

COUNCIL OF GOVERNORS

The next meeting will be held on Wednesday, 07 December 2022
starting at 10.30 am

(Conducted via MS Teams)

There will be a governor pre-meeting at 9.45 which is open to all governors*

AGENDA

ITEM	DESCRIPTION	PRESENTER	TIME
1.	Welcome & introductions	Chair	1
2.	Apologies for Absence	Company Secretary	1
3.	Declarations of Interest	All	1
4.1	Minutes of Last Formal Meeting of the Council of Governors and Matters Arising	Chair	1
5.	UNICEF Baby Friendly Initiative and the impact the accreditation has on the Health Visiting Service and the Trust as a whole (presentation)	Kirstie Burrows, Professional Development Lead – Infant Feeding	20
6.	Annual Audit Committee Report to the Council of Governors (Enc)	Rajiv Gatha, Chair, Audit Committee	10
7.	Trust Constitutional Changes Report	Julie Hill, Company Secretary	5
8.	Committee/Steering Groups Reports: a) Membership & Public Engagement (Enclosure) b) Quality Assurance meeting (Enclosure) c) Living Life to the Full (to follow)	Committee Group Chairs and Members	5
9.	Executive Reports from the Trust 1. Patient Experience Quarter 2 Report (Enclosure) 2. Performance Report (Enclosure)	Liz Chapman, Head of Service Engagement and Experience Julian Emms, Chief Executive	10
10.	Governor Feedback Session <i>This is an opportunity for governors to feedback relevant information from any (virtual) external meetings/events they have attended</i>	Martin Earwicker, Chair	2

ITEM	DESCRIPTION	PRESENTER	TIME
11.	Any Other Business	Martin Earwicker, Chair	2
12.	Date of Next Meeting <ul style="list-style-type: none"> • <i>1 February 2023 – Joint Non-Executive Directors and Council of Governors meeting</i> 	Martin Earwicker, Chair	1

Minutes of the Council of Governors Meeting held on

Wednesday, 28 September 2022 at 10.00 am

(Conducted via MS Teams)

	<p>Present: Martin Earwicker, Chair</p> <p>Public Governors: Tom Lake Ros Crowder Brian Wilson Jon Wellum Madeline Diver Paul Myerscough Rosie Stewart Baldev Sian Tom O’Kane Arlene Astell</p> <p>Staff Governors: June Carmichael Tina Donne</p> <p>Appointed Governors: Cllr Deborah Edwards Cllr Isabel Mattick</p> <p>In attendance: Julian Emms, Chief Executive Paul Gray, Chief Financial Officer Aileen Feeney, Non-Executive Director Sally Glen, Non-Executive Director Mark Day, Non-Executive Director Julie Hill, Company Secretary Linda Jacobs, Executive Business Assistant Jennifer Knowles, Executive Office Manager & Assistant Company Secretary Rebecca Clegg, Director of Finance</p> <p>Guests: Katie Humphrey, Carers Lead Louise Noble, Head of CAMHS and Berkshire Eating Disorder Service Maria Grindley, Ernst & Young LLP</p>
1.	Welcome and Introductions
	<p>Martin Earwicker, Chair welcomed everyone to the meeting.</p> <p>The Chair thanked Suzanna Rose for her contributions as a Governor and noted that this was her last meeting. The Chair reported that Elaine Williams, Head of Innovation would be retiring from the Trust at the end of October 2022 and that she would replace Suzanna as the Red Cross representative. The Chair also reported that Guy Dakin, Staff Governor had returned from his career break and would be taking up his role as Staff Governor. On</p>

	<p>behalf of the Council of Governors, the Chair wished Steven Gillingwater a speedy recovery.</p> <p>The Chair thanked Paul Myerscough, for his contributions and guidance as Lead Governor. Paul Myerscough was stepping down as the Lead Governor but would continue to a governor until he had completed his nine year term on the Council in September 2023.</p>
2.	Apologies for absence
	Naomi Coxwell, Graham Bridgman, Ray Buckland, Natasha Berthollier, John Jarvis, Steven Gillingwater, Debra Allcock Tyler.
3.	Declarations of Interest
	<p>1) Annual Declarations of Interest None declared.</p> <p>2) Agenda items None declared.</p>
4.1	Minutes of Last Formal Meeting of the Council of Governors and Matters Arising - 15 June 2022
	The minutes the meeting held on 15 June 2022 were approved as a correct record of the meeting.
5.	Mental Health Support in Schools (Presentation)
	<p>The Chair welcomed Louise Noble, Head of CAMHS and Berkshire Eating Disorder Service to the meeting. Louise gave a presentation on the Schools Mental Health Support Teams (MHST) and highlighted the following points:</p> <ul style="list-style-type: none"> • The Mental Health Support Teams (MHSTs) were part of the NHS Long Term Plan. • The Team provided interventions for children and young people with mild to moderate needs in schools across their patch. • The Team worked with school staff - including designated mental health leads - to ensure mental health was supported by the 'whole schools approach'. • The Team was as part of an integrated referral system with Children and Young People's mental health services. • Each MHST covered a population of around 8000 (approx. 16 schools) and delivered 500 interventions per year. • MHSTs should be additional to, and integrated with, existing services to support children & young people's emotional wellbeing and mental health. • MHST support should be responsive to individual school's needs, not 'one size fits all'. • Children and young people should be able to access appropriate support all year (not just during term time). • MHSTs should co-produce their approach and service offer with users. <p>The NHS Long Term Plan Target was for MHSTs working in schools and colleges across 20-25% of country by 2023</p> <ul style="list-style-type: none"> • Berkshire East had four teams (Slough x2, Bracknell and RBWM) ~40% coverage • Berkshire West* had 5 teams (Reading x2, West Berkshire x2 and Wokingham x1) ~45% coverage <p>*Berkshire West were a trailblazer site for the programme.</p> <p>The Trust were the providers for Berkshire East.</p>

The Berkshire West MHST's were provided by the individual local authorities with clinical input from the Trust's CAMHS staff.

The following information was used to identify the locality and 'cluster of schools' that would be supported by the MHST:

- Number of young carers
- Number of Children and Looked After
- %of pupils eligible for Pupil Premium
- %of pupils with an Education, Health Care Plan
- % of pupils receiving Special Educational Needs and Disability support
- The following data submitted by the school as part of the annual Section 175 Safeguarding Audit:
 - 2.1 How many children/young people within your setting do you identify as vulnerable?
 - 2.4 How many of the children identified overall as vulnerable, have you delivered a school based early help intervention without any external services input?
 - 2.5 How many children identified as vulnerable, have been supported with an early help assessment and plan to deliver support through the Early Help Hub?
- Number of Safeguarding rapid Reviews/Partnership Reviews relating to mental health
- The school's engagement with the DFE Wellbeing for Education Return programme 2020/21
- The school's OxWell Survey Warwick-Edinburgh Mental Wellbeing Score (WEMWBS) Wellbeing score

Schools have also been required to submit an expression of interest.

Brian Wilson asked what provisions were in place for young people whilst waiting for a specialised service.

Louise Noble advised that there was a stepped care model is in place to identify any difficulties at an early stage and put support in place.

Louise Noble said the MHST service offered:

- Early intervention and prevention for mild-moderate mental health interventions
- 1-1 support for Children and Young People (and parents (under 12 years)
- Small group sessions
- Peer mentoring
- Whole School assemblies
- Education staff consultants
- Staff training/workshops
- Mental Health Surgeries
- Whole Systems Approach/Integrated working

It was noted that the service worked in partnership with a range of services internal and external to the Trust.

Paul Myerscough referred to the slide on the NHS Long Term Plan Target which was for MHSTs working in schools and colleges across 20-25% of the county by 2023 and noted that in East Berkshire there was 40% coverage and in West Berkshire there was 45% coverage. Mr Myerscough asked whether the 40% and 45% coverage related to the 20-25% target or whether the figures related to the number of schools.

Louise Noble clarified that the 40% and 45% coverage related to the number of schools. It was noted that there was a different commissioning model in East and West Berkshire. In

	<p>the East, the Trust was the provider of the MHST service but in the West, the local authorities were chosen to commission the MHST service.</p> <p>Louise Noble said that schools valued and supported the MHST service and said that the Trust had received with positive feedback. It was noted that recruitment was challenging due to the speciality of the role.</p> <p>Tom Lake asked how the service was evaluated.</p> <p>Louise Noble advised that there was a national evaluation programme and said that the model had been built on staff using good routine outcome measure data from this cohort.</p> <p>Ros Crowder asked if the model in West Berkshire provided more challenges with integration of other Trust services and whether there was any early data showing one model worked better than the other and if so, what the best model was going forward.</p> <p>Louise Noble reported data was not available but said that the West model did present more challenges in terms of integration with other Trust services and that it was more difficult to have an integrated service than to deliver the whole pathway.</p> <p>Arlene Astell referred to the slide on how MHSTs were allocated and noted that one of the indicators was around the number of young carers in an area and asked for more information.</p> <p>Louise Noble reported work was being undertaken around developing the service for care leavers and for young carers specifically the 16- 25 age cohort.</p> <p>The Chair thanked Louise for her presentation and passed on his thanks to the team.</p>
6.	External Auditors Report to the Council of Governors
	<p>The Chair welcomed Maria Grindley, Ernst & Young, External Auditors to the meeting.</p> <p>Maria Grindley referred to the Trust's Annual Accounts 2021-22 and said that the property valuations undertaken by the District Auditors in respect of some of the Trust's properties were out of line with Ernst & Young's property valuations. It was noted that the Trust had commissioned another independent property valuation which was acceptable to both the Trust and to Ernst & Young. Ms Grindley reported that she hoped to sign off the Trust's Annual Accounts 2021-22 by the end of the week.</p> <p>The Chair thanked Maria Grindley, The Chief Financial Officer and their teams for their work on the external audit.</p>
7.	Trust Annual Report and Accounts 2021-22 (Presentation)

The Chair welcomed Paul Gray, Chief Financial Officer to the meeting. Paul highlighted the following:

2021/2022 Context for the year

The financial regime in response to the COVID pandemic had continued into 2021/22

- The Trust had set a breakeven plan for 2021/22
- There was continued central funding for COVID costs
- PPE had been procured and funded
- A capital plan to invest £7.9m capital expenditure had been agreed with the Buckinghamshire, Oxfordshire and Berkshire West Integrated Care System

2021/2022 Financial Performance

To Note

- Covid costs inc. PPT
£2.6m

-Profit on asset disposal of
£1.4m

-Asset revaluation
resulting in restatement of
opening asset for 2020/21
valuations £13.2m

Capital investment

-IM&T Equipment &
Infrastructure £4.2m

-Estate Improvements and
Developments £3.0m

	2021/2022 £'m	vs 2020/2021 £'m
Total income	£320.1m	+£18.9m
Expenditure	£318.5m	+£17.9m
Pay costs	£228.5m	
Premises	£19.1m	
Services from healthcare providers	£18.9m	
Drugs, clinical services and supplies	£11.2m	
Establishment	£3.0m	
Capital charges	£8.7m	
Other	£24.8m	
Surplus	£1.6m	+£1.0m
Capital investment	£7.2m	
Cash	£53.9m	+£14.8m

Looking forward

The Trust was Moving back to towards 'business as usual' for 2022/23

- Trust had submitted a plan for 2022/23 with a planned deficit of £0.9m
- The Cost improvement Programme set was at £10m

- There would be reduced financial support for COVID costs
- Inflation pressures were to be supported with additional funding
- The Buckinghamshire, Oxfordshire and Berkshire West Integrated Care System had agreed a capital plan of £11.0m for the Trust.

Tom Lake asked if the Trust had the right balance to its capital plan between mental health and community services.

Paul Gray advised that the national capital allocations provided were probably insufficient for the level of ambition of organisations. It was noted that for 2020/2023 excluding targets allocation, there was £100m across the whole Buckinghamshire, Oxfordshire and Berkshire West system area for capital.. Acutes had a larger proportion of the capital expenditure due to the larger owned estates and levels of equipment.

The Chair thanked Paul for his presentation.

The Chair welcomed Julian Emms, Chief Executive to the meeting. Julian highlighted the following:

Trust's CQC Rating

- March 2016 - awarded 'Good' - the first Trust of our kind to achieve this
- October 2018 - awarded 'Outstanding' for being a well led (and maintained overall 'Good') rating
- March 2020 - awarded 'Outstanding' overall and have four services also holding this rating:
 - Community Physical Health services for adults
 - End of Life service
 - Learning Disability In-Patients
 - Older Peoples Community Mental Health services

2021/22 - all our core physical and mental health services were now rated Good or Outstanding

Grand openings of our new Phoenix Unit in Wokingham and Campion Unit at Prospect Park Hospital.

Post Lockdown Demand

- Some services had seen large increases in demand and/or significant workforce shortages
- There were long waits in some service, for example:
 - Children's Neurodiversity assessments
 - Community Speech and Language Therapy
 - Podiatry

Patient Experience

We launched our I want Great Care Patient Experience Measure

This provides:

- Our patients with more ways to leave feedback i.e. website and app, QR code scanning, post appointment SMS message and kiosk points
- Us for the first time with access to real-time anonymous feedback to drive improvements, make it easier to identify health inequalities and share our progress with patients, carers and our wider communities

A great place to work ...

We succeeded in realising the highest engagement score (7.5%) of all Community and Mental Health combined trusts

- 91% of staff feel trusted to do their job
- 82% said they were able to make suggestions to improve the work of their team
- 77.8% would recommend the organisation as a great place to work

	<p>Our Wellbeing Service Wellbeing Matters has been a great addition, providing mental health, wellbeing and support to all of our staff.</p> <p>Working with Partners We were a key partner in our two integrated care systems (ICSs) – Buckinghamshire, Oxfordshire and Berkshire Wes and Frimley Health and Care</p> <p>Examples of joint working included:</p> <ul style="list-style-type: none"> • Establishing virtual wards and rapid community response teams • Reducing agency spend • A shared care record known as Connected Care <p>The Chair thanked Julian and his presentation.</p>
8.	Committee/Steering Groups
	<p>Reports:</p> <p>a) Living Life to the Full Group The report taken as read.</p> <p>Tom Lake reported the Group was being refreshed to include partnership working, with charitable organisations and local authorities. A speaker from Bracknell Recovery College would provide a talk at the next meeting. All Governors were invited to join the meeting.</p> <p>b) Membership & Public Engagement Group The report was taken as read.</p> <p>Brian Wilson reported that the challenge of this group was the loss of experienced Governors. The Chair reported that he was keen to increase the diversity of Governors and was also keen to attract younger Governors.</p> <p>c) Quality Assurance The report was taken as read.</p> <p>Paul Myerscough reported that the next meeting would be a hybrid and welcomed Governors to attend.</p> <p>Service Visits had restarted following the pandemic and Governors were encouraged to visit services in order to engage with staff and patients and to gain an understanding of the work being done on the “frontline”. Paul extended the offer to support Governors by undertaking joint visits.</p> <p>The Chair supported the request for Service Visits.</p> <p>Mark Day reported that Non-Executive Directors also visited services and said that Governors were welcome to accompany them.</p>
9.	Executive Reports from the Trust
	<p>1. Patient Experience Quarter 1 Report The Council of Governors noted the report.</p> <p>Julian Emms reported that the I want Great Care feedback tool had replaced the previous Friends and Family test surveys and was aimed at capturing feedback from patients/families to establish areas for improvement and to gain a more holistic view of patient feedback.</p> <p>2. Performance Report The Council of Governors noted the report.</p>

Paul Myerscough asked if the HOPE Award won by the Trust's Eating Disorder Collaborative was embedded and used as a new process.

Julian Emms reported it was a new model in collaboration with Oxford Health and Gloucester and had made a difference in accessing the service and sharing resources working across organisational boundaries.

Ros Crowder noted that the recruitment target was 55 days, but it was taking 97 days to have staff in posts and asked if this was an area of prioritisation, as due to the lengthy process we may lose staff to other organisations.

Julian Emms reported an automated system was now place to support the Trust's recruitment activity. It was also noted that staff joining the Trust from other NHS organisations often had a two month notice period before they could start their new job.

The Council of Governors noted the report.

10. Carers Strategy Presentation

The Chair welcomed Katie Humphrey, Carers Lead to the meeting. Katie gave a presentation on the Carers Strategy and highlighted the following points:

What had been achieved?

- Engagement and relationship building both internally and externally
- Nationally: NHS England; Triangle of Care Network; Carers UK
- Integrated Care System (ICS) partners
 - Set up Regional Carers Leads Network
 - Representatives from Royal Berkshire, Buckinghamshire, Oxford Health, Southern Health
 - Engagement with Local Authority partners (Slough, Windsor & Maidenhead, Bracknell, Wokingham, Reading, West Berkshire) through Carers Strategy meetings/forums
 - Voluntary sector partners such as Family Action, Ark Trust, TuVida
- Friends, Family & Carers Steering Group
 - Representation across divisions & services
 - Carer & governor representatives

Carer Awareness Training:

- Evaluation of existing training completed
- Developed new training designed as introduction to raise awareness of unpaid carers and engaging with friends, family and carers
- E-learning training package created & available on Nexus

Review & update our website

- Website
 - Updated to ensure accurate information to help signpost carers to support
 - Additional information resources added
 - Further updates planned
- Review & update our intranet (Nexus)
 - Nexus: Updated include carers strategy, imagery, helpful resources and carer feedback process
- Carer Voice:
 - Created video of a carer's story - supporting a partner with dementia
 - 10 minute video available on Nexus for teams to share at learning events or similar sessions
- Plans to record more career stories/journeys/experiences

Review & create process to gather carer feedback

- Created new Friends, Family & Carer Feedback form

- Details feedback process available on Nexus including posters etc.
- Developing Tableau reporting which will be published on Nexus
- Data gathering for 6-12 months to consider extending IWantGreatCare tool

NHS England/Improvement Funding for bespoke projects

- Mind the Gap
 - Focus on carers supporting veterans
 - Scoping project
- Discharge to Assess
 - Focus on engaging with carers as part of the discharge process
- Mind the Gap
 - Participated in evaluation by Liverpool John Moores University
 - Case study cited
 - 2022/23 bid submitted and successful embedding project

Triangle of Care

- Completed re-accreditation process
- Achieved two stars
- Carers Lead attending Triangle of Care national and regional meetings
- Carers UK are reviewing the accreditation process - changes likely 2023

What is in development?

Identification & recording on RiO (our electronic patient record system)

- Task and finish group established which includes staff representatives from services and digital teams
- Data gathering in progress
- In development: Standard Works to outline best practice for recording carers on RiO (using existing functionality)
- Establish any limitations of current system/practice. Complete any amendments to RiO user guide/s

Friends, Family & Carers Charter:

- Co-produce a Friends, Family and Carers Charter
- Engagement Events: Carers Week
 - Virtual event c. 25 attendees
 - Face to face event c. 30 attendees
 - Obtained carer feedback on a series of questions
- Draft Charter in development
- Draft will be circulated to all who participated in the event for additional feedback
- Plan to finalise and launch on Carers Rights Day (November 2022)

What's next?

- Finalise and launch a Toolkit for Manager/Services which will:
 - Support services to meet the six standards set out in our carers strategy
 - Enable services to complete a more streamlined digitalised Self-Assessment Review process
 - Enhance reporting on compliance and completion of the Self-Assessment process
- Continue to work with HR colleagues and the Purple Network to support our staff with caring responsibilities
- Continue to source funding opportunities and develop bespoke projects to promote engagement and communication with friends, family and carers to improve patient/carer experiences

Paul Myerscough asked if the Strategy had received enough co-operation from the Trust to support the needs of patients and carers.

Katie Humphrey confirmed that teams across the Trust were engaging with the Strategy.

	The Chair thanked Katie for her presentation.
11.	Appointment of Lead and Deputy Lead Governors
	<p>The Chair announced and congratulated Brian Wilson on his appointment as Lead Governor and Jon Wellum on his appointment as Deputy Lead Governor on their appointments.</p> <p>The Chair also thanked Paul Myerscough for his work during his tenure as Lead Governor.</p>
12.	Governor Feedback Session <i>This is an opportunity for governors to feedback relevant information from any (virtual) external meetings/events they have attended</i>
	There was no feedback.
13.	Any Other Business
	<p>The Chair encouraged all to take up the Flu and Covid vaccines.</p> <p>Ros Crowder asked for feedback on the survey on meetings and whether meetings would remain online or whether face to face meetings would resume.</p> <p>The Chair said that he would discuss the issue with governors as part of his coffee morning sessions.</p>
14.	Date of Next Meetings
	<p>2 November 2022 - Joint Meeting Council of Governors & Trust Board</p> <p>07 December 2022 - Council of Governors Meeting</p>

**Annual Report of the Trust's Audit Committee to the Council of Governors
January 2022 to December 2022**

SUMMARY

It is good practice for the Audit Committee to provide a report annually to the Council of Governors to:

- Highlight any relevant audit issues identified during the year in respect of which the Committee considers action or improvement is required and setting out the steps to be taken.
- Comment on the quality of the auditors work and on the reasonableness of the fees (if appropriate).

Introduction

The Audit Committee's chief function is to advise the Trust Board on the adequacy and effectiveness of the Trust's systems of internal control, risk management and governance and also its arrangements for securing economy, efficiency and effectiveness. The Committee's terms of reference are attached at appendix 1.

As requested by the Council of Governors, this annual reported has been expanded to provide more detail about the work of the Committee. It should be noted that the full minutes of the Audit Committee are presented to the next meeting of the Public Trust Board (the Trust Board's meeting papers are available from the Trust's website at <https://www.berkshirehealthcare.nhs.uk/about-us/key-documents/board-meetings>)

Committee Membership

The members of the Committee during 2022 (all of whom are Non-Executive Directors) were as follows:

Rajiv Gatha, Non-Executive Director and Audit Committee Chair
Naomi Coxwell, Non-Executive Director
Mehmuda Mian, Non-Executive Director

Executive support to the Committee included regular attendance by the Chief Financial Officer, Director of Finance, Director of Nursing and Therapies, Medical Director and Head of Clinical Effectiveness and Audit. The Committee is supported by the Company Secretary.

External representation included representatives Ernst and Young, External Auditors, RSM Risk Assurance Services, Internal Auditors and TIAA, Anti-Crime Services.

During 2022, the Committee met on five occasions, including June 2022 when the Annual Accounts were presented.

All meetings were quorate.

The minutes of each Committee meeting are received at the next available Trust Board meeting. The Audit Committee Chair presents the minutes and highlights any key areas of the Committee's discussions.

Audit Committee Seminars

From January 2022, the Committee re-instated its pre-Audit Committee meeting seminars facilitated by the Anti-Crime Specialist and the Internal and External Auditors. The seminars had been paused during the COVID-19 pandemic. The seminars were conducted virtually and covered the following topics:

- Fraud Awareness facilitated by the Anti-Crime Specialist
- Cyber Security facilitated by the Internal Auditors
- External Audit function facilitated by the External Auditors. This seminar was held jointly with the Council of Governors
- Internal Audit function facilitated by the Internal Auditors. This seminar was held jointly with the Council of Governors.

Committee Self-Assessment of Effectiveness

The Committee undertakes an annual self-assessment of effectiveness. Members and regular attendees are requested to rate the performance of the Committee and to make suggestions for improvement. The results are then considered to determine what action, if any, may be necessary.

The results of the latest self-assessment exercise were reported to the July 2022 Audit Committee meeting.

Overall, the results were very positive. Members of the Committee fed back to the External Auditors that their reports were detailed and contained a lot of generic information which was not necessarily relevant to the Trust. The External Auditors thanked the Committee for their feedback and agreed to make the executive summaries of their reports more concise and relevant to the Trust and to include more of the generic sector wide information within the body of the report.

Summary of Work Undertaken

During 2022 key activity included:

A) Board Assurance Framework and Corporate Risk Register

The Committee reviews the Board Assurance Framework and the Corporate Risk Register at each meeting in order to maintain scrutiny on the management of risks to strategic and corporate objectives.

B) Quality Improvement Programme Value for Money

Alison Durrands, Director of Transformation and Quality Improvement attended the January 2022 meeting and updated the Committee on the Trust's Quality Improvement Programme. The Medical Director reminded the meeting that the Trust had embarked on its Quality Improvement journey back in 2017. It was noted that the Executive had agreed last year that it would be helpful to take stock of the effectiveness of the Quality Improvement Programme to date.

The Chair asked for more information about the different RAG rating of the "process measures" and "outcome measures". Director of Transformation and Quality

Improvement explained that “process measures” were short term actions which drove what the team were delivering and that these often moved from one RAG rated colour to another and back again. The outcome measures related to the delivery of the True North objectives or breakthrough objectives and were longer term indicators.

The Chair asked whether the Trust was confident that they had all the process measures in place in order to meet the True North and/or break through objectives.

The Medical Director said that the process measures did not always quickly achieve the outcomes and explained that some of the outcome measures/goals were not as refined as they could have been from the outset. For example, reducing falls had included helping patients to the floor when they had lost balance rather than focusing on reducing those falls which led to actual or potential harm to patients.

Ms Coxwell said that she hoped that the Trust would continue its work with the Integrated Care Systems in order to tackle key issues such as reducing the inpatient length of stay and inappropriate out of area placements which required both an internal and external focus.

Ms Coxwell said that the Trust had invested heavily in the Quality Improvement Programme, and it was heartening to see some significant successes but acknowledged that the True North goals and break through objectives were highly complex and it was challenging to tackle these issues. Ms Coxwell said that the COVID-19 pandemic may have stalled a few things, but it was important that the Trust remained enthusiastic and optimistic that sustained improvements could be made.

The Director of Transformation and Quality Improvement thanked the Committee for their support and said that the Quality Improvement Team were passionate about continual Improvement. It was noted that the Trust had recently recruited new staff into the Quality Improvement Team.

C) Cyber Security Annual Report 2021-22

The Chair welcomed Mark Davison, Chief Information Officer to the meeting.

The Chief Information Officer presented the report and highlighted the following points:

- The Trust’s digital environment was protected by layers of technologies, policies and processes in order to protect confidential information and ensure operational continuity of our frontline services.
- Scheduled external audits were carried out throughout the year and the Trust had retained its independent accreditations for Information Security Management Systems (ISO27001), Cyber Defences (Cyber Essentials +) and NHS Data Security & Protection (DSPT).
- The Trust had 23 Information Security incidents logged in 2021. One incident was categorised as a “critical” incident which was an external probe to exploit a vulnerability in our email system. The vulnerability was patched, no actual cyber-attacks occurred and none of our information was compromised.
- The Trust had continued to monitor and update systems to remedy the global Log4j vulnerability discovered in December 2021 which had consumed significant resources. To date, the Trust had not suffered any exploitation of this vulnerability.

The Chair asked for more information about the Trust's use of multi-factorial authentication (MFA).

The Chief Information Officer reported that the Trust's clinical systems already had multi-factorial authentication using the NHS Smart Card & PIN combination. All High privilege accounts also had MFA applied and the Trust's VPN utilised digital certificates on Trust devices along with an individual's network password to deliver MFA access from outside our network. The Trust was reviewing options for non-intrusive multi-factorial authentication for all staff accessing Office 365 etc.

Naomi Coxwell, Non-Executive Director asked about the Cyber Security risks around system working and sharing data with other organisations. The Chief Information Officer said that this together with human factors remained our primary areas of concern especially as the Trust was the only NHS organisation in our Integrated Care System (and one of only 3 in the Southeast Region) certified to cyber security plus standards and that partner organisations were therefore likely to be operating to lower standards than the Trust.

D) Information Governance Annual Report 2021-22

The Chief Information Officer presented the report and highlighted the following points:

- The Data Security and Protection Toolkit (DSPT) return of Standards was exceeded.
- Of the 965 Subject Access Requests (SARs) the Trust received, only 1 exceeded the 30-day timeframe for response.
- Of the 297 reported Information Governance incidents, 1 met the threshold of a reportable breach to the Information Commissioner's Office (ICO).
- 9 complaints relating to Information Governance were received, the key outcomes were summarised in the report.
- There were 3 direct complaints to the Information Commissioner's Office .
- 96.87% of staff were compliant with Information Governance Training (95% was the statutory requirement).

Key areas of development for 2022 included:

- Supporting the delivery of the Trust's Digital Strategy
- Developing additional guidance and information for staff on data protection via frequently asked questions.
- Delivering data protection contractual considerations and requirements training in partnership with DAC Beachcroft to the Trust Contract and Procurement Teams.
- Working with system partners to ensure that data protection considerations and obligations have been met for Integrated Care System driven initiatives.

Mehmuda Mian, Non-Executive Director asked whether the number of subject access requests had increased. The Chief Information Officer confirmed that there had been no significant increase over the last year and that numbers of subject access requests were largely unchanged.

The Committee: noted the report and the assurance that robust arrangements were in place to effectively manage information governance risks within the organisation.

E) Emotionally Unstable Personality Disorder (EUPD) Pathway Presentation

The Committee received a presentation on the Emotionally Unstable Personality Disorder Pathway. The Medical Director reminded the Audit Committee that the Emotionally Unstable Personality Disorder Pathway Project had started five years ago because of concerns that the Trust was an outlier in several aspects of managing patients with an EUPD diagnosis.

The new EUPD Pathway had been developed using the Trust's Quality Improvement Programme methodology. It was noted that since the implementation of the pathway, the Trust had seen a reducing trend in the number of bed days for EUPD patients towards the national average. There was more work to be done to further decrease the number of bed days, but the direction of travel was positive.

The Medical Director explained that Chris Fisher, the previous Audit Committee Chair had requested that the Audit Committee receive regular updates on the development of the EUPD pathway. The Medical Director reported that the EUPD pathway had now been developed and had transitioned to "business as usual" and proposed that this was the last regular update to the Audit Committee.

F) Clinical Audit Programme

The Audit Committee's role is to ensure that there is an effective Clinical Audit process. This includes reviewing the annual clinical audit plan and receiving regular reports on both progress against plan and status of relevant action plans. The results of the individual clinical audits together with action plans to address any areas identified for further improvements are reviewed by the Quality Assurance Committee.

G) Data Quality Assurance

The Trust recognises that all its decisions, whether clinical, managerial or financial need to be based on sound information that is of the highest quality. Information is derived from individual data items that are collected from numerous manual and digital sources. Use of information to support:

- effective patient care
- clinical governance
- management and service agreements for healthcare planning

This means that data quality is a crucial element in providing assurance that decisions made are the correct ones. The Committee received a quarterly Data Quality Assurance Report which sets out the results of the Trust's data quality audits.

H) Single Waiver Report

The Committee receives a quarterly report setting out details of any contracts which have been awarded to a provider without going through the usual procurement process. There are a number of reasons for single waiver contracts, for example, if the provider is the sole source of supply or an existing contract is extended pending a full procurement exercise.

I) Losses and Special Payments Report

The Committee receives a quarterly report on any losses or special payments made during the reporting period.

J) Clinical Claims and Litigation Report

The Committee receives a quarterly report on clinical negligence and employers' liability claims together with any learning and on-going work in relation to any themes identified as part of the claims process. Learning from the analysis of the claims (both clinical and employee detailed within this paper will be shared with the wider organisation through learning newsletters and patient safety and quality forums.

K) Approval of the Trust's Annual Accounts on behalf of the Trust Board

We convened a special meeting in June 2022 to approve the Trust's Annual Accounts on behalf of the Trust Board. During the course of their work, the External Auditors (Ernst and Young) had asked their property valuation team to review the valuation of the Trust's buildings which was provided by the District Valuer. The External Auditors' property valuation of three of the Trust's properties was significantly different from the District Valuers valuation. The Trust commissioned another independent valuation of the three properties and this valuation was acceptable to the External Auditors. The June 2022 Audit Committee meeting approved the Annual Report and Accounts with the exception of the outstanding property valuation.

The External Auditors signed off the Trust's Annual Accounts 2021-22 on 5 October 2022.

I) Other Matters

The Committee also receives:

- Reports from the Internal Auditors, External Auditors and Anti-Crime Specialist.
- The Internal and External Auditors and the Counter Fraud Service share national good practice and help the Audit Committee to be keep up to date with any new policy developments.
- The Chair provides assurance to the Trust Board on the work of the Counter Fraud Services as part of his Audit Committee meeting feedback to the Board
- Minutes of assurance related Committees, including the Finance, Investment and Performance and Quality Assurance Committees

There are no substantial issues or concerns that the Audit Committee needs to draw to the Council's attention from its work in 2022.

External Audit Matters

The Trust's External Auditors, Ernst and Young attended the September 2022 Council of Governors meeting to present their audit report to the Governors. For the third year running, NHS England had removed the requirement for the Trust's Quality Accounts 2021-22 to be subject to external assurance so the External Auditors' report to the Governors only included their comments on their audit of the Trust's year-end accounts.

Internal Audit Reports

A copy of the Internal Auditor's 2021/22 annual report to the Audit Committee is provided at Appendix 2 (*to be attached to the report to the Governors*) for fuller information and assurance purposes.

The Trust's Head of Internal Audit opinion for the year was "The organisation has an adequate and effective framework for risk management, governance and internal control. However, work identified further enhancements to the framework of risk management, governance and internal control to ensure that it remains adequate and effective."

The Head of Internal Audit Opinion acknowledged that the internal audit work for 2021-22 had continued to be undertaken through the operational disruptions caused by the COVID-19 pandemic. The Internal Auditors recognised that there had been a significant impact on both the operations of the organisation and its risk profile and the annual internal opinion should be read in this context (a copy of the Annual Audit Report will be attached to the Council of Governor's Annual Audit Report)

In reaching their opinion, the Internal Auditors had taken into effect the positive assurance ratings in respect of the individual audit reviews over the course of the last year and management's response to addressing any areas for improvement when assigning an internal audit opinion.

A summary of the audit reviews for 2021-22 is set out below:

A) Applications Review (reasonable assurance)

The Trust commissioned an audit of two applications that are managed by separate third party Software as a Service providers. The first application is a patient management solution designed to support the requirements of urgent and unscheduled care. The second application is a cloud based Electronic Patient Record built to support psychological therapy services delivered by the NHS, charities and third sector provides and private practice.

The audit concluded that overall a range of key controls existed to ensure the confidentiality, availability and integrity of both systems. However, the review identified areas where controls required enhancement, including authentication, vulnerability management, logging and alerting, website and database management. The review highlighted three medium rated and eight low rated actions.

B) COVID-19 Management – Infection, Prevention and Control (reasonable assurance)

The importance of a safe and clean environment has been heightened following the impact of the Covid-19 pandemic, in order to ensure the safety of patients and healthcare staff, hence a detailed review into the Infection Prevention and Control (IPC) practices was undertaken. The Trust has ensured that their practices have remained in line with the continuously evolving NHS England (NHSE), Public Health England (PHE) and government guidance.

The Internal Auditors made one medium and three priority recommendations including: the Trust's Infection Prevention and Control team continuing to raise awareness of the importance of wards having printed and up to date posters in place; the Gold Command COVID-19 Group's action log to be kept up to date, including all actions being assigned action owners to ensure that accountability was maintained;

the IPC framework to be updated to ensure that actions were in place for every notified gaps; and new risks and system risks on the risk log to be updated to include baseline scores, owners, actions and mitigated scores.

C) COVID-19 Recovery and Waiting Lists (reasonable assurance)

During 2020/21, the Covid-19 pandemic had a big impact on waiting lists for treatment whilst resources were focussed on managing the pandemic. As the NHS emerged from the pandemic, recovery processes were required, which included recovery to manage and reduce waiting lists, resetting waiting lists and ensuring patients are not at risk of harm whilst on waiting lists. The Trust had developed numerous tool which measured the impact the COVID-19 pandemic had on waiting lists for individual services and the workforce that would be required in order to clear the waiting list back log for each service. A heat map had also been produced showing the high wait areas.

The Internal Auditors made three medium and two low priority management recommendations. This included recommending that the Trust develop a Trust wide waiting list recovery plan

D) Learning from COVID-19 (substantial assurance)

The purpose of the audit was to focus on how the Trust managed remote working since the start of the lockdown in March 2020 and identify learning that has arisen from the process.

Prior to the Covid-19 pandemic, most staff had not worked from home. At the start of the COVID-19 pandemic, national guidance stated that people were to work from home where possible. In addition, people were only required to travel to and from work where work could not be carried out from home. In light of this guidance the Trust supported staff to work from home across all services, where the job role could be undertaken from home.

The Internal Auditors did not raise any management actions as part of this review. However, the Internal Auditors had raised issues in other reports with regards to the learning from Covid-19, including in the CQC, Financial Management and Infection Prevention and Control Reports.

E) CQC (reasonable assurance)

The CQC has rated the Trust as outstanding. However, as part of the inspection, the CQC had assessed two core services (specialist community mental health for children and young people and working age adults) where the Trust must act, resulting in the raising of six 'must do' actions. The CQC also assessed five services where the Trust should act, resulting in the raising of 18 'should do' actions. The progress on the implementation of these actions is monitored through the 'must do' and 'should do' action plans.

As part of our review, the internal auditors reviewed a sample of eight actions (three must do and five should do) to ensure there was monitoring, ownership, evidence of assurance, implementation and reporting/escalation where relevant. The actions we

reviewed related to ligature risks, sexual safety, waiting times, end of life care, physical/ward environment and care plans.

The internal auditors interviewed four action leads for the following sample of 'must do' and 'should do' actions to gain further understanding of:

- How actions are disseminated to staff and directorates across the Trust.
- Support, timelines and guidance for staff to complete/return and act on actions.
- Monitoring, ownership, evidence of assurance, implementation and reporting/escalation where required.
- How compliance with actions is assessed at ward level.

The internal auditors also liaised with action leads to confirm implementation of actions where they had been RAG rated as green through review of evidence and testing. Where applicable we assessed compliance within the services at ward level.

The internal auditors made two medium recommendations to ensure that all actions agreed following CQC inspections were assigned an action owner/lead and a deadline to ensure timely corrective action was taken and management to continue to review overdue CQC actions to ensure actions were implemented at the earliest opportunity.

F) Divisional Financial Management (substantial assurance)

A sample of three divisions were selected to review the divisional financial management processes in place. The three divisions selected were Community Health East (CHE), Mental Health West (MHW) and Children, Young People and Families (CYPF). For each of the three divisions we conducted interviews with the Senior Finance Business Partners to discuss the Financial Management arrangements and performed walkthroughs of testing to substantiate control processes.

The internal auditors conclusion was that since July 2021, the Trust have seen a substantial increase of demand upon their Prospect Park Hospital (PPH) bed base alongside a reduction in availability due to Covid related closures. These two occurrences have seen an increased need for out of area placements. The internal auditors recognised that the Trust had processes, actions and oversight and governance arrangements in place for out of area placements to help reduce the risk however the system risk for out of area placements remained a financial risk for the Trust. Therefore, the Trust should continue to work collaboratively across systems to manage the increase in demand and bed capacity.

In internal auditors made one medium priority recommendation in relation to concentrating efforts on bringing the number of out of area placements back into line with the Prospect Park Hospital bed base and the additional 13 beds. The Trust should also continue to work collaboratively across systems to manage the increase in demand and bed capacity.

G) Key Financial Controls – Payroll (substantial assurance)

The Trust) utilises the Agresso Finance System. User access rights are contained within the Agresso system profiles, and access is requested through a system access form on the staff intranet and must be approved by the Head of Financial Control.

The Payroll function for the Trust is outsourced and provided by Royal Berkshire NHS Foundation Trust. The Royal Berkshire is responsible for creating the monthly

payroll file, maintaining the employee database on the Payroll system, providing Berkshire Healthcare employees with payslips, providing reports to budget holders about members of staff in their hierarchy and processing Appointment, Variation and Termination forms.

The internal auditors conducted tests using data analytics included analytical reviews on the payroll element reports (data between 1 April to 31 August 2021) such as comparing employee by name and identifying staff records with missing information. The internal auditors provided assurance that the controls upon which the Trust relies to manage the payroll function were suitably designed, consistently applied and were effective.

The internal auditors made two low priority recommendations as follows: the Trust to ensure that the record of the annual review of employees' access to the Electronic Staff Record (ESR) Payroll system was documented to ensure that the appropriate users were permitted access and the Trust to ensure greater caution was taken when inputting details onto the ESR system to ensure they match the details as per the 'A' Form (new appointment employee form) to avoid overpayments being made.

H) Board Assurance Framework and Risk Management 2021-22 (reasonable assurance)

Risk Management is a critical process by which the organisation identifies, assesses, and mitigates risks to its objectives at all levels, and therefore has an impact on everything that the Trust does, from budgeting and financial management to quality of services and patient safety. Where Risk Management is not operating effectively, there is a risk that the Trust will not achieve its objectives due to the impact of adverse events.

As part of this review, we issued a questionnaire in conjunction with Trust management to solicit the opinions and understanding of Risk Management from staff of all levels. As Risk Management is the responsibility of all staff, not just Senior Management and the Board, it is essential that employees throughout the Trust are aware of and engaged in identifying and managing risk.

We found there to be a sound governance structure in place around the Board Assurance Framework and Risk Management and our review confirmed that this structure is operating as intended. There was a good oversight through the Assurance and Executive Committees of high-level strategic and operational risks.

The internal auditors made one medium and two low priority recommendations. The medium priority recommendation related to making risk management training mandatory and maintaining records of staff being trained to monitor training compliance. The low priority recommendations related to ensuring that control, assurance and action information was correctly organised on the BAF and ensuring that completed actions where ongoing control measures have been introduced are transferred to the control section of the BAF.

Overall Internal Audit Programme Progress

The table below sets out the ratings of the audit reviews conducted in 2020-21 which were not finalised when the Council of Governors received last year's annual audit committee report.

The table also sets out the ratings of the audit reviews conducted so far during 2021-22.

Audit Area	Risk Rating
2021-22	
Application Review	Reasonable Assurance
COVID-19 Management – Infection, Prevention and Control	Reasonable Assurance
Apprenticeships	Advisory – No rating
COVID-19 Recovery/Waiting Lists	Reasonable Assurance
CQC	Reasonable Assurance
Learning from COVID-19	Substantial Assurance
Divisional Financial Management	Substantial Assurance
Key Financial Controls - Payroll	Substantial Assurance
Data Security and Protection Toolkit	Moderate Assurance
Board Assurance Framework and Risk Management	Reasonable Assurance
Learning from COVID-19	Substantial Assurance

Audit Area	Risk Rating
2022-23	
ESG – Sustainability	TBC
Financial Governance (HFMA Review)	TBC
Health and Safety and Staff Wellbeing	TBC
Risk Management	TBC
Cyber Security	TBC
New Models of Care	TBC
Bed Management/Out of Area Placements	TBC

ACKNOWLEDGEMENTS

The Audit Committee also commends the sterling work carried out by the Trust's finance team on the annual accounts this year.

COUNTER FRAUD AND AUDITORS' CONTRIBUTION:

Throughout the year, the Audit Committee has been supported fully by the Trust's internal and external auditors and by the Counter Fraud Service.

The Committee is fully satisfied with the quality of the work undertaken by the Anti-Crime Service, TIAA, the Internal Auditors, RSM and the former External Auditors, Deloitte and current External Auditors, Ernst and Young.

ACTION:

The Council of Governors is invited to note the report and to seek any clarification.

Prepared by Julie Hill
Company Secretary

Presented by Rajiv Gatha,
Chair of Audit Committee



Berkshire Healthcare
NHS Foundation Trust

Terms of Reference

Audit Committee

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Disclaimer

Berkshire Healthcare NHS Foundation and its sub-contractors have no duty of care to any third party, and accept no responsibility and disclaim all liability of any kind for any action which any third party takes or refrains from taking on the basis of the contents of this document.

Purpose

This document contains the terms of reference for the Trust Audit Committee.

Document Control

Version	Date	Author	Comments
1.0	12 Mar 08	Garry Nixon	Initial Draft for Committee Chair
2.0	14 Mar 08	Garry Nixon	Updated following Committee Chair comments
3.0	1 May 08	Garry Nixon	Updated following Audit Committee consideration
4.0	22 May 09	John Tonkin	Revised per Internal Audit Report Recommendations on Integrated Governance –
5.0	28 May 09	Clive Field	Minor amendments
6.0	12 August 2010	John Tonkin	Revision following Audit Committee review July 2010
7.0	14 Sept 2010	John Tonkin	Revision following Board consideration 14 Sept 2010
8.0	8 May 2012	John Tonkin	Revision following Board consideration 8 May 2012
9.0	12 April 2013	John Tonkin	General revision to reflect changes in past year
10.0	23 May 2013	John Tonkin	Revision following Board discussion on 14 May 2013
11.0	11 June 2013	John Tonkin	Board approved – 11 June 2013
12.0	13 May 2014	John Tonkin	Board approved - 13 May 2014
13.0	27 July 2016	Julie Hill	Revision following Audit Committee review – October 2016
14.0	08 November 2016	Julie Hill	Board approved – 08 November 2016
15.0	July 2018	Julie Hill	Revision following Audit Committee review – July 2018 – Board approved September 2018
16.0	July 2019	Julie Hill	Revision following Audit Committee review – July 2019 – Board approved September 2019
17.0	October 2020	Julie Hill	Revision following Audit Committee review – October 2020
18.0	July 2022	Julie Hill	Revision following Audit Committee review – July 2022 – Board Approved September 2022

Document References

Document Title	Date	Published By
NHS Audit Committee Handbook	2005	Department of Health & Healthcare
The NHS Foundation Trust Code of Governance	2006	NHS Improvement, Independent Regulator of NHS Foundation Trusts

Authority

- 1.1 The Audit Committee is constituted as a Standing Committee of the Trust Board of Directors. Its constitution and terms of reference shall be set out as below, subject to amendment at future Board of Directors' meetings.
- 1.2 The Committee is authorised by the Board of Directors to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.
- 1.3 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers it necessary.

Purpose

- 2.1 To conclude upon the adequacy and effective operation of the Trust's overall internal control system and independently review the framework of risks, controls and related assurances that underpin the delivery of the Trust's objectives.
- 2.2 To review the disclosure statements that flow from the Trust's assurance processes ahead of its presentation to the Trust Board, including:
 - a. Annual Governance Statement, included in the Annual Report and Accounts and the Annual Plan together with the external and internal auditors' opinions.
 - b. Annual Plan declarations relating to the Assurance Framework.

Membership

- 3.1 The membership of the Committee shall comprise three Non-Executive Directors, at least one of whom shall have recent and relevant financial experience, plus, ex officio, the Chair of the Finance, Investment & Performance Committee. The Chair of the Quality Assurance Committee will attend as and when there are appropriate matters to discuss with the Audit Committee.
- 3.2 The Chair of the Trust and the Chief Executive shall **not** be members.
- 3.3 The Chair of the Committee will be a Non-Executive Director and will not be a member of any other standing Committee of the Board.
- 3.4 A quorum shall be two members.

In attendance at meetings

- 4.1 The Committee will be supported by the following in attendance:
 - Chief Financial Officer
 - Director of Finance
 - Medical Director
 - Head of Clinical Effectiveness and Audit
 - Director of Nursing and Therapies (or deputy)

- The Company Secretary
- 4.2 The Committee can invite the Chairman and Chief Executive as well as other Trust Directors or Officers to attend to discuss specific issues as appropriate.
- 4.3 The Committee will be attended by representatives of the following:
- External Audit
 - Internal Audit
 - Counter Fraud
 - Clinical Audit
- 4.4 The Committee will consider the need to meet privately, at least once a year, with both the internal and external auditors. The internal and external auditors may request a private meeting with the Committee at any time.

Frequency and Administration of Meetings

- 5.1 The Committee will meet at least 4 times a year. It may meet more frequently at any time should circumstances require.
- 5.2 It will be supported by the Company Secretary who will agree the agenda for the meetings and the papers required, directly with the Chair.
- 5.3 Minutes of all meetings shall be formally recorded and submitted, together with recommendations where appropriate, to the Board of Directors.

Duties

Governance Risk Management and Internal Control

- 6.1 The Committee shall review the establishment and maintenance of an effective system of integrated Governance, risk management and internal control, across the Trust's clinical and non-clinical activities that support the achievement of its objectives.
- 6.2 The Committee shall ensure that the Board Assurance Framework is effective in enabling the monitoring, controlling and mitigation of risks to the Trust's strategic objectives.
- 6.3 In particular, the Committee will review the adequacy of the following:
- a. All risk and control related disclosure statements, together with any accompanying Head of Internal Audit statement, external audit opinion or other independent assurances, prior to endorsement by the Board;
 - b. The underlying assurance processes that indicate the following:
 - The degree of the achievement of corporate objectives
 - The effectiveness of the management of principal risks
 - The appropriateness of the disclosure statements

- c. The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
- 6.4 The Committee shall request and review reports and positive assurances from Directors and managers on the overall arrangements for governance (including clinical audit and data quality), risk management and internal control.

Audit & Counter Fraud

- 6.5 The Committee shall ensure that there is an effective internal audit function and clinical audit function that provide appropriate independent assurance to the Audit Committee and includes the following:
- a. Review the Internal Audit Plan, operational plan and programme of work and recommend this for acceptance by the Trust Board of Directors.
 - b. The review of the findings of internal audits and the management response.
 - c. Discussion and agreement with the External Audit of the nature and scope of the External Audit annual plan.
 - d. The review of all external audit reports, including the agreement of the annual audit letter before submission to the Board and any work completed outside the External Audit annual plan.
 - e. Review and approval of the Counter Fraud Plan and operational plans.
 - f. The review of the findings of the Counter Fraud plan and the management response.

6.6 Clinical Audit

The Committee shall ensure that there is an effective Clinical Audit process. This includes reviewing the annual clinical audit plan and receiving regular reports on both progress against plan and status of relevant action plans.

- 6.7 The Committee shall ensure that Internal Audit, External Audit and Clinical Audit recommendations are implemented promptly by management.

Financial Reporting

- 6.8 The Committee shall review the Annual Accounts and Financial Statements before submission to the Board.
- 6.9 It will ensure that the financial systems for financial reporting to the Board are subject to review as to completeness and accuracy of the information provided to the Board.
- 6.10 It will review the annual accounts of the Charitable Trustees prior to submission.

Reporting

6.11 The Committee will routinely review the minutes of:

- Finance, Investment & Performance Committee
- Quality Assurance Committee
- Quality and Performance Executive Committee

and will review the work of other committees within the organisation whose work can provide relevant assurance to the Committee.

6.12 The Minutes of the Audit Committee will be formally submitted to the Trust Board.

6.13 The Chair of the Committee shall report to the Board any concerns and assurances relating to the Trust and the Committee's work.

6.14 The Audit Committee Chair will produce an Annual Audit Report setting out the work of the Committee and highlighting any issues raised during the course of year by the Trust's Internal and External Auditors and the Counter Fraud Specialist. It will report annually to the Council of Governors Trust Board through an 'Audit and Governance Report' which will include the following:

- a. The fitness for purpose of the assurance framework.
- b. The completeness and embeddedness of risk management.
- c. The integration of Governance arrangements.
- d. The Committee's self-assessment and any action required.

Other functions

6.15 The Committee will review and monitor compliance with Standing Orders and Standing Financial instructions.

6.16 It will review the following:

- a. Schedules of losses & compensations and making recommendations to the Board
- b. Any decision to suspend Standing Orders
- c. Decision to waive the competitive tendering rules when requested by the Board
- d. The Trust's Litigation activity
- e. Information Governance and Caldicott Guardian Annual Report

6.17 It will approve changes in accounting policies.

6.18 It will review the performance of the Audit Committee through self-assessment and independent review to be completed at least annually. It will also review the output from the annual self-assessment exercises conducted by other Board Committees.

- 6.19 It will provide oversight of the Trust's processes for ensuring robust data quality and will review periodic reports on data quality performance.
- 6.20 The Committee shall provide assurance on the quality checks of data used in the preparation of the Performance Assurance Framework.
- 6.21 The Committee will provide assurance on the system for identifying cost improvement plans, including the process for ensuring that there are no adverse impacts on quality.

Amended: July 2022

Board approved: September 2022

Next review: July 2023



BERKSHIRE HEALTHCARE NHS FOUNDATION TRUST

Annual internal audit report 2021/22

Draft

20 April 2022

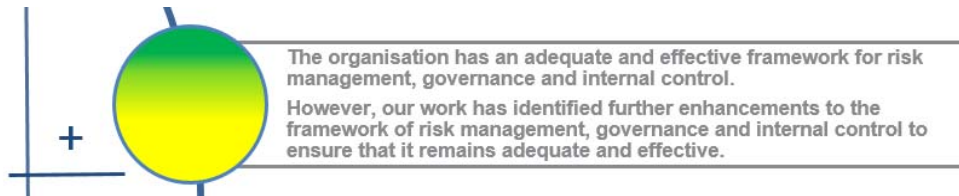
This report is solely for the use of the persons to whom it is addressed.
To the fullest extent permitted by law, RSM UK Risk Assurance Services LLP will accept no responsibility or liability in respect of this report to any other party.

THE DRAFT ANNUAL INTERNAL AUDIT OPINION

This report provides a draft annual internal audit opinion, based upon and limited to the work performed, on the overall adequacy and effectiveness of the organisation's risk management, control and governance processes. The opinion should contribute to the organisation's annual governance reporting.

The opinion

For the 12 months ended 31 March 2022, the draft head of internal audit opinion for Berkshire Healthcare NHS Foundation Trust is as follows:



Please see appendix A for the full range of annual opinions available to us in preparing this report and opinion.

It remains management's responsibility to develop and maintain a sound system of risk management, internal control and governance, and for the prevention and detection of material errors, loss or fraud. The work of internal audit should not be a substitute for management responsibility around the design and effective operation of these systems.

Scope and limitations of our work

The formation of our draft opinion is achieved through a risk-based plan of work, agreed with management and approved by the audit committee, our opinion is subject to inherent limitations, as detailed below:

- internal audit has not reviewed all risks and assurances relating to the organisation;
- the opinion is substantially derived from the conduct of risk-based plans generated from a robust and organisation-led assurance framework. The assurance framework is one component that the board takes into account in making its annual governance statement (AGS);
- the opinion is based on the findings and conclusions from the work undertaken, the scope of which has been agreed with management;
- where strong levels of control have been identified, there are still instances where these may not always be effective. This may be due to human error, incorrect management judgement, management override, controls being by-passed or a reduction in compliance;
- due to the limited scope of our audits, there may be weaknesses in the control system which we are not aware of, or which were not brought to our attention; and

- our internal audit work for 2021/22 has continued to be undertaken through the operational disruptions caused by the Covid-19 pandemic. In undertaking our audit work, we recognise that there has been some impact on both the operations of the organisation and its risk profile, and our annual opinion should be read in this context.

DRAFT

FACTORS AND FINDINGS WHICH HAVE INFORMED OUR OPINION

We issued the following positive assurance opinions in 2021/22:

- Key Financial Controls - Payroll - (Substantial Assurance).
- Financial Management – (Substantial Assurance).
- Learning from Covid - (Substantial Assurance).
- Applications review - (Reasonable Assurance).
- Covid 19 Management – Infection, Prevention and Control – (Reasonable Assurance).
- CQC - (Reasonable Assurance).
- Covid 19 recovery – Waiting List Management - (Reasonable Assurance).
- Board Assurance Framework - (Reasonable Assurance).

In the audits above we have identified some areas where enhancements are required and in each of these cases management actions have been agreed, the implementation of which will improve the control environment.

We issued the following Advisory opinions:

- Apprenticeships – (Draft) – (Advisory).

Topics judged relevant for consideration as part of the annual governance statement

Based on the work we have undertaken on the Trust's system of internal control we do not consider that any of the issues raised within our reports should be considered as significant control failings for inclusion in the Annual Governance Statement. We would also advise the Trust to consider whether there are any other areas based on any other information received or reviews undertaken that the Trust should consider for inclusion in the Annual Governance Statement.

Remaining internal audit work for 2021/22

The following assignments are yet to be completed and reported in final and will also be taken into consideration when drafting our full end of year head of internal audit opinion. Our opinion may therefore change between now and the year-end dependent on the findings of these reviews:

- Data Security and Protection Toolkit/Cyber Security – QA stage.

THE BASIS OF OUR INTERNAL AUDIT OPINION

As well as those headlines previously discussed, the following areas have helped to inform our opinion. A summary of internal audit work undertaken, and the resulting conclusions, is provided at appendix B.

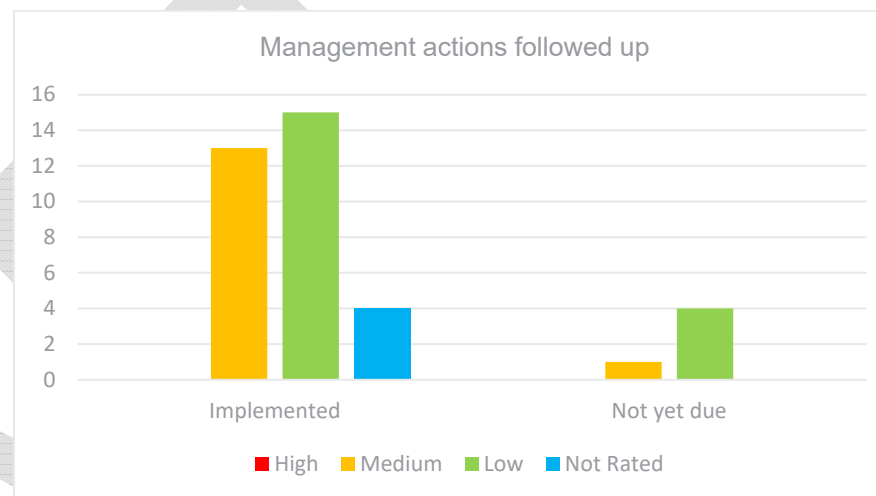
Acceptance of internal audit management actions

Management have agreed actions to address all of the findings reported by the internal audit service during 2021/22.

Implementation of internal audit management actions

Where actions have been agreed by management, these have been monitored by Internal Audit through the action tracking process in place. During the year progress has been reported to the audit committee, with the validation of the action status confirmed by internal audit on a rolling basis.

Our follow up of the actions agreed to address previous years' internal audit findings shows that the organisation had made progress in implementing the agreed actions. The follow up status as at the 30 March 2022 is as follows:



As reported throughout our progress reports during 2021/22, there were 32 actions (13 medium, 15 low and 4 advisory) which were followed up in 2021/22. All 32 actions (13 medium, 15 low and 4 advisory) were implemented during the year.

5 actions (1 medium and 4 low) are not yet due for implementation and will be followed up accordingly once due. These actions relate to the Risk Management (5.21/22) report.

Working with other assurance providers

In forming our opinion, we have not placed any direct reliance on other assurance providers.

OUR PERFORMANCE

Wider value adding delivery

Area of work	How has this added value?
Healthcare Benchmarking	We have shared benchmarking information with the Trust including our annual report on the outcomes of Internal Audit opinions and actions across our NHS client base.
2020/21 internal audit high priority management actions	We have undertaken a review of those areas where we agreed internal audit high priority management actions with our NHS provider clients during 2020/21. The outcomes paper shared with the Trust highlights those key issues and themes coming through from our internal audit reviews.
Questionnaires / Culture audits	<p>Our culture audits support the Board in terms of engendering the right behaviours within the organisation to support achievement of strategic objectives. We support you by giving confidence to the board that measures put in place to change culture are successful and that behaviour is aligned with your strategic direction, and that the tone at the top is reflected at all levels.</p> <p>Using RSM bespoke 4Questionnaire software we circulated a survey to all staff at the Trust as part of our Board Assurance Framework and Corporate Risk Register audit to review whether there was a clear and embedded risk management culture at all levels within the organisation. Our questionnaire generated 97 responses from staff across the Trust. We also used 4Questionnaire as part of our Infection, Prevention and Control review where we received 130 responses and our Learning from Covid review where we received 36 responses.</p>
Covid-19	During 2021/22 Covid-19 continued to have an impact on all areas of the organisation's risk profile, however, we worked closely with management to deliver an internal audit programme which remained flexible and 'agile' to ensure it met the organisations needs in the current circumstances. We also adjusted effectively to homeworking and continued to add value to the Trust.
Webinars	<p>We have invited the Trust to various webinars including the following:</p> <ul style="list-style-type: none"> • Employment and HR update webinar, which focused on employment tax update, HR update and employment law update. • Embracing the future of work webinar, which focused on the key considerations of hybrid working from a people management, employment tax, employment legal and global mobility perspective. • Procurement and contract management network webinar, which provided an update on current developments including new procurement thresholds. • Health Matters Webinars, which explored how organisations can collaborate to deliver change and key considerations for private healthcare businesses for workforce planning in a post Covid economy.
Coronavirus Briefings	<p>We have shared regular updates and articles regarding the impact of COVID-19 on organisations. The updates and articles focused on:</p> <ul style="list-style-type: none"> • Government financial support for employers. • COVID-19 fraud risks with accompanying advice on mitigation. • Guide for Audit and Risk Committees on financial reporting and management during COVID-19.

Data Analytics	We have used Data Analytics to complete analytical reviews of the data held by the Trust to identify trends / anomalies within the data. This approach also allows 100% of the population to be reviewed. During 2021/22 we used data analytics as part of our audit on Key Financial Controls - Payroll.
Specialists	Where relevant we continue to use Specialists to support our work. For example, the Applications review was supported by IT auditors to ensure the right people are looking at the areas and allows the Trust to learn from best practice seen and shared by our specialists. Our review of Apprenticeships was supported by an Apprenticeship specialist.
Client Briefings	As part of our client service commitment, during 2021/22 we issued news briefings to each Audit Committee meeting.
Audit Committee	We contributed to the discussions at each audit committee on various items on the agenda in order to ensure that the Trust benefits from wider input in further developing its governance arrangements.
Progress Meetings	We continue to hold regular progress meetings with the Chief Financial Officer to discuss internal audit progress and follow up of internal audit actions.
ICS Workshop – Leadership and Governance in the ICS	<p>We held our first ICS Workshop in July 2021 and some of the key learnings were as follows:</p> <ul style="list-style-type: none"> • Developing clear lines of accountability and transparency around how and where decisions are made. • Ensuring marginal and smaller bodies will have their voice heard within the ICS. • Maximising the link between health and social care. • Accountability for local capital plans. • Managing conflicting roles and interests of ICS board members. • Working closely with local communities in shaping services and improving population health and wellbeing. <p>We held our second ICS workshop on 21 October 2021 focusing on Leadership and Governance in the ICS. For our second workshop we explored leadership and governance within ICS. RSM were commissioned by NHSE&I to look at Hospital Discharge Policy and Discharge to Assess Processes across ten Integrated Care Systems in England. We used this project as a case study for exploring the key learnings and best practice on what effective leadership and governance might look like across the ICS and how the NHS and LA can make partnership working more effective.</p> <p>We held our third ICS workshop on 3 March 2022 focusing on how partners can work together in collaboration, principles to support local decision-making, identifying shared goals, appropriate membership and governance and alignment of activities with ICS priorities.</p>
RSM's NED Network	We have launched RSM's NED Network to provide the non-executive director and interim community a place to network, share ideas, attend insightful and relevant events and read key content.

Assurance Map

We have developed a bespoke assurance map for the Trust which ensures that we minimise duplication with other assurance providers and it also serves to maximise the assurances available to you. The assurance map also highlights any gaps in your assurance processes.

Conflicts of interest

RSM has not undertaken any work or activity during 2021/22 that would lead us to declare any conflict of interest.

Conformance with internal auditing standards

RSM affirms that our internal audit services are designed to conform to the Public Sector Internal Audit Standards (PSIAS).

Under PSIAS, internal audit services are required to have an external quality assessment every five years. Our risk assurance service line commissioned an external independent review of our internal audit services in 2021 to provide assurance whether our approach meets the requirements of the International Professional Practices Framework (IPPF), and the Internal Audit Code of Practice, as published by the Global Institute of Internal Auditors (IIA) and the Chartered IIA, on which PSIAS is based.

The external review concluded that RSM 'generally conforms*' to the requirements of the IIA Standards' and that 'RSM IA also generally conforms with the other Professional Standards and the IIA Code of Ethics. There were no instances of non-conformance with any of the Professional Standards'.

* The rating of 'generally conforms' is the highest rating that can be achieved, in line with the IIA's EQA assessment model.

Quality assurance and continual improvement

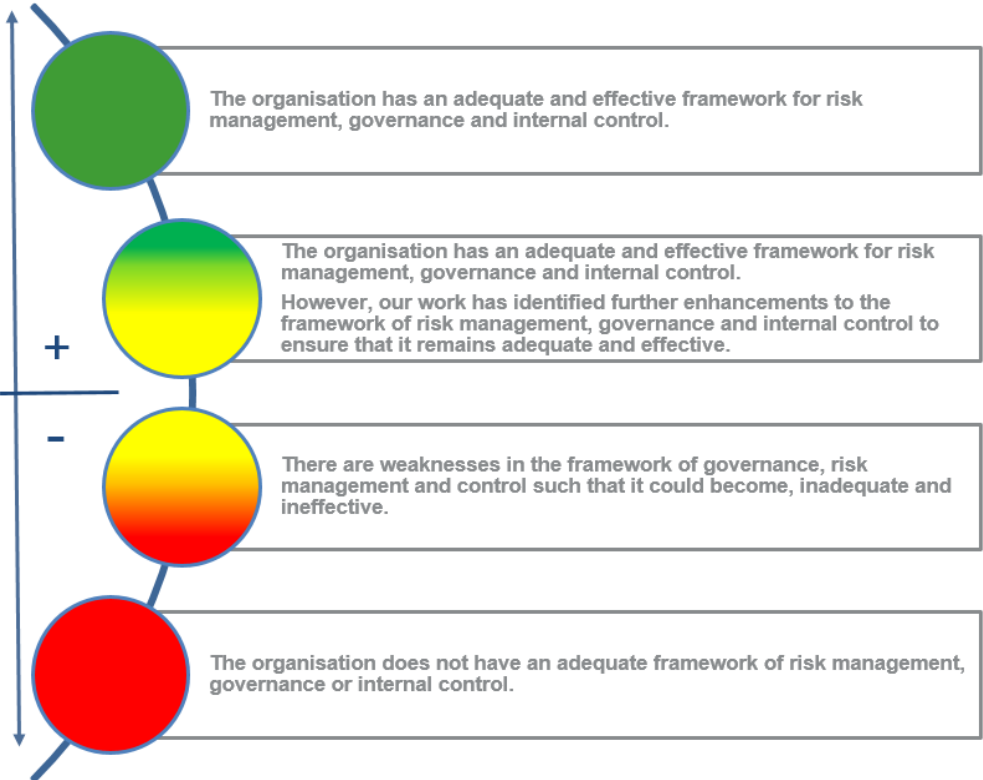
To ensure that RSM remains compliant with the PSIAS framework we have a dedicated internal Quality Assurance Team who undertake a programme of reviews to ensure the quality of our audit assignments. This is applicable to all Heads of Internal Audit, where a sample of their clients will be reviewed. Any findings from these reviews are used to inform the training needs of our audit teams.

Resulting from the programme in 2021/22, there are no areas which we believe warrant flagging to your attention as impacting on the quality of the service we provide to you.

In addition to this, any feedback we receive from our post assignment surveys, client feedback, appraisal processes and training needs assessments is also taken into consideration to continually improve the service we provide and inform any training requirements.

APPENDIX A: ANNUAL OPINIONS

The following shows the full range of opinions available to us within our internal audit methodology to provide you with context regarding your annual internal audit opinion.

Annual opinions	Factors influencing our opinion
 <p>The organisation has an adequate and effective framework for risk management, governance and internal control.</p> <p>The organisation has an adequate and effective framework for risk management, governance and internal control. However, our work has identified further enhancements to the framework of risk management, governance and internal control to ensure that it remains adequate and effective.</p> <p>There are weaknesses in the framework of governance, risk management and control such that it could become, inadequate and ineffective.</p> <p>The organisation does not have an adequate framework of risk management, governance or internal control.</p>	<p>The factors which are considered when influencing our opinion are:</p> <ul style="list-style-type: none"> • inherent risk in the area being audited; • limitations in the individual audit assignments; • the adequacy and effectiveness of the risk management and / or governance control framework; • the impact of weakness identified; • the level of risk exposure; and • the response to management actions raised and timeliness of actions taken.

APPENDIX B: SUMMARY OF INTERNAL AUDIT WORK COMPLETED FOR 2021/22

All of the assurance levels and outcomes provided above should be considered in the context of the scope, and the limitation of scope, set out in the individual assignment report.

Assignment	Executive lead	Assurance level	Actions agreed			
			H	M	L	Not Rated
Applications Review	Alex Gild, Deputy Chief Executive	Reasonable Assurance [●]	0	3	8	0
Key Financial Controls - Payroll	Paul Gray, Chief Financial Officer	Substantial Assurance [●]	0	0	2	0
Covid 19 Management – Infection, Prevention and Control	Deborah Fulton, Director of Nursing and Therapies	Reasonable Assurance [●]	0	1	3	0
CQC	Deborah Fulton, Director of Nursing and Therapies	Reasonable Assurance [●]	0	2	0	0
Financial Management	Paul Gray, Chief Financial Officer	Substantial Assurance [●]	0	1	0	0
Apprenticeships (Draft)	Jane Nicholson, Director of People	Advisory	0	0	0	11
Covid 19 recovery – Waiting List Management	David Townsend, Chief Operating Officer	Reasonable Assurance [●]	0	3	2	0
Board Assurance Framework	Julie Hill, Company Secretary	Reasonable Assurance [●]	0	1	4	0
Learning from Covid	Alex Gild, Deputy Chief Executive	Substantial Assurance [●]	0	0	0	0
Data Security and Protection Toolkit	Alex Gild, Deputy Chief Executive	TBC	-	-	-	-

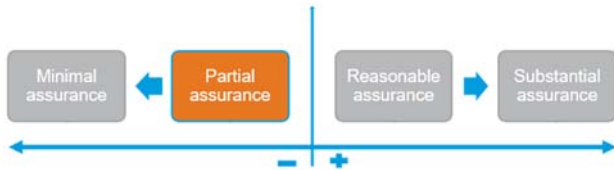
APPENDIX C: OPINION CLASSIFICATION

We use the following levels of opinion classification within our internal audit reports, reflecting the level of assurance the board can take:



Taking account of the issues identified, the board can take minimal assurance that the controls upon which the organisation relies to manage this risk are suitably designed, consistently applied or effective.

Urgent action is needed to strengthen the control framework to manage the identified risk(s).



Taking account of the issues identified, the board can take partial assurance that the controls upon which the organisation relies to manage this risk are suitably designed, consistently applied or effective.

Action is needed to strengthen the control framework to manage the identified risk(s).



Taking account of the issues identified, the board can take reasonable assurance that the controls upon which the organisation relies to manage this risk are suitably designed, consistently applied and effective.

However, we have identified issues that need to be addressed in order to ensure that the control framework is effective in managing the identified risk(s).



Taking account of the issues identified, the board can take substantial assurance that the controls upon which the organisation relies to manage this risk are suitably designed, consistently applied and effective.

YOUR INTERNAL AUDIT TEAM

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The matters raised in this report are only those which came to our attention during the course of our review and are not necessarily a comprehensive statement of all the weaknesses that exist or all improvements that might be made. Actions for improvements should be assessed by you for their full impact. This report, or our work, should not be taken as a substitute for management's responsibilities for the application of sound commercial practices. We emphasise that the responsibility for a sound system of internal controls rests with management and our work should not be relied upon to identify all strengths and weaknesses that may exist. Neither should our work be relied upon to identify all circumstances of fraud and irregularity should there be any.

Our report is prepared solely for the confidential use of Berkshire Healthcare NHS Foundation Trust, and solely for the purposes set out herein. This report should not therefore be regarded as suitable to be used or relied on by any other party wishing to acquire any rights from RSM UK Risk Assurance Services LLP for any purpose or in any context. Any third party which obtains access to this report or a copy and chooses to rely on it (or any part of it) will do so at its own risk. To the fullest extent permitted by law, RSM UK Risk Assurance Services LLP will accept no responsibility or liability in respect of this report to any other party and shall not be liable for any loss, damage or expense of whatsoever nature which is caused by any person's reliance on representations in this report.

This report is released to you on the basis that it shall not be copied, referred to or disclosed, in whole or in part (save as otherwise permitted by agreed written terms), without our prior written consent.

We have no responsibility to update this report for events and circumstances occurring after the date of this report.

RSM UK Risk Assurance Services LLP is a limited liability partnership registered in England and Wales no. OC389499 at 6th floor, 25 Farringdon Street, London EC4A 4AB.



Meeting Date	07 December 2022
Title	Review and Revision of the Trust's Constitution
Purpose	This paper seeks the Council's approval of a revision of the Trust's constitution following a thorough review undertaken by the Trust's Solicitors
Business Area	Corporate
Author	Company Secretary
Relevant Strategic Objectives	N/A
CQC Registration/Patient Care Impacts	N/A
Resource Impacts	None
Legal Implications	Compliance with Standing Orders and relevant statutory and regulatory requirements
Equalities and Diversity Implications	N/A
SUMMARY	<p>The Trust's constitution sets out the framework for governance of the organisation in conjunction with relevant statutory and regulatory requirements. The constitution largely follows the original 'model' constitution adopted by most NHS Foundation Trusts.</p> <p>The constitution was last reviewed in 2018. The Trust's legal advisers, DAC Beachcroft, were instructed to undertake a complete review of the constitution and to propose changes to bring it in line with best practice and new legislation. A summary of the changes is set out in the attached proposed appendix.</p> <p>The main changes being proposed are a new review process for excluded member(s) and making it more explicit that meetings of the Council of Governors and Trust Board can include in person, using electronic communication or hybrid meetings.</p> <p>An updated Trust Constitution with the key changes</p>

	<p>highlighted in red has been circulated separately.</p> <p>The proposed changes to the Constitution will also be presented to the Trust Board meeting on 13 December 2022 for approval. Annual Members Meeting in September 2023 for ratification.</p>
ACTION	<p>The Council is invited to approve the proposed changes to the Trust's Constitution.</p>

Revision of Trust Constitution

Introduction

- The Constitution of the Trust is a key document which frames much of the governance of the organisation, e.g. the standing orders that govern Board and Council meetings. It is a statutory requirement that changes have to be approved by both the Board and Council of Governors.
- The Trust's legal advisers were requested to undertake a thorough review of the Trust's Constitution and to propose changes that:
 - Ensured full statutory and regulatory compliance;
 - Reflected improvements that had developed since the introduction of the Foundation Trust model
 - Addressed the Trust's own actual experience of operating with the current constitution
 - Provided clarity in any areas of potential confusion or uncertainty.
 - Included a new review process for excluded members in line with the Trust's process for reviewing vexatious complainants
- The Trust is not permitted to change the Model Rules for Governor Elections. The governor election rules are set nationally.
- Changes to the constitution require approval of both the Trust Board and Council of Governors. The changes also need to be ratified at the next Annual General Meeting.
- The Company Secretary invited interested governors to a meeting held on 26 October 2022 to review the proposed changes to the Constitution and to make suggestions for any additional changes. The Company Secretary would like to put on record her thanks to the governors below for their help and in particular to thank Graham Bridgman for his comments around improving the readability of the Constitution.
 - Brian Wilson, Lead Governor
 - Graham Bridgman
 - Steven Gillingwater
 - June Carmichael
 - Madeline Diver
 - Julie Hill, Company Secretary.
- For ease of identification of key changes, the following Appendix provides a summary of the main elements of the revision.

Trust's Constitutional Review 2022

The proposed changes are highlighted in **red** type

Page No	Proposed Changes	Comments
	References to "Monitor" have been deleted and replaced with "NHS England"	
	References to "Deputy Chair" to be replaced with "Vice Chair"	
	References to "NED(s)" have been replaced with "Non-Executive Director(s)"	
	References to "Director of Finance" to be replaced with "Chief Financial Officer"	
	References to "Primary Care Trusts" have been deleted	
	References to "his or her" and "he or she" have been replaced with "their" and "they"	
	List of Contents – hyperlinks have been added for ease of reference when accessing the electronic version of the document	
	Change of order It is proposed to put the Variation Schedule at the back. It is proposed to put the Interpretation and Definitions section at the front of the document.	
Page 1	<p>Interpretation and definitions</p> <p>Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in this Constitution shall bear the same meaning as in the 2006 Act.</p> <p>References in this Constitution to legislation include all amendments, replacements or re-enactments made.</p> <p>References to legislation include all regulations, orders, statutory guidance or directives</p> <p>Where this Constitution refers to publication of a document by:-</p> <ul style="list-style-type: none"> • NHS England, this includes reference to its predecessor bodies including Monitor, the NHS Trust Development Authority and the NHS Commissioning Board Authority; • the Department of Health and Social Care, this includes reference to the Department of Health. • 2022 Act means the Health and Care Act 2022; 	Updated following changes to NHS England
Page 2	<ul style="list-style-type: none"> • Hospital means: Prospect Park Hospital, Wokingham Hospital, Wexham Park Hospital, West Berkshire Community Hospital, St Mark's Hospital, King Edward VII Hospital, Heatherwood Hospital, Royal Berkshire Hospital and any associated hospitals, establishments or facilities; 	
Page 3	<ul style="list-style-type: none"> • Trust Headquarters means the [to be amended with the address of the new HQ]; 	
Page 4	The Trust: <ol style="list-style-type: none"> 1. aims to provide the best possible patient care, based on 	

Page No	Proposed Changes	Comments
	<p>evidence and in a culture that encourages continuous improvement;</p> <ol style="list-style-type: none"> 2. will listen to patients, families and carers (as appropriate) and understand what they have to say and encourage their involvement in decisions about their care; 3. aims to provide a clean, healthy and welcoming hospital environment for patients, visitors and staff; 4. aims to improve the patient's experience of care provided at its Hospitals and by its services respecting their privacy and preserving their dignity; 5. will have open and honest communications between staff and patients, families and carers (as appropriate); 6. will recognise the contribution of staff by developing and supporting them to do their jobs better, and involving them in decision making; 7. aims to provide high quality services through working in partnership; 8. shall exercise its functions effectively, efficiently and economically; 9. shall respect the rights of the members of the community it serves, its employees and people dealing with the Trust as set out in the Human Rights Act 1998. 	
	<p>Foundation Trust Governance StructureThe Foundation Trust governance model is described in greater detail in the Foundation Trust Code of Governance (published by Monitor, the regulator), in respect of which the Trust must either comply or explain (in its annual report each year) its reasons for not doing so. As the model envisages, it is essential for the success of the Trust that the Board and the Council work effectively together. The basis for this relationship is set out in the Constitution and is detailed in the Policy on Board of Directors/Council of Governors Engagement.</p> <p>The Foundation Trust governance model is described in greater detail in the Foundation Trust Code of Governance (published by Monitor, the regulator), in respect of which the Trust must either comply or explain (in its annual report each year) its reasons for not doing so. As the model envisages, it is essential for the success of the Trust that the Board and the Council work effectively together. The basis for this relationship is set out in the Constitution and is detailed in the Policy on Board of Directors/Council of Governors Engagement.</p>	<p>The Trust is required to comply with NHS England's Code of Governance for NHS Provider Trusts or to explain in its Annual Report the reason(s) for non-compliance.</p> <p>It is proposed to delete this section because it is not required.</p>
Page 6	<p>3.4 Where the Trust is exercising the functions of the managers referred to in s.23 of the Mental Health Act 1983 (as amended), those functions may be exercised by any three or</p>	New section added

Page No	Proposed Changes	Comments
	<p>more persons authorised by the Board of Directors, each of whom must be neither an Executive Director of the Board of Directors nor an employee of the Trust.</p> <p>3.5 In exercising its powers, the Trust will have regard to:</p> <p>3.5.1 s.63A of the 2006 Act (duty to have regard to wider effect of decisions), also referred to as the “Triple Aim”.</p> <p>3.5.2 s.63B of the 2006 Act (duties in relation to climate change).</p> <p>3.6 The Trust may arrange for any functions exercisable by it to be exercised by or jointly with any one or more of the bodies set out in section s.65Z5(1) of the 2006 Act. Where such a function is exercisable jointly the bodies may arrange for the function to be exercised by joint committee as set out in ss.65Z6 of the 2006 Act.</p>	
Page 8	<p>8.6 The Trust shall give any member at least 14 days’ written notice of a proposal to remove them from membership under paragraphs 8.5.3 and:</p> <p>8.6.1 the notice shall state the date by which the member must respond by if they wish to make any representations;</p> <p>8.6.2 the Trust shall consider any representations made by the member during that notice period, and the Secretary shall decide whether to remove the member;</p> <p>8.6.3 within 14 days after receiving notice of the Secretary’s decision, a person wishing to dispute the decision may require the Secretary to refer the matter to the Council of Governors to determine whether the decision was fair and reasonable taking all relevant matters in to account;</p> <p>8.6.4 where a member does not ask the Secretary to refer their proposed removal to the Council of Governors, they shall cease to be a member 14 days after receiving notice of the Secretary’s decision;</p> <p>8.6.5 where a member does ask the Secretary to refer their proposed removal to the Council of Governors, they shall continue to be a member until the Council of Governors has reached a decision on their membership and provided them with notice;</p> <p>8.6.6 the decision of the Council of Governors shall be final.</p> <p>8.7 An individual member removed under paragraph 8.6 may make a request to the Secretary that their membership removal be reviewed by the panel of the Council of Governors, chaired by a Non-Executive Director and their eligibility to be a member will be considered at the following points:</p> <p>8.7.1 No earlier than 12 months from the date of the first review for removal (“the first review”).</p>	A new review process for excluded member(s) to bring this in line with the Trust’s process for reviewing vexatious complainants.

Page No	Proposed Changes	Comments
	<p>8.7.2 No earlier than 36 months after the date of the outcome of the first review (“the second review”); and</p> <p>8.7.3 No earlier than sixty month intervals after the date of the outcome of the second review.</p> <p>8.8 When making a request under paragraph 8.7 the individual must make such a request in writing to the Secretary and outline whether they wish to be considered as eligible to be a member and the reasons for the requested review. The Trust shall endeavour to issue a decision in writing within 28 days of receipt of the request.</p>	
Page 12	<p>14. Council of Governors – general duties</p> <p>14.1 The general duties of the Council of Governors are to:</p> <p>14.1.1 hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors</p> <p>14.1.2 represent the interests of the members of the Trust, the public and staff as a whole</p> <p>14.1.3 feedback information about the Trust, its vision and its performance to members, the public and stakeholder organisations.</p>	Updated to make it more explicit that governors represent the interests of the public and staff as well as members of the Trust.
Page 12	<p>15.3 Meetings of the Council of Governors shall take place as regularly as necessary to discharge its duties and at least four times per calendar year.</p>	
Page 14	<p>22. Board of Directors – appointment and removal of Chair and other Non-Executive Directors</p> <p>22.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair and the other Non-Executive Directors. In doing so, the Council of Governors shall take into account the applicable Code of Governance.</p>	
Standing Orders of the CoGs Page 71	<p>2.2 Calling Meetings</p> <p>2.2.1 Meetings of the Council of Governors shall be held at such times and places and of such format including in person, by using electronic communication or hybrid, as the Council of Governors may determine and there shall be at least four meetings in any year including:.....</p>	Various sections of the Constitution updated to take account holding virtual meetings
Standing Orders of the CoGs Page 72	<p>2.3.2 Before each meeting of the Council of Governors a public notice of the time and place, and if appropriate remote access/electronic communications arrangements, of the meeting, and if possible the public part of the agenda, shall be advertised on the Trust’s website at least seven days before the meeting, save in the case of emergencies.</p>	
Standing Orders of	<p>2.10.3 All questions put to the vote shall, at the discretion of the Chair</p>	

Page No	Proposed Changes	Comments
the CoGs Page 74	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. In the event of a meeting held using electronic communication, an electronic voting facility will be made available, including when appropriate, the facility for holding a secret ballot.	
Standing Orders of the CoGs Page 74	2.10.7 A Governor may only vote if present (either in person or by electronic communication) at the time of the vote on which the question is to be decided; no Governor may vote by proxy.	
Standing Orders of the CoGs Page 76	4.3 The Council of Governors shall approve the members of the Council of Governors' Appointments and Remuneration Committee.	
Standing Orders of the Board of Directors P84	3.2.1 Ordinary meetings of the Board of Directors shall be held at such times and places and in such format as the Board of Directors may determine.	
Standing Orders of the Board of Directors P85	3.4.1 Agendas and supporting papers will be sent to members of the Board of Directors at least three Clear Days before the meeting, save in emergency. Failure to serve such a notice on more than three members of the Board of Directors will invalidate the meeting. A notice shall be presumed to have been served one day after posting and in the case of by electronic communication on the day it is sent.	
Standing Orders of the Board of Directors P87	3.13.3 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands or by appropriate electronic means. A paper ballot may also be used if a majority of the Directors present so request.	
Standing Orders of the Board of Directors P89	3.18.3 If a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see SO7) he or she shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business. The above requirement for at least one Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board considers the recommendations of the Appointments and Remuneration Committee)	
Standing Orders of the Board of Directors	9.2 EU Directive Governing Public Procurement 9.2.1 European Union Directive on The Public Procurement Regulations implementing them in UK law shall take precedence over	Updated to delete references to EU Procurement Law

Page No	Proposed Changes	Comments
P94	<p>these SOs with regard to procedures for awarding all forms of contracts and shall have effect as if incorporated in these SOs.</p> <p>9.2.2 The Trust shall comply as far as is practicable with the requirements of the Department of Health and Social Care "Capital Investment Manual" and "Estatecode" and associated relevant guidance issued by NHSE in respect of capital investment and estate and property transactions. In the case of management consultancy contracts the Trust shall comply as far as is practicable with Department of Health and Social Care guidance "The Procurement and Management of Consultants within the NHS". The Trust will also comply with the Guidance from NHSE entitled "Best Practice in Making Investments" and the Regulatory Framework.</p>	Updated to include "Social Care"
Standing Orders of the Board of Directors P97	<p>9.6 Contracts (including lease contracts)</p> <p>9.6.1 The Trust may only enter into contracts within its statutory powers and shall comply with:</p> <p>9.6.1.1 these SOs.</p> <p>9.6.1.2 the Trust's SFIs.</p> <p>9.6.1.3 EU Directives and other all applicable statutory provisions; and</p> <p>9.6.1.4 any relevant directions including the Capital Investment Manual and guidance on the Procurement and Management of Consultants.</p> <p>9.6.1.5 Where required by the Public Procurement Regulations contracts shall be in or embody the same terms and conditions of contract as was the basis on which tenders or quotations were invited.</p> <p>9.6.2 Contracts shall include lease and hire purchase agreements.</p> <p>9.6.3 In all contracts made by the Trust, the Board shall endeavour to obtain value for money. The Chief Executive shall nominate an Officer who shall oversee and manage each contract on behalf of the Trust.</p>	
Standing Orders of the Board of Directors P102	<p>13. Signature of Documents</p> <p>13.1 Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board shall have given the necessary authority to some other person for the purpose of such proceedings.</p> <p>13.2 The Chief Executive or Nominated Officers shall be authorised, by resolution of the Board of Directors, to sign on behalf of the Trust any agreement or other document (not required to be executed as a deed) the subject matter of which has been approved by the Board of Directors or committee or sub-committee to which the Board of Directors has delegated appropriate authority.</p> <p>13.3 Where authority to sign documents is granted under the Constitution, signatures may be electronic, provided that, where</p>	

Page No	Proposed Changes	Comments
	required by law or a regulatory body wet ink signatures shall be used. For the avoidance of doubt, unless and until the Trust is able to electronically seal documents, documents signed under seal will continue to be signed by way of wet ink.	

Berkshire Healthcare NHS Foundation Trust

The Constitution (and Annexures)

Approved by the Council of Governors and Board of Directors

December 2022

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Berkshire Healthcare NHS Foundation Trust
(A Public Benefit Corporation)
Constitution

Interpretation and definitions

Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in this Constitution shall bear the same meaning as in the 2006 Act.

References in this Constitution to legislation include all amendments, replacements or re-enactments made.

References to legislation include all regulations, orders, statutory guidance or directives

Where this Constitution refers to publication of a document by:-

- NHS England, this includes reference to its predecessor bodies including Monitor, the NHS Trust Development Authority and the NHS Commissioning Board Authority;
- the Department of Health and Social Care, this includes reference to the Department of Health.

Headings are for ease of reference only and are not to affect interpretation.

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

In this Constitution:-

- **2006 Act** means the National Health Service Act 2006;
- **2012 Act** means the Health and Social Care Act 2012;
- **2022 Act** means the Health and Care Act 2022;
- **Accounting Officer** means the person who from time to time discharges the functions specified in paragraph 25 of Schedule 7 to the 2006 Act and in the Accounting Officer Memorandum published by NHSE;
- **Appointment Committee** means a committee appointed by the Council of Governors pursuant to paragraphs 1.2.5 and 1.2.6 of Appendix 3 of Annex 9;
- **Appointed Governor** means a Local Authority Governor, or an Other Partnership Governor;
- **Area of the Trust** means the area, consisting of all the areas, specified in Annex 1, as an area for a public constituency;
- **Audit Committee** means a committee of the Board of Directors as established pursuant to paragraph 37;
- **Auditor** means the Auditor of the Trust appointed by the Council of Governors pursuant to paragraph 36;
- **Board of Directors** means the Board of Directors as constituted in accordance with this Constitution;
- **Budget** means a resource, expressed in financial terms, proposed by the Board of Directors for the purpose of carrying out, for a specific period, any or all of the functions on the Trust
- **Chair** means the Chair of the Trust;
- **Chief Executive** means the Chief Executive of the Trust;
- **Clear Day** means a day of the week not including Saturday, Sunday or a public holiday
- **Complaints Handling Policy** means the Trust's complaints handling policy, as adopted by the Applicant NHS Trust and as amended from time to time by the Board of Directors;

- **Constitution** means this Constitution together with the Annexes and Appendices attached hereto;
- **Council of Governors** means the Council of Governors as constituted in accordance with this Constitution;
- **Deputy Chair** means one of the NEDs appointed by the Council of Governors, either generally or for a specific meeting, to preside at a meeting of the Council of Governors in the absence of the Chair
- **Director** means a member of the Board of Directors, and includes both Executive and Non-Executives;
- **Director's Code of Conduct** means the code of conduct for Directors of the Trust, as adopted by the Applicant NHS Trust and as amended from time to time by the Board of Directors, which all Directors must subscribe to;
- **Elected Governor** means a Staff Governor or a Public Governor;
- **Election Scheme** means the election rules set out at Annex 5 of the Constitution;
- **Finance Director** means the Chief Financial Officer of the Trust;
- **Financial year** means each successive period of twelve months beginning with 1st April;
- **Funds held on trust** means those funds which the Trust holds at the date of its incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under the 2006 Act. Such funds may or may not be charitable;
- **Governor** means a member of the Council of Governors;
- **Governor's Code of Conduct** means the code of conduct for Governors of the Trust, as adopted by the Applicant NHS Trust and as amended from time to time by the Board of Directors, which all Governors must subscribe to;
- **Health Service Body** shall have the meaning ascribed to it in section 9(4) of the 2006 Act;
- **Hospital** means: Prospect Park Hospital, Wokingham Hospital, Wexham Park Hospital, West Berkshire Community Hospital, St Mark's Hospital, King Edward VII Hospital, Heatherwood Hospital, Royal Berkshire Hospital and any associated hospitals, establishments or facilities;
- **Local Authority Governor** means a member of the Council of Governors appointed by one or more local authorities whose area includes the whole or part of the Area of the Trust;
- **Local Authority Partnership Agreement** means an agreement between the Trust and a local authority under s.75 of the 2006 Act;
- **Local Healthwatch** means an organisation as defined in s.222 of the Local Government and Public Involvement in Health Act 2007.
- **Member** means a member of the Trust;
- **Model Election Rules** means the model election rules for use in elections of foundation trust councils of governors as published by the NHS Providers (formerly the Foundation Trust Network);
- **NHS England**, a body corporate established under Section 1H of the 2006 Act;
- **Nominated Officer** means an Officer charged with responsibility for discharging specific tasks within the SOs and SFIs
- **Non-Executive Director** means a Non-Executive Director member of the Board of Directors who does not hold an executive office of the Trust
- **Officer** means an employee or other person holding paid appointment or office with the Trust;

- **Other Partnership Governor** means a member of the Council of Governors appointed by a partnership organisation other than a local authority;
- **Public Governor** means a member of the Council of Governors elected by the members of a public constituency;
- **Public Procurement Regulations** means The Public Contracts Regulations 2015 SI 2015/102 as amended from time to time and The Concession Contracts Regulations SI 2016/273 as amended from time to time;
- **Regulatory Framework** means the 2006 Act, the 2012 Act, the 2022 Act and the Trust's provider licence.
- **Scheme of Delegation** means the Reservation of Powers to the Board of Directors and Delegation of Powers;
- **Secretary** means the Secretary of the Trust or any other person or body corporate appointed to perform the duties of the Secretary of the Trust, including a joint, assistant or deputy secretary;
- **SFIs** means Standing Financial Instructions
- **SOs** means Standing Orders;
- **Staff Governor** means a member of the Council of Governors elected by the members of the staff constituency;
- **Trust** means the Berkshire Healthcare NHS Foundation Trust;
- **Trust Headquarters** means [to be amended with new HQ];
- **Trust Subcontractor** means a contractor to the Trust whose employees exercise functions on behalf of the Trust and which is listed in the register Maintained by the Secretary pursuant to paragraph 33.7.1;
- **Volunteer** means an individual who carries out functions on behalf of the Trust on a voluntary basis under a scheme designated by the Secretary pursuant to paragraph 33.8.1; and
- **Voluntary Organisation** means a body other than a public or local authority, the activities of which are not carried on for profit.

Introduction

This document is the Constitution of Berkshire Healthcare NHS Foundation Trust (the Trust). The Constitution sets out the corporate governance arrangements for the Trust. Much of it is in a form specified by law.

As context for those detailed governance arrangements this foreword sets out the Trust's purpose, mission, values and strategy. The following section summarises the Trust's governance arrangements, focusing in particular on the relationship between the Board of Directors and the Council of Governors.

The Trust: overview and purpose

The Trust provides specialist mental health and community health services to a population of around 900,000 within Berkshire. The Trust operates from more than 100 sites across the county, including its community hospitals, Prospect Park Hospital, clinics and WestCall Out of Hours Service. The Trust also provides health care and therapy to people in their own homes.

The Trust's values

The Trust operates within the seven core principles of the NHS, set out in the NHS Constitution:

1. The NHS provides a comprehensive service, available to all.
2. Access to NHS services is based on clinical need, not an individual's ability to pay.
3. The NHS aspires to the highest standards of excellence and professionalism.
4. The NHS aspires to put patients at the heart of everything it does.
5. The NHS works across organisations boundaries and in partnership with other organisations in the interest of patients, local communities and the wider population.
6. The NHS is committed to providing best value for taxpayers' money and the most effective, fair and sustainable use of finite resources.
7. The NHS is accountable to the public, communities and patients that it serves.

The Trust also has its own core principles:

The Trust:

1. aims to provide the best possible patient care, based on evidence and in a culture that encourages continuous improvement;
2. will listen to patients, **families and carers (as appropriate)** and understand what they have to say and encourage their involvement in decisions about their care;
3. aims to provide a clean, healthy and welcoming hospital environment for patients, visitors and staff;
4. aims to improve the patient's experience of care provided at its Hospitals and by its services respecting their privacy and preserving their dignity;
5. will have open and honest communications between staff and patients, **families and carers (as appropriate)**;
6. will recognise the contribution of staff by developing and supporting them to do their jobs better, and involving them in decision making;
7. aims to provide high quality services through working in partnership;
8. shall exercise its functions effectively, efficiently and economically;
9. shall respect the rights of the members of the community it serves, its employees and people dealing with the Trust as set out in the Human Rights Act 1998.

Foundation Trust Governance Structure

The Trust is required by law to establish a governance structure which comprises a Board of Directors, a Council of Governors, and members. The Trust has two membership constituencies – public members, and staff members. The majority of the Trust's Governors are elected by the Trust's public members.

The Trust's Directors have a general statutory duty to act with a view to promoting the success of the organisation so as to maximise the benefits for the members of the Trust as a whole and for the public. The Board is responsible for all aspects of the Trust's performance and for its objectives, priorities and strategy, the Board must, however, have regard to the Council's view on the Trust's strategy and plans. The Board comprises a (non-executive) Chair and Non-Executives, who are appointed and may be removed by the Council, and executive directors.

The Council comprises Governors who are elected by the Trust's members and other Governors who are appointed by local partner organisations. The Governors have two general statutory duties: (1) to hold the NEDs individually and collectively to account for the performance of the Board, and (2) to represent the interests of the members of the Trust as a whole and of the public. The Governors also have a number of specific statutory duties. In addition to representing the interests of the members and the public, the Governors are required to feed back to them on the performance of the Trust.

The Constitution sets out the Trust's membership constituencies and refers to the policy which defines the processes by which individuals may become members.

1. Name

- 1.1 The name of the foundation trust is Berkshire Healthcare NHS Foundation Trust (the Trust).

2. Principal purpose

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

3. Powers

- 3.1 The powers of the Trust are set out in the 2006 Act.
- 3.2 All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
- 3.3 Subject to paragraph 3.4 below, any of these powers may be delegated to a committee of directors or to an executive director.
- 3.4 Where the Trust is exercising the functions of the managers referred to in s.23 of the Mental Health Act 1983 (as amended), those functions may be exercised by any three or more persons authorised by the Board of Directors, each of whom must be neither an Executive Director of the Board of

Directors nor an employee of the Trust.

3.5 In exercising its powers, the Trust will have regard to:

3.5.1 s.63A of the 2006 Act (duty to have regard to wider effect of decisions), also referred to as the “Triple Aim”.

3.5.2 s.63B of the 2006 Act (duties in relation to climate change).

3.6 The Trust may arrange for any functions exercisable by it to be exercised by or jointly with any one or more of the bodies set out in section s.65Z5(1) of the 2006 Act. Where such a function is exercisable jointly the bodies may arrange for the function to be exercised by joint committee as set out in ss.65Z6 of the 2006 Act.

4. Membership and constituencies

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

4.1.1 a public constituency; or

4.1.2 the staff constituency.

4.2 In deciding which areas are to comprise the Area of the Trust, or in deciding whether there should be a patients' constituency, the Trust shall have regard to the need for those eligible for such membership to be representative of those to whom the Trust provides services.

4.3 The Trust shall at all times take steps to secure that taken as a whole the actual membership of the Public Constituency is representative of those eligible for such membership. To this end:

4.3.1 the Trust shall at all times have in place and pursue a membership strategy which shall be approved by the Council of Governors, and shall be reviewed by them from time to time, and at least every three years; and

4.3.2 the Council of Governors shall present to each annual members meeting:

4.3.2.1 a report on the steps taken to secure that taken as a whole the actual membership of its public constituencies and of the classes of the staff constituency is representative of those eligible for such membership.

4.3.2.2 the progress of the membership strategy; and

4.3.2.3 any changes to the membership strategy.

5. Application for membership

5.1 An individual who is eligible to become a member may do so on application to the Trust, or by being invited by the Trust to become a member of the staff constituency in accordance with paragraph 7.

5.2 An individual shall become a member on the date their name is added to the Trust's register of members and shall cease to be a member on the date their name is removed from the register of members.

6. Public Constituency

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

6.2 Those members who live in an area specified for a public constituency are referred to collectively as a “public constituency”.

6.3 The minimum number of members for each public constituency is specified in Annex 1.

- 6.4** An individual who ceases to live in any area specified in Annex 1 shall cease to be a member of any public constituency. A member who moves from one area to another shall become a member of the public constituency for that new area. Members should notify the Trust of any change of address.
- 6.5** In the case of any doubt the Trust's decision as to whether or not an individual lives in an area shall be final.

7. Staff Constituency

- 7.1** An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a member provided:
- 7.1.1** he or she is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or
- 7.1.2** he or she has been continuously employed by the Trust under a contract of employment for at least 12 months.
- 7.2** Individuals who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, may become or continue as members of the staff constituency if they have exercised these functions continuously for a period of at least 12 months. For the avoidance of doubt, the definition of individuals who exercise functions for the purposes of the Trust includes individuals who are Volunteers.
- 7.3** Chapter 1 of Part XIV of the Employment Rights Act 1996 applies in determining whether an individual has been continuously employed by the Trust for the purposes of paragraph 7.1.2 above or has continuously exercised functions for the purposes of the Trust for the purpose of paragraph 7.2 above.
- 7.4** Those individuals who are eligible for membership by reason of this paragraph 7 are referred to collectively as the "staff constituency".
- 7.5** The staff constituency shall be divided into two 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.
- 7.6** The minimum number of members in each class of the staff constituency is specified in Annex 2.
- 7.7** An individual who is:
- 7.7.1** eligible to become a member of the staff constituency; and
- 7.7.2** 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 they inform the Trust that they does not wish to do so.

8. Restriction on membership

- 8.1** A member of a constituency, or of a class within a constituency, may not while membership of that constituency or class continues, be a member of any other constituency or class.
- 8.2** 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.
- 8.3** An individual shall not be eligible for membership if he or she:
- 8.3.1** is under 12 years of age.
- 8.3.2** fails or ceases to fulfil the criteria for membership of any of the constituencies.
- 8.3.3** has demonstrated aggressive or violent behaviour at any Hospital or other trust premises or during

any other interaction with Trust staff or Sub-contractors or Volunteers and following such behaviour he or she has been asked to leave or has been removed or excluded from any Hospital or other Trust premises or programmes of home or community visits, under the Trust's policy for withholding treatment from violent/aggressive patients: zero tolerance.

- 8.3.4** has been confirmed by the Trust to be a 'vexatious complainant' as defined in the Trust's policy on handling of complaints.
- 8.3.5** has been removed from being a member of another NHS Foundation Trust.
- 8.3.6** has been deemed by the Trust to have acted in a manner contrary to the interests of the Trust; or
- 8.3.7** has previously been removed from being a member of the Trust under paragraph 8.5.3.
- 8.4** Members should ensure their own eligibility for membership and inform the Trust if they cease to be eligible.
- 8.5** A member shall cease to be a member if—
 - 8.5.1** they resign by notice in writing to the Trust,
 - 8.5.2** they die, or
 - 8.5.3** they cease to be eligible for membership under paragraph 8.3 and they are removed from membership following the process set out in 8.6 below.
- 8.6** The Trust shall give any member at least 14 days' written notice of a proposal to remove them from membership under paragraphs 8.5.3 and:
 - 8.6.1** the notice shall state the date by which the member must respond by if they wish to make any representations;
 - 8.6.2** the Trust shall consider any representations made by the member during that notice period, and the Secretary shall decide whether to remove the member;
 - 8.6.3** within 14 days after receiving notice of the Secretary's decision, a person wishing to dispute the decision may require the Secretary to refer the matter to the Council of Governors to determine whether the decision was fair and reasonable taking all relevant matters in to account;
 - 8.6.4** where a member does not ask the Secretary to refer their proposed removal to the Council of Governors, they shall cease to be a member 14 days after receiving notice of the Secretary's decision;
 - 8.6.5** where a member does ask the Secretary to refer their proposed removal to the Council of Governors, they shall continue to be a member until the Council of Governors has reached a decision on their membership and provided them with notice;
 - 8.6.6** the decision of the Council of Governors shall be final.
- 8.7** An individual member removed under paragraph 8.6 may make a request to the Secretary that their membership removal be reviewed by the panel of the Council of Governors, chaired by a Non-Executive Director and their eligibility to be a member will be considered at the following points:
 - 8.7.1** No earlier than 12 months from the date of the first review for removal ("the first review").
 - 8.7.2** No earlier than 36 months after the date of the outcome of the first review ("the second review"); and
 - 8.7.3** No earlier than sixty month intervals after the date of the outcome of the second review.
- 8.8** When making a request under paragraph 8.7 the individual must make such a request in writing to the Secretary and outline whether they wish to be considered as eligible to be a member and the reasons for the requested review. The Trust shall endeavour to issue a decision in writing within 28 days of receipt of the request.

9. Council of Governors – composition

- 9.1** The Trust is to have a Council of Governors, which shall comprise both Elected Governors and Appointed Governors.
- 9.2** The composition of the Council of Governors is specified in Annex 4.
- 9.3** The members of the Council of Governors, other than the Appointed Governors, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of Governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 4.
- 9.4** At all times more than half of the Governors shall be Elected Governors who are elected by the members of the public constituency.

10. Council of Governors – election of Governors

- 10.1** Elections for Elected Governors shall be conducted in accordance with the Model Election Rules, as may be varied from time to time, which are attached at Annex 5.
- 10.2** A variation of the Model Election Rules shall not constitute a variation of the terms of this Constitution.
- 10.3** An election, if contested, shall be by secret ballot, using the first-past-the-post system.
- 10.4** A person may not vote at an election for or stand for election as an Elected Governor unless within the specified period stated in the Model Election Rules he or she has made a declaration in the specified form setting out the particulars of his qualification to vote or stand as a member of the constituency for which the election is being held. It is an offence (other than in relation to the Staff Constituency) to knowingly or recklessly make such a declaration which is false in a material particular.

11. Council of Governors – tenure

- 11.1** Governors may hold office for a period of up to three years.
- 11.2** An Elected Governor shall cease to hold office if he or she ceases to be a member of the constituency or class by which he or she was elected.
- 11.3** An Appointed Governor shall cease to hold office if the sponsoring organisation withdraws its sponsorship of them by notice in writing to the Trust.
- 11.4** Subject to paragraph 11.6 below, an Elected Governor shall be eligible for re-election at the end of their term.
- 11.5** Subject to paragraph 11.6 below, an Appointed Governor shall be eligible for reappointment at the end of their term.
- 11.6** Elected Governors and Appointed Governors may hold office for a maximum of nine consecutive years.

12. Council of Governors – disqualification and removal

- 12.1** A person may not become or continue as a member of the Council of Governors if they:
 - 12.1.1** have been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
 - 12.1.2** have made a composition or arrangement with, or granted a trust deed for, their creditors and has not been discharged in respect of it;

- 12.1.3** have within the preceding five years 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 them.
- 12.1.4** have within the preceding five years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a Health Service Body;
- 12.1.5** are a person whose tenure of office as the chair or as a member or director of a Health Service Body has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- 12.1.6** are a Director of the Trust, or a director, chair, or chief executive officer of another NHS Foundation Trust;
- 12.1.7** are a Governor of another NHS Foundation Trust which is considered by the Secretary, at their absolute discretion, to be in competition with the Trust;
- 12.1.8** have had their name removed from a list maintained under regulations pursuant to sections 91, 106 or 123 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and he or she has not subsequently had their name included in such a list; or
- 12.1.9** they lack capacity within the meaning of the Mental Capacity Act 2005 to carry out all the duties and responsibilities of a governor.
- 12.2** Governors must be at least 16 years of age at the date they are nominated for election or appointment.
- 12.3** A Governor who becomes disqualified must notify the Secretary as soon as practicable and in any event within 14 days of first becoming aware that he or she is disqualified. Upon receipt of such notice the Secretary shall confirm receipt and shall remove the Governor's name from the Register of Governors such that the Governor ceases to act as a Governor.
- 12.4** If the Trust becomes aware that a Governor is disqualified, the Secretary shall give them notice that he or she is disqualified as soon as practicable. Upon despatch of any such notification, that person's tenure of office, if any, shall be terminated and he or she shall cease to act as a Governor.
- 12.5** A Governor's term of office shall be terminated:
 - 12.5.1** by the Governor giving the Secretary notice in writing of their resignation from office at any time during the term of that office.
 - 12.5.2** by the giving of a notice under paragraph 12.3 or 12.4;
 - 12.5.3** by the Council of Governors if a Governor fails to attend two consecutive meetings of the Council of Governors, unless the Council of Governors is satisfied that:
 - 12.5.3.1** the absence was due to a reasonable cause; and
 - 12.5.3.2** the Governor will resume attendance at meetings of the Council of Governors again within such a period as it considers reasonable.
 - 12.5.4** if the Council of Governors resolves that:
 - 12.5.4.1** an individual continuing as a Governor would or would be likely to prejudice the ability of the Trust to fulfil its principal purpose or of its purposes under this constitution or otherwise to discharge its duties and functions,
 - 12.5.4.2** an individual continuing as a Governor would or would be likely to prejudice the Trust's work with other persons or body with whom it is engaged or may be engaged in the provision of goods and services,
 - 12.5.4.3** an individual continuing as a Governor would or would be likely to adversely affect public

confidence in the goods and services provided by the Trust,

- 12.5.4.4** an individual continuing as a Governor would or would be likely to otherwise bring the Trust into disrepute or be detrimental to the interest of the Trust,
- 12.5.4.5** an individual continuing as a Governor would or would be likely to prejudice the ability of the Council of Governors to discharge its duties and responsibilities efficiently and effectively,
- 12.5.4.6** it would not be in the best interests of the Trust for them to continue in office as a Governor,
- 12.5.4.7** an individual is a vexatious or persistent litigant or complainant with regard to the Trust's affairs and their continuance in office would not be in the best interests of the Trust,
- 12.5.4.8** an individual has failed or refused to undertake and/or satisfactorily complete any training which the Council of Governors has required them to undertake in their capacity as a Governor,
- 12.5.4.9** an individual has in his conduct as a Governor failed to comply in a material way with the values and principles of the National Health Service or the Trust, and/or this constitution, or
- 12.5.5** an individual has committed a material breach of this Constitution and/or any code of conduct applicable to Governors and/or the Standing Orders for Governors.
- 12.6** Where there are concerns about a Governor's conduct (including but not limited to where any of the circumstances in 12.5.4 above apply) the Chair or, if the Chair has a conflict of interest, the Vice Chair, shall be authorised to take such action as may be immediately required, including but not limited to:
 - 12.6.1** suspension of the Governor concerned so that the matter can be investigated. Any suspension of a Governor shall be confirmed to them in writing in such form as the Chair may decide in the circumstances.
 - 12.6.2** commissioning a fair and independent investigation into the matter, to be conducted by one or more individuals with relevant experience, either from within or outside of the Trust.
- 12.7** Where an investigation identifies that a Governor has failed to comply with this Constitution, and/or any code of conduct applying to Governors, and/or the Standing Orders
 - 12.7.1** the Governor concerned shall be notified in writing of the non-compliance and he or she shall be invited to respond within a defined appropriate and reasonable timescale. The Governor shall be invited to address the Council of Governors in person if the matter cannot be resolved satisfactorily through correspondence; and
 - 12.7.2** the Governors shall consider the findings of the investigation and the response of the Governor whose conduct is being investigated. The Governors may decide whether to approve a statement setting out the investigated Governor's non-compliance, provided this is approved by two-thirds of the Governors present and voting and by a simple majority of the Public Governors present and voting.
- 12.8** Where the Council of Governors decides to approve a statement of non-compliance it may impose such sanctions as shall be deemed appropriate. Such sanctions may include the issuing of a written warning as to the Governor's future conduct and consequences of further non-compliance, suspension from office for a period to be determined by the Council of Governors, non-payment of expenses and removal of the Governor from office.
- 12.9** Where a resolution to remove a Governor from office under paragraph 12.5.4 is proposed and the Governor concerned disagrees with the proposal, the Chair shall offer the Governor in question the opportunity to have the evidence reviewed by an independent assessor. The Chair and the Governor concerned shall seek to agree on a mutually acceptable independent assessor. If no agreement can be reached within 14 days of an individual being proposed, the Chair shall decide. The independent assessor shall be provided with terms of reference for the review, to be approved by the Chair, requiring the review principally to determine whether or not the proposal is reasonable. Following the outcome of any review, the proposer of the resolution to remove the Governor from office should consider whether or not to withdraw their proposal.

- 12.10** A proposal to remove a Governor from office (including following any review by an independent assessor) under paragraph 12.5.4, shall be considered in a meeting of the Council of Governors. A majority of 75% of the Governors present and voting at that meeting shall be required to pass such a resolution.
- 12.11** The Standing Orders for Governors may provide further for the process to be adopted in cases relating to the termination of a Governor's tenure.
- 12.12** A Governor whose term of office is terminated before it expires shall not be eligible to be a Governor for five years from the date of termination, except by resolution carried by a majority of the Council of Governors voting.

13. Council of Governors – vacancies

- 13.1** If an Elected Governor's seat falls vacant for any reason before the end of the term of office it shall be filled by the second place candidate in the last held election for that seat, provided that the second place candidate achieved at least five percent of the vote in that election. If that individual declines it shall be filled by the third place candidate provided that the third place candidate achieved at least five percent of the vote in the last held election for that seat (the "Reserve Governor"). If the vacancy is filled in this way the Reserve Governor shall be eligible to serve two full three year terms (subject to re-election) in addition to the partial term served.
- 13.2** If a Reserve Governor is not available a by-election shall be held unless an election is due within nine months in which case the seat shall stand vacant until the following scheduled election. With regards to tenure, paragraphs 11.1, 11.2, 11.4 and 11.6 of this constitution shall apply to any Governor elected following a by-election.
- 13.3** If an Appointed Governor's term of office is terminated before it expires, the Trust will invite the relevant appointing body to appoint a new Governor to hold office for the remainder of the term of office.
- 13.4** The validity of any act of the Council of Governors is not affected by any vacancy among the Governors or by any defect in the appointment of any Governor.

14. Council of Governors – general duties

- 14.1** The general duties of the Council of Governors are to:
- 14.1.1** hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors
- 14.1.2** represent the interests of the members of the Trust, the public and staff as a whole
- 14.1.3** feedback information about the Trust, its vision and its performance to members, the public and stakeholder organisations.
- 14.2** The Trust will take steps to secure that Governors are equipped with the skills and knowledge they require in their capacity as such.

15. Council of Governors – meetings of Governors

- 15.1** The Chair or, in their absence the Vice Chair, shall preside at meetings of the Council of Governors, and the person chairing the meeting shall have a casting vote.
- 15.2** Meetings of the Council of Governors shall be open to members of the public unless the Council of Governors has resolved to exclude members of the public for special reasons.
- 15.3** Meetings of the Council of Governors shall take place as regularly as necessary to discharge its duties and at least four times per calendar year.
- 15.4** For the purposes of obtaining information about the Trust's performance of its functions or the

Directors' performance of their duties (and deciding whether to propose a vote on the Trust's or Directors' performance), the Council of Governors may require one or more of the Directors to attend a meeting of the Council of Governors.

16. Council of Governors – Standing Orders

- 16.1** The Standing Orders for the practice and procedure of the Council of Governors, as may be varied from time to time, are attached at Annex 6.

17. Council of Governors - conflicts of interest of Governors

- 17.1** If a Governor has a financial, non-financial professional or non-financial personal 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 or she becomes aware of it.

- 17.2** The Standing Orders for Governors shall make provision for the disclosure of interests and arrangements following any such disclosure, including, where appropriate, the exclusion of a Governor declaring an interest from the discussion or consideration of the matter in respect of which an interest has been disclosed.

18. Council of Governors – remuneration and travel expenses

- 18.1** Governors are not to receive remuneration from the Trust, provided that this shall not prevent the remuneration of Governors by their employer.
- 18.2** The Trust may pay travelling and other expenses to members of the Council of Governors at such rates as the Trust decides from time to time.

19. Board of Directors – composition

- 19.1** The Trust has a Board of Directors, which comprises both Executive and Non-Executives.
- 19.2** The Board of Directors comprises:
- 19.2.1** a Non-Executive Chair
 - 19.2.2** a maximum of eight other Non-Executive Directors (one of whom may be nominated to be the Senior Independent Director); and
 - 19.2.3** a maximum of seven Executive Directors.
- 19.3** One of the Executive Directors is the Chief Executive.
- 19.4** The Chief Executive is the Accounting Officer.
- 19.5** One of the Executive Directors is the Chief Financial Officer.
- 19.6** One of the Executive Directors is a registered medical practitioner or a registered dentist.
- 19.7** One of the Executive Directors is a registered nurse or a registered midwife.
- 19.8** The Board of Directors shall at all times be constituted so that the number of Non-Executive Directors (including the Chair) is equal to or exceeds the number of Executive Directors.
- 19.9** The validity of any act of the Board of Directors is not affected by any vacancy among the directors or by any defect in the appointment of any Director.

20. Board of Directors – general duty

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

21. Board of Directors – qualification for appointment as a Non-Executive Director

- 21.1** A person may be appointed as a Non-Executive Directors only if:

21.1.1 He or she is a member of a Public Constituency or where any of the Trust's hospitals includes a medical or dental school provided by a university, he or she exercises functions for the purposes of that university; and

21.1.2 He or she is not disqualified by virtue of paragraph 26 below.

22. Board of Directors – appointment and removal of Chair and other Non-Executive Directors

22.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair and the other Non-Executive Directors. **In doing so, the Council of Governors shall take into account the applicable Code of Governance.**

22.2 At the General Meeting referred to at paragraph 22.1 the Council of Governors shall decide the:

22.2.1 period of office

22.2.2 remuneration and allowances; and

22.2.3 the other terms and conditions of office of the Chair and other Non-Executive Directors.

22.3 Removal of the Chair or another Non-Executive Director shall require the approval of three-quarters of the members of the Council of Governors.

23. Board of Directors – appointment of Vice Chair

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

24. Board of Directors – appointment of Senior Independent Director

24.1 The Board (in consultation with the Council of Governors) may appoint any independent Non-Executive Director as the Senior Independent Director, for such period not exceeding the remainder of their term as a Non-Executive Director as they may specify on appointing them.

24.2 Any Non-Executive Director so appointed may at any time resign from the office of Senior Independent Director by giving notice in writing to the Chair. The Board (in consultation with the Council of Governors) may thereupon appoint another independent Non-Executive Director as Senior Independent Director.

24.3 The Senior Independent Director shall perform the role set out in “The NHS Foundation Trust Code of Governance” issued by NHSE.

25. Board of Directors – appointment and removal of the Chief Executive and other Executive Directors

25.1 The Non-Executive Directors shall appoint or remove the Chief Executive.

- 25.2** The appointment of the Chief Executive shall require the approval of the Council of Governors.
- 25.3** A committee consisting of the Chief Executive, the Chair and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

26. Board of Directors – disqualification

- 26.1** A person may not become or continue as a member of the Board of Directors if they:
- 26.1.1** have been adjudged bankrupt or whose estate has been sequestrated and (in either case) they have not been discharged
 - 26.1.2** have made a composition or arrangement with, or granted a trust deed for their creditors and have not been discharged in respect of it; or
 - 26.1.3** have within the preceding five years 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 them or
 - 26.1.4** have had their tenure of office as a chair or as a member or director of a Health Service Body been terminated on the grounds that their appointment is not in the interests of public service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
 - 26.1.5** have had their name removed from a list maintained under regulations pursuant to sections 91, 106, or 123 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and they have not subsequently had their name included on such a list;
 - 26.1.6** have within the preceding two years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a Health Service Body;
 - 26.1.7** are an executive or Non-Executive Director or a Governor of another NHS Foundation Trust, or a Governor, Executive Director, Non-Executive Director, Chair, or Chief Executive of another Health Service Body, unless they are or will become a Non-Executive Director of the Trust and the Chair considers that their position at another NHS Foundation Trust or Health Service Body does not give rise to a conflict of interest;
 - 26.1.8** in the case of a Non-Executive Director, no longer satisfies the criteria for appointment;
 - 26.1.9** in the case of an Executive Director, no longer employed by the Trust
 - 26.1.10** is a member of a Local Healthwatch;
 - 26.1.11** is a member of a local authority's overview and scrutiny committee for health matters;
 - 26.1.12** is the subject of a disqualification order made under the Company Directors' Disqualifications Act 1986;
 - 26.1.13** is a partner or spouse of an existing Director;
 - 26.1.14** is an 'unfit person' as defined in the Trust's provider licence (as may be amended from time to time), or
 - 26.1.15** does not meet any other statutory requirement for being a director of an NHS foundation trust.

27. Board of Directors – meetings

- 27.1** Meetings of the Board of Directors shall be open to the public, unless the Board of Directors has resolved that members of the public should be excluded for special reasons.
- 27.2** 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.

28. Board of Directors – Standing Orders

28.1 The Standing Orders for the Practice and Procedure of the Board of Directors (the “Standing Orders for Directors”), as may be varied from time to time, are attached at Annex 7.

29. Board of Directors – conflicts of interest of Directors

29.1 The duties that a Director has by virtue of being a Director include in particular—

29.1.1 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; and

29.1.2 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.

29.2 The duty referred to in sub-paragraph 29.1.1 is not infringed if—

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

29.2.2 the matter has been authorised in accordance with the constitution.

29.3 The duty referred to in sub-paragraph 29.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

29.4 In sub-paragraph 29.1.2, “third party” means a person other than—

29.4.1 the Trust, or

29.4.2 a person acting on its behalf.

29.5 If a Director 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.

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

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

29.8 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.

29.9 A Director need not declare an interest—

29.9.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest,

29.9.2 if, or to the extent that, the Directors are already aware of it, or

29.9.3 if, or to the extent that, it concerns terms of the Director’s appointment that have been or are to be considered—

29.9.3.1 by a meeting of the Board of Directors, or

29.9.3.2 by a committee of the Directors appointed for the purpose under the constitution.

29.10 The Standing Orders of the Board of Directors shall include provisions about the disclosure of interests and arrangements for a Director with an interest to withdraw from a meeting in relation to the matter in respect of which he or she has declared an interest.

30. Board of Directors – remuneration and terms of office

- 30.1** The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-Executive Directors.
- 30.2** The Trust shall establish a committee of Non-Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other Executive Directors.

31. Registers

- 31.1** The Trust shall have:
- 31.1.1** a register of members showing, in respect of each member, the constituency to which he or she belongs and, where there are classes within it, the class to which he or she belongs
- 31.1.2** a register of members of the Council of Governors
- 31.1.3** a register of interests of Governors
- 31.1.4** a register of Directors; and
- 31.1.5** a register of interests of the Directors.
- 31.2** The Secretary shall be responsible for compiling and maintaining the registers, and the registers may be kept in either paper or electronic form. Removal from any register shall be in accordance with the provisions of this Constitution. The Secretary shall update the registers with new or amended information as soon as is practical and in any event within 14 days of receipt.

32. Admission to and removal from the registers

- 32.1** Register of members
- 32.1.1** Subject to paragraph 7.7 above, members must complete and sign an application in the form prescribed by the Secretary.
- 32.1.2** The Secretary shall maintain the register in two parts. Part one, which shall be the register referred to in the 2006 Act, shall include the name of each member and the constituency or class to which they belong, and shall be open to inspection by the public in accordance with paragraph 33 below. Part two shall contain all the information from the application form and shall not be open to inspection by the public nor may copies or extracts from it be made available to any third party. Notwithstanding this provision the Trust shall extract such information as it needs in aggregate to satisfy itself that the actual membership of the Trust is representative of those eligible for membership and for the administration of the provisions of this Constitution.
- 32.2** Register of Governors
- 32.2.1** The register shall list the names of Governors, their category of membership of the Council of Governors (public, staff, local authority, or other partnership organisation) and an address through which they may be contacted which may be the Secretary.
- 32.3** Register of Interests of the Governors
- 32.3.1** The register shall contain the names of each Governor, whether he or she has declared any interests and, if so, the interests declared in accordance with this Constitution or the Standing Orders for Governors.
- 32.4** Register of Directors
- 32.4.1** The register shall list the names of Directors, their capacity on the Board of Directors and an address through which they may be contacted which may be the Secretary.

32.5 Register of interests of Directors

32.5.1 The register shall contain the names of each Director, whether he or she has declared any interests and, if so, the interests declared in accordance with this Constitution or the Standing Orders for Directors.

32.6 Register of Designated Trust Subcontractors

32.6.1 The register shall contain the names of each Trust Subcontractor which is designated by the Trust for the purposes of membership of the Trust.

32.7 Register of Designated Volunteer Schemes

32.7.1 The register shall contain the names of each volunteer scheme which is designated by the Trust for the purposes of membership of the Trust.

33. Registers – inspection and copies

33.1 The Trust shall make the registers specified in paragraph 32 above available for inspection by members of the public, except in the circumstances set out in paragraphs 33.2 to 33.4 below or as otherwise prescribed by regulations.

33.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of any member if the member so requests.

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

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

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

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

34. Documents available for public inspection

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

34.1.1 a copy of the current Constitution

34.1.2 a copy of the latest annual accounts and of any report of the Auditor on them; and

34.1.3 a copy of the latest annual report.

34.2 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:

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

34.2.2 a copy of any report laid under s.65D (appointment of trust special administrator) of the 2006 Act

34.2.3 a copy of any information published under s.65D (appointment of trust special administrator) of the 2006 Act

34.2.4 a copy of any draft report published under s.65F (administrator's draft report) of the 2006 Act

34.2.5 a copy of any statement provided under s.65F (administrator's draft report) of the 2006 Act

34.2.6 a copy of any notice published under s.65F (administrator's draft report), s.65G (consultation plan), s.65H (consultation requirements), s.65J (power to extend time), s.65KA (NHSE's decision), s.65KB

(Secretary of State's response to NHSE's decision), s.65KC (action following Secretary of State's rejection of final report) or s.65KD (Secretary of State's response to re-submitted final report) of the 2006 Act

- 34.2.7** a copy of any statement published or provided under s.65G (consultation plan) of the 2006 Act
- 34.2.8** a copy of any final report published under s.65I (administrator's final report) of the 2006 Act
- 34.2.9** a copy of any statement published under s.65J (power to extend time) or s.65KC (action following Secretary of State's rejection of final report) of the 2006 Act and
- 34.2.10** a copy of any information published under s.65M (replacement of trust special administrator) of the 2006 Act.
- 34.3** Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.
- 34.4** If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

35. Auditor

- 35.1** The Trust shall have an Auditor.
- 35.2** The Council of Governors shall appoint or remove the Auditor at a general meeting of the Council of Governors.

36. Audit Committee

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

37. Accounts

- 37.1** The Trust must keep proper accounts and proper records in relation to the accounts.
- 37.2** NHSE may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.
- 37.3** The accounts are to be audited by the Auditor.
- 37.4** The Trust shall prepare in respect of each Financial Year annual accounts in such form as NHSE may with the approval of the Secretary of State direct.
- 37.5** The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.
- 37.6** The Trust shall:
 - 37.6.1** lay a copy of the annual accounts, and any report of the auditor on them, before Parliament
 - 37.6.2** send copies of those documents to NHSE within such period as NHSE may direct; and
 - 37.6.3** send copies of any accounts prepared pursuant to paragraph 37.2, and any report of an auditor on them to NHSE within such period as NHSE may direct.

38. Annual report and forward plans and non-NHS work

- 38.1** The Trust shall prepare annual reports and send them to NHSE.
- 38.2** The reports shall give information on:

- 38.2.1** the impact that income received by the Trust otherwise than from the provision of goods and services for the purposes of the health service in England has had on the provision by the Trust of goods and services for those purposes.
- 38.2.2** any steps taken by the Trust to secure that (taken as a whole) the actual membership of its Public Constituency is representative of those eligible for such membership;
- 38.2.3** any exercise by the Council of Governors of its power to require a Director to attend a meeting;
- 38.2.4** the Trust's policy on pay, on the work of the committee of Non-Executive Directors established to decide the remuneration and allowances and the other terms and conditions of office of the executive Directors, and on such other procedures as the Trust has on pay;
- 38.2.5** the remuneration of the Directors and on the expenses of the Governors and the Directors; and
- 38.2.6** any other information NHSE requires.
- 38.3** The Trust shall comply with any decision NHSE makes as to:
 - 38.3.1** the form of the reports
 - 38.3.2** when the reports are to be sent to it; and
 - 38.3.3** the periods to which the reports are to relate.
- 38.4** The Trust shall give information to NHSE as to its forward planning in respect of each Financial Year. The document containing the information with respect to forward planning shall be prepared by the Board of Directors who in doing so shall have regard to the views of the Council of Governors.
- 38.5** The forward planning information shall include information about
 - 38.5.1** the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on, and
 - 38.5.2** the income it expects to receive from doing so.
- 38.6** Where the forward planning information contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 38.5.1 the Council of Governors must:
 - 38.6.1** determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions, and
 - 38.6.2** notify the Board of Directors of its determination.
- 38.7** The Trust may not implement a proposal for carrying on activities of a kind mentioned in sub-paragraph 38.5.1 if the Council of Governors has:
 - 38.7.1** determined that it is not 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
 - 38.7.2** has notified the Board of Directors of that determination.
- 38.8** If the Trust 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 purpose of the health service in England, the Trust may implement the proposal only if more than half of the members of the Council of Governors voting approve its implementation.

39. Mergers etc., and Significant Transactions

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

- 39.2** The Trust may enter into a Significant Transaction only if more than half of the members of the Council of Governors voting approve entering into the transaction.
- 39.3** "Significant Transaction" means:
- 39.3.1** the acquisition of, or an agreement to acquire, whether contingent or not, assets the value of which is more than 25% of the value of the Trust's gross assets before the acquisition; or
- 39.3.2** the disposition of, or an agreement to dispose of, whether contingent or not, assets of the Trust the value of which is more than 25% of the value of the Trust's gross assets before the disposition; or
- 39.3.3** a transaction that has or is likely to have the effect of the Trust acquiring rights or interests or incurring obligations or liabilities, including contingent liabilities, the value of which is more than 25% of the value of the Trust's gross assets before the transaction.
- 39.4** For the purpose of this paragraph 39:
- 39.4.1** "gross assets" means the total of fixed assets and current assets
- 39.4.2** in assessing the value of any contingent liability for the purposes of sub-paragraph 39.3.3, the Directors:
- 39.4.3** must have regard to all circumstances that the Directors know, or ought to know, affect, or may affect, the value of the contingent liability; and
- 39.4.4** may rely on estimates of the contingent liability that are reasonable in the circumstances; and
- 39.4.5** may take account of the likelihood of the contingency occurring.

40. Meetings of Council of Governors to consider annual accounts and reports

- 40.1** The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:
- 40.1.1** the annual accounts
- 40.1.2** any report of the Auditor on them; and
- 40.1.3** the annual report.

41. Annual Members' Meeting

- 41.1** The Trust shall hold an annual meeting for its members and members of the public each year. This meeting may be combined with the general meeting of the Council of Governors referred to in paragraph 40.
- 41.2** At least one Director shall attend the meeting and present the following documents to the members at the meeting:
- 41.2.1** the annual accounts
- 41.2.2** any report of the auditor on them; and
- 41.2.3** the annual report.

42. Amendment of the Constitution

- 42.1** The Trust may make amendments to this Constitution only if:
- 42.1.1** more than half of the members of the Council of Governors voting approve the amendments; and

- 42.1.2** more than half of the members of the Board of Directors voting approve the amendments.
- 42.2** Amendments take effect as soon as the conditions in paragraph 42.1 are satisfied, but an amendment shall have no effect in so far as the Constitution would, as a result of the amendment, not accord with Schedule 7 of the 2006 Act.
- 42.3** The Trust shall inform NHSE of amendments to the Constitution.
- 42.4** Where an amendment has been made to this Constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust), at least one Governor shall attend the next annual public meeting to be held, at which the Governor shall present the amendment and the members shall be entitled to vote on whether they approve the amendment.
- 42.5** If more than half the members voting approve the amendment, the amendment shall continue to have effect; otherwise, it shall cease to have effect and the Trust shall take such steps as are necessary as a result.

43. Instruments

- 43.1** The Trust shall have a seal.
- 43.2** The seal shall not be affixed except under the authority of the Board of Directors.

44. Indemnity

- 44.1** Members of the Council of Governors and Board of Directors who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their board functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust.
- 44.2** The Trust may take out insurance either through the NHS Litigation Authority or otherwise in respect of Directors' and officers' liability, including liability arising by reason of the Trust acting as a corporate trustee of an NHS charity.

45. Dispute Resolution

- 45.1** In the event of any dispute between the Council of Governors and the Board of Directors:
- 45.1.1** in the first instance the Chair on the advice of the Secretary, and such other advice as the Chair may see fit to obtain, shall seek to resolve the dispute
- 45.1.2** if the Chair is unable to resolve the dispute he or she shall appoint a special committee comprising equal numbers of Directors and Governors to consider the circumstances and to make recommendations to the Council of Governors and the Board of Directors with a view to resolving the dispute; and
- 45.1.3** if the recommendations (if any) of the special committee are unsuccessful in resolving the dispute, the Chair may refer the dispute back to the Board of Directors who shall make the final decision.

ANNEX 1

The Public Constituency

(Paragraph 6)

PUBLIC CONSTITUENCIES OF THE TRUST

NAME OF CONSTITUENCY	AREA	MINIMUM NUMBER OF MEMBERS	NUMBER OF GOVERNORS
Wokingham	All electoral wards within Wokingham District Council area	220	3
Bracknell	All electoral wards within Bracknell Forest Borough Council area	220	3
Slough	All electoral wards within Slough Borough Council area	220	3
Reading	All electoral wards within Reading Borough Council area	220	3
West Berkshire	All electoral wards within West Berkshire Council area	220	3
Windsor & Maidenhead	All electoral wards within Windsor & Maidenhead Royal Borough Council area	220	3
Rest of England	England other than the six areas noted above	50	1
	Minimum Membership	1,370	
	Public Governors		19

ANNEX 2

The Staff Constituency

(Paragraph 7)

1. Staff Constituency: Classes

- 1.1** There shall be two classes of staff members as follows:
 - 1.1.1** Staff members who are employed by the Trust as: Nurses; Nursing Assistants; Doctors (including those with provisional registration); Pharmacists; Psychologists; Psychotherapists; Occupational Therapists; Speech Therapists; and other Allied Health Professionals, will be Assigned to the “Clinical Staff Class”;
 - 1.1.2** Finance, Human Resources, Information Technology, Facilities and Estates and Administration & Clerical staff who are employed by the Trust will be Assigned to the “Non Clinical Staff Class”; and
- 1.2** Trust Subcontractors and Volunteers will be Assigned to the “Non Clinical Staff Class”.
- 1.3** The minimum number of members required for each staff class shall be:
 - 1.3.1** Clinical Staff Class – 500
 - 1.3.2** Non Clinical Staff Class – 500
- 1.4** Individuals who are eligible to be a member of the Staff Constituency may not become or continue as a member of more than one staff class, and individuals who are eligible to join more than one staff class shall be allocated to the staff class for which they are primarily employed.

ANNEX 3

Composition of Council of Governors

(Paragraph 9)

1. Composition

- 1.1 The Council of Governors shall comprise:
 - 1.1.1 19 Public Governors;
 - 1.1.2 4 Staff Governors comprised of the following:
 - 1.1.2.1 2 being elected by the "Clinical Staff Class "
 - 1.1.2.2 2 being elected by the "Non Clinical Staff Class"
 - 1.1.3 6 Local Authority Governors; and
 - 1.1.4 3 Other Partnership Governors.
- 1.2 The number of Public Governors is to be more than half of the total membership of the Council of Governors.
- 1.3 The following organisations ("Partnership Organisations") are specified for the purposes of sub-paragraph 9(7) of Schedule 7 to the 2006 Act and may each appoint one member of the Council of Governors:
 - 1.3.1 The University of Reading, of Whiteknights, PO Box 217, Reading, Berkshire, RG6 6AH, a university currently incorporated by Royal Charter granted on 1 February 1926 (the "University of Reading");
 - 1.3.2 The Alzheimer's Society, a registered charity and company limited by guarantee who is registered on the Central Register of Charities under registration number 296645 and who is incorporated in England under Company Number 02115499 and whose registered address is Gordon House, 10 Greencoat Place, London SW1P 1PH (the "Society"); and
 - 1.3.3 British Red Cross Society (Thames Valley), a registered charity with number 220949 of John Nike House, 90 Eastern Avenue, Reading RG1 5SF ("British Red Cross").

2. Appointed Governors

- 2.1 Local Authority Governors
 - 2.1.1 Bracknell Forest Borough Council, Windsor & Maidenhead Royal Borough Council, Slough Borough Council, Reading Borough Council, Wokingham District Council, and West Berkshire Council their successor organisations may each appoint one Local Authority Governor by notice in writing Signed by the leader of the relevant Council or a member of the relevant Council executive, and delivered to the Secretary.
- 2.2 Other Partnership Governors
 - 2.2.1 The University of Reading may appoint one Other Partnership Governor by notice in writing signed by the Vice Chancellor or a Pro Vice Chancellor of the University of Reading and delivered to the Secretary;
 - 2.2.2 British Red Cross may appoint one Other Partnership Governor by notice in writing Signed by the Chief Executive of British Red Cross and delivered to the Secretary; and

2.2.3 The Society may appoint one Other Partnership Governor by notice in writing signed by the Chief Executive of the Society and delivered to the Secretary.

ANNEX 4

The Model Election Rules

(Paragraph 10)

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 (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 their 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 their 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 their qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

13. Signature of candidate

- 13.1 The nomination form must be signed and dated by the candidate, in a manner prescribed by the returning officer, indicating that:
- (a) they wish to stand as a candidate,
 - (b) their declaration of interests as required under rule 11, is true and correct, and
 - (c) their declaration of eligibility, as required under rule 12, is true and correct.
- 13.2 Where the return of nomination forms in an electronic format is permitted, the returning officer shall specify the particular signature formalities (if any) that will need to be complied with by the candidate.

14. Decisions as to the validity of nomination

- 14.1 Where a nomination form is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer:
- (a) decides that the candidate is not eligible to stand,
 - (b) decides that the nomination form is invalid,
 - (c) receives satisfactory proof that the candidate has died, or
 - (d) receives a written request by the candidate of their withdrawal from candidacy.
- 14.2 The returning officer is entitled to decide that a nomination form is invalid only on one of the following grounds:
- (a) that the paper is not received on or before the final time and date for return of nomination forms, as specified in the notice of the election,
 - (b) that the paper does not contain the candidate's particulars, as required by rule 10;
 - (c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 11,
 - (d) that the paper does not include a declaration of eligibility as required by rule 12, or
 - (e) that the paper is not signed and dated by the candidate, if required by rule 13.
- 14.3 The returning officer is to examine each nomination form as soon as is practicable after he or she has received it and decide whether the candidate has been validly nominated.
- 14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.
- 14.5 The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.

15. Publication of statement of candidates

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

15.2 The statement must show:

- (a) the name, 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 them 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 their 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 their 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 their vote using the text message voting system.

20. The ballot paper

- 20.1 The ballot of each voter (other than a voter who casts their 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 their 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 their declaration of identity with their 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 their 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 their 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 their 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 their 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 their voter ID number in order to be able to cast their 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 their 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 their 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 their 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 spoiled 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 their 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 their 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 their 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 their 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 their 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 their vote.
- 33.5 The voter will not be able to access the internet voting system for an election once their vote at that election has been cast.

34. Voting procedure for remote voting by telephone

- 34.1 To cast their 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 their 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 their 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 their vote at that election has been cast.

35. Voting procedure for remote voting by text message

- 35.1 To cast their 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 their 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)¹

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
- (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

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

- (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 spoilt ballot papers and the list of spoilt 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 them under each of the subparagraphs (a) to (d) of rule STV44.1 and the number of text voting records rejected by them 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).

- STV9.2 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 or she 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 or she 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 chair of the NHS Trust, or
 - (ii) in any other case, to the chair of the corporation; and
- (c) give public notice of the name of each candidate 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 chair of the NHS Trust, or
 - (ii) in any other case, to the chair of the corporation, and
- (c) give public notice of the name of each candidate who 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 chair 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 spoiled ballot papers and the list of spoiled 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 chair 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 their 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 them 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 chair 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 their 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 their own services voluntarily, on their 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.

ANNEX 5

Standing Orders for the Practice and Procedure of the Council of Governors

(Paragraph 16)

1. Interpretation and Definitions

- 1.1 Save as otherwise permitted by law, the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which he or she should be advised by the Chief Executive and Secretary).
- 1.2 Terms used in these Standing Orders have the meaning given to them in the Constitution.
- 1.3 Words importing the masculine gender include the feminine gender and vice versa.

2. Meetings of the Council of Governors

- 2.1 Admission of the Public, Press and Observers
 - 2.1.1 The public and representatives of the Press shall be afforded reasonable facilities to attend all meetings of the Council of Governors except where it resolves that members of the public and representatives of the Press be excluded from all or part of a meeting on the grounds that:
 - 2.1.1.1 any publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or
 - 2.1.1.2 for other reasons stated in the resolution and arising from the nature of the business or the proceedings that the Council of Governors believe are special reasons for excluding the public from the meeting in accordance with the Constitution.
 - 2.1.1.3 Nothing in these Standing Orders shall require the Council of Governors to allow members of the public and representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Council of Governors.
 - 2.1.1.4 In the event that the public and press are admitted to all or part of a meeting, the Chair (or other person presiding) shall give such directions as he or she thinks fit in regard to the arrangements for meetings and accommodation of the public and press so as to ensure that the Council's business shall be conducted without interruption and disruption. The public and the press shall be required to withdraw upon the Council resolving "that in the interests of public order the meeting adjourn for (period to be specified) to enable the Council to complete its business without the presence of the public".
 - 2.1.1.5 The Trust may make such arrangements from time to time as it sees fit with regards to extending of invitations to observers to attend and address the Council.
- 2.2 Calling Meetings
 - 2.2.1 Meetings of the Council of Governors shall be held at such times and places **and of such format including in person, by using electronic communication or hybrid**, as the Council of Governors may determine and there shall be at least four meetings in any year including:
 - 2.2.1.1 an annual meeting no later than the 30 September in each year apart from the first year, when the Council of Governors are to receive and consider the annual accounts, any report by the Auditor and the annual report; and
 - 2.2.1.2 any other meetings required of the Governors in order to fulfil their functions in accordance with the Constitution.

- 2.2.2** The Secretary may call a meeting of the Council of Governors at any time. If the Secretary refuses to call a meeting after a requisition for that purpose, signed by at least one third of the whole number of the Governors and specifying the business to be transacted at the meeting, has been presented to them, or if, without so refusing, the Secretary does not call a meeting within 5 Clear Days after such requisition has been presented to them at the Trust's Headquarters, such one third or more of the Governors may forthwith call a meeting for the purpose of conducting that business.
- 2.3** Notice of Meetings
- 2.3.1** Before each meeting of the Council of Governors, a notice of the meeting specifying the general nature of the business proposed to be transacted at it and signed by the Chair or by an officer authorised by the Chair to sign on their behalf, shall be sent via email to the usual email address, or sent by post to the usual place of residence, of every Governor, so as to be available to them at least 10 Clear Days before the meeting save in the case of emergencies.
- 2.3.2** Before each meeting of the Council of Governors a public notice of the time and place, **and if appropriate remote access/electronic communications arrangements**, of the meeting, and if possible the public part of the agenda, shall be advertised on the Trust's website at least seven days before the meeting, save in the case of emergencies.
- 2.3.3** Want of service of the notice on any one Governor shall not affect the validity of a meeting but failure to serve such a notice on more than three Governors will invalidate the meeting. A notice (including a notice sent by email) shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of posting.
- 2.3.4** In the case of a meeting called by Governors in default of the Chair, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified in the requisition.
- 2.3.5** Agendas will be sent to Governors before the meeting and supporting papers, whenever possible, shall accompany the Agenda, but will certainly be despatched no later than three Clear Days before the meeting, save in the case of emergencies.
- 2.4** Annual Meeting
- 2.4.1** The Council of Governors shall hold an annual meeting of the Council of Governors in every calendar year so that there are no more than fifteen calendar months between one meeting and the next and shall present to that meeting:
- 2.4.1.1** A report on the proceedings of its meetings held since the last annual meeting.
- 2.4.1.2** A report on the progress since the last annual meeting in developing the membership strategy including the steps taken to ensure that the actual membership is fully representative of the persons who are eligible to be members under the Constitution.
- 2.4.1.3** A report on any change to the composition or membership of the Council of Governors which has taken place since the last annual meeting; and
- 2.4.1.4** A report containing such comments as it wishes to make regarding the performance of the Trust and the accounts of the Trust for the preceding financial year and the future service development plans of the Trust.
- 2.5** Setting the Agenda
- 2.5.1** The Council of Governors may determine that certain matters shall appear on every Agenda for a meeting and shall be addressed prior to any other business being conducted.
- 2.5.2** A member of the Council of Governors desiring a matter to be included on an Agenda, including a formal proposition for discussion and voting on at a meeting, shall make their request in writing to the Chair at least 10 Clear Days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. The Chair shall include on the Agenda any matter contained in a request

received at least 10 Clear Days before the meeting. Requests made less than 10 Clear Days before a meeting may be included on the Agenda at the discretion of the Chair.

2.6 Petitions

2.6.1 Where a petition has been received by the Trust, the Chair shall include the petition as an item for the Agenda of the next Council of Governors meeting.

2.7 Chair of Meeting

2.7.1 At any Council of Governors meeting, the Chair if present, shall preside.

2.7.2 If the Chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest the Deputy Chair shall preside.

2.7.3 If the Vice Chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, another Non-Executive Director as shall be appointed by the Council of Governors shall preside.

2.7.4 If all the Non-Executive Directors are absent or are incapable of taking part on the grounds of a conflict of interest, a Governor shall be appointed by the Council of Governors to preside.

2.8 Agenda Proposals

2.8.1 Where a Governor has requested inclusion of a matter on the Agenda in accordance with Standing Order 2.5.2 above as a matter to be formally proposed for discussion and voting on at the meeting, the provisions of this Standing Order 2.8 shall apply in respect of the proposition:

2.8.2 The mover of the proposition shall have a right of reply at the close of any discussion on the proposition or any amendment thereto.

2.8.3 When a proposition is under discussion or immediately prior to discussion it shall be open to a Governor to move:

2.8.3.1 an amendment to the proposition.

2.8.3.2 the adjournment of the discussion or the meeting.

2.8.3.3 that the meeting proceed to the next business.

2.8.3.4 the appointment of an ad hoc committee to deal with a specific item of business.

2.8.3.5 that the motion be now put.

2.8.3.6 that the public be excluded from the meeting in relation to the discussion concerning the proposition under Standing Order 4.1.1.

2.8.4 In the case of sub-paragraphs 2.8.3.3 and 2.8.3.5.5 above, to ensure objectivity these matters may only be put by a Governor who has not previously taken part in the debate and who is eligible to vote.

2.8.5 No amendment to the proposition shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the proposition.

2.8.6 Subject to paragraph 2.9.1, the mover of a proposition shall have a maximum of five minutes to move and three minutes to reply. Once a proposition has been moved, no other Governor shall speak more than once or for more than three minutes.

2.9 Chair's Ruling

2.9.1 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 Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be final.

2.10 Voting

- 2.10.1** A Governor may not vote at a meeting of the Council of Governors unless he or she has made a declaration in the form specified within Schedule A of these Standing Orders, that he or she is a member of the constituency which elected them and is not prevented from being a member of the Council of Governors by paragraph 8 of Schedule 7 to the 2006 Act or under the Constitution. Such declaration must be dated at least 7 Clear Days prior to the commencement of the meeting.
- 2.10.2** Except as stated otherwise in the constitution or these Standing Orders, every question at a meeting shall be determined by a majority of the votes of the Governors present and voting on the question.
- 2.10.3** All questions put to the vote shall, at the discretion of the Chair 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. In the event of a meeting held using electronic communication, an electronic voting facility will be made available, including when appropriate, the facility for holding a secret ballot.**
- 2.10.4** Whoever is Chair of the meeting of the Council of Governors shall in the case of an equality of votes on any question or proposal have a casting vote.
- 2.10.5** If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.
- 2.10.6** If a Governor so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).
- 2.10.7** A Governor may only vote if present **(either in person or by electronic communication)** at the time of the vote on which the question is to be decided; no Governor may vote by proxy.
- 2.10.8** Any matter which could be decided by the Council of Governors in a meeting may be determined by written resolution. A written resolution shall, with any accompanying papers which are relevant, describe the matter to be decided and provide for Governors to sign the resolution to confirm their agreement. A written resolution may comprise identical documents sent to all Governors, each to be signed by a Governor, or one document to be signed by all Governors. A written resolution shall be passed only when at least a majority of the Governors, including a majority of Governors who are members of the public constituency of the Trust, approve the resolution in writing within the timescale imposed in such a notice. The Secretary shall keep records of all written resolutions.
- ## 2.11 Minutes
- 2.11.1** The Minutes of the proceedings of a meeting shall be drawn up by the Secretary and submitted for agreement at the next ensuing meeting where they will be signed by the Chair presiding at it.
- 2.11.2** No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- ## 2.12 Suspension of Standing Orders
- 2.12.1** Except where this would contravene any provision of the Regulatory Framework, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Governors are present, there is a majority of Governors who are members of the public constituency of the Trust, and that a majority of those present vote in favour of suspension.
- 2.12.2** A decision to suspend the Standing Orders shall be recorded in the minutes of the meeting.
- 2.12.3** A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and Governors.
- 2.12.4** No formal business may be transacted while Standing Orders are suspended.
- ## 2.13 Variation and Amendment of Standing Orders

2.13.1 These Standing Orders shall be amended only if:

2.13.1.1 a notice of proposal under Standing Order 4.5.2 has been given; and

2.13.1.2 at least half the total number of Governors vote in favour of amendment; and

2.13.1.3 the variation proposed does not contravene a provision of the Regulatory Framework.

2.14 Record of Attendance

2.14.1 The names of the Chair and Governors present at the meeting shall be recorded in the minutes.

2.15 Quorum

2.15.1 No business shall be transacted at a meeting unless at least one third of all the Governors are present, including at least one third of the Public Governors.

2.15.2 If at any meeting there is no quorum present within 30 minutes of the time fixed for the start of the meeting, the meeting shall stand adjourned for at least five Clear Days and upon reconvening, those present shall constitute a quorum.

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

2.16 Meetings: Electronic Communication

2.16.1 In this Standing Order “communication” and “electronic communication” shall have the meanings set out in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.

2.16.2 A Governor in electronic communication with the Chair and all other parties to a meeting of the Council of Governors or of a committee or sub-committee of the Governors shall be regarded for all purposes as personally attending such a meeting provided that, but only for so long as, at such a meeting he or she has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.

2.16.3 A meeting at which one or more of the Governors attends by way of electronic communication is deemed to be held at such a place as the Governors shall at the said meeting resolve. In the absence of such a resolution, the meeting shall be deemed to be held at the place (if any) where a majority of the Governors attending the meeting are physically present, or in default of such a majority, the place at which the Chair of the meeting is physically present.

2.16.4 Meetings held in accordance with this Standing Order are subject to requirements in respect of quorum. For such a meeting to be valid, a quorum MUST be present and maintained throughout the meeting.

2.16.5 The Minutes of a meeting held in this way MUST state that it was held by electronic communication and that the Governors were all able to hear each other and were present throughout the meeting.

3. Lead Governor and Deputy Lead Governor

3.1 The Governors shall appoint a Lead Governor and a Deputy Lead Governor at the first meeting of the Council of Governors and at each annual meeting of the Council of Governors thereafter.

3.2 Without prejudice to the right of any Governor to communicate directly with NHSE, the Lead Governor will be the point of contact between NHSE and the Council of Governors.

3.3 Without prejudice to the rights of any Governor to communicate directly with the Chair, the Lead Governor shall be responsible for receiving from Governors and communicating to the Chair any

comments, observations and concerns expressed to them by Governors (other than at meetings of the Council of Governors) regarding the performance of the Trust or any other serious or material matter relating to the Trust or its business

- 3.4** The Deputy Lead Governor shall be responsible for supporting the Lead Governor in their role and for performing the responsibilities of the Lead Governor whenever he or she is known to be unavailable.
- 3.5** Each Governor shall communicate any comment, observation or concern which he or she may have to the Lead Governor in the first instance and only to the Deputy Lead Governor if the Lead Governor is known to be unavailable.
- 3.6** The Lead Governor and Deputy Lead Governor shall be elected by, and from amongst, the Governors who have been elected as Governors from the public constituency of members.
- 3.7** The Lead Governor and the Deputy Lead Governor so appointed shall hold office until the next annual meeting of the Council of Governors but shall be eligible for re-appointment at that time.
- 3.8** Nominations forms for appointment as Lead Governor and Deputy Lead Governor shall be sent out not less than 15 Clear Days prior to the annual meeting of the Council of Governors. Each nomination shall be made in writing by the Governor seeking appointment and must be returned to the principal place of business of the Trust addressed to the Secretary to arrive not less than three Clear Days before the meeting.
- 3.9** There shall be separate forms of nomination for appointment to the position of Lead Governor and the position of Deputy Lead Governor and eligible Governors may be nominated for both positions.
- 3.10** In the event of there being two or more nominations for either appointment a secret ballot shall be held of all the Governors present at the meeting with each Governor present having one vote for each contested appointment.
- 3.11** The meeting shall adjourn while the ballot is taken and the Governor whose nomination receives the largest number of votes for each position shall be appointed.
- 3.12** In the event of an equality of votes the Chair of the meeting shall have a casting vote.
- 3.13** If a Governor shall receive the largest number of votes for appointment as both Lead Governor and Deputy Lead Governor that Governor shall be appointed as Lead Governor and the Governor who received the second largest number of votes for the position of Deputy Lead Governor shall be appointed as Deputy Lead Governor
- 3.14** The result of the ballot shall be announced at the meeting.

4. Committees

- 4.1** The Council of Governors may appoint committees of the Council of Governors to assist it in the proper performance of its functions under the Regulatory Framework, consisting wholly or partly of the Chair and Governors. The Council of Governors may appoint to such committees, persons who are neither Governors, nor Directors or Officers of the Trust.
- 4.2** Each such committee shall have such terms of reference and powers and be subject to such conditions as the Council of Governors shall decide and shall be in accordance with the Regulatory Framework and any guidance issued by NHSE, but the Council of Governors shall not delegate to any committee any of the powers or responsibilities which are to be exercised by the Council of Governors at a formal meeting. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 4.3** **The Council of Governors shall approve the members of the Council of Governors' Appointments and Remuneration Committee.**
- 4.4** A committee appointed under Standing Order 4 may, subject to approval given by the Council of Governors, appoint sub-committees consisting wholly or partly of members of the committee. Where committees are authorised to establish sub-committees, they may not delegate their powers to the sub-committee unless expressly authorised by the Council of Governors.

- 4.5** These Standing Orders, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Council of Governors (and to sub-committees established with the approval of the Council of Governors) with the terms “Chair” to be read as a reference to the Chair of the committee, and the term “Governor” to be read as a reference to a member of the committee as the context permits.
- 4.6** Any Committee or Sub-Committee established under this Standing Order 4 may call upon outside advisers to assist them with their tasks, subject to the advance agreement of the Board of Directors. Any conflict arising between the Council of Governors and the Board of Directors under this paragraph shall be determined in accordance with the Dispute Resolution Procedure as set out at Paragraph 45 of the Constitution.
- 4.7** Where the Council of Governors is required to appoint persons to a committee to undertake statutory functions, and where such appointments are to operate independently of the Council of Governors, such appointments shall be made in accordance with applicable statute and regulations and with guidance issued by NHSE.
- 4.8** Where the Council of Governors determines that persons who are neither Governors, nor Directors or Officers of the Trust, shall be appointed to a committee, the terms of such appointment shall be determined by the Council of Governors subject to the payment of travelling expenses and other allowances being in accordance with such sum as may be determined by the Board of Directors.
- 4.9** If the Board of Directors agrees, the Council of Governors may appoint Governors to serve on joint committees with the Board of Directors or committees of the Board of Directors. Where Governors are appointed to committees of the Board of Directors they shall have observer status only.

5. Declarations of Interests and Register of Interests

5.1 Declaration of Interests

5.1.1 The Regulatory Framework requires each Governor to declare to the Secretary:

5.1.1.1 any actual or potential, direct or indirect, financial interest which is material to any discussion or decision they are involved or likely to be involved in making as described in Standing Orders 5.2.2, 5.2.3 and 5.2.6; and

5.1.1.2 any actual or potential, direct or indirect, non-financial professional interest, which is material to any discussion or decision they are involved or likely to be involved in making, as described in Standing Orders 5.2.4 and 5.2.6; and

5.1.1.3 any actual or potential, direct or indirect, non-financial personal interest, which is material to any discussion or decision they are involved or likely to be involved in making, as described in Standing Order 5.2.5 and 5.2.6.

5.1.2 Such a declaration shall be made either at the time of the Governor’s election or appointment or as soon thereafter as the interest arises, but within five Clear Days of becoming aware of the existence of that interest, and in a form prescribed by the secretary which shall be included as Schedule B.

5.1.3 In addition, if a Governor is present at a meeting of the Council of Governors and has an interest of any sort in any matter which is the subject of consideration, he or she shall at the meeting and as soon as practicable after its commencement disclose the fact and the Chair shall then decide what action to take. This may include excluding the Governor from discussions on the matter and/or prohibiting the Governor from voting on any question with respect to the matter. Subject to Standing Order 5.2.3, if a Governor has declared a financial interest (as described in Standing Order 5.2.2) he or she shall not take part in the consideration or discussion of the matter.

5.1.4 Any interest declared at a meeting of the Council of Governors and subsequent action taken should be recorded in the minutes of the Council of Governor’s meeting at which the interest was declared. Any changes in interests should be officially declared at the next relevant meeting following the change occurring.

5.1.5 This Standing Order 7 applies to any committee, sub-committee or joint committee of the Council of

Governors and applies to any member of any such committee, sub-committee, or joint committee (whether or not he or she is also a Governor).

5.1.6 Governors' interests will be disclosed in the Trust's Annual Report, at least to comply with the Financial Reporting Manual as published by NHSE but the Annual Report may also refer to the published declaration of interests of Governors.

5.2 Nature of Interests

5.2.1 Interests which should be regarded as "material" are ones which a reasonable person would take into account when making a decision regarding the use of taxpayers' money because the interest has relevance to that decision. Material interests are to be interpreted in accordance with guidance issued by NHSE.

5.2.2 A financial interest is where a Governor may receive direct financial benefits (by either making a gain or avoiding a loss) from the consequences of a decision of the Council of Governors. This could include:

5.2.2.1 directorships, including Non-Executive Directorships held in another organisation which is doing, or is likely to do business with an organisation in receipt of NHS funding; or

5.2.2.2 employment in an organisation which is doing, or is likely to do business with an organisation in receipt of NHS funding; or

5.2.2.3 a shareholding, partnerships, ownership or part ownership of an organisation which is doing or is likely to do business with an organisation in receipt of NHS funding.

5.2.3 A Governor shall not be treated as having a financial interest in a matter by reason only:

5.2.3.1 of shares or securities held in collective investment or pensions funds or units of authorised unit trusts; or

5.2.3.2 of an interest in any company, body or person with which he or she is connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Governor in the consideration or discussion of or in voting on, any question with respect to that matter; or

5.2.3.3 of any travelling or other expenses or allowances payable to a Governor in accordance with the Constitution.

5.2.4 A non-financial professional interest is where a Governor may obtain a non-financial professional benefit from the consequence of a decision that the Council of Governors makes, such as increasing their professional reputation or status or promoting their professional career. This could include situations where a Governor is:

5.2.4.1 an advocate for a particular group of patients; or

5.2.4.2 a clinician with a special interest; or

5.2.4.3 an active member of a particular specialist body; or

5.2.4.4 an advisor for the Care Quality Commission or National Institute of Health and Care Excellence.

5.2.5 A non-financial personal interest is where a Governor may benefit personally from a decision that the Council of Governors makes in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit. This could include where the Governor is:

5.2.5.1 a member of a voluntary sector board or has a position of authority within a voluntary sector organisation with an interest in health and/or social care; or

5.2.5.2 a member of a lobbying or pressure group with an interest in health and/or social care.

5.2.6 A Governor will be treated as having an indirect financial interest, non-financial professional interest or non-financial personal interest where he or she has a close association with another individual

who has a financial interest, a non-financial professional interest or a non-financial personal interest who would stand to benefit from a decision in which the Governor is involved in making. This includes material interests of:

- 5.2.6.1** close family members and relatives, including a spouse, partner, parent, child or sibling.
- 5.2.6.2** close friends and associates; and
- 5.2.6.3** business partners.
- 5.2.7** If Governors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including General Practitioners should also be considered.
- 5.3** Register of Governors
 - 5.3.1** The Register of Governors shall list the names of Governors, their category of membership of the Council of Governors, the dates defining their terms of office, and an address through which they may be contacted which may be the Secretary.
- 5.4** Register of Governors' Interests
 - 5.4.1** The Secretary shall keep a Register of Interests of Governors which shall contain the names of each Governor, whether he or she has declared any interest, and if so, the interest declared.

6. Standards of Business Conduct

- 6.1** Members of the Council of Governors shall comply with the Trust's Code of Conduct and any guidance issued by NHSE.

7. Appointments and Recommendations

- 7.1** A Governor shall not solicit for any person any appointment under the Trust or recommend any person for such appointment but this paragraph of this Standing Order shall not preclude a Governor from giving written testimonial of a candidate's ability, experience or character for submission to the Trust in relation to any appointment.
- 7.2** Informal discussions outside the Appointment Committee or Nominations Committee, whether solicited or unsolicited, should be declared to the panel or committee.
- 7.3** Candidates for any staff appointment under the Trust shall, when making such an application, disclose in writing to the Trust whether they are related to any Governor or the holder of any office within the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them liable to instant dismissal.
- 7.4** The Chair and every Governor shall disclose to the Chief Executive or their delegated officer any relationship between themselves and a candidate of whose candidature that Governor or Officer is aware. It shall be the duty of the Chief Executive or his delegated officer to report to the Council of Governors any such disclosure made.
- 7.5** On appointment, members of the Council of Governors should disclose to the Council of Governors whether they are related to any other member of the Council of Governors or holder of any office in the Trust.
- 7.6** Where the relationship to a member of the Council of Governors of the Trust is disclosed, Standing Order 5 shall apply.

8. Miscellaneous

- 8.1** The Secretary shall provide a copy of these Standing Orders to each Governor and endeavour to

ensure that each Governor understands their responsibilities within these Standing Orders.

- 8.2** These Standing Orders including all documents having effect as if incorporated in them shall be reviewed no less frequently than every two years and any resulting changes approved by the Board of Directors and the Council of Governors.
- 8.3** If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Council of Governors for action or ratification. All Governors have a duty to disclose any non-compliance with these Standing Orders to the Chair as soon as possible.

SCHEDULE A

Declaration to the Secretary of Berkshire Healthcare NHS Foundation Trust

A person may not stand for election to the Council of Governors as a public governor unless he or she has made a declaration in the form specified below of their qualification to vote as a member of the public constituency and is not prevented from being a member of the Council of Governors by paragraph 12 (disqualification and removal).

THE DECLARATION

I hereby declare that I am entitled to stand for election to the Council of Governors as a governor elected by the public constituency because I am a member of the public constituency and I am not prevented from being a member of the Council of Governors of the Trust by paragraph 8 of Schedule 7 to the National Health Service Act 2006, which states;

A person may not become or continue as a member of the Council of Governors if he or she:

- has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
- has made a composition or arrangement with, or granted a trust deed for, their creditors and has not been discharged in respect of it;
- has within the preceding five years 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 them.
- has within the preceding five years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a Health Service Body;
- he or she is a person whose tenure of office as the chair or as a member or director of a Health Service Body has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- he or she is a Director of the Trust, or a director, chair, or chief executive officer of another NHS Foundation Trust;
- he or she is a Governor of another NHS Foundation Trust which is considered by the Secretary, at their absolute discretion, to be in competition with the Trust;
- he or she has had their name removed from a list maintained under regulations pursuant to sections 91, 106, or 123 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and he or she has not subsequently had their name included in such a list; or
- he or she lacks capacity within the meaning of the Mental Capacity Act 2005 to carry out all the duties and responsibilities of a governor.

I further hereby declare that I am entitled to stand for election to the Council of Governors as a governor elected by the public constituency under the Constitution of the Trust.

Signed.....Name.....

Dated

SCHEDULE B

Prescribed Form of Declaration of Interests

Declaration to the Secretary of Berkshire Healthcare NHS Trust Foundation Trust

I hereby declare that I am at the date of this declaration a member of the [Public/Staff] constituency, and I am not prevented from being a member of the Council of Governors by reason of any provision of the Constitution.

I declare that I have read and fully understood the Standing Orders for Governors.

I fully understand the requirements to declare interests as outlined within the Standing Orders for Governors.

(Please delete either one or two below)

- 1 I confirm that I have no current interest to declare
- 2 I have the following interests to declare.

I agree to abide by the conditions outlined in the Standing Orders for Governors and to maintain updated information within the register of Governors interests as defined within the Standing Orders for Governors

Name

Date.....

Signature.....

ANNEX 6

Standing Orders for the Practice and Procedure of the Board of Directors

(Paragraph 28)

1. Interpretation and Definitions

- 1.1 Save as otherwise permitted by law, the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which he or she should be advised by the Chief Executive and Secretary).
- 1.2 Terms used in these Standing Orders have the meaning given to them in the Constitution.
- 1.3 Words importing the masculine gender include the feminine gender and vice versa.

2. The Trust Board

- 2.1 All business shall be conducted in the name of the Trust.
- 2.2 All funds received in trust shall be in the name of the Trust as corporate trustee.
- 2.3 In relation to Funds held on trust, powers exercised by the Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised as a Trust.
- 2.4 The Trust has the functions conferred on it by the Regulatory Framework. Accountability for charitable Funds held on trust is to be made to the Charity Commission. Accountability for non-charitable Funds held on trust is only to NHSE
- 2.5 The Trust has resolved that certain powers and decisions may only be exercised or made by the Board of Directors in formal session. These powers and decisions are set out in the Scheme of Delegation and have effect as if incorporated into the SOs.
- 2.6 **Removal of the Chair and other Non-Executive Directors**
 - 2.6.1 Removal of the Chair or another Non-Executive Director shall require approval of three-quarters of the members of the Council of Governors.
- 2.7 **Appointment and Powers of Deputy-Chair**
 - 2.7.1 For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chair, the Council of Governors may appoint a Non-Executive Director to be Vice-Chair for such period, not exceeding the remainder of his term as Non-Executive Director of the Trust, as the Council of Governors may specify on appointing them.
 - 2.7.2 Any Non-Executive Director so appointed may at any time resign from the office of Vice-Chair by giving notice in writing to the Council of Governors. The Council of Governors may thereupon appoint another Non-Executive Director as Vice Chair in accordance with the provisions of SO 2.12.3.
 - 2.7.3 Where the Chair of the Trust has died or has ceased to hold office, or where he or she has been unable to perform their duties as Chair owing to illness, conflict of interest or any other cause, the Deputy-Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be; and references to the Chair in these SOs shall, so long as there is no Chair able to perform their duties, be taken to include references to the Deputy - Chair. Where both the Chair and Vice Chair are unable to perform their duties owing to illness, conflict of interest or any other cause, another Non-Executive Director as may be appointed by the Council of Governors shall

act as Chair.

3. Meetings of the Trust

3.1 Admission of the Public and the Press

- 3.1.1** Meetings of the Board of Directors shall be open to the public, unless and to the extent that the Board of Directors has resolved that members of the public should be excluded from a meeting on the grounds that
- 3.1.1.1** any publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted; or
- 3.1.1.2** for other reasons stated in the resolution and arising from the nature of the business or the proceedings that the Board of Directors considers are special reasons for excluding the public from the meeting in accordance with the Constitution.
- 3.1.2** The public and representatives of the press shall be afforded reasonable facilities to attend all public events or meetings of the Board of Directors, including the Annual General Meeting.
- 3.1.3** The Chair shall give such directions as he or she thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Board of Directors business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted.
- 3.1.4** Nothing in these SOs shall require the Board of Directors 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 as they take place without the prior agreement of the Board of Directors.

3.2 Calling Meetings

- 3.2.1** Ordinary meetings of the Board of Directors shall be held at such times and places and in such format as the Board of Directors may determine.
- 3.2.2** The Chair may call a meeting of the Board of Directors at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of members of the Board of the Directors, and this has been presented to them, or if, without so refusing, the Chair does not call a meeting within 7 days after such requisition has been presented to them, at the Trust's Headquarters, such one third or more members of the Board of Directors may forthwith call a meeting.

3.3 Notice of Meetings

- 3.3.1** Before each meeting of the Board of Directors a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair, or by an Officer of the Trust authorised by the Chair to sign on his behalf, shall be delivered to every Director, or sent by post to the usual place of residence of every Director, so as to be available to them at least three Clear Days before the meeting.
- 3.3.2** In the case of a meeting called by Directors in default of the Chair, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice.
- 3.3.3** Want of service of the notice on any one member of the Board of Directors shall not affect the validity of a meeting.
- 3.3.4** In the event of an emergency giving rise to the need for an immediate meeting, SOs 3.3.1 to 3.3.4 shall not prevent the calling of such a meeting without the requisite three Clear Days' notice provided that every effort is made to make personal contact with every Director who is not absent from the United Kingdom and the Agenda for the meeting is restricted to matters arising in that emergency.

3.4 Agendas

- 3.4.1** Agendas and supporting papers will be sent to members of the Board of Directors at least three Clear Days before the meeting, save in emergency. Failure to serve such a notice on more than three members of the Board of Directors will invalidate the meeting. A notice shall be presumed to have been served one day after posting and in the case of by electronic communication on the day it is sent.
- 3.4.2** Before each public meeting of the Board of Directors a public notice of the time and place of the meeting, and the public part of the Agenda, shall be displayed at the Trust's Headquarters and on the Trust's website at least three Clear Days before the meeting.
- 3.4.3** Before holding a meeting, the Board of Directors will send a copy of the agenda (but not supporting papers) to the Council of Governors. The agenda sent to the Governors will include the business to be transacted in any private meeting of the Board of Directors.

3.5 Setting the Agenda

- 3.5.1** The Board of Directors may determine that certain matters shall appear on every Agenda for a meeting of the Trust and shall be addressed prior to any other business being conducted. (Such matters may be identified within these SOs).
- 3.5.2** A Director desiring a matter to be included on an Agenda shall make his request in writing to the Chair at least 14 Clear Days before the meeting, subject to SO3.3. The Chair shall include on the Agenda any matter contained in a request received at least 14 Clear Days before the meeting. Requests made less than 14 Clear Days before a meeting may be included on the Agenda at the discretion of the Chair. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information.

3.6 Petitions

- 3.6.1** Where a petition has been received by the Trust the Chair shall include the petition as an item for the Agenda of the next Board of Directors meeting.

3.7 Chair of Meeting

- 3.7.1** At any meeting of the Board of Directors, the Chair if present, shall preside. If the Chair is absent from the meeting the Vice Chair, if there is one and he or she is present, shall preside. If the Chair and Vice Chair are absent such Non-Executive Director (who is not also an Officer of the Trust) as the Directors present shall choose shall preside.
- 3.7.2** If the Chair is absent temporarily on the grounds of a declared conflict of interest the Vice Chair, if present, shall preside. If the Chair and Vice Chair are absent, or are disqualified from participating, such Non-Executive Director (who is not also an Officer of the Trust) as the Directors present shall choose shall preside.

3.8 Chair's Ruling

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

3.9 Notices of Motion

- 3.9.1** Subject to the provisions of SO 3.11 'Motions: Procedure at and during a meeting' and SO 3.12 'Motion to Rescind a Resolution', a member of the Board wishing to move or amend a motion shall send a written notice to the Chair.
- 3.9.2** The notice shall be delivered at least 14 Clear Days before the meeting. The Chair shall include in the agenda for the meeting all notices so received that are in order and permissible under these Standing Orders and the appropriate Regulations. Subject to SO 3.3.3, this Standing Order shall not prevent any motion being moved without notice on any business mentioned on the agenda for the

meeting.

3.10 Emergency Motions

3.10.1 Subject to the agreement of the Chair, and subject also to the provision of SO 3.11 'Motions: Procedure at and during a meeting', a Director of the Board may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.

3.11 Motions: Procedure at and during a meeting

3.11.1 Who may propose

3.11.1.1 A motion may be proposed by the Chair of the meeting or any Director of the Board present. It must also be seconded by another Director of the Board.

3.11.2 Contents of motions

3.11.2.1 The Chair may exclude from the debate at his discretion any such motion of which notice was not given on the notice summoning the meeting other than a motion relating to:

3.11.2.1.1 the reception of a report;

3.11.2.1.2 consideration of any item of business before the Board;

3.11.2.1.3 the accuracy of minutes;

3.11.2.1.4 that the Board proceed to next business;

3.11.2.1.5 that the Board adjourn;

3.11.2.1.6 that the question be now put.

3.11.3 Amendments to motions

3.11.3.1 A motion for amendment shall not be discussed unless it has been proposed and seconded.

3.11.3.2 Amendments to motions shall be moved relevant to the motion and shall not have the effect of negating the motion before the Board.

3.11.3.3 If there are a number of amendments, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved.

3.11.4 Rights of reply to motions

3.11.4.1 Amendments

3.11.4.1.1 The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment but may not otherwise speak on it.

3.11.4.2 Substantive/original motion

3.11.4.2.1 The member of the Board who proposed the substantive motion shall have a right of reply at the close of any debate on the motion.

3.11.5 Withdrawing a motion

3.11.5.1 A motion, or an amendment to a motion, once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

3.11.6 Motions once under debate

3.11.6.1 When a motion is under debate, no motion may be moved other than:

3.11.6.1.1 an amendment to the motion;

3.11.6.1.2 the adjournment of the discussion, or the meeting;

3.11.6.1.3 that the meeting proceed to the next business;

3.11.6.1.4 that the question should be now put;

3.11.6.1.5 the appointment of an 'ad hoc' committee to deal with a specific item of business;

3.11.6.1.6 that a member be not further heard.

3.11.6.2 In those cases where the motion is either that the meeting proceeds to the 'next business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a Director who has not taken part in the debate and who is eligible to vote.

3.11.6.3 If a motion to proceed to the next business or that the question be now put, is carried, the Chair should give the mover of the substantive motion under debate a right of reply, if not already exercised. The matter should then be put to the vote. Subject to paragraph 3.8, the mover of a motion shall have a maximum of five minutes to move and five minutes to reply. Once a motion has been moved, no Director shall speak more than once or for more than five minutes.

3.12 Motion to Rescind a Resolution

3.12.1 Notice of motion to 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 Director who gives it and also the signature of four other Directors, and before considering any such motion of which notice shall have been given, the Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.

3.12.2 When any such motion has been dealt with by the Board of Directors, it shall not be competent for any Director other than the Chair to propose a motion to the same effect within six months; however the Chair may do so if he or she considers it appropriate. This Standing Order 3.12.2 shall not apply to motions moved in pursuance of a report or recommendations of a committee or the Chief Executive.

3.13 Voting

3.13.1 Except as stated otherwise in the constitution or these Standing Orders, every question at a meeting shall be determined by a majority of the votes of the Directors present and voting on the question and, in the case of the number of votes for and against a motion being equal, the Chair of the meeting shall have a second or casting vote.

3.13.2 If the number of Non-Executive Directors (including the Chair) in a meeting of the Board of Directors is equal to the number of executive Directors, the Chair (and in his absence, the Deputy Chair), shall have a casting vote at meetings of the Board of Directors in accordance with these Standing Orders.

3.13.3 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands or by appropriate electronic means. A paper ballot may also be used if a majority of the Directors present so request.

3.13.4 If at least one-third of the Directors present so request, the voting (other than by paper ballot), on any question may be recorded to show how each Director present voted or abstained.

3.13.5 If a Director so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).

3.13.6 In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.

3.13.7 An Officer who has been appointed formally by the Board of Directors to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An Officer attending the Board of Directors to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.

3.14 Minutes

3.14.1 The minutes of the proceedings of a meeting shall be drawn up by the Secretary and submitted for agreement at the next ensuing meeting, where they will be signed by the person presiding at it.

3.14.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the meeting. Minutes shall be retained in the Chief Executive's office

3.14.3 Board minutes shall be circulated in accordance with Directors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public.

3.14.4 As soon as practicable after holding a meeting, the Board of Directors shall send a copy of the minutes of the meeting to the Council of Governors.

3.15 Suspension of Standing Orders

3.15.1 Any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Directors are present, including one Executive Director and one Non-Executive Director, and that a majority of those present vote in favour of suspension.

3.15.2 A decision to suspend SOs shall be recorded in the minutes of the meeting.

3.15.3 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Directors.

3.15.4 No formal business may be transacted while SOs are suspended.

3.15.5 The Audit Committee shall review every decision to suspend SOs.

3.16 Variation and Amendment of Standing Orders

3.16.1 These Standing Orders shall be amended only if:

3.16.1.1 relevant notice of a meeting has been served in accordance with SO3.3.

3.16.1.2 a notice of motion under SO 3.9 has been given.

3.16.1.3 a majority of Non-Executive Director vote in favour of amendment.

3.16.1.4 at least two-thirds of the Directors are present; and

3.16.1.5 the variation proposed does not contravene the Regulatory Framework, or any other statutory provisions.

3.17 Record of Attendance

3.17.1 The names of the Directors present at the meeting shall be recorded in the minutes.

3.18 Quorum

3.18.1 No business shall be transacted at a meeting of the Board of Directors unless at least one-third of the whole number of the Directors are present including at least one Executive Director and one Non-Executive Director and the Chair.

3.18.2 An Officer in attendance for an Executive Director but without formal acting up status may not count

towards the quorum.

3.18.3 If a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see SO7) he or she shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business. The above requirement for at least one Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board considers the recommendations of the Appointments and Remuneration Committee)

3.19 Meetings: Electronic Communication

3.19.1 In this Standing Order “communication” and “electronic communication” shall have the meanings set out in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.

3.19.2 A Director in electronic communication with the Chair and all other parties to a meeting of the Board of Directors or of a committee or sub-committee of the Directors shall be regarded for all purposes as personally attending such a meeting provided that, but only for so long as, at such a meeting he or she has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.

3.19.3 A meeting at which one or more of the Directors attends by way of electronic communication is deemed to be held at such a place as the Directors shall at the said meeting resolve. In the absence of such a resolution, the meeting shall be deemed to be held at the place (if any) where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the Chair of the meeting is physically present.

3.19.4 The Minutes of a meeting held in this way MUST state that it was held by electronic communication and that the Directors were all able to hear each other and were present throughout the meeting.

4. Arrangements for the Exercise of Functions by Delegation

4.1 Subject to SO2.6 and such guidance as may be given by Monitor, the Board of Directors may make arrangements for the exercise of any of its functions by a committee or sub-committee appointed by virtue of SO 5.1 below or by a Director or an Officer of the Trust in each case subject to such restrictions and conditions as the Board of Directors considers appropriate. Delegated Powers are defined in a separate document (the Scheme of Delegation). That document has effect as if incorporated into these Standing Orders.

4.2 Emergency Powers

4.2.1 The powers which the Board of Directors has retained to itself within these SOs may in emergency be exercised by the Chief Executive and the Chair after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chair shall be reported to the next formal meeting of the Board of Directors for ratification.

4.3 Delegation to committees

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

4.4 Delegation to Officers

4.4.1 Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to a committee or subcommittee or joint committee shall be exercised on behalf of the Board of Directors by the Chief Executive. The Chief Executive shall determine which functions he or she will perform personally and shall nominate Officers to undertake the remaining functions for which he or she will still retain accountability to the Board of Directors.

- 4.4.2** The Chief Executive shall prepare a Scheme of Delegation identifying his proposals, which shall be considered and approved by the Board of Directors, subject to any amendment agreed during the discussion. The Chief Executive may propose amendment to the Scheme of Delegation, which shall be considered and approved by the Board of Directors as indicated above.
- 4.4.3** Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Finance Director or other Executive Director to provide information and advise the Board in accordance with any statutory requirements. Outside these statutory requirements the Finance Director shall be accountable to the Chief Executive for operational matters.
- 4.4.4** The arrangements made by the Board of Directors as set out in the Scheme of Delegation shall have effect as if incorporated in these SOs.

4.5 Duty to Report Non-Compliance with Standing Orders

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

5. Committees

5.1 Appointment of Committees

- 5.1.1** Subject to SO2.6 the Board of Directors may appoint committees of the Trust consisting wholly of Directors.
- 5.1.2** A committee appointed under SO5.1.1 may, subject to such guidance as may be given by the Board of Directors or other health service bodies in question, appoint sub-committees consisting wholly of Directors.
- 5.1.3** The SOs of the Board of Directors, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Board of Directors, in which case the term "Chair" is to be read as a reference to the Chair of the committee as the context permits, and the term "member" is to be read as a reference to a member of the committee also as the context permits. (There is no requirement to hold meetings of committees, established by the Trust in public.)
- 5.1.4** Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board of Directors), as the Board of Directors shall decide in accordance with any legislation. Such terms of reference shall have effect as if incorporated into the SOs.
- 5.1.5** Where committees are authorised to establish sub-committees, they may not delegate Executive powers to the sub-committee unless expressly authorised by the Board of Directors.
- 5.1.6** The Board of Directors shall approve the appointments to each of the committees, which it has formally constituted. The Board of Directors shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with national guidance.
- 5.1.7** The Board may also operate as a committee in accordance with SO 4.3.2. Any decisions taken by the Board in Committee (i.e., Seminar meeting of the Board) must be brought to the next meeting of the Board.

5.2 Confidentiality

- 5.2.1** A member of a committee shall not disclose a matter dealt with, by, or brought before, the committee without its permission until the committee shall have reported to the Board of Directors or shall otherwise have concluded on that matter.
- 5.2.2** A Director or a member of a committee shall not disclose any matter reported to the Board of

Directors or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board of Directors or committee shall resolve that it is confidential.

6. Interface between the Board of Directors and the Council of Governors

- 6.1** The Board of Directors will cooperate with the Council of Governors as far as possible in order to comply with the Regulatory Framework in all respects and in particular in relation to the following matters which are set out specifically within the Constitution.
- 6.2** The Directors, having regard to the views of the Council of Governors, are to prepare the information as to the Trust's forward planning in respect of each financial year to be given to NHSE.
- 6.3** The Directors are to present to the Council of Governors at a general meeting the annual accounts, any report of the Auditor on them, and the annual report.
- 6.4** The annual reports shall give information on:
 - 6.4.1** the impact that income received by the Trust otherwise than from the provision of goods and services for the purposes of the health service in England has had on the principal purpose.
 - 6.4.2** any steps taken by the Trust to secure that (taken as a whole) the actual membership of its Public Constituency is representative of those eligible for such membership; and
 - 6.4.3** any exercise by the Council of Governors of its power to require a Director to attend a meeting.
 - 6.4.4** the Trust's policy on pay, on the work of the committee of Non-Executive established to decide the remuneration and allowances and the other terms and conditions of office of the executive Directors, and on such other procedures as the Trust has on pay.
 - 6.4.5** the remuneration of the Directors and on the expenses of the Governors and the Directors; and
 - 6.4.6** any other information NHSE requires.
- 6.5** The Trust shall comply with any decision NHSE makes as to:
 - 6.5.1** the form of the reports.
 - 6.5.2** when the reports are to be sent to it; and
 - 6.5.3** the periods to which the reports are to relate.
- 6.6** In order to comply with the Regulatory Framework in all respects and in particular in relation to the matters which are set out above, the Council of Governors may request that a matter which relates to paragraphs 39 and/or 40 of the Constitution is included on the Agenda for a meeting of the Board of Directors.
- 6.7** If the Council of Governors so desires such a matter as described within SO 6.5 to be included on an Agenda item, they shall make their request in writing to the Chair at least 14 Clear Days before the meeting of the Board of Directors, subject to SO 3.3. The Chair shall decide whether the matter is appropriate to be included on the Agenda. Requests made less than 14 Clear Days before a meeting may be included on the Agenda at the discretion of the Chair.

7. Declarations of Interests and Register of Interests

- 7.1** The Regulatory Framework requires members of the Board of Directors to declare to the Secretary:
 - 7.1.1** any actual or potential, direct or indirect, financial interest which is material to any discussion or decision they are involved or likely to be involved in making as described in Standing Orders 7.7.2 and 7.7.7; and

- 7.1.2** any actual or potential, direct or indirect, non-financial professional interest which is material to any discussion or decision they are involved or likely to be involved in making, as described in Standing Orders 7.7.4 and 7.7.7; and
- 7.1.3** any actual or potential, direct or indirect, non-financial personal interest, which is material to any discussion or decision they are involved or likely to be involved in making, as described in Standing Order 7.7.5 and 7.7.7.
- 7.2** All existing members of the Board of Directors should declare such interests as soon as the Director in question becomes aware of it. Any members of the Board of Directors appointed subsequently should do so on appointment.
- 7.3** Such a declaration shall be made by completing and signing a form, as prescribed by the Secretary from time to time, setting out any interests required to be declared outside a meeting in accordance with the Constitution or the SOs and delivering it to the Secretary on appointment or as soon thereafter as the interest arises, but within 7 Clear Days of becoming aware of the existence of a material interest.
- 7.4** In addition, if a Director is present at a meeting of the Board of Directors and has an interest of any sort in any matter which is the subject of consideration, he or she shall at the meeting and as soon as practicable after its commencement disclose the fact and the Chair shall then decide what action to take. This may include excluding the Director from discussions on the matter and/or prohibiting the Director from voting on any question with respect to the matter. Subject to Standing Orders 7.7.3 and 7.7.4, if a Director has declared a financial interest (as described in Standing Order 7.7.2) he or she shall not take part in the consideration or discussion of the matter.
- 7.5** Any interest declared at a meeting of the Board of Directors and any subsequent action taken, should be recorded in the minutes of the Board of Director's meeting at which the interest was declared. Any changes in interests should be officially declared at the next relevant meeting following the change occurring.
- 7.6** Directors' interests will be disclosed in the Trust's Annual Report, at least to comply with the Financial Reporting Manual as published by NHSE, but the Annual Report may also refer to the published declaration of interests of Directors.
- 7.7 Nature of Interests**
- 7.7.1** Interests which should be regarded as "material" are ones which a reasonable person would take into account when making a decision regarding the use of taxpayers' money because the interest has relevance to that decision. Material interests are to be interpreted in accordance with guidance issued by NHSE.
- 7.7.2** A financial interest is where a Director may receive direct financial benefits (by either making a gain or avoiding a loss) from the consequences of a decision of the Trust. This could include:
- 7.7.2.1** directorships, including Non-Executive Directorships held in another organisation which is doing, or is likely to do business with an organisation in receipt of NHS funding; or
- 7.7.2.2** employment in an organisation which is doing, or is likely to do business with an organisation in receipt of NHS funding; or
- 7.7.2.3** a shareholding, partnerships, ownership or part ownership of an organisation which is doing or is likely to do business with an organisation in receipt of NHS funding.
- 7.7.3** A Director shall not be treated as having a financial interest in any matter by reason only:
- 7.7.3.1** of shares or securities held in collective investment or pensions funds or units of authorised unit trusts; or
- 7.7.3.2** of an interest in any company, body or person with which he or she is connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director in the consideration or discussion of or in voting on, any question with respect to that matter.

- 7.7.4** Any remuneration, compensation or allowances payable to a Director by virtue of paragraph 18 of Schedule 7 of the 2006 Act shall not be treated as a financial interest for the purpose of this SO.
- 7.7.5** A non-financial professional interest is where a Director may obtain a non-financial professional benefit from the consequence of a decision that the Trust makes, such as increasing their professional reputation or status or promoting their professional career. This could include situations where a Director is:
- 7.7.5.1** an advocate for a particular group of patients; or
 - 7.7.5.2** a clinician with a special interest; or
 - 7.7.5.3** an active member of a particular specialist body; or
 - 7.7.5.4** an advisor for the Care Quality Commission or National Institute of Health and Care Excellence.
- 7.7.6** A non-financial personal interest is where a Director may benefit personally from a decision that the Trust makes in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit. This could include where the Director is:
- 7.7.6.1** a member of a voluntary sector board or has a position of authority within a voluntary sector organisation with an interest in health and/or social care; or
 - 7.7.6.2** a member of a lobbying or pressure group with an interest in health and/or social care.
- 7.8** A Director will be treated as having an indirect financial interest, non-financial professional interest or non-financial personal interest where he or she has a close association with another individual who has a financial interest, a non-financial professional interest, or a non-financial personal interest who would stand to benefit from a decision of the Trust. This includes material interests of:
- 7.8.1** close family members and relatives, including a spouse, partner, parent, child or sibling.
 - 7.8.2** close friends and associates; and
 - 7.8.3** business partners.
- 7.9** If Directors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chief Executive. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including General Practitioners should also be considered.
- 7.10** SO, 7 applies to any committee, sub-committee of the Board of Directors and applies to any member of any such committee or sub-committee (whether or not he or she is also a Director).
- 7.11 Register of Interests**
- 7.11.1** The Register of Interests shall contain the names of each Director, whether he or she has declared any interests and, if so, the interests declared in accordance with the Constitution or these SOs.
 - 7.11.2** The Secretary must amend the appropriate Register of Interests within 3 Clear Days of receipt of a declaration of a material interest made under SO 7.3.
 - 7.11.3** The Register of Interests will be available to the public and the Chair will take reasonable steps to bring the existence of the Register of Interests to the attention of the local population and to publicise arrangements for viewing it. Copies or extracts of the Register of Interests must be provided to members of the Trust free of charge and within a reasonable time period of the request. A reasonable charge may be imposed on non-members for copies or extracts of the Register of Interests.
 - 7.11.4** In establishing, maintaining, updating and publicising the Register of Interests, the Trust shall comply with all guidance issued from time to time by NHSE. The details of Directors' interests recorded in the Register of Interests will be kept up to date by means of a regular review as necessary of the Register of Interests by the Chief Executive or Secretary during which any changes of interests

recently declared will be incorporated.

8. Standards of Business Conduct

8.1 Policy

8.1.1 Directors and Officers should comply with the NHS Foundation Trust Code of Governance 2006, the Trust Code of Conduct and Department of Health and Social Care Guidance contained in HSG 1993/5 "Standards of Business Conduct for NHS Staff" and the "Code of Conduct for NHS Managers 2002". This section of SOs should be read in conjunction with these documents.

8.2 Canvassing of, and Recommendations by, Directors in Relation to Appointments

8.2.1 Canvassing of Directors or members if any committee of the Board of Directors directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of these SOs shall be included in application forms or otherwise brought to the attention of candidates.

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

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

8.3 Relatives of Directors or Officers

8.3.1 Candidates for any staff appointment shall when making an application disclose in writing whether they are related to any Director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them liable to instant dismissal.

8.3.2 The Directors and every member and Officer of the Trust shall disclose to the Chief Executive any relationship between themselves and a candidate of whose candidature that member or Officer is aware. It shall be the duty of the Chief Executive to report to the Trust any such disclosure made.

8.3.3 On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Board whether they are related to any other member of the Board of Directors or holder of any office in the Trust.

8.3.4 Where the relationship to an Officer or another Director to a Director of the Trust is disclosed, SO 7 shall apply.

8.4 External Consultants

8.4.1 SO8 will apply equally to all external consultants or other agents acting on behalf of the Trust. The Trust's Scheme of Delegation should be adhered to at all times.

9. Tendering and Contract Procedure

9.1 Duty to comply with Standing Orders

9.1.1 The procedure for making all contracts by or on behalf of the Trust shall comply with these SOs (except where SO 3.15 is applied).

9.2 Public Procurement

9.2.1 The Public Procurement Regulations shall take precedence over these SOs with regard to procedures for awarding all forms of contracts and shall have effect as if incorporated in these SOs.

9.2.2 The Trust shall comply as far as is practicable with the requirements of the Department of Health and Social Care "Capital Investment Manual" and "Estatecode" and associated relevant guidance issued

by NHSE in respect of capital investment and estate and property transactions. In the case of management consultancy contracts the Trust shall comply as far as is practicable with Department of Health and Social Care guidance "The Procurement and Management of Consultants within the NHS". The Trust will also comply with the Guidance from NHSE entitled "Best Practice in Making Investments" and the Regulatory Framework.

9.2.3 The Tendering and Contract Procedure is governed by 3 ranges of expenditure (refer to the Scheme of Delegation):

9.2.3.1 Formal Competitive Tendering details are contained in SO9.3.

9.2.3.2 Competitive Quotations details are contained in SO9.4.1-9.4.; and

9.2.3.3 Expenditure where Tendering or Competitive Quotations are not required (details are contained in SO10).

9.3 Formal Competitive Tendering

9.3.1 The Trust shall ensure that competitive tenders are invited for the supply of goods, materials and manufactured articles and for the rendering of services including all forms of management consultancy services (other than specialised services sought from or provided by the DoH); for the design, construction and maintenance of building and engineering works (including construction and maintenance of grounds and gardens); and for disposals.

9.3.2 Formal tendering procedures may be waived by Officers to whom powers have been delegated by the Chief Executive without reference to the Chief Executive (except in (9.3.2.5) to (9.3.2.8) below) where:

9.3.2.1 the estimated expenditure does not, or is not reasonably expected to, exceed £25,000 (this figure to be reviewed annually); or

9.3.2.2 the estimated expenditure is expected to exceed £25,000 (this figure to be reviewed annually) but does not, or is not reasonably expected to exceed the applicable threshold for the purchase under the Public Procurement Regulations; or

9.3.2.3 by virtue of Part 1 of the Public Contracts Regulations 2015 or Part 2, Chapter 2 of the Concessions Contracts Regulations, the contract does not require a tendering process; or

9.3.2.4 the supply is proposed under special arrangements negotiated by the DoH in which event the said special arrangements must be complied with.

9.3.2.5 the timescale genuinely precludes competitive tendering (and this complies with any applicable Public Procurement Regulations). Failure to plan the work properly is not a justification for single tender; or

9.3.2.6 after considering the specification, specialist expertise is required and is available from only one source (and this complies with any applicable Public Procurement Regulations); or

9.3.2.7 the task is essential to complete the project, AND arises as a consequence of a recently completed assignment and engaging different consultants for the new task would be inappropriate (and this complies with any applicable Public Procurement Regulations); or

9.3.2.8 there is a clear benefit to be gained from maintaining continuity with an earlier project (and this complies with any applicable Public Procurement Regulations). However, in such cases the benefits of such continuity must outweigh any potential financial advantage to be gained by competitive tendering; or

9.3.2.9 where provided for in the Capital Investment Manual.

9.3.3 The limited application of the single tender rules should not be used to avoid competition or for administrative convenience or to award further work to a consultant originally appointed through a competitive procedure.

- 9.3.4** Where it is decided that competitive tendering is not applicable and should be waived by virtue of 9.3.2.5 to 9.3.2.8 above the fact of the waiver and the reasons should be documented and reported by the Chief Executive to the Board of Directors in a formal meeting and the provisions of the applicable Public Procurement Regulations complied with.
- 9.3.5** Except where SO 9.3, or a requirement under SO 9.2, applies, the Board of Directors shall ensure that invitations to tender are sent to a sufficient number of firms/individuals to provide fair and adequate competition as appropriate, and in no case less than three firms/individuals, having regard to their capacity to supply the goods or materials or to undertake the services or works required.
- 9.3.6** The Board of Directors shall ensure that normally the firms/individuals invited to tender (and where appropriate, quote) are among those on approved lists [see Appendix of the Standing Financial Instructions]. Where in the opinion of the Finance Director it is desirable to seek tenders from firms not on the approved lists, the reason shall be recorded in writing to the Chief Executive.
- 9.3.7** The Tendering Procedure is set out in Appendix 1 to the Standing Financial Instructions.
- 9.3.8** The Board of Directors shall review the Tendering Procedure not less than every two years.
- 9.4 Quotations**
- 9.4.1** Quotations are required where formal tendering procedures are waived under SO 9.3.2.1 or SO 9.3.2.2 and where the intended expenditure or income exceeds or is reasonably expected to exceed the limits defined in the Scheme of Delegation.
- 9.4.2** Where quotations are required under SO 9.3 they should be obtained from at least three firms/individuals based on specifications or terms of reference prepared by, or on behalf of, the Board of Directors.
- 9.4.3** Quotations should be in writing unless the Chief Executive or his Nominated Officer determines that it is impractical to do so in which case quotations may be obtained by telephone. Confirmation of telephone quotation should be obtained as soon as possible and the reasons why the telephone quotation was obtained should be set out in a permanent record.
- 9.4.4** All quotations must be treated as confidential and should be Retained for inspection.
- 9.4.5** The Chief Executive or his Nominated Officer should evaluate the quotations and select the one which gives value for money. If this is not the lowest then this fact and the reasons why the lowest quotation was not chosen should be in a permanent record and approved by the Chief Executive and the Director of Finance.
- 9.4.6** Non-competitive quotations in writing may be obtained for the following purposes:
- 9.4.6.1** the supply of goods/services of a special character for which it is not, in the opinion of the Chief Executive or his Nominated Officer, possible or desirable to obtain competitive quotations.
- 9.4.6.2** the goods/services are required urgently. The approval of the Director of Resources or his Nominated Officer will be required for this course of action.
- 9.4.7** Where tenders or quotations are not required, because expenditure is below the limits set in the Scheme of Delegation, the Trust shall procure goods and services in accordance with procurement procedures approved by the Board of Directors.
- 9.4.8** The Chief Executive shall be responsible for ensuring that best value for money can be demonstrated for all services provided under contract or in-house. The Board of Directors may also determine from time to time that in house services should be market tested by competitive tendering (SO11).
- 9.5 Private Finance**
- 9.5.1** When the Board of Directors proposes, or is required, to use finance provided by the private sector the following should apply:

- 9.5.1.1** The Chief Executive and Finance Director shall demonstrate that the use of private finance represents value for money and genuinely transfers risk to the private sector.
- 9.5.1.2** The proposal must be specifically agreed by the Board of Directors in the light of such professional advice as should reasonably be sought in particular with regard to vires.
- 9.5.1.3** The selection of a contractor/finance company must be on the basis of competitive tendering or quotations.
- 9.6** Contracts (including lease contracts)
- 9.6.1** The Trust may only enter into contracts within its statutory powers and shall comply with:
- 9.6.1.1** these SOs.
- 9.6.1.2** the Trust's SFIs.
- 9.6.1.3** all applicable statutory provisions; and
- 9.6.1.4** any relevant directions including the Capital Investment Manual and guidance on the Procurement and Management of Consultants.
- 9.6.1.5** Where required by the Public Procurement Regulations contracts shall be in or embody the same terms and conditions of contract as was the basis on which tenders or quotations were invited.
- 9.6.2** Contracts shall include lease and hire purchase agreements.
- 9.6.3** In all contracts made by the Trust, the Board shall endeavour to obtain value for money. The Chief Executive shall nominate an Officer who shall oversee and manage each contract on behalf of the Trust.
- 9.7** **Personnel and Agency or Temporary Staff Contracts**
- 9.7.1** The Chief Executive shall nominate Officers with delegated authority to enter into contracts for the employment of other Officers, to authorise regarding of staff, and enter into contracts for the employment of agency staff or temporary staff service contracts.
- 9.8** **Healthcare Services Agreements**
- 9.8.1** Healthcare Services contracts made between two NHS organisations for the supply of healthcare services, will be legally binding contracts based on the models issued by NHSE.
- 9.8.2** The Chief Executive shall nominate Officers with power to negotiate for the provision of healthcare services with purchasers of healthcare.
- 9.9** **Cancellation of Contracts**
- 9.9.1** Except where specific provision is made in model forms of contracts or standard schedules of conditions approved for use within the NHS, there shall be inserted in every written contract a clause empowering the Trust to cancel the contract and to recover from the contractor the amount of any loss resulting from such cancellation, if:
- 9.9.1.1** the contractor shall have offered, or given or agreed to give, any person any gift or consideration of any kind as an inducement or reward for doing or forbearing to do or for having done or forborne to do any action in relation to the obtaining or execution of the contract or any other contract with the Trust; or
- 9.9.1.2** for showing or forbearing to show favour or disfavour to any person in relation to the contracts or any other contract with the Trust, or if the like acts shall have been done by any person employed by them or acting on his behalf (whether with or without the knowledge of the contractor); or
- 9.9.1.3** if in relation to any contract with the Trust the contractor or any person employed by them or acting on his behalf shall have committed any offence under the Prevention of Corruption Acts 1989 and

1916, the Bribery Act 2010, and other appropriate legislation.

9.9.2 Where a contract is subject to the Public Procurement Regulations in full, that contract shall also include the termination clauses required by the applicable Regulation.

9.10 Determination of Contracts for Failure to Deliver Goods or Material

9.10.1 There shall be inserted in every written contract for the supply of goods or materials a clause to secure that, should the contractor fail to deliver the goods or materials or any portion thereof within the time or times specified in the contract, the Trust may without prejudice determine the contract either wholly or to the extent of such default and purchase other goods, or material of similar description to make good (a) such default, or (b) in the event of the contract being wholly determined the goods or materials remaining to be delivered.

9.10.2 The clause referred to at 9.10.1 shall further secure that the amount by which the cost of so purchasing other goods or materials exceeds the amount which would have been payable to the contractor in respect of the goods or materials shall be recoverable from the contractor.

9.11 Contracts Involving Funds held on Trust

9.11.1 Contracts involving Funds held on Trust shall do so individually to a specific named fund. Such contracts involving charitable funds shall comply with the requirements of the Charities Acts.

10. Disposals

10.1 Competitive Tendering or Quotation procedures shall not apply to the disposal of:

10.1.1 any matter in respect of which a fair price can be obtained only by negotiation or sale by auction as determined (or pre-determined in a reserve) by the Chief Executive or his Nominated Officer.

10.1.2 obsolete or condemned articles and stores, which may be disposed of in accordance with the supplies policy of the Trust.

10.1.3 items to be disposed of with an estimated sale value of less than £1,000, this figure to be reviewed annually.

10.1.4 items arising from works of construction, demolition or site clearance, which should be dealt with in accordance with the relevant contract.

10.1.5 land or buildings concerning which DoH guidance has been issued but subject to compliance with such guidance; or

10.1.6 any matter which NHSE has issued alternate specific guidance in relation to.

11. In-House Services

11.1 In all cases where the Trust determines that in-house services should be subject to competitive tendering the following groups shall be set up:

11.1.1 Specification group, comprising the Chief Executive or Nominated Officer(s) and specialist(s).

11.1.2 In-house tender group, comprising representatives of the in-house team, a nominee of the Chief Executive and technical support.

11.1.3 Evaluation group, comprising normally a specialist Officer, a supplies Officer and a Finance Director representative. For services having a likely annual expenditure exceeding £500,000, a non-Officer member should be a member of the evaluation team.

11.2 All groups should work independently of each other but individual Officers may be a member of more than one group. No member of the in-house tender group may, however, participate in the evaluation of tenders.

- 11.3 The evaluation group shall make recommendations to the Board of Directors.
- 11.4 The Chief Executive shall nominate an Officer to oversee and manage the contract.

12. Custody of Seal and Sealing of Documents

12.1 Custody of Seal

- 12.1.1 The Common Seal of the Trust shall be kept by the Chief Executive or Nominated Officer in a secure place.

12.2 Sealing of Documents

- 12.2.1 The Common Seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board of Directors or of a committee, thereof or where the Board of Directors has delegated its powers.
- 12.2.2 Before any building, engineering, property or capital document is sealed it must be approved and signed by the Finance Director (or an Officer nominated by them) and authorised and countersigned by the Chief Executive (or an Officer nominated by them who shall not be within the originating Directorate).

12.3 Register of Sealing

- 12.3.1 An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealing shall be made to the Board of Directors at least quarterly.

13. Signature of Documents

- 13.1 Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board shall have given the necessary authority to some other person for the purpose of such proceedings.
- 13.2 The Chief Executive or Nominated Officers shall be authorised, by resolution of the Board of Directors, to sign on behalf of the Trust any agreement or other document (not required to be executed as a deed) the subject matter of which has been approved by the Board of Directors or committee or sub-committee to which the Board of Directors has delegated appropriate authority.
- 13.3 Where authority to sign documents is granted under the Constitution, signatures may be electronic, provided that, where required by law or a regulatory body wet ink signatures shall be used. For the avoidance of doubt, unless and until the Trust is able to electronically seal documents, documents signed under seal will continue to be signed by way of wet ink.

14. Miscellaneous

14.1 Standing Orders to be given to members and officers

- 14.1.1 It is the duty of the Chief Executive to ensure that existing Directors and Officers and all new appointees are notified of and understand their responsibilities within Standing Orders and SFIs. Updated copies shall be issued to staff designated by the Chief Executive. New designated Officers shall be informed in writing and shall receive copies where appropriate of SOs.

14.2 Documents having the standing of Standing Orders

- 14.2.1 Standing Financial Instructions and the Scheme of Delegation shall have the effect as if incorporated into SOs.

14.3 Review of Standing Orders

14.3.1 Standing Orders shall be reviewed annually by the Trust. The requirement for review extends to all documents having the effect as if incorporated in SOs.

14.4 Corporate Documents – Specific to the setting up of the Trust shall be held in a secure place by the Chief Executive.

15. Variation Schedule

Subject	Approved by Monitor	Ref:
Reduction in quoracy at Governor meetings	10 Feb 2009	Paul Streat
Removal of Patient/Carer Membership Constituency	21 January 2010	Lizzie Alabaster
Revision reflecting TCS transaction – April 2011	May 2011	Paul Streat
Revision reflecting change of partnership organisation – removal of Stroke Association and inclusion of The Ark Trust	October 2011	Paul Streat
Revision to reflect October 2012 changes arising from Health & Social Care Act 2012	November 2012	Hitesh Patel

Subject	Approved by Directors	Approved by Governors
Revision to reflect April 2013 changes arising from Health & Social Care Act 2012 (May 2013)	14 May 2013	16 May 2013
Revision reflecting change of partnership organisations – removal of the Ark Trust and Berkshire Association of Clubs for Young People and inclusion of AgeUK Berkshire and University of West London	10 September 2013	19 September 2013
Revisions following general review and to incorporate specific requested amendments	14 April 2015	20 May 2015
Revisions to ensure on going compliance	10 July 2018	20 June 2018
Revisions to ensure on going compliance and an excluded member review process		

Report from the Membership & Public Engagement Governors' Subgroup for the Council of Governors on 7th Dec. 2022: Brian Wilson (Chair)

The Governors Subgroup for Membership and Public Engagement continues to meet, most recently on 9th November. Thanks go to the contributors who provide us with written material and the numerical and statistical data. We must also reiterate, as we did in the last report, that the number of Governors attending this Subgroup continues to be very low, accepting that there are probably good reasons behind this. All the Subgroups undertake valuable support to the Trust and increased attendance and the new leadership which will be required in time in the other two Subgroups when the Chairs have to leave us are current and pressing concerns.

Very pleasing to see in the Marcomms reporting that a number of the ideas and suggestions from the previous meeting are now being implemented, particularly to address the shortfalls in certain demographics and diversity parameters seen in the membership data. Facebook posts promoting and encouraging membership have started to be included in the social media outputs. For example:

Facebook, Nov. 3rd:

“Berkshire Healthcare is a Foundation Trust, which means we are free from any direct government control and are accountable directly to the communities we serve.

We need your help to shape our future and ensure we are providing the services and support which the people of Berkshire need. You can do this by becoming a member of our Trust.

As a member you can receive newsletters each quarter with our latest updates and news, vote in elections for public governors, stand as a governor in your town, attend focus groups and events, and benefit from a range of NHS discounts. It is up to you how involved you are. Our membership is free, and you can find out more about how to get involved on our website: <https://orlo.uk/b7Q6U> “

We look forward to the “focus groups and events” referred to above.

In parallel to the above, there is a little extra help that all Governors can provide and which involves very little commitment of time. A number of us are active on various social media platforms, so, if we “follow” as many Trust social media entities as possible and engage with them (like, comment, etc.) these posts about the work of the Trusts service units, membership and Governor election promotions and, of course the recruitment posts will reach a valuable extra audience who may not yet be seeing them for themselves.

After all, as Governors, part of the role is to engage with Trust staff, patients, their families and carers in our constituencies.

To support this, we are just putting the finishing touch to a small survey to try and understand the level of activity on social media platforms that Governors currently undertake. Apologies for another survey!

On 7th November, I had a very productive and worthwhile video meeting with our newest NED Sally Glen. Among the many things we discussed together we covered M&PE and Sally mentioned that both the East London Trust and the West London Trust have achieved some successes from their activities in M&PE. Sally has a contact in both Trusts and is seeking their consent to be approached and to explore their M&PE work. Hopefully this will be a source of further ideas for us to consider for Berkshire Healthcare.

Governors Quality Assurance Committee

Paul Myerscough (acting Chair)

Report to Council of Governors - 7th December 2022

The governors' Quality Assurance Group (QAG) provides an opportunity for governors to hear about Trust services and discuss quality matters. It exists to inform governors about the Trust; it is not part of the Trust governance process (unlike the Board Quality Committee).

- The QAG team previews the quarterly Trust Patient Experience report before it goes to Council. We see the waiting time statistics collected from services of the Trust, and also the list of 60 or so formal complaints raised against the Trust each quarter. A regular item is the 'anonymised complaint' which provides us with correspondence between the Trust and a complainant.
- It is important that governors visit services and see for themselves what is happening on the frontline. The QAG meeting provides a focus point for reporting on service visits.
- Members also offer opinions about quality matters that may have come to their notice and field questions to the manager who represents the Director of Nursing at the meeting.
- From time-to-time we call in the manager of a service for a briefing.

The Quality Assurance committee last met on 22nd November.

This was an in-person meeting at the Trust HQ in Bracknell. Several members joined remotely using Teams. We found the technology in meeting room 2 even better than the board room.

Unfortunately the set-up here, like in the board room, was not robust. Poorly fixed cables became disconnected and the receptionist and governors took time crawling around the floor, applying trial and error to reconnect the system. The meeting started a few minutes late as a result. It is a pity BHFT IT (or is it Building Service?) does not match the Trust's high patient care standards. We look forward to a significant improvement in the new offices.

The QA group has a standard agenda (mentioned above) and no significant issues were raised on this occasion.

The anonymised complaint was about one of our patients' favourite topics – car parking. The regime for payment at W. Berkshire hospital changed and the notices to explain this were not very helpful. This is an occasion when the Trust took action, the situation was remedied, and the complainant wrote a 'thank you' letter.

Paul Myerscough and Brian Wilson described their recent involvement in patient-lead care environment assessments. So-called 'PLACE Assessments' are standard across the NHS and take place once a year at each of several BHFT sites. The list of patient representatives to be called on needs refreshing. More involvement with governors and their patient contacts will be welcomed. The next round of assessments will be in autumn 2023.

Consider joining the group for the next meeting on 13th February. And why not schedule some visits to services that interest you!? There are plenty of opportunities for governor visits – Jennifer Davies ([mailto: jennifer.davies@berkshire.nhs.uk](mailto:jennifer.davies@berkshire.nhs.uk)).

This group needs a Chair! No special knowledge or experience required.
contact Paul Myerscough ([mailto: myerscough.paul@gmail.com](mailto:myerscough.paul@gmail.com))

Living Life to the Full Committee – Report to Council of Governors
Tom Lake

The committee met on 12th October 2022 via TEAMS and heard a gripping talk from Bernadette Fisher, leader of the Bracknell Recovery College, Stepping Stones. Our committee is interested in patient journeys that cross the boundaries of the trust, so understanding how former patients can be helped in the community is right on the money. 4 governors were present.

Bernadette Fisher proved a very fluent speaker and one who conveyed a powerful ethical and practical approach to helping those with mental health difficulties without departing from a clear and calm delivery.

Recovery colleges provide support for those experiencing mental health difficulties using the framework of a college with courses, terms, classes and teachers. It has proven pretty successful. Further key tenets are to develop through co-production and to maximise peer support. Recovery colleges are brought together by the organisation ImROC which promotes recovery through peer support and co-production, and can then learn from each other.

The Bracknell recovery college is partly financed by Bracknell Forest council, partly from other sources.

Bernadette noted that the most difficult step for her students is to first enter the college. She stressed that students firstly need to feel that they will be safe there and explained that a feeling of safety depends on feeling oneself and ones needs respected. I feel that that has lessons for our trust, for we see from the returns from the “I Want Great Care” feedback show that as a point of relative weakness.

Bernadette hoped that the trust would signpost the recovery college to patients from Bracknell and offered to produce a flyer for the purpose.

We discussed the terms of reference. As there was no dissent and there has been no further correspondence I am bringing them forward for approval.

Our future meetings should look at cooperation between trusts, hopefully gaining some understanding of the provider collectives that the trust is involved in and their challenges. We will also look at work with charities, some closely aligned to the trust, others less so. I hope governors will support these meetings, as we may be finding ourselves increasingly involved with these matters.

COUNCIL OF GOVERNORS LIVING LIFE TO THE FULL GROUP

TERMS OF REFERENCE (DRAFT)

Authority

~~The Group is established and authorised by the Council of Governors who are also responsible for approving these terms of reference and any amendments thereto.~~

Aim

This group aims to increase governors understanding of what makes it hard for patients of Berkshire Healthcare to live life to the full, particularly factors within the organisation and presentation of health and public services and third sector services, as well as what is supportive, and to report to Council, passing on that understanding to the wider direction of the trust.

Background Summary Purpose

~~Identifying barriers to people living their lives to the full to support autonomy, expertise and well-being and to champion good practices as enabling mechanisms to help remove such barriers.~~

~~Encouraging discussion amongst Non-Executive and Executive colleagues to promote that cause within Berkshire Healthcare NHS Foundation Trust.~~

~~Promoting this philosophy in the Trust's work with partner organisations by promoting training opportunities and supporting the sharing of information and skills.~~

Berkshire Healthcare works with patients through community and mental health care to allow them to live fuller and sometimes longer lives. Other organisations are engaged in this endeavour – charities and voluntary bodies (the 3rd sector), local authorities, other parts of the NHS. The welfare of patients depends on common working and cooperation.

The group will look at this joint working, seeking to understand the views and experiences of patients and carers as their lives are touched by multiple organisations including Berkshire Healthcare. Understanding so gained can assist governors in holding the non-executive directors of the trust to account as they engage with the wider partnership of the BOB and Frimley Integrated Care Systems of which Berkshire Healthcare forms part.

Membership

~~The Open t group is opene to~~ all Governors and any Non-Executive Directors who have an interest.

~~Trust staff will be welcome to attend meetings in which they have a particular interest where that is an appropriate use of their time.~~

~~Approved and invited people that can provide experiences and knowledge relevant to the current agenda who are not formally involved with BHFT, either private individuals or representatives of 3rd Sector Organisations.~~

~~Nominated Clinical staff from a range of service areas, within both mental and physical health, who can provide relevant information to help the group's discussions, provided this use of their time is justified.~~

~~As different objectives and policies are developed by the Trust the co-opting of specific Clinical or Operations staff, on a topic specific or longer term basis, will also be considered in consultation with the Company Secretary.~~

The aim is to have a diverse membership with Public Governors from all localities, plus Appointed and Partnership Governors, in order to provide input and feedback from all areas within which the Trust operates.

All Governors are welcome to attend individual meetings to hear specific presentations [at the group's meetings](#) ~~about BHFT services or talks by 3rd Sector organisations.~~

Aims and Working Processes

~~Understanding what makes it hard for people to live life to the full, particularly factors within the organisation and presentation of health services and 3rd sector services.~~

~~Developing an annual work programme, using the October meeting to review the previous 3 meetings for the current year and agreeing priorities for the following year.~~

Responsibilities

The Living Life to the Full Group will be responsible for the following:

~~Identifying a work programme for a set period, usually between of 1 to 3 years, to look at defined areas as set by the group, which will help act as a focal point to promote a greater general understanding of all aspects of helping patients live a full life post diagnosis.~~

~~1. —~~

~~Ensuring that a "Living Life to the Full" perspective informs the Council of Governors' input to discussions of Trust Policy and Strategic Objectives.~~

~~2.1. Encouraging [and actively pursuing understanding](#), collaboration and innovation [across the boundaries of inside and outside](#) the Trust in the areas [of patient well-being and autonomy by increasing knowledge and understanding](#)s of Recovery and self management, in order to support autonomy and well-being.~~

2. Helping to facilitate working with partner organisations including statutory bodies, the voluntary sector and user groups including by inviting them to give presentations at the quarterly meetings of the group.

3. Ensuring that a “Living Life to the Full” perspective informs the Council of Governors’ input to discussions of Trust Policy and Strategic Objectives.

~~3.4. Setting out and bi-annually reviewing its terms of reference.~~

~~4. Stimulating innovative thinking and highlighting current and new working practises by supporting conferences where ideas can be shared and exchanged between staff, patients, carers, Partners and Commissioners.~~

~~Identifying and making cases for the responsibilities required to discharge the overall purpose of the group.~~

Operation of the Group

The group will meet four times in the year.

The group should elect a chair or co-chairs and may elect a vice-chair.

The group should identify a work programme for a set period, usually between of 1 to 3 years, to look at defined areas as set by the group, which will help act as a focal point to promote a greater general understanding of all aspects of helping patients live a full life.

Authority

The Group is established and authorised by the Council of Governors who are also responsible for approving these terms of reference and any amendments thereto.

Agreed by Group: 03 July 2019

Approved by Council:

~~18 September 2019~~

Review Due: December 2024~~October 2021~~



Berkshire Healthcare
NHS Foundation Trust

Patient Experience

Quarter Two 2022-23 Report

Presented by: Liz Chapman, Head of Service Engagement and Experience

Patient Experience Report; Quarter Two 2022/23

Introduction

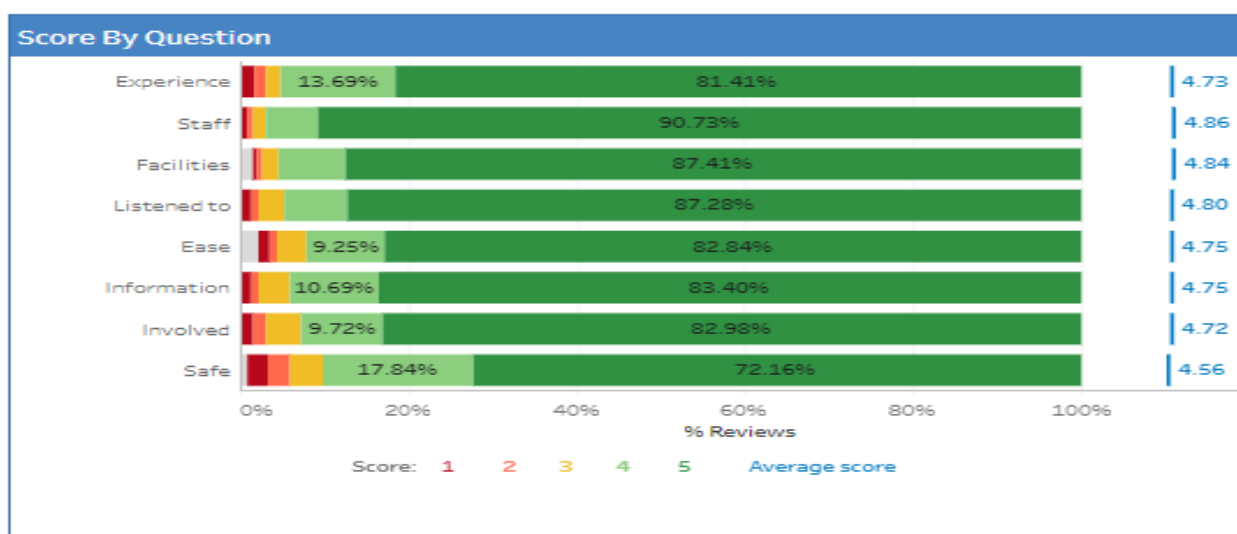
This report is written for the board and contains patient experience information for Berkshire Healthcare (The Trust) incorporating feedback from complaints, compliments, PALS, our patient survey programme, and feedback collated from other sources during the quarter.

This report is written in the context of there being 152,841 reported patient contacts and discharges from our inpatient wards, with around 5,400 pieces of feedback collated through compliments, complaints, the patient experience survey and some additional children and young people service feedback equating to around 3.5% service user feedback from contacts this quarter. The total amount of feedback received is expected to rise as more services utilise the patient feedback survey.

The 'I want Great Care' patient experience tool is now used as our primary patient survey programme and was introduced in December 2021, this is available to patients through online, SMS, paper, and electronic tablet; it is offered to patients following a clinical outpatient contact or, for inpatient wards, on discharge. As services start to embed the use of this tool, we are seeing an increase in the numbers of responses received which will support areas for improvement alongside hearing the patient voice both where the experience is good and where improvements could be made.

The tool uses a 5-star rating which is comparable across all services within the organisation and is based on questions in relation to experience, facilities, staff, ease, safety, information, involvement and whether the person felt listened to.

Below is the trust overall scoring which is based on the 4024 responses received during the quarter; a **95.1% positive score** was achieved with an average 4.77-star rating. It is worth noting that not all questions are scored by everyone, for example facilities related questions only apply where patients are seen in a building / are on a ward/ outpatient appointment and are therefore not asked in all surveys. Our surveys are also available in easy read and differing languages.



For this quarter, 2 of the divisions that are proactively using the tool achieved an overall positivity scoring of over 95% (this is the threshold that we are aspiring to achieve at trust, divisional and service level scoring), these were Community Health East and Community Health West divisions, this is the same as Quarter 1. Children, Young People, families, and Learning Disabilities also achieved this, but the volume of feedback collated via the tool was minimal.

Table 1: The services with the largest numbers of feedback through the patient survey

Service	Star Rating	Number of Responses	% Positive Score
Talking Therapies	4.67	437	92
Musculoskeletal (MSK) Physiotherapy East - Upton Hospital	4.83	252	95.2
District Nursing & Community Matrons West Berkshire	4.95	200	100
MSK Physiotherapy - Wokingham Hospital	4.9	173	98.8
MSK Physiotherapy - WBCB	4.94	172	97.7
CRHTT East	4.33	114	89.5
District Nursing & Community Matrons Wokingham	4.92	102	100
Hearing & Balance (Audiology) - King Edward VII Hospital	4.8	87	94.3
Psychological Medicine (PMS) West	4.39	79	84.8
Community Wards East- Upton Hospital- Jubilee Ward	4.56	70	97.1

The patient survey also includes a free text section for a review and any suggested improvements.

During the quarter, there were a total of 152,841 contacts (including discharges from wards), the Trust received a total of **50 formal complaints** (14 of these were secondary complaints, 36 were new complaints) this equates to 0.04%, there were a further **31 concerns that were locally resolved** / responded to as informal complaints. We also received **1119 compliments** in addition to the patient survey feedback and **16 MP enquiries**. The number of formal complaints received is lower than quarter 1 where 61 were received, the number of concerns able to be locally resolved or responded to as informal complaints has increased slightly from 25 in the last quarter and the number of MP enquires has reduced this quarter from 26 meaning that the overall number of concerns/ complaints received this quarter is slightly lower than quarter 1. **61 formal complaints were closed** during the quarter with a 100% response within agreed timescale achieved.

What the data is telling us

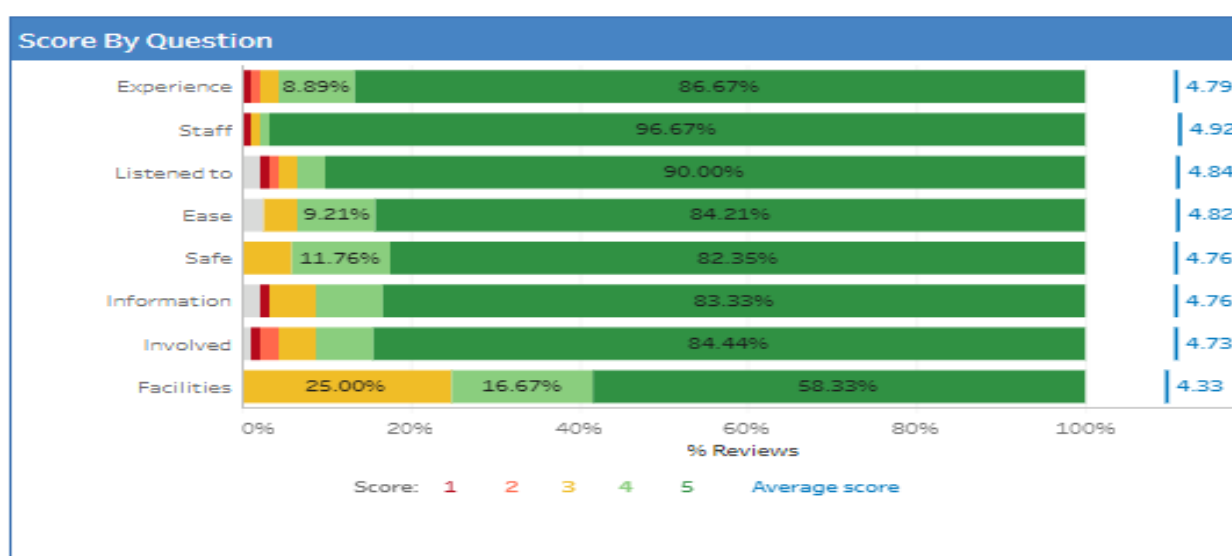
Below is a summary and triangulation of the patient feedback we have received for each of our 6 divisions.

Children and Young Peoples division including learning disability services

Table 2: Summary of patient experience data

Patient Experience - Division CYPF and LD		Qtr 1	Qtr 2	Qtr 3	Qtr 4
Number of responses received	Number	111	92		
Response rate (calculated on number contacts for out-patient and discharges for the ward-based services)	%	0.5%	0.4%		
iWGC 5-star score	Number	4.81	4.80		
iWGC Experience score – FFT	%	91%	95.6%		
Compliments received directly by services	Number	47	80		
Formal Complaints Rec	Number	11	11		
Formal Complaints Closed	Number	15*	12		
Formal Complaints Upheld/Partially Upheld	%	60	67		
Local resolution concerns/ informal complaints Rec	Number	11	6		
MP Enquiries Rec	Number	21	10		

*Some of these complaints closed were from the quarter four.



Children and Young People

For children's services the iWGC feedback form is not currently being well used and therefore it is less easy to draw conclusions; young people and parents/carers have been assisting in the ways to promote the new patient experience tool to other service users, including the design and layout of the new posters that will now be used across CYPF services. Feedback has also been gained via other routes this quarter and that information is included in the information within this section of the report.

Of the 92 responses, 57 responses related to children's services; these received 100% positivity score, with positive comments about staff and services and a few suggestions for further improvement, this included 9 reviews for Phoenix House our T4 adolescent day unit where comments about staff kindness and attitude was very positive and there were some suggestions for further improving communication with parents and around care plans/ meetings. 33 of the responses related to learning disability services as detailed below and 2 to eating disorder services.

From the feedback that was received, feeling involved and information was most frequent reasons for individual questions being scored below 4. Although 25% of respondents gave a

score of 3 (satisfactory) to facilities and it therefore appears to be lowest star rating, it was only scored by 12 people with the responses from Phoenix House and Woodland respite centre where young people spend the longest periods of time all scoring 5 for that question.

Children's Physical Health Services

For children's physical health services there were a total 4 formal complaints received, 3 of these were for the Health Visiting Team and 1 was in relation to children's speech and language therapy. There was also 1 children's speech and language therapy concern and one health visiting concern that were responded to informally; children's speech and language therapy also received 23 compliments. There were 3 formal complaints that were closed as either partially upheld or upheld during the quarter (1 for Health Visiting and 2 for Speech & Language Therapy) and these all related to communication.

48 of the 90 patient survey responses were in relation to children's physical health services. The 2 services with most responses were the Children's Community Nursing West Team and the Specialist Paediatric Dietitians; the Children's Community Nursing West received 16 of these responses all of which scored positively receiving a five-star rating of 4.99 and feedback included *'x is always super helpful in anything we need', 'the care of the community nurse team has been so supportive to us over the last 9 months, if we need anything they're her for us and do all they can', always kind, amazing and couldn't ask for more'*

The Specialist Paediatric Dietitians received 10, all of which were positive with a five-star score of 4.95. The services received many free text comments related to knowledgeable staff, prompt and good experiences, staff being available and understanding as well as being kind and gentle.

Children's services have continued to undertake their feedback surveys this quarter for school nursing 20 young people completed the survey with 19 stating the service was good or better, responses included that the nurses were helpful, kind and patient, understood their worries.

ChatHealth is a confidential texting service launched in July 2022, run by health visiting that enables parents to text to get health advice for their children aged under 5, in quarter 2 there were over 1,600 conversations, with very positive feedback including that this was quick and convenient, very easy to communicate, excellent service, quick and informative

Child and Adolescent Mental Health Services (CAMHS)

For child and adolescent mental health services there were six complaints received for CAMHS services (these were in relation to waiting times, care/ treatment received and communication). In addition to this, 9 of the organisation's total of 16 MP enquires related to CAMHS services with most relating to waiting times.

There have only been 9 responses for CAMHS services received through our patient survey for this quarter, with all being received for the family safeguarding model service. Currently the survey is accessed through paper forms, online or configured tablets in the departments. From the end of quarter 2 feedback can also be made online which was not previously possible. CAMHS have also been collecting patient experience information through a separate internal survey which will have had an impact on the responses received through iWGC.

The services have also received some compliments including *'Specialist CAMHS "Thank you so much for your help and support, your input has been invaluable. The handover document is brilliant really informative and will be so useful for us moving forward. I wish you all the best for the future"'*

During quarter 2 CAMHS undertook their own patient feedback survey, this received 89 responses collected from Children and Young People (CYP) and 138 responses collected

from Parents/Carers. 92% young people and 96% parents/ carers responded positively to 'I feel the people who saw me listened to me/my child'. 92% young people and 100% parents/ carers felt that they/ young person was treated well. Responses that were slightly less positive included 'It is quite easy to get to the place where I have my appointments' with 88% parents and carers/ 65% young people agreeing this was definitely true; 'appointments being at a convenient time' received 85% positive score from parents/ carers and 72% from young people. There were lots of positive comments about feeling listened to and it being helpful and some comments about the clinics and waiting room areas needing a refresh.

CAMHS have a dedicated Participation Lead who has led two consultation exercises with young people who access the service during this quarter:

- Service users reviewed the letters sent out by the Anxiety and Depression Pathway. They decided that the letters should be addressed to the young people/families with the GP Copied in rather than the other way around. They felt that this would mean the communication is with them rather than being about them. They also reviewed the accessibility of the language used and the usefulness of the detail within the post appointment letters. The A&D team are now working to implement the changes.
- Service users and family members have helped to review the 'Be Well' Berkshire website to improve the awareness and access for families to the range of services across Berkshire. The service users provided plenty of feedback on the design, layout, and functionality of the website. The team working on the website are now implementing the service user preferences.

Our CAMHS Outcomes and Participation assistants have been working to identify the top three service user priorities for each of the CAMHS pathways. This will be aided by the upcoming launch of the patient experience tool and will allow us to work with pathways to use the service user priorities as a basis for coproduction.

Learning disability

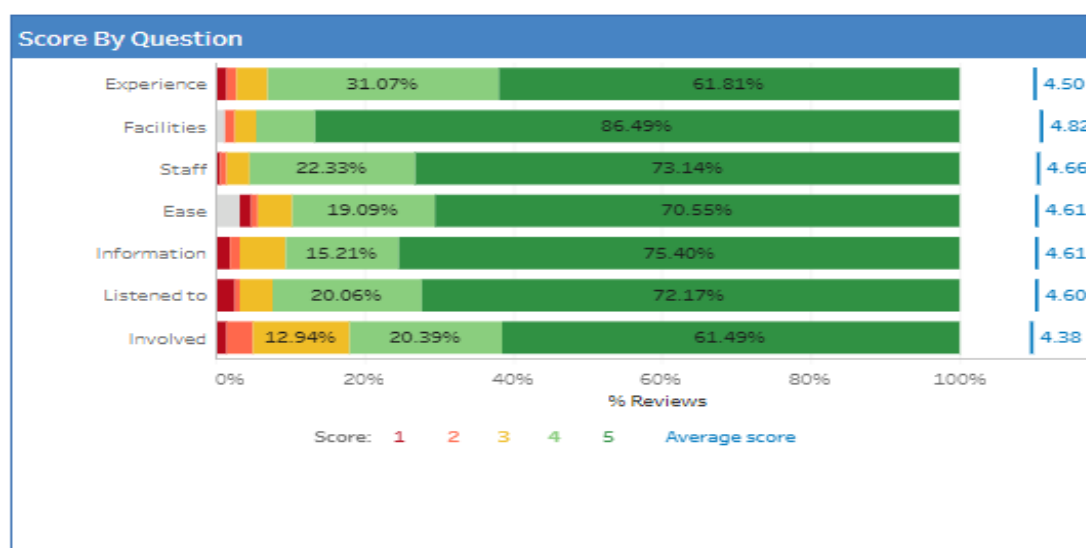
There was one complaint received this quarter for the Champion unit and 1 concern in relation to community learning disability services that was locally resolved. Two complaints were closed this quarter, one was in relation to care and treatment, and one was around concern attitude of staff regarding bullying, both were partially upheld.

33 responses from the patient survey have been received (17 were in relation to the Wokingham based team), an increase from 10 responses last quarter. These received 82.4% positive score, this was skewed down by 2 responses not having a score; 4 people scored the services as a 1 however there are no comments to understand the reason for this; feedback included that staff listened, '*I got the help I needed to make my life easier*', '*listened to my problems*' and '*tasks were helpful and so were the staff, checked equipment and referred me to employment support*', there were a couple comments for improvement included that face to face works better and ways of communication that would help.

Mental Health East division (Slough, Windsor, Ascot & Maidenhead , Bracknell)

Table 3: Summary of patient experience data

Patient Experience - Division MHE		Qtr 1	Qtr 2	Qtr 3	Qtr 4
Number of responses received	Number	183	309		
Response rate (calculated on number contacts)	%	1.5%	2.2%		
iWGC 5-star score	Number	4.56	4.57		
iWGC Experience score - FFT	%	93%	92.9%		
Compliments received directly by services	Number	43	201		
Formal Complaints Rec	Number	9	13		
Formal Complaints Closed	Number	7	12		
Formal Complaints Upheld/Partially Upheld	%	71	50		
Local resolution concerns/ informal complaints Rec	Number	5	2		
MP Enquiries Rec	Number	0	1		



13 complaints were received into the division during this quarter; in addition, there were 2 informal/ locally resolved complaints. 12 complaints were closed during the quarter of these 1 was upheld, 5 were partially upheld and 6 were not upheld. There were no themes in relation to the complaints.

The services receiving the majority of iWGC responses were CRHTT East 114, PMS East 62, CMHT 36 and Physical Health Team 28.

Across the CRHTT survey responses the average 5-star score was 4.3 with 89.47% positive feedback, a slight reduction from last quarter and slightly below the overall divisional scores. 102 of the 114 scored a 4- or 5-star rating with many comments about staff being helpful, supportive, very kind and listened; *“ I was extremely low at the time but with help I received I feel a lot better but did not appreciate that at the time. Well done CRHTT.”* This quarter questions relating to feeling involved and listened to were least likely to be positive with areas for improvement and dissatisfaction with the service generally about communication including more contact or the service not being beneficial / discharged too soon. There were 3 complaints received about CRHTT this quarter and 6 complaints closed (4 were not upheld and 2 was partially upheld in relation to patient wanting to speak to a manager who was not available and communication)

The psychological medicine service received 95% positive score (4.59-star rating) and received positive feedback about being taken seriously, listened to and staff being helpful “x was very funny and made the whole experience nice given what I was going through. She sat and listened to me and when I stopped talking, she then gave me very useful advice and guidance. Please tell her thank you for her time.”

There were a quite a few comments about the room that is used not being great and waiting times to be seen being longer than people would like.

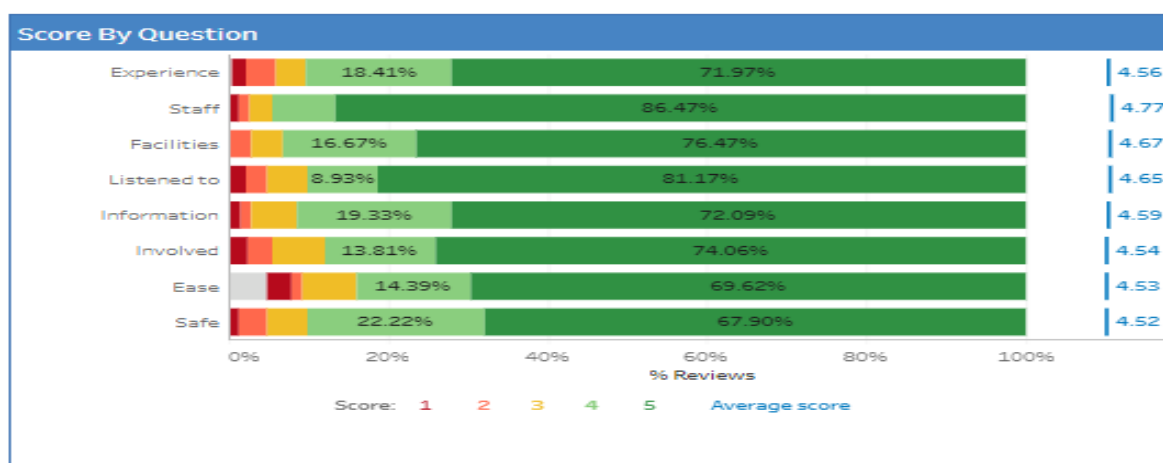
The physical health team received 96.4% positive feedback (4.94-star rating), all of the comments were positive including excellent communication, very friendly and easy to talk to, kind and reassuring. “Nurse x was friendly, calm, reassuring, organised and supportive.”

The Community mental health teams (CMHT) received 36 feedback responses with a positivity score of 97.2%- and 4.66-star rating. Comments included that ‘the whole team have been fabulous,’ ‘the communication between myself and the team is clear and precise,’ ‘Supported me when I was really down, took time to listen to me.’ There were a number of positive comments about the consultant being very kind. The CMHTs received 6 complaints, have closed 4 complaints this quarter 2 were partially upheld and 2 were not upheld, the partially upheld complaints were in relation to discharge arrangements and a delayed referral.

Mental Health West Division (Reading, Wokingham, and West Berks)

Table 4: Summary of patient experience data

Patient Experience - Division MHW		Qtr 1	Qtr 2	Qtr 3	Qtr 4
Number of responses received	Number	232	717		
Response rate (calculated on number contacts)	%	0.5%	1.6%		
iWGC 5-star score	Number	4.53	4.61		
iWGC Experience score - FFT	%	87%	90.4%		
Compliments received directly by services	Number	434	589		
Formal Complaints Rec	Number	14	10		
Formal Complaints Closed	Number	11	13		
Formal Complaints Upheld/Partially Upheld	%	55	85		
Local resolution concerns/ informal complaints Rec	Number	2	4		
MP Enquiries Rec	Number	2	3		



The Mental Health West division has a wide variety of services reporting into it, including Talking Therapy services and Court Liaison as well as secondary mental health services. The division saw a significant improvement in number of responses received this quarter, this was largely due to significant increase in responses from Talking Therapies. The 3 services with the most feedback through the patient survey were Talking Therapies with 437 responses, PMS West with 79 responses and CRHTT with 51 responses.

Within Mental Health West the questions relating to ease and safety were least likely to be positive.

This division received 10 formal complaints during the quarter with CMHT receiving 4 and CRHTT receiving 3. There were 13 complaints closed with 11 being found to be upheld or partially upheld.

For CRHTT there were 51 feedback questionnaires completed with a 72.5% positivity score and 4.08 star rating; with lots of positive comments about being seen quickly, being helpful, *'I was in a very bad way and they checked in with me every day, they were helpful and saved my life'*; a number of the less positive reviews talked about communication both in terms of style and content as well as dissatisfaction with being discharged.

There were 3 complaints received by CRHTT and 3 complaints closed (2 from same person), these were all upheld with 2 relating to staff attitude/ communication and 1 around care and treatment provision. There were 2 compliments received directly to the service.

CRHTT use all of the feedback they receive to help shape provision along with a dedicated lived experience worker who supports the whole team to improve on service user and carer experience.

Of the 4 complaints for West CMHT's during the quarter, 3 were about care and treatment and one about the conduct of staff. There were 7 complaints closed, 5 of which were found to be upheld or partially upheld. CMHT is an area with little feedback received via the iWGC survey, and work is underway to understand the challenges they are having and increase the uptake by people who are seen by this service. There were 11 responses received with 77.8% positivity score and 4.39-star rating, 9 of these were positive with comments received included staff being friendly with patients felt listened to, whilst 2 did not believe that their experience had been positive or helpful to them.

Older adult and memory clinic combined have received 65 patient survey responses during the quarter with a 98.5% positivity rating (4.84-star rating) some of the feedback included *"My consultant explains everything so clearly and completely includes my daughter, who accompanies me on visits too, which is so important for both of us."*

For Talking Therapies, their patient survey responses gave a positivity score of 92% (4.67-star rating), they are also the service who receive the most compliments back to the service with 534 received this quarter. There was 1 complaint opened and no complaints closed this quarter.

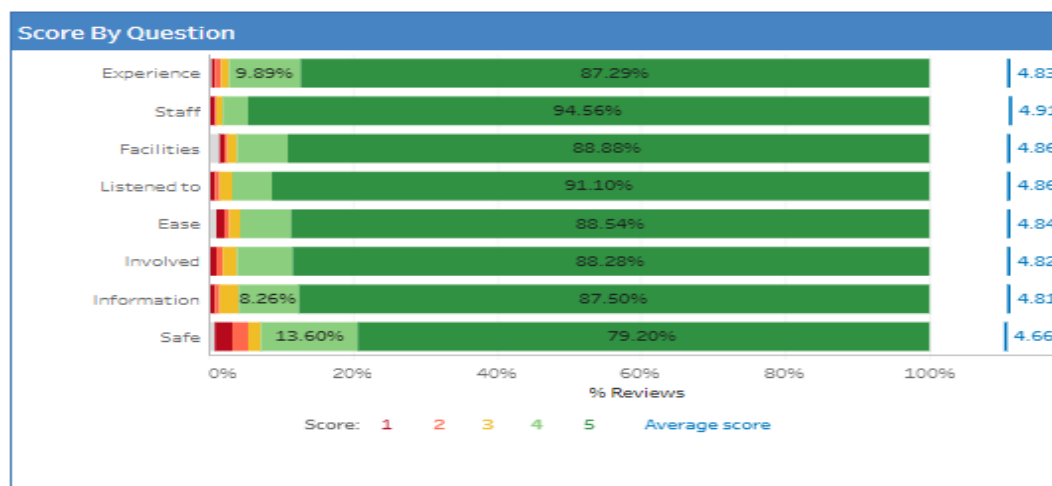
The vast majority of comments were still very positive about the staff, finding them kind, supportive and empathetic. A number of the comments/areas for improvement still demonstrated need for flexibility and differing approaches preferred. Some other areas for improvement were around more time being needed and difficulty with online appointments and the online log in system. For example, *"the login instructions for the online tool could be better. I used different platforms and eventually got in"* *"the therapy being online can make it hard to connect at first."* The service reviews all feedback.

There were 22 reviews that scored very low (1 or 2 star) this quarter where patients did not feel that the service had been at all helpful to them. To provide some context there were 28,399 contacts for the service during the quarter. The division will review this as part of their Patient Safety and Quality meetings and work on improvements.

Community Health East Division (Slough, Windsor, Ascot and Maidenhead, Bracknell)

Table 5: Summary of patient experience data

Patient Experience - Division CHE		Qtr 1	Qtr 2	Qtr 3	Qtr 4
Number of responses received	Number	755	1416		
Response rate (calculated on number contacts for out-patient and discharges for the ward-based services)	%	3.4%	5.6%		
iWGC 5-star score	Number	4.83	4.84		
iWGC Experience score - FFT	%	96%	97.2%		
Compliments received directly into the service	Number	174	201		
Formal Complaints Rec	Number	5	1		
Formal Complaints Closed	Number	2	4		
Formal Complaints Upheld/Partially Upheld	%	100	50		
Local resolution concerns/ informal complaints Rec	Number	6	2		
MP Enquiries Rec	Number	0	0		



Community Health East Division saw a significant increase in responses this quarter. During this quarter there was 1 complaint received into the division (about the Assessment and Reablement Clinic known as ARC), and 2 locally resolved concerns. 4 complaints were closed for the division, 3 of which were not upheld and 1 upheld.

To provide some context across our East and West District Nursing teams combined there are 38,274 contacts this quarter. East Community Nursing/Community Matrons received 124 patient survey responses during the quarter with a 96.8% positive scoring, many comments were about the kindness and compassion of the staff and the treatment received including, "I was listened to and offered the support needed", "I had an excellent care in my own home. The matron was polite and involved me in decision making" and "CM was very supportive and referred me to lots of different services and treatment was excellent." Very pleased with all the care and treatment I receive, all the nurses are friendly and kind", There were also some comments around timing of visits and 'occasionally I have been missed and have had to call to remind them, having said that the nurses are all kind and considerate to my needs' Work is ongoing within community nursing to procure an allocation tool that will help with visits scheduling.

The wards received 118 feedback responses (70 Jubilee ward 97% positive score and 48 Henry Tudor ward 87.5% positive score). 3 of the responses giving a score of below 3 for Henry Tudor ward had positive comments so it appears there was confusion with way the scoring worked, comments included 'I have been other hospital they do not have same care as

I'm having here. 'Customer care is excellent' and 'staff are very kind and helpful,' 'food exceptional.' Most of the comments for improvement were around sleeping at night, call bell response and more physio. Henry Tudor Ward received the second highest number of compliments this quarter, with 103 reported by the staff.

There was one complaint closed for Jubilee ward which was found to be upheld, this was in relation to staff attitude toward a visitor.

The Community Dental service received 96 responses to the patient survey during the quarter (more than double received last quarter) with a positive score of 100%. There were lots of comments about kindness and friendliness of staff including *"[name removed] my Dentist was so kind and very supportive she explained everything she was doing as she was doing my dental work. The nurse who was assisting her was also very nice."* and *"Excellent visit today, great information received, clear and understanding. Not rushing and very reassuring for [name removed]. Full stars thank you!"*

As with MSK physio in the West, there was a high number of responses to the patient survey and a high positivity score of 96% (4.85 stars), comments were very complimentary about staff and included *"Appointment on time. I was listened to, and exercises were adjusted to my needs. All done in a familiar manner also advised about next stage with my treatment."* There were no themes emerging from the improvement suggestions this quarter.

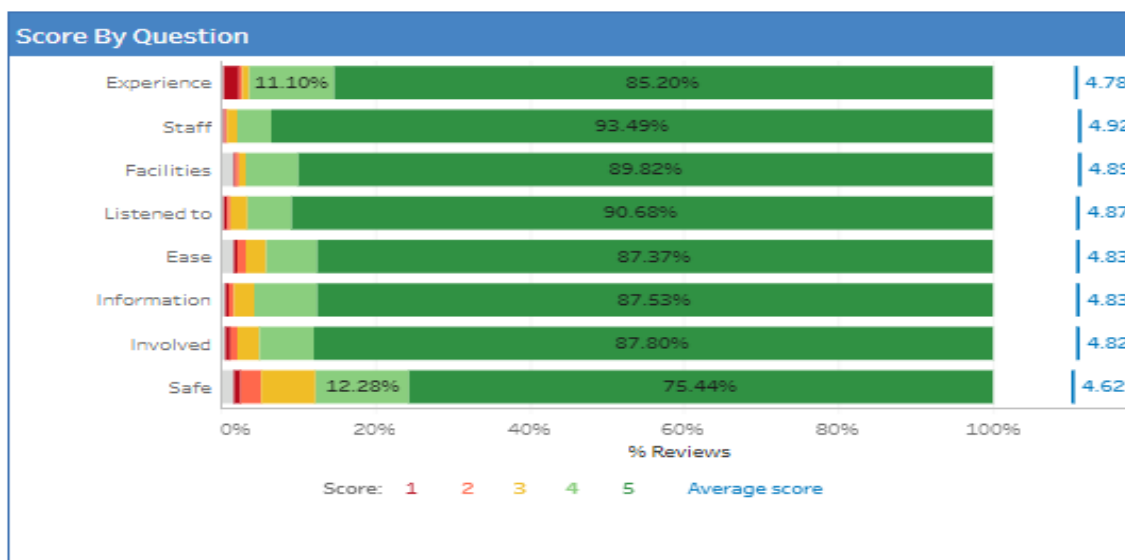
There has been a significant increase in responses received by the outpatient services within the locality. The scores were 96% positive with a positivity score of 4.85 stars from the 384 responses received. With some very positive feedback including for the Lower limb service, *'The nurses were considerate, prompt- was not kept waiting, not rushed thus able to pay attention to my needs. The venue is so convenient for me with parking facilities as well as clean and not overcrowded'*.

The diabetes service received 24 feedback responses with 100% positivity and some lovely comments including *'my diabetic nurse explained everything very carefully and thoroughly , she answered any questions I had and very patiently went over things again'* and *'xx has been so supportive , so helpful guiding me to help control my diabetes so much easier', 'x is the best diabetic nurse we have seen in NHS.....', it was comprehensive and I was totally involved'* alongside some helpful suggestions for the service to consider such as 'having the booklet sent out electronically as well as on paper' and challenges with the log in system for the online training sessions.

Community Health West Division (Reading, Wokingham, West Berks)

Table 6: Summary of patient experience data

Patient Experience - Division CHW		Qtr 1	Qtr 2	Qtr 3	Qtr 4
Number of responses received	Number	675	1459		
Response rate (calculated on number contacts for out-patient and discharges for the ward-based services)	%	0.9%	3.1%		
iWGC 5-star score	Number	4.76	4.84		
iWGC Experience score - FFT	%	95%	96.3%		
Compliments (received directly into service)	Number	126	167		
Formal Complaints Rec	Number	7	5		
Formal Complaints Closed	Number	11	4		
Formal Complaints Upheld/Partially Upheld	%	55	50		
Local resolution concerns/ informal complaints Rec	Number	16	16		
MP Enquiries Rec	Number	3	1		



Community Health West saw a significant increase in responses this quarter. There are a significant number of services within the division and a generally high level of satisfaction received as detailed in the overall divisional scoring of 96.3% positive satisfaction and 4.84-star rating and the question on staff (were you treated kindly?) receiving a 97.9% positive scoring from the 1,461 responses received.

There were 5 complaints received during the quarter, 3 of these related to community wards and there were 2 relating to the Podiatry Service.

There were 4 complaints closed for the division during the quarter with 2 being upheld or partially upheld (these were about Windsor Ward and Westcall). There were no themes identified for closed complaints.

During this quarter the community hospital wards have received 101 responses through the patient survey receiving a 92% positive score and 4.54 star rating, (7 responses scored 3 and below overall) questions around information and feeling involved received the most results of 3 and below; comments include staff being kind and knowledgeable, 'I could not have wished for better care', 'I can't fault the care I received', 'I've been looked after with such kindness, care and compassion and 'joyful, kind staff', there were some individual comments where patients were less satisfied particularly with discharge, some wanting more therapy and some less, patients seem to have very mixed opinions of the food where they have left comments about it, a few patients would have liked more information around what to expect.

Westcall received 60 responses through the iWGC questionnaire this quarter(90% positive score, 4.88-star rating, 5 scores received below 4 and all 5 had very positive comments including amazing staff and being very happy with the call, it is therefore likely that those were intended to be positive scores of 5 rather than 1. Positive comments included 'the doctor treated my daughter really nicely,' nurses and doctors very kind and helpful, seen speedily' and 'wonderful team were friendly and reassuring.' Westcall received around 17,000 contacts during the quarter.

Podiatry services received 113 patient survey responses. Most responses were very positive receiving 5 stars (overall 95.6% positivity 4.84 star rating) with examples including "Kind and treated with respect and understanding and gave appointment quickly", from the receptionist to the nurse first class service as usual, caring, universally and beyond, kind, friendly, helpful, efficient , follow up booked, I cant thank the team enough".

There were no complaints for Community Nursing and Community Nursing have received some of the highest numbers of feedback (352 across the 3 localities in the quarter, with a 99.4% overall satisfaction score and 4.89-star rating). To provide some context across our East and West District Nursing teams combined there are 38,274 contacts this quarter. Lots of comments included professionalism, empathy, and kindness of staff, 'nurses are a pleasure

to see , always cheerful,' 'everything was communicated extremely well' and 'you are all absolutely amazing'. There were several positive comments about the triage nurses and there were very few suggestions from improvement, there were just a few about timing of visits including not knowing when the nurses would be coming.

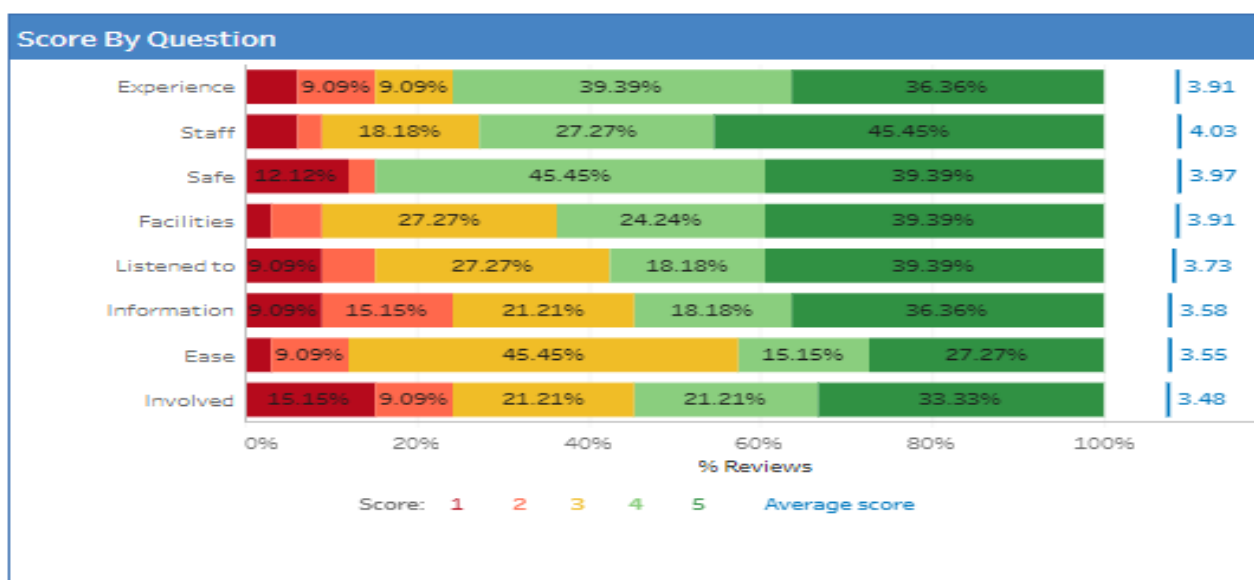
MSK Physio has not received any complaints in the quarter, it has received 1 compliment and 398 patient survey responses with a 99.5% positive score (4.94 star rating), very few areas for improvement were included in the feedback there were a few suggestions including reminder text, length of wait to appointment and booking future appointments and the overall feedback was extremely positive with lots of comments about fantastic, helpful and dedicated staff, treated with respect and excellent care.

There is one PHSO complaint currently under investigation (for Donnington Ward).

Mental Health Inpatient Division

Table 7: Summary of patient experience data

Patient Experience - Division MH Inpatients		Qtr 1	Qtr 2	Qtr 3	Qtr 4
Number of responses received	Number	21	33		
Response rate	%	10.3%	16.5%		
iWGC 5-star score	Number	3.92	3.77		
iWGC Experience score - FFT	%	76%	75.8%		
Compliments	Number	12	10		
Formal Complaints Rec	Number	14	10		
Formal Complaints Closed	Number	11	15		
Formal Complaints Upheld/Partially upheld	%	45	67		
Local resolution concerns/ informal complaints Rec	Number	2	1		
MP Enquiries Rec	Number	0	0		



There were 200 reported discharges from mental health inpatient wards (including Sorrel Ward). Only Daisy Ward, Place of Safety, Snowdrop Ward, and Sorrel Ward collected feedback from the patient experience tool this quarter (33), with no responses received from Bluebell Ward, Rose Ward, and Rowan Ward. The satisfaction rate at 75.8% is possibly skewed by 8 of the 33 completed questionnaires giving scores of 1-3. The individual question themes would indicate that 'feeling involved' receives the least positive scores with overall 5-star rating being 3.48; with 15 of the 33 giving a score of 3 or less to this question.

There were 10 formal complaints received for mental health inpatient wards during the quarter, with care and treatment being the main theme for 4 complaints. 4 of the complaints received were about Snowdrop Ward, however there were no themes or trends to the complaints.

There were 15 complaints closed for this Division during the quarter and of these 10 were partially upheld and 5 were not upheld, of those upheld 4 related to attitude of staff

There were many positive comments received in the feedback including comments such as staff were very nice and supportive, and queries dealt with professionally and concisely. 25 of the 33 responses to the survey were from Sorrel Ward and of those 19 (76%) gave a positive score of 4 or 5. Most of the lower scores did not provide much additional feedback however there were some comments about a wish for more therapy including art therapy and encouragement to use the gym, there were also a few individual comments about their specific treatments.

Examples of the feedback left are *'that I had the opportunity to express my beliefs and ideas, doubts that I had have been dealt with professionally and concisely', 'personally the idea of medication is not a route I believe is best but the therapy has been beneficial and positive', 'I have received the care I need and the staff are lovely', 'staff listen and act on what you tell them' and 'I feel safe here is clean and staff are available to help'.*

Positive feedback was also received through the CRHTT carers group in relation to hospital stays for their loved ones, this included, one carer's husband had a 4-month admission to Snowdrop Ward she was effusive with her praise for the staff she said she and her husband were treated with kindness and compassion throughout the admission. She described how frightened she had been leaving her husband on the ward after his admission and that how as she was leaving a female member of staff had noticed and came over, held her hand and reassured her that her husband was now safe and would be looked after. She said that this small thing had been so reassuring and had meant so much to her. She particularly singled out Versha and Tim for the support they had given them both.

The other carer had a son admitted to Bluebell ward for 8 weeks she again was very keen to stress how positive the experience was. She also spoke about the kind and caring nature of the staff, how both her and her husband had been made to feel welcome when visiting. She also spoke about how flexible the Ward had been when it came to her son's discharge

The 3 responses related to Place of Safety provided positive scores and comments

Demographic profile of people providing feedback (Breakdown up to date as of Quarter 4)

Table 8: Ethnicity

Ethnicity	% Complaints received	% Patient Survey Responses	% Breakdown of Q4 attendances
Asian/Asian British	6%	7.1%	9.67%
Black/Black British	8%	2.6%	2.67%
Mixed	8%	1.9%	3.49%
Not stated	24%	9.5%	15.89%
Other Ethnic Group	4%	5.7%	1.62%
White	50%	73.1%	66.66%

The above would indicate that potentially we have a higher number of complaints received compared to attendance percentage from those with Asian/Asian British and mixed heritage and that there is still more feedback being received from White British as a percentage of contacts than from others. It will be important to ensure as we continue to gain an increase in our patient survey responses that everyone is able to access and use the survey; the survey is provided in easy read and a number of differing languages, but it will be important to ensure that the prompts to complete this are not inhibiting feedback representative of the community and our patient attendance.

Table 9: Gender

Gender	% Complaints received	% Patient survey responses	% Breakdown of Q4 attendance
Female	52%	47.20%	53%
Male	44%	32%	46.98%
Non-binary/ other	0	4.70%	
Not stated	4%	16.20%	0.009%

This would indicate that whilst the breakdown by attendance is fairly equally split as are complaints it would appear that we are still more likely to hear the voice of the patient through the patient survey if they are female.

Table 10: Age

Age Group	% Complaints received	% Patient Survey Responses	% Breakdown of Q4 attendance
0 to 4	2.00%	4.70%	18.41
5 to 9	10.00%		4.14
10 to 14	6.00%		4.34
15 to 19	2.00%		4.52
20 to 24	8.00%	6.60%	2.87
25 to 29	4.00%		3.14
30 to 34	6.00%	9.20%	3.56
35 to 39	6.00%		
40 to 44	10.00%	9.50%	3.58
45 to 49	12.00%		3.52
50 to 54	6.00%	13.20%	3.73
55 to 59	4.00%		4.32
60 to 64	0.00%	14.90%	4.46
65 to 69	0.00%		4.63
70 to 74	4.00%	16.70%	4.53
75 to 79	4.00%		5.56
80 to 84	2.00%	17.00%	6.16
85 +	4.00%		6.55
Not known	10.00%	8.30%	11.98

Ongoing improvement

Complaint Handling Training continues to be delivered by the Complaints Office to support ensuring robust investigation and response to any complaints (formal or informal) that are received.

All services have access to a tableau dashboard detailing response to our patient survey including free text comments and this is refreshed daily to enable live data to be used by services alongside improvement work being undertaken.

Many of the teams are starting to use the feedback and improvement suggestions received through the iWGC tool, services like wards and outpatient departments are also starting to display these for services users and their loved ones to see.

Some examples of services changes and improvements are detailed below

Service	You said	We did
Children in care	<p>You would like to have a choice of face to face or online health checks</p> <p>You didn't know what would happen when you and your health checks</p>	<p>We now offer to see you face to face or virtually for your health checks</p> <p>We updated our team webpage with information about your health checks</p>
CRHTT carers Group	<p>Concerns raised about navigating Mental health services</p> <p>Concern raised about lack of clarity for options in an emergency</p> <p>A concern was raised by a Carer that staff lacked awareness of supporting people with ASD, with potential implications on</p>	<p>We have since built on an existing Directory of Services and raised a Bright Idea with hopes of creating a user-friendly app or webpage to support Carers, patients, and staff with this. We plan to include service information, such as remit, inclusion/exclusion criteria, opening hours, and contact details for all BHFT Mental Health Services and guide users through the various treatment pathways. They can input the information they know, such as Crisis Team, which will show the service information and prompt to potential ongoing treatment pathways, such as CMHT, EIP, Psychology etc.</p> <p>Our plan is to create an accessible document detailing option, such as 999, CRHTT, EDS, which will be shared with Carers. We will also provide training to CRHTT staff to ensure a consistent response when Carers contact us for support in such situations. We are using a document created by the Carer who raised this concern to guide what information is needed both in the emergency response document and for training</p> <p>We used this feedback when developing training facilitated by our Nurse Consultant. This training has helped staff to better understand supporting people with ASD, including for example making reasonable</p>

	<p>effective risk management and developing treatment plans.</p>	<p>adjustments such as meeting in an environment with less sensory stimulation, providing written copies of care plans, and relaying information in an understandable way (e.g., avoiding metaphors).</p>
Community Physiotherapy	<p>A patient fed back about the unknown duration of waits.</p> <p>Our appointment letters are too long and contain too much information</p> <p>You said you were prefer later opening times</p> <p>Change phone line message to include more information and opening times and the welcome message more patient friendly</p> <p>You prefer face to face appointments</p>	<p>At the time we were sending a letter to patients to advise that there would be long waits and to call the service if needed more urgent appointment. Now we include the approximate wait time.</p> <p>We have reviewed and amended the appointment letter to make it more succinct, whilst still including the relevant information</p> <p>Increased our opening times to include early evening appointments</p> <p>We have changed the phone line message to include our opening times, updated the welcome message and included our email address.</p> <p>We have made all first appointments and most follow up face to face, there is still an option for virtual appointments if you prefer that</p>
Lower limb service	<p>Everything was explained and my questions were fully answered My problem was that so much information given that I had great difficulty remembering it all Improvement: More of the information should be written down.</p>	<p>share skin care leaflets and information relating to what a leg ulcer is, how and why they develop and how patients can reduce the risk of developing another one; and are exploring when during the average 12-week pathway that this information is best shared</p>
Health Visiting	<p>Families have struggled to access healthy vitamins now we no longer do 'drop in' well baby clinics</p> <p>Families fed back they were getting their ASQ development checks later and problems had been dealt with by other services.</p> <p>Bruising policy was appropriately instigated but a parent was unhappy with the service</p>	<p>a new process has been devised to enable us to work with children's centres/hubs and increase the access to healthy start vitamins.</p> <p>We devised a 'catch up process' to ensure these families had a timelier appointment and children approaching their developmental review is now at the correct time.</p> <p>mothers' feedback was used to offer more training to staff on birth marks and a team reviewed the bruising policy and used this as a focus in the monthly team meeting to support development in all practitioners,</p>

15 Steps

Appendix 1 contains the 15 Steps visits that took place during quarter two, with the programme fully recommencing in April 2022. There was 1 visit to a community physical health inpatient ward, 2 for mental health inpatient wards and 3 to community based physical healthcare services.

Summary

The largest single concern raised through all data sources continues to be about waiting times in children's services where this features within formal, informal and MP concerns as well as being identified within patient surveys. There is work being undertaken currently within the children's division and with support of some external resource to ensure that there is clarity on wait time data, the reasons behind our longest waits are understood and that the services are operating in the most efficient way possible in the context of increasing demand and staffing resource. Some of our other services also received some comments around wait times.

Responses about staff were still overwhelming positive although we recognise that this is not the experience for everyone and do see some feedback and complaints relating to staff attitude for the vast majority of patient contacts their experience of our staff is a good one; we continue to foster our culture of kindness and civility across the organisation.

Involvement and information came out across the divisions as being the areas for most improvement whilst this was not true of all individual services it is an area of focus for some; where comments in relation to this are received, they are often in relation to communication between staff and patients including clarity of service, expectations, and timeliness of information.

It is very positive to see further increased volumes of patient feedback through our patient survey month on month and all managers and divisional leaders have access to the live tableau dashboard to view this. It is also positive to see a number of services proactively using the feedback to make changes and displaying this for patients and their loved ones to see.

It has been noted that in some cases we have been receiving scores of 1 (the lowest rating) but with very positive comments alongside this rating which doesn't quite equate; this has been fed back to iWGC who have advised that this is a recognised issue with feedback across the Trusts that they work with and that as they consider this as a minimal impact, there are no plans to amend the supporting information that is given about the rating scale.

Appendix 1

15 Steps Challenge

Quarter 2 2022/23

Daisy Ward

Positives observed during the visit:

- The Ward appeared calm and relaxed.
- Staff interacted with patients in a positive way.
- Communal areas were tidy and free of clutter.
- QMIS board was up to date and current.
- Staff board of photos was on show with origins of birth to demonstrate diversity.

There were some observations made which were discussed at the time of the visit with the manager:

- There was no whiteboard with staffing numbers or staff present - CDL indicated that this was due to a patient who kept erasing the details from the board.
- Notice boards looked tired and neglected- CDL said he was working on these, but he was unable to devote time to them a present.
- There was no visible activity taking place despite the timetable- CDL said he would chase this up as the person that was meant to undertake the activity was not present.

Rowan Ward

Positives observed during the visit:

- Staff greeted the team and were ready to assist if necessary.
- Photo board was up to date and current.
- The ward felt calm and well managed.
- Hand gel and Masks were available, and the team was encouraged to use them.
- Staff seen actively engaging with patients in a positive way.

There were some observations made which were discussed at the time of the visit with the manager:

- The Rowan tree board used for feedback was looking tired- Manager said this was something they would update.
- QMIS information board was confusing- Manager acknowledged that some of the information was a bit confusing and they would address.

- The team visited the cinema room but on entry it was being used by some relatives, no sign was placed to indicate it was occupied- Manager was happy to address and put a sign out when the room is occupied.

Donnington Ward

Positives observed during the visit:

- Staff wore their name badges.
- The ward felt calm.
- The ward had access to a garden for patients.
- Mealtimes were protected times, and this was displayed on the ward.
- Staff were friendly and know of the 15 steps challenge.

There were some observations made which were discussed at the time of the visit with the manager:

- The dining area was cluttered with various equipment- Manager indicated that the area was not in use, and they were still getting back to normal after Covid.
- Some patients indicated they were bored during the visit- Manager said that they had had to send the activities coordinator home due to illness.
- Some patients said that food was given cold and not covered- Matron said the food should be both warm and covered, she would investigate into this.

Urgent Care Unit- WBCH

Positives observed during the visit:

- Staff were friendly, caring, and professional.
- Signage was clear from main reception.
- The waiting areas were clean and clutter free.
- Patient Leaflets were well organised.
- Notice board was on display to distinguish which staff were on duty.

There were some observations made which were discussed at the time of the visit with the manager:

- Despite system being down all was under control and the wait time was only 12 minutes.
- The joined waiting area was distinguished by coloured chairs.
- The unit did not have waiting lists- they are moving to an online booking system which all patients can access.

Physiotherapy- Bracknell

Positives observed during the visit:

- Staff introduced themselves and made eye contact.
- Patients were seen in cubicles to maintain dignity.
- Corridors were free of clutter.
- Clinic was running on time on day of visit.
- Toilets were clean and there was adequate wheelchair use.

There were some observations made which were discussed at the time of the visit with the manager:

- There was a waiting list for the clinic- Staff indicated was 12 weeks however this time had been reduced as the team was working extra hours.
- The Photo display of stay was out of date- Staff indicated that this would be updated and placed in a better location.
- The floor in the main clinic room was stained- Staff reported that this was going to be cleaned.

Podiatry- Skimped Hill

Positives observed during the visit:

- On day of visits appointments were running on time.
- The main reception and Podiatry area had enough setting for the patients.
- Leaflets were displayed for patients to read and take with them.
- There was a board near the office which stated who was on shift.
- I want great care is in use, patients were given leaflets to fill this out and were told to send it back via envelope that was provided.

There were some observations made which were discussed at the time of the visit with the manager:

- It was noticed that some staff names there were displayed weren't on shift- Staff said that this will be rectified, and it was noted that staff photos were displayed due to security reasons.
- The podiatry administrative office was cluttered and had some out-of-date posters- Staff indicated that they had been asking for an office revamp and the posters would be removed.
- Signage to the clinic was clear and staff at main reception gave directions to patients- Member of staff indicated that patients are still being sited at main reception due to getting lost.

Linda Nelson & Pauline Engola
Professional Development Nurses
October 2022

Appendix 2: complaint, compliment and PALS activity

All formal complaints received

Service	2021-22						2022-23					
	Q1	Q2	Q3	Q4	Total for year	% of Total	Q1	Higher or lower than previous quarter	Q2	Total for year	% of Total	
CMHT/Care Pathways	5	8	10	9	32	13.85	11	↓	10	21	19%	
CAMHS - Child and Adolescent Mental Health Services	5	10	6	10	31	13.42	4	↑	6	10	9%	
Crisis Resolution & Home Treatment Team (CRHTT)	5	4	2	4	15	6.49	3	↑	9	12	11%	
Acute Inpatient Admissions – Prospect Park Hospital	11	8	7	6	30	12.99	13	↓	7	20	18%	
Community Nursing	4	5	2	1	12	5.19	3	↓	0	3	2.50%	
Community Hospital Inpatient	6	8	6	5	25	10.82	4	↓	3	7	6.50%	
Common Point of Entry	0	1	1	0	2	0.87	0	↑	1	1	1%	
Out of Hours GP Services	1	1	5	2	9	3.9	1	↓	0	1	1%	
PICU - Psychiatric Intensive Care Unit	3	1	2	1	7	3.03	1	↑	2	3	2.50%	

Service	2021-22						2022-23					
	Q1	Q2	Q3	Q4	Total for year	% of Total	Q1	Higher or lower than previous quarter	Q2	Total for year	% of Total	
Urgent Treatment Centre	1	1	0	0	2	0.87	1	↓	0	1	1%	
Older Adults Community Mental Health Team	0	0	0	2	2	0.87	1	-	1	2	2%	
Other services in Q2	18	14	14	16	64	27.71	19	↓	11	30	26%	
Grand Total	59	61	55	56	231	100	61		50	111	100%	

Locally resolved concerns received

Division	July	Aug	Sept	Qtr 2
MH IP	0	0	0	0
CHS East	1	0	1	2
CHS West	4	4	4	12
MH East	0	0	0	0
MH West	0	1	0	1
CYPF and LD	1	0	1	2
Total	6	5	6	17

Informal Complaints received

Division	July	Aug	Sept	Qtr 2
MH IP	0	0	1	1
CHS East	0	0	0	0
CHS West	3	1	0	4
MH East	0	1	1	2
MH West	0	1	2	3
CYPF and LD	1	2	1	4
Total	4	5	5	14

KO41a Return

We have been informed by NHS Digital that they are no longer collecting and publishing information for the KO41a return on a quarterly basis, but will now be doing so on a yearly basis. We will expect to be asked to submit our information in May 2023, so this will next be reported in the Q2 2023 report.

Formal complaints closed

As part of the process of closing a formal complaint, a decision is made around whether the complaint is found to have been upheld, or well-founded (referred to as an outcome).

Outcome of formal complaints closed

Outcome	2021-2022				2022-2023				
	Q1	Q2	Q3	Q4	Q1	Higher or lower than previous quarter	Q2	Total for year	% of 22/23
Not Upheld	27	36	34	21	23	↓	22	45	38.00%
Partially Upheld	19	18	22	22	21	↑	30	51	43.00%
Upheld	9	11	6	6	12	↓	9	21	18.00%
SI	0	0	0	0	1	↓	0	1	1%
Grand Total	55	65	62	49	57		61	118	100.00%

61% of complaints closed were either partly or fully upheld in the quarter (compared to 57% last quarter), these were spread across several differing services.

Complaints upheld and partially upheld

Service	Main subject of complaint									Grand Total
	Abuse, Bullying, Physical, Sexual, Verbal	Access to Services	Attitude of Staff	Care and Treatment	Communication	Confidentiality	Discharge Arrangements	Discrimination, Cultural Issues	Waiting Times for Treatment	
SUN						1				1
Adult Acute Admissions - Daisy Ward	1		2	1						4
Adult Acute Admissions - Rose Ward				3						3

Service	Main subject of complaint									
	Abuse, Bullying, Physical, Sexual, Verbal	Access to Services	Attitude of Staff	Care and Treatment	Communication	Confidentiality	Discharge Arrangements	Discrimination, Cultural Issues	Waiting Times for Treatment	Grand Total
Adult Acute Admissions - Snowdrop Ward			2	1						3
CAMHS - ADHD				1					1	2
CAMHS - Specialist Community Teams				1						1
Children's Speech and Language Therapy - CYPIT					2					2
CMHT/Care Pathways				6			1			7
CMHTOA/C OAMHS - Older Adults Community Mental Health Team				1						1
Community Hospital Inpatient Service - Jubilee Ward	1									1
Community Hospital Inpatient Service - Windsor Ward				1						1
Crisis Resolution and Home Treatment Team (CRHTT)			3	1	1					5
Health Visiting					1					1
Learning Disability Service Inpatients - Campion Unit - Ward	1			1						2
Neuropsychology				1				1		2

Service	Main subject of complaint								Waiting Times for Treatment	Grand Total
	Abuse, Bullying, Physical, Sexual, Verbal	Access to Services	Attitude of Staff	Care and Treatment	Communication	Confidentiality	Discharge Arrangements	Discrimination, Cultural Issues		
Other					1					1
Out of Hours GP Services		1								1
Psychological Medicine Service				1						1
Grand Total	3	1	7	19	5	1	1	1	1	39

Compliments

The chart below shows number of compliments received into services, these are in addition to any compliments received through the iWGC tool.

	2020/21					2021/22					2022/23		
	Q1	Q2	Q3	Q4	Total 2021/22	Q1	Q2	Q3	Q4	Total 2020/21	Q1	Q2	Total to date 2022/23
Compliments	873	975	1,010	1,319	4,177	1076	986	960	772	3794	1076	1119	2195

Top 10 services with the highest number of compliments

Service	Number of compliments
Talking Therapies - Admin/Ops Team	533
Community Hospital Inpatient Service - Henry Tudor Ward	103
District Nursing	63
SUN	39
Community Respiratory Service	28
CMHTOA/COAMHS - Older Adults Community Mental Health Team	28
Community Based Neuro Rehab - CBNRT	24
Children's Speech and Language Therapy - CYPIT	23
Community Dietetics	20
Cardiac Rehab	16

PALS activity

PALS has continued to provide a signposting, information, and support service throughout the pandemic response. PALS has continued to facilitate the 'Message to a loved one' service, which involves collating messages for patients, which are then delivered on the ward. This was available across all inpatient areas. The PALS Manager continues in the roles of Freedom to Speak Up champion and Armed Forces Service Network champion.

There were 379 queries recorded during Quarter two. A decrease of 36 since Quarter 1. PALS has engaged a volunteer on a part time basis, and this has improved direct access to the service.

In addition, there were 226 non-BHFT queries recorded.

The services with the highest number of contacts are in the table below:

Service	Number of contacts.
West CAMHS	33
West Berkshire Community Hospital	25
57/59 Bath Road	23
Fitzwilliam House	17
King Edward V11 Hospital	16
The Old Forge Wokingham	16
CAMHS Building Wokingham Hospital	14

Formal Complaints closed during Quarter two 2022-23

ID	Geo Locality	Service	Complaint Severity	Description	Outcome code	Outcome	Subjects
8576	West Berks	CMHT/Care Pathways	Moderate	Has not received any of the things promised ORIGINAL COMPLAINT BELOW Complainant feels there has been total neglect in patient care, since transferring from CAMHS to AMH. No therapy, suicide attempts, changes in care coordination	Upheld	Pt to be allocated a new care coordinator Pt to be discussed in EUPD panel with a view to being offered urgent IMPACT Assessment Pt to be invited to Rise Club and Staying Well Programme at CMHT.	Care and Treatment
8618	Slough	CMHTDA/COAMHS - Older Adults Community Mental Health Team	Low	complainant unhappy at the attitude of staff when requesting help for the pt. Complainant feels the question put to the NOK in front of the pt were inappropriate	Partially Upheld		Care and Treatment
8575	Wokingham		0 Minor	Pt left hanging on the line which was cut off to 111. WestCall referred to DN's wants to know why there is not a dedicated phone line for catheter care believes the structure and delivery or care is not done properly	Partially Upheld	Complainant to be given the WestCall Clinicians direct dial number and apology that this had not been given previously.	Access to Services
8583	Bracknell	Other	Low	Pt states the Trust falsely wrote to the PHSO	Upheld	Trust inadvertently provided PHSO with incorrect information. Apology to both pt and PHSO	Communication
8572	Reading	Mental Health Act Department	Low	Pt feels their medical records are unrecognisable to them, they did not realise they had been sectioned in 2020 until they read the records and did not realise everything they said was being recorded in the notes	Not Upheld	Ward to read / explain Sec. 132 MHA rights to detained patients in accordance with the Trust / MHA and the Code of Practice.	Medical Records
8582	Wokingham	Crisis Resolution and Home Treatment Team (CRHTT)	Minor	pt feels they have been lied to, refused copied of their medical records and threatened with enforced hospitalisation. Also wishes to deal with a different staff member. Allegedly formally requested their medical records more than 29 days ago which have not been provided.	Partially Upheld	Discuss with CRHTT Team Leads the need to gain clarity on nature of SAR, confirm with patient at the point of request and Team Leads will continue to share with their respective teams through handover meetings	Attitude of Staff
8528	Wokingham	CMHT/Care Pathways	Minor	Multiple agency complaint about inaccuracies in records and care given by CMHT along with funding concerns from the CCG	Not Upheld		Care and Treatment
8592	Wokingham	Podiatry	Low	Local resolution complaint meeting requested ORIGINAL COMPLAINT BELOW Pt unhappy with staff attitude and does not understand why the question to have the nail removed was not addressed	Not Upheld		Attitude of Staff
8581	Reading	CAMHS - ADHD	Low	pt on wait list for 12 months, complainant struggling and states they really need help for the patient	Not Upheld		Care and Treatment
8579	Reading	Crisis Resolution and Home Treatment Team (CRHTT)	Low	Complainant unhappy with response and disputes most of it Original complaint Pt unhappy with the way they have not been helped by Crisis and the attitude of the staff	Partially Upheld	Case has been discussed with all staff concerned. Good practice was acknowledged with some staff and supervision was undertaken with staff member on the importance of timely communication with patient and her carer. Learning from this complaint has also been shared with wider CRHTT staff in staff meetings to highlight good practice and the importance of good communication with patients and carers.	Attitude of Staff
8627	Reading	Out of Hours GP Services	Low	call back was when pt was asleep, no further call despite chasing	Not Upheld		Care and Treatment
8658	Slough	Crisis Resolution and Home Treatment Team (CRHTT)	Low	Unhappy at being forcibly removed from their home during lunch by CRHTT staff and police	Not Upheld		Care and Treatment
8595	Reading	Adult Acute Admissions - Snowdrop Ward	Low	pt unhappy about staffing levels and the number of times they are allowed outside in a day, feels caged	Not Upheld		Attitude of Staff
8577	Reading	Adult Acute Admissions - Snowdrop Ward	Minor	Feels the response does not recognise complainants distress, wishes this to be acknowledged, and wish to know what processes have changed following complaint ORIGINAL COMPLAINT Pt adamant a ligature incident with another patient was nothing to do with them. Pt worried CCTV footage has not been reviewed to clear their name	Partially Upheld	Feedback to the original ward in regard to writing down information as an option for someone who dissociates when overwhelmed. Discussion with those involved in the decision making in regard to moving without notice to feed back SU opinions on this.	Attitude of Staff
8613	Reading	Neuropsychology	Minor	Pt unhappy at the way they have been treated just because they are away at university. Taken on and off wait because offered appts when studying.	Partially Upheld	Outcome of ADHD MDT to be only documented on RIO. Previously outcomes documented on locally held spreadsheet.	Care and Treatment
8649	Slough	Crisis Resolution and Home Treatment Team (CRHTT)	Low	Pt feels they are worse since being under CHRTT, believe they have no coping methods, no understanding of what is wrong or help to deal with it plus no follow ups.	Not Upheld	There is evidence that the service have tried to engage this patient in a variety of ways. Patient has declined interventions with staff and has capacity.	Care and Treatment
8634	Slough	Assessment and Rehabilitation Centre (ARC)	Low	Pt felt pre-judged by the ARC physio and Dr following communication from her GP. Pt is unhappy with the way the IO spoke to her. Pt states the letter containing the diagnosis of their condition is peppers with mistakes.	Not Upheld		Attitude of Staff
8559	Wokingham	CMHT/Care Pathways	Low	9 new issues raised plus comments response to our letter of reply to the original complaint ORIGINAL COMPLAINT BELOW pt has experienced a reluctance and rudeness from CMHT re issues regarding the support package, as a result nothing has been adhered to. Pt states they have been without support for the last 3 months. Pt feels they have nowhere to turn for support and is not heard. New care coordinator required due to lack of confidence in current one	Partially Upheld	Issues raised about provider conduct to be forwarded to Wokingham Borough Council care governance.	Care and Treatment
8541	Reading	Adult Acute Admissions - Rose Ward	Moderate	General care and treatment of patients on Rose Ward	Partially Upheld	Arranged to meet with the lead for Neurodiversity strategy implementation and the commissioner for this on the 19th July	Care and Treatment
8621	Reading	Learning Disability Service Inpatients - Campion Unit - Ward	Minor	attitude of staff verbal and physically. Says not being advised to keep clean	Partially Upheld	It has been discussed and suggested that Mr, who has weekly contact with an advocate who visits with him at Campion, that he might benefit from a weekly joint meeting with the advocate and an aligned senior colleague external to the ward who could listen to his concerns and ensure these are explored or rationales given if there are no findings to suggest change in practice. This will be discussed and shared with the CQC so that Mr can continue to raise his concerns with them transparently, but they can also remind him of this process in place which will hopefully feel responsive and supportive for him.	Abuse, Bullying, Physical, Sexual, Verbal
8659	Bracknell	CMHT/Care Pathways	Low	Pt wishes to know the policies in place to make sure psychologists upload documents and who is accountable if this is not done	Not Upheld		Medical Records
8641	Bracknell	Health Visiting	Low	Many HV appt cancelled from HV with little notice plus pt's family. Complainant feels lies have been spread about them to the preschool by the HV	Partially Upheld	Health Visitors to be reminded that all referrals to Children's Services should be shared with the parent/carer. The only exception is if there is an identified risk to the child in doing so.	Communication
8614	Reading	Adult Acute Admissions - Daisy Ward	Low	Pt complaining about being told to 'carry on banging their head'. Pt also states they are not listened to, they state they came into PPH to get help but also to be listened to and be cared for.	Partially Upheld	Staff member to undertake reflection as she went against MDT decision Better handover from MDT to staff on the ward is necessary in order to ensure everyone is aware of plans made in the MDT	Attitude of Staff
8669	Reading	Out of Hours GP Services	Low	complainant believes the 2nd Dr that called had a bad attitude to the patient on the phone	Partially Upheld	Clearer instructions on follow up arrangements when triaging patients	Attitude of Staff
8590	West Berks	CMHT/Care Pathways	Low	16 points raised covering CMHT / psychiatry / diagnosis understanding remits within BHFT	Not Upheld	Offer to meet with complainant to discuss points in person.	Care and Treatment
8667	Slough	CMHT/Care Pathways	Minor	Unhappy with response, wishes it reviewed ORIGINAL COMPLAINT Pt shocked to receive discharge letter date the day the Dr advised pt they would talk in 3-4 months. Letter states pt verbally agreed to the content which they had state had never heard about. Pt wishes to see evidence of facts and states medication in letter is incorrect	Partially Upheld	IO will discuss with the wider multi-disciplinary team the importance of setting clear expectations with patients around discharge; as well as staff roles and function as Transitions Clinic lead. IO will make sure the SOP is well; circulated and offer management support in discharge cases.	Discharge Arrangements

8574	Slough	Assessment and Rehabilitation Centre (ARC)	Minor	Pt was unhappy with diagnosis mentioned in letter received from Assessment and Rehabilitation Clinic (ARC) recently. They mentioned that their past medical history includes untrue surgery. They wish this to be removed and to understand what the relevance was.	Not Upheld	ARC to ensure no PMH goes on further letter	Communication
8596	West Berks	CMHT/Care Pathways	Minor	Family unhappy at the lack of contact with CCO and as such request a different one. Worried as pt is showing signs of relapsing	Partially Upheld	Pt to be allocated a new care coordinator (CCO) CCO to make contact and agree frequency of updates Pt to be seen within two weeks of allocation to introduce new CCO, review risk and start care plan. CCO to organise professionals meeting to agree shared care approach and identify needs and timescales to meet.	Care and Treatment
8552	Reading	Learning Disability Service Inpatients - Campion Unit - Ward	Moderate	Complainant has welfare concerns regarding the way the pt is treated on the ward. staff allegedly asleep at work, medication allegedly used to calm pt. Pt belonging go missing	Partially Upheld	To provide an opportunity to discuss her nervous feelings (related to taking a bath since she hurt her foot on the leg of the bath) with a psychologist. To check if she remains satisfied with the replacement purse – and if not, arrange to have an alternative purchased To remind all staff of the importance of ensuring that when a call point is deactivated, that the reason for this should be recorded in the RiO records To ensure that there is reconsideration of the appropriate use of ice packs, and that close supervision and support is provided, if their use is deemed necessary, to reduce the risk of a similar skin reaction To review the information available and given to all families/visitors to Campion. To ensure that this information includes what is expected of visitors during their time at Campion e.g., the rules around the use of phones and cameras, including the potential consequences. To ensure that following an incident, involving restrictive interventions, there should be a thorough visual check on the individual and if there is any injury, staff should ensure the RiO notes clearly record action taken, including the use of first aid, and recording of details using body maps, to identify the location and extent of any injury, these should then be uploaded to RiO Document View.	Care and Treatment
8629	West Berks	Community Hospital Inpatient Service - Donnington Ward	Minor	Family are complaining about a number of issues with care, treatment and communication whilst their mother has been an inpatient	Not Upheld		Care and Treatment
8568	Slough	Crisis Resolution and Home Treatment Team (CRHTT)	Low	complainant unhappy that they were not contacted by Crisis to say a visit had already taken place the night before	Partially Upheld	1. To consider the recording of telephone conversations between clients and professionals in CMHT 2. CRHTT to consider checking on the authority in which some of their actions are based especially specific requests to act when referrals are made to the service. 3. RiO to ensure that the contact profiles on relatives and next of kin are clearly visible in the demographics to prevent professionals searching deeply in the progress notes for such information 4. Services should always consider the registration of service user consent where feasible and evidenced in case records and in circumstances considering rights and responsibility to always check on the notion of power of attorney for health, financial and wellbeing matters and whether such authority has been registered with office of Public Guardian	Communication
8611	Reading	CAMHS - ADHD	Moderate	Complainant upset that CAMHS have said the suicide attempt was a cry for help and the pt is not in crisis. Been waiting 4 yrs for ADHD assessment. Refused A&D in case it relates to ADHD.	Upheld	RRT Manager to shadow clinician involved in complaint (Agency Staff) Increased supervision of clinician (Agency Staff) Parent to call RRT if in crisis. Will not be put through to (agency staff) Administrators aware not to put the call through and clinician aware due to mum losing trust in clinician. Manager available to speak to mum if needed to rebuild trust in RRT Compliment passed to ADHD clinicians manager	Care and Treatment
8540	Reading	Neuropsychology		Due to interpreter service reoccurring incidents of not providing a service the pt no longer wishes to continue with therapy sessions	Upheld		Discrimination, Cultural Issues
8626	Reading	PICU - Psychiatric Intensive Care - Sorrel Ward	Low	pt believes the medication is having side effects and no longer wishes to take it. Pt says they would like to be listened to	Not Upheld	Snowdrop medical team to explore/discuss prescribing lithium in liquid form. Planning a meeting with pharmacist to discuss medication.	Medication
8628	Windsor, Ascot and Maidenhead	Crisis Resolution and Home Treatment Team (CRHTT)	Low	Pt unhappy that they heard the staff member laugh on the call, wishes the call to be listened to be investigated	Partially Upheld	Member of staff to listen back to the recorded call in supervision and to be supported in reflection. CRHTT staff to be informed that when patients request to speak to a Manager who is not available they can be directed to the Deputy Team Manager of Shift Lead.	Attitude of Staff
8625	Reading	Health Visiting	Low	Unhappy about communication regarding a mark on the child's body	Not Upheld		Communication
8656	Reading	Adult Acute Admissions - Rose Ward	Low	Pt assaulted on the ward in Dec 2021. Perpetrators was not removed from the ward, pt wishes to know why?	Partially Upheld	apology offered and explanation provided	Care and Treatment
8619	Reading	CAMHS - ADHD	Minor	Family wish appt to be expediated ORIGINAL COMPLAINT pt on wait list for 3 yrs. Starting senior school next year not sure how they will cope	Not Upheld		Waiting Times for Treatment
8580	Reading	Children's Speech and Language Therapy - CYPIT	Minor	Non-verbal Pt behaviour deteriorating. Family feel there has been a lack of support from OT and SLT	Partially Upheld	Therapists to be reminded (via Newsletter and team meetings) of the importance of ensuring that parents are kept informed about decisions relating to their child's therapy provision at school – need to be clear with parents and school who is going to be feeding back to parent Remind all staff to ensure that all conversations with school staff or parents in relation to a child (even those accessing support via the universal or targeted levels of the service) are recorded in a timely way on RiO to evidence that they took place and the content of the discussion. Remind all staff to be explicit with parents about who holds duty of care once a therapy programme has been provided for school staff to implement to avoid confusion or expectation of pro-active monitoring by therapy staff (which is not their role).	Communication
8591	Windsor, Ascot and Maidenhead	District Nursing		Complainant believes DN's using incorrect dressings and thus breaking down already fragile skin	Not Upheld	no consent received	Care and Treatment
8571	Reading	Adult Acute Admissions - Rose Ward	Minor	sectioned pt states misdiagnosed in 2005 states she is not ill. Has requested clean underwear and toothbrush, handbag and charger has been taken off pt. No info re advocate has been provided	Partially Upheld	Apology offered. Phone charger replaced	Care and Treatment
8548	Reading	Adult Acute Admissions - Daisy Ward	Low	Pt feels unreasonable force was used with a bullying nature by staff member during restraint also threatened to take their phone from them	Partially Upheld	None recommended as this has already been actioned by the ward manager as a result of the IFR completed	Attitude of Staff

8622	Bracknell	Crisis Resolution and Home Treatment Team (CRHTT)	Low	Pt believes Crisis staff are complicit in the online bullying they have been experiencing. They believe staff have posted recorded conversations on social media	Not Upheld	Signposted to PHSO	Abuse, Bullying, Physical, Sexual, Verbal
8597	Reading	Adult Acute Admissions - Daisy Ward	Minor	Pt unhappy with the aggressive stance the staff have with them. Escorted leave continuously put back. issues around a parcel	Not Upheld		Attitude of Staff
8520	Windsor, Ascot and Maidenhead	Community Hospital Inpatient Service - Jubilee Ward	High	Visitor used pt toilet on ward, nurse said they would 'slap' them if they did it again. Complainant is extremely angry at the way this person was threatened and believes they should not work in a care environment	Upheld	The member of staff involved on returning to work will be invited to a meeting in line with the Trust's Disciplinary Policy and an investigation will be undertaken. Should the member of staff not return to work, this will be discussed with them prior to them leaving for work and an investigation will be completed in their absence.	Abuse, Bullying, Physical, Sexual, Verbal
8657	Reading	Adult Acute Admissions - Snowdrop Ward	Low	medication and side effects not explained at the time, believes more training is required	Partially Upheld	apology offered for lack of explanation	Care and Treatment
8554	Reading	Adult Acute Admissions - Snowdrop Ward	Low	complainant alleges to have been assaulted during the night on the ward for 11 nights on a row, not sure by whom	Not Upheld		Abuse, Bullying, Physical, Sexual, Verbal

Report to Council of Governors For Quarter 2 2022/23

December 2022



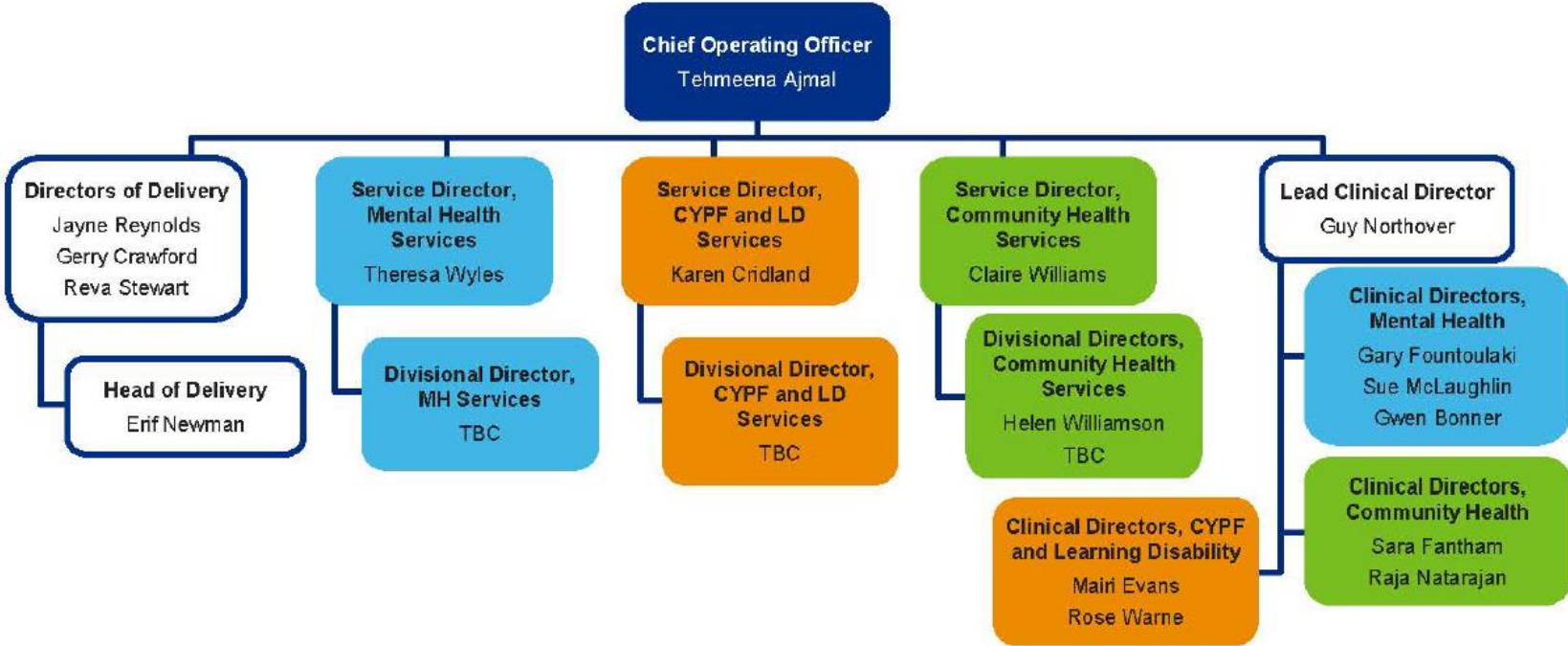
Paul Gray

Chief Executive Highlights Update

Local

- **Changes to the Trust's Operational Structure** - the Trust is proposing to make changes to its operational structure. Currently our services are organised into six divisions. Under the new structure, this will be reduced to three divisions. Each division will have a senior leadership team including the service director, divisional director and clinical directors. The directors of delivery will work with divisions to support this transformation programme. There will be no changes to the current management arrangements or organisation of services in the short term. Over the next 6-12 months, the senior operational and clinical team will work with staff to determine the best arrangements to ensure resilient services, manageable roles and high-quality patient care. Further information about the proposed new operational structure is set out in the attached appendix.
- **Royal College of Nursing (RCN) Industrial Action Ballot Outcome** – the Trust's RCN members will not be participating in any of the planned strike days because the threshold of at least 50% of eligible Trust RCN members voting in favour of industrial action was not met.
- **National COVID-19 Inquiry** - to support organisational preparedness, we have appointed a dedicated resource to assist with collation and ordering of information, records and key decisions made during the pandemic. The Trust has also established a steering group that will be able to support the process and any requests received in relation to the public inquiry. The Trust has also circulated STOP Notices to support ensuring document preservation of potential relevance to the Inquiry and will continue to send out STOP Notice reminders.

Operations Structure



Chief Executive Highlights Update

Local Continued

- **Research** - the Trust has been awarded part of a £35.4 million grant by the National Institute for Health and Care Research (NIHR) for research into mental and brain health, working with Oxford Health NHS Foundation Trust, the University of Oxford and other NHS and higher education partners. The award will create a network of centres of excellence in brain health across NHS and university sites in England complemented by collaborations around the globe, which will make it possible to directly translate research into potential new treatments, diagnostic tests and medical technologies for NHS patients.

Our contribution to the project will involve working in partnership with the Universities of Reading, Birmingham, Liverpool and Oxford Brookes on the research theme of 'Mental Health in Development'. The research aims to develop targeted, effective, and accessible mental health interventions that meet the needs of diverse children and young people. The award, which consists of 11 themes, is part of a package of nearly £800 million funding from the NIHR for 20 Biomedical Research Centres (BRC) in a competitive process involving international review.
- **Trust's Health Bus** - from October 2022, the Trust's Health Bus has been helping the Trust to deliver immunisation services to school-aged children across Berkshire. The bus is staffed by the Berkshire Healthcare Immunisation Team who provide people with information on immunisations, particularly flu vaccines. The team also offers children and young people a flu vaccine and signposts to other services if needed. In addition to being a mobile clinic for immunisations, the bus will aid the Trust in general health promotion on a number of important issues such as infant feeding, smoking cessation, healthy lifestyles, dental hygiene, sexual health education, speech and language development, and mental health awareness.

Chief Executive Highlights Update

Local Continued

- The bus will also allow joined up and collaborative working with other stakeholders and partners across Berkshire to better address wider healthcare issues such as providing health education around early identification of symptoms for conditions such as respiratory illness or cardiac disease, breast cancer or bowel cancer, as early intervention can help reduce associated long term health costs.
- **Business Culture Awards 2022** - The Trust has won two awards at the Business Culture Awards 2022 (Best Learning Initiative for Learning Culture and Best Wellbeing Initiative for Business Culture). The Trust was also shortlisted for the Best Diversity, Equality and Inclusion Initiative and Best Public/Not for Profit Organisation for Business Culture. The Business Culture Awards gives organisations a way to celebrate work which sets up their employees to succeed and thrive in a positive working environment. As part of Berkshire Healthcare's vision to be outstanding for everyone, we undertook two successful projects to further support staff with disabilities and to create a 'Just Learning Culture'.

As a Trust, we revised and updated our reasonable adjustments policy and put wellbeing initiatives to further promote a positive working environment for employees with a disability. A second project focused on further embedding a 'Just Learning Culture' which fosters inclusion and compassion and ensures we take a holistic review of incidents. The success of these projects has led to an improved culture with fewer formal disciplinarys following incidents and high scores in staff surveys.

Chief Executive Highlights Update

Local Continued

- **West Berkshire Hospital Rainbow Garden** - the Rainbow Garden at West Berkshire Community Hospital is now open. The Rainbow Garden is an extension to one of the hospital's Rainbow Rooms used by patients receiving end of life care. The new garden provides a beautiful and calming outdoor space for patients, their families and loved ones to spend time together, and was funded by donations from local businesses and individuals within the community. For some benefactors, their involvement was personal, with their loved ones cared for at the hospital. The finished garden holds several personal touches dedicated to these individuals, such as butterfly garden ornaments, engraved memorial benches, and a cherry tree which is due to be planted.

Chief Executive Highlights Update

National

- **The chancellor has announced that the NHS will receive an additional £3.3bn in each of the next two years, raising the overall budget by 2 per cent in real terms** - this falls well short of the £7bn that NHS England estimated may be needed last month, although that estimate was based on previous estimates around inflation and pay, and the sector had feared it was on course for real terms cuts.
- **Preparing for Winter Pressures** - Systems have been told by NHS England to prepare to take part in a “multi-day exercise” to stress test the health service ahead of a winter of extreme operational pressures and possible strike action. NHS England wrote to system and trust leaders today setting out steps to prepare for possible industrial action, including taking part in “Exercise Arctic Willow” in the week commencing 14 November. It is described as “a multiday exercise for integrated care boards, working with trusts which will seek to explore the health and social care response to multiple, concurrent operational and winter pressures, and the interdependencies with local resilience forum (LRF) partners”. Several trade unions have begun industrial action ballots, including the Royal College of Nursing and Unison, and their plans may be announced in the coming weeks.

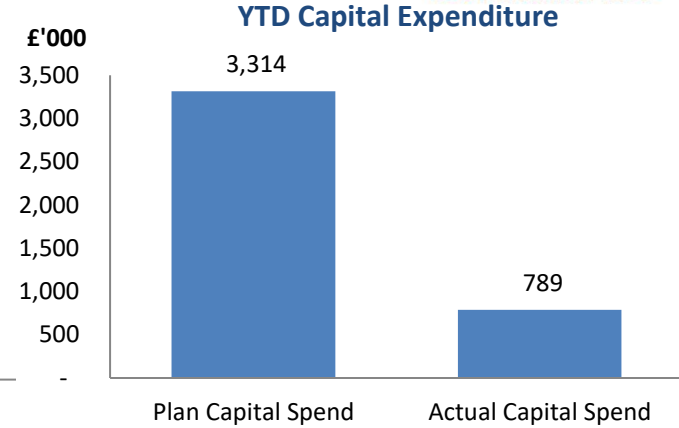
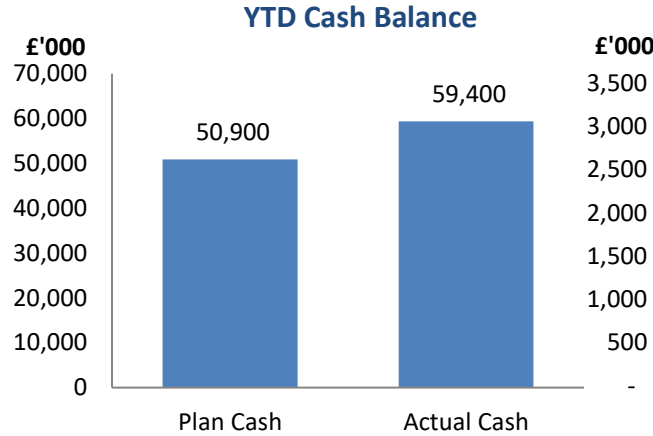
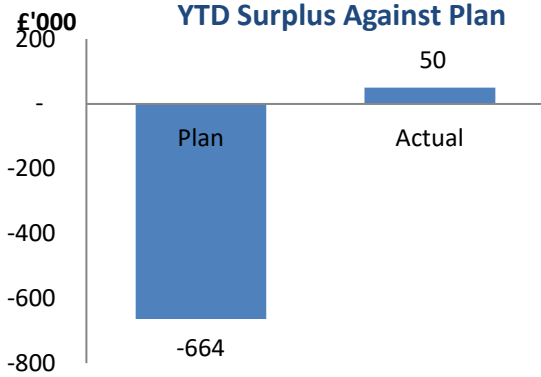
Chief Executive Highlights Update

National continued

- **NHS Performance** - Statistics published by NHS England showed 43,792 patients waited more than 12 hours in A&E from decision to admit to admission in October – a rise of 11,016 from the monthly performance data also revealed ambulance response times for category two patients, which include suspected heart attacks and strokes, were the worst ever recorded in October – breaching over an hour on average against the 18-minute target.

Care Quality Commission - in its assessment of Health and Adult Social Care in England in 2021/22, the Care Quality Commission (CQC) refers to a system in “gridlock”, which is unable to operate effectively. Whilst recognising that health and care staff are doing their best to provide safe and effective care, and that most people are still receiving good care, the report highlights the chronic challenges faced by the health and care system. It points to long-term underinvestment and the absence of sustainable workforce planning as key challenges for the sector, and highlights decreasing levels of satisfaction with the NHS and social care among patients and staff. The report explores issues around access to care, health inequalities, workforce shortages, and the opportunities for systems to tackle these pressing challenges. It also highlights areas of specific concern, including maternity care, mental health services and care for people with learning disabilities.

Finance



Year to Date

The Trust delivered a small surplus (£50k) against a deficit plan (-£664k).

Recruitment against Service Development Funding is behind plan and income has been deferred in line with this slippage.

We were set an efficiency target of £10.1m for the current financial year, in Q1 /2 we reported £2.5m efficiencies against a plan of £3.6m. A large proportion of this is non recurrent.

Cash

Our cash balance at the end of September was £59.4m, £8.5m ahead of plan.

Deferred income, surplus YTD position and timing of payment runs contribute to this better than plan position.

Capital Spend

The capital programme underspent by £2.5m against plan at the end of September. This results from delays in Estates projects which are expected to deliver later in the year.

iWantGreatCare

Indicator		Target
Recommendation Rate	95%	95%

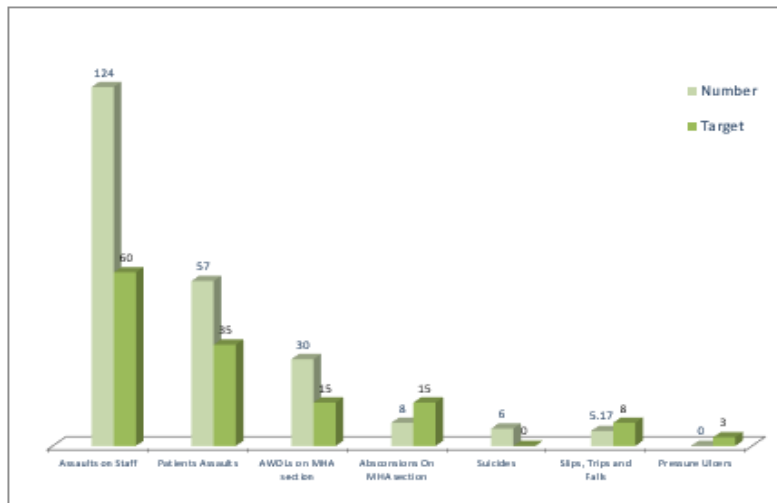
The response rate in Quarter 2 2022/23 was 2.2% against a target of 10%. The average positive score rating was 4.77

Safer Staffing

Indicator	RAG Rating
Safe Staffing	Amber

There is a shortage of registered nursing staff available in the Thames Valley area and therefore registered nursing vacancies are hard to fill and good registered temporary nursing staff are equally hard to find. While we continue to actively advertise and take steps to recruit into the registered nursing vacancies on the wards we are using good temporary care staff who are available and know the wards to fill shift gaps because it is safer for patients. Whilst filling shifts with care staff maintains patient safety, having more registered nursing staff once recruited will improve staff morale as there will be greater peer support, more supervision of care staff and ultimately improved patient care.

User Safety



The above chart is showing the September 2022 rolling quarter Actual Vs target. Please note that lower than the stated target means KPI has achieved its target. There has been an decrease in Assaults on Staff, Absconsions and AWOLS. There has been an increase in Patient to Patient Assaults and Falls per 10,000 bed days. Apparent suicides have remained the same There have been no reported Category 3 and 4 pressure ulcers due to lapse in care in Quarter 2 2022/23.

Staff Turnover

Target
15.2%

Actual
17.0%

Agency Position

Target
< 6%

Actual
3.0%

No target during Q2 2022/23

Sickness

Target
< 3.5%

Actual
4.6%

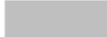
Note: lower than the stated target means KPI has achieved its target

Appraisals

Target
> 95%

Completed %
89.9%

Days Taken For Recruitment

Target  55

Days Taken Q2  94.6

Board Assurance Framework Risk 2022/23 Summary



Risk Description	Update
<p>Risk 1 Due to national workforce shortage and increasing scarce supply, pressure driven by new funding to meet demand and service development, there is a risk of failure to recruit, retain and develop the right people in the right roles at the right time and at the right cost which could impact on our ability to meet our commitment to providing safe, compassionate, high quality care and a good patient experience for our service users</p>	<ul style="list-style-type: none"> • The Trust has a three year strategy in both ICSs to support our collective workforce issues. The research work for this has been commissioned. • The Trust has commenced planning for a workforce informed business planning process this year. Six Workforce Deep Dives have been commissioned using Integrated Care System monies • The Trust has now completed the additional recruitment into the People Directorate to support apprenticeships and candidate attraction. The new Recruitment Partners have been well received by the Operational Teams. • We continue to look at ways that digitalisation will reduce duplication and waste in some of our HR systems and processes to allow staff to focus on more value adding activity. • A rapid improvement event was held at Prospect Park Hospital in September 2022 to address turnover and look at retention countermeasures. Actions are now being followed up with the support of Quality Improvement team.
<p>Risk 2 Failure to achieve system defined target efficiency and cost base benchmarks lead to an impact on funding flows to the Trust, and underlying cost base exceeding funding. Risk is described in the</p>	<ul style="list-style-type: none"> • Additional funding to cover the additional costs of the 2022/23 staff pay award has been agreed with the Integrated Care Systems • Mid-year financial forecast was submitted to the Business and Finance Executive and Finance, Investment and Performance Committee meetings in October 2022.

Board Assurance Framework Risk 2022/23 Summary Continued

Risk Description	Update
<p>context of system funding allocations (CCG, spec comm budgets etc) being allocated and controlled at ICS level, flowing to providers on a risk share and/or relative efficiency basis.</p>	
<p>Risk 3 There is a risk that the Integrated Care Boards fail to develop into fully integrated care systems resulting in an uncoordinated approach to service delivery leading to inefficient and fragmented services for patients</p>	<ul style="list-style-type: none"> • The Trust is taking a lead role in scoping the local systems Mental Health Provider Collaboratives • The Ageing Well and Pain Provider Collaborative initiatives are being scoped for expansion into MSK for the Frimley Health and Care Integrated Care System. • The Trust is well represented at system transformation and governance groups. Alex Gild, Deputy Chief Executive is a member of the Frimley Health and Care Integrated Care Board. Frimley's initial focus is on children health and urgent and emergency care system performance. • Berkshire West Place Based Partnership is chaired by Julian Emms, Chief Executive. The new Integrated Care System Manager for Place, Sarah Webster started her role in October 2022.
<p>Risks 4 and 5 have been amalgamated into the new Risk 3</p>	
<p>Risk 6 There is a risk of a rise in demand for community and mental health services and a lack of available capacity will have a significant adverse impact on some services. Services have been impacted by the pandemic which has led to an increase in the number of services with demand challenges and the need for response to unmet and increased activity. The services with the greatest risk are Mental Health Inpatient, Community Nursing, Neurodiversity (ASD & ADHD) and Common Point of Entry currently.</p>	<ul style="list-style-type: none"> • The Quality Improvement team has been involved in multiple projects across the organisation at front line level, divisional level, trust wide level. The QI team has also been supporting large trust wide projects such as Organisational development, leadership, medication initiation in CYPF, Serious incidents approach plus the trust Breakthrough objectives such as self-harm, physical assaults against staff and falls. • a number of ICS and PLACE leadership meetings to agree priorities and understand/influence changes which will impact on Trust services
<p>Risk 7 Trust network and infrastructure at risk of malware attack which</p>	<ul style="list-style-type: none"> • ISO27001 accreditation and annual external verification retained • Network access for elevated accounts, all windows end-point devices,

Board Assurance Framework Risk 2022/23 Summary Continued



Risk Description	Update
could compromise systems leading to unavailability of clinical systems, loss of data, ransom demands for data and mass disruption.	digital patient records and digital staff records access protected via multi-factor authentication

Key Performance Indicators – Oversight Framework



<u>KPI</u>	<u>Target</u>	<u>Actual</u>	<u>Definition</u>
72 hours Follow Up	80%	98%	This is the percentage of Mental Health Patients discharged from our wards who were seen within 3 days of discharge.
DM01 Diagnostics Audiology - 6 weeks	95%	48.68%	This is the percentage of patients waiting 6 weeks or less for Audiology diagnostic tests. There are staff shortages within this service.
A&E 4 Hour Waits	95%	92.18%	This is the percentage of patients waiting in the Trust's Minor Injury Unit to treat/discharge or transfer within 4 hours. Note that there was a system outage in Q2.
RTT Community: incomplete pathways	92%	99.23%	This is the percentage of patients waiting within 18 weeks for their first outpatient appointment in the Trust's Diabetes and Children's Community Paediatric teams.

Key Performance Indicators - Oversight Framework Continued



Berkshire Healthcare
NHS Foundation Trust

Urgent Community Response	70%	89.60%	This is an indicator for our Community Health Services which measures the percentage of urgent referrals seen within 2 hours. A 70% national target will be in place from 2022/2023
Early Intervention in Psychosis New Cases - 2 week wait	60%	95.30%	This is the percentage of patients who present with first episode psychosis, who are assessed and accepted onto a caseload and receive a NICE Concordant package of care.
Out of Area Placements occupied bed days - East	138	276	The number of occupied bed days for acute and older adult from Frimley CCGs who were sent out of area as there was no bed available within the Trust. Revised target for 2022/23

Key Performance Indicators Oversight Framework Continued



<p>Out of Area Placements occupied bed days - West</p>	<p>138</p>	<p>248</p>	<p>The number of occupied bed days for acute and older adult patients, from West CCGs who were sent out of area as there was no bed available within the Trust. Revised target for 2022/23.</p>
<p>Improving Access to Psychological Assessment Treatment and Recovery</p>	<p>75% 95% 50%</p>	<p>95% 100% 50.00%</p>	<p>This measures the percentage of IAPT patients who were assessed within 6 weeks, started treatment within 18 weeks, and the percentage of those who have recovered.</p>
<p>Clostridium Difficile due to Lapse In Care - Year to Date</p>	<p>6</p>	<p>2</p>	<p>This measures the number of cases of Clostridium Difficile which were caused by a lapse in care in our inpatient services. 2 Cases for the same patient were identified on Oakwood ward for Q1 2022/23</p>

Key Performance Indicators – Oversight Framework Continued



MRSA	0	0	This is the number of cases of the infection methicillin-resistant Staphylococcus aureus identified on our wards as occurring due to lapse in care.
Gram Negative Bacteraemia	0	0	This is the number of cases of infection Gram Negative Bacteraemia cases including, E coli, Pseudomonas and Klebsiella identified on our wards as occurring due to lapse in care. Whilst 3 cases have been reported, none have been identified as lapse in care.
MSSA	0	0	This is the number of cases of the infection Methicillin-sensitive Staphylococcus aureus identified on our wards as occurring due to lapse in care.