

Amendment of the Trust's Constitution

AGM & Annual Members Meeting	
30th September 2015	
Purpose of the Report / Paper: To report on amendments to the Trust's Constitution.	
FOR: Information <input checked="" type="checkbox"/> Assurance <input type="checkbox"/> Discussion and input <input type="checkbox"/> Decision/approval <input type="checkbox"/>	
Sponsor (Executive Lead):	Susan Simpson, Company Secretary & Head of Corporate Affairs
Author:	Susan Simpson, Company Secretary & Head of Corporate Affairs
Author Contact Details:	Susan.Simpson@kingstonhospital.nhs.uk
Risk Implications - Link to Assurance Framework or Corporate Risk Register:	
Legal / Regulatory / Reputation Implications:	The Constitution sets out the Trust's purpose, powers and governance arrangements.
Link to Relevant Corporate Objective:	All
Document Previously Considered By:	
	Trust Board and Council of Governors
Recommendations:	
Members are asked to note the amendments to the Trust's Constitution approved by the Board of Directors and the Council of Governors in September 2015.	

Introduction

1. The Constitution was approved with the formation of Kingston Hospital NHS Foundation Trust in May 2013 and amended in September 2014 to take account of the introduction of the Fit and Proper Persons Test.
2. Amendments agreed in September 2015 are summarised in this report. The Board of Directors gave approval for the amendments to be put to the Council of Governors at the meeting held on 15th September 2015 and the Council approved the amendments subject to some further clarification of wording. The Trust's legal advisers, Capsticks, have advised on the wording included in the final version distributed at this meeting.
3. Members are asked to note the changes made.

Amendments made

4. All references to putting in place initial appointments have been removed as they are no longer relevant.

Governor Terms of Office

5. Terms of office of existing governors are deemed to be for three years. This is the norm for Foundation Trusts, confirms current practice at the Trust and corrects a discrepancy in the previous Constitution.

Election Rules

6. The Single Transferable Vote (STV) system is used for the Trust's governor elections. This is a form of proportional representation which uses preferential voting in multi-member constituencies. An alternative form of voting provided in the previous version of the Constitution was First Past the Post (FPTP), where only a small number of votes actually contribute to the final result. The FPTP rules have been removed for avoidance of doubt.

Governor Removal Procedure

7. Provision has been made for a Governor Standards Committee to meet to deal with sensitive matters that may lead to a Governor's removal in the absence of a resignation. Whilst there is no suggestion that this is a necessary step at present, inclusion of such procedures is considered prudent. Annex 5 details the processes involved and wording has been revised for clarity.

Cap on Lead Governor Terms of Office

8. A cap on the length of time a Governor may serve as Lead Governor has been introduced. This will apply for future appointments to the role and will limit tenure to two consecutive two year terms of office as Lead Governor, followed by a period of two years before that Governor is eligible for re-election as Lead Governor.

Deputy Lead Governor

9. The role of Deputy Lead Governor has been introduced. This governor will deputise for the Lead Governor at meetings if the Lead Governor is unavailable and will deputise outside meetings if the Lead Governor is ill or otherwise incapacitated (or out of the country) An election process mirroring that of the Lead Governor will take place to identify the Deputy Lead Governor, and the same cap on length of tenure will also apply.

Written Resolutions and E-Governance

10. The Council's Standing Orders now include the option to use written resolutions and e-governance. It is intended that this option will be used sparingly.

Recommendation

11. Members are asked to note the amendments to the Trust's Constitution approved by the Board of Directors and the Council of Governors in September 2015.