

Meeting / Committee:	Council of Governors	Meeting Date:	17 May 2016
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Title:	Change to trust's constitution
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Purpose:	The purpose of this report is to seek the Council of Governors approval to a change to the trust's constitution
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Summary:	<p>The constitution of an NHS Foundation Trust sets out the governance arrangements for how it operates. The constitution is based on a model determined by Monitor, the independent regulator of FTs, and it can only be changed with the approval of the trust's Board of Directors, Council of Governors and Monitor.</p> <p>Recent changes to the make-up of the Board of Directors requires an amendment to the trust's constitution to allow for the appointment of three more non-executive directors.</p>
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Prepared By:	Caroline Parnell Director of Communication & Engagement	Presented By:	Deborah Jenkins Chairman
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Recommendation:	The Council of Governors is asked to approve the amendment to the constitution that will facilitate the changes to the Board of Directors.
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Implications (Please mark an X)	Legal X	Financial	Clinical	Strategic X	Risk & Assurance X
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PROPOSED CHANGE TO THE TRUST'S CONSTITUTION

1. Background

The constitution of an NHS Foundation Trust sets out the governance arrangements for how it operates. The constitution of South Tees Hospitals NHS Foundation is based on the model determined by Monitor, the independent regulator of FTs, and was agreed on the creation of the trust in 2009 and updated in 2013 to reflect the requirements of the Health and Social Care Act 2012.

Any changes to the constitution require the approval of the trust's Board of Directors, Council of Governors and Monitor.

2. Proposal

The recent inclusion on the Board of Directors of the medical directors for each of the five clinical centres requires a re-balancing of the board make up to ensure that at least half of the board is made up of non-executive directors. This would require the appointment of three new non-executive directors, but the trust's constitution currently only allows for a maximum of eight non- executive directors (see extract below)

21. Board of Directors – composition

- 21.1 *The trust is to have a Board of Directors, which shall comprise both executive and non-executive directors.*
- 21.2 *The Board of Directors is to comprise:*
 - 20.2.1 *a non-executive Chairman*
 - 20.2.2 *between 5 - 8 other non executive directors; and*
 - 20.2.3 *between 5 - 8 executive directors.*
- 21.3 *The number of Directors may be increased within the range of 20.2.2 and 20.2.3 above, with the approval of the Board, provided always at least half the Board, excluding the Chairman, comprises Non-executive Directors determined by the Board to be independent.*

The model constitution set down by Monitor allows for trusts to determine the range in the number of non-executive and executive directors that makes up its Board of Directors.

It is proposed to amend the constitution so that the range of of non-executive and executive directors increases from "5 – 8" to "5 - 10".

3. Recommendation

The Council of Governors is asked to approve the amendment to the constitution to increase the range of non-executive and executive directors to "5 -10". This will facilitate the required changes to the make-up of the Board of Directors.