

Board of Directors Meeting in Public - Cover Sheet

Subject:	Revised Constitution				Date:	6 th March 2025
Prepared By:	Sally Brook Shanahan, Director of Corporate Affairs					
Approved By:	Graham Ward, Trust and CoG Chair and Liz Barrett, Lead Governor					
Presented By:	Sally Brook Shanahan, Director of Corporate Affairs					
Purpose						
To seek approval from the Board, on the recommendation of the Council of Governors, to proposed updates to the Trust's Constitution in order to clarify in advance of the forthcoming Council of Governors election that a prerequisite of Trust membership is to be able to communicate via email.					Approval	X
					Assurance	
					Update	
					Consider	
Strategic Objectives						
Provide outstanding care in the best place at the right time	Empower and support our people to be the best they can be	Improve health and wellbeing within our communities	Continuously learn and improve	Sustainable use of resources and estates	Work collaboratively with partners in the community	
X	X	X	X	X	X	
Principal Risk						
PR1	Significant deterioration in standards of safety and care					X
PR2	Demand that overwhelms capacity					X
PR3	Critical shortage of workforce capacity and capability					X
PR4	Insufficient financial resources available to support the delivery of services					X
PR5	Inability to initiate and implement evidence-based Improvement and innovation					
PR6	Working more closely with local health and care partners does not fully deliver the required benefits					
PR7	Major disruptive incident					
PR8	Failure to deliver sustainable reductions in the Trust's impact on climate change					
Committees/groups where this item has been presented before						
Constitution Working Group meetings held on 16 th May and 5 th July 2024						
Council of Governors meeting on 13 th August 2024						
Trust Board on 5 th September 2024						
Council of Governors written resolution passed on 21 st February 2025						
Acronyms						
Executive Summary						
<p>In May and July 2024, a Governor working group comprising the Lead Governor, Ian Holden, Peter Gregory, Sam Musson, and Vikram Desai met to consider changes to the Constitution. The working group's focus concentrated on two main areas namely, the revision of the constituencies and voting arrangements.</p> <p>As a consequence of the working group's recommendations revisions were made to the constituencies and to modernise the voting arrangements that were approved by the full Council of Governors at its meeting in August 2024 and recommended to the Trust Board in September 2024 where they were approved.</p>						

This paper focusses on the revisions made in respect of voting arrangements that specifically referenced the NHSE Model Election Rules that permit e-voting, thereby enabling future elections to be both more efficient and significantly less expensive as no postage and printing charges will be incurred and, with full support of governors, enshrined the principle that all future governor elections would be conducted exclusively electronically.

The timetable for the Governor elections to enable the successful candidates to take up office with effect from 1st May 2025 was communicated at the full Council of Governors meeting on 11th February 2025. The election planning arrangements include the appointment of a Returning Officer to organise and run the ballot, return the outcome of the election and oversee the overall probity of the process.

During the course of the pre-election planning with the company appointed to run the forthcoming governor election, a concern was expressed about the potential reputational risk to it and the Trust if it moves to an all e-voting election without the Constitution stating expressly that membership is conditional on Members being e-enabled. Notwithstanding that the principle of holding e-voting only elections had already been agreed by the Council of Governors and Trust Board, the company maintained it required an unequivocal statement in the membership criteria to enshrine that intent.

To that the end, the Council of Governors was asked to agree to amendments to the Constitution shown below **in bold**:

6.2 Public Constituency

6.2.1 Subject to paragraph 6.5 an individual is eligible to become a member of a Public Constituency if they:

6.2.1.1 live in the area specified for that Public Constituency in the corresponding entry in column 2 of Annex 1.

6.2.1.2 are not a member of another Public Constituency.

6.2.1.3 are not eligible to become a member of the Staff Constituency.

6.2.1.4 are at least 16 years old at the time of their application to be a Member, **and**

6.2.1.5 **provide a valid email address for communicating between themselves and the Trust including, but not limited to, for the purpose of voting in governor elections.**

For the avoidance of doubt, it was also proposed to include these same words, as an additional sub-paragraph (d) within paragraph 6.3.3, in relation to the qualifications necessary to be a member of the Staff Constituency in the unlikely event a member of staff does not have a Trust email account.

The company appointed to provide the election services has confirmed that with the amendment made to confirm that Trust membership is only open to those persons able to communicate electronically, they will be able to conduct an electronic only ballot. This will enable the total cost of the election to be kept below £4,000 compared with the last election in 2023 that cost £19,029.24 of which postage amounted to £11,078.76 and printed items £4,076.89. In the context of the current financial challenges this is a saving we need to make.

For information, it is relevant to record that in the paperwork that was posted out to all of the Trust membership (currently this comprises 13,249 individuals) was a message urging members to let the Trust have their email address, hence the direction of travel was clear in 2023. Our “Trust Matters” members’ newsletter is only sent out electronically meaning that the opportunities to engage with the Trust for members without an email address is very limited. Further, all communications with governors are via email, including the distribution of Council of Governors’ papers as well as those for Workshops, Forums and other governor activities. Currently 3,525 members have an email address on the Trust’s membership database and receive regular updates from the Trust. It follows that those without an email address are not active members as we are unable to engage with them in an effective and economical way.

The process for the approval of changes to the Constitution is contained in Paragraph 20 of the Constitution and requires a recommendation to be made from the Council of Governors to the Trust Board. To this end a paper was circulated electronically to all governors on 17th February 2025 seeking approval to recommend the changes recorded above to be recommended to the Board for approval. Responses confirming agreement were in the majority, however some governors expressed concerns about the removal of a significant number of members from the database without further efforts being made to alert them to the need for them to provide an email address to the Trust.

In response to this feedback a number of targeted activities have taken place and will continue until the deadline for the list of electors to be closed. These include:

- Sending a text to all 1,093 members who currently have a mobile number but no email address recorded so that they are personally alerted to the change and have the opportunity to provide an email address to stay connected.
- Working with our Trust volunteers to call as many Trust members as possible of the 3,745 who have registered a landline phone number with us but have not provided a mobile number or an email address.
- Publishing information on the Sherwood public channels, including its website and social media
- A memo to all Sherwood Staff
- A graphic to share with staff and governors for individuals to share on their personal and professional social media
- An A4 poster being put up at each of the Trust sites and can be supplied to governors / staff electronically to print off to take to GP surgeries, community spaces / places and share at *Meet your Governor* events that governors are planning to attend over the coming weeks.
- Using digital screens in the hospital including in our Emergency Department, Daffodil Cafes and clinics to promote the message.
- Asking MPs and local political representatives and local authority organisations to share the messages
- Sharing information with local councils and other partners in the Mid Nottinghamshire Place-Based Partnership for them to share on social media / with residents
- Sharing information across Trust staff channels

By using all alternative direct contact methods, the Trust can potentially reach 8,363 members without using postal services. This reduces the number of members at risk of being lost to 4,886.

As a result of these initiatives the Council of Governors was able to take assurance that the email requirements have been well publicised and as a result has given its unanimous support to a recommendation being made to the Trust Board on 5th March 2025 to approve the proposed revisions to the Constitution at which point they will take effect. Thereafter, they will be presented to the Annual Public meeting on 16th September 2025 for information, as required by the Constitution.

Recommendation

That the Board agrees the proposed amendments to the Constitution with immediate effect on the recommendation of the Council of Governors and notes that the updated Constitution will be included on the agenda for the Annual Members' meeting on 16th September 2025, for information.