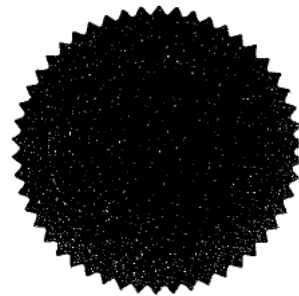


AUTHORISATION

of

AINTREE UNIVERSITY HOSPITALS NHS FOUNDATION TRUST

(pursuant to Section 6 of the Health and Social Care (Community Health and Standards) Act 2003)



Signature: William May

1 August 2006

TABLE OF CONTENTS

	Page
PART 1	Authorisation 3
PART 2	Interpretation and construction 4
PART 3	Conditions 5
Condition 1:	Principal purpose 5
Condition 2:	General duty 5
Condition 3:	Constitution 5
Condition 4:	Compliance and enforcement 5
Condition 5:	Governance 5
Condition 6:	Health care and other standards 6
Condition 7:	Mandatory services 6
Condition 8:	Authorised Services 7
Condition 9:	Protection of property 8
Condition 10:	Private health care 8
Condition 11:	Limit on borrowing 8
Condition 12:	Financial viability..... 8
Condition 13:	Dividend payments on Public Dividend Capital 8
Condition 14:	Information 8
Condition 15:	Entry on inspection of premises 8
Condition 16:	Fees 9
Condition 17:	Representative membership 9
Condition 18:	Co-operation with other bodies 9
Condition 19:	Emergency planning 9
Condition 20:	Information technology 9
Condition 21:	Audit committee 9
Condition 22:	Audit 9
Condition 23:	Public interest reporting 10
Condition 24:	Notification 10
Condition 25:	Information given to Parliament and to Members of Parliament ... 10
SCHEDULE 1:	Constitution
SCHEDULE 2:	Mandatory goods and services
SCHEDULE 3:	Mandatory education and training
SCHEDULE 4:	The private charges cap
SCHEDULE 5:	Limit on borrowing
SCHEDULE 6:	Information

PART 1 Authorisation

1. Monitor ('Monitor'), the Independent Regulator of NHS Foundation Trusts, in exercise of the powers conferred by Section 6 of the Health and Social Care (Community Health and Standards) Act 2003 ('**the Act**') and all other powers exercisable by Monitor, hereby authorises Aintree Hospitals NHS Trust to become an NHS Foundation Trust ('**the Trust**'), subject to the Conditions set out in Part 3 hereof.
2. This Authorisation shall come into force on 1 August 2006.
3. Subject to the provisions of Sections 25 and 26 of the Act, this Authorisation shall be of unlimited duration.
4. This Authorisation is not assignable.
5. Monitor may vary the Conditions of this Authorisation.

PART 2 Interpretation and construction

1. Words and expressions used in the Authorisation shall be construed as if they were in an Act of Parliament and the Interpretation Act 1978 applied to them.
2. Any reference to an enactment shall include any re-enactment thereof or amendment thereto.
3. Words and expressions defined in the Act shall have the same meaning when used in this Authorisation.
4. Unless otherwise specified, any reference to a numbered Condition (with or without a suffix letter) or Schedule is a reference to the Condition or Schedule bearing that number in this Authorisation.
5. In construing the provisions of this Authorisation, the heading or title of any Part, Condition or Schedule shall be disregarded.
6. Where any obligation of the Trust is required to be performed by a specified date or within a specified period, and where the Trust has failed so to perform, such obligation shall continue to be binding and enforceable after the specified date or after the expiry of the specified period.
7. In this Authorisation:

“ancillary services” means services which support the provision of the mandatory goods and services listed in Schedule 2.

“property” is land and buildings owned or leased by the Trust.

“the Board of Directors“ means the Board of Directors of the Trust.

“the provision of goods and services for purposes related to the provision of health care” includes the provision of social care services.

‘high security psychiatric services’ has the same meaning as in Section 4 of the National Health Service Act 1977 as amended.

PART 3 Conditions

1. Principal Purpose

The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England. This does not preclude the provision of cross-border services to other parts of the United Kingdom.

2. General duty

The Trust shall exercise its functions effectively, efficiently and economically.

3. Constitution

- (1) The Trust shall secure that its constitution is in accordance with any regulations made under Section 35 of the Act (conduct of elections).
- (2) The Trust may make amendments to its constitution with the approval of Monitor.
- (3) The constitution, incorporating any amendments which may be made thereto, is annexed at Schedule 1.

4. Compliance and enforcement

- (1) The Trust shall comply with:
 - any requirements imposed on it under the Act or any other enactment;
 - the Conditions of this Authorisation;
 - the terms of its constitution;
 - if applicable, directions issued by the Secretary of State with respect to safety and security in connection with the provision of high security psychiatric services; and
 - the terms of its contracts with bodies which commission the Trust to provide goods and services (including education and training, accommodation and other facilities) for the purposes of the health service in England.
- (2) The Trust shall comply with any guidance issued by Monitor, unless the Monitor has agreed with the Trust that, in the particular circumstances, the Trust is not required to comply.
- (3) A failure to comply may result in Monitor taking enforcement action under Sections 23, 24 or 25 of the Act.

5. Governance

- (1) The Trust shall ensure the existence of appropriate arrangements to provide representative and comprehensive governance in accordance with the Act and to maintain the organisational capacity necessary to deliver the mandatory goods and services referred to in Condition 7(1) and listed in Schedule 2 and

the mandatory education and training referred to in Condition 7(2) and listed in Schedule 3.

- (2) The Trust shall comply with the principles of best practice applicable to corporate governance in the NHS/health sector, with any relevant code of practice and with any guidance which may be issued by Monitor.

6. Health care standards

- (1) The Trust shall put and keep in place and comply with arrangements for the purpose of monitoring and improving the quality of health care provided by and for the Trust.
- (2) The Trust shall comply with statements of standards in relation to the provision of health care published by the Secretary of State under Section 46 of the Act, as currently set out in the Department of Health publication Health and Social Care Standards and Planning Framework (July 2004) as may be amended from time to time.
- (3) If applicable, the Trust shall comply with any statements of standards with respect to social care services which the Secretary of State may issue from time to time.
- (4) If applicable, the Trust shall comply with any statements of standards with respect to security and risk management which the Secretary of State may issue from time to time.

7. Mandatory Services

- (1) The Trust is required to provide for the purposes of the health service in England the goods and services listed in Schedule 2 in the volumes or amounts specified therein (**'mandatory goods and services'**) which goods and services in the volumes or amounts specified are to be provided pursuant to a legally binding contract or contracts between the Trust and one or more of the commissioning bodies, or on the understanding that the Trust and the relevant commissioning body or bodies will conclude a legally binding contract or contracts for the provision of said goods and services in the volumes or amounts specified within 12 months of the date on which this authorisation comes into force. This requirement includes an obligation to provide any ancillary services, accommodation and other facilities related to said goods and services and which are generally accepted to be required for the effective, efficient and economic provision of said goods and services in the volumes or amounts specified.
- (2) The Trust is required to provide education and training to third parties for the purposes of the health service in England listed in Schedule 3 in the volumes or amounts specified therein (**'mandatory education and training'**), which are to be provided pursuant to a legally binding contract or contracts between the Trust and one or more of the commissioning bodies, or on the understanding that the Trust and the relevant commissioning body or bodies will conclude a legally binding contract or contracts for the provision of said education and training in the volumes or amounts specified within 12 months of the date on which this authorisation comes into force.

- (3) Monitor reserves the right to vary the goods and services and the volumes or amounts thereof which the Trust is required to provide in terms of Condition 7(1) and the education and training to third parties and the volumes or amounts thereof which the Trust is required to provide in terms of Condition 7(2), in particular in order to ensure the continuity of local service provision and the fulfilment of local health needs as they may vary from time to time.
- (4) The Board of Directors of the Trust shall regularly review and shall at all times maintain and ensure the capacity and capability of the Trust to provide the mandatory goods and services referred to in Condition 7(1) and listed in Schedule 2.

8. Authorised Services

- (1) The Trust is authorised to provide goods and services (including education and training, accommodation and other facilities) for purposes related to the provision of health care, subject to written confirmation to Monitor by the Board of Directors that the Board of Directors is satisfied that the Trust has the capacity and the capability to provide said goods and services and that the provision of said goods and services will not inhibit the provision by the Trust of the mandatory goods and services referred to in Condition 7(1) and listed in Schedule 2.
- (2) Monitor reserves the right to refuse to authorise specific goods and services in circumstances where Monitor is not satisfied that the Board of Directors has a proper basis for the written confirmation referred to in Condition 8(1).
- (3) The Trust shall establish and maintain an up to date register of the goods and services referred to in Condition 8(1). With respect to education and training, only education and training provided to third parties shall be included in the register. Accommodation and other facilities do not require to be included in the register of goods and services.
- (4) The Trust shall make the register of goods and services available for public inspection on payment of such reasonable fee, if any, as the Trust may determine.
- (5) The Trust is authorised to carry out research in connection with the provision of health care, subject to written confirmation to Monitor by the Board of Directors that the Board of Directors is satisfied that the Trust has the capacity and the capability to provide said research, that all relevant authorisations with respect to the carrying out of said research have been secured, that the said research will be carried out in accordance with the generally accepted ethical standards and that the said research will not inhibit the provision by the Trust of the mandatory goods and services referred to in Condition 7(1) and listed in Schedule 2.
- (6) Monitor reserves the right to refuse to authorise research in circumstances where Monitor is not satisfied that the Board of Directors has a proper basis for the written confirmation referred to in Condition 8(5).
- (7) The Trust is authorised to make facilities and staff available for the purposes of education, training or research carried on by others.

- (8) Any activities undertaken by the Trust, other than the provision of goods and services for purposes related to the provision of health care, shall be subject to any restrictions which may be imposed by Monitor in terms of Section 14(3) of the Act.

9. Protection of property

- (1) Property needed for the purposes of providing any of the mandatory goods and services referred to in Condition 7(1) and listed in Schedule 2 (including the ancillary services, accommodation and other facilities related thereto) and the mandatory training and education referred to in Condition 7(2) and listed in Schedule 3 is protected.
- (2) The Trust may not dispose any protected property without the approval of Monitor.
- (3) The Trust shall establish and maintain an asset register in respect of protected property, in accordance with guidance to be issued by Monitor.
- (4) The Trust shall make the asset register available for public inspection on payment of such reasonable fee, if any, as the Trust may determine.

10. Private health care

The proportion of total income of the Trust in any financial year derived from private charges shall not be greater than the percentage set out in Schedule 4 ('the private charges cap').

11. Limit on borrowing

- (1) The total amount of the Trust's borrowing is subject to the limit set out in Schedule 5.
- (2) The limit is subject to annual review by Monitor.

12. Financial viability

The Trust shall at all times remain a going concern as defined by relevant accounting standards in force from time to time.

13. Dividend payments on Public Dividend Capital

The Trust shall be required to pay annually to the Department of Health a dividend on its Public Dividend Capital at a rate to be determined from time to time by the Secretary of State.

14. Information

The Trust shall disclose to Monitor and directly to any third parties as may be specified by the Secretary of State the information, if any, specified in Schedule 6 as may be varied from time to time and such other information as Monitor may from time to time require.

15. Entry and inspection of premises

The Trust shall allow Monitor, any member, officer or member of staff of Monitor, and any agent acting on behalf of Monitor, to enter and inspect premises owned or controlled by the Trust.

16. Fees

The Trust shall pay to Monitor such reasonable annual fee, if any, as may be determined by Monitor.

17. Representative membership

The Trust shall continue to take such reasonable steps as may be required by Monitor, by such date or within such period as may be specified by Monitor, to secure that (taken as a whole) the actual membership of any public constituency and (if there is one) the patients' constituency is representative of those eligible for such membership.

18. Co-operation with other bodies

(1) The Trust shall co-operate with Primary Care Trusts, Strategic Health Authorities, Special Health Authorities, the Commission for Health Care Audit and Inspection, NHS foundation trusts, other NHS trusts and other health authorities and organisations in accordance with the Act and any future guidance to be published by Monitor.

(2) The Trust shall co-operate with the Commission for Social Care Inspection, the Mental Health Act Commissioners, the National Oversight Group for High Security Hospitals and such other bodies [as may be specified in any future guidance to be published by Monitor] which have a remit covering activities related to the provision of mental healthcare services.

(3) The Trust shall co-operate with local authorities in the exercise of its own functions and in the exercise by the local authorities of their respective functions.

19. Emergency planning

The Trust shall assist the relevant authorities with, and participate in, local and national emergency planning and provision.

20. Information technology

The Trust shall participate in the national programme for information technology, in accordance with any guidance issued by Monitor.

21. Audit committee

(1) The Trust shall establish a committee of non-executive directors as an audit committee to perform such monitoring, reviewing and other functions as are appropriate.

(2) The Board of Directors shall satisfy itself that at least one member of the audit committee has recent and relevant financial experience.

22. Audit

- (1) The Audit Code for NHS Foundation Trusts ('the Audit Code') contains the directions of Monitor under paragraph 24(5) of Schedule 1 to the Act with respect to the standards, procedures and techniques to be adopted by the auditor.
- (2) The Trust shall comply with the Audit Code.
- (3) The auditor shall comply with the Audit Code.

23. Public interest reporting

The Trust shall forward a report to Monitor within thirty days (or such shorter period as Monitor may specify) of the auditor issuing a public interest report in terms of Schedule 5 paragraph 3 of the Act. The report shall include details of the Trust's response to the issues raised within the public interest report.

24. Notification

The Trust shall deal with Monitor in an open and co-operative manner and shall promptly notify Monitor of anything relating to the Trust of which Monitor would reasonably expect prompt notice, including, without prejudice to the foregoing generality, any anticipated failure or anticipated prospect of failure on the part of the Trust to meet its obligations under this authorisation or any financial or performance thresholds which Monitor may specify from time to time.

25. Information given to Parliament and to Members of Parliament

In addition to any statutory requirements, the Chairman, Chief Executive or any other person giving information to Parliament or to a Member of Parliament on behalf of a Trust shall ensure that they comply with the standards expected of Ministers of the Crown with regard to openness of dealings, the giving of accurate and truthful information and the correction of any inadvertent error at the earliest opportunity. Any question submitted to the Trust by a Member of Parliament shall be responded to by the Trust within the same timescale as that expected of Ministers with respect to Parliamentary questions.

AUTHORISATION OF AINTREE UNIVERSITY HOSPITALS NHS FOUNDATION TRUST

Schedule 1

The Constitution (and Annexures)

25 July 2006

**AINTREE UNIVERSITY HOSPITALS
NHS FOUNDATION TRUST
(A PUBLIC BENEFIT CORPORATION)**

CONSTITUTION

CONTENTS PAGE

1.	Definitions	3
2.	Name	5
3.	Principal Purpose	5
4.	Other Purposes	5
5.	Powers	6
6.	Framework	6
7.	Members	7
8.	Board of Governors	15
9.	Board of Directors	27
10.	Meetings of Directors	31
11.	Conflicts of Interest of Directors	31
12.	Registers	32
13.	Public documents	33
14.	Auditor	34
15.	Accounts	34
16.	Annual reports and forward plans	35
17.	Indemnity	35
18.	Instruments etc	36
19.	Dispute resolution procedures	36
20.	Amendment of the constitution	36
21.	Dissolution of the Trust	37
Annex 1 -	Public Constituency of the Trust	
Annex 2 -	Practice and Procedure for Meetings	
Annex 3 -	Part 1 - Conduct of Elections for Public Governors	
	Part 2 - Conduct of Elections for Patient Governors	
	Part 3 - Conduct of Elections of Staff Governors	
	Part 4 - Provisions Applicable to all Elections	
Annex 4 -	List of Primary Care Trusts authorised for the purposes of appointing PCT Governors	
Annex 5 -	List of Local Authorities authorised for the purposes of appointing Local Authority Governors	
Annex 6 -	Governors' Declarations	
Annex 7 -	Statement of Trust Principles	
Annex 8 -	Members of the Board of Governors – Code of Conduct	

**AINTREE 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;
"applicant NHS Trust"	means the Aintree Hospitals NHS Trust which made the application to become an NHS foundation trust;
"area of the Trust"	means the area specified in Annex 1;
"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;
"carer"	means an individual who has attended any of the Trust's hospitals as the carer of a patient at any time since 5 July 1948 (other than as an individual providing care in pursuance of a contract (including a contract of employment) or as a volunteer for a Voluntary Organisation);
"financial year"	means-
	(a) the period beginning with the date on which the Trust is authorised under the 2003 Act and ending with the next 31st March; and

	(b) each successive period of twelve months beginning with 1 st April;
"Governors Code of Conduct"	means the members of the Board of Governors code of conduct set out in Annex 8 as amended from time to time by resolution of the Board of Governors on the recommendation of the Secretary;
"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 any of the Trust's hospitals as a patient at any time since 5 July 1948 (including in-patients, out-patients, ward attenders or day patients) or is attended upon by a member of the Trust's staff for the purpose of diagnosis, medical advice or treatment;
"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 Aintree University Hospitals NHS Foundation Trust;
"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;
"Voluntary Organisation"	means a body, other than a public or local authority, the activities of which are not carried out for profit;
"Trust Principles"	means the principles set out in the Statement at Annex 7 as amended from time to time by resolution of the Board of Governors;

2 Name

*Schedule 1,
Paragraph 2*

- 2.1 The name of this Trust is to be "Aintree 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 order to carry on the Trust's principal purpose better.
- 4.3 Without prejudice to the generality of the foregoing and subject to the 2003 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 or 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;
- (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

- 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.
- 5.2 The powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
- 5.3 Any of these powers may be delegated to a committee of directors or to an executive director.

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) (if they are members of the public constituency or patients' constituency) put themselves forward for appointment as Chairman of

See
Sections 17
and 18

the Trust or (if they are members of the public constituency or patients' constituency or exercising functions for the University of Liverpool) put themselves forward for appointment as 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 future development of the Trust and its services;
- (e) attend and participate in members meetings.

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;
- (b) appointing and removing the non-executive directors, including the Chairman, of the Trust at a general meeting;
- (c) appointing and removing the Trust's auditor at a general meeting;
- (d) receiving and giving their view on plans from the Board of Directors regarding the future development of the Trust;
- (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 to be sent to the Independent Regulator;
- (d) compliance with all obligations lawfully imposed upon the Trust by the Independent Regulator and any other statutory body or agency;
- (e) preparing the Trust's annual report and accounts.

7 Members

*Schedule 1,
paragraph
3(1), (3),*

7.1 The members of the Trust are those individuals whose names are entered in the register of members. Every member is a member of one of the membership constituencies. The Trust is to have three membership constituencies, namely-

25 July 2006

- 4(1)-(4)
- (a) a “public constituency”,
 - (b) a "patients' constituency", and
 - (c) a “staff 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 (collectively referred to as “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,
paragraph
4(5)and (6)
and 3(7))*

(b) who are not eligible to be Members of the staff constituency and are not Members of any other constituency, or are otherwise disqualified for membership under paragraph 7.5 or any other provision of this constitution; and

6(1)

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

(d) who are 16 years of age or older.

*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 a dispute arise as to the eligibility of an individual to be a member of the Trust the Secretary shall determine the dispute in accordance with the 2003 Act and the eligibility criteria set out in the constitution. There will be a right of appeal to the Board of Governors. In any event the Secretary’s decision shall be considered and either approved or over-turned by the Board of Governors at the next meeting of the Board of Governors immediately following the Secretary’s decision. The Board of Governors decision shall be final.

7.3 Patients' constituency

7.3.1 Members of the Trust who are members of the patients’ constituency (collectively referred to as “the patients’ constituency”) are individuals:-

*Schedule 1,
paragraph
6(1)*

(a) who have attended any of the Trust’s hospitals as either a patient or as the carer of a patient;

*Schedule 1,
paragraph
6(3)*

(b) but who are not eligible to become a member of the staff constituency and are not members of any other constituency; and

(c) who have -

- (i) each made an application for membership of the Trust, or
- (ii) have, in the case of patients (but not in the case of carers) been invited by the Trust to become members of the patients' constituency and have not informed the Trust that they do not wish to do so.

7.3.2 The minimum number of members of the patients' constituency is to be 50.

7.4 **Staff constituency**

7.4.1 The staff constituency is to be divided up into four classes of individuals as follows:

- (a) a medical staff class;
- (b) a nursing staff class;
- (c) an allied health professions and scientists staff class;
- (d) a general staff class.

7.4.2 The members of the medical staff class are to be individuals who are Members of the staff constituency who are fully registered persons within the meaning of the Medicines Act 1956 and the Medical Act 1983 (as amended by the Medical Act 1983 (Amendment) Order 2002, SI 2002/3135) and, in the case of medical practitioners, who hold a licence to practise.

7.4.3 The members of the nursing staff class are to be individuals who are Members of the staff constituency and who are nurses of the Trust and all trained but non-qualified nursing staff of the Trust.

7.4.4 The members of the allied health professions and scientists staff class are to be individuals who are Members of the staff constituency and are not members of one of the classes referred to in 7.4.1(a) or (b) and:

- (a) whose regulatory body falls within the remit of the Council for the Regulation of Health Care Professionals established by section 25 of the NHS Reform and Health Care Professionals Act 2002, except that they are not registered nurses; or
- (b) who do not come within 7.4.4(a) above but are trained technical members of staff (being either qualified and unqualified technical members of staff).

7.4.5 The members of the general staff class are to be individuals who are Members of the staff constituency and who do not fall within any of the other staff classes referred to in paragraphs 7.4.2 to 7.4.4 above (inclusive).

25 July 2006

Schedule 1,

*paragraph
(4) 3(1)(b)*

*paragraph
3(1)(b)*

and (3)

7.4.6 Members of the staff constituency (collectively referred to as “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)(b) of 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;

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

(d) who are not disqualified for membership under paragraph 7.5 below;

*Schedule 1,
paragraph
3(7)*

(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(1)*

(f) who are 16 years of age or older.

7.4.7 A person eligible to become a member of the staff constituency under section 3(1) (b) of Schedule 1 to the 2003 Act may not become or continue as a member of any constituency other than the staff constituency and may not become or continue to be a member of more than one staff class of the staff constituency at any one time. If a person is eligible to become a member of more than one staff class of the staff constituency at any one time due to their employment by the Trust in two or more posts, they shall only be entitled to become a member of the staff class relating to the post which has the most contracted hours of employment.

*Schedule 1,
paragraph 5*

7.4.8 The minimum number of members required for each class of the staff constituency is:

- (a) For the medical staff class, 10 persons;
- (b) For the nursing staff class, 40 persons;
- (c) For the allied health professions and scientists staff class, 20 persons; and
- (d) For the general staff class, 30 persons.

7.4.9 Should a dispute arise as to the eligibility of an individual to be a member of the Trust the Secretary shall determine the dispute in accordance with the Act and the eligibility criteria set out in the constitution. There will be a right of appeal to the Board of Governors. In any event the Secretary's decision shall be considered and either approved or over-turned by the Board of Governors at the next meeting of the Board of Governors immediately following the Secretary's decision. The Board of Governors decision shall be final.

7.4.10 A member of a staff class of the staff constituency who is seconded to a different post within the Trust which would make them eligible for membership of a different staff class of the staff constituency will, if that secondment is to last for 6 months or more, cease to be a member of the staff class relating to their original post and will become a member of the staff class relating to their new post.

7.5 **Disqualification for membership**

See
Schedule 1,
paragraph
3(7)

- 7.5.1 A person may not become or continue as a member of the Trust –
- (a) If they have been banned from Trust premises in accordance with the Trust's policy on "Dealing with Violence and Aggression" or prosecuted for criminal or unacceptable behaviour; or
 - (b) If they have demonstrated unacceptable levels of violent or aggressive behaviour towards staff and/or patients and been subject to an application of the Trust's policy on "Dealing with Violence and Aggression"; or
 - (c) If they do not agree to (or, having agreed to, fail to abide by) the Trust Principles.

Schedule 1,
paragraph
1(2)

- 7.5.2 It is the responsibility of the Member to ensure their eligibility and not the Trust, but where 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.

7.6 Termination of membership

Schedule 1,
paragraph
1(2)

- 7.6.1 A member shall cease to be a member if he-
- (a) resigns by notice to the Secretary;
 - (b) ceases to fulfil the requirements of paragraph 7.2, 7.3 or 7.4;
 - (c) is disqualified under paragraph 7.5 or any other provision of this constitution;
 - (d) has been guilty of violent or abusive behaviour within the Trust.

7.7 Members Meetings

- 7.7.1 The Trust is to hold a members meeting (the "Annual Members Meeting") within nine months of the end of each financial year.
- 7.7.2 Members meetings are open to all members of the Trust, governors and directors, and representatives of the Trust's financial auditor. The Board of Governors may invite representatives of the media, and any experts or advisors, whose attendance they consider to be in the best interests of the Trust to attend the Annual Members Meeting.
- 7.7.3 The Annual Members Meeting is to be convened by the Secretary by order of the Board of Governors.
- 7.7.4 The Board of Governors may decide where an Annual Members Meeting is to be held and may also for the benefit of Members arrange for the Annual Members Meeting to be held in different

venues each year.

7.7.5 At the Annual Members Meeting:

- (a) the Board of Directors shall present to the Members:
 - (i) the annual accounts
 - (ii) any report of the financial auditor
 - (iii) any report of any other external auditor of the Foundation Trust's affairs
 - (iv) forward planning information for the next financial year;
- (b) the Board of Governors shall present to the Members
 - (i) a report on steps taken to secure that (taken as a whole) the actual membership of its public and patients' constituencies and of the classes of the staff constituency is representative of those eligible for such membership;
 - (ii) the progress of the membership strategy
 - (iii) any proposed changes to the policy for the composition of the Board of Governors and of the non-executive directors
- (c) the results of the election and appointment of governors and the appointment of non-executive directors will be announced.

7.7.6 Notice of the Annual Members Meeting is to be given:

- (a) by notice to all Members;
- (b) by notice prominently displayed at the head office and at all of the Trust's places of business; and
- (c) by notice on the Trust's website;

at least 14 clear days before the date of the meeting. The notice must:

- (d) be given to the Board of Governors and the Board of Directors, and to the financial auditor;
- (e) give the time, date and place of the meeting; and
- (f) indicate the business to be dealt with at the meeting.

7.7.7 Before an Annual Members Meeting can do business there must be a quorum present. Except where this constitution says otherwise a quorum is one member present from each of the

Trust's constituencies.

- 7.7.8 The Trust may make arrangements for Members to vote by post, or by using electronic communications.
- 7.7.9 It is the responsibility of the Board of Governors, the Chairman of the meeting and the Secretary to ensure that at the Annual Members Meeting:
- (a) the issues to be decided are clearly explained;
 - (b) sufficient information is provided to Members to enable rational discussion to take place.
- 7.7.10 The Chairman of the Trust, or in his absence the Vice-Chairman of the Trust, or in his absence one of the other non-executive directors shall preside at all members meetings of the Trust. If neither the Chairman nor the Vice-Chairman, nor any other non-executive directors are present, the Board of Governors present shall elect one of their number to be Chairman and if there is only one governor present and willing to act they shall be Chairman. If no governor is willing to act as Chairman or if no governor is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chairman.
- 7.7.11 If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board of Governors determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of Members present during the meeting is to be a quorum.
- 7.7.12 A resolution put to the vote at a members meeting shall be decided upon by a poll.
- 7.7.13 Every Member present and every Member who has voted by post or using electronic communications is to have one vote. In the case of an equality of votes the Chairman of the meeting is to have a second or casting vote.
- 7.7.14 The result of any vote will be declared by the Chairman and entered in the minute book. The minute book will be conclusive evidence of the result of the vote.

7.8 **Voting at Governor elections**

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

- 7.8.1 A person may not vote at an election for a public governor or patient governor or staff governor unless within the specified period he has made a declaration in the specified form that he is a member of the public constituency or patients' constituency or a staff class of the staff constituency. It is an offence for a person voting at an election for a public governor or patient governor to knowingly or recklessly make such a declaration which is false in a material particular.

8 Board of Governors

- Schedule 1, paragraph 8(1) and paragraph 9* 8.1 The Trust is to have a Board of Governors. It is to consist of public governors, patient governors, staff governors, PCT governors, Local Authority governors, University governors, and other Partnership governors.
- 8.2 The Board of Governors of the Trust is to include-
- Schedule 1, paragraph 8(1)* (a) 14 public governors,
- (b) 3 patient governors,
- Schedule 1, paragraph 9(2)* (c) 2 staff governors for the nursing staff class and 1 staff governor for each of the remaining 3 staff classes of the staff constituency.
- Schedule 1, paragraph 9(3)* (d) Up to 3 PCT governors,
- Schedule 1, paragraph 9(4)* (e) Up to 3 Local Authority governors,
- Schedule 1, paragraph 9(5)* (f) 1 University governor,
- Schedule 1, paragraph 9(6)* (g) Up to 2 other Partnership governors.
- 8.2.1 The aggregate number of members of the Board of Governors who are public governors and patient governors is to be more than half the total membership of the Board.
- 8.2.2 Where for any reason the aggregate number of public governors and patient governors falls to the same number or below the number of the other governors then the appointed governors shall temporarily stand down in the following order, until there is a majority of public governors and patient governors:
- (a) firstly, the most recently appointed PCT governor;
- (b) secondly, the most recently appointed Local Authority governor; and
- (c) thirdly, the most recently appointed Partnership governor.
- 8.2.3 Where members of the same class of appointed governor are of equal seniority by appointment, and one of them is required to stand down temporarily under the procedure at paragraph 8.2.2 above,

then they may agree between themselves which of them is to stand down, and in default the Chairman of the Trust shall decide.

- Schedule 1, paragraph 8(6)* 8.3 The organisations specified as partnership organisations that may appoint a member of the Board of Governors are:
- 1 governor from Edge Hill University
 - 1 governor from the Woodlands Hospice Charitable Trust
- 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 provided that the proposed public governor is 16 years of age or older, as at the final date that nominations for election are to be accepted.
- Section 35(5)* 8.4.2 If contested, the election must be by secret ballot.
- See Schedule 1, paragraph 14(1)(a) and Section 36(1) and (2)* 8.4.3 The Election Scheme, including the specified forms of declarations and when they must be made by candidates standing for office and members as a condition of voting and the process to be followed in uncontested elections, is set out in Parts 1 and 4 of Annex 3. The rules to be applied to elections are to be determined by the Board of Governors in accordance with the 2003 Act and any Regulations made under the 2003 Act.
- Section 36(2), (5) and (6)* 8.4.4 A person may not stand for election to the board as a public governor unless, within the period specified in Annex 3, Part 4, he has made a declaration in the form specified in Part 1 of Annex 6 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 8.12 (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.
- 8.4.5 Paragraph 7.8.1 (voting at governor elections) applies.
- 8.5 **Patient governors**
- Schedule 1, paragraph 7(4) and Section 35(5)* 8.5.1 Members of the patients' constituency may elect any of their number to be a patient governor provided that the proposed patient governor is 16 years of age or older, as at the final date that nominations for election are to be accepted.
- 8.5.2 If contested, the election must be by secret ballot.

see
*Schedule 1,
paragraph
14(1)(a) and
Section
36(1) and
(2)*

8.5.3 The Election Scheme, including the specified forms of declarations and when they must be made by candidates standing for office and members and the process to be followed in uncontested elections, is set out at Parts 2 and 4 of Annex 3.

8.5.4 A person may not stand for election to the Board of Governors as a patient governor unless, within the period specified in Annex 3, Part 4, he has made a declaration in the form specified in Part 1 of Annex 6 that he is a member of the patients' constituency and is not prevented from being a member of the Board of Governors by paragraph 8.12 (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.

8.5.5 Paragraph 7.8.1 (voting at governor elections) applies.

8.6 **Staff governors**

*Schedule 1,
paragraph
7.4*

8.6.1 Members of a staff class of the staff constituency may elect any of their number to be a staff governor for that staff class provided that the proposed staff governor is 16 years of age or older, as at the final date that nominations for election are to be accepted.

*Section
35(5)*

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

8.6.3 The election scheme, including the process to be followed in uncontested elections, is set out at Parts 3 and 4 of Annex 3. The rules to be applied to elections are to be determined by the Board of Governors in accordance with the 2003 Act and any Regulations made under the 2003 Act.

8.7 **PCT governors**

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

8.7.1 The Primary Care Trusts listed in Annex 4, or their successors, are authorised to appoint one PCT governor each pursuant to a process agreed by those Primary Care Trusts and the Trust.

8.8 **Local Authority governors**

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

8.8.1 The Local Authorities listed in Annex 5 are authorised to appoint one Local Authority governor each pursuant to a process agreed by those Local Authorities and the Trust.

8.9 **University governors**

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

8.9.1 University governors are to be appointed by the University of Liverpool, in accordance with a process agreed with the Secretary

8.10 **Other Partnership governors**

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

8.10.1 The other Partnership representatives are to be appointed by the organisations listed in paragraph 8.3, in accordance with a process agreed with the Secretary.

8.11 **Terms of office**

*Schedule 1,
paragraph
10(1)*

8.11.1 Public governors-

(a) may hold office for a period of three years;

*Schedule 1,
paragraph
10(2)*

(b) Subject to paragraph 8.11.1(c) are eligible for re-election at the end of that period;

*Schedule 1,
paragraph
14(2)*

(c) may not hold continuous office for longer than eight years;

*Schedule 1,
paragraph
10(3)*

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

8.11.2 Patient Governors-

*Schedule 1,
paragraph
10(1)*

(a) may hold office for a period of three years;

*Schedule 1,
paragraph
10(2)*

(b) subject to paragraph 8.11.2(c) are eligible for re-election at the end of that period;

*Schedule 1,
paragraph
14(2)*

(c) may not hold continuous office for longer than eight years;

*Schedule 1,
paragraph
10(3)*

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

8.11.3 Staff governors-

- Schedule 1, paragraph 10(1)* (a) may hold office for a period of three years;
- Schedule 1, paragraph 10(2)* (b) subject to paragraph 8.11.3(c) are eligible for re-election at the end of that period;
- Schedule 1, paragraph 14(2)* (c) may not hold continuous office for longer than eight years;
- Schedule 1, paragraph 10(3)* (d) cease to hold office if they cease to be a member of the staff constituency.

8.11.4 PCT governors-

- Schedule 1, paragraph 14(2)* (a) may hold office for a period of three years;
- Schedule 1, paragraph 14(2)* (b) subject to paragraph 8.11.4(c) are eligible for reappointment at the end of that period;
- Schedule 1, paragraph 14(2)* (c) may not hold continuous office for longer than eight years;
- Schedule 1, paragraph 14(2)* (d) cease to hold office if the sponsoring Primary Care Trust withdraws its sponsorship of them.

8.11.5 Local Authority governors-

- Schedule 1, paragraph 14(2)* (a) may hold office for a period of three years;
- Schedule 1, paragraph 14(2)* (b) subject to paragraph 8.11.5(c) are eligible for reappointment at the end of that period;
- Schedule 1, paragraph 14(2)* (c) may not hold continuous office for longer than eight years;
- (d) cease to hold office if the sponsoring Local Authority withdraws its sponsorship of them.

8.11.6 University governors-

- Schedule 1, paragraph 14(2)* (a) may hold office for a period of three years;
- Schedule 1, paragraph 14(2)* (b) subject to paragraph 8.11.6(c) are eligible for reappointment at the end of that period;
- Schedule 1, paragraph 14(2)* (c) may not hold continuous office for longer than eight years;
- (d) cease to hold office if the sponsoring University withdraws its sponsorship of them.
- Schedule 1, paragraph 14(2)* 8.11.7 Other Partnership governors-
- Schedule 1, paragraph 14(2)* (a) may hold office for a period of three years;
- Schedule 1, paragraph 14(2)* (b) subject to paragraph 8.11.7(c) are eligible for reappointment at the end of that period; and
- Schedule 1, paragraph 14(2)* (c) may not hold continuous office for longer than eight years;
- Schedule 1, paragraph 14(2)* (d) cease to hold office if the sponsoring Partnership organisation withdraws its sponsorship of them.
- 8.11.8 The first public governors will be appointed for the following terms-
- (a) The seven candidates polling the most votes at the first election of public governors shall hold office for a period of three years;
- (b) The seven candidates polling the most votes after paragraph 8.11.8(a) above has been taken into account at the first election of public governors shall hold office for a period of two years.
- 8.11.9 The first staff governors will be appointed for the following terms-
- (a) The three candidates polling the most votes at the first election of staff governors shall hold office for a period of three years;
- (b) The two candidates polling the most votes after paragraph 8.11.9(a) above has been taken into

account at the first election of staff governors shall hold office for a period of two years.

- 8.11.10 The first patient governors will be appointed for the following terms-
- (a) The two candidates polling the most votes at the first election of patient governors shall hold office for a period of three years;
 - (b) The candidate polling the most votes after paragraph 8.11.10(a) above has been taken into account at the first election of patient governors shall hold office for a period of two years.
- 8.11.11 The first PCT governors will be appointed for the following terms-
- (a) The PCT governor appointed by Knowsley Primary Care Trust shall hold office for a period of two years;
 - (b) The PCT governor appointed by North Liverpool Primary Care Trust shall hold office for a period of three years;
 - (c) The PCT governor appointed by South Sefton Primary Care Trust shall hold office for a period of three years.
- 8.11.12 The first Local Authority governors will be appointed for the following terms-
- (a) The Local Authority governor appointed by Knowsley Metropolitan Borough Council shall hold office for a period of three years;
 - (b) The Local Authority governor appointed by Liverpool City Council shall hold office for a period of three years;
 - (c) The Local Authority governor appointed by Sefton Metropolitan Borough Council shall hold office for a period of two years.
- 8.11.13 In accordance with paragraph 8.11.6 the first University governor will be appointed for a period of three years;
- 8.11.14 The first Partnership governors will be appointed for the following terms-
- (a) The Partnership governor appointed by Edge Hill University shall hold office for a period of three years;
 - (b) The Partnership governor appointed by Woodlands Hospice Charitable Trust shall hold office for a period of two years.

8.12 **Termination of tenure**

*Schedule 1,
paragraph
14 (1)(d)*

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

8.12.2 If a governor fails to attend 3 consecutive meetings of the Board of Governors in any period of 12 months, 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.

8.13 **Disqualification**

*Schedule 1,
paragraphs
8 and 10(3)*

8.13.1 A person may not become or continue as a governor of the Trust 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 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 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 an executive or non-executive director of the Trust, or a governor, non-executive director, chairman or chief executive officer 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 suspended or disqualified from any healthcare profession, and has not subsequently had his name included in such a list or had his suspension lifted or qualification re-instated (as applicable);

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

(k) he has made a claim against the Trust (or the Aintree Hospitals NHS Trust where such claim relates to the period prior to creation of the Trust) and has issued legal proceedings in respect of such claim;

(l) he brings the Trust into disrepute;

(m) he has been dismissed from the employment of the Trust within the last two years;

(n) he, being a member of a staff class of the staff constituency, is suspended from work for whatever reason;

(o) he, being a member of a staff class of the staff constituency, is in receipt of a final written warning under the Trust's disciplinary procedure and the time period for such warning has not expired.

(p) he does not agree to (or, having agreed to, fails to abide by) the Governors Code of Conduct.

8.13.2 Where a person has been elected or appointed to be a governor and he becomes disqualified for appointment under paragraph 8.13.1, 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 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.

8.13.3 Where a person has been declared disqualified by the Secretary under clause 8.13.2 above, he may appeal the Secretary's decision to the Chairman, whose decision on the matter will be final.

8.14 **Vacancies**

*Schedule 1,
paragraph
14(2)*

- 8.14.1 Where membership of the Board of Governors ceases for one of the reasons set out in paragraph 7.6.1 or paragraphs 8.12 or 8.13, Public, Patient and Staff governors shall be replaced by by-elections, in accordance with the Electoral Schemes set out in Annex 3, and PCT governors, University governors and other Partnership governors are to be replaced in accordance with the processes agreed pursuant to paragraphs 8.7 to 8.10.
- 8.14.2 One-third of the seats for elected governors will be appointed at annual elections or more frequently if meetings are not quorate or the required majority cannot be maintained.
- 8.14.3 New appointments of appointed governors will be made following discussions between the Trust and the relevant organisation.

8.15

Roles and responsibilities of Governors

*Schedule 1,
paragraph
17(1)*

8.15.1 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 initial chairman appointed by the Board of Governors is to be the chairman of the applicant NHS trust if 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 NHS trust who wish to be appointed. The removal of a non-executive director requires the approval of three-quarters of the members of the Board of Governors;
- (ii) to decide the remuneration and allowances, and the other terms and conditions of office, of the non-executive directors;
- (iii) to appoint or remove the Trust's auditor at a general meeting of the Board of Governors;
- (iv) to be presented with the annual accounts, any report of the auditor on them and the annual report;

*Schedule 1,
paragraph
18(1)*

*Schedule 1,
paragraph
23(2)*

- Schedule 1, paragraph 17(4)*
- (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; and
- (e) to respond as appropriate when consulted by the directors in accordance with this constitution.

8.16 Expenses

- Schedule 1, paragraph 11*
- 8.16.1 The Trust may pay travelling and other expenses to governors at such rates as it decides. These are to be published on the Trust's Internet site.
- 8.16.2 The remuneration and allowances for non-executive Directors set by the governors are also to be published on the Trust's Internet site.

8.17 Remuneration

- 8.17.1 Governors are not to receive remuneration.

8.18 Meetings

- Schedule 1, paragraph 12*
- 8.18.1 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), is to preside at meetings of the Board of Governors and will have a casting vote.
- 8.18.2 The deputy chairman (to be appointed from amongst the Board of Governors by resolution of the Board of Governors) will preside over meetings where both the chairman and the vice-chairman are absent or have a conflict of interest, and will have a casting vote.
- 8.18.3 Meetings of the Board of Governors are to be open to members of the public except in the following circumstances-
- (a) Where issues concerning confidential details of a personal nature are to be discussed – in which case such items will be discussed as closed items at the end of the meeting from which members of the public and press will be excluded;

- (b) Where the Board of Governors resolves that the public and members of the press be excluded from the meeting because the business to be conducted is confidential and/or publicity would be prejudicial to the public interest and/or the interests of the Trust;
- (c) Where the Board of Governors resolves that the meeting be adjourned in the interests of public order and to allow them to conclude the business in hand in private. The resolution shall specify the period of any adjournment.

*Schedule 1,
paragraph
28*

- 8.18.4 The Board of Governors is to meet at least 2 times per year of which one will be the AGM. The AGM will coincide with the Annual Members Meeting referred to at paragraph 7.7.
- 8.18.5 At a general meeting, within six months of the end of the financial year, the Board of Governors are to receive and consider the annual accounts, any report of the auditor on them, and the annual report.
- 8.18.6 The Board of Governors is to adopt 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 Annex 2.

*Section
36(3) and
(4)*

- 8.18.7 A governor elected to the Board of Governors by the public constituency, the patients' constituency or a staff class of the staff constituency may not vote at a meeting of the Board of Governors unless he has made a declaration in the form specified at paragraph 8.18.8 stating which constituency he is a member of and that they are 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.
- 8.18.8 The form referred to in paragraph 8.18.7 is set out in Part 2 of Annex 6.

8.19 **Committees and sub-committees**

- 8.19.1 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.
- 8.19.2 These committees or sub-committees may call upon outside advisers to help them in their tasks.
- 8.19.3 The Board of Governors may not delegate any of its powers to these committees or sub-committees.

8.20 **Conflicts of interests of governors**

- 8.20.1 If a governor has a relevant and material interest, whether direct or indirect, in any contract, proposed contract or other matter which is under consideration by the Board of Governors, he shall disclose that to the rest of the Board of Governors as soon as he is aware

of it. If a governor is in any doubt whether an interest should be disclosed, he shall discuss the position with the chairman. The Board of Governors shall adopt Standing Orders specifying the arrangements for excluding representatives from discussion or consideration of the contract or other matter, as appropriate.

8.20.2 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.

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-

Schedule 1, paragraph 16(1)(b) (i) a chairman,

Schedule 1, paragraph 16(1)(b) (ii) 6 other non-executive directors;

Schedule 1,
paragraph
16(1)(a)

(b) the following executive directors -

(i) a Chief Executive,

(ii) a Finance director,

Schedule 1,
paragraph
16(2)

(iii) (subject to paragraph 9.4C below) up to 4 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 unless such requirement is already fulfilled by the Chief Executive or the Finance Director.

9.2A The Trust may confer on senior staff the title "Director" as an indication of their corporate responsibility within the Trust but such persons will not be Directors of the Trust for the purposes of the 2003 Act ("statutory directors") unless their title is that of "Executive Director" or "Non-Executive Director" and will not have the voting rights of statutory directors or any power to bind the Trust.

Schedule 1,
paragraph
16(4)

9.3 Subject to paragraph 9.3A below only a member of the public constituency, patient constituency or an individual exercising functions for the University of Liverpool 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 in paragraph 9.5.1 regarding initial appointments, non-executive directors are to be appointed by the Board of Governors in accordance with a process of open competition outlined as follows:

(a) The Board of Governors will establish and maintain a policy for the composition of the non-executive directors which takes account of the membership strategy.

(b) The Board of Directors will determine the skills, knowledge and experience required for non-executive directors.

(c) A nominations committee will be established consisting of the Chairman, two elected members of the Board of Governors, one appointed member of the Board of Governors, the Chief Executive and an external assessor, for the purposes of identifying appropriate candidates. The policy maintained by the Board of Governors and the skills, knowledge and experience required by non-executive directors will be taken into account during the process of identifying appropriate candidates.

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
- (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,
paragraph
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. 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
19(4)

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 (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 (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).

9.6 **Disqualification**

Schedule 1,
paragraph
16(3)

9.6.1 A person may not be a director of the Trust if—

Schedule 1,
paragraph

- (a) he has been adjudged bankrupt or his estate has been sequestrated and in either case he has not been

25 July 2006

- 16(3) 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;
- Schedule 1, paragraph 16(3) (c) he has within the preceding five years been convicted in the British Islands of any offence, and a sentence of 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 suspended or disqualified from any healthcare profession, and has not subsequently had his name included on such a list or had his suspension lifted or qualification re-instated (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;
- (h) he is a governor of the Trust, or a governor, non-executive director, chairman, chief executive officer or other executive director of another NHS foundation trust;
- (i) subject to paragraph 9.6.2 below, he is an employee of the Trust or an employee of any NHS trust, primary care trust NHS foundation trust or other health service body.

9.6.2 Paragraph 9.6.1(i) shall not apply if such person is also formally employed as a professor of medicine by the University of Liverpool or holds an honorary contract with the University of Liverpool for such a position.

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

15(3)

- Schedule 1, paragraph 23(6) 9.7.3 A committee of non-executive directors established as an audit committee is to monitor, review and carry out such other functions as are appropriate.
- (Schedule 1, paragraph 17(2)) 9.7.4 A committee consisting of the chairman, two non-executive directors and an external assessor shall assess candidates for the role of Chief Executive, but 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). Removal of the Chief Executive (and accounting officer) requires the agreement of an 80% majority of the non-executive directors. The initial Chief Executive (and accounting officer) is to be the chief officer of the applicant NHS trust if he wishes to be appointed. The approval of the board of governors is not needed when appointing the initial Chief Executive.
- Schedule 1, paragraph 19 (5)
- (Schedule 1, paragraph 17(3)) 9.7.5 It is for a committee consisting of the chairman, the Chief Executive (and accounting officer) and other non-executive directors to appoint or remove the executive directors. The Committee shall be advised by an external advisor.
- (Schedule 1, paragraph 18(2)) 9.7.6 The Trust is to establish a committee of non-executive directors to decide the remuneration and allowances, and the other terms and conditions of office, of the executive directors, but pending the establishment of such a committee these matters are to be decided by the remuneration committee of the applicant NHS trust.
- 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.
- Schedule 1, paragraph 28 9.7.8 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) 9.7.9 The functions of the Trust under paragraphs 15.4 to 15.6 (inclusive) below are delegated to the Chief Executive as accounting officer.

10 **Meetings of Directors**

- 10.1 The Board of Directors, in consultation with the Board of Governors, is to adopt 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) 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 relevant and material interest, whether direct or indirect, in any contract, proposed contract or other matter which is under consideration by the Board of Directors, he shall disclose that to the rest of the Board of Directors as soon as he is aware of it. If a director is in any doubt whether an interest should be disclosed, he should discuss the position with the chairman. 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.

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 (and where there are classes within it, the class to which he belongs) and any postal, e-mail address or telephone number which they have authorised the Trust to use for the purposes of communications;

*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 members 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.
- Schedule 1, paragraph 20(2) 12.2 A register of Members will be held by a membership co-ordinator who will ensure all Members details are held correctly and to whom Members should direct any amendments to their circumstances. A register of governors together with a register of their interests will be held by the Secretary. A register of directors together with the register of their interests will be held by the Secretary.
- 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 –
- (a) as members of the Board of Governors;
- (b) as 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 –
- (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 –

- (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.

*See Section 10
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.

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(3)*

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 19(3) of Schedule 1 to the 2003 Act.

14.3 Appointment of the Auditor by the Board of Governors is covered in paragraph 8.15.1, 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. Where an officer of the Audit Commission is appointed as auditor, the Commission is to charge the Trust such fees for his service as will cover the full cost of providing them.

*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 –

(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;

Schedule 1, paragraph 26(3) (c) the periods to which the reports are to relate.

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. In preparing the information the directors 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 board functions, save where they have acted recklessly and the Trust may also take out and maintain 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. There will be a right of appeal to the Chairman, subject to paragraph 19.5, whose decision shall be final and binding except in the 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 Chairman, subject to paragraph 19.5, whose decision shall be final and binding except in the case of manifest error.

19.4 In the event of a dispute between the Board of Governors and the Board of Directors, the Board of Governors and the Board of Directors shall meet and attempt to resolve the dispute by negotiation. If agreement cannot be reached then, subject to paragraph 19.5, the dispute shall be referred to the Chairman, whose decision shall be final.

19.5 In the event that a dispute is referred to the Chairman under paragraphs 19.2 to 19.4 (inclusive) 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 deemed to be incorporated by reference to this paragraph 19.5, save that the arbitrators costs are to be borne by the Trust in all cases.

25 July 2006

20 **Amendment of the constitution**

Section 8 20.1 The Trust may make amendments to this Constitution with the approval of the Independent Regulator and the Board of Governors will consider once a year the Secretary's recommendations as to whether it is necessary or desirable to make any amendments at that time.

20.2 No proposals for amendment of this Constitution will be put to the Independent Regulator unless it has been approved by 75% of the Board of Governors.

*Clause 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.

25 July 2006

ANNEX 1

PUBLIC CONSTITUENCY OF THE TRUST

The area of the Trust is as defined by the following electoral wards:

Knowsley Metropolitan Borough

Cherryfield
Kirkby Central
Northwood
Park
Shevington
Whitefield

City of Liverpool

Anfield
Central
Clubmoor
County
Croxteth
Everton
Fazakerley
Kirkdale
Melrose
Norris Green
Tuebrook & Stoneycroft
Warbreck
West Derby
Yew Tree

Sefton Metropolitan Borough

Blundellsands
Church
Derby
Ford
Linacre
Litherland
Manor
Molyneux
Netherton & Orrell
Park
St. Oswald

25 July 2006

Sudell
Victoria

25 July 2006

ANNEX 2

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 irregularity 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 12 governors present in person of which at least 7 are drawn from the public constituency or patients' 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.

25 July 2006

ANNEX 3

Schedule 1,
paragraph 14(1)(a) and
See Section 35

Part 1 – CONDUCT OF ELECTIONS FOR PUBLIC GOVERNORS

1. When a vacancy arises for one or more public governors:
 - (i) the Board of Governors may appoint the next highest polling candidate at the most recent elections of public governors, if he is willing to take office. The Board of Governors may adopt this process on no more than two occasions within 12 months of the last elections. Governors appointed using this process shall hold office until the conclusion of either the next election or the unexpired term of office of the vacant seat, whichever is the earlier, subject to a minimum term of six months. If the next highest polling candidate is unwilling to take office or the Board of Governors choose not to use this process the seat will fall vacant and subject to election for any unexpired period of office;
 - (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 newspaper, inviting nominations within such period and subject to such other procedural requirements as the Secretary considers reasonable, save that the Trust shall not be obliged to seek nominations if it is less than 4 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.
2. 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 6, Part 2.
3. The rules in Part 4 of this Annex apply to the elections of public governors except where they conflict with the provisions of this Part 1.

Part 2 – CONDUCT OF ELECTIONS FOR PATIENT GOVERNORS

1. When a vacancy arises for one or more patient governors:
 - (i) the Board of Governors may appoint the next highest polling candidate at the most recent elections of patient governors, if he is willing to take office. The Board of Governors may adopt this process on no more than two occasions within 12 months of the last elections. Governors appointed using this process shall hold office until the conclusion of either the next election or the unexpired term of office of the vacant seat, whichever is the earlier, subject to a minimum term of six months. If the next highest polling candidate is unwilling to take office or the Board of Governors choose not to use this process the seat will fall vacant and subject to election for any unexpired period of office;
 - (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 newspaper, inviting nominations within such period and subject to such other procedural requirements as the Secretary considers reasonable, save that the Trust shall not be obliged to seek nominations if it is less than 4 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.
2. 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 6, Part 2.
3. The rules in Part 4 of this Annex apply to the elections of public governors except where they conflict with the provisions of this Part 2.

Part 3 – CONDUCT OF ELECTIONS OF STAFF GOVERNORS

1. When a vacancy arises for one or more staff governors, the returning officer appointed under Part 4 of this Annex shall notify the members of that staff class 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.
2. 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.
3. 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.

Part 4 – PROVISIONS APPLICABLE TO ALL ELECTIONS

Part 1 - Interpretation

1. Interpretation

Part 2 – Timetable for election

2. Timetable
3. Computation of time

Part 3 – Returning officer

4. Returning officer
5. Staff
6. Expenditure
7. Duty of co-operation

Part 4 - Stages Common to Contested and Uncontested Elections

8. Notice of election
9. Nomination of candidates
10. Candidate's consent and particulars
11. Declaration of interests
12. Declaration of eligibility
13. Signature of candidate
14. Decisions as to validity of nomination papers
15. Publication of statement of nominated candidates
16. Inspection of statement of nominated candidates and nomination papers
17. Withdrawal of candidates
18. Method of election

Part 5 – Contested elections

19. Poll to be taken by ballot
20. The ballot paper
21. The declaration of identity

Action to be taken before the poll

22. List of eligible voters
23. Notice of poll
24. Issue of voting documents
25. Ballot paper envelope and covering envelope

The poll

26. Eligibility to vote
27. Voting by persons who require assistance
28. Spoilt ballot papers
29. Lost ballot papers
30. Issue of replacement ballot paper
31. Declaration of identity for replacement ballot papers

Procedure for receipt of envelopes

32. Receipt of voting documents
33. Validity of ballot paper
34. Declaration of identity but no ballot paper
35. Sealing of packets

Part 6 - Counting the votes

36. Arrangements for counting of the votes
37. The count
38. Rejected ballot papers
39. Equality of votes

Part 7 – Final proceedings in contested and uncontested elections

40. Declaration of result for contested elections
41. Declaration of result for uncontested elections

Part 8 – Disposal of documents

42. Sealing up of documents relating to the poll
43. Delivery of documents
44. Forwarding of documents received after close of the poll
45. Retention and public inspection of documents
46. Application for inspection of certain documents relating to an election

Part 9 – Death of a candidate during a contested election

47. Countermand or abandonment of poll on death of candidate

Part 10 – Election expenses and publicity

Expenses

48. Election expenses
49. Expenses and payments by candidates
50. Election expenses incurred by other persons

Publicity

51. Publicity about election by the corporation
52. Information about candidates for inclusion with voting documents
53. Meaning of "for the purposes of an election"

Part 11 – Questioning elections and irregularities

54. Application to question an election

Part 12 – Miscellaneous

55. Secrecy
56. Prohibition of disclosure of vote
57. Disqualification
58. Delay in postal service through industrial action or unforeseen event
59. Effect of administrative or clerical errors on election

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.

Part 2 – Timetable for election

2. Timetable – (1) 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 eighth day before the day of the close of the poll.
Publication of statement of nominated candidates		Not later than the twenty seventh 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 twenty fifth day before the day of the close of the poll.
Notice of the poll		Not later than the fifteenth day before the day of the close of the poll.
Close of the poll		By 5.00pm 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

4. Returning officer – (1) Subject to rule 64, 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 64, 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.

7. Duty of co-operation – 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

8. 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 within 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 date and time by which they must be received by the returning officer,

(f) the date and time by which any notice of withdrawal must be received by the returning officer,

(g) the contact details of the returning officer, and

(h) the date and time of the close of the poll in the event of a contest.

9. Nomination of candidates – (1) Each candidate must nominate themselves on a single nomination paper.

(2) The returning officer -

(a) is to supply any member of the corporation with a nomination paper, 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.

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

(a) full name,

(b) contact address in full, and

(c) constituency, or class within a constituency, of which the candidate is a member.

11. 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.

12. Declaration of eligibility – The nomination paper must include a declaration made by the candidate in the form set out in Annex 6, Part 1 of this constitution (or such other form as the Secretary may from time to time approve)–

(a) that he or she is not prevented from being a member of the board of governors by paragraph 8 of Schedule 1 of the 2003 Act or by any provision of the constitution; and

(b) for a member of the public or patient constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

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

(a) they wish to stand as a candidate,

(c) their declaration of interests as required under rule 11, is true and correct, and

(d) their declaration of eligibility, as required under rule 12 is true and correct.

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

(a) decides that the candidate is not eligible to stand,

(b) decides that the nomination paper is invalid,

(c) receives satisfactory proof that the candidate has died, or

(d) receives a written request by the candidate of their withdrawal from candidacy.

(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 time and 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 10;

(c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 11,

(d) that the paper does not include a declaration of eligibility as required by rule 12, or

(e) that the paper is not signed and dated by the candidate, as required by rule 13.

(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 is invalid, the returning officer must endorse this on the nomination paper, stating the reasons for their decision.

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

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

- (2) The statement must show –
- (a) the name, contact address, and constituency or class within a constituency of each candidate standing, and
 - (b) the declared interests of each candidate standing,
- as given in their nomination paper.

(3) The statement must list the candidates standing for election in alphabetical order by surname.

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

16. Inspection of statement of nominated candidates and nomination papers – (1) The corporation is to make the statements of the candidates and the nomination papers supplied by the returning officer under rule 15(4) 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 statements of candidates or their nomination papers, the corporation is to provide that person with the copy or extract free of charge.

17. Withdrawal of candidates - A candidate may withdraw from election on or before the date and time for withdrawal by candidates, by providing to the returning officer a written notice of withdrawal which is signed by the candidate and attested by a witness.

18. 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
- (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

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

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

20. 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) if the ballot paper is to be returned by post, the address for its return and the date and time 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.

21. The declaration of identity (public and patient constituencies)– (1) In respect of an election for a public or patient constituency 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) for a member of the public or patient constituency, 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 voter must be required to return the declaration of identity together with the ballot paper.

(5) 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 declared invalid.

Action to be taken before the poll

22. 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 are eligible to vote by virtue of rule 26 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.

23. 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, if appropriate, by post,
- (f) the address for return of the ballot papers, and the date and time 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.

24. 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 and ballot paper envelope,
- (b) a declaration of identity (if required),
- (c) information about each candidate standing for election, pursuant to rule 52 of these rules, and
- (d) 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 factually inaccurate, offensive, libellous or illegal.

25. 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 if required, and
- (b) the ballot paper envelope, with the ballot paper sealed inside it.

The poll

26. Eligibility to vote – An individual who becomes a member of the corporation on or before the closing date for the receipt of nominations by candidates for the election, is eligible to vote in that election.

27. 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.

28. Spoilt ballot papers (1) – If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted 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, if required, 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.

29. 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, if required, 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.

30. Issue of replacement ballot paper – (1) If a person applies for a replacement ballot paper under rule 28 or 29 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 28(3) or 29(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 if required 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.

31. Declaration of identity for replacement ballot papers (public and patient constituencies)–

(1) In respect of an election for a public or patient constituency 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 public or patient 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 voter must be required to return the declaration of identity together with the ballot paper.

(5) 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 declared invalid.

Procedure for receipt of envelopes

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

(a) covering envelope, or

(b) any other envelope containing a declaration of identity if required, 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 33 and 34 are to apply.

(2) The returning officer may open any ballot paper envelope for the purposes of rules 33 and 34, 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.

33. 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 received by the returning officer before the close of the poll, with a declaration of identity if required 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 if required in a separate packet, and

(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.

34. Declaration of identity but no ballot paper (public and patient constituency)– Where the returning officer receives a declaration of identity if required 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.

35. Sealing of packets – As soon as is possible after the close of the poll and after the completion of the procedure under rules 33 and 34, 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 if required,
- (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

36. 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.

37. 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.

38. 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, 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.

39. 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

40. 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 Aintree Hospitals NHS Trust by section 4(4) of the 2003 Act, to the chairman of the 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.

(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 38(5), available on request.

41. 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

42. 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 Trust to which the election relates, and
 - (d) the constituency, or class within a constituency, to which the election relates.

43. Delivery of documents – Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 42, the returning officer is to forward them to the chair of the corporation.

44. 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,

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.

45. 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 46(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.

46. 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.

Part 9 – Death of a candidate during a contested election

47. 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 within that constituency or class, 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 40 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 but further candidates shall be invited for that constituency or class.

(3) Where a poll is abandoned under paragraph (1)(a), paragraphs (4) to (7) 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 33 and 34, and is to make up separate sealed packets in accordance with rule 35.

(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 45 and 46 are to apply.

Part 10 – Election expenses and publicity
Election expenses

48. 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.

49. 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.

50. 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 51 and 52.

Publicity

51. 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 52, must be –

- (a) objective, balanced and fair,
- (b) (as far as the information provided by the candidates 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.

52. 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 24 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.

53. 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.

Part 11 – Questioning elections and the consequence of irregularities

54. 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 the purpose of the regulator.

(8) The determination by the person or persons nominated in accordance with Rule 54(7) shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.

(9) The Regulator may prescribe rules of procedure for the determination of an application, including costs.

Part 12 – Miscellaneous

55. 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 who has or has not voted,
- (ii) the unique identifier on any ballot paper,
- (iii) the candidate(s) for whom any member has voted.

(2) No person may obtain or attempt to obtain information as to the candidate(s) 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 who are affected by this provision are aware of the duties it imposes.

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

57. Disqualification – A person may not be appointed as a returning officer, or as staff of the returning officer 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
- (d) employed by or on behalf of a person who has been nominated for election.

58. 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 24, 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.

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

ANNEX 4

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

Knowsley Primary Care Trust

North Liverpool Primary Care Trust

South Sefton Primary Care Trust

ANNEX 5

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

Knowsley Metropolitan Borough Council

Liverpool City Council

Sefton Metropolitan Borough Council

ANNEX 6

GOVERNORS' DECLARATIONS

PART 1

AINTREE 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.....

PART 2

AINTREE 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] / [a staff class of the staff constituency] because I am a member of the [public constituency] / [patients' constituency] / [staff class of the staff 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.....

ANNEX 7

STATEMENT OF TRUST PRINCIPLES

FAILURE TO ABIDE BY THE FOLLOWING PRINCIPLES IS A GROUND FOR DISQUALIFICATION FROM MEMBERSHIP

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

1. The principles of NHS Foundation Trust status.
2. The aim to achieve proper standards of reliability, choice, information, courtesy and accessibility, to know whether these standards are being achieved and identify who is responsible if they are not.
3. The aim to achieve high standards, which are best delivered by developing and delegating responsibility and resources to those close to the point of delivery, within a clear framework of accountability.
4. The aim that employment and working practices should be flexible to enable the Trust to respond to change and to reward and encourage good performance, strong leadership and high quality training and development.
5. The aim for the Trust to promote consumer choice, to enable customers to choose the service which best meets their requirements.

As to qualities of members and governors:

6. Honesty and integrity.
7. Promotion of racial and religious tolerance.
8. Representation of respective constituency.
9. 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.

ANNEX 8

MEMBERS OF THE BOARD OF GOVERNORS – CODE OF CONDUCT

Public Service values are integral to the success of the NHS Foundation Trust and the National Health Service of which it is part.

These can be grouped into four main areas:

1. **ACCOUNTABILITY** – everything done by those who work in the Aintree University Hospitals NHS Foundation Trust must be able to stand the test of parliamentary and regulatory scrutiny, public judgements and propriety and professional codes of conduct.
2. **PROBITY** – there should be an absolute standard of honesty in dealing with the assets of the Aintree University Hospitals NHS Foundation Trust; integrity should be the hallmark of all personal conduct in decisions affecting patients, staff and supplies and in the use of information acquired in the course of NHS duties.
3. **OPENNESS** – there should be sufficient transparency about the Aintree University Hospitals NHS Foundation Trust's activities to promote confidence between the Trust and its staff, patients, the public, and partner organisations.
4. **FAIRNESS** – the basic principle of fairness should be at the heart of all decisions and actions taken.

Listed below are the Nolan Principles of Public Life, which should be observed at all times:

Selflessness – holders of public office should take decisions solely in terms of public interest. They should not do so to gain financial or other material benefits for themselves, their family or their friends.

Integrity – holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity – in carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability – holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness – holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty - holders of public office have a duty to declare any private interest relating to their public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership - holders of public office should promote and support these principles by leadership and example.

Within these principles, members of the Board of Governors must:

Note that Aintree University Hospitals NHS Foundation Trust is an apolitical organisation;

- Recognise that if he/she is a member of any trade's union, political party or other organisation, once elected, he/she will not represent those organisations (or the views of those organisations) but will represent the constituency (patient, public or staff);
- Be honest and act with integrity, probity and fairness at all times;
- Respect and treat with dignity and fairness, the public, patients, relatives, carers, NHS staff, other council members and partners in other agencies;
- Seek to ensure that fellow members of the Board of Governors and staff of the Trust are valued as colleagues and that judgements about colleagues are consistent, fair, unbiased and are properly founded;
- Accept responsibility for their own actions, including taking personal responsibility for making any necessary declarations of interest and compliance with the Trust's policy on the acceptance of gifts or hospitality and the appointment/employment of staff;
- Ensure that no one is discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social and economic status or nation origin or any other reason;
- Have due regard to the implications of the Human Rights Act 1998, and the Articles of the Human Rights Convention;
- At all times, comply with any appropriate legislation, and the constitution, the Standing Orders, Standing Financial Instructions and policies of the NHS Foundation Trust;
- Not make, permit or knowingly allow to be made, any untrue or misleading statement relating to duties or the functions of the NHS Foundation Trust or any Governor, or employee of the Trust;
- Ensure their duties and responsibilities with the constitution are fulfilled;
- Remain focussed on the key roles and not become involved in operational/management issues of the Aintree University Hospitals NHS Foundation Trust, which are in the purview of the Board of Directors;
- Ensure that confidential information or material provided to, or discussed at a meeting of the Board of Governors or other Trust meetings, remains confidential within the confines of the Trust.

AUTHORISATION OF AINTREE UNIVERSITY HOSPITALS NHS FOUNDATION TRUST

Schedule 2

Mandatory Goods and Services

Schedule 2
Mandatory Goods and Services

Aintree University Hospitals NHS Foundation Trust

2006-07

Specialty		Emergency in-patients	Elective in-patients	Total of Emergency & Elective	Day Cases	Out patients	Other (1)	Other (2)
Code	Specialty	SPELLS	SPELLS	SPELLS	SPELLS	Attendances	Attendances	CDU Spells
100	General Surgery	5,567	2,592	8,159	1,823	23,664	0	0
101	Urology	359	955	1,314	2,271	6,827	0	0
110	Trauma & Orthopaedics	1,583	1,188	2,771	1,504	29,001	0	0
120	Ear, Nose & Throat (ENT)	1,361	1,610	2,971	340	16,658	0	0
130	Ophthalmology	25	39	64	2,631	23,609	0	0
140	Oral Surgery	1,280	1,299	2,579	1,591	14,169	0	0
170	Cardiothoracic Surgery	0	0	0	0	391	0	0
180	Accident & Emergency (A&E)	2,303	0	2,303	0	0	86,600	7,000
300	General Medicine	16,157	5	16,162	40	9,308	0	0
301	Gastroenterology	1,603	227	1,830	10,861	15,163	0	0
302	Endocrinology	162	5	167	101	9,096	0	0
303	Clinical Haematology	577	32	609	2,246	10,749	0	0
315	Palliative Medicine	173	82	255	0	399	0	0
320	Cardiology	3,375	197	3,572	847	19,579	0	0
330	Dermatology	0	0	0	674	2,971	0	0
340	Thoracic Medicine	1,619	482	2,101	607	14,543	0	0
361	Nephrology	201	25	226	400	3,645	0	0
370	Medical Oncology	0	0	0	0	3,846	0	0
410	Rheumatology	167	12	179	352	15,795	0	0
430	Geriatric Medicine	605	4	609	3	4,676	0	0
450	Dental Medicine Specialties	0	1	1	0	0	0	0
820	General Pathology	0	0	0	420	881	0	0
823	Haematology	0	0	0	0	31,514	0	0
TOTAL		37,117	8,755	45,872	26,711	256,484	86,600	7,000

Critical Care services

Specialty	Bed Days
Intensive Care Unit (ITU)	4,898
Coronary Care Unit (CCU)	1,947

AUTHORISATION OF AINTREE UNIVERSITY HOSPITALS NHS FOUNDATION TRUST

Schedule 3

Mandatory Education and Training

Schedule 3
Mandatory Education and Training Services

Aintree University Hospitals NHS Foundation Trust

2006-07

Commissioning body	Educational body	Contract Length	Expiry date of contract	Student group	Type of training	Number of Students	Contract Value
		(Years)					(£000s)
Cheshire & Merseyside WDC	Liverpool University	1	31/03/07	Medical Students	SIFT	3,032 Student weeks	3,682
Cheshire & Merseyside WDC	Edge Hill	1	31/03/07	Nursing & Technical	NMET		334
Cheshire & Merseyside WDC	Liverpool University	1	31/03/07	Medical Students	PGME	192	306
Cheshire & Merseyside WDC	Edge Hill	1	31/03/07	Nursing Students	NMET - Widening Access	44	623
Department of Health		1	31/03/07		Distinction Awards		1,124
Cheshire & Merseyside WDC	Liverpool University	1	31/03/07	Medical Students	MADEL	192	4,836

AUTHORISATION OF AINTREE UNIVERSITY HOSPITALS NHS FOUNDATION TRUST

Schedule 4

The Private Charges Cap

AUTHORISATION OF AINTREE UNIVERSITY HOSPITALS NHS FOUNDATION TRUST

PRIVATE CHARGES CAP

Pursuant to Section 15 of the Health and Social Care (Community Health and Standards) Act 2003, the Private Charges cap, referred to in Condition 10¹, is 0%

PPI DEFINITION:

$$\frac{\text{Private patient income}}{\text{Total patient related income}}$$

¹ The proportion of the total patient income derived from private health charges was nil in the base year, 2002/03. The resulting Private Charges Cap is therefore 0%.

AUTHORISATION OF AINTREE UNIVERSITY HOSPITALS NHS FOUNDATION TRUST

Schedule 5

Limit on Borrowing

AUTHORISATION OF AINTREE UNIVERSITY HOSPITALS NHS FOUNDATION TRUST

PRUDENTIAL BORROWING LIMIT

Pursuant to Section 17 of the Act, the Prudential Borrowing Limit ("PBL") for the year 2006/07 is the sum of the following:

- (i) Maximum cumulative long term borrowing: £45.2 million, and
- (ii) Approved working capital facility: not to exceed £15 million

AUTHORISATION OF AINTREE UNIVERSITY HOSPITALS NHS FOUNDATION TRUST

Schedule 6

Information

Full details of the information which the Trust shall disclose to Monitor directly and to any third parties as may be specified by the Secretary of State and as may be varied from time to time are set out on Monitor's website at www.monitor-nhsft.gov.uk.