

**Annual Members' Meeting and AGM**

<b>Subject:</b>	Revisions to Constitution		<b>Date:</b>	16 <sup>th</sup> Sept 2025	
<b>Prepared By:</b>	Sally Brook Shanahan, Director of Corporate Affairs				
<b>Approved By:</b>	Liz Barrett, Lead Governor				
<b>Presented By:</b>	Liz Barrett, Lead Governor				
<b>Purpose</b>					
To note the amendments to the Trust's Constitution as recommended by the Council of Governors and approved by the Trust Board since last year's report to this meeting.				<b>Approval</b>	
				<b>Assurance</b>	
				<b>Update</b>	<b>X</b>
				<b>Consider</b>	
<b>Strategic Objectives</b>					
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
<b>X</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>X</b>
<b>Principal Risk</b>					
<b>PR1</b>	Significant deterioration in standards of safety and care				<b>X</b>
<b>PR2</b>	Demand that overwhelms capacity				
<b>PR3</b>	Critical shortage of workforce capacity and capability				
<b>PR4</b>	Insufficient financial resources available to support the delivery of services				
<b>PR5</b>	Inability to initiate and implement evidence-based Improvement and innovation				<b>X</b>
<b>PR6</b>	Working more closely with local health and care partners does not fully deliver the required benefits				
<b>PR7</b>	Major disruptive incident				
<b>PR8</b>	Failure to deliver sustainable reductions in the Trust's impact on climate change				
<b>Committees/groups where this item has been presented before</b>					
Council of Governors – 11th February 2025 Board of Directors in public – 5th March 2025					
<b>Acronyms</b>					
AMM – Annual Members' Meeting NHSE – NHS England					
<b>Executive Summary</b>					
<p>Following the revision of the Council of Governors electoral constituencies, reported to last year's AMM, the focus of the revisions made in 2024/25 has been on voting arrangements. The need for this has been driven by the Trust's desire to be able to better engage with its membership and, in the context of the Trust's challenging financial position, for it to be able to conduct future elections in a more cost-efficient way.</p> <p>Governors agreed to the modernisation of the voting arrangements, specifically to incorporate the NHSE Model Election Rules that permit electronic voting, thereby enabling future elections to be both more efficient and significantly less expensive as no postage and printing charges will be incurred. The actual savings can be seen when looking at the total cost of £19,029.24 for the 2023 postal election, of which postage amounted to £11,078.76, and printed items £4,076.89. In the context of the Trust's financial challenges the saving of over £15,000 was, therefore, achievable.</p>					

During the course of the planning for the 2025 elections, the company appointed to run the governor elections raised a concern about the potential reputational risk to it and the Trust if it moved 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.

On 17<sup>th</sup> February 2025, a paper was circulated seeking approval from the Council of Governors to updates to the Trust's Constitution in order to clarify in advance of the Council of Governors election that a prerequisite of Trust membership is to be able to communicate via email. In response to the paper, members made clear they continue to support the decision taken to implement e-voting when the Constitution was revised in September 2024, citing the governor engagement and financial benefits that will follow.

To that the end, the Council of Governors agreed 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, the same words were added to 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 an email account.

With the benefit of these amendments to membership that provide that Trust membership is only open to those persons able to communicate electronically, the company appointed to provide the election services confirmed they were able to conduct an electronic only ballot at total cost below £4,000.

However, simultaneously, some concerns were expressed by governors about the impact on Trust members who have not registered an email address. It was confirmed that the paperwork posted out to all Trust members (circa 14,000 individuals) for the 2023 election had already made the direction of travel clear as it included a message urging them to let the Trust have their email address. Further, the "Trust Matters" members' newsletter is only sent out electronically, 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. It follows that members on the Trust's membership database without an email address are unable to be active members as the Trust cannot engage with them in a timely, efficient or cost-effective way.

Some governors, however, urged the Trust to do more to ensure, as far as possible, that members (potentially up to 8,369) were not disenfranchised. As a result of which the following targeted activities took place prior to the deadline for the list of electors to be closed:

- Sending a text to all 1,092 members who had registered a mobile number but no email address to alert them to the change and give them the opportunity to provide an email address to stay connected.
- Working with Trust volunteers to phone as many Trust members as possible who have registered a landline number but not provided a mobile number or an email address, urging them to register an email address.
- Publishing information on the Sherwood public channels, including the Trust's website and social media
- Sending a message to all Sherwood Staff asking them to disseminate information about the need to register an email address
- Circulating a graphic with staff and governors for them to share on their personal and professional social media
- Putting up A4 posters at each of the Trust sites and supplying them on request to governors / staff electronically to print off to take to GP surgeries, community spaces / places and share at *Meet your Governor* events that governors were planning to attend in the period before the election.
- Using digital screens in the hospital including in the Emergency Department, Daffodil Cafes and clinics to promote the message.
- Asking MPs and local political representatives and local authority organisations to share the message
- Sharing information with local councils and other partners in the Mid Nottinghamshire Place-Based Partnership for them to post on social media / with residents
- Sharing information across Trust staff channels

These initiatives enabled the Council of Governors to take assurance that the need to register an email had been well publicised. As a result, it agreed to give its unanimous support for a recommendation to be made to the Trust Board on 5<sup>th</sup> March 2025 to approve the proposed revisions to the Constitution at which point they took effect.

The process for the approval of changes to the Constitution is contained in Paragraph 20 and requires as its final step for the changes to be presented to the Annual Public meeting. This paper is presented to fulfil that requirement and to provide transparency on the potential impact and mitigation as a result of the change to membership eligibility.

The Constitution in full is available by [clicking here](#)