

REPORT TO THE TRUST BOARD - PUBLIC
14 SEPTEMBER 2017

Title	Revision to Trust Constitution
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Purpose of the Report:

This report seeks the Board's approval to the revision of the Trust Constitution.

Summary of Key Issues:

Following a request by the Governors' Open Forum, the Council discussed at its meeting in May 2017 the extension of Governor terms to three three-year terms. This was subsequently agreed at the Council's July meeting.

The Constitution also contains a restriction around Directors of other Trusts becoming or continuing as Directors of ELFT which is no longer relevant.

Both proposals require an amendment to the Trust Constitution. Amendments to the Trust's Constitution can only be made with the approval of both the Council of Governors and the Board of Directors.

Strategic priorities this paper supports (Please check box including brief statement)

Improving service user satisfaction	<input checked="" type="checkbox"/>	Stability within the Council will lead to retention of knowledge which will better inform the development of Trust strategic plans to the benefit of service users.
Improving staff satisfaction	<input checked="" type="checkbox"/>	Stability within the Council will lead to retention of knowledge which will better inform the development of Trust strategic plans to the benefit of staff members.
Maintaining financial viability	<input type="checkbox"/>	

Committees/Meetings where this item has been considered:

Date	Committee/Meeting
20/07/17	Approved by the Council of Governors

Implications:

Equality Analysis	This report has no direct impact on equalities
Risk and Assurance	The review of the number of Governor terms ensures that the Council is able to discharge its duties effectively and meet the requirements of the Trust's licence.
Service User/Carer/Staff	The addition of an extra three year term will mean staff Governors (as well as all other Governors) will have the opportunity for a more stable tenure on the Council.
Financial	Any financial implications are within existing budgets
Quality	The Council continues to review its effectiveness annually

1.0 Background/Introduction

- 1.1 The report requests the approval of the Board for the revision to the Trust Constitution in two areas:
- To extend Governor terms to three three-year terms. This is following the approval of the Council of Governors at their July 2017 meeting.
 - To remove the restriction on Board Directors from being directors of other NHS Trusts.

2.0 Governor terms

- 2.1 In order to enable stability and to retain skills and deepen knowledge of Governors, it is proposed that Governors be able to serve three three-year terms instead of two three-year terms which is the current restriction in the Trust Constitution. This proposal arose following discussions at the Governor Open Forum earlier this year.
- 2.2 A review of other NHS Foundation Trusts reveals that this is usual practice as demonstrated in the below table:

Northumberland, Tyne and Wear NHS Foundation Trust	Up to three year terms, eligible for re-election at the end of each term but may not serve more than a period of eight years (i.e. last term will be for two years)
Nottinghamshire Healthcare NHS Foundation Trust	Up to three year terms but may not serve for more than three terms in total.
Oxleas NHS Foundation Trust	Up to three terms of up to three years each but may not hold office for more than three successive terms making nine consecutive years.
South London and Maudsley NHS Foundation Trust	Term of up to three years and eligible for re-election at the end of the term.
Sussex Partnership NHS Foundation Trust	Terms of up to three years but may not hold office for longer than nine years.
Homerton University Hospital NHS Foundation Trust	Up to three terms of up to three years.

2.3 Proposed revision to the Constitution

- 2.3.1 The following amendment (highlighted in yellow) to paragraph 12 Council of Governors – tenure at page 7 of the Trust’s Constitution is proposed:

Constitution excerpt:

12 *Council of Governors - tenure*

- 12.1 An elected governor may hold office for a period of up to 3 years.

12.2 An elected governor shall cease to hold office if he ceases to be a member of the constituency or class by which he was elected.

12.3 An elected governor shall be eligible for re-election at the end of his term, for a period of up to three years but may not hold office for more than three terms or nine years in total.

3.0 Board of Directors disqualification criteria

3.1 The Trust Constitution currently includes the following highlighted disqualification criteria:

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

29.8 A person who is a director of another NHS Trust or a director or governor of another NHS Foundation Trust.

3.2 This restriction around directorship at other Trusts was included in the Constitution at the onset of ELFT becoming a Foundation Trust. At this time NHS Policy was focused on encouraging competition among Trusts to drive performance and quality.

3.3 However, NHS Policy is now around fostering a culture of partnership working. In line with that, Directors have been working across Trusts for various meetings. As such it is proposed that the Constitution is now updated to bring it in line with current practice.

3.4 A review of mental health NHS Foundation Trusts in London reveals that this is usual practice as four out of the five other Trusts do not contain a restriction in their Constitutions as shown below:

- a. Camden and Islington NHS Foundation Trust – no restriction
- b. Oxleas NHS Foundation Trust – no restriction
- c. North East London NHS Foundation Trust – no restriction
- d. South London and Maudsley NHS Foundation Trust – no restriction

3.5 Proposed revision to the Constitution

3.5.1 The following amendment (highlighted in yellow) to paragraph 29.8 of Board of Directors - disqualification at page 14 of the Trust's Constitution is proposed:

Constitution excerpt:

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

29.8 A person who is a director of another NHS Trust or a director or governor of another NHS Foundation Trust.

4.0 Action being requested

4.1 The Board is asked to:

- i. **APPROVE** the revised constitution regarding Governor terms, which has already been approved by the Council of Governors;
- ii. **APPROVE** the revised constitution regarding Board of Directors disqualification criteria, following which this will be presented to the Council of Governors for approval.