

AUTHORISATION
of
UNIVERSITY HOSPITAL SOUTHAMPTON NHS FOUNDATION TRUST
(pursuant to section 35 of the National Health Service Act 2006)



Signature: 

1 October 2011

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PART 1 Authorisation

1. Monitor ("Monitor"), the Independent Regulator of NHS Foundation Trusts, in exercise of the powers conferred by section 35 of the National Health Service 2006 ("**the Act**") and all other powers exercisable by Monitor, hereby authorises Southampton University 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 October 2011.
3. Subject to the provisions of sections 54 and 55 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 Act.

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 may make amendments to its constitution with the approval of Monitor.

(2) 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 requirement to have regard to the NHS Constitution in performing its NHS functions in accordance with section 2 of the Health Act 2009;

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 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 52, 53 or 54 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 and other 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 the healthcare targets and indicators set out in the Compliance Framework (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 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 43(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 of 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.

11. Limit on borrowing

- (1) The total amount of the Trust's borrowing is subject to the limit set out in Schedule 5 and the principles set out in the Prudential Borrowing Code for NHS Foundation Trusts.
- (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 Care Quality Commission, other NHS foundation trusts, 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 Care Quality Commission, 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 7 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 10 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.

26. Co-operation and Competition Panel

The Co-operation and Competition Panel (CCP) will advise Monitor on issues involving the Principles and Rules for Co-operation and Competition and NHS foundation trusts. In response to that advice, Monitor may issue directions to the Trust. The Trust shall comply with any such directions issued by Monitor

**AUTHORISATION OF UNIVERSITY HOSPITAL SOUTHAMPTON NHS FOUNDATION
TRUST**

Schedule 1

The Constitution (and Annexures)

University Hospital Southampton NHS Foundation Trust

(A Public Benefit Corporation)

Constitution

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- 1. Name**
The name of the foundation trust is University Hospital Southampton NHS Foundation Trust (the Trust).
- 2. Principal purpose**
The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.
- 3. Powers**
 - 3.1 The powers of the Trust are set out in the 2006 Act, subject to any restrictions in the Terms of Authorisation.
 - 3.2 The powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
 - 3.3 Any of these powers may be delegated to a committee of Directors or to an Executive Director.
- 4. Membership and constituencies**
The Trust shall have members, each of whom shall be a member of one of the following constituencies:
 - 4.1 a Public Constituency; and
 - 4.2 a Staff Constituency.
- 5. Application for membership**
An individual who is eligible to become a member of the Trust may do so on application to the Trust.
- 6. Public Constituency**
 - 6.1 An individual who lives in an Area specified in Annex 1 as an Area for the Public Constituency may become or continue as a member of the Trust.
 - 6.2 Those individuals who live in an area specified as an Area for any Public Constituency are referred to collectively as the Public Constituency.
 - 6.3 The minimum number of members in each Area for the Public Constituency is specified in Annex 1.
- 7. Staff Constituency**
 - 7.1 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a member of the Trust provided:
 - 7.1.1 he/she is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or
 - 7.1.2 he/she has been continuously employed by the Trust under a contract of employment for at least 12 months.
 - 7.2 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.
 - 7.3 The Staff Constituency shall be divided into four descriptions of individuals who are eligible for membership of the Staff Constituency, each description of individuals being specified within Annex 2 and being referred to as a Staff Class within the Staff Constituency.
 - 7.4 The minimum number of members in each Staff Class of the Staff Constituency is specified in Annex 2.

7.5 Automatic membership by default - staff

An individual who is:

7.5.1 eligible to become a member of the Staff Constituency, and

7.5.2 invited by the Trust to become a member of the Staff Constituency and a member of the appropriate Staff Class within the Staff Constituency

shall become a member of the Trust as a member of the Staff Constituency without an application being made, unless he/she informs the Trust that he/she does not wish to do so.

8. Restriction on membership

8.1 An individual who is a member of a constituency, or of a class or Area within a constituency, may not while membership of that constituency, class or Area continues, be a member of any other constituency, class or Area.

8.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency.

8.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Trust are set out in Annex 8 - Further Provisions.

9. Members' Council - composition

9.1 The Trust is to have a Members' Council, which shall comprise both elected and appointed Council Members.

9.2 The composition of the Members' Council is specified in Annex 3.

9.3 The Council Members of the Members' Council, other than the appointed Council Members, shall be chosen by election by their constituency or, where there are classes or Areas within a constituency, by their class or Area within that constituency. The number of Council Members to be elected by each constituency or, where appropriate, by each class or Area of each constituency, is specified in Annex 3.

10. Members' Council - election of Council Members

10.1 Elections for elected Council Members of the Members' Council shall be conducted in accordance with the Model Election Rules.

10.2 The Model Election Rules, as published from time to time by the Department of Health, form part of this Constitution. The Model Election Rules current at the date of the Trust's authorisation are attached at Annex 4.

10.3 A subsequent variation of the Model Election Rules by the Department of Health shall not constitute a variation of the terms of this Constitution for the purposes of paragraph 38 of this Constitution (amendment of the Constitution). For the avoidance of doubt, the Trust cannot amend the Model Election Rules.

10.4 An election, if contested, shall be by secret ballot.

11. Members' Council - tenure

11.1 Subject to the provisions contained in Annex 5, Paragraph 6 (Initial (First) Council Members' Term of Office), an elected Council Member may hold office for a period of up to 3 years.

11.2 An elected Council Member shall cease to hold office if he/she ceases to be a member of the constituency, class or Area by which he/she was elected.

11.3 An elected Council Member shall be eligible for re-election at the end of his/her term.

11.4 An appointed Council Member may hold office for a period of up to 3 years.

11.5 An appointed Council Member shall cease to hold office if the appointing organisation withdraws its sponsorship of him/her.

11.6 An appointed Council Member shall be eligible for re-appointment at the end of his/her term.

12. Members' Council - disqualification and removal

12.1 The following may not become or continue as a Council Member of the Members' Council:

- 12.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
- 12.1.2 a person who has made a composition or arrangement with, or granted a trust deed for, his/her creditors and has not been discharged in respect of it;
- 12.1.3 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him/her.
- 12.2 Council Members must be at least 16 years of age at the date they are nominated for election or appointment.
- 12.3 Further provisions as to the circumstances in which an individual may not become or continue as a Council Member of the Members' Council are set out in Annex 5.
- 13. Members' Council – meetings of Council Members**
- 13.1 The Chair of the Trust (i.e. the Chair of the Board of Directors, appointed in accordance with the provisions of paragraph 20.1 or paragraph 21.1 below) or, in his/her absence the Deputy Chair (appointed in accordance with the provisions of paragraph 22 below) shall preside at meetings of the Members' Council.
- 13.2 Meetings of the Members' Council shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.
- 14. Members' Council - standing orders**
- The standing orders for the practice and procedure of the Members' Council are attached at Annex 6.
- 15. Members' Council - conflicts of interest of Council Members**
- If a Council Member has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Members' Council, the Council Member shall disclose that interest to the members of the Members' Council as soon as he/she becomes aware of it. The Standing Orders for the Members' Council shall make provision for the disclosure of interests and arrangements for the exclusion of a Council Member declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.
- 16. Members' Council - travel expenses**
- The Trust may pay travelling and other expenses to Council Members at rates determined by the Trust.
- 17. Members' Council - further provisions**
- Further provisions with respect to the Members' Council are set out in Annex 5.
- 18. Board of Directors - composition**
- 18.1 The Trust is to have a Board of Directors, which shall comprise both Executive Directors and Non-Executive Directors.
- 18.2 Subject to paragraph 18.8, the Board of Directors is to comprise:
 - 18.2.1 a non-executive Chair
 - 18.2.2 not more than seven other Non-Executive Directors; and
 - 18.2.3 not more than seven Executive Directors.
- 18.3 One of the Executive Directors shall be the Chief Executive.
- 18.4 The Chief Executive shall be the Accounting Officer.
- 18.5 One of the Executive Directors shall be the Finance Director.
- 18.6 One of the Executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).
- 18.7 One of the Executive Directors is to be a registered nurse or a registered midwife.
- 18.8 The Board of Directors shall at all times be constituted so that the number of Non-Executive Directors (excluding the Chair) equals or exceeds the number of Executive Directors.

19. Board of Directors - qualification for appointment as a Non-Executive Director

A person may be appointed as a Non-Executive Director only if

- 19.1 he/she is a member of the Public Constituency, or
- 19.2 where any of the Trust's hospitals includes a medical or dental school provided by a university, he/she exercises functions for the purposes of that university, and
- 19.3 he/she is not disqualified by virtue of paragraph 25 below.

20. Board of Directors - appointment and removal of Chair and other Non-Executive Directors

20.1 The Members' Council at a general meeting of the Members' Council shall appoint or remove the Chair of the Trust and the other Non-Executive Directors. The appointment of the Chair or any other Non-Executive Directors shall be in accordance with Annex 8, Appendix 4, and subject to paragraph 21 below.

20.2 Removal of the Chair or another Non-Executive Director shall require the approval of three-quarters of the members of the Members' Council.

20.3 The initial Chair and the initial Non-Executive Directors are to be appointed in accordance with paragraph 21 below.

21. Board of Directors - appointment of initial Chair and initial other Non-Executive Directors

21.1 The Members' Council shall appoint the chair of the Applicant NHS Trust as the initial Chair of the Trust, if he/she wishes to be appointed.

21.2 The power of the Members' Council to appoint the other Non-Executive Directors of the Trust is to be exercised, so far as possible, by appointing as the initial Non-Executive Directors of the Trust any of the non-executive directors of the Applicant NHS Trust (other than the Chair) who wish to be appointed.

21.3 The criteria for qualification for appointment as a Non-Executive Director set out in paragraph 19 above (other than disqualification by virtue of paragraph 25 below) do not apply to the appointment of the initial Chair and the initial other Non-Executive Directors in accordance with the procedures set out in this paragraph.

21.4 An individual appointed as the initial Chair or as an initial Non-Executive Director in accordance with the provisions of this paragraph shall be appointed for the unexpired period of his/her term of office as chair or (as the case may be) non-executive director of the Applicant NHS Trust; but if, on appointment, that period is less than 12 months, he/she shall be appointed for 12 months.

22. Board of Directors - appointment of Deputy Chair

The Members' Council at a general meeting of the Members' Council shall appoint one of the Non-Executive Directors as a Deputy Chair.

23. Board of Directors - appointment and removal of the Chief Executive and other Executive Directors

23.1 The Non-Executive Directors shall appoint or remove the Chief Executive.

23.2 The appointment of the Chief Executive shall require the approval of the Members' Council.

23.3 The initial Chief Executive is to be appointed in accordance with paragraph 24 below.

23.4 A committee consisting of the Chair, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

24. Board of Directors - appointment and removal of initial Chief Executive

24.1 The Non-Executive Directors shall appoint the chief officer of the Applicant NHS Trust as the initial Chief Executive of the Trust, if he/she wishes to be appointed.

24.2 The appointment of the chief officer of the Applicant NHS Trust as the initial Chief Executive of the Trust shall not require the approval of the Members' Council.

25. Board of Directors - disqualification

The following may not become or continue as a member of the Board of Directors:

- 25.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;

- 25.2 a person who has made a composition or arrangement with, or granted a trust deed for, his/her creditors and has not been discharged in respect of it;
- 25.3 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him/her.
- 26. Board of Directors - standing orders -**
The standing orders for the practice and procedure of the Board of Directors attached at Annex 7.
- 27. Board of Directors - conflicts of interest of Directors**
If a Director has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Board of Directors, the Director shall disclose that interest to the members of the Board of Directors as soon as he/she becomes aware of it. The Standing Orders for the Board of Directors shall make provision for the disclosure of interests and arrangements for the exclusion of a Director declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.
- 28. Board of Directors - remuneration and terms of office**
- 28.1 The Members' Council at a general meeting of the Members' Council shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-Executive Directors.
- 28.2 The Trust shall establish a committee of Non-Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other Executive Directors.
- 29. Registers**
The Trust shall have:
- 29.1 a register of members showing, in respect of each member, the constituency to which he/she belongs and, where there are classes or Areas within it, the class or Area to which he/she belongs;
- 29.2 a register of members of the Members' Council;
- 29.3 a register of interests of Council Members;
- 29.4 a register of Directors; and
- 29.5 a register of interests of the Directors.
- 30. Registers - inspection and copies**
- 30.1 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of any member of the Trust, if the member so requests.
- 30.2 So far as the registers are required to be made available:
- 30.2.1 they are to be available for inspection free of charge at all reasonable times; and
- 30.2.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 30.3 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.
- 31. Documents available for public inspection**
- 31.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:
- 31.1.1 a copy of the current Constitution;
- 31.1.2 a copy of the current authorisation;
- 31.1.3 a copy of the latest annual accounts and of any report of the auditor on them;
- 31.1.4 a copy of the latest annual report;
- 31.1.5 a copy of the latest information as to its forward planning; and
- 31.1.6 a copy of any notice given under section 52 of the 2006 Act.

- 31.2 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.
- 31.3 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.
- 32. Auditor**
- 32.1 The Trust shall have an auditor.
- 32.2 The Members' Council shall appoint or remove the auditor at a general meeting of the Members' Council.
- 33. Audit committee**
- 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.
- 34. Annual Accounts**
- 34.1 The Trust shall keep accounts in such form as Monitor may with the approval of HM Treasury direct.
- 34.2 The accounts are to be audited by the Trust's auditor.
- 34.3 The Trust shall prepare in respect of each Financial Year annual accounts in such form as Monitor may with the approval of the HM Treasury direct.
- 34.4 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.
- 35. Annual report and forward plans**
- 35.1 The Trust shall prepare an Annual Report and send it to Monitor.
- 35.2 The Trust shall give information as to its forward planning in respect of each Financial Year to Monitor.
- 35.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the Directors.
- 35.4 In preparing the document, the Directors shall have regard to the views of the Members' Council.
- 36. Meeting of Members' Council to consider annual accounts and reports**
- The following documents are to be presented to the Members' Council at a general meeting of the Members' Council:
- 36.1 the annual accounts
- 36.2 any report of the auditor on them
- 36.3 the annual report.
- 37. Instruments**
- 37.1 The Trust shall have a seal.
- 37.2 The seal shall not be affixed except under the authority of the Board of Directors.
- 38. Amendment of the Constitution**
- 38.1 Amendments by the Trust of its Constitution are to be made with the approval of Monitor. For the avoidance of doubt, any amendments to the annexes attached to this Constitution must also be approved by Monitor.
- 38.2 The internal process for amending the Constitution is set out in Annex 8, Appendix 3, and Paragraph 4 of the Constitution.
- 39. Interpretation and definitions**
- 39.1 Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in this Constitution shall bear the same meaning as in the National Health Service Act 2006.

39.2 Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa. The 2006 Act is the National Health Service Act 2006.

Accounting Officer means the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act.

Applicant NHS Trust means Southampton University Hospitals NHS Trust, which made the application to become a NHS Foundation Trust.

Area means an area of the Public Constituency as specified in Annex 1 and "Areas" shall be construed accordingly.

Board of Directors or Board means the Board of Directors of the Trust as constituted in accordance with this Constitution and the 2006 Act.

Chair means the Chairperson of the Trust appointed in accordance with this Constitution.

Chief Executive means the chief Executive officer of the Trust appointed in accordance with the Constitution.

Constitution means this Constitution together with the annexes attached hereto.

Council Member means a person who is a member of the Members' Council.

Deputy Chair means the Non-Executive Director appointed as deputy Chair by the Members' Council to take on the Chair's duties if the Chair is absent or unavailable for any reason.

Director means a director on the Board of Directors.

Executive Director means a member of the Board appointed as an Executive Director in accordance with the Constitution.

Finance Director means the chief finance officer of the Trust appointed in accordance with the Constitution.

Financial Year means the period beginning with the date on which the Trust is authorised and ending with the 31st March next following; and each successive period of twelve months beginning with 1st April.

Health Service Body shall have the meaning ascribed to it in Section 65 (1) of the 2006 Act.

member means a member of the Trust.

Members' Council means the Members' Council as constituted in the Constitution which has the same meaning as the "Board of Governors" in the 2006 Act.

Monitor is the Independent Regulator of NHS Foundation Trusts, as provided by section 31 of the 2006 Act.

Motion means a formal proposition to be discussed and voted on during the course of the meeting.

NHS Foundation Trust Code of Governance means the Code of Governance published by Monitor on 10 March 2010 or such similar or further guidance as Monitor may publish from time to time.

Nominated Council Member means the Council Member nominated as the lead Council Member by the Council Members' in accordance with Annex 6, Paragraph 13.

Non-Executive Director means a member of the Board appointed as a Non-Executive Director in accordance with the Constitution.

Officer means an employee of the Trust or any other person holding a paid appointment or office with the Trust.

Public Constituency means the constituency of the Trust constituted in accordance with paragraph 6 of this Constitution and made up of the Areas as identified in Annex 1.

Public Member means a member of the Members' Council elected by the Members of the Public Constituency in accordance with this Constitution.

Register of Council Members means the Register of Council Members.

Regulatory Framework means the 2006 Act, the Constitution and the Trust's Terms of Authorisation as authorised by Monitor.

Scheme of Reservation and Delegation means the document containing the Reservation of Powers to the Board and the Scheme of Delegation for the Trust.

Secretary means the Secretary of the Trust or any other person appointed to perform the duties of the Secretary, including a joint, assistant or deputy secretary.

Senior Independent Director means the senior independent Non-Executive Director appointed in accordance with the Constitution.

Staff Classes means the classes of the Staff Constituency as specified in Annex 2.

Staff Constituency means the constituency of the Trust constituted in accordance with paragraph 7 of this Constitution.

Staff Member means a member of the Members' Council elected by the members of the Staff Constituency in accordance with this Constitution.

Terms of Authorisation are the terms of authorisation issued by Monitor under Section 35 of the 2006 Act.

the 2006 Act means the National Health Service Act 2006.

Trust means the University Hospital Southampton NHS Foundation Trust

Voluntary organisation is a body, other than a public or local authority, the activities of which are not carried out for profit.

ANNEX 1 – THE PUBLIC CONSTITUENCY

(Constitution: Paragraph 6)

Name of Area (as defined by electoral wards or local authority areas)	Minimum of Members
Southampton City (Southampton City Council)	100
New Forest, Eastleigh and Test Valley (New Forest District Council, Eastleigh and Test Valley Borough Councils)	80
Isle of Wight (Isle of Wight Council)	20
Rest of England and Wales	60

ANNEX 2 – THE STAFF CONSTITUENCY

(Constitution: Paragraph 7)

Staff membership will fall into one of four Staff Classes:

- Medical practitioners and dental staff
- Nursing and Midwifery staff
- Other clinical staff
- Non clinical and support staff

The minimum number of members for each Staff Class is 20.

ANNEX 3 – COMPOSITION OF MEMBERS' COUNCIL

(Constitution: Paragraph 9)

Public Elected Council Members (13)	Number
Southampton City	5
New Forest, Eastleigh and Test Valley	4
The Isle of Wight	1
Rest of England and Wales	3

Staff Elected Council Members (4)	Number
Medical practitioners and dental staff	1
Nursing and Midwifery staff	1
Other clinical staff	1
Non clinical and support staff	1

Appointed Council Members (6)	Number
Southampton City Primary Care Trust known as 'NHS Southampton City'	1
Hampshire Primary Care Trust known as 'NHS Hampshire'	1
Southampton City Council	1
University of Southampton	1
Hampshire County Council	1
Business Solent	1

ANNEX 4 –THE MODEL ELECTION RULES

(Paragraph 10.2)

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

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9. Nomination of candidates
10. Candidate's consent and particulars
11. Declaration of interests
12. Declaration of eligibility
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19. Poll to be taken by ballot
20. The ballot paper
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- 36. Interpretation of Part 6
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- 50. Delivery of documents
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- 53. Application for inspection of certain documents relating to election

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- 54. Countermand or abandonment of poll on death of candidate

Part 10 – Election expenses and publicity

Expenses

- 55. Expenses incurred by candidates
- 56. Expenses incurred by other persons
- 57. Personal, travelling, and administrative expenses

Publicity

- 58. Publicity about Election by the corporation
- 59. Information about candidates for inclusion with voting documents
- 60. Meaning of “for the purposes of an Election”

Part 11 – Questioning Elections and irregularities

- 61. Application to question an Election

Part 12 – Miscellaneous

- 62. Secrecy
- 63. Prohibition of disclosure of vote
- 64. Disqualification
- 65. Delay in postal service through industrial action or unforeseen event

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 Members' Council;

“**the Regulator**” means the Independent Regulator for NHS foundation Trusts; and

“**the 2006 Act**” means the National Health Service Act 2006.

(2) Other expressions used in these Rules and in Schedule 7 to the National Health Service Act 2006 have the same meaning in these Rules as in that Schedule.

Part 2 – Timetable for Election

2. Timetable – 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 Council Members of the Members' Council 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:

- (a) that he or she is not prevented from being a member of the Members' Council by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the Constitution; and,
- (b) for a member of the Public 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,
- (b) their declaration of interests as required under rule 11, is true and correct, and
- (c) 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 Members' Council, 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 Members' Council, 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 the Members' Council, 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 Members' Council 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 constituencies) - (1) In respect of an Election a declaration of identity must be issued with each ballot paper.

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

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

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

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

(4) The 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 Members' Council 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 59 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.

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 the 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 constituencies) - (1) In respect of an election for a public 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 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 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 spoilt 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. Interpretation of Part 6 – In Part 6 of these Rules:

“continuing candidate” means any candidate not deemed to be elected, and not excluded,

“count” means all the operations involved in counting of the first preferences recorded for candidates, the transfer of the surpluses of elected candidates, and the transfer of the votes of the excluded candidates,

“deemed to be elected” means deemed to be elected for the purposes of counting of votes but without prejudice to the declaration of the result of the poll,

“mark” means a figure, an identifiable written word, or a mark such as “X”,

“non-transferable vote” means a ballot paper:

- (a) on which no second or subsequent preference is recorded for a continuing candidate, or
- (b) which is excluded by the Returning Officer under rule 44(4) below,

“preference” as used in the following contexts has the meaning assigned below:

- (a) **“first preference”** means the figure “1” or any mark or word which clearly indicates a first (or only) preference,
- (b) **“next available preference”** means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate who is deemed to be elected or is excluded thereby being ignored), and
- (c) in this context, a **“second preference”** is shown by the figure “2” or any mark or word which clearly indicates a second preference, and a third preference by the figure “3” or any mark or word which clearly indicates a third preference, and so on,

“quota” means the number calculated in accordance with rule 41 below,

“surplus” means the number of votes by which the total number of votes for any candidate (whether first preference or transferred votes, or a combination of both) exceeds the quota; but references in these Rules to the transfer of the surplus means the transfer (at a transfer value) of all transferable papers from the candidate who has the surplus,

“stage of the count” means:

- (a) the determination of the first preference vote of each candidate,
- (b) the transfer of a surplus of a candidate deemed to be elected, or
- (c) the exclusion of one or more candidates at any given time,

“transferable paper” means a ballot paper on which, following a first preference, a second or subsequent preference is recorded in consecutive numerical order for a continuing candidate,

“transferred vote” means a vote derived from a ballot paper on which a second or subsequent preference is recorded for the candidate to whom that paper has been transferred, and

“transfer value” means the value of a transferred vote calculated in accordance with paragraph (4) or (7) of rule 42 below.

37. 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.

38. 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.

39. 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 the figure "1" standing alone is not placed so as to indicate a first preference for any candidate
- (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 be rejected and not counted but the ballot papers shall not be rejected by reason only of carrying the words "one", "two", "three" and so on, or any other mark instead of a figure if, in the opinion of the Returning Officer, the word or mark clearly indicates a preference or preferences.

- (2) The Returning Officer shall endorse the word "rejected" on any ballot paper which under this rule is not to be counted.
- (3) The Returning Officer shall draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of paragraph (1).

40. First stage – (1) The Returning Officer is to sort the ballot papers into parcels according to the candidates for whom the first preference votes are given.

- (2) The Returning Officer is to then count the number of first preference votes given on ballot papers for each candidate, and is to record those numbers.
- (3) The Returning Officer is to also ascertain and record the number of valid ballot papers.

41. The quota - (1) The Returning Officer is to divide the number of valid ballot papers by a number exceeding by one the number of members to be elected.

- (2) The result, increased by one, of the division under paragraph (1) above (any fraction being disregarded) shall be the number of votes sufficient to secure the Election of a candidate (in these Rules referred to as "the quota").
- (3) At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any Election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in paragraphs (1) to (3) of rule 44 has been complied with.

42. Transfer of votes - (1) Where the number of first preference votes for any candidate exceeds the quota, the Returning Officer is to sort all the ballot papers on which first preference votes are given for that candidate into sub-parcels so that they are grouped:

- (a) according to next available preference given on those papers for any continuing candidate, or
- (b) where no such preference is given, as the sub-parcel of non-transferable votes.

- (2) The Returning Officer is to count the number of ballot papers in each parcel referred to in paragraph (1) above.
- (3) The Returning Officer is, in accordance with this rule and rule 43 below, to transfer each sub-parcel of ballot papers referred to in paragraph (1)(a) to the candidate for whom the next available preference is given on those papers.
- (4) The vote on each ballot paper transferred under paragraph (3) above shall be at a value ("the transfer value") which:

- (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
 - (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot papers on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).
- (5) Where at the end of any stage of the count involving the transfer of ballot papers, the number of votes for any candidate exceeds the quota, the Returning Officer is to sort the ballot papers in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:
- (a) according to the next available preference given on those papers for any continuing candidate, or
 - (a) where no such preference is given, as the sub-parcel of non-transferable votes.
- (6) The Returning Officer is, in accordance with this rule and rule 43 below, to transfer each sub-parcel of ballot papers referred to in paragraph (5)(a) to the candidate for whom the next available preference is given on those papers.
- (7) The vote on each ballot paper transferred under paragraph (6) shall be at:
- (a) a transfer value calculated as set out in paragraph (4) (b) above, or
 - (b) at the value at which that vote was received by the candidate from whom it is now being transferred,
- whichever is the less.
- (8) Each transfer of a surplus constitutes a stage in the count.
- (9) Subject to paragraph (10), the Returning Officer shall proceed to transfer transferable papers until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.
- (10) Transferable papers shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:
- (a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or
 - (b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.
- (11) This rule does not apply at an Election where there is only one vacancy.

43. Supplementary provisions on transfer - (1) If, at any stage of the count, two or more candidates have surpluses, the transferable papers of the candidate with the highest surplus shall be transferred first, and if:

- (a) The surpluses determined in respect of two or more candidates are equal, the transferable papers of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and
 - (b) the votes credited to two or more candidates were equal at all stages of the count, the Returning Officer shall decide between those candidates by lot, and the transferable papers of the candidate on whom the lot falls shall be transferred first.
- (2) The Returning Officer shall, on each transfer of transferable papers under rule 42 above:
- (a) record the total value of the votes transferred to each candidate,
 - (b) add that value to the previous total of votes recorded for each candidate and record the new total,
 - (c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and
 - (d) compare—
 - (i) the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.

- (3) All ballot papers transferred under rule 42 or 44 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that paper or, as the case may be, all the papers in that sub-parcel.
- (4) Where a ballot paper is so marked that it is unclear to the Returning Officer at any stage of the count under rule 42 or 44 for which candidate the next preference is recorded, the Returning Officer shall treat any vote on that ballot paper as a non-transferable vote; and votes on a ballot paper shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the Returning Officer, the same order of preference is indicated or the numerical sequence is broken.

44. Exclusion of candidates - (1) If:

- (a) all transferable papers which under the provisions of rule 42 above (including that rule as applied by paragraph (11) below) and this rule are required to be transferred, have been transferred, and
 - (b) subject to rule 45 below, one or more vacancies remain to be filled,
- the Returning Officer shall exclude from the Election at that stage the candidate with the then lowest vote (or, where paragraph (12) below applies, the candidates with the then lowest votes).
- (2) The Returning Officer shall sort all the ballot papers on which first preference votes are given for the candidate or candidates excluded under paragraph (1) above into two sub-parcels so that they are grouped as:
- (a) ballot papers on which a next available preference is given, and
 - (b) ballot papers on which no such preference is given (thereby including ballot papers on which preferences are given only for candidates who are deemed to be elected or are excluded).
- (3) The Returning Officer shall, in accordance with this rule and rule 43 above, transfer each sub-parcel of ballot papers referred to in paragraph (2)(a) above to the candidate for whom the next available preference is given on those papers.
- (4) The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.
- (5) If, subject to rule 45 below, one or more vacancies still remain to be filled, the Returning Officer shall then sort the transferable papers, if any, which had been transferred to any candidate excluded under paragraph (1) above into sub-parcels according to their transfer value.
- (6) The Returning Officer shall transfer those papers in the sub-parcel of transferable papers with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those papers (thereby passing over candidates who are deemed to be elected or are excluded).
- (7) The vote on each transferable paper transferred under paragraph (6) above shall be at the value at which that vote was received by the candidate excluded under paragraph (1) above.
- (8) Any papers on which no next available preferences have been expressed shall be set aside as non-transferable votes.
- (9) After the Returning Officer has completed the transfer of the ballot papers in the sub-parcel of ballot papers with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot papers with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under paragraph (1) above.
- (10) The Returning Officer shall after each stage of the count completed under this rule:
- (a) record:
 - (i) the total value of votes, or
 - (ii) the total transfer value of votes transferred to each candidate,
 - (b) add that total to the previous total of votes recorded for each candidate and record the new total,
 - (c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and
 - (d) compare:
 - (i) the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with

- (ii) the recorded total of valid first preference votes.
- (11) If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with paragraphs (5) to (10) of rule 42 and rule 43.
- (12) Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest candidate, the Returning Officer shall in one operation exclude such two or more candidates.
- (13) If when a candidate has to be excluded under this rule, two or more candidates each have the same number of votes and are lowest—
 - (a) regard shall be made to the total number of votes credited to those candidates at the earliest stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded, and
 - (b) where the number of votes credited to those candidates was equal at all stages, the Returning Officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.

45. Filling of last vacancies - (1) Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.

- (2) Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.
- (3) Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

46. Order of Election of candidates - (1) The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule 42 (10) above.

- (2) A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.
- (3) Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.
- (4) Where the number of votes credited to two or more candidates were equal at all stages of the count, the Returning Officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

Part 7 – Final proceedings in contested and uncontested Elections

47. 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 candidates who are deemed to be elected under Part 6 of these Rules as 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 University Hospital Southampton NHS Foundation Trust by section 33(4) of the 2006 Act, to the Chair 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 who he or she has declared elected.

- (2) The Returning Officer is to make:

- (a) the number of first preference votes for each candidate whether elected or not,
- (b) any transfer of votes,
- (c) the total number of votes for each candidate at each stage of the count at which such transfer took place,
- (d) the order in which the successful candidates were elected, and
- (e) the number of rejected ballot papers under each of the headings in rule 39(1),

available on request.

48. 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

49. Sealing up of documents relating to the poll - (1) On completion of the counting at a contested Election, the Returning Officer is to seal up the following documents in separate packets:

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

(2) The Returning Officer must not open the sealed packets of:

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

(3) The Returning Officer must endorse on each packet a description of:

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

50. Delivery of documents - Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 49, the Returning Officer is to forward them to the chair of the corporation.

51. 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.

52. 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 53(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.

53. 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

54. 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) publish a notice stating that the candidate has died, and
- (b) proceed with the counting of the votes as if that candidate has been excluded from the count so that:
 - (i) ballot papers which only have a first preference recorded for the candidate that has died, and no preference for any other candidates, are not to be counted, and
 - (ii) ballot papers which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.

(2) The ballot papers which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot papers pursuant to rule 49(1)(a).

Part 10 – Election expenses and publicity

55. 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.

56. 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
- (a) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

57. 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 58 and 59.

Publicity

58. 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 59, must be:

- (a) objective, balanced and fair,
- (b) 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.

59. 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 250 words, and
- (b) a photograph of the candidate.

60. 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

61. 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.

- (a) The Regulator shall delegate the determination of an application to a person or persons to be nominated for the purpose of the Regulator.

- (b) The determination by the person or persons nominated in accordance with Rule 61(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.

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

Part 12 – Miscellaneous

62. 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 for on any particular ballot paper.

- (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.

63. 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.

64. 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
- (c) employed by or on behalf of a person who has been nominated for Election.

65. 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.

ANNEX 5 – ADDITIONAL PROVISIONS – MEMBERS’ COUNCIL

(Constitution: Paragraph 17)

1. Eligibility to be on the Members’ Council

A person may not become or continue as a Council Member of the Trust if:

- 1.1 in the case of an individual who is a member of the Public Constituency, if he/she ceases to live in the Area of the Public Constituency of which he/she is a member;
- 1.2 in the case a member of a Staff Class, if he/she no longer meets the eligibility requirements of paragraph 7 of the Constitution and of Annex 2;
- 1.3 in the case of an appointed Council Member, the sponsoring organisation withdraws their sponsorship of him/her;
- 1.4 he/she has within the preceding two years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a Health Service Body;
- 1.5 he/she is a person whose tenure of office as the chair or as a member or director of a Health Service Body has been terminated on the grounds that his/her appointment is not in the interest of the health service;
- 1.6 he/she is a Director of the Trust, or a governor, executive director, non-executive director, chair, chief executive officer of another Health Service Body, or a body corporate whose business involves the provision of health care services unless he/she is appointed to represent that body as one of the Trust's partner organisations; in such instances regard shall be given to any circumstances which may give rise to potential conflicts of interest to such a degree as to interfere with the person's proper exercise of their duties as a Council Member of this Trust. Any doubt or question as to what constitutes a material conflict of interest for the purposes of this paragraph should be referred to the Chair of the Trust whose decision on the matter will be final;
- 1.7 he/she has had his/her name removed from a list maintained under regulations pursuant to sections 91, 106, 123, or 146 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and he/she has not subsequently had his/her name included in such a list;
- 1.8 he/she is incapable by reason of mental disorder, illness or injury of managing and administering his/her property and affairs;
- 1.9 he/she has refused without reasonable cause to undertake any training which the Trust and/ or Members’ Council requires all Council Members to undertake;
- 1.10 he/she is a member of a local authority “Health Overview and Scrutiny Committee”;
- 1.11 he/she is the subject of a Sex Offenders Order and/or his/her name is included in the Sex Offenders Register;
- 1.12 he/she is an occupant of the same household and/or he/she is an immediate family member of a Council Member or a Director of the Trust;
- 1.13 he/she has failed to repay (without good cause) any amount of monies properly owed to the Trust; or
- 1.14 he/she has failed to sign and deliver to the Secretary a statement in the form required by the Trust confirming acceptance of the Members' Council Code of Conduct.
- 1.15 Where a person has been elected or appointed to be a Council Member and he/she becomes disqualified from office under paragraph 12 of the Constitution he/she shall notify the Secretary in writing of such disqualification. If it comes to the notice of the Secretary at the time of his/her taking office or later that the Council Member is so disqualified, the Secretary shall immediately declare that the person in question is disqualified and notify him/her in writing to that effect. Upon despatch of any such notification, that person's tenure of office, if any, shall be terminated and he/she shall cease to act as a Council Member.

2. Roles and Responsibilities of Members' Council

The roles and responsibilities of Members' Council are:

- 2.1 Subject to paragraphs 21 and 22 of this Constitution, to appoint or remove the Chair and the other Non-Executive Directors. The removal of a Non-Executive Director requires the approval of three-quarters of the members of the Members' Council.
- 2.2 To decide the remuneration and allowances, and the other terms and conditions of office, of the Non-Executive Directors;
- 2.3 To appoint or remove the Auditor;
- 2.4 To consider disputes as to membership referred to it;
- 2.5 To consider resolutions to remove a Council Member;
- 2.6 Approve (by a majority of the Members' Council voting) an appointment (by the Non-Executive Directors) of the Chief Executive (and Accounting Officer) other than the initial Chief Executive appointed in accordance with paragraph 19 (5) of Schedule 7 of the 2006 Act;
- 2.7 Consider the annual accounts, any report of the Auditor on them and the annual report; and/or
- 2.8 Respond as appropriate when consulted by the Directors;
- 2.9 The Members' Council also has the specific role and function of:
 - (a) providing views to the Board of Directors on the strategic direction of the Trust;
 - (b) developing membership;
 - (c) representing the interests of the members; and
 - (d) holding the Board of Directors to account in relation to the Trust's performance in accordance with the Terms of the Authorisation;
 - (e) regularly feeding back information about the Trust, its vision and its performance to the constituencies and the stakeholder organisations that either elected or appointed them;
 - (f) complying with the NHS Foundation Trust Code of Governance; and
 - (g) the Members' Council may exercise other functions at the request of the Board of Directors.

3. Members' Council: Remuneration

Council Members of NHS Foundation Trusts are not, by law, allowed to be paid for their work. The Trust will, however, meet travel, subsistence and out of pocket expenses incurred in carrying out Council Members' duties.

4. Members' Council: Vacancies

Where a vacancy arises on the Members' Council for any reason other than expiry of term of office, the following provisions will apply. Where the vacancy arises amongst the elected Members, the Members' Council shall decide either:

- (a) to call an election within three months to fill the seat for the remainder of that term of office;
- (b) to invite the next highest polling (runner-up) candidate for that seat at the most recent election, who is willing to take office, to fill the seat until the next annual election, at which time the seat will fall vacant and subject to election for any un-expired period of the term of office; or
- (c) to leave the seat vacant until the next scheduled elections are held if the un-expired period of office is less than twelve months.

5. Suspension or Termination of Office of a Council Member

- 5.1 A Council Member may resign from office by giving notice in writing to the Trust Secretary.
- 5.2 If a Council Member fails to attend two (successive) meetings of the Members' Council in any Financial Year, his/her tenure of office is to be immediately terminated by the Members' Council unless the Council are satisfied that:
 - (a) the absences were due to reasonable cause; and

- (b) he/she will be able to attending meetings of the Members' Council within such a period, as the Members' Council consider reasonable.

5.3 The Members' Council may by a resolution approved by a majority of Council Members present and entitled to vote at a properly constituted meeting of the Members' Council terminate a Council Member's tenure of office if for a reasonable cause it considers:

- (a) he/she has failed to undertake any training which the Members' Council requires all Council Members to undertake;
- (b) he/she has committed a serious breach of the Trust's Code of Conduct, or
- (c) he/she has acted in a manner detrimental to the interests of the Trust.

6. Initial (first) Council Members' Term of Office

6.1 The Public Constituency

Of the initial Council Members to be elected to the Trust on its establishment, the following will apply:

- (a) Council Members representing the 'Rest of England and Wales' and 'New Forest, Eastleigh and Test Valley' Areas will retire at the expiry of three years from the date of their election;
- (b) Council Members representing the 'Southampton City' and 'Isle of Wight' Areas will retire at the expiry of two years from the date of their election.

6.2 The Staff Constituency

Of the initial Staff Members to be elected to the Trust on its establishment, the following will apply:

- (a) Council Members representing the 'Medical Practitioners and Dental Staff' Staff Classes and 'Other Clinical Staff' Staff Classes will retire at the expiry of three years from the date of their election;
- (b) Council Members representing the 'Nursing and Midwifery' and 'Non clinical and support staff' Staff Classes will retire at the expiry of two years from the date of their election.

7. Induction Programme

A comprehensive induction programme will be available for all Council Members at the commencement of their term of office.

ANNEX 6- STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE MEMBERS' COUNCIL

(Paragraph 14)

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1. Introduction

These Standing Orders for the practice and procedures of the Members' Council are the standing orders referred to in paragraph 14 of the Constitution.

2. Interpretation

The definition and interpretation of words and expressions contained in these Standing Orders are as set out at paragraph 39 of the Constitution.

3. The Members' Council

Certain powers and decisions may only be exercised by the Members' Council in formal session.

4. Meetings Of The Members' Council

4.1 *Admission of the Public and the Press*

The public and representatives of the press shall be afforded facilities to attend all formal meetings of the Members' Council subject to Standing Orders 4.1.1 and 4.1.2 below.

4.1.1 The Members' Council may resolve to exclude members of the public and representative of the press from any meeting or part of a meeting on the grounds that:

4.1.1.1 publicity would be prejudicial to the public interest having regard to the confidential nature of the business to be transacted; or

4.1.1.2 there are special reasons stated in the resolution and arising from the nature of the business of the proceedings.

4.1.2 In the interests of public order the meeting to adjourn for a period to be specified in such resolution to enable the Members' Council to complete business without the presence of the public.

Nothing in these Standing Orders shall require the Members' Council to allow members of the public and representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Members' Council.

4.2 *Calling Meetings*

4.2.1 Meetings of the Members' Council shall be held at such times and places as the Members' Council may determine and there shall be not less than four meetings in any year.

4.2.2 The Chair, or in his/her absence the Deputy Chair, may call a meeting of the Members' Council at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one third of the whole number of the Council Members and specifying the business to be transacted at the meeting, has been presented to them, or if, without so refusing, the Chair does not call a meeting within seven clear days after such requisition has been presented to them at the Trust's Headquarters, such one third or more of the Council Members may forthwith call a meeting for the purpose of conducting that business.

4.3 *Notice of Meetings*

4.3.1 Before each meeting of the Members' Council, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair or by an officer of the Trust authorised by the Chair, shall be delivered to, or sent by post to the usual place of residence of every Council Member, so as to be available to them at least five clear days before the meeting save in the case of emergencies. Subject to Standing Order 4.3.4 below, lack of service of the notice on any Council Member shall not affect the validity of a meeting.

4.3.2 Notwithstanding the above requirement for notice, the Chair may waive notice in writing on written receipt of agreement of at least 50% of Council Members.

4.3.3 In the case of a meeting called by Council Members in default of the Chair, the notice shall be signed by those Council Members and no business shall be transacted at the meeting other than that specified in the requisition.

- 4.3.4 Subject to Standing Order 4.3.2, failure to serve notice on more than three quarters of Council Members will invalidate any meeting. A notice will be presumed to have been served 48 hours after it was posted.
- 4.3.4 Save in an emergency, an agenda shall be sent to each Council Member so as to arrive no later than 5 days in advance of each meeting and supporting papers, whenever possible, shall accompany the agenda. Minutes of the previous Meeting will be circulated with the papers for approval and this will be a specific agenda item.
- 4.3.5 Before any meeting of the Members' Council which is to be held in public, a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's office at least three clear days before the meeting.

4.4 *Setting the Agenda*

- 4.4.1 The Members' Council may determine that certain matters shall appear on every agenda for a meeting and shall be addressed prior to any other business being conducted.
- 4.4.2 A Council Member desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least ten clear days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than ten clear days before a meeting may be included on the agenda at the discretion of the Chair.

4.5 *Petition*

Where a petition has been received by the Trust the Chair shall include the petition as an item for the agenda of the next meeting.

4.6 *Chair of Meeting*

- 4.6.1 The Chair is appointed in accordance with the Constitution (Annex 8 Appendix 4).
- 4.6.2 At any Members' Council meeting, the Chair, if present, shall preside.
- 4.6.3 If the Chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest the Deputy Chair/Senior Independent Director shall preside.
- 4.6.4 If the Deputy Chair/Senior Independent Director is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, such Council Member as the Council Members that are present shall appoint, shall preside.

4.7 *Motions*

- 4.7.1 A Council Member wishing to move or amend a motion shall send written notice of it to the Chair at least ten clear days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chair. This paragraph shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to SO 4.3.3.
- 4.7.2 A motion or amendment once moved and seconded, may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.
- 4.7.3 Notice of a motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months, shall bear the signature of the Council Members who gave it and also the signature of four other Council Members. When the Members' Council has disposed of any such motion it shall not be competent for any Council Member, other than the Chair, to propose a motion to the same effect within six months; however the Chair may do so if he/she considers it appropriate.
- 4.7.4 The mover of a motion shall have the right of reply at the close of any discussion on the motion or any amendment thereto.
- 4.7.5 When a motion is under discussion or immediately prior to discussion it shall be open to a Council Member to move:
 - (a) An amendment to the motion;
 - (b) The adjournment of the discussion or the meeting;
 - (c) That the meeting proceed to the next business;
 - (d) The appointment of an ad hoc committee to deal with a specific item of business;

- (e) That the motion be now put.

No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

4.7.6 Emergency Motion

Subject to the agreement of the Chair and this Standing Order 4.7, a Council Member may give written notice of an emergency motion after the issue of the notice of meeting and agenda up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. At the Chair's discretion, the emergency motion shall be declared to the Members' Council at the commencement of the business of the meeting as an additional item included on the agenda. The Chair's decision to include the item shall be final.

4.8 **Chair's Ruling**

Statements of Council Members made at meetings of the Members' Council shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be final.

4.9 **Voting**

4.9.1 Save as otherwise provided in the Constitution and/or the 2006 Act, if the Chair so determines or if a Council Member requests, a question at a meeting shall be determined by a majority of the votes of the Council Members present and voting on the question and, in the case of any equality of votes, the Chair shall have a casting vote.

4.9.2 All questions put to the vote shall, at the discretion of the Chair, be decided by a show of hands. A paper ballot may be used if a majority of the Council Members so request.

4.9.3 In no circumstances may an absent Council Member vote by proxy. Absence is defined as being absent at the time of the vote.

4.10 **Minutes**

4.10.1 The Minutes of the proceedings of a meeting shall be drawn up by the Trust Secretary and submitted for agreement at the next ensuing meeting where the Chair presiding at it will sign them.

4.10.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

4.11 **Attendance**

Council Members who are unable to attend a meeting shall notify the Secretary in advance of the Meeting so that their apologies may be submitted.

4.12 **Suspension of Standing Orders**

4.12.1 Except where this would contravene any statutory provision or any direction made by Monitor, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Council Members are present, there is a majority of Council Members who are members of the Public Constituency of the Trust, and that a majority of those present vote in favour of suspension.

4.12.2 A decision to suspend the Standing Orders shall be recorded in the minutes of the meeting.

4.12.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and Council Members.

4.12.4 No formal business may be transacted while Standing Orders are suspended.

4.12 **Variation and Amendment of Standing Orders**

These Standing Orders shall be amended only if:

(a) a notice of motion has been given; and

(b) no fewer than half the total number of Council Members voted in favour of amendment; and

- (c) at least two thirds of the total number of Council Members are present at the meeting; and
- (d) the variation proposed does not contravene a statutory provision or direction made by Monitor; and
- (e) Monitor has approved the amendment(s) in accordance with paragraph 38 of the Constitution.

4.14 Record of Attendance

The names of the Chair and Council Members present at the meeting shall be recorded in the minutes.

4.15 Quorum

- 4.15.1 No business shall be transacted at a meeting unless at least one third of the total number of Council Members entitled to vote are present at the meeting with the majority of Council Members from the Public Constituency.
- 4.15.2 If at any meeting there is no quorum present within 30 minutes of the time fixed for the start of the meeting, the meeting shall stand adjourned for five clear days and upon reconvening, those present shall constitute a quorum.
- 4.15.3 If a Council Member has been disqualified from participating in the discussion on any matter and/or from other voting on any resolution by reason of the declaration of a conflict of interest then he/she shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

5. Committees

- 5.1 Subject to any direction and/or guidance of Monitor, the Members' Council may and, if directed by Monitor, shall appoint committees of the Members' Council from time to time to assist it in the proper performance of its functions under the Constitution and the Regulatory Framework, consisting wholly or partly of members of the Members' Council and the Board of Directors.
- 5.2 A committee appointed under Standing Order 5.1 may, subject to such directions as may be given by Monitor or the Members' Council, appoint sub-committees consisting wholly or partly of members of the Members' Council and the Board of Directors.
- 5.3 These Standing Orders, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Members' Council with the term "Chair" to be read as a reference to the chair of the committee and the term "Member" to be read as a reference to a member of the committee as the context permits.
- 5.4 Each such committee shall have such terms of reference and powers and be subject to such conditions as the Members' Council shall decide and shall be in accordance with the Regulatory Framework and any direction or guidance issued by Monitor but the Members' Council shall not delegate to any committee any of the powers or responsibilities which are to be exercised by the Members' Council at a formal meeting.
- 5.5 Where committees are authorised to establish sub-committees they may not delegate their powers to the sub-committees unless expressly authorised by the Members' Council.
- 5.6 Where the Members' Council determines that persons who are neither Council Members, nor members of the Board of Directors nor Officers of the Trust, shall be appointed to a committee, the terms of such appointment shall be determined by the Members' Council subject to the payment of travelling expenses and other allowances being in accordance with such sum as may be determined by the Board of Directors or Monitor.

6. Declarations of Interests and Register of Interests

6.1 Declaration of Interests

- 6.1.1 The Regulatory Framework and the Constitution require each Council Member to disclose to the other Council Members:

- (a) any actual or potential interest, direct or indirect, which is relevant and material to the business of the Trust, as described in Standing Order 6.2.1; and
 - (b) any actual or potential pecuniary interest, direct or indirect, in any contract, proposed contract or other matter concerning the Trust, as described in Standing Orders 6.2.2 and 6.2.3; and
 - (c) any actual or potential family interest, direct or indirect, of which the Council Member is aware, as described in Standing Order 6.2.5.
- 6.1.2 Such a declaration shall be made either at the time of the Council Member's election or appointment or as soon thereafter as the interest arises, but within five clear days of becoming aware of the existence of that interest, and in such manner as the Trust Secretary may prescribe from time to time.
- 6.1.3 In addition, if a Council Member is present at a meeting of the Members' Council and has an interest of any sort in any matter which is the subject of consideration, he or she shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter.
- 6.1.4 Subject to Standing Order 6.2.4, if a Council Member has declared a pecuniary interest (as described in Standing Orders 6.2.2 and 6.2.3) he or she shall not take part in the consideration or discussion of the matter. At the time the interests are declared, they should be recorded in the Members' Council meeting minutes. Any changes in interests should be officially declared at the next relevant meeting following the change occurring.
- 6.1.5 This Standing Order 6 applies to any committee, sub-committee or joint committee of the Members' Council and applies to any member of any such committee, sub-committee, or joint committee (whether or not he or she is also a Council Member).
- 6.1.6 The interests of Council Members in companies likely or possibly seeking to do business with the NHS should be published in the Trust's Annual Report. The information should be kept up to date for inclusion in succeeding Annual Reports.

6.2 Nature of Interests

- 6.2.1 Interests which should be regarded as "relevant and material" are as follows and are to be interpreted in accordance with guidance issued by Monitor:
- (a) Directorships, including Non-Executive directorships held in private companies or public limited companies (with the exception of those of dormant companies); or
 - (b) ownership, part-ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS; or
 - (c) majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS; or
 - (d) a position of authority in a charity or voluntary organisation in the field of health and social care; or
 - (e) any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services; or
 - (f) any connection with an organisation, entity or company considering entering into or having entered into a financial agreement with the Trust, including but not limited to, lenders or banks.
- 6.2.2 A Council Member shall be treated as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:
- (a) the individual, or a nominee of the individual's, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or
 - (b) he or she is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration.
- 6.2.3 A Council Member shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

- (a) of his or her membership of a company or other body, if he or she has no beneficial interest in any securities of that company or other body; or
- (b) of an interest in any company, body or person with which he or she is connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Council Member in the consideration or discussion of or in voting on, any question with respect to that contract or matter; or
- (c) of any travelling or other expenses or allowances payable to a Council Member in accordance with the Constitution.

6.2.4 An interest in the securities of a company or other body shall for the purposes of sub-paragraph 6.2.3 (b) above be regarded as remote or insignificant if:

- (a) the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and
- (b) if the share capital is of more than one class, the total nominal value of shares of any one class in which he or she has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class.

6.2.5 A family interest is an interest of the spouse or partner or any parent, child, brother or sister of a Council Member which if it were the interest of that Council Member would be a personal interest or a pecuniary interest of the individual's.

6.2.6 If Council Members have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including General Practitioners should also be considered.

6.3 ***Exclusion in proceedings of the Members' Council***

6.3.1 Subject to Standing Order 6.2.3, if a Council Member disclosed an interest pursuant to Standing Order 6 to the other Council Members, he or she shall not take part in the consideration or discussion of the matter or vote on any question with respect to it. At the time the interests are declared, they should be recorded in the Members' Council meeting minutes. Any change in interests should be officially declared at the next relevant meeting following the change occurring.

6.3.2 During the course of a meeting, if a conflict of interest is established, the Council Member concerned should withdraw from the meeting and play no part in the relevant discussion or decision.

6.4 ***Register of Interests***

6.4.1 The Trust Secretary shall keep a Register of Interests of Council Members, which shall contain the names of each Council Member, whether he or she has declared any interest, and if so, the interest declared.

6.4.2 These details will be kept up to date by means of an annual review of the Register of Interest in which any changes to interests declared during the preceding twelve months will be incorporated.

6.4.3 The Register of Interest will be available to the public in accordance with the Constitution and the Chief Executive will take reasonable steps to bring the existence of the Register of Interest to the attention of the local population.

6.4.4 In establishing, maintaining and publicising the Register of Interest, the Trust shall comply with all guidance issued from time to time by Monitor.

7. **Standards of Business Conduct**

Each Council Member shall comply with the Trust's Code of Conduct and any guidance and directions issued by Monitor, in particular the NHS Foundation Trust Code of Governance.

8. **Appointments and Recommendations**

8.1 A Council Member shall not solicit for any person any appointment under the Trust or recommend any person for such appointment but this paragraph of this Standing Order shall not preclude

Members from giving written testimonial of a candidate's ability, experience or character for submission to the Trust in relation to any appointment.

- 8.2 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.
- 8.3 Candidates for any staff appointment under the Trust shall, when making such an application, disclose in writing to the Trust whether they are related to any Council Members or the holder of any office within the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them liable to instant dismissal.
- 8.4 The Chair and every Council Member shall disclose to the Chief Executive or his or her delegated officer any relationship between themselves and a candidate of whose candidature that Council Member or Officer is aware. It shall be the duty of the Chief Executive or his or her delegated officer to report to the Members' Council any such disclosure made.
- 8.5 On appointment, each Council Member should disclose to the Members' Council whether they are related to any other Council Member or holder of any office in the Trust.
- 8.6 Where the relationship to another Council Member is disclosed, Standing Order 6 shall apply.

9. Confidentiality

- 9.1 All Council Members shall abide by the Trust's policies on confidentiality and code of conduct.
- 9.2 A member of the Members' Council or an attendee on a committee of the Members' Council shall not disclose a matter dealt with by, or brought before, the Members' Council without its permission. or until the committee shall have reported to the Members' Council or shall otherwise have concluded on that matter.
- 9.3 A Council Member or other attendee at a committee shall not disclose any matter dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Members' Council or committee resolves that it is confidential.

10. Interface between the Members' Council and the Board of Directors

The Members' Council will cooperate with the Board of Directors as far as possible in order to comply with the Regulatory Framework in all respects and in particular in relation to matters set out in the Constitution. In the event of a dispute arrangements are set out in Annex 8, Appendix 2, paragraph 2.

11. Miscellaneous

- 11.1 The Trust Secretary shall provide a copy of these Standing Orders to each Council Member and endeavour to ensure that each Council Member understands his or her responsibilities within these Standing Orders.
- 11.2 If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Members' Council for action or ratification. All Council Members have a duty to disclose any non-compliance with these Standing Orders to the Chair as soon as possible.

12. Members' Council: Declarations

- 12.1 A member of a Public Constituency standing for election as Council Member must make a declaration for the purposes of Section 60(2) of the 2006 Act in the form specified below stating the particulars of his/her qualification to vote as a member and that he/she is not prevented from being a Council Member by virtue of paragraph 8 of Schedule 7 of the 2006 Act. It is an offence to knowingly or recklessly make a statement or declaration in respect of Section 60(2) of the 2006 Act which is false in material particular.
- 12.2 The specified form of declaration shall be set out on the nomination form referred to in the Model Election Rules at Annex 4 and shall state as follows:

"I, the above named candidate, consent to my nomination and agree to stand for election to the Members' Council in the constituency indicated in Section 1 of this form. I also declare that I am a member in that constituency.

I, the above named candidate, hereby declare that I am not:

- (a) a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;*
- (b) a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;*
- (c) a person who within the preceding 5 years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than 3 months (without the option of a fine) was imposed on him.*

I confirm that to the best of my knowledge, the information provided on (or in connection with) this form is accurate".

- 12.3 A Council Member elected to the Members' Council by the Public Constituency or Staff Constituency may not for the purposes of Section 60(3) of the 2006 Act vote at a meeting of the Members' Council unless within the period since his/her election, he/she has made a declaration in the form specified below stating which constituency he is a member of, and is not prevented from being a member of the Members' Council by paragraph 8 of Schedule 7 to the 2006 Act:

"I declare that I am a member of the Public Constituency or Staff Constituency and am eligible to vote at a meeting of the Members' Council, and that I am not debarred from voting by any of the provisions in paragraph 8 of Schedule 7 to the 2006 Act".

13. Nominated Lead Member

- 13.1 The Members' Council shall nominate one of its Council Members as the nominated lead Council Member.
- 13.2 The Nominated Lead Member shall provide his/her contact details to Monitor and continue to update Monitor and the Members' Council with their contact details as and when they change.
- 13.3 The role of the Nominated Lead Member is to facilitate direct communication between Monitor and the Members' Council in the limited circumstances where it may not be appropriate to communicate through the normal channels.
- 13.4 The Nominated Lead Member shall take steps to understand Monitor's role, the available guidance and the basis on which Monitor may take regulatory action.
- 13.5 In the event that an individual Council Member wishes to make contact with Monitor, this contact will be through the Nominated Lead Member.

**ANNEX 7 - STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF
THE BOARD OF DIRECTORS**
(Paragraph 26)

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Introduction

These Standing Orders for the practice and procedures of the Board of Directors are the standing orders referred to in paragraph 26 of the Constitution.

1. Interpretation

The definition and interpretation of words and expressions contained in these Standing Orders are as set out at paragraph 39 of the Constitution.

2 Composition of Board of Directors

2.1 Subject to Standing Order 2.2, the composition of the Board will be in accordance with the Constitution and will include:

- the non-executive Chair of the Trust;
- up to seven other Non-Executive Directors; and
- up to seven Executive Directors, including:
 - the Chief Executive (Accounting Officer);
 - the Finance Director;
 - a registered medical practitioner or a registered dentist;
 - a registered nurse or a registered midwife.

2.2 The Board of Directors shall at all times be constituted so that the number of Non-Executive Directors (excluding the Chair) equals or exceeds the number of Executive Directors.

3. Role of Members of the Board

The Board will function as a corporate decision-making body. Executive and Non-Executive Directors will be full and equal members of the Board. Their role as members of the Board will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

4. Meetings

4.1 *Calling of Meetings*

4.1.1 Ordinary meetings of the Board of Directors shall be held at regular intervals at such times and in such places as the Board of Directors may determine. Board meetings shall be held in private but the whole or any part of a meeting may be held in public if the Board so resolves.

4.1.2 The Chair may call a meeting of the Board at any time.

4.1.3 One third or more Directors of the Board may requisition a meeting in writing. If the Chair refuses, or fails, to call a meeting within seven clear days of a requisition being presented, the Directors signing the requisition may forthwith call a meeting.

4.2 *Notice of Meetings*

4.2.1 Before each meeting of the Board, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair or by an Officer of the Trust authorised by the Chair to sign on his/her behalf, shall be delivered to, or sent by post to the usual place of residence of every Director, so as to be available to them at least five clear days before the meeting save in the case of emergencies.

4.2.2 In the case of a meeting called by Directors in default of the Chair calling the meeting, the notice shall be signed by those Directors.

4.2.3 Failure to serve notice on more than three Directors will invalidate any meeting. A notice will be deemed to have been served 48 hours after it was posted.

4.2.4 Before any meeting of the Board which is to be held in public, a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's office at least three clear days before the meeting.

5. Agendas and Supporting Papers

Save in an emergency, an agenda shall be sent to each Director so as to arrive with each Director no later than 5 days in advance of each meeting and supporting papers, whenever possible, shall accompany the agenda. Minutes of the previous Meeting will be circulated with the papers for approval and this will be a specific agenda item.

6. Petition

Where a petition has been received by the Trust the Chair shall include the petition as an item for the agenda of the next meeting.

7. Motions

7.1 A member of the Board wishing to move or amend a motion shall send written notice of it to the Chair at least ten clear days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chair. This paragraph shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to Standing Order 7.5.

7.2 A motion or amendment once moved and seconded, may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

7.3 Notice of a motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months, shall bear the signature of the Director who gave it and also the signature of four other members of the Board. When the Board has disposed of any such motion it shall not be competent for any member of the Board, other than the Chair, to propose a motion to the same effect within six months; however the Chair may do so if he/she considers it appropriate.

7.4 The mover of a motion shall have the right of reply at the close of any discussion on the motion or any amendment thereto.

7.5 When a motion is under discussion or immediately prior to discussion it shall be open to a Director to move:

- (f) An amendment to the motion;
- (g) The adjournment of the discussion or the meeting;
- (h) That the meeting proceed to the next business;
- (i) The appointment of an ad hoc committee to deal with a specific item of business;
- (j) That the motion be now put.

No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

7.6 Emergency Motion

Subject to the agreement of the Chair and this Standing Order 7, a Director may give written notice of an emergency motion after the issue of the notice of meeting and agenda up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. At the Chair's discretion, the emergency motion shall be declared to the Board at the commencement of the business of the meeting as an additional item included on the agenda. The Chair's decision to include the item shall be final.

8. Voting

8.1 All questions put to the vote shall, at the discretion of the Chair, be decided by a show of hands. A paper ballot may be used if a majority of the Board of Directors present so request.

8.2 Save as provided in the Constitution, every question put to a vote at a meeting shall be determined by a majority of the votes of the Directors present and voting on the question.

- 8.3 In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.
- 8.4 In the case of an equal vote, the Chair or such other person presiding at the meeting shall have a second, and casting vote.

9. Attendance

Directors who are unable to attend a Meeting shall notify the Secretary in advance of the meeting in question so that their apologies may be submitted.

10. Quorum

- 10.1 The quorum of a meeting will be at least half of the whole number of members of the Board (including at least one Non-Executive Director and one Executive Director).
- 10.2 If a member of the Board has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest that person shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.
- 10.3 The requirement in Standing Order 10.1 above for a least one Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting.

11. Chair

The Chair is appointed in accordance with the Constitution (Annex 8 Appendix 4) and shall be responsible for the operation of the Board of Directors (and Members' Council), and chair all Board of Directors (and Members' Council) meetings when present.

12. Appointment of the Deputy Chair and Senior Independent Director

- 12.1 **Deputy Chair** - the Members' Council at a general meeting may appoint one of the Non-Executive Directors to be Deputy Chair.
- Where the Chair dies or ceases to hold office, or where he or she is unable to perform his or her duties as Chair owing to illness, conflict of interest or any other cause, the Deputy Chair shall act as Chair and perform the Chair's duties until a new Chair is appointed or the existing Chair resumes his or her duties, as the case may be.
- 12.2 **Senior Independent Director** - the Board (in consultation with the Members' Council) may appoint a Non-Executive Director as the Senior Independent Director who shall perform the role set out in the NHS Foundation Trust Code of Governance

13. Executive Directors

Executive Directors are appointed in accordance with the Constitution (Annex 8 Appendix 4) and shall exercise their authority within the terms of these Standing Orders, the Standing Financial Instructions and the Scheme of Reservation and Delegation.

14. Chief Executive

The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust and is the Accounting Officer for the Trust.

15. Finance Director

The Finance Director shall be responsible for the provision of financial advice to the Trust and for the supervision of financial control and accounting systems.

16. Non-Executive Directors

The Non-Executive Directors shall not be granted nor shall they seek to exercise any individual executive powers on behalf of the Trust.

17. Chair's ruling

The decision of the Chair of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and his or her interpretation of the Standing Orders and Standing Financial Instructions, at the meeting, shall be final.

18. Arrangements for the Exercise of Trust Functions by Delegation

18.1 *Scheme of Reservation and Delegation*

The Chief Executive shall prepare a Scheme of Reservation and Delegation identifying matters that shall be reserved and those to be delegated which shall be considered and approved by the Board.

18.2 *Delegation of Function to Committees, Officers or other bodies.*

Subject to the Regulatory Framework and such guidance, if any, as may be given by Monitor, the Board of Directors may make arrangements on behalf of the Trust for the exercise of any of its functions by a formally constituted committee, sub-committee, or an Officer of the Trust; in each case subject to such restrictions and conditions as the Board of Directors think fit.

18.3 *Delegation to Committees*

The Board shall agree from time to time to the delegation of executive powers to be exercised by committees, or sub-committees, which it has formally constituted in accordance with the Constitution, the Terms of Authorisation, binding guidance issued by Monitor and the 2006 Act. The Constitution and terms of reference of these committees, or sub-committees and their specific executive powers shall be approved by the Board in respect of its sub-committees.

18.4 *Scheme of Delegation*

The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals which shall be considered and approved by the Board. The Chief Executive may periodically propose any amendment to the Scheme of Delegation which shall be considered and approved by the Board.

18.5 *Delegation to Officers*

Those functions of the Trust which have not been retained as reserved by the Board or delegated to other committee or sub-committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions he/she will perform personally and shall nominate Officers to undertake the remaining functions for which he/she will still retain accountability to the Trust.

18.6 *Discharge of the Direct Accountability*

Nothing in the Scheme of Reservation and Delegation shall impair the discharge of the direct accountability to the Board of the Finance Director to provide information and advise the Board in accordance with statutory requirements or any requirements of Monitor.

18.7 *Duty to report non-compliance with Standing Orders and Standing Financial Instructions*

If for any reason these Standing Orders are not complied with, full details of the non-compliance, and the circumstance around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification. All members of the Board and Officers have a duty to disclose any non-compliance with these Standing Orders to the Trust Secretary as soon as possible.

19. Appointment of Committees and Sub-Committees

19.1 *Appointment of Committees and Sub-Committees*

Subject to the paragraph 3.3 of the Constitution and such directions and guidance as may be issued by Monitor from time to time, the Board may appoint committees of the Board consisting of one or more members of the Board.

A committee appointed under this Standing Order may, subject to such directions and guidance as may be issued by Monitor or the Board, appoint sub-committees.

19.2 *Applicability of Standing Orders and Standing Financial Instructions to Committees and Sub-Committees*

The Standing Orders and Standing Financial Instructions of the Trust, as far as applicable, shall as appropriate apply to meetings and any committees and sub-committees established by the Board. In which case the term "Chair" is to be read as a reference to the Chair of the committee or sub-committee as the context permits, and the term "member of the Board" is to be read as a reference to a member of the committee or sub-committee also as the context permits.

19.3 *Delegation of powers by Committees to Sub-Committees*

Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committees unless expressly authorised by the Board.

19.4 *Terms of Reference of Committee*

Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions as the Board shall decide. Such terms of reference shall be in accordance with the Regulatory Framework and any directions and guidance issued by Monitor.

19.5 *Approval of Appointments to Committees*

Subject to Standing Order 19.6, the Board shall approve the appointments to each of the committees which it has formally constituted.

19.6 *Appointments for Statutory Functions*

Where the Board is required by the Constitution, by any applicable statute or regulations or by any directions or guidance issued by Monitor to appoint persons to a committee to undertake statutory functions, and where such appointments are to operate independently of the Board, such appointments shall be made in accordance with the Constitution or such applicable statute or regulations or such directions or guidance issued by Monitor.

19.7 *Committees established by the Board*

The committees established by the Board are:

19.7.1 Audit & Assurance Committee;

19.7.2 Remuneration and Nominations Committee;

19.7.3 Charitable Funds Committee; and

19.7.4 where so required, a committee to act as a joint special committee with a committee of the Members' Council for the purpose of resolving disputes between the Members' Council and the Board in accordance with the Dispute Resolution Procedure.

19.8 *Other Committees and Sub-Committees*

The Board may also establish such other committees and sub-committees as required to discharge the Board's responsibilities.

20. *Declarations of Interest and Register of Interests*

The Constitution, the 2006 Act and the Code of Conduct and Accountability require Directors to declare interests which are relevant and material to the NHS board of which they are a director. All existing Directors should declare such interests. Any Directors appointed subsequently should do so on appointment.

The principles as set out for Members in Annex 6 paragraph 6 apply equally to members of the Board of Directors with the term "Members' Council" to be read as a reference to the Board and the term "Member" to be read as a reference to a member of the Board as the context permits.

21. *Custody of Seal*

The Common Seal of the Trust shall be kept by the Trust Secretary in a secure place.

22. *Register of Sealing*

An entry of every sealing shall be made and numbered consecutively in a register provided for that purpose recording the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealings shall be made to the Board at least quarterly. (The report shall contain details of the seal number, a description of the document and the date of sealing).

23. *Sealing of Documents*

The Common Seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board which expression includes, by virtue of the resolution of the

Board adopting these Standing Orders, documents approved for sealing by the Chair and either the Chief Executive or another Executive Director.

24. Signature of Documents

The Chief Executive or nominated officers shall be authorised, by resolution of the Board, to sign on behalf of the Trust any agreement or other document not requested to be executed as a deed, the subject matter of which has been approved by the Board or any committee or sub-committee with delegated authority.

25. Suspension of Standing Orders

Except where this would contravene any statutory provision, or guidance issued by Monitor any one or more of the Standing Orders may be suspended at any meeting, provided the meeting is quorate.

26. Confidentiality

All Members of the Board of Directors shall abide by the Trust's policies on confidentiality and code of conduct.

27. Interface Between the Board of Directors and the Members' Council

The Board will cooperate with the Members' Council as far as possible in order to comply with the Regulatory Framework in all respects and in particular in relation to matters set out in the Constitution. In the event of a dispute arrangements are set out in Annex 8, Appendix 2, paragraph 2.

28. Standing Orders to be given to Members of the Board and Officers

It is the duty of the Chief Executive to ensure that existing members of the Board and Officers and all new appointees are notified of and understand their responsibilities within Standing Orders and Standing Financial Instructions. Updated copies shall be issued to staff designated by the Chief Executive.

ANNEX 8 – FURTHER PROVISIONS

Appendix 1 - Membership

1. Membership

1.1 Representative Membership

1.1 The Trust shall at all times strive to ensure that, taken as a whole, its actual membership is representative of those eligible for membership. To this end:

The Trust shall at all times have in place and pursue a membership strategy which shall be approved by the Members' Council and shall be reviewed by them from time to time and at least every three years.

1.2 The Members' Council shall present to each annual members meeting:

- (a) A report on steps taken to secure that, taken as a whole, the actual membership of its constituencies and the classes of constituencies is representative of those eligible for such membership;
- (b) The progress of the membership strategy;
- (c) Any changes to the membership strategy.

2. Membership Criteria

2.1 Disqualification from membership of the Trust

- 2.1.1 A person may not be a member of the Trust if they are under 16 years of age.
- 2.1.2 A person may not become or remain a member of the Trust if he/she has demonstrated aggressive or violent behaviour at any hospital and following such behaviour he/she has been asked to leave, has been removed or excluded from any hospital in accordance with the relevant Trust policy for withholding treatment from violent/aggressive patients.
- 2.1.3 A person may not become or remain a member of the Trust if they have been confirmed as a 'vexatious complainant' in accordance with the relevant Trust policy for handling complaints.
- 2.1.4 Any person involved in an incident of violence against Trust's hospitals, facilities, employees, or registered volunteers. Particularly 'Red Carded' patients ('Excluded patients' who are violent or abusive) under Trust's Procedure for Care Policy.
- 2.1.5 A person may not become or remain a member of the Trust if they have been removed as a member from another NHS Foundation Trust.
- 2.1.6 A person may not become or remain a member of the Trust if they are deemed to have acted in a manner contrary to the interests of the Trust.
- 2.1.7 Where the Trust is on notice that a member may be disqualified from membership, or may no longer be eligible to be a member the Secretary shall give the member 14 days' written notice to show cause why his/her name should not be removed from the register of members. On receipt of any such information supplied by the member, the Secretary may, if he/she considers it appropriate, remove the Member from the register of members. In the event of any dispute the Secretary shall refer the matter to the Members' Council to determine.
- 2.1.8 All members of the Trust shall be under a duty to notify the Secretary of any change in their particulars, which may affect their entitlement as a member.

2.2 Expulsion from membership of the Trust

A member may be expelled by a resolution approved by not less than two-thirds of the members of the Members' Council present and voting at a meeting of the Members' Council. The following procedure is to be adopted:

- (a) Any member may complain to the Secretary that another member has acted in a way detrimental to the interests of the Trust, or is otherwise disqualified as set out in paragraph 2 above.

(b) If a complaint is made, the Members' Council may itself consider the complaint, having taken such steps as it considers appropriate, to ensure that each member's point of view is heard and may either:

- i) dismiss the complaint and take no further action; or
- ii) arrange for a resolution to expel the member complained of to be considered at the next meeting of the Members' Council.

2.3 Termination of Membership

A member shall cease to be a member on:

- 2.3.1 death;
- 2.3.2 resignation by notice in writing to the Secretary;
- 2.3.3 ceasing to fulfil the requirements of paragraphs 6 or 7 of the Constitution, as the case may be.

3. Voting at Members' Council elections

- 3.1 A member may not for the purpose of Section 60(1) of the 2006 Act, vote at an election for a public Council Member or staff Council Member unless within the period specified he has made a declaration in the specified form stating the particulars of his qualification to vote as a member of a constituency, or class, or Area within a constituency for which an election is being held. No member may make a statement of declaration which is false in material particular; this is an offence in respect of Section 60(1) of the 2006 Act for public members and Trust procedures apply for staff members.

Annex 8: Appendix 2

Dispute Resolution Procedures

1. Dispute: General

1.1 In the event of an unresolved dispute, which arises out of this Constitution between the Trust and:

- (a) a member; or
- (b) any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or
- (c) any person bringing a claim under this Constitution; or
- (d) an office-holder of the Trust.

The issue is to be submitted to an arbitrator agreed by the parties. The arbitrator's decision will be binding and conclusive on all parties.

1.2 Any person bringing a dispute must, if required to do so, deposit with the Foundation Trust a reasonable sum (not exceeding £250) to be determined by the Members' Council and approved by the Secretary. The arbitrator will decide how the costs of arbitration will be paid and what should be done with the deposit.

2. Dispute: Members' Council and the Board of Directors

In the event of dispute between the Members' Council and the Board of Directors:

- 2.1 In the first instance the Chair on the advice of the Trust Secretary, and such other advice as the Chair may see fit to obtain, shall seek to resolve the dispute;
- 2.2 If the Chair is unable to resolve the dispute he/she shall refer the dispute to the Trust Secretary who shall appoint a joint special committee constituted as a committee of the Board of Directors and a committee of the Members' Council, both comprising equal numbers, to consider the circumstances and to make recommendations to the Members' Council and the Board of Directors with a view to resolving the dispute;
- 2.3 If the recommendations (if any) of the joint special committee are unsuccessful in resolving the dispute, the Chair may refer the dispute back to the Board of Directors who shall make the final decision.
- 2.4 Where a Council Member is declared ineligible or disqualified from office or his term of office as a Council Member has been terminated (otherwise than as a consequence of his own resignation) and that person disputes the decision, he shall as soon as reasonably practicable be entitled to refer the matter to an independent assessor agreeable to both parties who will consider the evidence and conclude whether the proposed removal is reasonable or otherwise.

Annex 8: Appendix 3

Legal Issues

1. Indemnity Insurance

The Trust may purchase indemnity insurance cover for Council Members, Directors and the Trust Secretary, who have acted honestly and in good faith. They will not be required to meet out of their personal resources, any personal civil liability incurred in the execution or purported execution of their functions save where they have acted recklessly.

2. Checking Process: Council Members and Non Executive Directors

Council Members and Non Executive Directors will be subject to a checking process at the time of election/appointment, this will involve Criminal Records Bureau (CRB) checks and a medical undertaken by the Trust's Occupational Health Department. NB: Executive Directors undergo these checks as part of the Trust recruitment process.

3. Review of Trust Documents

As part of its commitment to good governance, the Trust will undertake regular reviews of all its documentation. Any change/amendment will be considered by the appropriate Board/Committee within the Trust and be submitted to Monitor where appropriate.

4. Amendment of the Constitution

Subject to paragraph 38 of the Constitution, the Trust may make amendments to this Constitution with the approval of Monitor.

No proposal for the amendment of this Constitution shall be put before Monitor unless it has been approved by the Board of Directors who shall have consulted with the Members' Council before so doing save that any amendment to the Members' Council Standing Orders shall also require the provisions in Annex 6, paragraph 4.12 to be met

5. Interpretation

In the event of a question arising about any ambiguity, meaning or internal inconsistency within this Constitution or about any matter not provided for by the Constitution the Board shall have jurisdiction to determine that question and its decision shall be binding.

Annex 8: Appendix 4

Appointment of Chair and Non-executive Directors

1.1 Initial (first) Appointments

The Members' Council shall appoint as the initial Chair and Non-Executive Directors of the Trust, the chair and non-executive directors of the Applicant NHS Trust for the un-expired period of their respective terms of office as chair or non-executive director of the Applicant NHS Trust, or twelve months whichever is the longer unless they notify the Members' Council that they do not wish to be appointed.

1.2 Arrangements for Appointments after Initial (first) Appointment

Subject to the provisions of paragraph 1.1 of Appendix 4 above, the process for appointing new Non-Executive Directors and the Chair will be as follows:

- 1.2.1 subject to paragraphs 1.2.2, the Chair and other Non-Executive Directors are to be appointed by the Members' Council following a process of open competition. Subject to Paragraph 2 below, the current Chair or a Non-Executive Director may stand for reappointment.
- 1.2.2 on the first renewal of the appointment of a Non-Executive Director, the Members' Council will appoint a Nominations Committee to determine whether the retiring Non-Executive Director may be reappointed without a process of open competition. If the Nominations Committee does not consider the reappointment appropriate, then a suitable replacement will be identified in accordance with paragraphs 1.2.3 and 1.2.4 below;
- 1.2.3 six months before the end of the term of office of the Chair or a Non- Executive Director (as the case may be), the Members' Council will appoint a Nominations Committee to seek a suitable replacement. The Nominations Committee will be constituted in accordance with paragraphs 1.2.5 and 1.2.6 below;
- 1.2.4 notwithstanding the provisions of paragraph 1.2.3 above, the Nominations Committee shall seek, by way of open advertisement and other means, candidates for office and assess and select for interview such candidates as are considered appropriate and in doing so the Committee shall be at liberty to seek advice and assistance from persons other than members of the Committee, including (without limitation) the Members' Council and the Board of Directors;
- 1.2.5 the Nominations Committee will make recommendations to the Members' Council, including recommendations about pay (consulting external professional advisers to market-test the remuneration levels of the Chair and other Non-Executive Directors at least once every three years and when they intend to make a material change to the remuneration of a Non-Executive Director), and it is the Members' Council who shall resolve in a general meeting to appoint such candidate or candidates (as the case may be) as it considers appropriate and in reaching its decision it shall have regard to the views of the Board of Directors and of the Nominations Committee as to the suitability of the available candidates and the remuneration and allowances and other terms and conditions of office;
- 1.2.6 the Nominations Committee for the Chair will consist of three Public Members, one Staff Member, and one appointed Council Member. If the number of Council Members prepared to serve on the Nominations Committee is greater than the number of places available, the committee members will be selected by election by their peer Council Members. In the case of the nomination and selection of the Chair, the Nominations Committee shall be chaired by the Deputy Chair. Each member of the Nominations Committee will have one vote in terms of voting on making a recommendation to the Members' Council as to potential candidates for appointment;
- 1.2.7 the Nominations Committee for the Non-Executive Directors will consist of the Chair, one Public Member, one Staff Member, and one appointed Council Member. The Chief Executive will attend in an advisory capacity only. If the number of Council Members prepared to serve on the Nominations Committee is greater than the number of places available, the committee members will be selected by election by their peer Council Members. The Chair will chair the Nominations Committee. Each member of the

Nominations Committee will have one vote in terms of voting on making a recommendation to the Members' Council as to potential candidates for appointment;

- 1.2.8 the Nominations Committees constituted under paragraphs 1.2.5 and 1.2.6 above will be supported by appropriate advice from the Trust's Director for Human Resources;
 - 1.2.9 all appointments will be made in accordance with the Human Resources policies of the Trust.
- 1.3 The Members' Council will not consider nominations for membership of the Board of Directors other than those made by the appropriate Nominations Committee.

2. Term of Office of Chair and Non-Executive Directors

- 2.1 Subject to Paragraph 1.1 above, Non-Executive Directors, including the Chair, shall be appointed by the Members' Council for specified terms at intervals of no more than three (3) years. Any term beyond six (6) years (e.g. two three year terms) shall be subject to particularly rigorous review and shall take into account the need for progressive refreshing of the Board. Non-Executive Directors may in exceptional circumstances serve longer than six (6) years but in such circumstances shall be subject to annual re-appointment.

**AUTHORISATION OF UNIVERSITY HOSPITAL SOUTHAMPTON NHS FOUNDATION
TRUST**

Schedule 2

Mandatory Goods and Services

Year: 2011-12

Code	Specialty	Emergency Spells	Elective Spells	Day case Spells	A&E Attendances	Outpatient Attendances	Critical Care Bed Days	Non-emergency Spells	OPPROC Treatments	Exclusions Spells	Reg att Attendances	XBD Bed Days	Direct access Tests	RADFRA Treatments	Unbundled Tests	Other (B) Spells
100	General surgery	3,927	2,400	803	-	9,595	-	52	115	37	1	2,329	-	-	-	457
101	Urology	528	2,958	-	-	5,870	-	6	324	-	-	376	-	-	-	67
110	Trauma and orthopaedics	2,679	3,470	128	-	29,337	-	51	38	2	-	2,185	-	-	-	390
120	Ear, nose and throat (ENT)	844	1,238	-	-	6,426	-	18	6,372	-	-	261	-	-	-	73
130	Ophthalmology	400	3,943	-	18,875	40,102	-	10	18,978	1,631	4	328	-	-	-	2
140	Oral surgery	366	1,472	-	-	4,540	-	3	468	32	-	518	-	-	-	1
141	Restorative dentistry	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
142	Paediatric dentistry	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
143	Orthodontics	-	-	-	-	4,296	-	-	-	-	-	-	-	-	-	-
145	Oral and maxillofacial surgery	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
146	Endodontics	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
147	Periodontics	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
148	Prosthodontics	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
149	Surgical dentistry	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
150	Neurosurgery	947	1,731	-	-	5,078	-	335	479	62	-	1,519	-	-	-	817
160	Plastic surgery	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
170	Cardiothoracic surgery	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
171	Paediatric surgery	832	1,824	-	-	3,254	-	163	-	-	1	889	-	-	-	54
180	Accident and emergency (A&E)	10,622	1	-	84,062	-	-	-	-	-	-	1,699	-	-	-	15
190	Anaesthetics	-	-	-	-	125	-	-	-	-	-	-	-	-	-	-
192	Critical care medicine	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
200	ITU	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
210	HDU	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
300	General medicine	7,997	2,753	1,279	-	5,507	-	60	412	5	5	8,933	-	-	-	218
301	Gastroenterology	80	868	7	-	5,961	-	1	175	18	1	320	-	-	-	12
302	Endocrinology	-	96	-	-	2,879	-	-	-	-	-	-	-	-	-	-
303	Clinical haematology	140	3,840	-	-	6,579	-	-	-	65	-	662	-	-	-	86
304	Clinical physiology	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
305	Clinical pharmacology	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
310	Audiological medicine	-	-	-	-	-	-	-	-	-	-	-	31,389	-	-	-
311	Clinical genetics	2	-	-	-	52	-	-	-	2,888	-	-	-	-	-	-
312	Clinical cytogenetics and molecular genetics	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
313	Clinical immunology and allergy	-	422	-	-	2,338	-	-	-	-	-	-	-	-	-	-
314	Rehabilitation	1	-	-	-	328	-	-	-	-	-	-	-	-	-	551
315	Palliative medicine	-	-	-	-	-	-	-	-	41,040	-	-	-	-	-	249
320	Cardiology	1,783	2,239	-	-	7,371	-	340	8,132	-	-	1,429	-	-	-	1,424
321	Paediatric cardiology	119	401	-	-	1,555	-	17	1,022	-	-	212	-	-	-	394
330	Dermatology	14	971	-	-	11,711	-	2	5,567	-	-	4	-	-	-	-
340	Thoracic medicine	192	3,852	1	-	7,855	-	4	15	678	-	490	-	-	-	11
350	Infectious diseases	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
352	Tropical medicine	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
360	Genito-urinary medicine	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
361	Nephrology	22	159	-	-	2,361	-	2	-	-	-	155	-	-	-	2
370	Medical oncology	977	1,945	-	-	12,747	-	23	2	-	-	475	-	-	-	283
371	Nuclear medicine	-	-	-	-	-	-	-	-	-	-	290	-	-	-	-
400	Neurology	208	945	-	-	14,700	-	60	88	19	4	583	-	-	-	99
401	Clinical neurophysiology	-	-	-	-	3,459	-	-	-	-	-	929	-	-	-	-
410	Rheumatology	13	1,561	-	-	7,181	-	-	10	-	-	8	-	-	-	-
420	Paediatrics/SCBU	5,550	870	-	-	3,567	-	58	15	828	2	1,578	-	-	-	63
421	Paediatric neurology	53	176	-	-	1,784	-	8	2	-	-	274	-	-	-	49
430	Geniatric medicine	2,777	40	-	-	527	-	38	8	-	-	6,355	-	-	-	11
450	Dental medicine	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
460	Medical ophthalmology	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
501	Gynaecology	9	4	-	-	8,171	-	-	7,348	211	-	929	-	-	-	3
502	Gynaecology	777	3,168	-	-	22,067	-	19	3,280	-	-	475	-	-	-	1
560	Midwifery	8	-	-	-	8,671	-	2,273	-	-	-	46	277	-	-	-
600	General medical practice	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
601	General dental practice	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
700	Learning disability (previously known as mental handicap)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
710	Mental illness	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
711	Child and adolescent psychiatry	-	53	-	-	784	-	-	-	1,903	18	-	-	-	-	-
712	Forensic psychiatry	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
713	Psychotherapy	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
715	Old age psychiatry	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
800	Clinical oncology (previously Radiotherapy)	388	1,095	-	-	14,239	-	9	0	289	-	855	-	44,306	535	-
810	Radiology	-	2	-	-	-	-	-	-	-	-	-	-	-	-	-
820	General ophthalmology	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
821	Blood transfusion	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
822	Chemical pathology	-	-	-	-	998	-	-	-	-	-	-	-	-	-	-
823	Haematology	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
824	Histopathology	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
830	Immunopathology	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
831	Medical microbiology	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
900	Community medicine	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
901	Occupational medicine	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
902	Community health services - dental	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
903	Public health medicine	-	-	-	-	-	-	-	-	-	-	-	3,028,141	-	-	-
904	Public health dental	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
950	Human eye clinic	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
960	Allied Health Professional Episode	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
103	Breast Surgery	9	622	15	-	6,348	-	-	10	-	-	41	-	-	-	-
107	Vascular Surgery	268	330	-	-	2,323	-	21	0	-	-	350	-	-	-	39
144	Maxillo-Facial Surgery	34	19	-	-	1	-	1	-	-	-	2	-	-	-	1
172	Cardiac Surgery/Coronary Care	431	1,195	-	-	533	-	402	1,358	2,833	-	1,218	-	-	-	306
173	Thoracic Surgery	144	965	-	-	928	-	107	145	-	-	115	-	-	-	72
191	Pain Management	-	26	-	-	302	-	-	2,285	-	-	-	-	-	-	-
211	Paediatric Urology	19	38	-	-	1,023	-	7	1	-	-	-	-	-	-	-
214	Paediatric Trauma And Orthopaedics	596	1,135	3	-	14,854	-	12	-	-	-	207	-	-	-	45
251	Paediatric Gastroenterology	8	382	-	-	2,825	-	2	-	2	-	34	-	-	-	2
252	Paediatric Endocrinology	1	17	-	-	1,487	-	-	-	-	-	-	-	-	-	-
253	Paediatric Clinical Haematology	49	943	-	-	209	-	5	-	-	-	46	-	-	-	175
255	Paediatric Clinical Immunology And Allergy	2	149	-	-	1,722	-	-	5	-	-	-	-	-	-	-
257	Paediatric Dermatology	7	25	-	-	1,248	-	-	-	-	-	-	-	-	-	-
258	Paediatric Respiratory Medicine	10	119	-	-	1,473	-	2	-	-	-	19	-	-	-	2
259	Paediatric Nephrology	52	1,207	-	-	1,647	-	11	4	17	-	79	-	-	-	846
260	Paediatric Medical Oncology	46	2,013	-	-	22	-	9	-	-	-	83	-	-	-	711
265	Hematology	43	699	-	-	3,303	-	5	-	-	1,055	22	-	-	-	21
307	Diabetic Medicine	-	-	-	-	1,318	-	-	-	-	-	-	-	-	-	-
309	Haemophilia	-	-	-	-	13	-	-	-	58	-	-	-	-	-	-
317	Allergy	-	-	-	-	1,508	-	-	-	-	-	-	-	-	-	-
422	Neonatology	119	1	-	-	55	11,064	669	-	-	-	325	-	-	-	8
811	Interventional Radiology	344	1,162	-	-	-	-	32	-	-	1	2,494	-	-	-	22
812	Diagnostic Imaging	1	6	-	-	-	-	-	-	994	-	-	54,111	-	-	3,935
850	Physiotherapy	-	-	-	-	24,020	-	-	-	-	-	-	-	-	-	-
864	Dietetics	-	-	-	-	87	-	-	-	-	-	-	394	-	-	-
908	Fetal Medicine	-	-	-	-	-	-	-	-	2,335	-	-	-	-	-	-
998	Medical Physics	-	-	-	-	-	-	-	-	-	-	-	2,733	-	-	-
Assessment Clinic	Assessment Clinic	-	-	-	-	-	-	-	-	775	-	-	-	-	-	-
ICU	Critical Care Grouped	-	-	-	-	-	34,938	-	-	-	-	-	-	-	-	-
XCF/XCS	Cystic Fibrosis	-	-	-	-	-	-	-	-	2,576	-	-	-	-	-	-
XCP	Chest Pain Clinic	-	-	-	-	1,623	-	-	-	-	-	-	-	-	-	-
XOP	COPD Community Outpatients SL1	-	-	-	-	188	-	-	-	-	-	-	-	-	-	-
Total		44,651	65,688	2,236	102,937	353,370	45,999	12,169	81,330	68,963	1,089	39,680	3,117,336	44,306	12,032	-

**AUTHORISATION OF UNIVERSITY HOSPITAL SOUTHAMPTON NHS FOUNDATION
TRUST**

Schedule 3

Mandatory Education and Training

WORKSHEET 1

[illegible]

Makes	<p>This check is for mandatory services. Therefore the applicant should include only services for third parties where a contract has been signed (if it is understood to be going to be signed) with the relevant commission or other third parties.</p> <ol style="list-style-type: none"> 1. Specially commissioned body or third party e.g. VEC 2. Specially authorised body e.g. academy, e.g. a university 3. Specially contracted length in years 4. Specially expiry date of contract 5. Specially student group for which the education/training is to be 6. Specially type of training 7. Specially student number 8. Specially fee. Amount stated value in Euros
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**AUTHORISATION OF UNIVERSITY HOSPITAL SOUTHAMPTON NHS FOUNDATION
TRUST**

Schedule 4

Private Health Care

AUTHORISATION OF UNIVERSITY HOSPITAL SOUTHAMPTON NHS FOUNDATION TRUST

PRIVATE HEALTH CARE

In 2002/03 the proportion of the total patient income derived from private health charges was 2.0%. Pursuant to section 44 of the Act and Condition 10 of this Authorisation the proportion of total income of the Trust in any financial year derived from private charges shall not be greater than 2.0%.

DEFINITION:

Private patient income

Total patient
related income

**AUTHORISATION OF UNIVERSITY HOSPITAL SOUTHAMPTON NHS FOUNDATION
TRUST**

Schedule 5

Limit on Borrowing

**AUTHORISATION OF UNIVERSITY HOSPITAL SOUTHAMPTON NHS FOUNDATION
TRUST**

PRUDENTIAL BORROWING LIMIT

Pursuant to section 46 of the Act and the Prudential Borrowing Code, the Prudential Borrowing Limit for the year 2011/12 is the sum of the following:

- (i) Maximum cumulative long term borrowing (Tier 1): £56.9 million;
- and
- (ii) Approved working capital facility: not to exceed £39 million.

**AUTHORISATION OF UNIVERSITY HOSPITAL SOUTHAMPTON 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.

Schedule 6

Mandatory Information Provision (Edition: September 2011)

Last updated: 16 September 2011

Approval Number	Requester	Information Request	Valid from	Valid to*	Collection Frequency	Required from
Ongoing Collections						
ROCR/OR/0015/FT6/001	DH	In-patients detained in hospital and patients on supervised community treatment under the MH Act 1983	01-Dec-04	Interim	Annual	Mental Health Trusts
ROCR/OR/0017/FT6/002	DH	Mental Health Minimum Dataset (MHMD)	01-Dec-04	17-Oct-11	Annually	Mental Health trusts
ROCR/OR/0018/FT6/002	DH	National Cancer Dataset Waiting Times Subset	01-Dec-04	Interim	Quarterly	Acute Trusts
ROCR/OR/0037/FT6/006MAND	DH	Mandatory Surveillance of Healthcare Associated Infection	01-Jan-04	05-Sep-12	Annual	Acute Trusts
ROCR/OR/0042/FT6/008	DH	Estates Return Information Collection (ERIC) [FT Version Only]	01-Dec-04	21-Mar-12	Annual	Acute Trusts and Mental Health Trusts
ROCR/OR/0064/FT6/003	DH	KC65 - Colposcopy clinics, referrals, treatments and outcomes	01-Dec-04	Interim	Annual	Acute Trusts
ROCR/OR/0067/FT6/010	DH	Emergency Pressures - Situation Report (SITREP) (Updated weekly version only)	01-Dec-04	Interim	Weekly	Acute Trusts
ROCR/OR/0071/FT6/006	DH	Reference Costs Database	01-Dec-04	Interim	Annual	Acute Trusts and Mental Health Trusts
ROCR/OR/0076/FT6/003	DH	KC61 Pathology Laboratories Cervical Cytology and Outcomes	01-Apr-07	Interim	Annual	Acute Trusts
ROCR/OR/0080/FT6/003MAND	DH/HPA	Summary of Genito-Urinary Medicine Clinics (GUMCAD)	01-Dec-04	22-Jun-12	Quarterly	Acute Trusts
ROCR/OR/0084/FT6/002MAND	DH	Quarterly Monitoring Accident and Emergency (QMAE)	01-Dec-04	Interim	Quarterly	Acute Trusts
ROCR/OR/0085/FT6/008	DH	Annual HCHS medical and dental workforce census	01-Dec-04	Interim	Annual	Acute Trusts and Mental Health
ROCR/OR/0086/WEIS/FT6/009	DH	Annual HCHS non-medical workforce census	01-Dec-04	Interim	Annual	Acute Trusts and Mental Health Trusts
ROCR/OR/0110/FT6/003	DH	Central Alerting System (Safety Alert Broadcast Register)	01-Dec-04	Interim	As required	Acute Trusts and Mental Health Trusts
ROCR/OR/0117/FT6/002	DH	Defects and Failure reporting system	01-Dec-04	Interim	As required	Acute Trusts and Mental Health Trusts
ROCR/OR/0129/FT6	Monitor	Annual Plan	01-Dec-04	31-Dec-11	Annual	Acute Trusts and Mental Health Trusts
ROCR/OR/0130/FT6	Monitor	Annual Accounts (unaudited)	01-Dec-04	31-Dec-11	Annual	Acute Trusts and Mental Health Trusts
ROCR/OR/0131/FT6	Monitor	Audited annual accounts/report	01-Dec-04	31-Dec-11	Annual	Acute Trusts and Mental Health Trusts
ROCR/OR/0132/FT6	Monitor	Reconciliation between annual plan and audited accounts	01-Dec-04	31-Dec-11	Annual	Acute Trusts and Mental Health Trusts
ROCR/OR/0133/FT6	Monitor	Quarterly Financials	01-Dec-04	31-Dec-11	Depends on risk	Acute Trusts and Mental Health Trusts
ROCR/OR/0134/FT6	Monitor	Exception Reports	01-Dec-04	31-Dec-11	As required	Acute Trusts and Mental Health Trusts
ROCR/OR/0163/FT6/002	DH	Critical Care Minimum Data Set	09-Nov-05	Interim	Weekly	Acute Trusts
ROCR/OR/0168/FT6/003	DH	Diagnostics Waiting Times & Activity Data Collection (DM01/DiagCens)	09-Mar-06	Interim	Monthly	Acute Trusts
ROCR/OR/0184/FT6/001	DH	Neonatal Critical Care Minimum Dataset (NCCMDS)	01-Jun-09	Interim	As required	Acute Trusts
ROCR/OR/0186/FT6/003	DH	Referral to Treatment (RTT) - Data to support delivery of 18 weeks	01-Apr-07	Interim	Monthly	Acute Trusts and Mental Health Trusts
ROCR/OR/0198/FT6/001MAND	DH	Integrated Drug Treatment System for prisons Clinical Activity	03-Apr-07	Interim	Annual	Mental Health Trusts
ROCR/OR/0220/FT6/001	DH	National Cancer Registration Dataset	01-Jan-08	Interim	Monthly	Acute Trusts
ROCR/OR/0222/FT6/002	DH	Emergency Continuity Business Preparedness (formally part of ERIC)	01-Jan-08	14-Dec-11	Annual	Acute Trusts and Mental Health Trusts
ROCR/OR/0230/FT6/MAND	DH	Quarterly Monitoring Cancelled Operations (QMCO)	01-Dec-04	Interim	Quarterly	Acute Trusts
ROCR/OR/0276/FT6/000	DH	Venous Thromboembolism (VTE) Prevention	24-Mar-10	31-Jul-12	As required	Acute Trusts
ROCR/OR/2079/FT6/001MAND	DH	Accident & Emergency Clinical Quality Indicators	03-Feb-11	02-Feb-12	Quarterly	Acute Trusts
ROCR/OR/0281/FT6/000MAND	DH	Mixed Sex Accommodation (MSA) Monthly Return	09-Jun-11	30-Nov-11	Monthly	Acute Trusts and Mental Health
ROCR/OR/2081/FT6/001PMAN	DH	Child and Adolescent Mental Health Services (CAMHS) Dataset	15-Feb-11	14-Feb-12	Monthly	Mental Health trusts
ROCR/OR/2087/FT6/001PMAN	DH	Community Information Dataset	01-Jan-12	31-Dec-12	Monthly	Trusts with Community services
ROCR/OR/2089/FT6/001MAND	DH	KA34 Performance and Clinical Quality Indicators for ambulance services	05-May-11	04-May-12	Monthly	Ambulance Trusts
ROCR/OR/2090/FT6/001MAND	DH	NHS Cancer Patients' Experience Survey 1112	05-May-11	06-May-12	Annual	Acute Trusts
ROCR/OR/2095/FT6/001STAT	DH	Abortion statistics	01-Jun-11	01-Jun-12	Monthly	Acute Trusts
ROCR/OR/2099/FT6/001MAND	DH	Surplus Land for Housing	12-Dec-08	21-Jul-12	Annual	Acute Trusts and Mental Health Trusts
ROCR/OR/2100/FT6/001MAND	DH	National Drug Treatment Monitoring	02-Jan-10	28-Jan-12	As required	Acute Trusts and Mental Health Trusts
ROCR/OR/2103/FT6/001MAND	DH	Quarterly Activity Flow	01-Jul-05	31-Mar-12	Quarterly	Acute Trusts and Mental Health Trusts
ROCR/OR/2104/FT6/001STAT	DH	Public Procurement Contracts	23-Aug-11	23-Aug-12	Annual	All Trusts
ROCR/OR/2107/FT6/001MAND	DH	Severe Influenza Surveillance System	02-Sep-11	31-Mar-12	Weekly	Acute Trusts
ROCR/OR/2115/FT6/001MAND	DH	Sexual and Reproductive Health Activity Dataset	01-Dec-04	12-Sep-12	Annual	Acute Trusts

One Off Collections						
ROCR-Lite/10/2013/FT6PMAND	COC	Support for families with disabled children	24-Nov-10	24-Nov-11	One Off Only	Acute trusts

Please note: all the collections with an expiry date of "Interim" have had their licences extended on an interim basis pending the Fundamental Review of data collections

Explanation

* Indicates the date at which the mandatory nature of the request expires. After this date the request will be removed from Schedule 6 unless the request is reapproved. It is the requester's responsibility to resubmit requests for reapproval at least four weeks before the approval expires.

Changes made in the past three months (and those items where dates have expired and Monitor is awaiting applications for re-approval) are highlighted in red (see notes below).

Abbreviations

CDS	Commissioning Data Sets	HPA	Health Protection Agency
DH	Department of Health	NAO	National Audit Office
COC	Care Quality Commission	NHSLA	NHS Litigation Authority
HCHS	Hospital and Community Health Services	NWCS	NHS-Wide Clearing Service
HES	Hospital Episode Statistics	Interim	License granted an interim approval pending Fundamental Review of data collections

List of amendments and additions made to Schedule 6 since the August 2011 release (v43)

Approval Number	Requester	Information Request	Changes Made
ROCR/OR/0037/FT6/006MAND	DH	Mandatory Surveillance of Healthcare Associated Infection	License renewed until 5 Sep 2012; "MAND" appended to ROCR ref
ROCR/OR/2099/FT6/001MAND	DH	Surplus Land for Housing	License extended to 21/7/12 and ref changed from ROCR/OR/0247/FT6
ROCR/OR/2103/FT6/001MAND	DH	Quarterly Activity Flow	License extended to 31/3/12 and ref changed from ROCR/OR/0160/FT6/001
ROCR/OR/2104/FT6/001STAT	DH	Public Procurement Contracts	New statutory collection
ROCR/OR/2107/FT6/001MAND	DH	Severe Influenza Surveillance System	New collection
ROCR/OR/2115/FT6/001MAND	DH	Sexual and Reproductive Health Activity Dataset	License extended to 12/9/12. ROCR ref changed from ROCR/OR/0032/FT6/004

Expired collections awaiting reapproval or discontinued

Approval Number	Requester	Information Request	Expired	Changes Made
ROCR/OR/0012/FT6/001	DH	KH12 - Diagnostic Departments: Radiology, Nuclear Medicine and Medical	31-Jan-11	Approval period expired
ROCR/OR/0014/FT6/009	NWCS	HES - Admitted Patient Care CDS - All Types	31-Dec-10	Approval period expired
ROCR/OR/0058/FT6/001	DH	KC62 - Adult Screening Programme: Breast Screening (Screening Unit)	31-Mar-10	Approval period expired
ROCR/OR/0103/FT6/005	DH	NHS Workforce Vacancy Survey	07-Apr-11	Approval period expired
ROCR/OR/0119/FT6/002	DH	NHS Information Governance Assessment	14-Sep-10	In the ROCR process, awaiting more information on burden
ROCR/OR/0143/FT6/004	DH/HPA	Genito-Urinary Medicine 48 Hour Access Garget (GUMAMM)	31-Oct-10	Awaiting submission from sponsor
ROCR/OR/0148/FT6/003	DH	NHS Pension Scheme Contributions (ALB)	07-Apr-11	Approval period expired
ROCR/OR/0157/FT6/001MAND	DH	Monthly Activity Flow	30-Jan-10	In the ROCR process but on hold due to proposing changes
ROCR/OR/0176/FT6/002	DH	National Capabilities Survey	07-Apr-11	Approval period expired
ROCR/OR/0192/FT6/001	DH	National Renal Dataset	30-Sep-10	In the ROCR process but on hold due to proposing changes
ROCR/OR/0262/FT6/000	DH	Mandatory surveillance of healthcare associated infection (HCAI) - for orthopaedic surgical site infection	10-Sep-10	Awaiting submission from sponsor
ROCR/OR/278/FT6/000MAND	IC	Paediatric Critical Care Minimum Dataset (PCCMDS)	07-Apr-11	Approval period expired
ROCR/OR/0005/FT6/003	DH	KH03a - Open and Staffed Critical Care Beds	10-May-11	Approval period expired
ROCR-Lite/09/0035/FT6	DH	NHS Cancer Patients' Experience Survey Programme (CPESP)	03-Mar-11	One-off collection discontinued
ROCR-Lite/09/0195/FT6/003	COC	Assessment of Existing Commitments and National Priorities	24-Feb-11	One-off collection discontinued