

NELFT Appointed governors

One person shall be appointed to sit on the Council of Governors from each of the following organisations:

- Thurrock Unitary Authority – 1 member
- Kent County Council – 1 member
- Barking & Dagenham Local Authority – 1 member
- Havering Local Authority – 1 member
- Redbridge Local Authority – 1 member
- Waltham Forest Local Authority – 1 member
- Essex County Council – 1 member

Total of Appointed governors – 7

Total Elected and Appointed governors – 32

5. COUNCIL OF GOVERNOR VACANCIES 5.1 Where a vacancy arises on the Council of Governors for any reason other than expiry of term of office, the following provisions shall apply:

5.1.1 Where the vacancy arises amongst the appointed governors, the appointing organisation will be requested to appoint a replacement.

COUNCIL OF GOVERNORS - composition

11.1. The trust is to have a Council of Governors, which shall comprise both elected and appointed governors.

11.2. The composition of the Council of Governors is specified in Annex 3.

11.3. The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 3.

11.4. A person may not vote at an election for the Council of Governors of an NHS foundation trust unless, within the specified period, they have made a declaration in the specified form of the particulars of their qualification to vote as a member of the constituency, or class within a constituency, for which the election is being held.

11.5. A person may not stand for election to the council of governors unless they have within the specified period made a declaration in the specified form of the particulars of their qualification to vote as a member of the constituency, or class within a constituency, for which the election is being held.

11.6. A person elected to the council of governors may not vote at a meeting of the Council of Governors unless they have within the specified period made a declaration in the specified form of the particulars of their qualification to vote as a member of the trust.

11.7. This section does not apply to an election held for the staff constituency.

11.8. "Specified" means specified in the trust's constitution.

11.9. A person is guilty of an offence if they:

11.9.1. make a declaration under this section which they know to be false in a material particular, or

11.9.2. recklessly make such a declaration which is false in a material particular.

11.10. A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 4 on the standard scale.

12. COUNCIL OF GOVERNORS - Election of Governors

12.1. Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules.

12.2. The Model Election Rules as published from time to time by the Department of Health form part of the constitution. The current Model Election Rules are attached at Annex 8.

12.3. A subsequent variation of the Model Election Rules by the Department of Health shall not constitute a variation of the terms of this constitution.

12.4. Elections for the Council of Governors shall be conducted in accordance with any regulations which may be made under Section 59 of the 2006 Act.

12.5. An election, if contested, shall be by secret ballot.

13. COUNCIL OF GOVERNORS - Tenure

13.1. An elected governor may hold office for a period of up to three years.

13.2. An elected governor shall cease to hold office if they cease to be a member of the constituency or class by which they were elected.

13.3. An elected governor shall be eligible for re-election at the end of their three-year term.

13.4. An elected governor may not hold office for more than nine consecutive years.

13.5. An appointed governor may hold office for a period of up to three years.

13.6. An appointed governor shall cease to hold office if they cease to be employed by the organisation which they are representing.

13.7. An appointed governor shall cease to hold office if the appointing organisation withdraws its sponsorship of them.

13.8. An appointed governor shall be eligible for re-appointment at the end of their three-year term.

13.9. An appointed governor may not hold office for more than nine consecutive years.

14. COUNCIL OF GOVERNORS – disqualification and removal

14.1. The following may not become or continue as a member of the Council of Governors:

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

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

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

14.1.4. A person who is under sixteen years of age at the date they are nominated for election or appointment.

14.1.5. A person who is a Director of a Foundation Trust, or a Governor or Director of a national health service trust (unless they are

- appointed by an appointing organisation that is the health service trust);
- 14.1.6. A person who is the spouse, partner, parent or child of a member of the Board of Directors of the trust;
- 14.1.7. A person who is a member of a local authority's scrutiny committee covering health matters;
- 14.1.8. A person who is a member of a local Healthwatch group;
- 14.1.9. A person who is subject to a sex offender order or has received a caution or a conviction for a sexual offence;
- 14.1.10. A person who has been disqualified from being a member of a relevant authority under the provisions of the Local Government Act 2000
- 14.1.11. A person who has at any time, been dismissed or removed, other than by reasons of redundancy or incapacity, from any paid employment or office with a health service body; or
- 14.1.12. A person whose tenure of office as a Chair or 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 the non-disclosure of a pecuniary interest.
- 14.1.13. A person who refuses to sign a declaration in the form specified by the Trust of their qualification to vote as a member of the Trust and of their eligibility to be a member of the Council of Governors. This does not apply to Appointed Governors.
- 14.1.14. A person who failed to disclose to the Trust any spent or unspent criminal convictions
- 14.1.15. Where a person has declared a spent or unspent criminal conviction and the spent or unspent conviction does not fall within any of the disqualification provisions contained in this constitution the person must be assessed by the trust as to their fitness to hold office as a governor as a fit and proper person
- 14.2. A person holding office as a governor shall immediately cease to do so if:
- 14.2.1. They resign by notice in writing to the Secretary;
- 14.2.2. They fail to attend three consecutive meetings, unless the other governors are satisfied that:
- 14.2.2.1. The absences were due to reasonable causes; and
- 14.2.2.2. They will be able to start attending meetings of the Council of Governors again within such a period as the other governors consider reasonable.
- 14.2.3. In the case of an elected governor, they cease to be a member of the constituency or class of constituency by which they were elected;
- 14.2.4. In the case of an appointed governor, where the appointing organisation terminates the appointment;

14.2.5. They have refused without reasonable cause to undertake any training which the Council of Governors requires all members to undertake;

14.2.6. They have failed to sign and deliver to the Secretary a statement in the form required by the Secretary confirming the acceptance of the Code of Conduct for Governors;

14.2.7. A governor may be removed from the Council of Governors by a resolution approved by not less than three quarters of the remaining governors present and on the grounds that:

14.2.7.1. They have committed a serious breach of the code of conduct;

14.2.7.2. They have acted in a manner detrimental to the interests of the Foundation Trust; and

14.2.7.3. The Council of Governors considers that it is not in the best interests of the Foundation Trust for them to continue as a governor.

15. COUNCIL OF GOVERNORS – duties of governors

15.1. The general duties of the Council of Governors are:

15.1.1. to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors.

15.1.2. to represent the interests of the members of the trust as a whole and the interests of the public.

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

16. COUNCIL OF GOVERNORS - meetings of governors

16.1. The Chair of the trust (or in their absence the Vice-Chair), shall preside at meetings of the Council of Governors.

16.2. Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons as set out in the Standing Orders of the Council of Governors (Annex 4).

16.3. For the purpose 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

17. COUNCIL OF GOVERNORS – standing orders

17.1. 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 4.

18. COUNCIL OF GOVERNORS – referral to the Panel

18.1. In this paragraph, the Panel means a panel of persons appointed by NHS Improvement to which a governor of an NHS foundation trust may refer a question as to whether the trust has failed or is failing:

18.1.1. To act in accordance with its constitution

18.1.2. To act in accordance with provision made by or under Part 2 Chapter 5 of the 2006 Act

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

19. COUNCIL OF GOVERNORS - Conflicts of interests of governors

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