

Board of Directors Meeting

Report

Subject: Revisions to Constitution and associated documents

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EXECUTIVE SUMMARY

This Constitution represents the constitution of Sherwood Forest Hospitals NHS Foundation Trust as adopted in accordance with the 2006 Act as amended by the 2012 Act. This Constitution sets out the powers and functions of the Trust.

Work has continued to be carried out on the amendments to the Trust's Constitution that safeguard compliance with statute, bring the Trust's governing documents up to date with best practice and include matters of concern to the Governors as a result of their changing powers. This work has continued to encompass both necessary and desirable amendments.

The Code of Conduct for Directors

Whilst key Trust documents indicated the existence of a code of conduct for directors a current version was not accessible, but in any event amendments would be necessary to accord with the revisions to the suite of governing documents. A draft version is included in the papers.

Engagement Policy

In accordance with Monitor's NHS Foundation Trust Code of Governance the Council of Governors has developed an engagement policy for the Council of Governors' interactions with the Board of Directors for which Board will be asked to note and confirm acceptance.

Next Steps

Following the necessary Board approvals, the suite of documents will be presented to the August Council of Governors meeting for approval and immediate adoption. The lead governor will present the changes in the powers of the governors to the September AGM.

ACTIONS REQUIRED BY BOARD

Board members are invited to:

- approve the amendments to the Constitution;
- to note the contents of the draft code of conduct and provide any comments on the same to the Director of Corporate Services;
- to note and confirm acceptance of the Engagement Policy before it is formally adopted by the Council of Governors.

Relevant Strategic Objectives (please mark in bold)	
Achieve the best patient experience	Achieve financial sustainability
Improve patient safety and provide high quality	Build successful relationships with external

care	organisations and regulators
Attract, develop and motivate effective teams	
Links to the BAF and Corporate Risk Register	
Details of additional risks	n/a
Links to NHS Constitution	n/a
Financial Implications/Impact	n/a
Legal Implications/Impact	n/a
Partnership working & Public Engagement Implications/Impact	n/a
Committees/groups where this item has been presented before	n/a

Revisions to Constitution and associated governing documents

1. Constitution amendments

The Constitution

Work has continued to be carried out on the amendments to the Trust's Constitution. This work has continued to encompass both necessary and desirable amendments.

a. Necessary amendments

The necessary amendments to the Constitution have been brought about by changes to legislation namely the implementation of the Health and Social Care Act 2012.

For example the change in the statutory duties of the Council of Governors.

They also include amendments needed to ensure consistency across key documents i.e.: codes of conduct, standing orders etc and remove repetitive clauses (so as to avoid potential inconsistencies).

b. Desirable amendments

The desirable amendments have been put forward for inclusion and adoption based on a number of factors:

- changes in best practice and guidance (including Monitor's NHS Foundation Trust Code of Governance where appropriate);
- changes to address requirements included in the current Constitution which the working group considered it advisable to address for future clarity and process.

A clean copy of the Constitution (including Annexes 3, 4 and 5 as separate files) are attached and a comparison copy of the Constitution is included in the reading room for ease of reference regarding the changes.

The Board is asked to approve the amendments to the Constitution

2. The Code of Conduct for Directors

Whilst key Trust documents indicated the existence of a code of conduct for directors a current version was not accessible but in any event, it was important to make any Code consistent with the changes to the governing documents presented to the meeting and aligned with the Governor Code of Conduct approved earlier in the year. The Director of Corporate Services has instructed legal advisers to prepare a draft based on the revised code of conduct for Governors. This draft code of conduct is attached it has also been passed to the Trust's HR Director for comment.

The Board is asked to note the contents of the draft code of conduct and provide any comments on the same to the Director of Corporate Services

3. Engagement Policy

In accordance with Monitor's NHS Foundation Trust Code of Governance the Council of Governors has developed an engagement policy for the Council of Governors' interactions with the Board of Directors.

The draft of the policy is attached.

The Board is asked to note and confirm acceptance of the Engagement Policy before it is formally adopted by the Council of Governors following approval at their August meeting.