

TRUST BOARD**30th July 2015**

TITLE	Revision to the Trust Constitution
EXECUTIVE SUMMARY	The paper sets out a proposed revision to the Ashford & St. Peter's Hospitals NHS Foundation Trust Constitution for approval. The change was approved by the Council of Governors at their meeting on the 17 th June 2015.
BOARD ASSURANCE (RISK)/ IMPLICATIONS	The Board should ensure that any changes to the Trust Constitution are in accordance with the Health & Social Care Act 2012 and regulatory guidance. This change does not impact either of these aspects of the Constitution.
LINK TO STRATEGIC OBJECTIVE	N/a
STAKEHOLDER/ PATIENT IMPACT AND VIEWS	The change to the Constitution has been approved by the Council of Governors.
EQUALITY AND DIVERSITY ISSUES	None known
LEGAL ISSUES	The Constitution has previously been reviewed by lawyers to ensure constructed in accordance with applicable legislation and guidance.
The Trust Board is asked to:	Approve the revision to the Constitution.
Submitted by:	George Roe, Head of Corporate Affairs
Date:	1 st July 2015
Decision:	For Approval.

Revision to the Trust Constitution

1. Background

The paper seeks approval from the Trust Board on revisions to the Trust Constitution, approved by the Governors at their Council meeting in June; to:

1. Increase the number of terms an elected governor can serve; and
2. Merge the constituencies of Richmond-upon-Thames with Hounslow and Windsor & Maidenhead with Runnymede.

2. Governor term – consideration as to whether to increase the number of terms a Governor can serve on the Council of Governors

In accordance with the current Trust Constitution (paragraph 14.8) a Governor:

“shall not hold office for more than 6 years or 2 terms of office whichever is the least”.

Due to the number of Governors who have been re-elected in 2012 and 2013 for a second term as it currently stands there will be significant turnover of Governors in 2015 and 2016. It is therefore important that consideration is made as to whether the number of terms a Governor can serve is increased.

There are currently seven Governor posts due for election in November 2015 (Runnymede, 3; Richmond-upon-Thames, 1; Windsor & Maidenhead, 1; Staff – Medical and Dental, 1 and Staff – Allied Healthcare Professional, 1).

Three (Andrew Ryland, Margaret Lenton and Paul Wills) of the six current Governors (Richmond-upon-Thames post is currently vacant) would not be able to seek re-election in 2015.

By 30th November 2016, 15 Governor posts are due for election (Elmbridge, 3; Hounslow, 2; Spelthorne, 3; Surrey Health, 1; Woking & Guildford, 3; Staff – Admin & Ancillary, 1; Staff – Nursing & Midwifery, 1 and Staff – Volunteers, 1). 10 of the 15 current Governors would not be able to seek re-election in 2016.

The table overleaf highlights the number of candidates that have stood in previous Council elections and provides an idea of the possibility of vacancies within the Council either/and at 2015 and 2016 if current Governors are restricted to finishing their terms of office after two terms.

Constituency	Date	Number of Seats	Number of Candidates
Runnymede bye-election	Sept 2014	1	5
Elmbridge	Oct 2013	3	3
Hounslow	Oct 2013	2	2
Spelthorne	Oct 2013	3	10
Surrey Heath	Oct 2013	1	1
Woking and Guildford	Oct 2013	3	5
Staff: Volunteers	Oct 2013	1	2
Staff: Admin/Managerial	Oct 2013	1	1
Staff: Nursing	Oct 2013	1	1
Richmond Upon Thames	Oct 2012	1	1
Runnymede	Oct 2012	3	7
Windsor and Maidenhead	Oct 2012	1	2
Staff: Allied Health Profs	Oct 2012	1	1
Staff: Medical and Dental	Oct 2012	1	1

The Trust is somewhat of an outlier in restricting the number of terms a Governor can serve to two. From review of a number of randomly selected Foundation Trust Constitutions it is apparent that the majority do not include a two term restriction.

Trust	Governor Terms	Trust	Governor Terms
Frimley Heath	9 consecutive yrs	Salford Royal	9 consecutive yrs
Royal Surrey	9 consecutive yrs	Salisbury	9 years total
Hampshire Hospitals	6 years	Surrey & Borders	9 consecutive yrs
Royal Bournemouth and Christchurch	9 consecutive yrs	Sussex Partnership	9 consecutive yrs
UCLH	6 consecutive yrs	Western Sussex	6 yrs
Kingston	3 terms (of 3 yrs)		

The Council of Governors approved an increase in the number of terms a Governor can serve on the Council from two terms to three terms at their Council meeting on 17th June 2015. The Board of Directors are requested to approve this revision.

3. Composition of the Council of Governors

In February 2013 the Council of Governors approved proposed changes to the number of seats allocated to each constituency within the Council of Governors based on new outpatient attendances. Due to elections already held in 2012 some of these changes (the reduction of Council seats in Richmond-upon-Thames and Windsor & Maidenhead) were paused while terms of office were served.

The table below highlights the changes to the Council which were approved in February 2013:

Public Constituency	New Out-Patient attendances	% of attendances against total attendance	Current Council seats	Future Council seats
Elmbridge	17,551	15.31	1 seat	3 seats
Guildford	229	0.2	1 seat	No seat
Hounslow	11,385	9.93	2 seats	2 seats
Richmond-upon-Thames	566	0.49	1 seat	No seat
Runnymede	22,681	19.78	3 seats	3 seats
Spelthorne	36,633	31.95	3 seats	3 seats
Surrey Heath	2,547	2.22	1 seat	1 seat
Windsor & Maidenhead	1,001	0.87	1 seat	No seat
Woking	22,049	19.23	3 seats	3 seats
TOTAL	114,642		16 seats	15 seats
TOTAL to 2015			16 seats	17 seats

The changes above to Elmbridge and Guildford were enacted following elections held in Autumn 2013 taking effect from 1st December 2013.

The key changes which are due to take effect in 2015 relate to Richmond-upon-Thames and Windsor & Maidenhead. To ensure these changes remain appropriate, updated outpatient data was obtained for 2014/15 and is detailed below:

Public Constituency	New Out-Patient attendances	% of attendances against total attendance	Seats per methodology	Current seats	Diff.
Elmbridge	20,904	15.2	3	3	0
Hounslow	9,355	6.8	2	2	0
Richmond-upon-Thames	381	0.3	0	1	-1
Runnymede	30,201	22.0	3	3	0
Spelthorne	42,630	31.1	3	3	0
Surrey Heath	3,115	2.3	1	1	0
Windsor & Maidenhead	929	0.7	0	1	-1
Woking & Guildford	29,597	21.58	3	3	0
TOTAL	137,112	100.00	15	17	-2

The methodology used in February 2013 to assess the number of seats on the Council was:

- o 15% or greater – 3 seats
- o 5-15% - 2 seats
- o 2-5% - 1 seat
- o Less than 2% - no seats.

The analysis above based on new 2014/15 data highlights no changes to the proposed number of Council seats with a reduction post 2015 elections of two to 15 seats in total.

In accordance with this data and the methodology used to allocate seats both Richmond and Windsor & Maidenhead are due to lose their seat on the Council from 30th November.

The Council agreed in February 2013 that if the data remained the same in 2015 the Richmond-upon-Thames constituency would be merged with Hounslow with the combined constituency having two seats (a reduction of one overall). Elections to the Hounslow constituency are due in 2016 and therefore there will be no election in 2015.

The Council approved a proposal to merge the constituency of Windsor & Maidenhead (W&M) with Runnymede at their Council meeting on 17th June 2015.

The Board are asked to approve the revision to the Constitution to merge the Constituency of Richmond-upon-Thames with Hounslow and Windsor and Maidenhead with Runnymede.

4. Next Steps

2015 elections to the Council of Governors are due to commence in early September with Governor terms starting from 1st December 2015.

5. Recommendation

The Trust Board is asked to approve the revisions to the Constitution to:

1. Increase the number of terms an elected governor can serve from two to three; and
2. Merge the constituencies of Richmond-upon-Thames with Hounslow and Windsor & Maidenhead with Runnymede.