

**TRUST BOARD**  
**30 June 2016**

<b>AGENDA NUMBER</b>	<b>ITEM</b>	7.4
<b>TITLE OF PAPER</b>	<b>Revision to the Trust Constitution</b>	
Confidential	<b>NO</b>	
Suitable for public access	<b>YES</b>	
<b>PLEASE DETAIL BELOW THE OTHER SUB-COMMITTEE(S), MEETINGS THIS PAPER HAS BEEN VIEWED</b>		
Constitution Group Meeting 10 June 2016 and Council of Governors 15 June 2016		
<b><u>STRATEGIC OBJECTIVE(S):</u></b>		
Best outcomes		
Excellent experience		
Skilled & motivated teams		
Top productivity		
<b>EXECUTIVE SUMMARY</b>		
<p>The Board is asked to approve these changes to the Constitution. The Constitution Group met on 10 June and considered the following:</p> <p style="text-align: center;"><i>1. Add a new Public Constituency</i></p> <p>The following recommendations were agreed:</p> <ul style="list-style-type: none"> <li>• Extend the existing Public Constituencies to be conterminous with electoral Borough boundaries</li> <li>• Review and align the minimum number of members required for each area of the Public Constituency (see Appendix 1).</li> </ul> <p>The Group agreed further work was required before any recommendation to add another public constituency and therefore a further member of the Council of governors.</p> <p style="text-align: center;"><i>2. Changes to Composition of the Board</i></p> <p>The Constitution currently states that the composition of the Board shall comprise: the non-executive Chair of the Trust; up to seven other Non-Executive Directors, and up to six Executive Directors.</p> <p>We are in the process of appointing a new Chief Operating Officer and wish to</p>		

	<p>confer voting rights to this post, thereby increasing the number of executive directors with voting rights to seven. This situation has arisen as the Deputy Chief Executive and former Chief Operating Officer has been appointed as Strategy Director, a position which previously did not have voting rights.</p> <p>The Constitution Group recommended these two changes to the Council of Governors and they subsequently ratified this revision to the Constitution at their meeting on 15 June.</p> <p>The paper is attached at Appendix 1 for reference.</p>
<b>RECOMMENDATION:</b>	Approve the revision to the Constitution
<b>SPECIFIC ISSUES CHECKLIST</b>	
Quality and safety	
Patient impact	
Employee	
Other stakeholder	
Equality & diversity	
Finance	
Legal	
Link to Board Assurance Framework Principle Risk	
<b>AUTHOR NAME/ROLE</b>	Aileen McLeish, Chairman Liz Davies, Acting Company Secretary
<b>PRESENTED BY DIRECTOR NAME/ROLE</b>	Aileen McLeish, Chairman
<b>DATE</b>	22 June 2016
<b>BOARD ACTION</b>	Approve

### PROPOSED REVISION TO THE TRUST CONSITUTION

#### Introduction

While it is early stages the developing Strategic Transformation Plan (STP) is pointing to the Trust taking on more responsibility for some acute services in the area. The Trust already has a number of services which are accessed by patients from a wider geography than that covered by our current Public Constituencies: for example, cardiology, neo-natal intensive care, bariatric surgery, vascular surgery and specialist orthopaedic surgery. Ahead of implementation of the STP, in response to a request from Commissioners, the Boards of ASPH and RSC are recommending that the hyper acute stroke unit for the area should be situated at St Peter's Hospital. The implications of this and the emerging STP will be shared with Governors at the June Council meeting. However it is clear that we are likely to see growth in people accessing our services from a broader geography within the STP area as well as possibly beyond.

In setting the criteria for the recruitment of new Non-Executive Directors, the Nominations Committee decided not to set a geographical restriction so that we could attract as broad a field as possible. In shortlisting, the Committee has chosen candidates who met our criteria but who also lived within reasonable proximity of the Trust. Notwithstanding this, some of the candidates live outside our current Public Constituencies. This paper is being written ahead of the final interviews, with final recommendations being confirmed by the Nominations Committee which meets on the morning of June 10<sup>th</sup> 2016.

Recognising the changing role of the Trust and in the light of the prospective appointment of new Non-Executive Directors, the Constitution Committee is requested to consider introducing a new Constituency; however, before considering the options for a new constituency we would like Council to deliberate on a small change to the Constitution.

#### Changes to Composition of the Board

The Constitution currently states that the composition of the Board shall comprise: the non-executive Chair of the Trust; up to seven other Non-Executive Directors; and up to six Executive Directors.

We wish to confer voting rights to the new Chief Operating Officer on appointment, thereby increasing the number of executive directors with voting rights to seven.

As at present, in the case of an equal vote, the person presiding (i.e.: the Chairman of the meeting) shall have a second, and casting vote.

We seek to determine this revision to the Constitution and the Committee is asked to discuss and agree this change. If we get agreement a paper will be taken to the next Council of Governors meeting and Trust Board for approval.

## Options

Either: A new Public Constituency, covering either *Surrey* or *South East England* or the *Rest of England*, membership of which would be for members of the public who do not live in our other Public Constituencies.

Or: A new Patient Constituency, for people who have been patients and possibly their carers but who do not live in our Public Constituencies

The former is preferred as it is simpler to handle particularly given the nature of people interaction with our hospitals. Experience of other Foundation Trusts is that a Patients' constituency works best when you have a substantial group of patients experiencing specific long term treatment. They are more widely used in Mental Health Trusts. It is interesting that Frimley Health recently chose to drop the Patients' constituency in preference for a broad geographic definition – see next section.

## Other Foundation Trusts

Frimley Health, St Georges Hospital and Kingston Hospital each have a Public Constituency covering a broader area beyond their immediate catchment area. Both Frimley Health and St Georges define this area as *The Rest of England*. Kingston Hospital define it as *Rest of Surrey and Outer London*

Prior to the takeover of Heatherwood and Wexham Park, Frimley Park Hospital had a Patients' Constituency:

### Patients' Constituency

8.2. An individual who has, within the period specified in paragraph 8.3 below, attended any of the Trust's hospitals as either a patient or as the carer of a patient may become or continue as a Member of the Trust.

8.3. The period referred to in paragraph 8.2 above shall be the period of five years immediately preceding the date of an application by the patient or carer to become a Member of the Trust.

8.4. Those individuals who are eligible for membership of the Trust by reason of paragraphs 8.2 and 8.3 (and who are not eligible to become a Member of either the Staff Constituency or the Public Constituency) are referred to collectively as the Patients' Constituency

Royal Surrey also has a Patients' Constituency whose membership is largely drawn from former current and former cancer patients and their carers

## Recommendation

We wish to add a new Public Constituency to include a broader geographic area and seek your approval to take this proposal as set out below to the next meeting of the Council of Governors and subsequently to Trust Board for ratification.

This would result in an extra Governor joining the Council. We already have 293 members of the public living outside the existing constituencies who have applied to be members and we have designated them affiliate members. Elections for this new Public Constituency will be held in due course.

## **Proposed Revision to Constitution**

### **Membership and constituencies**

The trust shall have members, each of whom shall be a member of one of the following constituencies:

a Public Constituency; and

a Staff Constituency.

### **Public Constituency**

Eligibility to become a member of the Public Constituency is open to people living within the defined catchment area of the Trust. This will include residents from the following Local Authority electoral areas (as defined for the purpose of Local authority elections). The Public Constituency may also include volunteers providing support to the Trust who will be a member of the constituency in which they ordinarily reside. An individual is only eligible for membership of the public constituency if he/she lives in an area specified in the constitution for a public constituency.

Members must be aged 14 or over.

An individual who lives in an area specified in Annex 1 as an area for a Public Constituency may become or continue as a Member of the Trust

Those individuals who live in an area specified as an area for any Public Constituency are referred to collectively as a Public Constituency.

The minimum number of Members in each area for the Public Constituency is specified in Annex 1.

**ANNEX 1**  
**THE PUBLIC CONSTITUENCY**

<b>Local Authority</b>	<b>Area of the Public Constituency (as defined by electoral wards)</b>	<b>Minimum Number of Members</b>	<b>Number of Governors to be elected</b>
Elmbridge	Cobham and Downside	50	3
	Hersham Village		
	Molesey East		
	Molesey West		
	Oatlands and Burwood Park		
	Walton Central		
	Walton North		
	Walton South		
	Weybridge Riverside		
	Weybridge St George's Hill		
	Runnymede and Windsor and Maidenhead		
Addlestone North			
Chertsey Meads			
Chertsey South and Row Town			
Chertsey St. Ann's			
Egham Hythe			
Egham Town			
Englefield Green East			
Englefield Green West			
Foxhills			
New Haw			
Thorpe			
Virginia Water			
Woodham			
Horton and Wraysbury			
Sunningdale			
Spelthorne	Ashford Common	150	3
	Ashford East		
	Ashford North and Stanwell South		
	Ashford Town		
	Halliford and Sunbury West		
	Laleham and Shepperton Green		
	Riverside and Laleham		
	Shepperton Town		
	Staines South		
	Staines		
	Stanwell North		
	Sunbury Common		
	Sunbury East		

Surrey Heath	Bisley	50	1			
	Chobham					
	West End					
	Windlesham					
Woking and Guildford	Byfleet and West Byfleet	150	3			
	Canalside					
	Goldsworth Park					
	Heathlands					
	Hoe Valley					
	Horsell					
	Knaphill					
	Mount Hermon					
	Pyrford					
	St John's					
	Lovelace					
	Send					
	Hounslow and Richmond upon Thames			Bedfont	50	2
				Cranford		
Feltham North						
Feltham West						
Hanworth Park						
Hanworth						
Heston Central						
Heston East						
Heston West						
Hounslow Central						
Hounslow Heath						
Hounslow West						
Hampton						
Heathfield						
<i>Broader geographic area to be defined eg Rest of England</i>	<i>Eg All electoral areas in England and Wales not falling within one of the areas referred to above</i>	50	1			

## Appendix 1

Locations of current shortlisted applicants for Non-Executive roles

**Bramley Surrey \***

Camberley Surrey GU15 2DE  
East Molesey Surrey KT8 9EN  
Englefield Green TW20 0JN

**Esher Surrey KT10 9LT \***

**Farnham Surrey GU10 4BP \***

**Kingston Surrey KT2 5SW \***

**Leatherhead Surrey KT22 7HB \***

Old Woking Surrey GU22 9DA

**Reigate Surrey RH2 8NN \***

Staines-u-Thames TW18 2LE  
Sunbury on Thames Middlesex TW16 5AT  
Sunningdale Berkshire  
Weybridge Surrey KT13 0JY

*\* Denotes candidates living outside the existing constituencies.*