	Ongoing	G	Programme of work to review and refresh out Values planned to support the new Strategic plan. Engagement activities are being held with staff, patients and stakeholders.
CoG-40-20	26.11.20	Membership & Comms Committee - update	All Governors invited to attend next meeting in January 2021	All Govs	31.01.2021	B	Committee started up again Dec 2021. Update reports to be provided by newly appointed Chair L-JB via Chairs Report to CoG. All Governors to be invited to observe Future meetings.
CG-003-21	07/07/2021	Minutes of Last meeting	Skills audit of Governors to take place	EK/ST	Q2/Q2 2022/23	G	Skill audit will be developed as part of the Governor self-assessment by Lead Governor and Corporate Governance Team. Outputs to be used in development of the Governor Development Day Agenda.
CG-007-21	07/07/2021	Lead Governor Report	The link to the NHS Providers Briefing to Governors 'Working Collaboratively in Health & Care Systems' would be circulated.	EK/ST	31/07/2021	B	Link Shared with Governors via Email
CG-012-21	07/07/2021	Amendments to the Constitution	Final version of the amended constitution to be email to Governors for digital approval prior to submission to Board for Approval in September	AW/EK	31/07/2021	B	Governors were emailed final version of the constitution in July 2021, no further amendments were requested.
GC-014-21	07/07/2021	Patient Experience & Inclusion Group (PEIG) – Report	Dates for future PEIG meetings would be circulated to Governors and that if there was a high amount of interest a rota would be developed.	EK/ST	Oct-21	B	no further interest received from Governors, those dates received have been communicated to Governor PEIG reps.



Council of Governors Performance Update

January 2022

Joan Spencer

James Thomson

Jayne Shaw

Julie Gray



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1. Operational Performance

2. Quality Performance

3. Financial Performance

4. Workforce Performance

5. Questions





Access

Directive	Key Performance Indicator	Change in RAG rating from previous month	Target	Nov-21	YTD 2021/22	Last 12 Months
Executive Director Lead: Joan Spencer, Chief Operating Officer						
L	9 days from referral to first appointment	↔	G: ≥90% A: 85-89.9% R: <85%	95.0%	93.9%	D J F M A M J J A S O N
C/S	2 week wait from GP referral to 1st appointment	↑	93%	100%	99%	D J F M A M J J A S O N
L	24 days from referral to first treatment	↔	G: ≥85% A: 80-84.9% R: <80%	85%	88.2%	D J F M A M J J A S O N
C/S	28 day faster diagnosis - (Referral to diagnosis)	↔	75% (formally monitored since Oct 2021)	91.7%	83.8%	D J F M A M J J A S O N
	28 day faster diagnosis - (Screening)	-	75% (formally monitored since Oct 2021)	No patients	N/A	There has only been 1 28 Day FDS Screening patient during this time
S	31 day wait from diagnosis to first treatment	↔	96%	99.2%	99.3%	D J F M A M J J A S O N
C/S	31 day wait for subsequent treatment (Drugs)	↔	98%	100.0%	99.4%	D J F M A M J J A S O N
C/S	31 day wait for subsequent treatment (Radiotherapy)	↔	94%	99.5%	98.7%	D J F M A M J J A S O N
S	Number of 31 day patients treated ≥ day 73	↔	0	0	0	0 for all months
C/S	62 Day wait from GP referral to treatment	↔	85%	88.6%	89.0%	D J F M A M J J A S O N
C/S	62 Day wait from screening to treatment	↑	90%	100.0%	90.3%	D J F M A M J J A S O N
L	Number of patients treated between 63 and 103 days (inclusive)	↓	No Target	41	338	D J F M A M J J A S O N
S	Number of patients treated => 104 days	↑	No Target	20	119	D J F M A M J J A S O N
L	Number of patients treated => 104 days AND at CCC for over 24 days (Avoidable)	↓	G: 0 A: 1 R: >1	0	4	D J F M A M J J A S O N
C/S	Diagnostics: 6 Week Wait	↔	99%	100%	100%	D J F M A M J J A S O N
C/S	18 weeks from referral to treatment (RTT) Incomplete Pathways	↔	92%	98.0%	98.6%	D J F M A M J J A S O N



Efficiency (1 of 2)

Directive	Key Performance Indicator	Change in RAG rating from previous month	Target	Nov-21	YTD 2021/22	Last 12 Months
Executive Director Lead: Joan Spencer, Chief Operating Officer						
S (SOF)	Diagnostic activity as % of the same month in 2019/2020	↔	95% of 2019/20 levels	201%	184%	D J F M A M J J A S O N
S (SOF)	% of all (non-treatment) outpatient activity delivered remotely via telephone or video	↔	25%	65%	69%	D J F M A M J J A S O N
L	Outpatient Appointments (including treatments) as % of the same month in 2019/2020	↔	95% of 2019/20 levels	129%	129%	D J F M A M J J A S O N
S	Length of Stay: Elective (days): Solid Tumour	↓	G: ≤6.5 A: 6.5-6.8 R: >6.8	6.4	6.3	D J F M A M J J A S O N
S	Length of Stay: Emergency (days): Solid Tumour	↑	G: ≤8 A: 8.1-8.4 R: >8.4	10.1	8.1	D J F M A M J J A S O N
S	Length of Stay: Elective (days): HO Ward 4	↔	A: 21.1-22.1 R: >22.1 G: ≤21	16.4	16.2	D J F M A M J J A S O N
S	Length of Stay: Emergency (days): HO Ward 4	↔	A: 22.1-23.1 R: >23.1 G: ≤22	7.8	11.6	D J F M A M J J A S O N
S	Length of Stay: Elective (days): HO Ward 5	↔	A: 32.1-33.6 R: >33.6 G: ≤32	24.3	19.4	D J F M A M J J A S O N
S	Length of Stay: Emergency (days): HO Ward 5	↔	A: 46.1-48.3 R: >48.3 G: ≤46	13.5	13	D J F M A M J J A S O N
S	Delayed Transfers of Care as % of occupied bed days	↑	≤3.5%	4.7%	3.0%	D J F M A M J J A S O N



Efficiency (2 of 2)

Directive	Key Performance Indicator	Change in RAG rating from previous month	Target	Nov-21	YTD 2021/22	Last 12 Months
Executive Director Lead: Joan Spencer, Chief Operating Officer						
S	Bed Occupancy: Midnight (Ward 4: HO)	↔	G: ≥85% A: 81-84.9% R: <81%	93.5%	87.2%	D J F M A M J J A S O N
S	Bed Occupancy: Midnight (Ward 5: HO)	↓	G: ≥80% A: 76-79.9% R: <76%	75.8%	74.7%	D J F M A M J J A S O N
S	Bed Occupancy: Midday (Solid Tumour)	↔	G: ≥85% A: 81-84.9% R: <81%	75.6%	71.5%	D J F M A M J J A S O N
S	Bed Occupancy: Midnight (Solid Tumour)	↔	G: ≥85% A: 81-84.9% R: <81%	73.9%	72.3%	D J F M A M J J A S O N
C	% of expected discharge dates completed	↔	G: ≥95% A: 90-94.9% R: <90%	87.0%	86.0%	D J F M A M J J A S O N
C/S	% of elective procedures cancelled on or after the day of admission	↔	0%	0%	0%	0% for all months
C/S	% of cancelled elective procedures (on or after the day of admission) rebooked within 28 days of cancellation	-	100%	None cancelled	N/A	No elective procedures have been cancelled on or after the day of admission
C/S	% of urgent operations cancelled for a second time	↔	0%	0%	0%	0% for all months
L	Imaging Reporting: Inpatients (within 24hrs)	↔	G: ≥90% A: 80-89.9% R: <80%	95.6%	96.8%	D J F M A M J J A S O N
L	Imaging Reporting: Outpatients (within 7 days)	↓	G: ≥90% A: 80-89.9% R: <80%	77.8%	80.6%	D J F M A M J J A S O N
C/Phase 3 Covid-19 Guidance	Data Quality - % Ethnicity that is complete (or patient declined to answer)	↔	G: ≥95% A: 90-94.9% R: <90%	97.6%	96.6%	D J F M A M J J A S O N
C	Data Quality - % of outpatients with an outcome	↔	G: ≥95% A: 90-94.9% R: <90%	100.0%	99.6%	D J F M A M J J A S O N
C	Data Quality - % of outpatients with an attend status	↔	G: ≥95% A: 90-94.9% R: <90%	100.0%	99.6%	D J F M A M J J A S O N
Executive Director Lead: James Thomson, Director of Finance						
S	Percentage of Subject Access Requests responded to within 1 month	↔	100%	100%	99%	D J F M A M J J A S O N
C	% of overdue ISN (Information Standard Notices)	↔	0%	0%	0%	0% for all months



Key Operational Issues

1. Maintained excellent Cancer Waiting Times performance throughout the COVID-19 pandemic.
2. COVID-19 inpatient flow challenges:
 - Uncertainty and unpredictability of demand, including the mutual aid ask
 - Barriers to discharge and transfer – Ambulance waiting times and Capacity of NHS Community services, Hospices and Care Homes.
 - Increased acuity of patients
 - Following national guidance regarding BMT patients
3. Leading the provision of Community Diagnostic Hubs in Cheshire and Merseyside.
4. Rising activity as we recover from the initial stages of the pandemic, with associated workforce capacity challenges particularly in radiology and chemotherapy nurses.
5. Continued roll out and refinement of online dashboards to support patient safety, inpatient assessments and audits ('perfect ward'), COVID-19 recovery planning and the achievement of Cancer Waiting Times standards.
6. Settling in of Aseptic Pharmacy Team at CCCL











Quality Performance

Directive	Key Performance Indicator	Change in RAG rating from previous month	Target	Nov-21	YTD 2021/22	Last 12 Months
Executive Director Lead: Julie Gray, Chief Nurse						
C/S	Never Events	↔	0	0	0	0 for all months
C/S	Serious Untoward Incidents (month reported to STEIS)	↔	0	0	4	■ D J F M A M J J A S O N
C/S	Serious Untoward Incidents: % submitted within 60 working days / agreed timescales	-	100%	0 requiring submission	80%	■ D J F M A M J J A S O N
S	RIDDOR - number of reportable incidents	↓	0	0	2	■ D J F M A M J J A S O N
S	Significant accidental or unintended exposure (SAUE); Radiotherapy delivered dose or Radiotherapy geographical miss - Treatment Errors	↔	G: ≤3 A: 4-5 R: >5	0	0	■ D J F M A M J J A S O N
S	Significant accidental or unintended exposure (SAUE); Radiotherapy delivered dose or Radiotherapy geographical miss - Imaging Errors	↔	G: ≤8 A: 9-12 R: >12	0	1	■ D J F M A M J J A S O N
S	Incidents /1,000 Bed Days	↑	No target	176.6	197.9	■ D J F M A M J J A S O N
L	Incidents resulting in harm /1,000 bed days	↑	No target	24	19	■ D J F M A M J J A S O N
C/S	Inpatient Falls resulting in harm due to lapse in care	↔	0	0	0	0 for all months
S	Inpatient falls resulting in harm due to lapse in care /1,000 bed days	↔	0	0	0	0 for all months
C/S	Pressure Ulcers (hospital acquired grade 3/4, with a lapse in care)	↔	0	0	0	0 for all months
C/S	Pressure Ulcers (hospital acquired grade 3/4, with a lapse in care) /1,000 bed days	↔	0	0	0	0 for all months
S	Consultant Review within 14 hours (emergency admissions)*	↔	90%	91.0%	97.0%	■ D J F M A M J J A S O N
C/S	% of Sepsis patients being given IV antibiotics within an hour*	-	90%	Data not yet validated	Data not yet validated	■ D J F M A M J J A S O

*This data is subject to change following final validation.



Quality Performance

Directive	Key Performance Indicator	Change in RAG rating from previous month	Target	Nov-21	YTD 2021/22	Last 12 Months
Executive Director Lead: Julie Gray, Chief Nurse						
C/S	VTE Risk Assessment	↔	95%	98.0%	95.8%	
S	Dementia: Percentage to whom case finding is applied	↔	90%	100.0%	98.0%	
S	Dementia: Percentage with a diagnostic assessment	-	90%	No patients	N/A	No patients were referred
S	Dementia: Percentage of cases referred	-	90%	No patients	N/A	No patients were referred
C/S	Clostridioides difficile infections (attributable)	↔	≤11 (pr yr)	1	11	
C/S	E Coli (attributable)	↓	≤6 (pr yr)	0	7	
C/S	MRSA infections (attributable)	↔	0	0	0	0 for all months
C/S	MSSA bacteraemia (attributable)	↓	G: ≤4, A: 5 R: >5 (pr yr)	0	1	
C	Klebsiella (attributable)	↓	≤6 (pr yr)	0	4	
C	Pseudomonas (attributable)	↔	≤10 (pr yr)	0	0	
C/S	FFT score: Patients (% positive)	↔	G: ≥95% A: 90-94.9% R: <90%	97%	96%	



Quality Performance

Directive	Key Performance Indicator	Change in RAG rating from previous month	Target	Nov-21	YTD 2021/22	Last 12 Months
Executive Director Lead: Julie Gray, Chief Nurse						
C	Number of formal complaints received	↓	No target	1	25	
S	Number of formal complaints / count of WTE staff (ratio)	↓	No target	0.001	0.002	
C	% of formal complaints acknowledged within 3 working days	↔	100%	100%	96%	
L	% of routine formal complaints resolved in month, which were resolved within 25 working days	↔	G: ≥75% A: 65-74.9% R: <65%	100%	67%	
L	% of complex formal complaints resolved in month, which were resolved within 60 working days	-	G: ≥75% A: 65-74.9% R: <65%	None to resolve	75%	100% or None to be resolved in all months, except 0% in March 2021 and Sept 2021
C/S	% of FOIs responded to within 20 days	↔	100%	100%	100%	
C/S	Number of IG incidents escalated to ICO	↔	0	0	0	0 for all months
C	NICE Guidance: % of guidance compliant	↔	G: ≥90% A: 85-89.9% R: <85%	96%	93%	
L	Number of policies due to go out of date in 3 months	↓	No target	15	N/A	
L	% of policies in date	↔	G: ≥95% A: 93.1-94.9% R: <93%	97%	97%	
C/S	NHS E/I Patient Safety Alerts: number not implemented within set timescale.	↔	0	0	0	0 for all months



Quality Highlights

- Successful ongoing delivery of the COVID -19 vaccination plan.
- Effective Infection Control management of COVID -19.
- Excellent Patient Friends and Family test scores (with over 2,000 responses per month).
- 0 falls resulting in harm / grade 3 or 4 pressure ulcers which were due to a lapse in care by CCC.
- Patient experience initiatives including the arts programme.
- 'Perfect Ward' initiative online dashboard developed to maximise access and engagement with this valuable initiative.
- Incident and risk management system upgrade.



Financial Performance

For November 2021, the key financial headlines are:













Metric (£000)	In Mth 8 Actual	In Mth 8 Plan	Variance	Risk RAG	YTD Actual	YTD Plan	Variance	Risk RAG
Trust Surplus/ (Deficit)	28	33	(5)	Yellow	(442)	67	(509)	Yellow
CPL/Propcare Surplus/ (Deficit)	84	0	84	Green	463	0	463	Green
Control Total Surplus/ (Deficit)	112	33	79	Green	21	67	(46)	Yellow
Group Cash holding	64,055	58,753	5,302	Green	64,055	58,753	5,302	Green
Capital Expenditure	284	0	(284)	Green	403	1,451	1,048	Green
Agency Cap	83	95	12	Green	586	760	174	Green

The Trust is reporting an in month surplus of £28k, YTD deficit of £(442)k. Once this is consolidated with the subsidiaries, it shows a slight surplus position.

At month 7 the Trust had a deficit plan, however, since then the Trust has submitted a balanced H2 plan to the ICS. The plan includes a level of Elective Recovery Funding (ERF) income to achieve break even, this relies on the whole system achieving the targets. ERF was not achieved by Cheshire and Merseyside Integrated Care System in either month 7 or month 8, so the Trust deficit being reported reflects the unmitigated ERF income loss.



Workforce Performance

Directive	Key Performance Indicator	Change in RAG rating from previous month	Target	Nov-21	YTD 2021/22	Last 12 Months
Executive Director Lead: Jayne Shaw, Director of Workforce and Organisational Development						
S	Staff Sickness Absence		G: ≤4% A: 4.1-4.9% R: ≥5%	5.5%	4.7%	
S	Staff Turnover*		G: ≤1.2% A: 1.21-1.24% R: ≥1.25%	0.70%	11.5%	
S	Statutory and Mandatory Training		G: ≥90% A: 75-89% R: ≤75%	95.90%	N/A	
L	PADR rate		G: ≥95% A: 75-94.9% R: ≤74%	95.72%	N/A	
C	Flu: % of 'Frontline' CCC Staff Vaccinated (at 8/12/21)		85% by campaign end	65%	N/A	-
L	Covid-19: % of CCC Staff who have had the first dose vaccination (at 8/12/21)		No national target	94%	N/A	-
L	Covid-19: % of CCC Staff who have had the first and second dose vaccination (at 8/12/21)		No national target	93%	N/A	-
L	Covid-19: % of CCC Staff who have had the first, second and booster vaccination (at 8/12/21)		No national target	72%	N/A	-



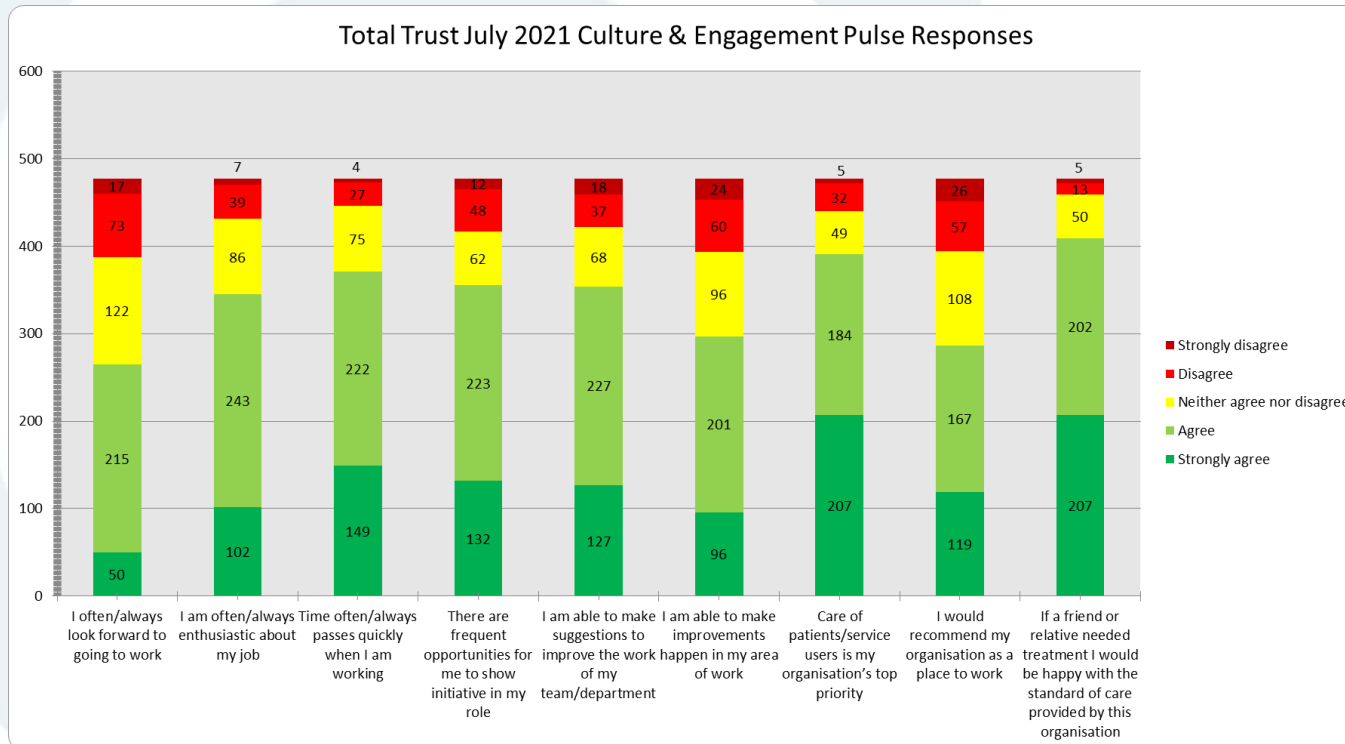
Workforce Performance

- Whilst sickness absence levels have not been as high as the 6.5% recorded in January 2021, October and November 2021 rose to above 5%. CCC's figures have however remained significantly lower than in other local NHS Trusts during the pandemic.
- Turnover has been below target in 6 of the last 12 months. The Workforce and OD team have continued to focus strongly on staff health and wellbeing throughout the pandemic, recognising that this is a particularly challenging time.
- Statutory and Mandatory training compliance continues to perform above the Trust target of 90%.
- The Trust has achieved the PADR target of 95%.
- 72% of staff have had the 1st, 2nd and Booster Covid-19 vaccines (as at 8/12/21). The Trust is closely monitoring national guidance around mandating vaccines.



Workforce Engagement

- The annual national staff survey took place from Sep-Nov 2021, with an excellent Trust response rate of 62% (976 staff). The results have not yet been published.
- A new quarterly 'National Culture and Engagement Pulse Survey' was launched in July 2021. This replaces the staff friends and family survey. The results are shown in the chart below.
- Divisional and Corporate Service staff engagement work continues to progress well
- The Trust's values were refreshed in 2021, with significant staff engagement and have been agreed as We are: Kind | Empowered | Responsible | Inclusive.



Questions



REPORT COVER

Report to:	Council of Governors	
Date of meeting:	12/01/2022	
Agenda item:	CG-009-22 Patient Experience and Inclusion Group report	
Title:	Patient Experience and Inclusion Q1 to Q3 (Nov) 2021 Update	
Report prepared by:	Andy Waller	
Executive Lead:	Julie Gray, Chief Nurse	
Status of the report: (please tick)	Public <input type="checkbox"/>	Private <input checked="" type="checkbox"/>

Paper previously considered by:	N/A
Date & decision:	

Purpose of the paper/key points for discussion:	<p>The Council of Governors is asked to note and provide comment on The Clatterbridge Cancer Centre (CCC) NHS Foundation Trust Patient Experience and Inclusion Update Report covering the period Apr-Nov 2021.</p> <p>The report provides a summary of patient experience key highlights across a 8 month period including;</p> <ul style="list-style-type: none"> • patient feedback regarding Trust services • strengthened engagement with patients and carers achieving true co-production to improve care delivery • celebration of achievements <p>Our Patient Experience team and services continue to lead the way nationally, delivering new innovative solutions to improve the quality of care and patient experience delivered at CCC.</p> <p>The Clatterbridge Cancer Centre was rated one of the top six hospitals in England who took part in the National Inpatient survey 2020.</p>
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Action required: (please tick)	Discuss <input checked="" type="checkbox"/>
	Approve <input type="checkbox"/>
	For information/noting <input checked="" type="checkbox"/>

Next steps required:	<p>Council of Governors are requested to;</p> <ul style="list-style-type: none"> • Note content of the draft report. • Deliver comment/feedback as required
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The paper links to the following strategic priorities and Board Assurance Framework (BAF) Risks (please select)



REPORT COVER

BE OUTSTANDING

BAF Risk	Please select
If we do not have robust Trust-wide quality and clinical governance arrangements in place we will not deliver safe and effective care resulting in poor outcomes for our patients and negative regulatory outcomes.	<input checked="" type="checkbox"/>
Operational sustainability: If the demand for treatment exceeds the resources available, we are at risk of failing to deliver against healthcare standards which will impact on our ability to recover performance to the required levels within the agreed timeframes.	<input type="checkbox"/>
Financial sustainability: Due to changes in funding, the Trust may exceed activity levels resulting in increased costs that exceed the current agreed block funding.	<input type="checkbox"/>

BE COLLABORATIVE

BAF Risk	Please select
If we do not build upon the work with the Cancer Alliance and other partners this will adversely affect the Trust's ability to positively influence prevention, early diagnosis, standardisation of care and performance in cancer services.	<input type="checkbox"/>

BE RESEARCH LEADERS

BAF Risk	Please select
If we do not maintain our ECMC status this will adversely affect patient access to the latest novel therapies, CCC research reputation, acquiring CRUK status which in turn will have an impact on CCC's ability to support early phase trial research, progress against the Research Strategy and academic oncology in Liverpool.	<input type="checkbox"/>
Issues within the Pharmacy Aseptic Unit adversely impacting on the manufacture and dispensing of drugs resulting in some trials not being set up or re-opened as part of the recovery plan adversely impacting on patient accessibility to research and reputational damage with Sponsors.	<input type="checkbox"/>

BE A GREAT PLACE TO WORK

BAF Risk	Please select
If we do not invest in effective, inclusive leadership, there is a risk this will adversely impact on the Trust's ability to deliver the Trust's five year Strategy.	<input type="checkbox"/>
If we are unable to recruit and retain high calibre staff there is a risk of an adverse impact on the quality of care and reputation of the Trust.	<input type="checkbox"/>
If we do not support and promote employee health and wellbeing this will adversely impact on the stability of our workforce in terms of recruitment, retention and absence.	<input type="checkbox"/>

BE DIGITAL

BAF Risk	Please select
If we do not invest a clear vision, sufficient capacity and investment in our digital programme and teams there is a risk that the Trust will not achieve its digital ambition.	<input type="checkbox"/>
If the Trust is hit by a Cyber/ransomware attack, there is a risk that all systems could be disabled resulting in potential loss of data and delayed care.	<input type="checkbox"/>

BE INNOVATIVE

BAF Risk	Please select
If we do not develop our Subsidiary Companies and Joint Venture we will not be able to re-invest back into the NHS.	<input type="checkbox"/>

EQUALITY & DIVERSITY IMPACT ASSESSMENT

Are there concerns that the policy/service could have an adverse impact on:

Age	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Disability	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Gender	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Race	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Religious/belief	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Sexual orientation	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Gender Reassignment	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Pregnancy/maternity	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>			

If YES to one or more of the above please add further detail and identify if a full impact assessment is required.



REPORT

Patient Experience & Inclusion Group (PEIG) Report: April to November 2021

Dr. Andy Waller, Public Governor - Wirral & rest of England
Kirsteen Scowcroft, Head of Patient Experience & Inclusion, Veterans and Carers Champion and
PEIOG Chair
Karen Kay, Deputy Director of Nursing and PEIG Chair



REPORT

1. Purpose

The purpose of this paper is to provide the Council of Governors with an information summary of key themes and actions in response to the patient and carer voice and involvement for the period 1st April to 30th November 2021.

2. Background

In 2019 the Patient Experience and Inclusion Group (PEIG) was established with the Deputy Director of Nursing appointed as Chair to provide oversight and assurance to the Executive Trust Board, through committee structures that the Patient and Public Involvement and Engagement Strategy 2019 – 2021 was being implemented and the agreed pledges embedded across the Trust.

The first meeting took place 1st August 2019; the group has met in 2021 on a bi-monthly basis and in 2022 scheduled as a quarterly meeting, due to the establishment in September 2021 of the PEIG operational sub-group, the Patient Experience and Inclusion Operational Group (PEIOG). Non-Executive Patient Experience & Inclusion lead, Governor, Patient & Carer Representatives are included as formal members of the group, with both groups Terms of Reference reviewed & agreed in July 2021.

Dates of 2022 PEIG meetings are:

- 9th March
- 15th June
- 7th September
- 7th December 2022

Dates of 2022 PEIOG meetings are:

- 16th February
- 20th April
- 15th June
- August, October, December dates TBC

In May 2021 the Trust appointed a new Head of Patient Experience and Inclusion. This senior leadership appointment has been and will be instrumental in leading the delivery of effective patient experience improvement initiatives and assurance across the Trust.

The Council of Governors will receive quarterly reports on the key themes and actions of PEIG and PEIOG meetings at formal Council of Governor Meetings.



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3. Local update: Key themes

The below sections are a summary of the key work, themes and actions completed for the period 1st April to 30th November 2021 in response to the patient, families and carer voice.

3.1 Governance, reporting and risk management

Following the PEIG review and establishment of PEIOG the risk management and triple A reporting are standing agenda items on both groups.

3.2 Non-Executive Director/Governor/Patient & Carer Representative update

Since Summer 2021, the PEIG and PEIOG membership has been strengthened further with involvement and inclusion of a Non-Executive Director Patient Experience lead, Governors, Medical Lead for Patient Experience and patient and carer representatives, ensuring that we hear, listen and act together on the patient and carer voices from the communities that we serve.

3.3 Patient Experience and Public Inclusion Strategy 2019-2021 and Patient Experience, Engagement, Inclusion & Involvement Commitment 2021-2026

The Trust refreshed its shared commitment to patient experience in the new five year strategy earlier this year to provide a common definition and vision for those visiting and working at CCC. The refreshed version has been co-produced with systems and people with lived experience. It uses the existing Darzi-based definition of high-quality care as being safe, effective and providing a positive experience.

During 2021-22, The Trust has continued to work with national and regional systems and networks to complete delivery of the Patient and Public Involvement and Engagement Strategy (PPI&ES) 2019 – 2021 with all eight pledges and associated action plans tracked, actioned and implemented via PEIG. More information regarding the 2019-2021 strategy can be found in the Patient Experience & Inclusion Annual Reports for 2019/20 and soon to be published 2020/21 on the Trust website.

The strengthening of collaboration and partnership working across health and care provides significant opportunity to improve experience of care. As a result in early 2021 work commenced to implement the NHS England & Improvement Patient Experience Improvement Framework. The framework first published in 2018 enables the provision of a gap analysis and action plan to be presented to Trust Board. The framework is a patient experience assessment tool based on the CQC domains and six framework themes. It has been jointly produced by patient and carer voice representatives and staff, providing the foundations to co-produce the new 2021-2026 Patient Experience, Engagement, Inclusion and Involvement (PEEII) 'commitment' by Quarter four 2021/22.



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The seven co-production workshops have taken place between February and October 2021 and the below digital illustration demonstrates the key commitments, outputs and four 'promises' to be delivered over the next five years.



3.4 Patient Experience Annual Report

In November 2021 the Integrated Governance Committee was asked to note and provide comment on The Clatterbridge Cancer Centre (CCC) NHS Foundation Trust Patient Experience and Inclusion Annual Report 2020/21.

The report provides a summary of patient experience key highlights across a 12 month period including;

- The move to our new Cancer Hospital in Liverpool
- The response to a global pandemic
- Patient feedback regarding Trust services
- Strengthened engagement with patients and carers achieving true co-production to improve care delivery
- Celebration of achievements

Our Patient Experience team and services continue to lead the way nationally, delivering new innovative solutions to improve the quality of care and patient experience delivered at CCC.

The final agreed version of the Annual Report is expected to be available on the Trust website by Q4 2020/21.

3.5 Patient Experience

3.5.1 Patient Story's and NED/Governor Walkabouts

Since June 2021, five Non-Executive and Governor 'virtual' patient experience walkabout visits have been facilitated by the patient experience team, with reports presented to Trust



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Board every month and any subsequent actions captured in the PEIG or PEIOG action log for continuing improvement in patient experience.

In addition, throughout 2021, nine patient and professional experience narratives (stories) were shared at Trust Board, PEIG and PEIOG, again with any subsequent actions captured in the PEIG or PEIOG action log. In October the patient story was shared as the first digital story to be presented to Trust Board, with plans to add to the Trust website for other patients and members of the public able to access the video. The Head of Patient Experience & Inclusion is currently undergoing training with NHS England and Improvement in Digital Storytelling to help to produce more stories in this format, similar to other Trusts and the national Heads of Patient Experience Network commitment to provide this important skill to providers to support making impactful and powerful story telling.

3.6 Patient Feedback – Patient Experience Improvement

3.6.1 Always Events: What matters to you?

This quality improvement programme supports CCC to ensure we are modelling the behaviours that make a positive difference to our patients first time, every time.

Always Events (AE) are defined as the aspects of the patient and family experience that should always occur when patients interact with healthcare professionals and the healthcare delivery system. NHSEI have been leading the initiative to integrate AE into routine frontline services.

As AE are based on coproduction quality improvement, these fit perfectly with CCCs ambition to seek understanding as to what really matters to patients, people who use our services, their families and carers – and then co-design changes to improve experiences of care.

In Q1/2 2021/22 we undertook an extensive review of key patient feedback received where patients told us what matters to them. The feedback was received during patient experience ‘rounds’ along with written feedback from various national and local surveys.

The first AE project of Family Volunteers including the ‘chatter buddies’ initiative was implemented in October on wards 2 & 3 with a service evaluation conducted on the 30th November. The second AE project focusing on outpatients and improving communications and patients impacted by long waiting times is currently in the scoping and preparing stage of the project.

3.6.2 Surveys

Adult Inpatient 2020 Survey

The National CQC Adult Inpatient survey (IP) looks at the experiences of adults that have been an inpatient at an NHS hospital and involved 137 NHS acute and specialist trusts in



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England. The survey has been running since 2002 and is published annually. All eligible organisations in England are required to conduct the survey.

The Clatterbridge Cancer Centre was rated one of the six top hospitals in England by took part in the survey and achieved an overall score of 9 out of 10.

Survey results for 2020 highlighted that The Clatterbridge Cancer Centre was one of just six hospitals nationally – and the only hospital in Cheshire & Merseyside to achieve the ‘Much better than expected’ ranking. The 2020 survey covered inpatient services at both Liverpool and Wirral sites. The action plan has been created and there are 4 key areas to focus on improvement, which will be monitored via PEIOG for progress and completion.

NCPES 2020

The CCC results from the 2020 NCPES are very good and continue to show year on year improvement in particular areas. All staff should be proud of the improvements that have been reported by patients; however, we must not become complacent and acknowledge the impact to patient’s experiences of opening CCC Liverpool and the pandemic in 2020.

Whilst the overall patient experience score of 8.8 has been maintained from 2018, it is not comparable with our cancer peer Trusts, as a trust we must strive for continual improvements based on patient feedback.

The results highlight the 15 areas in which CCCs score is higher than the 2019 score.

Areas identified for improvement based on CCC 2019 survey results include:

- Q12 Patient completely understood the explanation of what was wrong
- Q15 Patient felt possible side effects were definitely explained in an understandable way
- Q25 Hospital staff told patient they could get free prescriptions
- Q37 Patient definitely found hospital staff to discuss worries or fears during their inpatient visit
- Q56 Different people treating and caring for patient always work well together to give best possible care
- Q57 Patient given a care plan
- Q58 Overall the administration of care was good or very good
- Q60 Someone discussed with patient whether they would like to take part in cancer research

The above areas for improvement and closer management will form the basis of the NCPES 2020/21 improvement action plan, which is currently with the Divisional Nurse Directors for review.



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The progress of the identified areas & subsequent actions in the NCPES 2020/21 improvement action plan will be monitored via the Divisional Quality & Safety Meetings and the Patient Experience and Inclusion Operational Group (PEIOG) with the divisional leadership and Matrons, providing bi-monthly progress updates to the group.

The full publications of the NCPES 2020/21 report and survey results are available by the following link:

<https://www.ncpes.co.uk/current-results/>

3.6.3 Patient Experience Improvement Framework

This was facilitated by the National Patient Experience Lead at NHS England & Improvement (NHSEI). Six workshops conducted in Quarter 4 2020/21 have taken place and have supported CCC to conduct an in depth review and diagnostic of where we are as a Trust regarding patient experience. This will facilitate the development and implementation of a plan that will ensure our patients, their families and carers have an “outstanding” experience when using CCC services.

3.7 Patient Experience & Inclusion Policy

Carers Policy and Regional Passport

On the 25th November on Carers Rights Day – an annual campaign to raise awareness of caring, highlight the challenges and recognise the contributions carers make to families the Trust launched the new Carers policy and Regional Passport for carers.

A carer is a person who looks after a family member, partner or friend who is reliant on help because of their pre-existing illness, frailty, disability, a mental health problem or an addiction and cannot cope without their practical and emotional support. The care they give is unpaid.

Examples of support may include:

- Supporting their compliance with treatment regimes
- Help with shopping, cleaning, cooking, laundry and with appointments
- Assistance and encouragement with feeding
- Emotional support and reassurance to reduce significant agitation & distress
- Assisting with communication needs

As a Trust we fully recognise the important role carer's play. Many of our patients have carers who provide invaluable support to them, and some of our staff may also have carer responsibilities. So we want to work together, as expert partners, in the care of family and friends to help make the treatment journey as smooth as possible.



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Our newly launched Carers Policy will help us to work more closely with carers, and to support the new policy we will be promoting a culture that recognises carers and their needs with the new Carer Passport.

We have joined forces with 12 other trusts across the Cheshire and Merseyside region to develop the passport to help make things easier and smoother for our patients and their carers. No matter where a patient is being treated, the Carer's Passport will include a carer partnership agreement that can be shared with relevant health professionals in the hospital they are being treated in.

The passport will enable carers to access additional support and will signpost to other local carer organisations. This will help to ensure the patient's discharge planning takes the carer's needs and abilities into account, gives opportunity for training and education to help the carer prepare for discharge and will help to improve their confidence. Flexible visiting hours will also be supported (Covid visitor restrictions may apply – please check with the relevant NHS trust first) along with car parking concessions.

Head of Patient Experience & Inclusion and Carer Champion, Kirsteen Scowcroft, who helped develop the passport, said: "The past year has really brought the essential role of the carer to the forefront. It has really highlighted the importance of carers being equal partners in the care of their loved ones and we must support them to have a voice."

3.8 Volunteers

Volunteers play a vital role in delivering services to the NHS and this is particularly so at CCC. The Trust recognises the huge role that our volunteers have in supporting patients, enriching patient experience and bringing communities together. The CCC also acknowledges that volunteer roles are essential to reduce the pressure on services and support staff. They are part of the hospital team that delivers an outstanding patient experience across all our sites.

We now have closer to 80 active volunteers and a 15 strong Family Volunteer team, supporting patients and visitors on the wards, beverage rounds on Level 6, Level 1 and Main outpatients at CCC Liverpool, PharmaC CCC Liverpool & Main entrance 'meet and greet' on both CCCL and CCCW sites and supporting with scheduled Arts activities..

3.9 Arts in Health and Wellbeing

Public art was one of a number of key elements integrated into the Clatterbridge Cancer Centre Liverpool (CCC-L) build to enhance the profile and raise awareness of the life-enhancing qualities of CCC-L. The architecture, interior design and public art for this iconic new building combine to add value, engage the public, and help instill confidence for patients in this dramatic new initiative. Public art supports wider wellbeing, distraction, and reassurance for patients from many different generations and backgrounds. Patients, their



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families and staff benefit from an enhanced environment that is uplifted by good design and a variety of engaging artwork.

As part of the arts and health strategy and the Arts Co-coordinator programme of work this part time CCC charity funded role supports the design, implementation and review of the Arts and Health programme at CCC, including artwork to enhance the environment across all CCC sites and arts activity and interventions for patients, staff and visitors.

The Arts Steering Group (ASG) provides continuity to art commissioning throughout the Trust, and helps steer the wider arts and health programme.

The commissioned artworks were installed at CCC-L between Summer 2020 and Summer 2021. Whilst also supporting patients in the provision of art packs and boredom busters as well as the new partnership with the Liverpool Philharmonic, who will be on-site at CCC Liverpool on the 9th December as part of the 2021 Christmas programme for patients and staff. In addition, an active craft club has been established in November 2021 on ward 4 where patients meet safely every Wednesday and Sunday afternoon's on the ward social spaces to create crafts together and support each other during their stay on the wards.

3.10 Veterans and Armed Forces Community

The Clatterbridge Cancer Centre currently holds Bronze Employment Recognition Scheme status, following the signing of the Armed Forces Covenant in 2019. In August 2021 achieved the Veterans Covenant Healthcare Alliance (VCHA) Accreditation as the first cancer specialist Trust in the UK to be awarded Veteran Friendly status.

The Trust's veteran programme is led by the Leadership Dyad who drive and have a passion to improve services and opportunities for the Armed Forces Community, not only within the organisation, but by collaboration across Merseyside & Cheshire with the Armed Forces network. CCC has embraced the Veterans Covenant Healthcare Alliance programme and has tirelessly invested into embedding it throughout the organisation.

As a Specialist service provider organisation, the patients and their families that use the services at the Clatterbridge Cancer Centre may not be geographically local to where their follow up and rehabilitation treatment maybe. In order to provide individualised support and signposting, the Trust has forged new links with the NW Transition, Intervention and Liaison (TILS) service, and a number of third sector charities, including The Royal British Legion, Walking with the Wounded (WWTW) and Help for Heroes.

The Trust have also collaborated with NHS England & Improvement Commitment for Carers programme, and are part of a working group within Merseyside & Cheshire that is developing a Carer's Passport, with a focus on family carers of veterans, and veterans caring for family members who are living with a cancer diagnosis.

The Lord Lieutenant of Merseyside and representative from 208 Field Hospital (Liverpool) Army Reserves will be formally presenting the Trust with the VCHA award certificate on the 22nd December at a small ceremony at CCC Liverpool Winter Gardens.



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4. Discussion

Positive patient experience, treatment and support are an essential part of an excellent healthcare service alongside clinical effectiveness and safety. The Clatterbridge Cancer Centre is a learning Trust and patient experience and public involvement & engagement is at the heart of everything we do.

This report aims to give an account of key elements of this ongoing work from April to November 2021. It provides assurance that the patient experience and public involvement & engagement pledges have been implemented and helping to drive service development, positive change and research & innovation, alongside a number of future developments.

The overarching ambition of the trust is to build on the fabulous progress and achievements made in 2020/21, whilst being bolder and braver driving service improvement utilising the process of true co-production with greater frequency, taking patient experience and public involvement & engagement at Clatterbridge Cancer Centre to 'Outstanding'.

5. Recommendations

The Council of Governors is asked to:

- Note content of report
- Acknowledge the need for further action that is being taken in response to patient experience and improvement works
- Request further updates as required.





Committee/Group 'Triple A' Chair's Report

Name of Committee/Group	Performance Committee	Reporting to:	Trust Board
Date of the meeting:	21 July 2021	Parent Committee:	
Chair:	Geoff Broadhead	Quorate (Y/N)	Y

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
Operational and Financial Planning 2021-22		<p>The Performance Committee received a presentation on the Financial and Operational Planning for 2021-22 and had a detailed discussion in relation to the following:</p> <ul style="list-style-type: none"> ➤ Key Points ➤ Planning context ➤ Workforce Resource Planning ➤ H1 forecast ➤ Commissioner Planning for 2022-23 and ➤ Financial and Operational risks. <p>The Committee noted the following:</p> <ul style="list-style-type: none"> ➤ The Trust continues to deliver and plan for increasing activity ➤ The Elective Recovery Fund (ERF) threshold has changed to 95% for Quarter 2 ➤ H2 funding basis has not yet been published ➤ The 2022-23 planning framework is being developed by NHSE. 	Additional emerging detail to be presented at Trust Board.	JT	Ongoing
Review of Capital Investments		The Performance Committee noted the Board approved annual capital plan and received an update on the progress against the Trust's capital plan.	The Performance Committee to receive an update on progress against the capital plan every six months.	JB	January 2022

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
Finance Report		The Performance Committee received and discussed the Finance report noting that for 2021-22, Cheshire and Merseyside ICS are managing the required financial position through a whole system approach and the requirement for the Trust for the first six months of the year (H1) is to achieve a break-even position.	None required	N/A	N/A
PropCare Report to the Performance Committee		In accordance with the agreed reporting cycle and format, the Performance Committee received the first report from PropCare detailing assurance around: <ul style="list-style-type: none"> ➤ Strategy development ➤ Risk management ➤ Compliance and ➤ Financial performance 	PropCare will report to Performance Committee every six months. PropCare will report to the Trust Board as Shareholder.	FJ FJ	January 2022 July 2021
Clinical Decisions Unit (CDU): Update on the Service Development		The Performance Committee received an update on progress of the actions from the service review of the CDU and Hotline in improve patient flow noting that: <ul style="list-style-type: none"> ➤ Significant progress has been made but further work required to ensure robust collation of performance data relating to the CDU and Hotline. ➤ Delivery of Key Performance Indicators will be monitored at the Acute Care Divisional Quality, Safety and Performance meetings. 	Further update on progress against the action plan to Performance Committee in six months.	JSp	January 2022

	ALERT the Committee on areas of non-compliance or matters that need addressing urgently
	ADVISE the Committee on any on-going monitoring where an update has been provided to the sub-committee and any new developments that will need to be communicated or included in operational delivery
	ASSURE the Committee on any areas of assurance that the Committee/Group has received



Committee/Group 'Triple A' Chair's Report

Name of Committee/Group	Performance Committee	Reporting to:	Trust Board
Date of the meeting:	22 September 2021	Parent Committee:	
Chair:	Geoff Broadhead	Quorate (Y/N)	Y

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
Operational and Financial Planning 2021-22		<p>The Performance Committee received a presentation on the Financial and Operational Planning for 2021-22 and had a detailed discussion in relation to the following:</p> <ul style="list-style-type: none"> • Key Points • Planning Context and Timetable • H1 Forecast – Best, Likely, Worst • H2 Planning • Workforce Resource Planning • Commissioner Planning for 2022/23 • Financial and Operational Risks <p>The Committee noted the following:</p> <ul style="list-style-type: none"> • The Trust continues to deliver and plan for increasing activity. • Cheshire & Merseyside ICS has not achieved the 95% Elective Recovery Fund (ERF) threshold in Q2. • NHSE planning guidance for H2 is expected 24th Sept • The Trust was analysing workforce costs and activity profile to achieve CIP • The 2022-23 commissioning framework was emerging for next cycle, with the income quantum to be determined 	Updates will continue to be shared with the committee bi-monthly.	JT	Ongoing

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
Finance Report – Month 5		<p>The Performance Committee received and discussed the report noting that; for 2021/22 the Cheshire & Merseyside ICS are managing the required financial position of each Trust through a whole system approach. The requirement for the Trust for the first six months of the year (H1) is to achieve a break-even position.</p> <p>The committee further discussed the uncertainty of the ERF position going forward particularly the impact of the increased threshold from 85% to 95% of 2019/20 activity levels. It was noted that levels of funding available to the Trust were reliant on all CM Trusts achieving the increased activity threshold.</p> <p>In addition, the committee discussed the risks associated with CIP planning for the second half of the year. It was anticipated a higher level of CIP would be required.</p>	Bi-monthly updates to the Committee	JT	ongoing
Risks & Issues Summary Report		<p>The committee received the paper outlining those high scoring risks aligned to the committee and an update on each. It was noted that the move to the Datix Cloud IQ system was imminent and would improve reporting efficiency.</p> <p>The committee discussed in detail the risk surrounding medical workforce staffing levels. Assurance was given that work was ongoing to ensure gaps were identified early and mitigations were in place to address capacity risks, including the introduction of the Medical Transformation Group.</p>	It was agreed a paper would be bought back to the committee with details of the progress on the workstreams in place.	JSp	November- 21

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
Research & Innovation Business Plan – Progress on Implementation		<p>The committee received the paper, which gave assurance on the progress made to date on each of the four Workstreams. The pressures surrounding the financial plans were highlighted, which had resulted from the pause in recruitment to studies during the Covid-19 pandemic and issues within the Aseptic Pharmacy Unit.</p> <p>The Committee were pleased to receive an update that one new study had opened in month. It was hoped this would be the start of a steady stream of studies opening in H2 and an improved commercial income position.</p>	Updates to continue to be reported into the committee quarterly	GH	January
System Oversight Framework		<p>The committee received a paper outlining a proposal for the reporting of the new NHS System Oversight Framework metrics. It was noted that metrics were monitored at ICSs, CCGs and / or Trust level and used by NHSE/I and ICSs to flag potential issues and prompt further investigation of support needs with ICSs, place-based systems and/or individual Trusts and commissioners.</p> <p>The committee supported the introduction of the identified metrics into the IPR by the timescales started within the framework. It was noted that for a number of metrics, detail regarding methodology and targets had not yet been published by NHSE/I.</p>	Updates to be provided quarterly to the Committee, detailing reporting progress and identifying reporting mechanisms for metrics as the definitions are published.	HG/JSp	ongoing
28 Day Faster Diagnosis & Development of the Haematology-Oncology Rapid Diagnostic Service (RDS)		The committee received a report providing an update on the 28 day Cancer Performance Standard within Haemato –Oncology. With a particular focus on the issues and challenges noted in January 2021 and subsequent improvements and progress made. The committee supported the implementation of a working group to develop a proposal for a localised H-O RDS in collaboration with CCC, LUHFT and Cancer Alliance colleagues in order to develop a sustainable regional service.	A progress update to be presented to the committee in Q4 to include target KPIs, following the go live date.	JSp	Q4

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
		The committee agreed that sufficient assurance had been received on the progress to date and noted the go live date of January 2022.			
Sustainability & Developing a Green Plan		<p>The committee received the paper setting out the proposal to develop a Green Plan for CCC by the end of 2021 given the increasingly high-profile green agenda within the NHS</p> <p>The committee welcomed the contents of the paper and supported the ambition to develop sustainability plans.</p> <p>The committee further noted and supported:</p> <ul style="list-style-type: none"> the formation of the CCC Sustainability Group and the proposed line of accountability to Performance Committee the proposal to engage external support develop a Green Plan by November Trust Board 	The committee to receive a progress report and the Green Plan in full in November.	TP	November-21

	ALERT the Committee on areas of non-compliance or matters that need addressing urgently
	ADVISE the Committee on any on-going monitoring where an update has been provided to the sub-committee and any new developments that will need to be communicated or included in operational delivery
	ASSURE the Committee on any areas of assurance that the Committee/Group has received



Committee/Group 'Triple A' Chair's Report

Name of Committee/Group	Performance Committee	Reporting to:	Trust Board
Date of the meeting:	17 November 2021	Parent Committee:	
Chair:	Geoff Broadhead	Quorate (Y/N)	Y

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
Operational and Financial Planning 2021-22		<p>The Performance Committee received a presentation on the Financial and Operational Planning for 2021-22 and discussed in detail:</p> <ul style="list-style-type: none"> The Trust was planning for a similar level of activity in H2 It was possible the Trust may receive ERF but there was a greater level of risk compared to H1, as the ERF methodology had changed and the financial income value was subject to overall CM system performance The CM ICS and its constituent Trusts were expected to achieve break-even positions for H2 The financial and operational risks associated with improving the Trusts draft financial H2 plan <p>The Committee were advised of the ongoing work with LUHFT and commissioners on the transfer on the Haematology-Oncology service to CCCL, around agreed income. It was expected this would be resolved in the coming months.</p>	<p>Updates would continue to be shared with the committee the Board would be informed of any developments.</p> <p>An update to be provided to the committee detailing the conclusion of the project</p>	<p>JT</p> <p>JT</p>	<p>Ongoing</p> <p>Q4</p>

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
Finance Report – Month 7		<p>The Performance Committee received and discussed the report noting the requirement for the Trust for the first six months of the year (H1) was to achieve a break-even position. The H2 draft plan had been submitted to the ICS on 11th November, identifying a planned deficit.</p> <p>The ICS was expected to undertake a final re-allocation of systems monies, which would impact the Trust's final H2 plan.</p> <p>Cost Improvement Programme (CIP) The committee discussed the challenges around the CIP for H2, including additional requirement following the H2 planning process and contribution to the system planning gap.</p>	<p>Bi-monthly updates to the Committee and monthly reports on progress to be presented at Board.</p> <p>Final plans would be submitted to NHSE on 18th November.</p> <p>The Committee requested a further analysis of the schemes included in the programme to be included in monthly finance reporting</p>	<p>JT</p> <p>JT</p> <p>JT</p>	<p>Ongoing</p> <p>18 November 21</p> <p>ongoing</p>
Outpatient Recovery Programme		<p>The committee received a report on the outpatient Radiology reporting turnaround Trust target, outlining the challenges in meeting the KPI and actions taken to improve the reporting turnaround.</p> <p>A business case to support an increase in Radiographers and support staff to expand capacity in MRI and CT had been approved. A separate business case to support reporting capacity was to be presented at Finance Committee in November 2021.</p>	<p>It was noted that next steps would include the development of a 3 year radiology plan in order to sustain performance once improved,</p>	<p>JSp</p>	<p>Q4</p>
Medical Staffing Deep Dive		<p>The report was deferred due to some further diagnostic work taking place which was essential to the robustness of the report.</p>	<p>It was agreed, the report would be received by the committee in January 2022.</p>	<p>JSh</p>	<p>Jan-22</p>
Integrated Performance Report – Month 7		<p>The committee received the IPR and discussed in detail the exceptions as acknowledged within the report.</p> <p>The committee sought further assurance on the work being undertaken to improve bed occupancy. It was noted that additional beds had been opened to support the system throughout winter pressures however, and that some further work was to be carried out in regards to mutual aid.</p>	<p>A detailed review on bed occupancy/capacity was to be carried out and reported back to the committee in Q4.</p>	<p>JSp</p>	<p>March-22</p>
Green Plan		<p>The committee received the presentation which outlined the progress on the development of a Green Plan for CCC. It was noted that <i>WRM Sustainability</i> had been commissioned to work with the Trust in the development of the plan.</p> <p>It was noted that the draft plan was to be reviewed by the Sustainability Group and Executive Team in December 2021;</p>	<p>The committee to receive a further progress report in Q4</p>	<p>TP</p>	<p>Q4</p>

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
		the final plan would be approved by the Trust Board. The submission date to the ICSs was 14 th January 2022. Each ICS would then develop a consolidated system-wide Green Plan by 31 st March 2022			
PropCare Report		<p>The committee received the report providing information to the Trust as PropCare's shareholder on; Strategy Implementation, Risk Assurance, Regulatory Compliance and Financial Performance.</p> <p>The report assured the committee on the performance of the subsidiary company. It was highlighted that the audit report had been received identifying no concerns and only minor recommendations which was a credit to the subsidiaries finance team.</p>	6 monthly performance reports to the Committee, which would include progress on the development of the Strategy and Board Assurance Framework.	PropCare MD	Ongoing

	ALERT the Committee on areas of non-compliance or matters that need addressing urgently
	ADVISE the Committee on any on-going monitoring where an update has been provided to the sub-committee and any new developments that will need to be communicated or included in operational delivery
	ASSURE the Committee on any areas of assurance that the Committee/Group has received



Committee/Group 'Triple A' Chair's Report

Name of Committee/Group	Quality Committee	Reporting to:	Trust Board
Date of the meeting:	22 July 2021	Parent Committee:	
Chair:	Terry Jones	Quorate (Y/N)	Y

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
Pharmacy Aseptic Unit		<p>The Quality Committee received an update on the Aseptic Production Unit noting:</p> <ul style="list-style-type: none"> ➤ Executive Led oversight meetings are in place and a robust action plan in progress relating to the recommissioning of aseptic production to Liverpool. ➤ The date of recommissioning of the new unit is dependent upon the reports for active air sampling from Quality Control North West and the outcome of a review of the air handling system. Recommissioning is also dependent upon the approved staffing model being in place. 	Monthly updates will continue to be provided to the Quality Committee.	KF	Ongoing
Experimental Cancer Medicine Centre (ECMC)		Following discussion around Board Assurance Risk 5, the Quality Committee requested and received a deep dive report illustrating the infrastructure for renewal and the progress made to date in developments and collaborations.	Continue management via the Directorate Board with assurance to the Quality Committee through the Board Assurance Framework Risk discussions on a monthly basis.	GH	Ongoing

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
	Red	<p>The Committee noted that the ECMC renewal submission dates commence in 2022 for 2023.</p> <p>The Committee discussed the continuing risks, acknowledging that some studies have been opened and the operational risks have been mitigated and continue to be managed via the Directorate Board, further progress is dependent upon delivery of the capacity plan from Pharmacy. The Committee noted that the reputational risk remains.</p>			
Ocular Proton Facility: Update	Yellow	<p>The Committee received an update on the work undertaken in order to upgrade the ocular proton facility noting the following:</p> <ul style="list-style-type: none"> ➤ Ancillary hardware: A new CNC milling machine has been used within the clinical service since March 2021. ➤ Software upgrade: The commercial treatment planning system was purchased in January 2021; delays in delivery and installation of the dedicated hardware resulted in installation in May 2021; following training, the new system is expected to be in clinical service in October 2021. ➤ Communications have been carried out with NHS England commissioners in addition to the external refers from the ocular community. 	Continue to completion of system hardware upgrade.	CR	October 2022.
Medicine Management Report	Yellow	The Committee received the monthly report relating to medicine management and noted the positive progress made in relation to the inclusion of an additional seven new categories.	The Quality Committee will continue to receive the Medicine Management Report monthly.	JR	Monthly

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
Controlled Drugs Deep Dive Progress Report and Annual Report	Green	<p>The Committee received a progress report on actions from the deep dive into incidents relating to controlled drugs. The Committee was sufficiently assured of the progress made and was content to revert back to receiving the Annual Report.</p> <p>The Committee received and approved the Annual Controlled Drug Report.</p>	For the Quality Committee to continue to receive the Controlled Drug Annual Report.	KF	July 2022
Annual Reports:	Green	<p>The Committee received the following Annual Reports as follows:</p> <ul style="list-style-type: none"> ➤ Infection, Prevention and Control Annual Report ➤ Safeguarding Annual Report ➤ Mortality Annual Report and Mortality Dashboard ➤ Freedom to Speak Up Annual Report 	The Quality Committee recommends Trust Board approve the aforementioned Annual Reports.	AW	July 2021

	ALERT the Committee on areas of non-compliance or matters that need addressing urgently
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	ASSURE the Committee on any areas of assurance that the Committee/Group has received



Committee/Group 'Triple A' Chair's Report

Name of Committee/Group	Quality Committee	Reporting to:	Trust Board
Date of the meeting:	23 September 2021	Parent Committee:	
Chair:	Terry Jones	Quorate (Y/N)	Y

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
Pharmacy Aseptic Unit		<p>The Quality Committee received an update on the Aseptic Unit, noting the following:</p> <ul style="list-style-type: none"> - Whilst positive progress had continued, a review against planned timescales taking into account the risks including; environmental, staffing, LUHFT mutual aid, air handling alarms, indicated a delay to the September target date. - Whilst delays in the initiation of new trials was ongoing the committee were pleased note progress on the opening of clinical trials and were assured of the continued delivery of clinical trial treatments for existing patients. 	Monthly updates will continue to be provided to the Quality Committee.	KF	Ongoing
R&I Directorate Board Chair's Report Experimental Cancer Medicine Centre (ECMC)		The Committee discussed the continuing risks, acknowledging that some studies have been opened and the operational risks have been mitigated and continue to be managed via the Directorate Board, further progress was dependent upon delivery of the capacity plan from Pharmacy. The Committee noted that the reputational risk remains.	Continue management via the Directorate Board with assurance to the Quality Committee through the Board Assurance Framework Risk discussions on a monthly basis.	GH	Ongoing

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
Medicine Management Report		<p>The Committee noted the positive progress made in relation to reporting within the seven new categories.</p> <p>The committee discussed in detail the upward trend in prescribing incidents, taking assurance of the continued monitoring and mitigations in place to address. Further discussion took place around longer-term solutions such as automation, which was supported by the committee.</p>	The Quality Committee will continue to receive the Medicine Management Report monthly.	KF	Monthly
CQC Preparedness		<p>The committee received the report providing an overview of the original action plan following the CQC inspection in 2018/19, its progress and any areas of concern.</p> <p>The committee supported the development and implementation of a robust internal system for review and monitoring of compliance with CQC core standards.</p>	The Quality Committee to receive a progress report alongside Clinical Governance Action Plan Update Reports.	JSp/CL	January 2022
Clinical Governance Action Plan Update		<p>The committee received the report detailing the progress on actions.</p> <p>Assurance was received that the governance action plan would compare and contrast against the CQC action plan to ensure all recommendations were aligned and fully embedded.</p>	Further update and assurance on progress to be provided to Quality Committee in January.	JSp/CL	January 2022
Deep Dive - Communications		<p>The report was presented to the Committee following the request for a Deep Dive to review the themes and trends following a spike in communication incidents.</p> <p>The following key points were highlighted & actions noted:</p>	The Committee to receive an update/progress report in 6 months' time.	CL/NB/SK	March 2022

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
		<ul style="list-style-type: none"> - Assurance was received that no themes were identified around Telemedicine and the use of virtual consultations - The development of communications subcategories within Datix would be actioned for more robust reporting and theme identification 			
Workforce & OD Strategy		The committee received the presentation and supported the Workforce & OD Strategy 'Our People Commitment' and plans for the next 5 years. It was noted that the next steps would involve development of communication plans & operational delivery plans to support the strategy.	The committee approved the ongoing work plans. Progress updates to be provided to the Committee quarterly.	JSh/ZC	January - 2022
Values & Behaviours Framework Update - Refreshing our Trust Values		The committee received the presentation and supported the ongoing programme of work commissioned to review and develop the Trust Values. It was noted that the next steps would include patient engagement sessions Development of communication plans, test and challenge of draft values and engagement plans to embed Values.	Progress updates to be provided to the Committee Bi-annually	JSh/ZC	March 2021
Annual Reports		The Committee received the following Annual Reports as follows: <ul style="list-style-type: none"> - Emergency Preparedness, Resilience and Response - Health & Safety 	The Quality Committee recommends Trust Board approve the aforementioned Annual Reports.	MS/EK	September 2021

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Committee/Group 'Triple A' Chair's Report

Name of Committee/Group	Quality Committee	Reporting to:	Trust Board
Date of the meeting:	21 October 2021	Parent Committee:	
Chair:	Elkan Abrahamson	Quorate (Y/N)	Y

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
Pharmacy Aseptic Unit		<p>The Quality Committee received an update on the Aseptic Unit, noting the following:</p> <ul style="list-style-type: none"> Positive progress had continued against the revised planned move date. Assurance was received on the Quality Assurance action plan and mitigation of any risks which could contribute to any further delays. It was noted that the Pharmacy team were continuing to work collaboratively with R&I team. Making progress on the review of the 'readiness' of trial documentation, Meditech protocols and pharmacy processes to facilitate the 'greenlighting' of new trials. 	Monthly updates will continue to be provided to the Quality Committee.	KF	Ongoing
Risk & Issues Summary Report		The committee discussed in detail, the format of the report and the separation of Risks and Issues. It was agreed that further discussion was required around risk assurance reporting into Board committees.	Julie Gray - Chief Nurse agreed to lead on further discussions with the Associate Director of Clinical Governance and Patient Safety, the Associate Director of Corporate Governance and NED colleagues and report progress back to the committee.	JG	Jan-22

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
Integrated Performance Report – Month 6	Yellow	The committee were informed of the increase in C.diff and E.coli cases. It was noted that the IPC team were undertaking a Deep Dive to identify any links between cases, lessons learnt and development of action plans to improve. The results of which would be presented to the Committee in November for assurance.	The Deep Dive to be presented to the Quality Committee in November	JSp	November 2021
Drugs & Therapeutics Committee Chair's Report	Yellow	The Committee received the Chairs Report which highlighted the ongoing work around the governance processes to ensure information feeding into the committee was more streamlined.	A Task and Finish group had been set to review. Updates would be provided to the Committee via the monthly Chair's Report.	KF/JSp	ongoing
Research & Innovation Annual Report	Green	The Committee received the Research & Innovation Annual Report. Noting that 2019/20 had been an unprecedented year due to the impact of Covid-19 and the issues within the Pharmacy Aseptic Unit. However, there had also been that many positives, including the Trusts provision of system support throughout the pandemic acting both as sponsor and participating site for Covid-19 specific research.	The Quality Committee recommends the Trust Board approve the R&I Annual Report.	MS/GH	October 2021

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Committee/Group 'Triple A' Chair's Report

Name of Committee/Group	Quality Committee	Reporting to:	Trust Board
Date of the meeting:	18 November 2021	Parent Committee:	
Chair:	Terry Jones	Quorate (Y/N)	Y

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
Pharmacy Aseptic Unit		<p>The Quality Committee received an update on the Aseptic Unit, noting the following:</p> <ul style="list-style-type: none"> Positive progress had continued against the revised planned move date of the 6th December. Assurance was received on the Quality Assurance action plan and mitigation of any risks, which could contribute to any further delays. The committee noted that there were still some issues around staffing, however assurance was received that recruitment plans were progressing and sufficient establishment was in place for the effective functioning of the CCCL unit, required for the move. 	Monthly progress reports will continue to be provided to the Quality Committee.	KF	Ongoing
Risk & Issues Summary Report		The committee discussed in detail the transition to the new Datix Cloud IQ system. It was noted that the manual move of information from the previous system had posed some challenges but continued to progress well. A training programme was being rolled out across divisions.	<p>The committee requested an interactive presentation of the new digital Datix Cloud IQ platform to gain a further understanding of the reporting process.</p> <p>The committee requested some further analysis of risk/issue scoring and actions some of which were out of date.</p>	SB/JSp CL	January 2022
Integrated Performance Report – Month 7		The Committee received the report providing an update on performance. The committee discussed in detail the under performance against KPI targets within Research and Innovation.	It was agreed the recovery trajectory would be monitored through more detailed exception reporting in to the committee.	GH	January

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
Medicines Management Report		<p>The committee received the paper providing an update on the revised reporting framework and oversight of actions taken in response to all drug/medication incidences.</p> <p>The committee discussed the report and agreed sufficient assurance had been received that incidents were being monitored and managed effectively across the Trust and that the level of incidents being reported was in line with expected rates.</p>	The Quality Committee to receive quarterly assurance reports going forward	KF/JSp	February

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CHAIR'S REPORT

Committee/Group 'Triple A'

ALERT the Committee on areas of non-compliance or matters that need addressing urgently

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Name of Committee/Group: Audit Committee

Reporting to: Trust Board

Date of meeting: 13 July 2021

Parent Committee:

Chair: Mark Tattersall

Quorate: Yes

Agenda item	RAG	Key points	Actions required	Action lead	Expected date of completion
Review of External Audit Process 2020/21	Red	The Audit Committee noted that the work relating to Value for Money was yet to be completed and the Chair sought commitment from Grant Thornton to work in conjunction with the Finance team to complete this.	Grant Thornton to work with the finance team to complete the Value for Money work. A review of the audit process to take place to identify any lessons learned during the process and for the action plan to be presented at the next Audit Committee.	CW/JB AS/CW/JB	August 2021 October 2021
External Audit Tender	Yellow	The Audit Committee discussed the requirement to tender for the External Audit services this year.	Draft Invitation to Tender document in progress. The process will involve representatives from the Governors as part of the appointment process.	JT/JB	September 2021
Baseline Assessment: Anti-Fraud	Green	The Audit Committee discussed and noted the outcome of the Trust's self-assessment against the functional Standard GovS 013: counter Fraud (Functional Standard). It was noted that the Trust was rated 'green' for ten out of twelve components. The Audit Committee further noted two areas for further development out of twelve components as follows:	Completion of the Conflicts of Interest review by MIAA	SD/JT	August 2021



CHAIR'S REPORT

		<ul style="list-style-type: none"> Fraud, Bribery and corruption risk assessment Policies and registers for gifts and hospitality and conflicts of interest. The Audit Committee acknowledged that MIAA have commenced a review on this aspect. 			
Data Security and Protection Toolkit 2020-21		<p>The Audit Committee welcomed the report detailing the submission of the 2020-21 Data Security and Protection Toolkit on a 'Standards Met' basis on 29 June 2021 prior to the deadline of 30 June 2021.</p> <p>The Committee further noted that in line with previous years, MIAA have undertaken a review of the Data Security and Protection Toolkit and it was noted that report remained outstanding.</p> <p>Information Governance Training was noted to be at 95.3 compliance against a target of 95%.</p>	Completion of the MIAA review of the Data Security and Protection Toolkit.	SD	July 2021
Annual Reports to the Audit Committee		The Audit Committee received and welcomed the Annual Reports from the Quality Committee and the Performance Committee.	The Audit Committee will provide an Annual Report to the Trust Board.	AW/MT	July 2021



CHAIR'S REPORT

Committee/Group 'Triple A'

ALERT the Committee on areas of non-compliance or matters that need addressing urgently

ADVISE the Committee on any on-going monitoring where an update has been provided to the sub-committee and any new developments that will need to be communicated or included in operational delivery

ASSURE the Committee on any areas of assurance that the Committee/Group has received

Name of Committee/Group: Audit Committee

Reporting to: Trust Board

Date of meeting: 14 October 2021

Parent Committee:

Chair: Mark Tattersall

Quorate: Yes

Agenda item	RAG	Key points	Actions required	Action lead	Expected date of completion
AUD- 068-21 Mersey Internal Audit Agency: Internal Audit Progress Report		Narrative report providing update regarding progress of Internal Audit Reviews for 2021/2022 and noted the plan to introduce MIAA Teammate to support the audit tracking process.	Continue to monitor progress of internal audit recommended actions and support implementation of Teammate	Internal Audit Manager Associate Director of Corporate Governance	1 April 2022
AUD- 068-21 Mersey Internal Audit Agency: Internal Audit Progress Report		Managing Conflicts of Interest Review 2021/2022 – Limited Assurance Claims Management Review 2021/2022 – Substantial Assurance IT Service Continuity and Resilience Review 2020/21 – Moderate Assurance Data Protection Toolkit Review	Implement recommendations within Audit Reports Given the limited assurance rating resulting from the conflicts of interest review the Committee requested the Associate Director of Corporate Governance to provide a progress report to the January Committee evidencing the actions taken to address the most significant control weaknesses	Associate Director of Corporate Governance	31 March 2022
AUD-073-21 Director of Finance Report		Update noted with emphasis placed on the increased risk to the Trust of the proposed ICS system changes.	Meeting to be arrangement between Director of Finance (DoF) and Non-Executive Directors (NEDs) to discuss further.	Director of Finance (DoF)	26 October 2021



CHAIR'S REPORT

AUD-070-21 Anti-Fraud: Progress Report		Piece of work being undertaken against national standards	Progress to continue	Anti-Fraud Specialist MIAA	Update to be provided January 2022
AUD-072-21 External Audit: Appointment of external auditors		Thanks were expressed to Grant Thornton	Introductory meeting to be held with Ernest Young, new External Auditors	Deputy Director of Finance	October 2021
AUD-071-21 Value for money report		Received and content welcomed	None	None	None





Committee/Group 'Triple A' Chair's Report

Name of Committee/Group	Charitable Funds Committee	Reporting to:	Trust Board
Date of the meeting:	01 July 2021	Parent Committee:	
Chair:	Elkan Abrahamson for Anna Rothery	Quorate (Y/N)	Y

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
Fundraising and Finance Report – Income and Expenditure		<p>The Charitable Funds Committee noted the challenges for the Charity due to the impact of Covid on fundraising.</p> <p>The Committee acknowledged the financial position at the end of the financial year as income of £2,230,525 representing 102% of the revised year to date target.</p>	The Charity has plans in place for a strong return to active fundraising aiming to achieve pre Covid levels by the end of the year.	KB	Ongoing
Serious Incident: Bogus Collector		The Committee noted that the individual involved in a previous Serious Incident had been sentenced to a 12 month Community Order and 120 hours of unpaid work at the Magistrates Court for three attempts to commit fraud by false representation and being in possession of an article for use in fraud.	None required – the matter is now closed.	N/A	N/A
Staffing and Recruitment		The Committee were informed that, given the pandemic, the Charity has tested	Complete recruitment process.	KB	Ongoing

Agenda Item:	RAG	Key Points	Actions Required	Action Lead	Expected Date for Completion
		other means of fundraising such as utilising the digital platform. The Charity has recognised the skills gap and intends to recruit a skilled digital fundraiser.			
Review of Independent Status of the Charity.		The Committee re-visited the issue of Independent Charity Status and agreed that further work and discussion was required. The Committee requested an extra-ordinary Charitable Funds Committee in September prior to taking to proposal to Trust Board in September.	Detailed proposal to be developed. Extra-Ordinary Charitable Funds Committee to arranged prior to September Board.	KB AW	September 2021 September 2021
Policies Approved		The Committee approved the following policies: <ul style="list-style-type: none"> ➤ Complaints Policy ➤ Onsite Activity by Other Charities (EA left the meeting for this item and AR took over as Chair). 	None required	N/A	N/A

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CHAIR'S REPORT

Committee/Group 'Triple A'

ALERT the Committee on areas of non-compliance or matters that need addressing urgently

ADVISE the Committee on any on-going monitoring where an update has been provided to the sub-committee and any new developments that will need to be communicated or included in operational delivery

ASSURE the Committee on any areas of assurance that the Committee/Group has received

Name of Committee/Group: Charitable Funds Committee

Reporting to: Trust Board

Date of meeting: 29th October 2021

Parent Committee: n/a

Chair: Elkan Abrahamson

Quorate: Yes

Agenda item	RAG	Key points	Actions required	Action lead	Expected date of completion
CHA-037-21 – Fundraising & Finance Report	Yellow	There is a shortfall in funds which could carry cross as a risk item if income didn't increase	The risk to be fed into the risk framework if the need arose	JT	Ongoing
CHA-041-21 – Assessment of Charity Artwork Donations	Green	There was a query as to who owned and insured the Trust's artwork	An asset register to be set up of the Trust's artwork. The Trust's insurance will then be checked to ensure it was sufficient. To be done annually and after the Charity becomes independent.	KB/MS	21.01.22



REPORT COVER

Report to:	Council of Governors	
Date of meeting:	12 th January 2022	
Agenda item:	CG-015-22	
Title:	Proposal for the conversion of the Clatterbridge Cancer Charity to Independent Status	
Report prepared by:	Liz Bishop, Chief Executive	
Executive Lead:	Liz Bishop, Chief Executive	
Status of the report: (please tick)	Public <input checked="" type="checkbox"/>	Private <input checked="" type="checkbox"/>

Paper previously considered by:	N/A
Date & decision:	

Purpose of the paper/key points for discussion:	<p>This is an update briefing for Governors for information ahead of discussions at Charitable Funds Committee and Trust Board about proposals relating to The Clatterbridge Cancer Charity's status.</p> <p>Hospital charities can take 2 forms. One is common among smaller hospital charities; the other is popular among larger charities with a more significant level of fundraising.</p> <p>The Charitable Funds Committee and Trust Board will be considering whether The Clatterbridge Cancer Charity should adopt the second form, rather than remaining in its current form.</p> <p>The attached slides explain more about both forms, the factors that Charitable Funds Committee and the Trust Board will be considering, and the next steps should they decide to move forward with proposals to change the charity's status.</p>
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Action required: (please tick)	Discuss <input checked="" type="checkbox"/>
	Approve <input type="checkbox"/>
	For information/noting <input type="checkbox"/>

Next steps required:	The proposals will be considered by the Charitable Funds Committee and Trust Board in January 2022
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REPORT COVER

The paper links to the following strategic priorities and Board Assurance Framework (BAF) Risks (please select)

BE OUTSTANDING

BAF Risk	Please select
If we do not have robust Trust-wide quality and clinical governance arrangements in place we will not deliver safe and effective care resulting in poor outcomes for our patients and negative regulatory outcomes.	<input type="checkbox"/>
Operational sustainability: If the demand for treatment exceeds the resources available, we are at risk of failing to deliver against healthcare standards which will impact on our ability to recover performance to the required levels within the agreed timeframes.	<input type="checkbox"/>
Financial sustainability: Due to changes in funding, the Trust may exceed activity levels resulting in increased costs that exceed the current agreed block funding.	<input type="checkbox"/>

BE COLLABORATIVE

BAF Risk	Please select
If we do not build upon the work with the Cancer Alliance and other partners this will adversely affect the Trust's ability to positively influence prevention, early diagnosis, standardisation of care and performance in cancer services.	<input type="checkbox"/>

BE RESEARCH LEADERS

BAF Risk	Please select
If we do not maintain our ECMC status this will adversely affect patient access to the latest novel therapies, CCC research reputation, acquiring CRUK status which in turn will have an impact on CCC's ability to support early phase trial research, progress against the Research Strategy and academic oncology in Liverpool.	<input type="checkbox"/>
Issues within the Pharmacy Aseptic Unit adversely impacting on the manufacture and dispensing of drugs resulting in some trials not being set up or re-opened as part of the recovery plan adversely impacting on patient accessibility to research and reputational damage with Sponsors.	<input type="checkbox"/>

BE A GREAT PLACE TO WORK

BAF Risk	Please select
If we do not invest in effective, inclusive leadership, there is a risk this will adversely impact on the Trust's ability to deliver the Trust's five year Strategy.	<input type="checkbox"/>
If we are unable to recruit and retain high calibre staff there is a risk of an adverse impact on the quality of care and reputation of the Trust.	<input type="checkbox"/>
If we do not support and promote employee health and wellbeing this will adversely impact on the stability of our workforce in terms of recruitment, retention and absence.	<input type="checkbox"/>

BE DIGITAL

BAF Risk	Please select
If we do not invest a clear vision, sufficient capacity and investment in our digital programme and teams there is a risk that the Trust will not achieve its digital ambition.	<input type="checkbox"/>
If the Trust is hit by a Cyber/ransomware attack, there is a risk that all systems could be disabled resulting in potential loss of data and delayed care.	<input type="checkbox"/>

BE INNOVATIVE

BAF Risk	Please select
If we do not develop our Subsidiary Companies and Joint Venture we will not be able to re-invest back into the NHS.	<input checked="" type="checkbox"/>

EQUALITY & DIVERSITY IMPACT ASSESSMENT

Are there concerns that the policy/service could have an adverse impact on:

Age	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Disability	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Gender	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Race	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Religious/belief	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Sexual orientation	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Gender Reassignment	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Pregnancy/maternity	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>			

If YES to one or more of the above please add further detail and identify if a full impact assessment is required.





Proposal for the conversion of the Clatterbridge Cancer Charity to Independent Status

Elkan Abrahamson, Non-Executive Director

Council of Governors meeting, 12th January 2022



About hospital charities

Hospital charities can take 2 forms:

NHS Charity

A restricted type of charity:

- Accountable to Department of Health & Social Care
- Bound by NHS laws as well as charity laws
- Limited freedom to act/innovate

Good for hospitals with small charities & limited fundraising activity

'Independent' Charity

Still fundraising for the hospital but:

- Independent of Department of Health & Social Care
- Bound by charity laws
- Greater freedom to act/innovate
- Freedom to appoint external trustees who can mobilise major donations

Popular with larger hospital charities keen to continue growing



The Clatterbridge
Cancer Charity

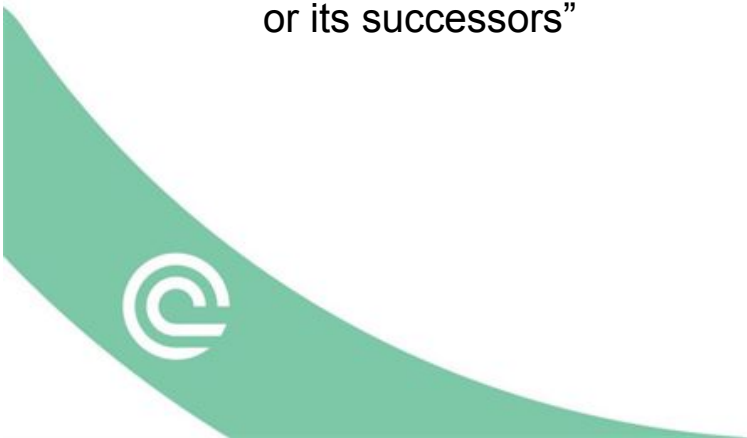
What we propose

Proposal to change The Clatterbridge Cancer Charity's status:

- Current status – NHS Charity (more common in hospitals with small charities)
- Proposed status – 'Independent' charity (model adopted by many large hospital charities)

Importantly, there would be no change to the Charity's objects which are:

“for any charitable purpose or purposes relating to the National Health Service, wholly or mainly for the service provided by the Clatterbridge Cancer Centre for Oncology NHS Foundation Trust or its successors”



Independent status

Many of the biggest hospital charities have already taken advantage of the opportunity to convert to independent status, including:

- Alder Hey Charity
- Barts and the London Charity
- Birmingham Children's Hospital Charity
- Great Ormond Street Hospital Charity
- King's College Hospital Charity
- The Royal Marsden Charity

Charities retain the same commitment to raising funds that benefit their hospital – their core purpose doesn't change.

Factors to consider

Independent charities have more freedom to act:

- Board of trustees
- Funds not incorporated into NHS trust
- Free from rules designed for NHS bodies not charities

This means they can:

- Safeguard charitable funds
- Increase transparency
- Be more innovative / flexible
- Demonstrate independent decision-making & therefore improve donor confidence

Mitigating any risks

- Important to maintain strong relationships to NHS trust
- Two NEDs on the Board. Secure Trustees that will share the same Trust values.
- May see a short term drop in income but aim to secure high-calibre trustees who can mobilise major donations in the future
- Achieve best value for any transition costs & future estates, staffing, services
- The Trust Board and the Charity will establish the objectives together but there is a risk that the plans can change at a later date. This will be mitigated by the above

Next steps

- Charitable Funds Committee considers proposal & makes recommendation (21st Jan)
- Trust Board decides whether to pursue independent status (26th Jan)

If yes, there would be further work before any final decision:

- Lawyers would draft articles of association & governance arrangements
- Consultation with Charity staff
- Board & external body approval of the transition

Conversion to independent status can take place within 12-18 months



Conclusion

Our ambitions for the Charity seem better served by converting to independent status:

- Advantages & risks to both options
- Independent status has greater advantages than NHS Charity status
- Risk of independent status but will be mitigated through the set up
- Further work & due diligence required

Questions from Governors

REPORT COVER

Report to:	Council of Governors	
Date of meeting:	12 January 2022	
Agenda item:	CG-016-22	
Title:	Amendments to the Constitution	
Report prepared by:	Emily Kelso – Corporate Governance Manager	
Lead:	Kathy Doran – Chair Margaret Saunders – Associate Director of Corporate Governance	
Status of the report: (please tick)	Public <input checked="" type="checkbox"/>	Private <input type="checkbox"/>

Paper previously considered by:	Not applicable	
Date & decision:	7 July 2021	

Purpose of the paper/key points for discussion:	<p>The last review and update was carried out in July 2021, where it was presented to and later approved by the Council of Governors.</p> <p>Since then it has been recognised that given the removal of an appointed Governor representative from MCH Psychological Services (previously known as MANX Cancer Help), the Council of Governors was left with a gap in representation from the Isle of Mann.</p> <p>Representation from the Isle of Mann is valued by the Trust as a percentage of our patients reside on the Isle of Mann, along with the Trusts ongoing commitment supporting chemotherapy and immunotherapy in the Eric & Marion Scott Oncology Unit based at Noble's Hospital – Isle of Mann.</p> <p>It is being asked that the Council of Governors approve the continued representation of Isle of Mann constituents through an appointed Governor from the Department of Health & Social Care – Isle of Mann.</p> <p>The amended constitution is attached, the following amendments are to be approved:</p> <ul style="list-style-type: none"> - Page 29. THE APPOINTED CONSTITUENCY, additional appointed governor from Department of Health & Social Care – Isle of Mann. Increasing the number of appointed Governors from 8 to 9 - Page 30. COMPOSITION OF THE COUNCIL OF GOVERNORS, Total number of Governors increasing from 29 to 30. 	
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	Discuss	<input checked="" type="checkbox"/>
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REPORT COVER

Action required:
(please tick)

Approve

For information/noting

Next steps required:

Following approval by the Council of Governors, the Constitution will be presented at the Trust Audit Committee, Trust Board and any agreed amendments at the next Annual Members meeting.

The approved constitution will also be made available in the public domain via the Trust website.



REPORT COVER

The paper links to the following strategic priorities and Board Assurance Framework (BAF) Risks (please select)

BE OUTSTANDING

BAF Risk	Please select
If we do not have robust Trust-wide quality and clinical governance arrangements in place we will not deliver safe and effective care resulting in poor outcomes for our patients and negative regulatory outcomes.	<input checked="" type="checkbox"/>
Operational sustainability: If the demand for treatment exceeds the resources available, we are at risk of failing to deliver against healthcare standards which will impact on our ability to recover performance to the required levels within the agreed timeframes.	<input type="checkbox"/>
Financial sustainability: Due to changes in funding, the Trust may exceed activity levels resulting in increased costs that exceed the current agreed block funding.	<input type="checkbox"/>

BE COLLABORATIVE

BAF Risk	Please select
If we do not build upon the work with the Cancer Alliance and other partners this will adversely affect the Trust's ability to positively influence prevention, early diagnosis, standardisation of care and performance in cancer services.	<input checked="" type="checkbox"/>

BE RESEARCH LEADERS

BAF Risk	Please select
If we do not maintain our ECMC status this will adversely affect patient access to the latest novel therapies, CCC research reputation, acquiring CRUK status which in turn will have an impact on CCC's ability to support early phase trial research, progress against the Research Strategy and academic oncology in Liverpool.	<input type="checkbox"/>
Issues within the Pharmacy Aseptic Unit adversely impacting on the manufacture and dispensing of drugs resulting in some trials not being set up or re-opened as part of the recovery plan adversely impacting on patient accessibility to research and reputational damage with Sponsors.	<input type="checkbox"/>

BE A GREAT PLACE TO WORK

BAF Risk	Please select
If we do not invest in effective, inclusive leadership, there is a risk this will adversely impact on the Trust's ability to deliver the Trust's five year Strategy.	<input type="checkbox"/>
If we are unable to recruit and retain high calibre staff there is a risk of an adverse impact on the quality of care and reputation of the Trust.	<input type="checkbox"/>

BE DIGITAL

BAF Risk	Please select
If we do not invest in effective, inclusive leadership, there is a risk this will adversely impact on the Trust's ability to deliver the Trust's five year Strategy.	<input type="checkbox"/>
If the Trust is hit by a Cyber/ransomware attack, there is a risk that all systems could be disabled resulting in potential loss of data and delayed care.	<input type="checkbox"/>

BE INNOVATIVE

BAF Risk	Please select
If we do not develop our Subsidiary Companies and Joint Venture we will not be able to re-invest back into the NHS.	<input type="checkbox"/>

EQUALITY & DIVERSITY IMPACT ASSESSMENT

Are there concerns that the policy/service could have an adverse impact on:

Age	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Disability	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Gender	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Race	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Religious/belief	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Sexual orientation	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Gender Reassignment	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Pregnancy/maternity	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>			

If YES to one or more of the above please add further detail and identify if a full impact assessment is required.



**The Clatterbridge Cancer
Centre NHS Foundation
Trust Constitution**

CONSTITUTION OF
THE CLATTERBRIDGE CANCER CENTRE
NHS FOUNDATION TRUST
(A PUBLIC BENEFIT ORGANISATION)

Version 12
July 2021

The Clatterbridge Cancer Centre NHS Foundation Trust Constitution

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1. Interpretation and Definitions

- 1.1 Unless otherwise stated, words or expressions contained in this constitution shall bear the same meaning as in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012
- 1.2 Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa.
- 1.3 In this Constitution:

Accounting Officer	means the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act.
Appointed Governor	means those Governors appointed by the appointing organisation
Appointing Organisations	means those organisations named in this Constitution who are entitled to appoint Governors
Areas of the Trust	means the areas of the Public Constituencies in Annex 1
Authorisation	means an authorisation given by NHS Improvement (NHSI)
Board of Directors	means the Board of Directors as constituted in accordance with this Constitution and the 2006 Act
Chairman	means the Chair of the organisation
Company Secretary	means the Secretary of the Trust or any other person appointed to perform the duties of the Company Secretary including a joint, assistant of deputy Secretary or such other person as may be appointed by the Trust to perform the functions of the Company Secretary under this Constitution
Council of Governors	means the Council of Governors as constituted in accordance with this Constitution which shall have the same meaning as the Council of Governors in the 2006 Act
Dispute Resolution Procedure	means the dispute resolution procedure as set out in Annex 8

Elected Governors	means those Governors elected by the public constituencies and staff constituencies
Financial Year	means any period of 12 months beginning on 1 April
Lead Governor	means the Governor elected by the Council of Governors as the main link between the Governors and the Chair of the Trust
Monitor	means the body corporate known as Monitor (as provided by Section 61 of the 2012 Act) and incorporated into NHSI, the statutory entity that remains the regulator of NHS foundation trusts
Nominations Committee	means a Committee of the Council of Governors established in accordance with Paragraph 26
Senior Independent Director	means a Non-Executive Director appointed by the Board of Directors in consultation with the Governors, supports the Chair and serves as an intermediary for other directors. Director
Significant Transaction	as defined in Paragraph 45

2. Name

The name of the foundation trust is The Clatterbridge Cancer Centre NHS Foundation Trust (the Trust).

3. Principal Purpose

- 3.1 The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England¹.
- 3.2 The trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.
- 3.3 The Trust may provide goods and services for any purposes related to:
 - 3.3.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and
 - 3.3.2 the promotion and protection of public health.
- 3.4 The Trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose.

¹ The principal purpose is as set out in sub-section 43(1) of the 2006 Act and must be included in the constitution by virtue of paragraph 2(2). The paragraphs which follow reflect other provisions in section 43

4. Powers

- 4.1 The powers of the Trust are set out in the 2006 Act.
- 4.2 All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
- 4.3 Any of these powers may be delegated to a committee of directors or to an executive director.

5. Membership and Constituencies

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

- 5.1 a public constituency
- 5.2 a staff constituency
- 5.3 appointed constituency

6. Application for Membership

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

7. Public Constituency

- 7.1 An individual who lives in the areas specified in Annex 1 as the areas for a public constituency may become or continue as a member of the trust.
- 7.2 Those individuals who live in the areas specified for a public constituency are referred to collectively as a Public Constituency.
- 7.3 The minimum number of members in each Public Constituency is specified in Annex 1.

8. Staff Constituency

- 8.1 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a member of the Trust provided:
 - 8.1.1 They employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or
 - 8.1.2 They have been continuously employed by the trust under a contract of employment for at least 12 months.
- 8.2 Individuals who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, may become or continue as members of the staff constituency provided such individuals have exercised these functions continuously for a period of at least 12 months.
- 8.3 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.
- 8.4 The Staff Constituency shall be divided into six descriptions of individuals who are eligible for membership of the Staff Constituency, each description of individuals being specified within Annex 2 and being referred to as a class within the Staff Constituency.
- 8.5 The minimum number of members in each class of the Staff Constituency is specified in Annex 2.

9. Automatic membership by default – staff

- 9.1 An individual who is:
 - 9.1.1 eligible to become a member of the Staff Constituency, and
 - 9.1.2 invited by the trust to become a member of the Staff Constituency and a member of the appropriate class within the Staff Constituency, shall become a member of the Trust as a member of the Staff Constituency and appropriate class within the Staff Constituency without an application being made, unless he informs the Trust that they do not wish to do so.

10. Restriction on Membership

- 10.1 An individual who is a member of a constituency, or of a class within a constituency, may not while a member of that constituency or class continue, be a member of any other constituency or class.
- 10.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency.
- 10.3 An individual must be at least 16 years old to become a member of the Trust.
- 10.4 A member shall cease to be a member if:
 - 10.4.1 they resign by notice to the Company Secretary
 - 10.4.2 they die
 - 10.4.3 they are expelled from membership under this Constitution
 - 10.4.4 they cease to be entitled under this Constitution to be a member of the public or any classes of the staff constituencies.
- 10.5 A member may be expelled by a resolution approved by not less than two-thirds of the Governors present and voting at a meeting of the Council of Governors.
- 10.6 Any complaint made about a member must be sent to the member no less than one calendar month before the meeting of the Council of Governors where the complaint will be considered with an invitation to attend to answer the complaint.
- 10.7 If the member complained of fails to respond and fails to attend the meeting without due cause, the meeting may proceed in their absence.
- 10.8 A member expelled from membership will cease to be a member upon the declaration of the Chair of the meeting that the resolution to expel them was carried.
- 10.9 No person who has been expelled from membership is to be re-admitted except by a resolution carried by two-thirds of the Council of Governors voting.

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 and will be held within 9 months of the end of each financial year.
- 11.2 Members meetings are open to all Members of the Trust, Governors, Directors and representatives of the Trust External Auditors.
- 11.3 All Annual members' meetings shall be convened by the Company Secretary.
- 11.4 At the Annual Members' meeting:
- 11.4.1 The Board of Directors shall present to the members:
 - 11.4.2 the annual accounts
 - 11.4.3 any report of the Trust's External Auditor
 - 11.4.4 the annual report
- 11.5 The Council of Governors shall present to the members:
- 11.5.1 a report on steps taken to secure that (taken as a whole) the actual membership of its public constituencies and of the classes of staff constituencies is representative of those eligible for such membership.
 - 11.5.2 the progress of the membership strategy
 - 11.5.3 any proposed changes to the composition of the Council of Governors and of Non-Executive Directors.
 - 11.5.4 the results of the election and appointment of Governors and the appointment of any Non-Executive Directors will be announced.
- 11.6 Notice of a members' meeting is to be given:
- 11.6.1 by notice prominently displayed at the Trust Headquarters and at all of the Trust's places of business; and
 - 11.6.2 by notice on the Trust website
- At least 14 clear days before the date of the meeting. The notice must:
- 11.6.3 be given to the Council of Governors and the Board of Directors and to the External Auditor;
 - 11.6.4 state whether the meeting is an annual or a special members meeting;
 - 11.6.5 give the time, date and place of the meeting; and
 - 11.6.6 indicate the business to be dealt with at the meeting.
- 11.7 The Chairman of the Trust, or in their absence the Lead Governor shall act as Chair at all members meetings of the Trust. If neither are present, the Governors present shall elect one of the Governors to Chair.

12. Council of Governors – Composition

- 12.1 The Trust is to have a Council of Governors, which shall comprise both Elected and Appointed Governors.
- 12.2 The composition of the Council of Governors is specified in Annex 4.
- 12.3 The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 4.
- 12.4 The Council of Governors represents the interests of members of the Trust and appointed organisations, regularly feeding back information about the Trust, its vision and its performance to the constituency they represent.

13. Council of Governors – Election of Governors

- 13.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules.
- 13.2 The Model Election Rules as published from time to time by the Department of Health, form part of this constitution. The Model Election Rules current at the date of the trust's Authorisation are attached at Annex 5.
- 13.3 A subsequent variation of the Model Election Rules by the Department of Health shall not constitute a variation of the terms of this constitution for the purposes of Paragraph 44 of the constitution (amendment of the constitution).
- 13.4 An election, if contested, shall be by secret ballot.
- 13.5 Governors must be at least 16 years of age at the closing date for nomination for their election or appointment.

14. Council of Governors - Tenure

- 14.1 An elected governor may hold office for a period of up to 3 years commencing immediately after the Annual Members' meeting at which their election is announced.
- 14.2 An elected governor shall cease to hold office if he ceases to be a member of the constituency or class by which he was elected
- 14.3 An elected governor shall be eligible for re-election at the end of his term and be allowed to serve a maximum of 9 years (3 consecutive terms if so elected).
- 14.4 If a vacancy arises on the Council of Governors for any other reason other than expiry of term of office, the following provisions will apply:
 - 14.4.1 Where the vacancy arises amongst the Appointed Governors, the Company Secretary shall request that the Appointing organisation appoints a replacement to hold office for the remainder of the term of office.
 - 14.4.2 Where the vacancy arises amongst the elected Governors, the Council of Governors shall be at liberty to either, call an election within three months to fill the seat for the remainder of the term; or invite the next highest polling candidate for that seat at the most recent election, who is willing to take office, to fill the seat until the next annual election, at which time the seat will fall vacant and subject to election for any unexpired period of the term of office.
- 14.5 An appointed governor may hold office for a period of up to 9 years.
- 14.6 An appointed governor shall cease to hold office if the appointing organisation withdraws its sponsorship of him.
- 14.7 An appointed governor shall be eligible for re-appointment at the end of his term.

15. Council of Governors – Disqualification and Removal

- 15.1 The following may not become or continue as a member of the Council of Governors:
 - 15.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
 - 15.1.2 a person 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;
 - 15.1.3 a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986);
 - 15.1.4 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him.
- 15.2 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Board of Governors are set out in Annex 6.

16. Council of Governors – Duties of Governors

16.1 The general duties of the Council of Governors are:

- 16.1.1 to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors, and
- 16.1.2 to represent the interests of the members of the trust as a whole and the interests of the public.

16.2 The Trust must take steps to secure that the governors are equipped with the skills and knowledge they require in their capacity as such.

17. Council of Governors – Meetings of Governors

17.1 The Chairman of the Trust (i.e. the Chairman of the Board of Directors, appointed in accordance with the provisions of paragraph 26) or, in his absence Vice Chair (appointed in accordance with the provisions of paragraph 27 below), shall preside at meetings of the Council of Governors. If the Chair and Vice Chair are absent, another Non-Executive Director shall preside as chosen by the Directors present.

17.2 Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons. The Chair may exclude any member of the public from a meeting of the Council of Governors if they are interfering or preventing the proper conduct of the meeting.

17.3 For the purposes of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties (and deciding whether to propose a vote on the Trust's or Directors' performance), the Council of Governors may require one or more of the Directors to attend a meeting.

18. Council of Governors – Standing Orders

The standing orders for the practice and procedure of the Council of Governors are attached at Annex 7.

19. Council of Governors – Referral to the Panel

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

- 19.1.1 to act in accordance with its constitution, or
- 19.1.2 to act in accordance with provision made by or under Chapter 5 of the 2006 Act.

19.2 A Governor may refer a question to the Panel only if more than half of the members of the Council of Governors voting approve the referral.

20. Council of Governors - Conflicts of Interest of Governors

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

21. Council of Governors – Travel Expenses

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

22. Lead Governor

- 22.1 Any Governor who, immediately after the Annual Members meeting, and having at least one year of his term remaining may nominate himself for the office of Lead Governor by giving notice to the Chairman at least ten working days before the Annual Members meeting.
- 22.2 The Council of Governors shall vote on the nomination of the Lead Governor.
- 22.3 If more than one nomination has been received, the Council of Governors shall choose the Lead Governor by paper ballot. If there is equality of votes, the tied nominees shall be subject to a second vote by paper ballot.
- 22.4 The Lead Governor's duties shall include:
- 22.4.1 facilitating communication between Governors and members of the Board of Directors
 - 22.4.2 contributing to the appraisal of the Chairman in such manner and to such extent as the person conducting the appraisal may see fit
 - 22.4.3 initiating proceedings to remove a Governor where circumstances set out in this Constitution for removal have arisen.
 - 22.4.4 Liaising, as appropriate with Council of Governors for other NHS Foundation Trusts.

23. Council of Governors – Further Provisions

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

24. Board of Directors – Composition

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

24.1 The Board of Directors is to comprise:

- 24.1.1 a Non-Executive Chairman
- 24.1.2 up to 6 other Non-Executive Directors; and
- 24.1.3 up to 6 Executive Directors.
- 24.1.4 a Director of Strategy (non-voting)
- 24.1.5 a Chief Information Officer (non-voting)

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

24.3 The Chief Executive shall be the Accounting Officer.

24.4 One of the Executive Directors shall be the Finance Director

24.5 One of the Executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

24.6 One of the Executive Directors is to be a registered nurse or a registered midwife.

24.7 The operation of the Board of Directors, shall be such that, at all times, at least half of the voting members of the Board of Directors, excluding the Chair, shall be Non-Executive Directors

25. Board of Directors – General Duty

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

26. Board of Directors – Qualification for Appointment as a Non-Executive Director

A person may be appointed as a Non-Executive Director only if –

- 26.1 They are a member of a Public Constituency, and
- 26.2 They are not disqualified by virtue of Paragraph 30 below.

27. Board of Directors – Appointment and Removal of Chairman and other Non-Executive Directors

- 27.1 The Council of Governors shall create a duly authorised Nominations Committee consisting of the Chair (or the Vice Chair unless they are standing for appointment, in which case it will be the Senior Independent Director) and at least three Elected Governors.
- 27.2 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 the potential appointments as Non-Executive Directors and shall advise the Board of Directors of those recommendations.
- 27.3 The Nominations Committee shall be at liberty to request the attendance of and seek advice and assistance from persons other than members of the Nominations Committee or other Governors in arriving at its said recommendations.
- 27.4 The Nominations Committee shall provide advice to the Council of Governors on the levels of remuneration for the Chairman and the Non-Executive Directors.
- 27.5 The Nominations Committee shall receive reports on behalf of the Council of Governors on the process and outcomes of appraisal for the Chairman and Non-Executive Directors.
- 27.6 The Council of Governors at a general meeting of the Council of Governors shall resolve to appoint such candidate or candidates as they consider appropriate and shall have regard to the recommendation of the Nominations Committee and views of the Chief Executive and Board of Directors in reaching that decision.
- 27.7 Removal of the Chairman or another Non-Executive Director shall require the approval of three-quarters of the members of the Council of Governors. Written reasons for the proposal to remove shall be provided to the Non-Executive Director in question, who shall be given the opportunity to respond to such reasons.
- 27.8 If any proposal to remove a Non-Executive Director is not approved at a meeting of the Council of Governors, no further proposal can be put forward to remove such Non-Executive Director based upon the same reasons within 12 months of the meeting.

28. Board of Directors – Appointment of a Vice Chair

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

29. Board of Directors - Appointment and Removal of the Chief Executive and other Executive Directors

29.1 Non-Executive Directors shall appoint or remove the Chief Executive.

29.2 A Committee comprising the Chairman, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

30. Board of Directors – Disqualification

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

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

30.2 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.

30.3 a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986)

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

30.5 a medical practitioner that has been removed from the professional register by the General Medical Council or a nursing professional who has been removed from the professional register by the Nursing and Midwifery Council.

30.6 In the opinion of a majority of the voting members of the Board; a person whose conduct has caused, or is likely to cause, material prejudice to the best interests of the Trust or the proper conduct of the Board of Directors or otherwise in a manner inconsistent with continued membership of the Board of Directors.

31. Board of Directors – Meetings

31.1 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a Part 2 meeting for special reasons and having regard to the confidential nature of the business to be transacted, publicity of which would be prejudicial to the public interest.

31.2 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.

32. Board of Directors – Standing Orders

The standing orders for the practice and procedure of the Board of Directors are set out in the Trust Standing Orders incorporated into the Corporate Governance Manual.

33. Board of Directors - Conflicts of Interest of Directors

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

33.1.1 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.

33.1.2 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.

33.2 The duty referred to in sub-paragraph 33.1.1 and 33.1.2 is not infringed if:

33.2.1 The situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or

33.2.2 The matter has been authorised in accordance with the Constitution.

33.3 The duty referred to in sub-paragraph 33.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

33.4 In sub-paragraph 33.1.2, “third party” means a person other than:

33.4.1 The Trust, or

33.4.2 A person acting on its behalf.

33.5 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.

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

- 33.7 Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.
- 33.8 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.
- 33.9 A Director need not declare an interest –
- 33.9.1 If it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 33.9.2 If, or to the extent that, the Directors are already aware of it;
 - 33.9.3 If, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered:
 - 33.9.3.1 By a meeting of the Board of Directors, or
 - 33.9.3.2 By a committee of the Directors appointed for the purpose under the Constitution.

34. Board of Directors – Remuneration and Terms of Office

- 34.1 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 Chairman and the other Non-Executive Directors.
- 34.2 The Chairman and the Non-Executive Directors shall be eligible for appointment for three, three year terms of office, and in exceptional circumstances a further term of one year subject to a satisfactory appraisal. The Chairman or the Non-Executive Directors shall not be appointed to that office for a total period which exceeds ten years in aggregate.
- 34.3 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.

35. Registers

The Trust shall have:

- 35.1 a register of members showing, in respect of each member, the constituency to which they belong and, where there are classes within it, the class to which he belongs;
- 35.2 a register of members of the Council of Governors;
- 35.3 a register of interests of governors;
- 35.4 a register of directors; and
- 35.5 a register of interests of the directors.

36. Admission to and Removal from the Registers

- 36.1 The Company Secretary shall add to the confidential register of members the name of any member who is accepted under the provisions of this Constitution.

37. Registers – Inspection and Copies

- 37.1 The Trust shall make the registers specified in Paragraph 35 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.
- 37.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of any member of the Trust, if the member so requests.
- 37.3 So far as the registers are required to be made available:
- 37.3.1 they are to be available for inspection free of charge at all reasonable times; and
 - 37.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract
- 37.4 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.

38. Documents Available for Public Inspection

- 38.1 The trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:
- 38.1.1 a copy of the current Constitution
 - 38.1.2 a copy of the latest annual accounts and of any report of the auditor on them, and
 - 38.1.3 a copy of the latest annual report.
- 38.2 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:
- 38.2.1 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.
 - 38.2.2 a copy of any report laid under Section 65D (appointment of Trust special administrator) of the 2006 Act.
 - 38.2.3 a copy of any information published under Section 65D (appointment of Trust special administrator) of the 2006 Act.
 - 38.2.4 a copy of any draft report published under Section 65F (administrator's draft report) of the 2006 Act.
 - 38.2.5 a copy of any statement provided under Section 65F (administrator's draft report) of the 2006 Act.
 - 38.2.6 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 the final report or, 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act.
 - 38.2.7 a copy of any statement published or provided under Section 65G (consultation plan) of the 2006 Act.
 - 38.2.8 a copy of any final report published under Section 65I (administrator's final report).
 - 38.2.9 a copy of any statement published under Section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of the final report) of the 2006 Act.
 - 38.2.10 a copy of any information published under Section 65M (replacement of Trust special administrator) of the 2006 Act.
- 38.3 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.
- 38.4 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.

39. Auditor

39.1 The Trust shall have an auditor.

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

39.3 The Auditor is to carry out his duties in accordance with Schedule 10 to the 2006 Act and in accordance with any directions given by NHS Improvement (NHSI) the organisation that incorporates Monitor, the statutory entity that remains the regulator of NHS Foundation Trusts.

40. Audit committee

The Trust shall establish a Committee of Non-Executive Directors as an Audit Committee to perform such monitoring, reviewing and other functions as are appropriate.

41. Accounts

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

41.2 NHS England may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

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

41.4 The Trust shall prepare in respect of each financial year annual accounts in such form as NHS Improvement, the organisation that incorporates Monitor may with the approval of the Secretary of State direct.

41.5 The functions of the Trust with respect to the preparation of the Annual Accounts shall be delegated to the Accounting Officer.

42. Annual Report, Forward Plans and Non-NHS Work

- 42.1 The Trust shall prepare an Annual Report and send it to NHS Improvement.
- 42.2 The Trust shall give information as to its forward planning in respect of each financial year to NHS Improvement, the organisation that incorporated Monitor, the statutory entity that remains the regulator of NHS Foundation Trusts. The document containing the information with respect to forward planning (referred to above) shall be prepared by the Directors.
- 42.3 In preparing the document, the Directors shall have regard to the views of the Council of Governors.
- 42.4 Each forward plan must include information about:
- 42.4.1 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
 - 42.4.2 the income it expects to receive from doing so.
- 42.5 Where a forward plan contains a proposal that the trust carry on an activity of a kind mentioned in sub-paragraph 42.4.1 the Council of Governors must:
- 42.5.1 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
 - 42.5.2 notify the Directors of the Trust of its determination.
- 42.6 A Trust which proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England may implement the proposal only if more than half of the members of the council of governors of the Trust voting approve its implementation.

43. Presentation of the Annual Accounts and Reports to the Governors and Members

- 43.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:
- 43.1.1 the Annual Accounts
 - 43.1.2 any report of the auditor on them
 - 43.1.3 the Annual Report.
- 43.2 The documents shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one member of the Board of Directors in attendance.
- 43.3 The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 43.1 with the Annual Members' Meeting.

44. Instruments

44.1 The Trust shall have a seal.

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

45. Amendment of the constitution

45.1 The Trust may make amendments of its Constitution only if:

45.1.1 More than half of the members of the Council of Governors of the Trust voting approve the notices, and

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

45.2 Amendments made under Paragraph 45.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the Constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act.

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

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

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

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

45.5 Amendments by the Trust of its Constitution are to be notified to NHS Improvement. For the avoidance of doubt, NHS Improvement'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.

46. Mergers etc. and Significant Transactions

46.1 The Trust may only apply for a merger, acquisition, separation or dissolution (in accordance with the provisions of the 2006 Act) with the approval of more than half of the members of the Council of Governors.

46.2 The trust may enter into a significant transaction only if more than half of the members of the Council of Governors of the Trust voting approve entering into the transaction.

46.3 "Significant transaction" means a transaction that equates to:

46.3.1 the value equates to 25% of either the Trust's Gross Assets, Income or Gross Capital (inclusive of the transaction), calculated with reference to the Trust's opening Balance Sheet for the Financial Year in which approval is being sought.

47. ANNEX 1 – THE PUBLIC CONSTITUENCIES

Name of Areas within the Constituency	Number of Governors
Liverpool	3
St Helen's and Knowsley	2
Sefton	2
Cheshire West and Chester	2
Warrington and Halton	2
Wirral and the Rest of England	3
Wales	1
Total	15

48. ANNEX 2 – THE STAFF CONSTITUENCY

Name of Constituency	Class of Staff Membership	Number of Governors
Staff	Doctor	1
	Non-Clinical	1
	Nurse	1
	Other Clinical	1
	Radiographer	1
	Volunteers, Service Providers, Contracted Staff	1
	Total	6

49. ANNEX 3 – THE APPOINTED CONSTITUENCY

NAME OF APPOINTED CONSTITUENCY	NUMBER OF APPOINTED GOVERNORS
Liverpool University	1
Macmillan Cancer Support	1
MCH Psychological Services	1
Liverpool University Hospital NHS Foundation Trust	1
Cancer Alliance	1
NHS England: Cheshire and Merseyside sub regional team	1
Liverpool Council	1
Wirral Council	1
Department of Health - Isle of Mann	1
Total	9

50. ANNEX 4 – COMPOSITION OF COUNCIL OF GOVERNORS**30 Governors in Total****Elected Governors**

Public Constituency	Number of Governors
Liverpool	3
St Helen's and Knowsley	2
Sefton	2
Cheshire West and Chester	2
Warrington and Halton	2
Wirral and the Rest of England	3
Wales	1
Total	15

Appointed Governors

Appointing Organisation	Number of Governors
Liverpool University	1
Macmillan Cancer Support	1
MCH Psychological Services	1
Liverpool University Hospital NHS Foundation Trust	1
Cancer Alliance	1
NHS England: Cheshire and Merseyside sub regional team	1
Wirral Council	1
Liverpool Council	1
Isle of Mann Department of Health	1
Total	9

Staff Governors

Name of Constituency	Class of Staff Membership	Number of Governors
Staff	Doctor	1
	Non-Clinical	1
	Nurse	1
	Other Clinical	1
	Radiographer	1
	Volunteers, Service Providers, Contracted Staff	1
Total		6

51. ANNEX 5 –THE MODEL ELECTION RULES

MODEL ELECTION RULES 2014

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PART 1: INTERPRETATION

1. Interpretation

1.1 In these rules, unless the context otherwise requires:

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

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

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

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

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

“*e-voting*” means voting using either the internet, telephone or text message;

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

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

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

“*lead governor*” means the governor nominated by the corporation to fulfil the role described in Appendix B to The NHS Foundation Trust Code of Governance (Monitor, December 2013) or any later version of such code.

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

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

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

“*numerical voting code*” has the meaning set out in rule 64.2(b)

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

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

“*telephone short code*” means a short telephone number used for the purposes of submitting a vote by text message;

“*telephone voting facility*” has the meaning set out in rule 26.2;

“*telephone voting record*” has the meaning set out in rule 26.5 (d);

“*text message voting facility*” has the meaning set out in rule 26.3;

“*text voting record*” has the meaning set out in rule 26.6 (d);

“the telephone voting system” means such telephone voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by telephone;

“the text message voting system” means such text messaging voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by text message;

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

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

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

PART 2: TIMETABLE FOR ELECTIONS

2. Timetable

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

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

3. Computation of time

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

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

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

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

PART 3: RETURNING OFFICER

4. Returning Officer

4.1 Subject to rule 69, the returning officer for an election is to be appointed by the corporation.

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

5. Staff

5.1 Subject to rule 69, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

6. Expenditure

6.1 The corporation is to pay the returning officer:

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

7. Duty of co-operation

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

PART 4: STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS

8. Notice of election

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

9. Nomination of candidates

- 9.1 Subject to rule 9.2, each candidate must nominate themselves on a single nomination form.
- 9.2 The returning officer:
- (a) is to supply any member of the corporation with a nomination form, and
 - (b) is to prepare a nomination form 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 and a nomination can, subject to rule 13, be in an electronic format.

10. Candidate's particulars

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

11. Declaration of interests

11.1 The nomination form must state:

- (a) any financial interest that the candidate has in the 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

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

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

13. Signature of candidate

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

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

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

14. Decisions as to the validity of nomination

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

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

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

- (a) that the paper is not received on or before the final time and date for

- return of nomination forms, as specified in the notice of the election,
- (b) that the paper does not contain the candidate's particulars, as required by rule 10;
 - (c) the paper does not contain a declaration of the interests of the candidate, as required by rule 11,
 - (d) the paper does not include a declaration of eligibility as required by rule 12, or
 - (e) the paper is not signed and dated by the candidate, if required by rule 13.
- 14.3 The returning officer is to examine each nomination form as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.
- 14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.
- 14.5 The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.
- 15. Publication of statement of candidates**
- 15.1 The returning officer is to prepare and publish a statement showing the candidates who are standing for election.
- 15.2 The statement must show:
- (a) the name, contact address (which shall be the candidate's postal 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 form.
- 15.3 The statement must list the candidates standing for election in alphabetical order by surname.
- 15.4 The returning officer must send a copy of the statement of candidates and copies of the nomination forms to the corporation as soon as is practicable after publishing the statement.
- 16. Inspection of statement of nominated candidates and nomination forms**
- 16.1 The corporation is to make the statement of the candidates and the nomination forms supplied by the returning officer under rule 15.4 available for inspection by members of the corporation free of charge at all reasonable times.
- 16.2 If a member of the corporation requests a copy or extract of the statement of

candidates or their nomination forms, the corporation is to provide that member with the copy or extract free of charge.

17. Withdrawal of candidates

17.1 A candidate may withdraw from election on or before the date and time for withdrawal by candidates, by providing to the returning officer a written notice of withdrawal which is signed by the candidate and attested by a witness.

18. Method of election

18.1 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the council of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.

18.2 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the council of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.

18.3 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be council of governors, then:

- (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
- (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

PART 5: CONTESTED ELECTIONS

19. Poll to be taken by ballot

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

20. The ballot paper

- 20.1 The ballot of each voter (other than a voter who casts his or her ballot by an e-voting method of polling) is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.
- 20.2 Every ballot paper must specify:
- (a) the name of the corporation,

- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
- (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) instructions on how to vote by all available methods of polling, including the relevant voter's voter ID number if one or more e-voting methods of polling are available,
- (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
- (g) the contact details of the returning officer.

20.3 Each ballot paper must have a unique identifier.

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

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

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

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

("declaration of identity")

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

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

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

Action to be taken before the poll

22. List of eligible voters

22.1 The 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 27 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

22.2 The list is to include, for each member:

(a) a postal address; and,

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

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

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

23. Notice of poll

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

(a) the name of the corporation,

(b) the constituency, or class within a constituency, for which the election is being held,

(c) the number of members of the council of governors to be elected from that constituency, or class with that constituency,

(d) the names, 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 methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the corporation in accordance with rule 19.3,

(g) the address for return of the ballot papers,

(h) the uniform resource locator (url) where, if internet voting is a method of polling, the polling website is located;

(i) the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located,

(j) the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located,

(k) the date and time of the close of the poll,

(l) the address and final dates for applications for replacement voting information, and

(m) the contact details of the returning officer.

24. Issue of voting information by returning officer

- 24.1 Subject to rule 24.3, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by post to each member of the corporation named in the list of eligible voters:
- (a) a ballot paper and ballot paper envelope,
 - (b) the ID declaration form (if required),
 - (c) information about each candidate standing for election, pursuant to rule 61 of these rules, and
 - (d) a covering envelope;
- ("postal voting information").
- 24.2 Subject to rules 24.3 and 24.4, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by e-mail and/ or by post to each member of the corporation named in the list of eligible voters whom the corporation determines in accordance with rule 19.3 and/ or rule 19.4 may cast his or her vote by an e-voting method of polling:
- (a) instructions on how to vote and how to make a declaration of identity (if required),
 - (b) the voter's voter ID number,
 - (c) information about each candidate standing for election, pursuant to rule 64 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate, (d) contact details of the returning officer,
- ("e-voting information").
- 24.3 The corporation may determine that any member of the corporation shall:
- (a) only be sent postal voting information; or
 - (b) only be sent e-voting information; or
 - (c) be sent both postal voting information and e-voting information;
- for the purposes of the poll.
- 24.4 If the corporation determines, in accordance with rule 22.3, that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list, then the returning officer shall only send that information by e-mail.
- 24.5 The voting information is to be sent to the postal address and/ or e-mail address for each member, as specified in the list of eligible voters.
- 25. Ballot paper envelope and covering envelope**
- 25.1 The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.
- 25.2 The covering envelope is to have:

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

- 25.3 There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer –
- (a) the completed ID declaration form if required, and
 - (b) the ballot paper envelope, with the ballot paper sealed inside it.

26. E-voting systems

- 26.1 If internet voting is a method of polling for the relevant election then the returning officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").
- 26.2 If telephone voting is a method of polling for the relevant election then the returning officer must provide an automated telephone system for the purpose of voting by the use of a touch-tone telephone (in these rules referred to as "the telephone voting facility").
- 26.3 If text message voting is a method of polling for the relevant election then the returning officer must provide an automated text messaging system for the purpose of voting by text message (in these rules referred to as "the text message voting facility").
- 26.4 The returning officer shall ensure that the polling website and internet voting system provided will:
- (a) require a voter to:
 - (i) enter his or her voter ID number; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;in order to be able to cast his or her vote;
 - (b) specify:
 - (i) the name of the corporation,
 - (ii) the constituency, or class within a constituency, for which the election is being held,
 - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (iv) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
 - (v) instructions on how to vote and how to make a declaration of identity,
 - (vi) the date and time of the close of the poll, and
 - (vii) the contact details of the returning officer;

- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet that comprises of-
 - (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (iii) the candidate or candidates for whom the voter has voted; and
 - (iv) the date and time of the voter's vote,
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and
- (f) prevent any voter from voting after the close of poll.

26.5

The returning officer shall ensure that the telephone voting facility and telephone voting system provided will:

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

(f) prevent any voter from voting after the close of poll.

26.6 The returning officer shall ensure that the text message voting facility and text messaging voting system provided will:

- (a) require a voter to:
- (i) provide his or her voter ID number; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;
- in order to be able to cast his or her vote;
- (b) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("text voting record") that is stored in the text messaging voting system in respect of each vote cast by a voter by text message that comprises of:
- (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (ii) the candidate or candidates for whom the voter has voted; and
 - (iii) the date and time of the voter's vote
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
- (f) prevent any voter from voting after the close of poll.

The poll

27. Eligibility to vote

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

28. Voting by persons who require assistance

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

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

29. Spoilt ballot papers and spoilt text message votes

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

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

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

- (a) is satisfied as to the voter's identity; and
 - (b) has ensured that the completed ID declaration form, if required, has not been returned.
- 29.4 After issuing a replacement ballot paper for a spoiled ballot paper, the returning officer shall enter in a list ("the list of spoiled 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.
- 29.5 If a voter has dealt with his or her text message vote in such a manner that it cannot be accepted as a vote (referred to as a "spoiled text message vote"), that voter may apply to the returning officer for a replacement voter ID number.
- 29.6 On receiving an application, the returning officer is to obtain the details of the voter ID number on the spoiled text message vote, if he or she can obtain it.
- 29.7 The returning officer may not issue a replacement voter ID number in respect of a spoiled text message vote unless he or she is satisfied as to the voter's identity.
- 29.8 After issuing a replacement voter ID number in respect of a spoiled text message vote, the returning officer shall enter in a list ("the list of spoiled text message votes"):
 - (a) the name of the voter, and
 - (b) the details of the voter ID number on the spoiled text message vote (if that officer was able to obtain it), and
 - (c) the details of the replacement voter ID number issued to the voter.
- 30. Lost voting information**
- 30.1 Where a voter has not received his or her voting information by the tenth day before the close of the poll, that voter may apply to the returning officer for replacement voting information.
- 30.2 The returning officer may not issue replacement voting information in respect of lost voting information unless he or she:
 - (a) is satisfied as to the voter's identity,
 - (b) has no reason to doubt that the voter did not receive the original voting information,
 - (c) has ensured that no declaration of identity, if required, has been returned.
- 30.3 After issuing replacement voting information in respect of lost voting information, the returning officer shall enter in a list ("the list of lost ballot documents"):

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

31. Issue of replacement voting information

31.1 If a person applies for replacement voting information under rule 29 or 30 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue replacement voting information unless, in addition to the requirements imposed by rule 29.3 or 30.2, he or she is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.

31.2 After issuing replacement voting information under this rule, the returning officer shall enter in a list (“the list of tendered voting information”):

- (a) the name of the voter,
- (b) the unique identifier of any replacement ballot paper issued under this rule;
- (c) the voter ID number of the voter.

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

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

Polling by internet, telephone or text

33. Procedure for remote voting by internet

33.1 To cast his or her vote using the internet, a voter will need to gain access to the polling website by keying in the url of the polling website provided in the voting information.

33.2 When prompted to do so, the voter will need to enter his or her voter ID number.

33.3 If the internet voting system authenticates the voter ID number, the system will give the voter access to the polling website for the election in which the voter is eligible to vote.

33.4 To cast his or her vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom he or she wishes to cast his or her vote.

33.5 The voter will not be able to access the internet voting system for an election once his or her vote at that election has been cast.

34. Voting procedure for remote voting by telephone

- 34.1 To cast his or her vote by telephone, the voter will need to gain access to the telephone voting facility by calling the designated telephone number provided in the voter information using a telephone with a touch-tone keypad.
- 34.2 When prompted to do so, the voter will need to enter his or her voter ID number using the keypad.
- 34.3 If the telephone voting facility authenticates the voter ID number, the voter will be prompted to vote in the election.
- 34.4 When prompted to do so the voter may then cast his or her vote by keying in the numerical voting code of the candidate or candidates, for whom he or she wishes to vote.
- 34.5 The voter will not be able to access the telephone voting facility for an election once his or her vote at that election has been cast.

35. Voting procedure for remote voting by text message

- 35.1 To cast his or her vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided in the voter information.
- 35.2 The text message sent by the voter must contain his or her voter ID number and the numerical voting code for the candidate or candidates, for whom he or she wishes to vote.
- 35.3 The text message sent by the voter will need to be structured in accordance with the instructions on how to vote contained in the voter information, otherwise the vote will not be cast.

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

36. Receipt of voting documents

- 36.1 Where the returning officer receives:
- (a) a covering envelope, or
 - (b) any other envelope containing an ID declaration form if required, a ballot paper envelope, or a ballot paper,
- before the close of the poll, that officer is to open it as soon as is practicable; and rules 37 and 38 are to apply.
- 36.2 The returning officer may open any covering envelope or any ballot paper envelope for the purposes of rules 37 and 38, 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.
- 36.3 The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

37. Validity of votes

- 37.1 A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with an ID declaration form if required that has been correctly completed, signed and dated.
- 37.2 Where the returning officer is satisfied that rule 37.1 has been fulfilled, he or she is to:
- (a) put the ID declaration form if required in a separate packet, and
 - (b) put the ballot paper aside for counting after the close of the poll.
- 37.3 Where the returning officer is not satisfied that rule 37.1 has been fulfilled, he or she is to:
- (a) mark the ballot paper “disqualified”,
 - (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
 - (c) record the unique identifier on the ballot paper in a list of disqualified documents (the “list of disqualified documents”); and
 - (d) place the document or documents in a separate packet.
- 37.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record, telephone voting record or text voting record (as applicable) has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly made.
- 37.5 Where the returning officer is satisfied that rule 37.4 has been fulfilled, he or she is to put the internet voting record, telephone voting record or text voting record (as applicable) aside for counting after the close of the poll.
- 37.6 Where the returning officer is not satisfied that rule 37.4 has been fulfilled, he or she is to:
- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
 - (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents; and
 - (c) place the document or documents in a separate packet.
- 38. Declaration of identity but no ballot paper (public and patient constituency)²**
- 38.1 Where the returning officer receives an ID declaration form if required but no ballot paper, the returning officer is to:
- (a) mark the ID declaration form “disqualified”,
 - (b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper, and

² It should not be possible, technically, to make a declaration of identity electronically without also submitting a vote.

- (c) place the ID declaration form in a separate packet.

39. De-duplication of votes

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

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

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

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

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

39.4 Where an internet voting record, telephone voting record or text voting record is disqualified under this rule the returning officer shall:

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

40. Sealing of packets

40.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 37 and 38, the returning officer is to seal the packets containing:

- (a) the disqualified documents, together with the list of disqualified documents inside it,
- (b) the ID declaration forms, if required,
- (c) the list of spoiled ballot papers and the list of spoiled text message votes,
- (d) the list of lost ballot documents,

- (e) the list of eligible voters, and
- (f) the list of tendered voting information

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

PART 6: COUNTING THE VOTES

STV41. Interpretation of Part 6

STV41.1 In Part 6 of these rules:

“ballot document” means a ballot paper, internet voting record, telephone voting record or text voting record.

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

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

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

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

“non-transferable vote” means a ballot document:

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

or

(b) which is excluded by the returning officer under rule STV49,

“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 STV46,

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

“stage of the count” means:

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

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

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

“*transfer value*” means the value of a transferred vote calculated in accordance with rules STV47.4 or STV47.7.

42. Arrangements for counting of the votes

- 42.1 The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.
- 42.2 The returning officer may make arrangements for any votes to be counted using vote counting software where:
 - (a) the board of directors and the council of governors of the corporation have approved:
 - (i) the use of such software for the purpose of counting votes in the relevant election, and
 - (ii) a policy governing the use of such software, and
 - (b) the corporation and the returning officer are satisfied that the use of such software will produce an accurate result.

43. The count

- 43.1 The returning officer is to:
 - (a) count and record the number of:
 - (iii) ballot papers that have been returned; and
 - (iv) the number of internet voting records, telephone voting records and/or text voting records that have been created, and
 - (b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 42.2(ii) where vote counting software is being used.
- 43.2 The returning officer, while counting and recording the number of ballot papers, internet voting records, telephone voting records and/or text voting records and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper or the voter ID number on an internet voting record, telephone voting record or text voting record.
- 43.3 The returning officer is to proceed continuously with counting the votes as far as is practicable.

STV44. Rejected ballot papers and rejected text voting records

STV44.1 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.

STV44.2 The returning officer is to endorse the word “rejected” on any ballot paper which under this rule is not to be counted.

STV44.3 Any text voting record:

- (a) on which the figure “1” standing alone is not placed so as to indicate a first preference for any candidate,
- (b) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (c) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the text voting record 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.

STV44.4 The returning officer is to endorse the word “rejected” on any text voting record which under this rule is not to be counted.

STV44.5 The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule STV44.1 and the number of text voting records rejected by him or her under each of the sub-paragraphs (a) to (c) of rule STV44.3.

FPP44. Rejected ballot papers and rejected text voting records

FPP44.1 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 votes are given for more candidates than the voter is entitled to vote,
- (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, subject to rules FPP44.2 and FPP44.3, be rejected and not counted.

FPP44.2 Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP44.3 A ballot paper on which a vote is marked:

- (a) elsewhere than in the proper place,
- (b) otherwise than by means of a clear mark,
- (c) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the paper is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

FPP44.4 The returning officer is to:

- (a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and
- (b) in the case of a ballot paper on which any vote is counted under rules FPP44.2 and FPP 44.3, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.

FPP44.5 The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings:

- (a) does not bear proper features that have been incorporated into the ballot paper,
- (b) voting for more candidates than the voter is entitled to,
- (c) writing or mark by which voter could be identified, and
- (d) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of ballot papers rejected in part.

FPP44.6 Any text voting record:

- (a) on which votes are given for more candidates than the voter is entitled to vote,

- (b) on which anything is written or marked by which the voter can be identified except the voter ID number, or
- (c) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP44.7 and FPP44.8, be rejected and not counted.

FPP44.7 Where the voter is entitled to vote for more than one candidate, a text voting record is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP448 A text voting record on which a vote is marked:

- (a) otherwise than by means of a clear mark,
- (b) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the text voting record is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

FPP44.9 The returning officer is to:

- (a) endorse the word “rejected” on any text voting record which under this rule is not to be counted, and
- (b) in the case of a text voting record on which any vote is counted under rules FPP44.7 and FPP 44.8, endorse the words “rejected in part” on the text voting record and indicate which vote or votes have been counted.

FPP44.10 The returning officer is to draw up a statement showing the number of rejected text voting records under the following headings:

- (a) voting for more candidates than the voter is entitled to,
- (b) writing or mark by which voter could be identified, and
- (c) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of text voting records rejected in part.

STV45. First stage

STV45.1 The returning officer is to sort the ballot documents into parcels according to the candidates for whom the first preference votes are given.

STV45.2 The returning officer is to then count the number of first preference votes given on ballot documents for each candidate, and is to record those numbers.

STV45.3 The returning officer is to also ascertain and record the number of valid ballot documents.

STV46. The quota

STV46.1 The returning officer is to divide the number of valid ballot documents by a number exceeding by one the number of members to be elected.

- STV46.2 The result, increased by one, of the division under rule STV46.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as “the quota”).
- STV46.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules STV47.1 to STV47.3 has been complied with.
- STV47. Transfer of votes**
- STV47.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot documents on which first preference votes are given for that candidate into sub- parcels so that they are grouped:
- (a) according to next available preference given on those ballot documents for any continuing candidate, or
 - (b) where no such preference is given, as the sub-parcel of non-transferable votes.
- STV47.2 The returning officer is to count the number of ballot documents in each parcel referred to in rule STV47.1.
- STV47.3 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.1(a) to the candidate for whom the next available preference is given on those ballot documents.
- STV47.4 The vote on each ballot document transferred under rule STV47.3 shall be at a value (“the transfer value”) which:
- (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
 - (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot documents on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).
- STV47.5 Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot documents in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:
- (a) according to the next available preference given on those ballot documents for any continuing candidate, or
 - (b) where no such preference is given, as the sub-parcel of non-transferable votes.
- STV47.6 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.5(a) to the candidate for whom the next available preference is given on those ballot documents.

- STV47.7 The vote on each ballot document transferred under rule STV47.6 shall be at:
- (a) a transfer value calculated as set out in rule STV47.4(b), or
 - (b) at the value at which that vote was received by the candidate from whom it is now being transferred,
- whichever is the less.
- STV47.8 Each transfer of a surplus constitutes a stage in the count.
- STV47.9 Subject to rule STV47.10, the returning officer shall proceed to transfer transferable ballot documents until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.
- STV47.10 Transferable ballot documents shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:
- (a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or
 - (b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.
- STV47.11 This rule does not apply at an election where there is only one vacancy.
- STV48. Supplementary provisions on transfer**
- STV48.1 If, at any stage of the count, two or more candidates have surpluses, the transferable ballot documents of the candidate with the highest surplus shall be transferred first, and if:
- (a) The surpluses determined in respect of two or more candidates are equal, the transferable ballot documents of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and
 - (b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable ballot documents of the candidate on whom the lot falls shall be transferred first.
- STV48.2 The returning officer shall, on each transfer of transferable ballot documents under rule STV47:
- (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.
- STV48.3 All ballot documents transferred under rule STV47 or STV49 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that ballot document or, as the case may be, all the ballot documents in that sub-parcel.
- STV48.4 Where a ballot document is so marked that it is unclear to the returning officer at any stage of the count under rule STV47 or STV49 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.
- STV49. Exclusion of candidates**
- STV49.1 If:
- (a) all transferable ballot documents which under the provisions of rule STV47 (including that rule as applied by rule STV49.11) and this rule are required to be transferred, have been transferred, and
 - (b) subject to rule STV50, one or more vacancies remain to be filled,
- the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule STV49.12 applies, the candidates with the then lowest votes).
- STV49.2 The returning officer shall sort all the ballot documents on which first preference votes are given for the candidate or candidates excluded under rule STV49.1 into two sub-parcels so that they are grouped as:
- (a) ballot documents on which a next available preference is given, and
 - (b) ballot documents on which no such preference is given (thereby including ballot documents on which preferences are given only for candidates who are deemed to be elected or are excluded).
- STV49.3 The returning officer shall, in accordance with this rule and rule STV48, transfer each sub-parcel of ballot documents referred to in rule STV49.2 to the candidate for whom the next available preference is given on those ballot documents.
- STV49.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.
- STV49.5 If, subject to rule STV50, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable ballot documents, if any, which had been transferred to any candidate excluded under rule STV49.1 into sub- parcels according to their transfer value.
- STV49.6 The returning officer shall transfer those ballot documents in the sub-parcel of transferable ballot documents with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballot documents (thereby passing over candidates who are

- deemed to be elected or are excluded).
- STV49.7 The vote on each transferable ballot document transferred under rule STV49.6 shall be at the value at which that vote was received by the candidate excluded under rule STV49.1.
- STV9.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.
- STV49.9 After the returning officer has completed the transfer of the ballot documents in the sub-parcel of ballot documents with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot documents with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under rule STV49.1.
- STV49.10 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.
- STV49.11 If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with rules STV47.5 to STV47.10 and rule STV48.
- STV49.12 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.
- STV49.13 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.
- STV50. Filling of last vacancies**
- STV50.1 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.

STV50.2 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.

STV50.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

STV51. Order of election of candidates

STV51.1 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 STV47.10.

STV51.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.

STV51.3 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.

STV51.4 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.

FPP51. Equality of votes

FPP51.1 Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the returning officer is to decide between those candidates by a lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS

FPP52. Declaration of result for contested elections

- FPP52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:
- (a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the council of governors from the constituency, or class within a constituency, for which the election is being held to be elected,
 - (b) give notice of the name of each candidate who he or she has declared elected:
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or
 - (ii) in any other case, to the chairman of the corporation; and
 - (c) give public notice of the name of each candidate whom he or she has declared elected.

- FPP52.2 The returning officer is to make:
- (a) the total number of votes given for each candidate (whether elected or not), and
 - (b) the number of rejected ballot papers under each of the headings in rule FPP44.5,
 - (c) the number of rejected text voting records under each of the headings in rule FPP44.10,
- available on request.

STV52. Declaration of result for contested elections

- STV52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:
- (a) declare the candidates who are deemed to be elected under Part 6 of these rules as elected,
 - (b) give notice of the name of each candidate who he or she has declared elected –
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or
 - (ii) in any other case, to the chairman of the corporation, and
 - (c) give public notice of the name of each candidate who he or she has declared elected.
- STV52.2 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 STV44.1,
- (f) the number of rejected text voting records under each of the headings in rule STV44.3,

available on request.

53. Declaration of result for uncontested elections

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

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

PART 8: DISPOSAL OF DOCUMENTS

54. Sealing up of documents relating to the poll

54.1 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, internet voting records, telephone voting records and text voting records,
- (b) the ballot papers and text voting records endorsed with “rejected in part”,
- (c) the rejected ballot papers and text voting records, and
- (d) the statement of rejected ballot papers and the statement of rejected text voting records,

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

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

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

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

54.3 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.

55. Delivery of documents

55.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 56, the returning officer is to forward them to the chair of the corporation.

56. Forwarding of documents received after close of the poll

56.1 Where:

- (a) any voting documents are received by the returning officer after the close of the poll, or

- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
- (c) any applications for replacement voting information are made too late to enable new voting information to be issued,

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

57. Retention and public inspection of documents

- 57.1 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 board of directors of the corporation, cause them to be destroyed.
- 57.2 With the exception of the documents listed in rule 58.1, 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.
- 57.3 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.

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

- 58.1 The corporation may not allow:
 - (a) the inspection of, or the opening of any sealed packet containing –
 - (i) any rejected ballot papers, including ballot papers rejected in part,
 - (ii) any rejected text voting records, including text voting records rejected in part,
 - (iii) any disqualified documents, or the list of disqualified documents,
 - (iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
 - (v) the list of eligible voters, or
 - (b) access to or the inspection of the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,
by any person without the consent of the board of directors of the corporation.
- 58.2 A person may apply to the board of directors of the corporation to inspect any of the documents listed in rule 58.1, and the board of directors of the corporation 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.
- 58.3 The board of directors of the corporation'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.

58.4 On an application to inspect any of the documents listed in rule 58.1 the board of directors of the corporation must:

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

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

- (i) that his or her vote was given, and
- (ii) that Monitor has declared that the vote was invalid.

PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

- FPP59. Countermand or abandonment of poll on death of candidate**
- FPP59.1 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) countermand notice of the poll, or, if voting information has been issued, direct that the poll be abandoned within that constituency or class, and
 - (b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.
- FPP59.2 Where a new election is ordered under rule FPP59.1, no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.
- FPP59.3 Where a poll is abandoned under rule FPP59.1(a), rules FPP59.4 to FPP59.7 are to apply.
- FPP59.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39, and is to make up separate sealed packets in accordance with rule 40.
- FPP59.5 The returning officer is to:
- (a) count and record the number of ballot papers, internet voting records, telephone voting records and text voting records that have been received,
 - (b) seal up the ballot papers, internet voting records, telephone voting records and text voting records into packets, along with the records of the number of ballot papers, internet voting records, telephone voting records and text voting records and
- ensure that complete electronic copies of the internet voting records telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.
- FPP59.6 The returning officer is to 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.
- FPP59.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to rules FPP59.4 to FPP59.6, the returning officer is to deliver them to the chairman of the corporation, and rules 57 and 58 are to apply.

STV59. Countermand or abandonment of poll on death of candidate

STV59.1 If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:

- (a) publish a notice stating that the candidate has died, and
- (b) proceed with the counting of the votes as if that candidate had been excluded from the count so that –
 - (i) ballot documents which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and
 - (ii) ballot documents which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.

STV59.2 The ballot documents which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot documents pursuant to rule 54.1(a).

PART 10: ELECTION EXPENSES AND PUBLICITY

Election expenses

60. Election expenses

60.1 Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be questioned in an application made to Monitor under Part 11 of these rules.

61. Expenses and payments by candidates

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

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

62. Election expenses incurred by other persons

62.1 No person may:

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

62.2 Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 63 and 64.

Publicity

63. Publicity about election by the corporation

63.1 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.

63.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 64, 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.

63.3 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.

64. Information about candidates for inclusion with voting information

64.1 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.

64.2 The information must consist of:

- (a) a statement submitted by the candidate of no more than 250 words,
- (b) if voting by telephone or text message is a method of polling for the election, the numerical voting code allocated by the returning officer to each candidate, for the purpose of recording votes using the telephone voting facility or the text message voting facility (“numerical voting code”), and
- (c) a photograph of the candidate.

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

65.1 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.

65.2 The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

**PART 11: QUESTIONING ELECTIONS AND THE CONSEQUENCE OF
IRREGULARITIES**

66. Application to question an election

- 66.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to Monitor for the purpose of seeking a referral to the independent election arbitration panel (IEAP).
- 66.2 An application may only be made once the outcome of the election has been declared by the returning officer.
- 66.3 An application may only be made to Monitor 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.
- 66.4 The application must:
- (a) describe the alleged breach of the rules or electoral irregularity, and
 - (b) be in such a form as the independent panel may require.
- 66.5 The application must be presented in writing within 21 days of the declaration of the result of the election. Monitor will refer the application to the independent election arbitration panel appointed by Monitor.
- 66.6 If the independent election arbitration panel requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.
- 66.7 Monitor shall delegate the determination of an application to a person or panel of persons to be nominated for the purpose.
- 66.8 The determination by the IEAP 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.
- 66.9 The IEAP may prescribe rules of procedure for the determination of an application including costs.

PART 12: MISCELLANEOUS**67. Secrecy**

67.1 The following persons:

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

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

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

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

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

68. Prohibition of disclosure of vote

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

69. Disqualification

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

- (a) a member of the 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.

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

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

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

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

52. ANNEX 6 – ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

Eligibility to be a Member of the Council of Governors

1. Council of Governors – Further Provisions on Disqualification and Removal:

Further to the provisions set out in Paragraph 15 the following may not become or continue as a Governor of the Council of Governors if they are:

- 1.1 In the case of a Staff Governor, Public Governor or Appointed governor, he ceases to be a Member of the Constituency or the Class of a Membership Constituency by which he was elected, or appointed.
- 1.2 NHS Improvement (incorporating Monitor) has exercised its powers to remove that person as a Governor or has suspended him from office or has disqualified him from holding office as a Governor for a specified period.
- 1.3 A person who has within the preceding five years been dismissed, otherwise than by reason of redundancy, from any paid employment with an NHS Body.
- 1.4 A person whose tenure of office as the Chair, Non-Executive Director or as a Governor of an NHS body has previously been terminated on the grounds that his appointment is not in the interests of the NHS for non-attendance at meetings or for non-disclosure of a pecuniary interest.
- 1.5 A person who is a vexatious complainant of the Trust
- 1.6 A person who has had his name removed from a relevant list of medical practitioners pursuant to Paragraph 10 of the National Health Service (Performers Lists) Regulations 2004 or Section 151 of the 2006 Act (or similar provision elsewhere), and has not subsequently had his name included in such a list.
- 1.7 A person who is currently a member of an independent scrutiny body whose role includes or will include independent scrutiny of The Clatterbridge Cancer Centre NHS Foundation trust.
- 1.8 A person who is under 16 years of age.
- 1.9 A person who on the basis of disclosures obtained through an application to the Disclosure and Barring Scheme is not considered suitable by the Trust.
- 1.10 A person who is a spouse, partner, parent or child of a Director or the Chair of the Trust.
- 1.11 A person who is incapable by reason of a mental disorder, illness of injury, of managing and administering his property and affairs.
- 1.12 A person has failed to, and continues to refuse to make the required Declarations.
- 1.13 A person who makes a false declaration for any purpose under this Constitution or the 2006 Act.
- 1.14 A person whose conduct has caused, or is likely to cause, material prejudice to the best interests of the Trust or the proper conduct of the Council of Governors or otherwise in a manner inconsistent with continued membership of the Council of Governors.

2. Termination of Tenure

In addition to Paragraph 14, the following will apply:

2.1 A Governor may resign from that office at any time during the term of that office by giving notice in writing to the Company Secretary.

2.2 If a Governor fails to attend 3 consecutive meetings of the Council of Governors his tenure of office shall be terminated immediately unless, on application by that Governor to the Council of Governors, the Council of Governors resolves that:

2.2.1 the absence was due to reasonable cause; and

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

2.3 The Council of Governors may, at a Council of Governors, by a Resolution approved by not less than 75% of the remaining Governors present terminate a Governor's tenure of office if for reasonable cause it considers that:

2.3.1 They are disqualified from becoming or continuing as a Member under this Constitution; or

2.3.2 They have knowingly or recklessly made a false declaration for any purpose provided under this Constitution or in the 2006 Act; or

2.3.3 Their continuing as a Governor would or would be likely to:

2.3.3.1 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

2.3.3.1.2 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

2.3.3.2 adversely affect public confidence in the goods or services provided by the Trust; or

2.3.3.3 otherwise bring the Trust into disrepute.

2.4 Upon a Governor resigning or, upon the Council of Governors resolving to terminate a Governor's tenure of office, that Governor shall cease to be a Governor and his name shall be forthwith removed from the Register of Governors notwithstanding any reference to the Dispute Resolution Procedure.

2.5 Any decision of the Council of Governors to terminate a Governor's tenure of office may be referred by that Governor to the Dispute Resolution Procedure (as set out in Annex 8) within 28 calendar days of the date upon which notice in writing of the Council of Governor's decision is given to the Governor.

2.6 A Governor whose tenure of office is terminated under this Paragraph 2 shall not be eligible for re-election.

53. ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

The following Standing Orders form part of the Constitution of The Clatterbridge Cancer Centre NHS Foundation Trust

1. Interpretation

- 1.1 The Chairman shall be the final authority on the interpretation of these Standing Orders.
- 1.2 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 Chairman of the meeting on questions of order, relevance, regularity and any other matters shall be observed at the meeting.

2. The Trust

- 2.1 All business shall be conducted in the name of the Trust

3. Meetings of the Council of Governors

- 3.1 Admission of the Public and Press – the public and representatives of the press shall be afforded facilities to attend all meetings of the Council of Governors but shall be required to withdraw upon the Council of Governors resolving as follows:

“That the 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 publicly on which would be prejudicial to the public interest.”

- 3.2 The right of attendance referred to above carries no right to ask questions or otherwise participate in the meeting.
- 3.3 The Chairman (or other person presiding under the provision of Standing Order []) shall give such directions as he thinks fit in regards to the arrangements for meetings and accommodation of the public and representatives of the press 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 and press 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 and press.”

Nothing in these Standing Orders shall require the Council of Governors to allow members of the public or representative of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings via social media as they take place without the prior agreement of the Council of Governors.

- 3.4 Calling Meetings – The Council of Governors is to meet at least four times in each

financial year. Save in the case of emergencies or the need to conduct urgent business, the Company Secretary shall give at least fourteen days written notice of the date and place of every meeting of the Council of Governors to all Governors. The notice will be placed on the Trust website.

- 3.5 Extraordinary meetings may be called by the Chair at short notice.
- 3.6 Meetings of the Council of Governors may be called by six Governors (including at least two Elected and two Appointed Governors) who give written notice to the Company Secretary specifying the business to be carried out. The Company Secretary shall send a written notice to all Governors as soon as practically possible following receipt of such a request.
- 3.7 Prior to each meeting of the Council of Governors, a public notice of the time and place of the meeting and the public agenda shall be displayed on the Trust website at least three working days prior to the meeting.
- 3.8 The Annual Members' Meeting of the Council of Governors will consider the Annual Accounts, any report of the Auditor on these Accounts and the Annual Report.

4. Agenda and Supporting Papers

- 4.1 The Agenda will be provided to the Governors not less than 3 working days before the meeting and supporting papers, whenever possible, shall accompany the agenda.
- 4.2 A Governor desiring a matter to be included on an agenda shall make his request in writing to the Chairman at least 10 working days before the meeting. Requests made less than 10 working days before a meeting may be included on the agenda at the discretion of the Chairman.

5. Chairman of the Meeting

5.1 The Chairman shall preside at meetings of the Council of Governors and shall be entitled to exercise a casting vote where the number of votes for and against a motion is equal.

5.2 If the Chairman is absent from a meeting of the Council of Governors, the Vice Chair shall preside over that meeting and they shall exercise all the rights and obligations of the Chairman including the right to exercise a second or casting vote where the number of votes for and against a motion is equal.

5.3 If any matter for consideration at a meeting of the Council of Governors relates to the conduct or interests of the Chairman or of the Non-Executive Director as a class, neither the Chairman nor any of the Non-Executive Directors shall preside over the period of the meeting during which the matter is under discussion. In these circumstances the period of the meeting shall be chaired by the Lead Governor, or in his absence, by another Governor chosen by the Governors. This person shall exercise all the rights and obligations of the Chairman including the right to exercise a second or casting vote where the number of votes for and against a motion is equal.

6. Notice of, Amending or Withdrawing Motions and Notice to Rescind a Resolution

- 6.1 A Governor desiring to move or amend a motion shall send a written notice thereof at least 10 working days before the meeting to the Chairman, who shall insert in the

agenda of the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This does not prevent a motion being moved during a meeting without notice on any business mentioned on the agenda.

- 6.2 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 Chairman.
- 6.3 Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Governor who gives it and also the signature of ten other Governors. When any such motion has been disposed of by the Council of Governors, it cannot be proposed again to the same effect within the next six calendar months unless the Chairman deems it to be appropriate.
- 6.4 The proposer of the motion shall have the right of reply at the close of any discussions on the motion or any proposed amendments.
- 6.5 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:
 - 6.5.1 An amendment to the motion;
 - 6.5.2 The adjournment of the discussion or the meeting;
 - 6.5.3 That the meeting proceed to the next business;
 - 6.5.4 The appointment of an ad hoc committee to deal with a specific item of business
 - 6.5.5 That the motion be now put.
- 6.6 No amendment to the motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the motion.

7. Voting

- 7.1 If, in the opinion of the Chairman, a vote should be required on a question at a meeting of the Council of Governors, the result shall be determined by a majority of the votes of the Governors present and voting on the question.
- 7.2 All questions put to the vote shall, at the discretion of the Chairman of 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.
- 7.3 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.

8. Minutes

- 8.1 Minutes of the proceedings of a meeting shall be drawn up and submitted for approval at the next meeting where they will be signed by the Chairman of that meeting.
- 8.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 8.3 Minutes of the meeting shall record the names of those present.
- 8.4 Minutes of the meetings shall be made available to the public except for those

minutes relating to business conducted when members of the public or press are excluded under the terms of Paragraph 3.3 of these Standing Orders.

9. Quorum

- 9.1 No business shall be transacted at a meeting of the Council of Governors unless at least five Public Governors, one Staff Governor and one Appointed Governor are present at the meeting.
- 9.2 If a Governor has been disqualified from participating in the discussion on any matter and/or from voting or any resolution by reason of the declaration of a conflict of interest he shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or 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.
- 9.3 The Council of Governors may agree that its members can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

10. Nominations Committee

- 10.1 The Council of Governors shall create a duly authorised Nominations Committee who shall seek the views of the Board of Directors as to their recommended criteria and process for the selection of candidates, and having regards 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.
- 10.2 The Company Secretary shall attend the Nominations Committee and take minutes of any proceedings.
- 10.3 The Nominations Committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Council of Governors). Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 10.4 The Council of Governors shall approve the appointments to the Nominations Committee. The Chairman of the Nominations Committee shall be the Trust Chairman.
- 10.5 Confidentiality – A member of the Nominations Committee shall not disclose a matter dealt with, or brought before the Nominations Committee without its permission until the Nominations Committee have reported to the Council of Governors or shall otherwise have concluded the matter.

11. Declarations of Interest and Register of Interests

- 11.1 Interests which should be regarded as 'relevant and material' and which, for the avoidance of doubt should be included in the register are:
 - a) Directorships, including Non-Executive Directorships held in private companies or PLCs.

- b) Ownership, part-ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
- c) A position of authority in a charity or voluntary organisation in the field of health and social care.
- d) Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.
- e) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.
- f) 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 religious societies whose membership consists of professional and business people.
- g) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS

54. ANNEX 8 – DISPUTE RESOLUTION PROCEDURE

1. In the event of a dispute with:
 - a) A member or prospective Member in relation to eligibility or disqualification; or
 - b) A Governor or prospective governor in relation to matters of eligibility, disqualification or termination of tenure;

The individual concerned shall be invite to an informal meeting with Company Secretary or with one or more of the Directors. If not resolved, the dispute shall be referred to a panel comprising the Chairman, at least one Elected Governor, and wither the Company Secretary or one of the Directors. The decision of the panel shall be final.

2. A dispute arising between the Council of Governors and the Board of Directors shall be referred to a panel comprising the Chairman, the Chief Executive and two governors who have been nominated by the Council of Governors. The panel shall use all reasonable endeavours to facilitate the resolution of the dispute.
3. In the event resolution is not reached under Paragraph 2 above, the panel shall consult the Council of Governors and the Board of Directors to determine whether the matter should be referred to mediation. In the event the decision is to refer to mediation, an external mediator shall be appointed by the Centre for Dispute Resolution or such other organisation as the panel shall agree.

REPORT COVER

Report to:	Council of Governors	
Date of meeting:	12 January 2022	
Agenda item:	CG-017-22	
Title:	Reappointment of Non-Executive Director – Geoff Broadhead	
Report prepared by:	Emily Kelso – Corporate Governance Manager	
Executive Lead:		
Status of the report: (please tick)	Public <input type="checkbox"/>	Private <input checked="" type="checkbox"/>
Paper previously considered by:	Not applicable	
Date & decision:		
Purpose of the paper/key points for discussion:	<p>The Council of Governors is asked to note the contents of the report and the recommendation made by the Nominations Committee regarding the reappointment of Non-Executive Director Geoff Broadhead. The Council of Governors is asked for a decisions regarding the approval of the re-appointment of Geoff as Non-Executive Director of Clatterbridge Cancer Centre NHS Foundation Trust for a second 3-Year Term commencing from 1st July 2022 – 30 June 2025.</p>	
Action required: (please tick)	Discuss <input checked="" type="checkbox"/>	Approve <input checked="" type="checkbox"/>
	For information/noting <input type="checkbox"/>	
Next steps required:	Once agreed Geoff Broadhead as Non-Executive Director of Clatterbridge Cancer Centre NHS Foundation will begin his second 3-Year Term from 1st July 2022.	



REPORT COVER

The paper links to the following strategic priorities and Board Assurance Framework (BAF) Risks (please select)

BE OUTSTANDING

BAF Risk	Please select
If we do not have robust Trust-wide quality and clinical governance arrangements in place we will not deliver safe and effective care resulting in poor outcomes for our patients and negative regulatory outcomes.	<input type="checkbox"/>
Operational sustainability: If the demand for treatment exceeds the resources available, we are at risk of failing to deliver against healthcare standards which will impact on our ability to recover performance to the required levels within the agreed timeframes.	<input type="checkbox"/>
Financial sustainability: Due to changes in funding, the Trust may exceed activity levels resulting in increased costs that exceed the current agreed block funding.	<input type="checkbox"/>

BE COLLABORATIVE

BAF Risk	Please select
If we do not build upon the work with the Cancer Alliance and other partners this will adversely affect the Trust's ability to positively influence prevention, early diagnosis, standardisation of care and performance in cancer services.	<input type="checkbox"/>

BE RESEARCH LEADERS

BAF Risk	Please select
If we do not maintain our ECMC status this will adversely affect patient access to the latest novel therapies, CCC research reputation, acquiring CRUK status which in turn will have an impact on CCC's ability to support early phase trial research, progress against the Research Strategy and academic oncology in Liverpool.	<input type="checkbox"/>
Issues within the Pharmacy Aseptic Unit adversely impacting on the manufacture and dispensing of drugs resulting in some trials not being set up or re-opened as part of the recovery plan adversely impacting on patient accessibility to research and reputational damage with Sponsors.	<input type="checkbox"/>

BE A GREAT PLACE TO WORK

BAF Risk	Please select
If we do not invest in effective, inclusive leadership, there is a risk this will adversely impact on the Trust's ability to deliver the Trust's five year Strategy.	<input checked="" type="checkbox"/>
If we are unable to recruit and retain high calibre staff there is a risk of an adverse impact on the quality of care and reputation of the Trust.	<input checked="" type="checkbox"/>

BE DIGITAL

BAF Risk	Please select
If we do not invest in effective, inclusive leadership, there is a risk this will adversely impact on the Trust's ability to deliver the Trust's five year Strategy.	<input type="checkbox"/>
If the Trust is hit by a Cyber/ransomware attack, there is a risk that all systems could be disabled resulting in potential loss of data and delayed care.	<input type="checkbox"/>

BE INNOVATIVE

BAF Risk	Please select
If we do not develop our Subsidiary Companies and Joint Venture we will not be able to re-invest back into the NHS.	<input type="checkbox"/>

EQUALITY & DIVERSITY IMPACT ASSESSMENT

Are there concerns that the policy/service could have an adverse impact on:

Age	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Disability	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Gender	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Race	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Religious/belief	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Sexual orientation	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Gender Reassignment	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Pregnancy/maternity	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>			

If YES to one or more of the above please add further detail and identify if a full impact assessment is required.



REPORT

Reappointment of Non-Executive Director – Geoff Broadhead

Emily Kelso – Corporate Governance Manager

The Nominations Committee is asked to consider the performance of Non-Executive Director Geoff Broadhead and the content within the report and following consideration recommend for approval by the Council of Governors (CoG) the re-appointment of Geoff as Non-Executive Director of Clatterbridge Cancer Centre NHS Foundation Trust for a second 3-Year Term commencing from 1st July 2022 – 30 June 2025.



REPORT

1. Define the issue

The 2006 National Health Service Act (2006 Act) requires that an NHS foundation trust has non-executive directors. It also states: "It is for the council of governors at a general meeting to appoint or remove the chairman and the other non-executive directors."

As per the Trust constitution it is the role of the Nomination Committee to consider the reappointment of Non-Executive directors (NEDs) on completion of their initial and subsequent 3-year term(s) and if deemed appropriate recommend the reappointment for approval by the wider Council at a general meeting.

Geoff Broadhead was first appointed as a NED of The Clatterbridge Cancer Centre (CCC) NHS Foundation Trust 1 July 2019 for an initial 3-year term which will conclude on 30 June 2022.

2. Background

In 2018, Geoff joined the Trust as an Associate Non-Executive Director. Following his successful term as Associate NED the Council of Governors Nominations Committee met and agreed that Geoff assume the role of Substantive NED from 1 July 2019, for an initial 3-year term.

Geoff was furthermore appointed as Senior Independent Director (SID) for the Trust in January 2021 in this role Geoff is responsible for supporting the Chair and serving as an intermediary for the other directors when necessary. The SID has the responsibility of facilitating and overseeing the annual performance evaluation of the Chair, in consultation with the members of the Board, external stakeholders and Governors and reporting the outcomes to NHS England.

A full Fit and Proper Persons assessment was successfully completed on appointment and most recently in July 2021.

3. Terms of Office

The terms of office for The Chair and Non-Executive director are laid out in the Trust Constitution.

3.3. Board of Directors – Remuneration and Terms of Office

- 33.1.1.1 The Chair and the Non-Executive Directors shall be eligible for appointment for three, three year terms of office, and in exceptional circumstances a further term of one year subject to a satisfactory appraisal. The Chair or the Non-Executive Directors shall not be appointed to that office for a total period which exceeds ten years in aggregate.

4. Process for Re-Appointment of Non-Executive Directors



REPORT

As per the Trust constitution it is the role of the Nomination Committee to consider the reappointment of Non-Executive directors on completion of their initial and subsequent 3-year term(s) and if deemed appropriate recommend the reappointment for approval by the wider Council at a general meeting.

26. Board of Directors – Appointment and Removal of Chairman and other Non-Executive Directors

26.1 The CoG shall create a duly authorised Nominations Committee consisting of the Chair (or the Vice Chair unless they are standing for appointment, in which case it will be the Senior Independent Director) and at least three Elected Governors.

26.6 The CoG at a general meeting of the Council of Governors shall resolve to appoint such candidate or candidates as they consider appropriate and shall have regard to the recommendation of the Nominations Committee and views of the Chief Executive and Board of Directors in reaching that decision

5. Performance and Commitment to the Role

As required by NHS England an appraisal of the Chair and Non-Executive Directors takes place annually, following which a single page appraisal summary is formally submitted.

The appraisal process took place in June 2021 and was led by the Chair Kathy Doran, during which the Nominations Committee received reports on behalf of the CoG on the process and outcomes.

Feedback was sought from a range of Executive and Non-Executive colleagues was *consistently positive*. *The overall trends were:*

- His skill set in relation to finance and chairing the Performance Committee were of particular asset to the current board dynamics.
- His strong professional background in corporate services were evident in his contributions and challenge in Board and Board Committees. He is not afraid to challenge, but does so in a constructive way, often basing his observations on previous experience.
- He is a warm personality who gets on well with other members of the Board.

Within the report submitted to NHS England, the Chair concluded that the overall performance of Geoff Broadhead as Non-Executive Director was strong and that he was performing well against agreed objectives.

Considering his continued strong performance and commitment to the Trust in November 2021 Geoff was formally requested to consider continuing in the role for a second term. Geoff confirmed he would welcome the opportunity to continue as Non-Executive Director for the Trust.

6. Recommendation

The Nomination Committee is asked to:



REPORT

- Recommend to the CoG, for approval, the reappointment of Geoff Broadhead as Non-Executive Director of Clatterbridge Cancer Centre NHS Foundation Trust for second term of 3-years, from 1st July 2022 – 31st June 2025.

