

**CAMBRIDGE UNIVERSITY HOSPITALS NHS
FOUNDATION TRUST**

(A PUBLIC BENEFIT CORPORATION)

CONSTITUTION

Unless the contrary intention appears or the context otherwise requires, words or expressions contained in this constitution bear the same meaning as in the 2003 Act.

References in this constitution to legislation include all amendments, replacements, or re-enactments made.

References to legislation include all regulations, statutory guidance or directions.

Headings are for ease of reference only and are not to affect interpretation.

Words importing the masculine gender only shall include the feminine gender; words importing the singular shall include the plural and vice-versa.

1. Definitions

1.1 In this constitution:-

"the 2003 Act" means the Health and Social Care (Community Health and Standards) Act 2003;

"the 1977 Act" means the National Health Service Act 1977;

"Adviser" means a person formally appointed by resolution of the Board of Governors to advise the Board of Governors at meetings of the Board of Governors in an advisory and non-voting capacity;

"area of the Trust" means the area specified in Annex 1 as amended from time to time by resolution of the Board of Governors to reflect changes in the administrative boundaries of the relevant local authorities;

"board of directors" means the board of directors as constituted in accordance with this constitution;

"board of governors" means the board of governors as constituted in accordance with this constitution;

(Schedule 1, paragraph "carer" means an individual who has attended any of the Trust's hospitals as the carer of a patient within the period from 5 July 1948 to the date of application

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3(1)(c)and (5))

for membership and had domestic responsibility for the care of the patient once they have received treatment from the Trust (other than an individual providing care in pursuance of a contract (including a contract of employment), or as a volunteer for a voluntary organisation);

"Code of Conduct for the Board of Governors"

Means the document entitled "Code of Conduct for the Board of Governors" which is issued to all Governors on appointment and sets out the appropriate conduct for governors, and outlines what is expected of a governor in terms of their behaviour and their actions in the execution of their duties.

"director"

means a member of the board of directors;

"Financial year"

means-

(a) the period beginning with the date on which the Trust is authorised and ending with the next 31st March; and

(b) each successive period of twelve months beginning with 1st April.

"Independent Regulator"

means the regulator for the purposes of Part I of the 2003 Act;

"Local Authority governor"

Means a member of the board of governors appointed by one or more local authorities whose area includes the whole or part of the area of the Trust;

"member"

means a member of the Trust;

"other partnership governor"

means a member of the board of governors appointed by a partnership organisation other than a Primary Care Trust or university providing a medical or dental school to the trust specified in paragraph 8.3;

"PCT governor"

means a member of the board of governors appointed by a Primary Care Trust for which the trust provides goods or services;

▼ - - - - "patient" - - - -

means an individual who has attended and received treatment from the Trust at any of the Trust's hospitals as a patient within the period from 5 July 1948 to the date of application for membership

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"patient governor"	means a member of the Board of Governors elected by the members of the patients' constituency
"public governor"	means a member of the Board of Governors elected by the members of the public constituency;
"secretary"	means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary;
"staff governor"	means a member of the board of governors elected by the members of the staff constituency;
"the Trust"	means the Cambridge University Hospitals NHS Foundation Trust;
"Trust Principles"	means the principles set out in the Statement at Annex 9;
"University governor"	means a member of the board of Governors appointed by a university providing a medical or dental school to a hospital of the Trust.

2 Name

Schedule 1, #2 2.1 The name of this Trust is to be "Cambridge University Hospitals NHS Foundation Trust"

3 Principal purpose

Section 14(2) 3.1 The Trust's principal purpose is the provision of goods and services for the purposes of the health service in England.

4 Other purposes

4.1 The purpose of the Trust (as required by the 2003 Act) is to provide goods and services for purposes related to the provision of health care in accordance with its statutory duties and the terms of the Independent Regulator's authorisation.

Section 14(3) 4.2 The Trust may also carry on activities other than those mentioned above subject to any restrictions in the Independent Regulator's authorisation. These activities must be for the purpose of making additional income available in

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order to better carry on the Trust's principal purpose.

4.3 Without prejudice to the generality of the foregoing and subject as set out in the Act and to any restrictions in the Independent Regulator's authorisation, the Trust may also:

(a) take on exchange, hire or otherwise acquire, hold, manage and mortgage, charge, sell, exchange or let out any real and personal property of any kind;

(b) purchase, take licences of, protect, extend and renew any intellectual property rights of any description and may exploit the same and sell or license the same to others;

(c) form, acquire, invest in, assist and dispose of any companies or businesses carrying out any activity the Trust is authorised to carry out;

(d) form, acquire an interest in, invest in, participate in, and dispose of any interest in, joint ventures and partnerships, whether incorporated or not, carrying out any activity the Trust is authorised to carry out;

(e) enter into, carry on and participate in financial transactions, dealings and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions, dealings and operations including, but not limited to, borrowing and lending money and entering into contracts and arrangements of all kinds and guaranteeing or otherwise ordering or securing the liabilities and obligations or payment of monies by any person, firm or company including, but not limited to, any company which is for the time being a subsidiary (as defined by Section 736 of the Companies Act 1985) of the Trust or is otherwise associated with the Trust in its activities;

(f) act and continue to act as trustee of charitable and other trusts and funds, including but not limited to those trusts and funds of which the Trust is a trustee at the date of adoption of this constitution;

(g) appoint any person or persons, firm or firms, company or companies to be the agent of agents or attorneys of the Trust and to act as agents, managers, secretaries, contractors or in a similar capacity;

(h) establish and maintain for the benefit of current and former directors, governors and other officers of the Trust and employees of the Trust, and their families (including former spouses) and dependents, insurance and pension or superannuation funds and to grant pensions, emoluments, allowances, donations, gratuities, loans and bonuses to such persons;

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(i) establish, maintain and support institutions (including but not limited to research institutions), association, society, club or other establishment the support of which may, in the opinion of the Board of Directors be calculated directly or indirectly to benefit the Trust, or may be connected with the area of the Trust or any other place where the Trust carries on business or otherwise connected in any way with any activities of the Trust;

(j) join, participate in and to subsidise or assist any organisation of employers or employees or a trade association relevant to the activities of the Trust;

(k) take, make, execute, enter into, commence, carry on, prosecute and defend all steps, claims, demands, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Trust;

(l) take all and any action required or permitted by sections 14, 44 and 45 of the 2003 Act, section 26 of the Health Act 1999 and section 11(2) of the Health and Social Care Act 2001, all as amended from time to time and insofar as the same apply to the Trust;

(m) undertake any activities which promote or further the purposes set out at paragraph 3.1 and the foregoing paragraphs of this paragraph 4.

5 Powers

See
Sections 17
and 18

5.1 The Trust is to have all the powers of an NHS foundation trust set out in the 2003 Act, subject to the terms of its authorisation.

6 Framework

6.1 Subject to the terms of this constitution, the members of the Trust will be able to

(a) elect representatives to the Board of Governors;

(b) stand for election to the Board of Governors;

(c) in the case of members of the patient and public constituencies and those exercising functions for Cambridge University put themselves forward for appointment as Chairman of the Trust or non-executive directors on the Board of Directors;

(d) through the Board of Governors, receive information about the Trust and be consulted on plans regarding the

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future development of the Trust and its services.

- 6.2 Subject to the terms of this constitution, the Board of Governors of the Trust will be responsible for
- (a) representing the interests of members of the Trust and partnership organisations in the governance of the Trust regularly feeding back information about the Trust, its vision and its performance to the constituency they represent and confirming the appointment of the Advisers.
 - (b) at a general meeting, appointing the non-executive directors, including the Chairman, of the Trust;
 - (c) at a general meeting, appointing the Trust's auditor;
 - (d) giving the views of the board of governors to the directors for the purposes of the preparation (by the directors) of the documents containing information as to the Trust's forward planning in respect of each financial year to be given to the Independent Regulator;
 - (e) receiving at a public meeting, copies of the Trust's annual accounts, auditor reports and annual reports; and
 - (f) informing the Independent Regulator if concerns about the performance of the Board of Directors cannot be resolved at local level;
 - (g) calling meetings of members.

- 6.3 Subject to the terms of this constitution, the Board of Directors of the Trust will be responsible for:
- (a) exercising the powers of the Trust;
 - (b) the effective management of the Trust;
 - (c) in consultation with the Board of Governors, producing plans regarding the future development of the Trust;
 - (d) through a report to meetings of the Board of Governors, feeding back information about the Trust, its strategy and its performance;
 - (e) compliance with all obligations lawfully imposed upon the Trust by the Independent Regulator and any other statutory body or agency;
 - (f) approving the Trust's annual report and accounts.

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7 Members

Schedule 1, 7.1 The Trust is to have three membership constituencies,
paragraph

3(1), (3),
4(1)-(4)

namely-

- (a) a "public constituency",
- (b) a "staff constituency"; and
- (c) a "patients' constituency".

7.2 Public constituency

Schedule 1
Paragraph
3(1)(a) (2),
4(2)

7.2.1 Members of the Trust who are members of the public constituency are to be individuals-
(a) who live in the area of the Trust. (The area of the Trust is specified in Annex 1); and

Schedule 1,
paragraphs
4(5) and (6)
and 3(7)

(b) who are not eligible to become a member of the staff constituency and are not Members of any other constituency or otherwise disqualified for membership under paragraph 7.4.1 or any other provision of this constitution; and

Schedule 1,
paragraph
6(1)

(c) who have each made an application for membership to the Trust; and

(d) who are aged 16 years or above at the date of their application for membership.

Schedule 1,
paragraph 5

7.2.2 The minimum number of Members required for the public constituency is to be 100.

7.2.3 Should any dispute arise as to whether or if a prospective member is eligible to be a member in accordance with the eligibility criteria detailed in this Constitution the Secretary shall determine such dispute and the decision as to the eligibility of the proposed member to be a member shall be binding.

7.3 Staff constituency

Schedule 1,
paragraphs
3(4)and 4(3)

7.3.1 Members of the Trust who are members of the staff constituency are to be individuals –

(a) who are employed under a contract of employment by the Trust ; or

(b) who are not so employed but who nevertheless exercise functions for the purposes of the Trust; and

(c) who satisfy the minimum duration requirements set out in paragraph 3(3) of

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Schedule 1 to the 2003 Act, that is to say –

(i) in the case of individuals described at (a) above,

(aa) who are employed by the Trust under a contract of employment which has no fixed term or a fixed term of at least 12 months, or

(bb) who have been continuously employed by the Trust for at least 12 months;

Schedule 1,
paragraph
3(3)(b)

(ii) in the case of individuals described at (b) above, who have exercised the functions for the purposes of the Trust for at least 12 months;-and

(d) who are not disqualified under paragraph 7.4 below or any other provision of this constitution; and

Schedule 1,
paragraphs
3(7), 6(1)

(e) who -

(i) have each made an application for membership to the Trust, or

ii) have been invited by the Trust to become a member of that constituency and have not informed the Trust that they do not wish to do so; and

Schedule 1,
paragraph
6(2)

(f) who are aged 16 years or above at the date of their application for membership.

Schedule 1,
paragraph 5

7.3.2 The minimum number of members required for the staff constituency is to be 50.

7.3.3 Should any dispute arise as to whether or if a prospective member is eligible to be a member in accordance with the eligibility criteria detailed in this Constitution the Secretary shall determine such dispute and the decision as to the eligibility of the proposed member to be a member shall be binding.

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Schedule 1, paragraphs 3(1)(c) and (6), 4(1) and (4) and (6)	7.3A	Patients' constituency	
Schedule 1, paragraph 3(1) (c)	7.3A.1	The members of the Trust who are members of the patients' constituency are individuals –	
		(a) who are-	
		(i) patients (as defined in paragraph 1 above), or	
		(ii) carers (as defined in paragraph 1 above); and	
Schedule 1, paragraph 4(5) and (6) and 3(7)		(b) who are not eligible to become a member of the staff constituency and are not members of any other constituency and are not otherwise disqualified for membership; and	
Schedule 1, paragraph 6(3)		(c) who have each made an application for membership of the Trust; and	
		(d) who are aged 16 years or above at the date of their application for membership	
	7.3A.2	The minimum number of members required for the patients' constituency is to be 100.	

7.4 **Disqualification for membership**

	7.4.1	A person may not be a member of the Trust –	
		(a) unless he agrees to abide by the Trust Principles;	
See Schedule 1, paragraph 5(2)		(b) unless he satisfies: paragraph 7.2.1 (a), (b), (c) and (d); OR paragraph 7.3.1 (a) or (b) and (c) and (d); or paragraph 7.3A.1 (a) (i) or (a) (ii), (b), (c) and (d)..	
Schedule 1, paragraph 1(2)	7.4.2	It is the responsibility of members to ensure their eligibility and not the Trust, but if the Trust is on notice that a Member may be disqualified from membership, they shall carry out all reasonable enquiries to establish if this is the case.	

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7.5 **Termination of membership**

- 7.5.1 A member shall cease to be a member if-
- (a) he resigns by notice to the Secretary;
 - (b) he ceases to fulfil the requirements of paragraph 7.2, 7.3 or 7.3A;
 - (c) he fails to agree (or, having agreed, fails) to abide by the values of the Trust Principles;
 - (d) a letter or other communication to the member from the Trust or its returning officer has been returned undelivered and the Trust has not during such a period or by such date thereafter as the Secretary shall determine (being not less than three months after the date of the undelivered communication) received any communication from the member indicating that he still resides at his registered address or giving his new residential address; or
 - (e) he is otherwise disqualified under paragraph 7.4.1.

7.6 **Voting at Governor elections**

Section 36(1), (4) and (5)

A person may not vote at an election for a public or patient governor unless at the time of voting he has made a declaration in such form as the Secretary of the Trust determines stating the particulars of his qualification to vote as a member of the constituency for which an election is being held. It is an offence to knowingly or recklessly make such a declaration which is false in a material particular.

8 **Board of Governors**

Schedule 1, paragraph 7(1) and paragraph 9

8.1 The Trust is to have a board of governors. It is to consist of public governors, staff governors, PCT governors, local authority governors, University governors, other Partnership governors and Advisers.

8.2 The board of governors of the Trust is to include-

- (a) 7 public governors.
- (b) 8 patient governors
- (c) 4 staff governors.

Schedule 1, paragraph 9(2)

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- Schedule 1, paragraph 9(3) (d) 2 PCT governors.
- Schedule 1, paragraph 9(4) (e) 2 Local Authority Governors.
- Schedule 1, paragraph 9(5) (f) 2 University governors.
- Schedule 1, paragraph 9(6) (g) 3 other partnership governors.
- (h) up to 6 Advisers.
- Schedule 1, paragraph 9(1) 8.2.1 The aggregate number of members of public governors and patient governors is to be more than half the total membership of the board excluding Advisers.
- Schedule 1, paragraph 9(6) 8.3 The organisations specified as partnership organisations that may appoint a member of the board of governors are:
- (a) Other educational institutions involved in the education of health staff listed for the purposes of this paragraph in Annex 7 (1 governor)
- (b) Research Councils and Research Funding Charities listed for the purposes of this paragraph in Annex 7 (1 governor)
- (c) Regional Development Agency or equivalent institution listed for the purposes of this paragraph in Annex 7 (1 governor)
- Or in each case such other organisations as may be the successors to their functions.
- 8.3A The validity of any act of the Trust is not affected by any vacancy among the governors or by any defect in the appointment of any governor.

8.4 **Public governors**

- Schedule 1, paragraph 7(4) 8.4.1 Members of the public constituency may elect any of their number to be a public governor.
- 8.4.2 If insufficient valid nominations are received for the vacant public governor posts, the Trust may

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appoint those members who have been nominated while it seeks further nominations for the remaining unfilled posts.

Section 35(5)	8.4.3	If contested, the election must be by secret ballot.
See Schedule 1, paragraph 14(1)(a) and Section 36(1) and (2)	8.4.4	Subject to such variations, additions and deletions as the Secretary may consider desirable to comply with regulations made under the 2003 Act and, pending the making of such regulations, guidance issued by the Independent Regulator and/or the Department of Health, the Election Scheme, including the option available to the Board of Governors for the filling of a Casual Vacancy, the specified forms of and periods for declarations to be made by candidates standing for office and members as a condition of voting and the process if the election is uncontested, is set out in Annex 3, Part 1
Section 36(2), (5) and (6)	8.4.5	A person may not stand for election to the board as a public governor unless, within the period specified in Annex 3, Part 1, he has made a declaration in the form specified in that Part of that Annex of the particulars of his qualification to vote as a member of the public constituency and is not prevented from being a member of the board by paragraph 8 of Schedule 1 to the 2003 Act or paragraph 8.12 below (disqualification). It is an offence to knowingly or recklessly make a declaration under section 36 of the 2003 Act which is false in a material particular.
	8.4.6	Paragraph 7.6.1 (voting at governor elections) applies.

8.4A Patient governors

Schedule 1, paragraph 7(4)	8.4A.1	Members of the patient constituency may elect any of their number to be a patient governor.
	8.4A.2	If insufficient valid nominations are received for the vacant patient governor posts, the Trust may appoint those members who have been nominated while it seeks further nominations for the remaining unfilled posts.
Section 35(5)	8.4A.3	If contested, the election must be by secret ballot.
See Schedule 1,	8.4A.4	Subject to such variations, additions and deletions as the Secretary may consider

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paragraph 14(1)(a) and section 36(1) and (2)

desirable to comply with regulations made under the 2003 Act and pending the making of such regulations, guidance issued by the Independent Regulator and/or the Department of Health the Election Scheme, including the specified forms of and periods for declarations to be made by candidates standing for office and members as a condition of voting and the process if the election is uncontested, is set out in Annex 3, Part 2.

Section 36(2),(5) and (6)

8.4A.5 A person may not stand for election to the board as a patient governor unless, within the period specified in Annex 3, Part 2, he has made a declaration in the form specified in that Part of that Annex of the particulars of his qualification to vote as a member of the patients' constituency and is not prevented from being a member of the board by paragraph 8 of Schedule 1 to the 2003 Act or paragraph 8.12 below (disqualification). It is an offence knowingly or recklessly to make a declaration under section 36 of the 2003 Act which is false in a material particular.

8.4A.6 Paragraph 7.6.1 (voting at governor elections) applies.

8.5 **Staff governors**

Schedule 1, paragraph 7(4)

8.5.1 Members of the staff constituency may elect any of their number to be a staff governor.

8.5.2 If insufficient valid nominations are received for the vacant staff governor posts, the Trust may appoint those members who have been nominated while it seeks further nominations for the remaining unfilled posts.

Section 35(5)

8.5.3 If contested, the election must be by secret ballot.

See Schedule 1, paragraph 14(1)(a)

8.5.4 Subject to such variations, additions and deletions as the Secretary may consider desirable to comply with regulations made under the 2003 Act and pending the making of such regulations, guidance issued by the Independent Regulator and/or the Department of Health the Election Scheme, including the specified forms of and periods for declarations to be made by candidates standing for office and members as a condition of voting and the process if the election is uncontested, is set out in Annex 3, Part 3

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Section

8.5.5 A person may not stand for election to the board

36(2),(5)and
(6)

as a staff governor unless, within the period specified in Annex 3, Part 3, he has confirmed in such form as the Secretary of the Trust determines that he is not prevented from being a member of the board by paragraph 8(1) of Schedule 1 to the 2003 Act.

8.5.6 Paragraph 7.6.2 (voting at governor elections) applies.

8.6 **PCT governors**

See
Schedule 1,
paragraphs
14 (1)(b)
and 9(3)

8.6.1 Each of the Primary Care Trusts listed in Annex 4 is authorised to appoint a PCT governor pursuant to a process agreed by those Primary Care Trusts and the Trust.

8.7 **Local Authority governors**

See
Schedule 1,
paragraphs
14(1)(b) and
9(4)

8.7.1 Each of the local authorities listed in Annex 5 is authorised to appoint a Local Authority governor pursuant to a process agreed by those local authorities and the Trust.

8.8 **University governors**

See
Schedule 1,
paragraph
14 (1)(b)

8.8.1 The universities listed in Annex 6 are authorised to appoint 2 University Governors pursuant to a process agreed by those universities and the Trust.

8.9 **Other partnership governors and Advisers**

See
Schedule 1,
paragraphs
9(6) and
14(1)(b)

8.9.1 (a) The first-named organisation listed in Annex 7 for the purposes of paragraph 8.3 (a) is authorised to appoint 1 partnership governor by agreement with the other organisations listed in Annex 7 for the purposes of paragraph 8.3 (a) pursuant to a process agreed by those organisations and the Trust.

(b) The first-named organisation listed in Annex 7 for the purposes of paragraph 8.3 (b) is authorised to appoint 1 partnership governor by agreement with the other organisations listed in Annex 7 for the purposes of paragraph 8.3 (b) pursuant to a process agreed by those organisations and the Trust.

(c) The first-named organisation listed in Annex 7 for the purposes of paragraph 8.3 (c) is authorised to appoint 1 partnership governor by agreement with the other organisations listed in Annex 7 for the purposes of paragraph 8.3 (c)

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pursuant to a process agreed by those organisations and the Trust

8.9.2 The Chairman shall put forward to the Board of Directors in accordance with the process agreed by the Secretary individuals to be Advisers. The Board of Directors shall select up to six Advisers from those put forward and recommend them to the Board of Governors for appointment. The Board of Governors shall make the final decision whether to appoint those recommended. For the avoidance of doubt, the Advisers shall have no voting rights and shall act in an advisory capacity only when carrying out their functions relating to the Trust.

8.10 **Terms of office**

8.10.1 Public governors-

Schedule 1,
paragraph
10(1)

(a) may hold office for a period of three years, subject to paragraph 8.10.8;

Schedule 1,
paragraph
10(2)

(b) are eligible for re-election at the end of their period of office, subject to paragraph 8.10.1(c);

Schedule 1,
paragraph
14(2)

(c) may not hold office for longer than nine successive years;

Schedule 1,
paragraph
10(3)

(d) cease to hold office if they cease to be a member of the public constituency.

8.10.1A Patient governors-

Schedule 1,
paragraph
10(1)

(a) may hold office for a period of three years, subject to paragraph 8.10.9;

Schedule 1,
paragraph
10(2)

(b) are eligible for re-election at the end of their period of office, subject to paragraph 8.10.1A(c);

Schedule 1,
paragraph
14(2)

(c) may not hold office for longer than nine successive years;

Schedule 1,
paragraph
10(3)

(d) cease to hold office if they cease to be a member of the patients' constituency.

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8.10.2 Staff governors-

- Schedule 1, paragraph 10(1) (a) may hold office for a period of three years, subject to paragraph 8.10.10;
- Schedule 1, paragraph 10(2) (b) are eligible for re-election at the end of their period of office, subject to paragraph 8.10.2(c);
- Schedule 1, paragraph 14(2) (c) may not hold office for longer than nine successive years;
- Schedule 1, paragraph 10(3) (d) cease to hold office if they cease to be a member of the staff constituency.

8.10.3 PCT governors-

- Schedule 1, paragraph 14(2) (a) may hold office for a period of three years;
- Schedule 1, paragraph 14(2) (b) are eligible for reappointment at the end of that period;
- Schedule 1, paragraph 14(2) (c) may not hold office for longer than nine years; and
- Schedule 1, paragraph 14(2) (d) shall cease to hold office if the sponsoring primary care trust withdraws its sponsorship of them.

8.10.4 Local Authority governors-

- Schedule 1, paragraph 14(2) (a) may hold office for a period of three years;
- Schedule 1, paragraph 14(2) (b) are eligible for reappointment at the end of that period;
- Schedule 1, paragraph 14(2) (c) may not hold office for longer than nine years; and
- (d) shall cease to hold office if the sponsoring local authority withdraws its sponsorship of them.

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- 8.10.5 University governors-
- Schedule 1, paragraph 14(2) (a) may hold office for a period of three years;
 - Schedule 1, paragraph 14(2) (b) are eligible for reappointment at the end of that period;
 - Schedule 1, paragraph 14(2) (c) may not hold office for longer than nine years; and
 - (d) shall cease to hold office if the sponsoring university withdraws its sponsorship of them.

- 8.10.6 Other partnership governors-
- Schedule 1, paragraph 14(2) (a) may hold office for a period of three years;
 - Schedule 1, paragraph 14(2) (b) are eligible for reappointment at the end of that period;
 - Schedule 1, paragraph 14(2) (c) may not hold office for longer than nine years; and
 - (d) shall cease to hold office if the sponsoring partnership organisation withdraws its sponsorship of them.

- 8.10.7 Advisers
- Schedule 1, paragraph 14(2) (a) may hold office for a period of three years;
 - Schedule 1, paragraph 14(2) (b) are eligible for reappointment at the end of that period;
 - Schedule 1, paragraph 14(2) (c) may not hold office for longer than nine years; and

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- (d) shall cease to hold office if removed by resolution of the Board of Governors.

8.10.8 The first Public Governors-

- (a) shall hold office for an initial period of three years, in the case of the two candidates gaining the most votes at the first election for public governors;
- (b) shall hold office for an initial period of two years, in the case of the three candidates gaining the next most votes at the first election for public governors; and
- (c) in the case of the remaining candidates elected at the first election of public governors, shall hold office for an initial period of one year.

8.10.9 The first Patient Governors-

- (a) shall hold office for an initial period of three years, in the case of the three candidates gaining the most votes at the first election for patient governors;
- (b) shall hold office for an initial period of two years, in the case of the two candidates gaining the next most votes at the first election for patient governors; and
- (c) in the case of the remaining candidates elected at the first election of patient governors, shall hold office for an initial period of one year.

8.10.10 The first Staff Governors-

- (a) shall hold office for an initial period of three years, in the case of the two candidates gaining the most votes at the first election for staff governors;
- (b) shall hold office for an initial period of two years, in the case of the candidate gaining the next most votes at the first election for staff governors; and
- (c) in the case of the remaining candidate elected at the first election of staff governors, shall hold office for an initial period of one year.

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8.11 **Termination of tenure**

Schedule 1,
paragraph
14 (1)(d)

8.11.1 A governor may resign from that office at any time during the term of that office by giving notice in writing to Secretary.

8.11.2 If a governor fails to attend three successive meetings of the Board of Governors, his tenure of office is to be immediately terminated unless the other governors are satisfied that —
(a) the absence was due to a reasonable cause; and
(b) he will be able to start attending meetings of the Trust again within such a period as they consider reasonable.

8.11.3 A Governor may be removed by the Board of Governors by a resolution approved by not less than three quarters of the remaining governors present at that meeting on the grounds that:

(a) they have committed a serious breach of the Code of Conduct for the Board of Governors; or

(b) they have acted in a manner detrimental to the interests of the Trust, and

(c) the Board of Governors consider it is not in the best interests of the Trust, as defined in paragraph 8.12.1(j) below, for them to continue as Governor.

8.12 **Disqualification**

Schedule 1,
paragraphs
8 and 10(3)

8.12.1 A person may not become or continue as a governor of the Trust or an Adviser if-

(a) in the case of a staff governor, public governor or patient governor, he ceases to be a member of the constituency he represents;

(b) in the case of a PCT Governor, Local Authority Governor, University Governor, Local Authority or other Partnership Governor, the sponsoring PCT, local authority, university or organisation withdraw their sponsorship of him;

(c) he has been adjudged bankrupt or his estate has been sequestrated and in either case he has not been discharged;

(d) he has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;

(e) he has within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether

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suspended or not) for a period of three months or more (without the option of a fine) was imposed on him;

(f) he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;

(g) he is a person whose tenure of office as the chairman or as a member or director of a health service body has been terminated on the grounds that his appointment is not in the interests of the health service, for non attendance at meetings, or for non-disclosure of a pecuniary interest;

(h) he is a Director of the Trust, or (except in relation to an Adviser) a governor, non-executive director, chairman, chief executive officer or other executive director of another NHS foundation trust;

(i) he has had his name removed, by a direction under section 46 of the 1977 Act from any list prepared under Part II of that Act or has otherwise been disqualified or suspended from any healthcare profession, and has not subsequently had his name included in such a list or had his qualification re-instated or suspension lifted (as applicable);

~~(j) he fails to or indicates that he is unwilling to act in the best interests of the Trust in accordance with The Seven Principles of Public Life laid out by the Committee on Standards in Public Life in its First Report as amended from time to time. In fulfilling this role, the Trust acknowledges that the governor is representing the interests of NHS foundation trust members or partner organisations in the local health economy. Acting in the best interests of the Trust and engaging in constructive debate and challenge on behalf of the constituency a governor represents are not mutually exclusive. Only actions deemed by the Board of Governors or Directors to be malicious or destructive will be viewed as failing to act in the best interests of the Trust.~~

~~(k) fails to agree (or, having agreed, fails) to abide by the values of the Trust Principles;~~

~~(l) they are the subject of a Sex Offender Order;~~

Deleted: (j) he is incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;

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or

(m) if within the last 5 years they have been involved in a serious incident of violence at any of the Trust's hospitals or facilities or against any of the Trust's employees or registered volunteers.

8.12.2 Where a person has been elected or appointed to be a governor or an Adviser and he becomes disqualified for appointment under paragraph 8.12.1, he shall notify the Secretary in writing of such disqualification.

If it comes to the notice of the Secretary at the time of his appointment or later that the governor or Adviser is so disqualified, he shall immediately declare that the person in question is disqualified and notify him in writing to that effect.

Upon receipt of any such notification, that person's tenure of office, if any, shall be terminated and he shall cease to act as a governor or Adviser, as the case may be.

8.13 **Vacancies**

Schedule 1,
paragraph
14(2)

8.13.1 Where membership of the Board of Governors ceases because he ceases for one of the reasons set out in paragraph 7.5.1 or paragraph 8.11 or paragraph 8.12, Public, Patient and Staff Governors shall be replaced in accordance with the Electoral Schemes set out in Annex 3, and PCT Governors, Local Authority Governors, University Governors, other partnership Governors and Co-opted Governors are to be replaced in accordance with the processes agreed pursuant to paragraphs 8.6 to 8.9.

8.14 **Roles and responsibilities of Governors**

Schedule 1,
paragraph
17(1)

8.14.1 The roles and responsibilities of the governors are-

- (a) at a General Meeting –
 - (i) to appoint or remove the chairman and the other non-executive directors. The removal of a non-executive director requires the approval of three-quarters of the members of the board,
 - (ii) to decide the remuneration and

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Deleted: The initial chairman appointed by the board of governors is to be the chairman of the applicant NHS trust if s/he wishes to be appointed. The other initial non-executive directors appointed by the board of governors are, so far as possible, to be non-executive directors (other than the chairman) of the applicant trust who wish to be appointed.

Schedule1,

paragraph 18(1)		allowances, and the other terms and conditions of office, of the non-executive directors,
Schedule 1, paragraph 23(2)		
Schedule 1, paragraph 28	(iii)	to appoint or remove the Trust's auditor at a general meeting of the board,
Schedule, 1, paragraph 17(4)	(iv)	to be presented with the annual accounts, any report of the auditor on them and the annual report;
Schedule 1, paragraphs 17(4) and (19)(1), (5) and (6)	(b)	to approve (by a majority of the board of governors voting) an appointment (by the non-executive directors) of the chief executive other than the initial chief executive of the Trust appointed in pursuance of paragraph 19(6) of Schedule 1 to the 2003 Act;
Schedule 1, paragraph 27(3)	(c)	to give the views of the board of governors to directors for the purposes of the preparation (by the directors) of the document containing information as to the Trust's forward planning in respect of each financial year to be given to the independent Regulator;
Schedule 1, paragraph 28	(d)	to consider the annual accounts, any report of the auditor on them and the annual report;
	(e)	to respond as appropriate when consulted by the directors; and
	(f)	to keep under review the Trust Principles and vary from time to time in accordance with the provisions of the Constitution.

8.15 Expenses

Schedule 1, paragraph 11	8.15.1	The Trust may pay travelling and other expenses to governors at such rates as it decides. These are to be published in the Trust's annual report.
	8.15.2	The remuneration and allowances for non-executive Directors set by the governors are also to be published in The Trust's annual report.

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8.16 Remuneration

8.16.1 Governors are not to receive remuneration.

8.17 **Meetings**

Schedule 1,
paragraph
12

8.17.1 The chairman of the Trust or, in his absence, the vice-chairman (if any) of the Trust or, in his absence, another non-executive director is to preside at meetings of the board of governors and will have a casting vote.

8.17.2 Where the chairman, vice-chairman and other non-executive directors are all absent or have a conflict of interest, the deputy chairman (to be appointed from amongst the board of governors) shall preside at the meeting and shall have a casting vote.

Schedule 1,
paragraph
13(1) and
(2)

8.17.3 Meetings of the board of governors are to be open to members of the public except in the following circumstances-

(a) The board of governors resolving that representatives of the press and other members of the public be excluded from the remainder of a meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest ;

(b) The board of governors resolving that in the interests of public order the meeting adjourn for a period to be specified in such resolution to enable the board to complete business without the presence of the public.

Schedule 1,
paragraph
28

8.17.4 The board of governors is to meet no less frequently than 3 times per year.

Deleted: to meet at least

Deleted: and no more than four times per year except in exceptional circumstances.

8.17.5 At a general meeting, in September or, if later, in the month following the month in which the audit of the Trust's annual accounts is completed, the board of governors is to receive and consider the annual accounts, any report of the auditor on them, and the annual report.

~~8.17.6~~ The board of governors is to adopt and may from time to time amend its own standing orders for its practice and procedure, in particular for its procedure at meetings (including general meetings), but these shall be in accordance with

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Annex 2.

Section
36(3) and
(4)

8.17.7 A governor elected to the board by the public constituency or the patients' constituency may not vote at a meeting of the board unless, within the seven days prior to the date of the meeting he has made a declaration in the form specified at paragraph 8.17.8 stating which constituency he is a member of and is not prevented from being a member of the board by paragraph 8 of Schedule 1 to the 2003 Act or under this constitution.

Section
36(5)

8.17.8 The form referred to in paragraph 8.17.7 is set out in Part 2 of Annex 8, with such variations, additions and deletions as may be necessary to conform with overriding provisions of regulations made under the 2003 Act or guidance issued by the Independent Regulator and/or the Department of Health.

8.17.9 A governor elected to the board by the staff constituency may not vote at a meeting of the board unless within the seven days prior to the date of the meeting he has made a declaration in such form as the Secretary of the Trust determines that he is a member of the staff constituency and not prevented from being a member of the board by paragraph 8(1) of Schedule 1 to the 2003 Act.

8.18 **Committees and sub-committees**

8.18.1 The board of governors may appoint committees consisting of its members to assist it in carrying out its functions. A committee appointed under this paragraph may appoint a sub-committee.

8.18.2 The board of governors may not delegate any of its powers to these committees or sub-committees

8.19 **Conflicts of interest of Governors**

Schedule 1,
paragraph
21

8.19.1 If a governor has a pecuniary interest, whether direct or indirect, in any contract, proposed contract or other matter which is under consideration by the board, he shall disclose that to the rest of the board as soon as he is aware of it. The board of Governors, shall adopt Standing Orders specifying the arrangements for excluding Governors from discussion or consideration of the contract or other matter, as appropriate.

8.19.2 At the date of adoption of this constitution,

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interests which should be regarded as "relevant and material" are:

(a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).

(b) Ownership, part-ownership or directorship of private companies, business or consultancies likely or possibly seeking to do business with the NHS.

(c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.

(d) A position of authority in a charity or voluntary organisation in the field of health and social care.

(e) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.

(f) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to, lenders or banks.

However, the corporation will interpret the phrase "relevant and material" in accordance with guidance issued from time to time by the Independent Regulator.

9 **Board of Directors**

Schedule 1, paragraph 15(1) 9.1 The trust is to have a board of directors. It is to consist of executive and non-executive directors

9.2 The board is to include—

Schedule 1, paragraph 16(1) (a) the following non-executive directors-

(i) a chairman,

(ii) up to seven other non-executive directors, one of whom shall be the Regius Professor of Physic of the University of Cambridge, if he wishes to be appointed (or if not such other person as the University of Cambridge may nominate), and one of whom may also, once appointed, be selected by the board of directors as vice-chairman of the Trust;

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- (b) the following executive directors -
 - (i) a Chief Executive (and accounting officer),
 - (ii) a Finance director,
 - (iii) up to 6 other executive directors, one of whom is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984) and another of whom is to be a registered nurse or registered midwife.

Schedule 1, paragraph 16(1) (a) 9.3 Subject to paragraph 9.3A below, only a member of the public constituency, or the patients' constituency or an individual satisfying the criteria for membership of the public constituency (ignoring residence) and exercising functions for the University of Cambridge is eligible for appointment as a non-executive director.

9.3A Paragraph 9.3 above does not apply to the appointment of any initial non-executive director in pursuance of paragraph 19 of Schedule 1 to the 2003 Act.

9.4 Subject to the provisions of paragraph 9.5.1 regarding initial appointment, non-executive directors, one of whom shall be the Regius Professor of Physic of the University of Cambridge, if he wishes to be appointed (or if not such other person as the University of Cambridge may nominate), are to be appointed by the board of governors. Candidates shall be nominated by an appointments committee of the board of governors, which (except in the case of the University of Cambridge nominee) shall select and approve non-executive directors in accordance with a process of open competition against an agreed person specification. The appointments committee shall comprise one public governor, one patient governor, one staff governor and one partner organisation governor and shall be chaired by ~~the Chairman~~. The appointments committee shall be assisted by an independent adviser.

Deleted: the Chairman

Section 7(6) 9.4A The validity of any act of the Trust is not affected by any vacancy among the directors or by any defect in the appointment of any director.

9.4B If:
 (a) an executive director is temporarily unable to perform his duties due to illness or some other reason (the "**Vacant Director**"); and

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(b) the board of directors agree that it is inappropriate to terminate the Vacant Director's term of office and appoint a replacement director; and

(c) the board of directors agree that the duties of the Vacant Director need to be carried out;

then the non-executive directors may appoint an acting director as an additional director to carry out the Vacant Director's duties temporarily.

9.4C For the purposes of paragraph 9.4B, the maximum number of directors that may be appointed under paragraph 9.2 shall be relaxed accordingly.

9.4D The acting director will vacate office as soon as the Vacant Director returns to office.

9.4E An acting director shall be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Vacant Director.

9.5 **Terms of office**

Schedule 1, paragraphs 17(1) and 18(1) 9.5.1 The Chairman and the non-executive directors are to be appointed for a period of office in accordance with the terms and conditions of office decided by the board of governors at a general meeting.

Schedule 1, paragraph 19(4)

Deleted: If they wish to be appointed, the initial chairman and the other non executive directors are to be appointed for the unexpired period of their respective terms of office as chairman or (as the case may be) non-executive director of the applicant NHS trust or 12 months whichever is the longer.

Schedule 1, paragraph 18(2) 9.5.2 The Chief Executive (and accounting officer) and the Finance director shall hold offices for a period in accordance with the terms and conditions of office decided by the relevant committee of non-executive directors

Deleted: (or, pending the establishment of such a committee, in accordance with the terms and conditions decided by the remuneration committee of the applicant NHS Trust

Schedule 1, paragraph 18(2) 9.5.3 The executive directors, other than the Chief Executive and the Finance director, shall hold office for a period in accordance with the terms and conditions decided by the relevant committee of non-executive directors

Deleted:)

9.6 **Disqualification**

Schedule 1, paragraph 16(3) 9.6.1 A person may not be a director of the Trust if–

Deleted: (or, pending the establishment of such a committee, in accordance with the terms and conditions decided by the remuneration committee of the applicant NHS Trust)

Schedule 1, paragraph 16 (3) (a) he has been adjudged bankrupt or his estate has been sequestrated and in either case he has not been discharged;

Schedule 1, paragraph 16 (3) (b) he has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;

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Schedule 1, paragraph (c) he has within the preceding five years been convicted in the British Islands of any offence, and a sentence of

16(3) imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on him;

Schedule 1, paragraph 16 (4)

- (d) in the case of a non-executive Director, he no longer satisfies paragraph 9.3.
- (e) he is a person whose tenure of office as a chairman or as a member or director of a health service body has been terminated on the grounds that his appointment is not in the interests of public service, for non attendance at meetings, or for non-disclosure of a pecuniary interest;
- (f) he has had his name removed, by a direction under section 46 of the 1977 Act from any list prepared under Part II of that Act or has otherwise been disqualified or suspended from any healthcare profession, and has not subsequently had his name included on such a list or had his qualification reinstated or suspension lifted (as applicable);
- (g) he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body.

9.7 **Roles and responsibilities**

Schedule 1 paragraph 15(2)

9.7.1 The powers of the Trust are to be exercisable by the Board of Directors on its behalf.

See Schedule 1, paragraph 15(3)

9.7.2 Any of those powers may be delegated to a committee of directors or to an executive director.

Schedule 1, paragraph 23(6)

9.7.3 The Trust shall establish a committee of non-executive Directors as an audit committee to monitor, review and carry out such other functions as are appropriate.

Schedule 1, paragraph 17(2)

9.7.4 It is for the non-executive Directors to appoint (subject to the approval of the Board of Governors) or remove the Chief Executive (and accounting officer).

Schedule 1, paragraph 19 (5)

Deleted: The initial Chief Executive (and accounting officer) is to be the chief officer of the applicant NHS trust if he wishes to be appointed.

(Schedule 1, paragraph 17(3))

~~9.7.5 It is for a committee consisting of the chairman, the Chief executive (and accounting officer) and the other non-executive directors to appoint or remove the executive Directors.~~

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(Schedule

9.7.6 The Trust is to establish a committee of non-executive

1, paragraph 18(2))		Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the executive Directors.
Schedule 1, paragraph 27(2)and (3)	9.7.7	The Directors, having regard to the views of the Board of Governors, are to prepare the information as to the Trust's forward planning in respect of each financial year to be given to the Independent Regulator.
	9.7.8	The Board of Directors is to approve the annual accounts and the annual report.
Schedule 1, paragraph 28	9.7.9	The Directors are to present to the Board of Governors at a general meeting the annual accounts, any report of the auditor on them, and the annual report.
Schedule 1, paragraph 25(5)	9.7.10	The functions of the Trust under paragraphs 15.4 to 15.6 (inclusive) below are delegated to the Chief Executive as accounting officer.

Deleted: , but pending the establishment of such a committee these matters are to be decided by the remuneration committee of the applicant NHS trust

10 **Meetings of Directors**

- 10.1 The board of directors, in consultation with the board of governors, is to adopt (and may by resolution of the board of directors amend) Standing Orders covering the proceedings and business of its meetings. These are to include setting a quorum for meetings, both of executive and non-executive directors. The proceedings shall not however be invalidated by any vacancy of its membership, or defect in a director's appointment.
- 10.2 The chairman of the Trust or, in his absence, the vice-chairman (to be appointed from amongst the non-executive directors by resolution of the board of directors or, in his absence, another non-executive director is to preside at meetings of the board of directors and will have a casting vote.

11 **Conflicts of interest of Directors**

Schedule 1, paragraph 21	11.1	If a director has a pecuniary interest, whether direct or indirect, in any contract, proposed contract or other matter which is under consideration by the board, he shall disclose that to the rest of the board as soon as he is aware of it. The board of directors, in consultation with the board of Governors, shall adopt Standing Orders specifying the arrangements for excluding Directors from discussion or consideration of the contract or other matter, as appropriate.
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- 11.2 At the date of adoption of this constitution, interests which should be regarded as "relevant and material" are:
- (a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of

dormant companies).

(b) Ownership, part-ownership or directorship of private companies, business or consultancies likely or possibly seeking to do business with the NHS.

(c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.

(d) A position of authority in a charity or voluntary organisation in the field of health and social care.

(e) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.

(f) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to, lenders or banks.

However, the corporation will interpret the phrase "relevant and material" in accordance with guidance issued from time to time by the Independent Regulator.

12 Registers

12.1 The Trust is to have –

Schedule 1,
paragraph
20(1)(a)

(a) a register of Members showing, in respect of each Member, the constituency to which he belongs;

Schedule 1,
paragraph
20(1)(b)

(b) a register of members of the board of governors;

Schedule 1,
paragraph
20(1)(c)

(c) a register of interests of the board of governors;

Schedule 1,
paragraph
20(1)(d)

(d) a register of directors;

Schedule 1,
paragraph
20 (1)(e)

(e) a register of interests of the directors.

See
Schedule 1,
paragraph
20(2)

12.2

The registers referred to in paragraph 12.1 shall be maintained by the Secretary and any questions regarding the making, amendment or removal of any entry shall be determined by him under paragraph 19.2 or 19.3, as applicable.

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See Section 10(3)	12.3	The Trust is to send to the Independent Regulator a list of the persons who were first elected or appointed- <ul style="list-style-type: none"> (a) the members of the Board of Governors; (b) the directors.
	13	Public documents
Schedule 1, paragraph 22,	13.1	The following documents of the Trust are to be available for inspection by members of the public free of charge at all reasonable times – <ul style="list-style-type: none"> (a) a copy of the current constitution; (b) a copy of the current authorisation; (c) a copy of the latest annual accounts and of any report of the auditor on them; (d) a copy of the latest annual report; (e) a copy of the latest information as to its forward planning; (f) a copy of any notice given under section 23 of the 2003 Act (regulator’s notice to failing NHS foundation trust).
Schedule 1, paragraph 22(2)	13.2	Any person who requests it is to be provided with a copy or extract from any of the above documents.
Schedule 1, paragraph 22(3))	13.3	The registers mentioned in paragraph 12.1 above are also to be made available for inspection by members of the public, except (in relation to the register of Members) details of those who are Members of the patients’ constituency or who have requested that the Trust do not make their details available for inspection by the public under the Public Benefit Corporation (Register of Members) Regulations 2004 and in any other case in circumstances prescribed by regulations made under the 2003 Act; and, so far as those registers are required to be available – <ul style="list-style-type: none"> (a) They are to be available free of charge at all reasonable times, (b) A person who requests it is to be provided with a copy of or extract from them.
Schedule 1, paragraph 22(4)	13.4	If the person requesting a copy or extract is not a Member of the Trust, the Trust may impose a reasonable charge for providing the copy or extract.

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14 **Auditor**

Schedule 1, paragraph 23(1) and Schedule 5, paragraph 2	14.1	The Trust is to have an auditor and is to provide the auditor with every facility and all information which he may reasonably require for the purposes of his functions under Part 1 of the 2003 Act.
Schedule 1, paragraph 23(4)	14.2	A person may only be appointed auditor if he (or in the case of a firm each of its members) is a member of one or more of the bodies referred to in paragraph 23(4) of Schedule 1 to the 2003 Act.
	14.3	Appointment of the Auditor by the Board of Governors is covered in paragraph 8.14.1, and monitoring of the auditor's functions by a committee of non-executive Directors is covered in paragraph 9.7.3.
Schedule 1, paragraph 23(3)	14.4	An officer of the Audit Commission may be appointed with the agreement of the Commission.
Schedule 5 Schedule 1, paragraph 24(5)	14.5	The Auditor is to carry out his duties in accordance with Schedule 5 to the 2003 Act and in accordance with any directions given by the Independent Regulator on standards, procedures and techniques to be adopted.
	15	Accounts
Schedule 1, paragraph 24(1)	15.1	The Trust is to keep accounts in such form as the Independent Regulator may with the approval of the Treasury direct.
Schedule 1, paragraph 24(2)	15.2	The accounts are to be audited by the Trust's auditor.
Schedule 1, paragraph 24(3)	15.3	The following documents will be made available to the Comptroller and Auditor General for examination at his request— (a) the accounts; (b) any records relating to them; and (c) any report of the auditor on them.
Schedule 1, paragraph 25(1)	15.4	The Trust (through its Chief Executive and accounting officer) is to prepare in respect of each financial year annual accounts in such form as the Independent Regulator may with the approval of the Treasury direct.
Schedule 1, paragraph 25(2)	15.5	In preparing its annual accounts, the Trust is to comply with any directions given by the Independent Regulator with the approval of the Treasury as to –

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- (a) the methods and principles according to which the accounts are to be prepared;
 - (b) the information to be given in the accounts.
- Schedule 1, paragraph 25(4) 15.6 The Trust must –
- (a) lay a copy of the annual accounts, and any report of the auditor on them, before Parliament; and
 - (b) once it has done so, send copies of those documents to the Independent Regulator.
- 16 **Annual reports and forward plans**
- Schedule 1, paragraph 26(1) 16.1 The Trust is to prepare annual reports and send them to the Independent Regulator .
- Schedule 1, paragraph 26(2) 16.2 The reports are to give-
- (a) information on any steps taken by the Trust to secure that (taken as a whole) the actual Membership of its public constituency and the patients' constituency is representative of those eligible for such membership; and
 - (b) any other information the Independent Regulator requires.
- Schedule 1, paragraph 26(3) 16.3 The Trust is to comply with any decision the Independent Regulator makes as to –
- (a) the form of the reports;
 - (b) when the reports are to be sent to him;
 - (c) the periods to which the reports are to relate.
- Schedule 1, paragraph 24(3)
- Schedule 1, paragraph 27 16.4 The Trust is to give information as to its forward planning in respect of each financial year to the Independent Regulator. This information is to be prepared by the directors, who must have regard to the views of the board of governors (paragraph 9.7.7 above).

17 **Indemnity**

- ~~17.1~~ - The Secretary and members of the board of governors and board of directors who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their functions, save where they have acted recklessly and the Trust may also take out and maintain for

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their benefit insurance against such risks. Any costs arising in this way will be met by the Trust.

18 **Instruments etc.**

Schedule 1, paragraph 29(2) 18.1 A document purporting to be duly executed under the Trust's seal or to be signed on its behalf is to be received in evidence and, unless the contrary is proved, taken to be so executed or signed.

Schedule 1, paragraph 29(1) 18.2 The Trust is to have a seal, but this is not to be affixed except under the authority of the board of directors.

19 **Dispute resolution procedures**

19.1 The Trust is to establish appropriate dispute resolution procedures with its employees, contractors and members. These are to be approved by the board of governors.

19.2 Except where otherwise specified in this constitution or the standing orders of the board of governors, questions of eligibility, procedure and administrative matters in relation to governorship or meetings of members or governors shall be determined by the Secretary, with a right of appeal to a committee of the board of governors convened for the purpose of this paragraph 19.2 , whose decision shall be final and binding except in case of manifest error.

19.3 Except where otherwise specified in this Constitution, matters in relation to directorship or meetings of directors shall be determined by the Secretary, with a right of appeal to the board of directors, whose decision shall be final and binding except in case of manifest error.

19.4 In the event of a dispute between the board of governors and the board of directors, the Deputy Chairman of the Board of Governors and the Senior Independent Director shall meet and attempt to resolve the dispute by negotiation on behalf of the board of governors and the board of directors. If agreement cannot be reached, then the board of governors and the board of directors shall meet and attempt to resolve the dispute by negotiation. If agreement cannot be reached after that meeting, then, subject to paragraph 19.5, the dispute shall be referred to the Chairman, whose decision shall be final.

Deleted: directors shall meet and attempt to resolve the dispute by negotiation

19.5 In the event that a dispute is referred to the Chairman under paragraph 19.4 and the Chairman considers that he has a perceived or real interest in the outcome of that dispute and that the dispute would be better resolved externally, then the Chairman may refer the dispute for resolution by arbitration under the Rules of the Chartered Institute of Arbitrators (as amended or re-issued from time to time) and these rules are

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deemed to be incorporated by reference to this paragraph 19.5, save that the arbitrators costs are to be borne by the corporation in all cases.

20 **Amendment of the constitution**

- Section 8 20.1 The Trust may make amendments to this Constitution with the approval of the Independent Regulator.
- 20.2 No proposals for amendment of this Constitution will be put to the Independent Regulator unless it has been approved by three quarters of those governors present and voting at a meeting of the board of governors

Sections 25, 27 and 28(2) 21 **Dissolution of the Trust**

- 21.1 The Trust may not be dissolved except by order of the Secretary of State for Health, in accordance with the 2003 Act.

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Annex

- 1 PUBLIC CONSTITUENCY OF THE TRUST
- 2 PRACTICE AND PROCEDURE FOR MEETINGS
- 3 Part 1 – CONDUCT OF ELECTIONS FOR PUBLIC GOVERNORS
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- 4 LIST OF PRIMARY CARE TRUSTS AUTHORISED FOR THE PURPOSES OF APPOINTING PCT GOVERNORS
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PUBLIC CONSTITUENCY OF THE TRUST

The area of the Trust at the date of adoption of this constitution comprises the local government electoral wards set out below:

Cambridge City Council

(All Wards)

South Cambridgeshire District Council

(All Wards)

East Cambridgeshire District Council

(All Wards)

Uttlesford District Council

(Selected Wards only)

Ashdon
Clavering
Littlebury
Newport
Saffron Walden Audley
Saffron Walden Castle
Saffron Walden Shire
The Chesterfords
The Eastons
The Sampfords
Wenden Lofts
Wimbish and Debden
Thaxted

East Hertfordshire District Council

(Selected Wards only)

Buntingford
Braughing
Mundens and Cottered

North Hertfordshire District Council

(Selected Wards only)

Ermine
Royston Palace
Royston Meridian
Royston Heath

St. Edmundsbury Borough Council

(Selected Wards only)

Withersfield
Haverhill North
Haverhill South
Haverhill East
Haverhill West
Kedington

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Forest Heath District Council

(Selected Wards only)

All Saints

Exning

Severals

St Mary's

Braintree

(One Ward only)

Bumpstead

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PRACTICE AND PROCEDURE FOR MEETINGS

The standing orders adopted by the board of governors from time to time shall comply with the following minimum requirements:

1. A Framework for calling meetings which may allow for shorter notice in case of urgency.
2. A framework for managing meetings and resolving questions of regularity and other procedural issues.
3. Provisions as to the quorum for business to be transacted and the manner in which votes shall be taken. The quorum for transaction of business shall, unless and until the Board of Governors otherwise resolves, be 9 governors present in person of which at least one is drawn from the public constituency and one from the patient constituency. If at any meeting there is no quorum within 30 minutes of the time fixed for the start of the meeting, the meeting shall stand adjourned for 7 days and upon reconvening, those present shall constitute a quorum.
4. A framework to permit meetings to be conducted in an orderly and civilised manner and as efficiently as possible.

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ANNEX 3

THE ELECTORAL SCHEMES IN THIS ANNEX APPLY SUBJECT TO SUCH VARIATIONS, ADDITIONS AND DELETIONS AS THE SECRETARY CONSIDERS DESIRABLE TO COMPLY WITH REGULATIONS MADE UNDER THE 2003 ACT AND, PENDING THE MAKING OF SUCH REGULATIONS, GUIDANCE ISSUED BY THE INDEPENDENT REGULATOR AND/OR THE DEPARTMENT OF HEALTH

Part 1 – CONDUCT OF ELECTIONS FOR PUBLIC GOVERNORS

1. When a vacancy arises for one or more public governors:

(i) the Board of Governors shall have the option to take from the list of members who stood for election at the most recent election of public governors whichever member who was not elected as a governor at the recent election but had secured the next most votes at that time. This procedure, which shall be an uncontested election for the purposes of Part 4 of this Annex, shall be available to the Governors on 2 occasions within 12 months of the previous election. Governors appointed in this way shall hold office for a minimum of 6 months from their appointment but, subject thereto, shall hold office until the earlier of the conclusion of the next election of public governors and (except where the vacancy arose through expiry of a term of office) the date on which would have expired the term of office of that Governor whose cessation of office gave rise to the vacancy;

(ii) in all other cases, the returning officer appointed under Part 4 of this Annex shall notify the public members by advertisement in one local and one national newspaper, inviting nominations within such period and subject to such other procedural requirements as the returning officer considers reasonable, save that the Trust shall not be obliged to seek nominations if it is less than 6 months to the next scheduled election of public governors and if meetings of the Board of Governors in the intervening period can still be quorate without the appointment of further public governors.

Notwithstanding any other provision of this Annex, the candidate will not be able to vote at a meeting of the Board of Governors unless not less than seven days prior to the date of the meeting, he has made a declaration in the form set out in Annex 8, Part 2, with such variations, additions and deletions as may be necessary to conform with overriding provisions of regulations made under the 2003 Act or guidance issued by the Independent Regulator and/or the Department of Health.

The normal method of voting for elections of public governors shall be by way of secret ballot conducted by post.

The rules in Part 4 of this Annex apply to elections of public governors except where they conflict with the provisions of this Part 1.

Part 2 – CONDUCT OF ELECTIONS FOR PATIENT GOVERNORS

When a vacancy arises for one or more patient governors:

(i) the Board of Governors shall have the option to take from the list of members who stood for election at the most recent election of patient governors whichever member who was not elected as a governor at the recent election but had secured the next most votes at that time. This procedure, which shall be an uncontested election for the purposes of Part 4 of this Annex, shall be available to the Governors on 2 occasions within 12 months of the previous election. Governors appointed in this way shall hold office for a minimum of 6 months from their appointment but, subject thereto, shall hold office until the earlier of the conclusion of the next election of patient governors and (except where the vacancy arose

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through expiry of a term of office) the date on which would have expired the term of office of that Governor whose cessation of office gave rise to the vacancy;

(ii) in all other cases, the returning officer appointed under Part 4 of this Annex shall notify the patient members by advertisement in one local and one national newspaper, inviting nominations within such period and subject to such other procedural requirements as the returning officer considers reasonable, save that the Trust shall not be obliged to seek nominations if it is less than 6 months to the next scheduled election of patient governors and if meetings of the Board of Governors in the intervening period can still be quorate without the appointment of further patient governors.

Notwithstanding any other provision of this Annex, the candidate will not be able to vote at a meeting of the Board of Governors unless not less than seven days prior to the date of the meeting, he has made a declaration in the form set out in Annex 8, Part 2, with such variations, additions and deletions as may be necessary to conform with overriding provisions of regulations made under the 2003 Act or guidance issued by the Independent Regulator and/or the Department of Health.

The normal method of voting for elections of patient governors shall be by way of secret ballot conducted by post.

The rules in Part 4 of this Annex apply to elections of patient governors except where they conflict with the provisions of this Part 2.

Part 3 – CONDUCT OF ELECTIONS OF STAFF GOVERNORS

When a vacancy arises for one or more staff governors, the returning officer appointed under Part 4 of this Annex shall notify the staff members in writing or by other usual means, inviting nominations within such period and subject to such other procedural requirements as the returning officer considers reasonable.

The result of elections to the board of governors shall be notified to members by the returning officer in writing or by other usual means.

The normal method of voting for elections of staff governors shall be by way of secret ballot conducted by post.

The rules in Part 4 of this Annex apply to elections of staff governors except where they conflict with the provisions of this Part 3.

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Part 1 - Interpretation

1. Interpretation – (1) In these rules, unless the context otherwise requires -

"corporation" means the public benefit corporation subject to this constitution;

"election" means an election by a constituency, or by a class within a constituency, to fill a vacancy among one or more posts on the board of governors;

"the regulator" means the Independent Regulator for NHS foundation trusts; and

"the 2003 Act" means the Health and Social Care (Community Health and Standards) Act 2003.

(2) Other expressions used in these rules and in Schedule 1 to the Health and Social Care (Community Health and Standards) Act 2003 have the same meaning in these rules as in that Schedule.

(3) Subject to paragraphs (1) and (2) above, expressions used in these rules and elsewhere in the constitution of the corporation have the same meaning in these rules as in the constitution.

(4) References to the singular include the plural and vice versa.

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(5) References to the masculine include the feminine.

Part 2 – Timetable for election

2. Timetable – Subject to such variations as may be necessary to conform with regulations made under the 2003 Act, the proceedings at an election shall be conducted in accordance with the following timetable.

Proceeding		Time
Publication of notice of election		Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination papers to returning officer		Not later than the twenty third day before the day of the close of the poll.
Publication of statement of nominated candidates		Not later than the twenty second day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election		Not later than twentieth day before the day of the close of the poll.
Notice of the poll		Not later than the thirteenth day before the day of the close of the poll.
Close of the poll		By 12 noon on the final day of the election.

3. Computation of time - (1) In computing any period of time for the purposes of the timetable -

- (a) a Saturday or Sunday;
- (b) Christmas day, Good Friday, or a bank holiday, or
- (c) a day appointed for public thanksgiving or mourning,

shall be disregarded, and any such day shall not be treated as a day for the purpose of any proceedings up to the completion of the poll, nor shall the returning officer be obliged to proceed with the counting of votes on such a day.

(2) In this rule, "bank holiday" means a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

Part 3 – Returning officer and independent scrutineer

4. Returning officer – (1) Subject to rule 59, the returning officer for an election is to be appointed by the corporation.

(2) Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

5. Staff – Subject to rule 59, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

6. Expenditure - The corporation is to pay the returning officer –

- (a) any expenses incurred by that officer in the exercise of his or her functions under these rules,
- (b) such remuneration and other expenses as the corporation may determine.

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7. Independent Scrutineer

- (1) Subject to Rule 59, the corporation may appoint an independent scrutineer to supervise the conduct of the election.
- (2) The independent scrutineer (where appointed) shall be responsible for arranging the printing and distribution of the voting documents, receiving and vetting the voting documents and for counting the ballot papers in accordance with these rules and references to the returning officer in these rules shall in that case and to that extent be read as references to the independent scrutineer.
- (3) The corporation shall provide the independent scrutineer with sufficient financial resources as he or she thinks fit to carry out the functions described in these rules.
- (4) Any independent scrutineer appointed by the corporation shall be a person that it reasonably believes has the experience and capacity to carry out the functions set out in this rule in a fair and competent manner.

8. Duty of corporation – The corporation is to co-operate with the returning officer in the exercise of his or her functions under these rules.

Part 4 - Stages Common to Contested and Uncontested Elections

9. Notice of election – The returning officer is to publish a notice of the election stating –

- (a) the constituency, or class within a constituency, for which the election is being held,
- (b) the number of members of the board of governors to be elected from that constituency, or class with that constituency,
- (c) the details of any nomination committee that has been established by the corporation,
- (d) the address and times at which nomination papers may be obtained;
- (e) the address for return of nomination papers, and the final date that they must be delivered to the returning officer,
- (f) the contact details of the returning officer, and
- (g) the date of the close of the poll in the event of a contest.

10. Nomination of candidates – (1) Each candidate must be nominated on a separate nomination paper.

(2) The returning officer -

- (a) is to supply any member of the corporation with as many nomination papers as may be required, and
- (b) is to prepare a nomination paper for signature at the request of any member of the corporation,

but it is not necessary for a nomination to be on a form supplied by the returning officer.

11. Candidate's particulars – (1) The nomination paper must state the candidate's -

- (a) full names,
- (b) date of birth,
- (c) contact address in full, and
- (d) constituency, or class within a constituency, which the candidate is a member of.

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12. Subscription of nomination paper – (1) The nomination paper must be subscribed by at least two supporters.

(2) Each supporter must –

- (a) be a member of the same constituency, or class within a constituency, to which the candidate belongs, and
- (b) state his or her constituency, or class within a constituency, on the nomination paper.

(3) A member of the corporation must not subscribe more than one nomination paper.

(4) If a member of the corporation subscribes more than one nomination paper in contravention of paragraph (3), then the second and any further subscriptions received by the returning officer are invalid.

(5) Where a member of the corporation subscribes a nomination paper, and the candidate nominated in the paper dies or withdraws before the paper is received by the returning officer, then nothing in paragraphs (3) or (4) prevents that member from subscribing the nomination paper of another candidate.

13. Declaration of interests – The nomination paper must state –

- (a) any financial interest that the candidate has in the corporation, and
- (b) whether the candidate is a member of a political party, and if so, which party,

and if the candidate has no such interests, the paper must include a statement to that effect.

14. Declaration of eligibility – (1) The nomination paper must include a declaration made by the candidate in the form set out in Annex 8, Part 1 of this constitution (or such other form as the Secretary may from time to time approve)–

- (a) of the particulars of his or her qualification to vote as a member of the constituency, or class within a constituency, for which the election is being held, and
- (b) that he or she is not prevented from being a member of the board of governors by paragraph 8 of Schedule 1 to the 2003 Act or under this constitution.

(2) The declaration must be made by the candidate within 6 months of the close of the poll to be valid for the purposes of section 36(2) of the 2003 Act and this constitution.

15. Signature of candidate – The nomination paper must be signed and dated by the candidate, indicating that –

- (a) the candidate consents to being nominated in the paper,
- (b) the statement of the interests of the candidate in the paper, as required by rule 13, is true and correct, and
- (c) the declaration of eligibility required by rule 14 is true and correct.

16. Decisions as to validity of nomination papers – (1) Where a nomination paper is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election as nominated unless and until -

- (a) the returning officer decides that the nomination paper is invalid,
- (b) proof is given to the returning officer's satisfaction that the candidate has died, or
- (c) the candidate withdraws.

(2) The returning officer is entitled to decide that a nomination paper is invalid only on one of the following grounds -

- (a) that the paper is not received on or before the final date for return of nomination papers, as specified in the notice of the election,
- (b) that the paper does not contain the candidate's particulars, as required by rule 11;
- (c) that the paper is not subscribed as required by rule 12,

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- (d) that the paper does not contain a declaration of the interests of the candidate, as required by rule 13,
- (e) that the paper does not include a declaration of eligibility as required by rule 14, or
- (f) that the paper is not signed and dated by the candidate, as required by rule 15.

(3) The returning officer is to examine each nomination paper as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.

(4) Where the returning officer decides that a nomination paper is invalid, he or she must endorse this on the paper, stating the reasons for the decision.

(5) The returning officer is to send notice of the decision as to whether a nomination paper is valid or invalid to the candidate, at the contact address given in the candidate's nomination paper.

17. Publication of statement of nominated candidates – (1) The returning officer is to prepare and publish a statement showing the candidates who are standing for election as nominated.

(2) The statement must show –

- (a) the name, contact address, and constituency or class within a constituency of each candidate standing as nominated, and
- (b) the statement of interests of each candidate standing as nominated,

as given in their nomination paper.

(3) The statement must list the candidates standing for election in random order.

(4) If a candidate has been nominated by more than one nomination paper, the returning officer is to take the particulars required by this rule from one of the papers selected by the candidate, or by the returning officer in default of the candidate.

(5) The returning officer must send a copy of the statement of nominated candidates and copies of the nomination papers to the corporation as soon as is practicable after publishing the statement.

18. Inspection of statement of nominated candidates and nomination papers – (1) The corporation is to make the statement of nominated candidates and the nomination papers supplied by the returning officer under rule 17(5) available for inspection by members of the public free of charge at all reasonable times.

(2) If a person requests a copy or extract of the statement of nominated candidates or the nomination papers, the corporation is to provide that person with the copy or extract free of charge.

19. Withdrawal of candidates - A candidate may withdraw from election on or before the final day for withdrawal by candidates, by giving the returning officer a notice of withdrawal which is signed by that candidate and attested by a witness.

20. Method of election – (1) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the board of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.

(2) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the board of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.

~~(3) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be board of governors, then~~

- (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and

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- (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

Part 5 – Contested elections

21. Poll to be taken by ballot – (1) The votes at the poll must be given by ballot.

(2) The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.

22. The ballot paper – (1) The ballot of each voter is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.

(2) Every ballot paper must specify –

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the board of governors to be elected from that constituency, or class within that constituency,
- (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) instructions on how to vote,
- (f) that the ballot paper is to be returned by post, with the address for its return and the date of the close of the poll, and
- (g) the contact details of the returning officer.

(3) Each ballot paper must have a unique identifier.

(4) Each ballot paper must have features incorporated into it to prevent it from being reproduced.

23. The declaration of identity – (1) A declaration of identity must be issued with each ballot paper.

(2) The declaration of identity is to include a declaration –

- (a) that the voter is the person to whom the ballot paper was addressed,
- (b) that the voter has not marked or returned any other voting paper in the election, and
- (c) of the particulars of that member's qualification to vote as a member of the constituency or class within a constituency for which the election is being held.

(3) The declaration of identity is to include space for –

- (a) the name of the voter,
- (b) the address of the voter,
- (c) the voter's signature, and
- (d) the date that the declaration was made by the voter.

(4) The declaration of identity must caution the voter that, if it is not returned with the ballot paper, or if it is returned without being correctly completed, the voter's ballot paper may be invalid.

(5) The declaration of identity must be signed by the voter within six months of the close of the poll to be valid for the purposes of section 36(1) of the 2003 Act.

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Action to be taken before the poll

24. List of eligible voters – (1) The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who

do not come within rule 28 (the "list of eligible voters"), as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

(2) The list is to include, for each member, a mailing address where his or her ballot paper is to be sent.

25. Notice of poll - The returning officer is to publish a notice of the poll stating—

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the board of governors to be elected from that constituency, or class with that constituency,
- (d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) that the ballot papers for the election are to be issued and returned by post,
- (f) the address for return of the ballot papers, and the date of the close of the poll,
- (g) the address and final dates for applications for replacement ballot papers, and
- (h) the contact details of the returning officer.

26. Issue of voting documents by returning officer – (1) As soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following documents to each member of the corporation named in the list of eligible voters—

- (a) a ballot paper,
- (b) a ballot paper envelope,
- (c) a declaration of identity,
- (d) information about each candidate standing for election, pursuant to rule 54 of these rules, and
- (e) a covering envelope.

(2) The documents are to be sent to the mailing address for each member, as specified in the list of eligible voters.

(3) The returning officer shall have the right to edit or not to publish any election statement if it exceeds the permitted number of words or because it contains statements which he reasonably believes are intended to deceive or are of a defamatory or offensive nature.

27. Ballot paper envelope and covering envelope – (1) The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.

(2) The covering envelope is to have –

- (a) the address for return of the ballot paper printed on it, and
- (b) pre-paid postage for return to that address.

(3) There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer –

- (a) the completed declaration of identity, and
- (b) the ballot paper envelope, with the ballot paper sealed inside it.

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The poll

28. Eligibility to vote – An individual who becomes a member of the corporation–

- (a) on the final date for the delivery of notices of withdrawals by candidates from an election, or
- (b) on any subsequent day of the election,

is not eligible to vote in that election.

29. Voting by persons who require assistance – (1) The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.

(2) Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as he or she considers necessary to enable that voter to vote.

30. Spoilt ballot papers (1) – If a voter has inadvertently dealt with his or her ballot paper in such a manner that it cannot be conveniently be used as a ballot paper (referred to a "spoilt ballot paper"), that voter may apply to the returning officer for a replacement ballot paper.

(2) On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he or she can obtain it.

(3) The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless he or she –

- (a) is satisfied as to the voter's identity, and
- (b) has ensured that the declaration of identity attached to the original ballot paper has not been returned.

(4) After issuing a replacement ballot paper for a spoilt ballot paper, the returning officer shall enter in a list ("the list of spoilt ballot papers") –

- (a) the name of the voter, and
- (b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and
- (c) the details of the unique identifier of the replacement ballot paper.

31. Lost ballot papers – (1) Where a voter has not received his or her ballot paper by the fourth day before the close of the poll, that voter may apply to the returning officer for a replacement ballot paper.

(2) The returning officer may not issue a replacement ballot paper for a lost ballot paper unless he or she –

- (a) is satisfied as to the voter's identity,
- (b) has no reason to doubt that the voter did not receive the original ballot paper, and
- (c) has ensured that the declaration of identity attached to the original ballot paper has not been returned.

(3) After issuing a replacement ballot paper for a lost ballot paper, the returning officer shall enter in a list ("the list of lost ballot papers") –

- (a) the name of the voter, and
- (b) the details of the unique identifier of the replacement ballot paper.

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32. Double voting and personation – (1) If a person applies for a replacement ballot paper under rule 30 or 31 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue a replacement ballot paper unless, in addition to the requirements imposed rule 30(3) or 31(2), he or she is also satisfied that that person

has not already voted in the election, notwithstanding the fact that a declaration of identity has already been received by the returning officer in the name of that voter.

(2) After issuing a replacement ballot paper under this rule, the returning officer shall enter in a list ("the list of tendered ballot papers") –

- (a) the name of the voter, and
- (b) the details of the unique identifier of the replacement ballot paper issued under this rule.

33. Declaration of identity for replacement ballot papers – (1) A declaration of identity must be issued with each replacement ballot paper.

(2) The declaration of identity is to include a declaration –

- (a) that the voter has not voted in the election with any ballot paper other than the ballot paper being returned with the declaration, and
- (b) of the particulars of that member's qualification to vote as a member of the constituency, or class within a constituency, for which the election is being held.

(3) The declaration of identity is to include space for –

- (a) the name of the voter,
- (b) the address of the voter,
- (c) the voter's signature, and
- (d) the date that the declaration was made by the voter.

(4) The declaration of identity must caution the voter that, if it is not returned with the ballot paper, or if it is returned without being correctly completed, the replacement ballot paper may be invalid.

(5) The declaration of identity must be signed by the voter within six months of the close of the poll to be valid for the purposes of section 36(1) of the 2003 Act.

Procedure for receipt of envelopes

34. Receipt of voting documents – (1) Where the returning officer receives a –

- (a) covering envelope, or
- (b) any other envelope containing a declaration of identity, a ballot paper envelope, or a ballot paper,

before the close of the poll, that officer is to open it as soon as is practicable; and rules 35 and 36 are to apply.

(2) The returning officer may open any ballot paper envelope for the purposes of rules 35 and 36, but must make arrangements to ensure that no person obtains or communicates information as to –

- (a) the candidate for whom a voter has voted, or
- (b) the unique identifier on a ballot paper.

(3) The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

35. Validity of ballot paper – (1) A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been returned before the close of the poll, with a declaration of identity that has been correctly completed, signed, and dated.

(2) Where the returning officer is satisfied that paragraph (1) has been fulfilled, he or she is to –

- (a) put the declaration of identity in a separate packet, and

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(b) put the ballot paper aside for counting after the close of the poll.

(3) Where the returning officer is not satisfied that paragraph (1) has been fulfilled, he or she is to –

- (a) mark the ballot paper "disqualified",
- (b) if there is a declaration of identity accompanying the ballot paper, mark it as "disqualified" and attach it the ballot paper,
- (c) record the unique identifier on the ballot paper in a list (the "list of disqualified documents"); and
- (d) place the document or documents in a separate packet.

36. Declaration of identity but no ballot paper – Where the returning officer receives a declaration of identity but no ballot paper, the returning officer is to –

- (a) mark the declaration of identity "disqualified",
- (b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper; and
- (c) place the declaration of identity in a separate packet.

37. Sealing of packets – As soon as is possible after the completion of the procedure under rules 35 and 36, the returning officer is to seal the packets containing–

- (a) the disqualified documents, together with the list of disqualified documents inside it,
- (b) the declarations of identity,
- (c) the list of spoiled ballot papers,
- (d) the list of lost ballot papers,
- (e) the list of eligible voters, and
- (f) the list of tendered ballot papers.

Part 6 - Counting the votes

38. Arrangements for counting of the votes – The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

39. The count – (1) The returning officer is to –

- (a) count and record the number of ballot papers that have been returned, and
- (b) count the votes according to the provisions in this Part of the rules.

(2) The returning officer, while counting and recording the number of ballot papers and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper.

(3) The returning officer is to proceed continuously with counting the votes as far as is practicable.

40. Rejected ballot papers – (1) Any ballot paper –

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which votes are given for more candidates than the voter is entitled to vote,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

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shall, subject to paragraphs (2) and (3) below, be rejected and not counted.

(2) Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

(3) A ballot paper on which a vote is marked –

- (a) elsewhere than in the proper place,
- (b) otherwise than by means of a clear mark,
- (c) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the paper is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

(4) The returning officer is to –

- (a) endorse the word "rejected" on any ballot paper which under this rule is not to be counted, and
- (b) in the case of a ballot paper on which any vote is counted under paragraph (2) or (3) above, endorse the words "rejected in part" on the ballot paper and indicate which vote or votes have been counted.

(5) The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings –

- (a) does not bear proper features that have been incorporated into the ballot paper,
- (b) voting for more candidates than the voter is entitled to,
- (c) writing or mark by which voter could be identified, and
- (d) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of ballot papers rejected in part.

41. Equality of votes – Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the returning officer is to decide between those candidates by a lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

Part 7 – Final proceedings in contested and uncontested elections

42. Declaration of result for contested elections – (1) In a contested election, when the result of the poll has been ascertained, the returning officer is to –

- (a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the board of governors from the constituency, or class within a constituency, for which the election is being held to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected–
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the Addenbrooke's NHS Trust by section 4(4) of the 2003 Act, to the chairman of the applicant NHS trust; or
 - (ii) in any other case, to the chairman of the corporation; and
- (c) give public notice of the name of each candidate whom he or she has declared elected.

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(2) The returning officer is to make –

- (a) the total number of votes given for each candidate (whether elected or not), and
- (b) the number of rejected ballot papers under each of the headings in rule 40(5),

available on request.

43. Declaration of result for uncontested elections – In an uncontested election, the returning officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election –

- (a) declare the candidate or candidates remaining validly nominated to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected to the chairman of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

Part 8 – Disposal of documents

44. Sealing up of documents relating to the poll – (1) On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets –

- (a) the counted ballot papers,
- (b) the ballot papers endorsed with "rejected in part",
- (c) the rejected ballot papers, and
- (d) the statement of rejected ballot papers.

(2) The returning officer must not open the sealed packets of –

- (a) the disqualified documents, with the list of disqualified documents inside it,
- (b) the declarations of identity,
- (c) the list of spoilt ballot papers,
- (d) the list of lost ballot papers,
- (e) the list of eligible voters, and
- (f) the list of tendered ballot papers.

(3) The returning officer must endorse on each packet a description of –

- (a) its contents,
- (b) the date of the publication of notice of the election,
- (c) the name of the corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

45. Delivery of documents – Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 44, the returning officer is to forward them to the chair of the corporation.

46. Forwarding of documents received after close of the poll – Where –

- (a) any voting documents are received by the returning officer after the close of the poll, or
- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
- (c) any applications for replacement ballot papers are made too late to enable new ballot papers to be issued,

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the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the chairman of the corporation.

47. Retention and public inspection of documents – (1) The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the regulator, cause them to be destroyed.

(2) With the exception of the documents listed in rule 48(1), the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

(3) A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

48. Application for inspection of certain documents relating to an election – (1) The corporation may not allow the inspection of, or the opening of any sealed packet containing –

- (a) any rejected ballot papers, including ballot papers rejected in part,
- (b) any disqualified documents, or the list of disqualified documents,
- (c) any counted ballot papers,
- (d) any declarations of identity, or
- (e) the list of eligible voters,

by any person without the consent of the regulator.

(2) A person may apply to the regulator to inspect any of the documents listed in (1), and the regulator may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.

(3) The regulator's consent may be on any terms or conditions that it thinks necessary, including conditions as to –

- (a) persons,
- (b) time,
- (c) place and mode of inspection,
- (d) production or opening,

and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

(4) On an application to inspect any of the documents listed in paragraph (1), –

- (a) in giving its consent, the regulator, and
- (b) and making the documents available for inspection, the corporation,

must ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –

(i) that his or her vote was given, and

~~(ii) that the regulator has declared that the vote was invalid.~~

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Part 9 – Death of a candidate during a contested election

49. Countermand or abandonment of poll on death of candidate – (1) If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is

declared that one of the persons named or to be named as a candidate has died, then the returning officer is to

- (a) countermand notice of the poll, or, if ballot papers have been issued, direct that the poll be abandoned, and
- (b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 35 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

(2) Where a new election is ordered under paragraph (1), no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned.

(3) Where a poll is abandoned under paragraph (1)(a), paragraphs (4) to (9) are to apply.

(4) The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 35 and 36, and is to make up separate sealed packets in accordance with rule 37.

(5) The returning officer is to –

- (a) count and record the number of ballot papers that have been received, and
- (b) seal up the ballot papers into packets, along with the records of the number of ballot papers.

(6) The returning officer is to endorse on each packet a description of –

- (a) its contents,
- (b) the date of the publication of notice of the election,
- (c) the name of the corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

(7) Once the documents relating to the poll have been sealed up and endorsed pursuant to paragraphs (4) to (6), the returning officer is to deliver them to the chairman of the corporation, and rules 48 and 49 are to apply.

Part 10 – Election expenses and publicity

Election expenses

50. Election expenses – Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be questioned in an application to the regulator under Part 11 of these rules.

51 Expenses and payments by candidates - A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to –

- (a) personal expenses,
- (b) travelling expenses, and expenses incurred while living away from home, and
- (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

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52. Election expenses incurred by other persons – (1) No person may -

- (a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or

- (b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.

(2) Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 53 and 54.

Publicity

53. Publicity about election by the corporation – (1) The corporation may –

- (a) compile and distribute such information about the candidates, and
- (b) organise and hold such meetings to enable the candidates to speak and respond to questions,

as it considers necessary.

(2) Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 54, must be –

- (a) objective, balanced and fair,
- (b) as far as the information provided by the candidate so allows, equivalent in size and content for all candidates,
- (c) compiled and distributed in consultation with all of the candidates standing for election, and
- (d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.

(3) Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

54. Information about candidates for inclusion with voting documents - (1) The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 26 of these rules.

(2) The information must consist of –

- (a) a statement submitted by the candidate of no more than 150 words, and
- (b) a photograph of the candidate

if supplied by the candidate.

55. Meaning of "for the purposes of an election" - (1) In this Part, the phrase "for the purposes of an election" means with a view to, or otherwise in connection with, promoting or procuring a candidate's election, including the prejudicing of another candidate's electoral prospects; and the phrase "for the purposes of a candidate's election" is to be construed accordingly.

(2) The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

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Part 11 – Questioning elections and the consequence of irregularities

56. Application to question an election – (1) An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to the regulator.

(2) An application may only be made once the outcome of the election has been declared by the returning officer.

- (3) An application may only be made to the regulator by -
- (a) a person who voted at the election or who claimed to have had the right to vote, or
 - (b) a candidate, or a person claiming to have had a right to be elected at the election.
- (4) The application must –
- (a) describe the alleged breach of the rules or electoral irregularity, and
 - (b) be in such a form as the regulator may require.
- (5) The application must be presented in writing within 21 days of the declaration of the result of the election.
- (6) If the regulator requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.
- (7) The regulator shall delegate the determination of an application to a person or persons to be nominated for that purpose by the regulator.
- (8) The determination by the person or persons nominated in accordance with Rule 62(7) shall be binding on and shall be given effect by the corporation, the applicant, the members of the constituency (or class within a constituency) and the candidate (if any) to which the application relates.
- (9) The regulator may prescribe rules of procedure for the determination of an application, including costs.

Part 12 – Miscellaneous

57. Secrecy – (1) The following persons –

- (a) the returning officer,
- (b) the returning officer's staff,

must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to –

- (i) the name of any member of the corporation who has or has not been given a ballot paper or voted,
- (ii) the unique identifier on any ballot paper,
- (iii) the candidate for whom any person has voted for on any particular ballot paper.

(2) No person may obtain or attempt to obtain information as to the candidate for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter.

(3) The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals that are affected by this provision are aware of the duties it imposes.

58. Prohibition of disclosure of vote – No person who has voted at an election shall, in any legal or other proceeding to question the election, be required to state who he or she has voted for.

59. Disqualification – A person may not be appointed as a returning officer, as an independent scrutineer, or as staff of the returning officer or the independent scrutineer pursuant to these rules, if that person is –

- (a) a member of the corporation,
- (b) an employee of the corporation,
- (c) a director of the corporation, or

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(d) employed by or on behalf of a person who has been nominated for election.

60. Delay in postal service through industrial action or unforeseen event – If industrial action, or some other unforeseen event, results in a delay in –

(a) the delivery of the documents in rule 26, or

(b) the return of the ballot papers and declarations of identity,

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll, with the agreement of the regulator.

61. Effect of administrative or clerical errors on election – Elections shall not be invalidated by any administrative or clerical error on the part of the corporation or any acts or omissions of the returning officer or the independent scrutineer acting in good faith on the basis of any such error.

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ANNEX 4

LIST OF PRIMARY CARE TRUSTS AUTHORISED FOR THE PURPOSES OF APPOINTING PCT GOVERNORS

Principal commissioning PCT

PCT responsible for commissioning specialist services

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ANNEX 5

LIST OF LOCAL AUTHORITIES AUTHORISED FOR THE PURPOSES OF APPOINTING LOCAL
AUTHORITY GOVERNORS

Cambridge City Council

Cambridgeshire County Council

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ANNEX 6

LIST OF UNIVERSITIES AUTHORISED FOR THE PURPOSES OF APPOINTING UNIVERSITY GOVERNORS

The Chancellor, Masters and Scholars of the University of Cambridge

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ANNEX 7

LIST OF ORGANISATIONS AUTHORISED FOR THE PURPOSES OF APPOINTING OTHER PARTNERSHIP GOVERNORS

UNDER PARAGRAPH 8.3 (a)

Anglia Ruskin University
Cambridge Regional College
Homerton College: School of Health Studies
West Suffolk College of Further Education

UNDER PARAGRAPH 8.3 (b)

British Heart Foundation
Cancer Research UK
The Medical Research Council
The Wellcome Trust

UNDER PARAGRAPH 8.3 (c)

East of England Development Agency

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GOVERNORS' DECLARATIONS

PART 1

CAMBRIDGE UNIVERSITY HOSPITALS NHS FOUNDATION TRUST (the "Trust")

I, [insert name] of [insert address] hereby declare that I am entitled to stand for election to the board of governors as a governor elected by the [public constituency]/[patients' constituency] because I am a member of the [public constituency]/[patients' constituency] and that I am not prevented from being a member of the board of governors of the Trust by paragraph 8 of Schedule 1 to the Health and Social Care (Community Health and Standards) Act 2003 or under the constitution of the Trust.

Signed.....

Print Name.....

Date of Declaration.....

*delete as applicable

PART 2

CAMBRIDGE UNIVERSITY HOSPITALS NHS FOUNDATION TRUST (the "Trust")

I, [insert name] of [insert address] hereby declare that I am entitled to vote at meetings of the board of governors as a governor elected by the [public constituency]/[patients' constituency] because I am a member of the [public constituency]/[patients' constituency] and that I am not prevented from being a member of the board of governors of the Trust by paragraph 8 of Schedule 1 to the Health and Social Care (Community Health and Standards) Act 2003 or under the constitution of the Trust.

Signed.....

Print Name.....

Date of Declaration.....

*delete as applicable

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ANNEX 9

STATEMENT OF TRUST PRINCIPLES

As to matters to be taken into account when giving effect to the principal purpose of the Trust:

The Trust will:

- strive to become excellent in all that it does
- involve its local community in its current activities and in its planning
- shape its services around the needs and preferences of patients
- build an active and engaged membership
- work with other organisations to ensure efficiency and continuity in services
- be open and responsive in how it runs its affairs
- be committed to patient safety and to continuous quality improvement
- be responsible in its stewardship of public money and open in accounting for its use of resources
- value the people who work at its hospitals as the hospitals' greatest resource
- create a workplace that supports learning and personal development
- balance technical excellence with consideration and compassion for those it serves
- support innovation and service improvement for the benefit of the public and patients
- recognise and promote diversity within its hospitals and the broader community

As to qualities of members and governors:

- Honesty and integrity.
- Promotion of racial and religious tolerance.
- Representation of broad public constituency.
- Awareness of community diversity and a willingness to be trained in that context.

The Board of Governors may from time to time amend or vary such statement of principles as it thinks fit.

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"applicant
NHS trust"

means the NHS trust which made the application to
become an NHS foundation trust;