Chelsea & Westminster Hospital NHS Foundation Trust
Council of Governors 22 September 2016

Meeting Room A, West Middlesex Hospital

22 September 2016 15:00 - 22 September 2016 17:00

Chelsea and Westminster Hospital NHS
NHS Foundation Trust

16 September 2016

Dear Governors,

Council of Governors Meeting
Thursday, 22 September 2016

Please find enclosed the agenda and papers for next week's Council of Governors meeting.

The meeting is held from 15.00 – 17.00 in Room A, West Middlesex University Hospital Twickenham Road, Isleworth, Middlesex, TW7 6AF.

Please note that there is a shuttle bus service available from Chelsea and Westminster site which leaves at 14.30. Some governors have already indicated that they would wish to use this service and I would appreciate if you could let me know by the latest close of play Monday whether or not you plan to use the shuttle bus service.

Please also note that there is a shuttle bus service available from West Middlesex leaving at 17.05 which will take you back to Chelsea and Westminster site. Any governors who plan to use this service should also let me know as places are limited and I need to book you a seat.

We look forward to seeing you all.

Yours sincerely

Vida Djelic
Board Governance Manager

Chelsea and Westminster Hospital NHS
NHS Foundation Trust

COUNCIL OF GOVERNORS
22 September 2016, 15.00 – 17.00
Meeting Room A, West Middlesex Hospital

Agenda

		GENERAL BUSINESS			
15.00	1.	Welcome & Apologies for Absence	Verbal		Chairman
15.03	2.	Declarations of Interest	Verbal		Chairman
15.05	3.	Minutes of Previous Meeting held on 21 July 2016	Report	For Approval	Chairman
15.07	4.	Matters Arising and Action Log	Report	For Information	Chairman
15.10	5.	Chairman's Report • Feedback from the charity strategy day	Verbal	For Information	Chairman
15.15	6.	Chief Executive Officer's Report	Report	For Information	Chief Executive Officer
15.20	7.	Governors' Questions	Report	For Information	Chief Executive Officer
15.25	8.	Governor Away-Day 15.09.16 – Feedback & next steps	Verbal	For Discussion	Chairman / Lead Governor
15.35	9.	Clinical presentation - End of Life Care	Pres.	For Discussion	Barry Quinn, Lead Nurse for E of LC
15.50	10.	Recruitment & Retention Strategy – Update	Report	For Information	Director of HR & OD
		STATUTORY/MANDATORY BUSINESS			
16.00	11.	Process for the reappointment of the Chairman	Report	For Approval	Director of Corporate & Legal Affairs
16.05	12.	Process for the appointment of external auditors	Report	For Approval	Director of Legal/Corporate Affairs
16.15	13.	Update on the forthcoming elections • Amendments to the Constitution • Timetable	Report	For Approval	Director of Corporate & Legal Affairs

		TRUST PERFORMANCE			
16.30	14.	Integrated Performance Report	Report	For Information	Executive Directors
		REPORTS FROM GOVERNOR COMMITTEES			
16.40	15.	Quality Sub-Committee Report: 8 September 2016	Report	For Information	Chair of Quality Sub-Committee
16.45	16.	Membership Sub-Committee Report: 2 September 2016	Report	For Information	Chair of Membership Sub-Committee/ Deputy Director of Corporate Affairs
16.50	17.	Questions from public	Verbal		Chairman
16.55	18.	Any other business			
17.00	19.	Date of next meeting – 8 December 2016			

Minutes of the Council of Governors
Held 21 July 2016 at Chelsea & Westminster Hospital

Present:	Sir Thomas Hughes-Hallett	Trust Chairman	(THH)
	Julia Anderson	Appointed Governor	(JA)
	Nowell Anderson	Public Governor	(NA)
	Juliet Bauer	Patient Governor	(JB)
	Ian Bryant	Staff Governor	(IB)
	Tom Church	Patient Governor	(TC)
	Nigel Davies	Public Governor	(ND)
	Cllr Catherine Faulks	Appointed Governor	(CF)
	Paul Harrington	Public Governor	(PH)
	Angela Henderson	Patient Governor	(AH)
	Anna Hodson-Pressinger	Patient Governor	(AHP)
	Elaine Hutton	Public Governor	(EH)
	Melvyn Jeremiah	Public Governor	(MJ)
	Kush Kanodia	Patient Governor	(KK)
	Martin Lewis	Public Governor	(ML)
	Susan Maxwell	Patient Governor	(SM)
	Lynne McEvoy	Staff Governor	(LMc)
	Wendy Micklewright	Public Governor	(WM)
	Philip Owen	Public Governor	(PO)
	Andrea Petre-Goncalves	Patient Governor	(APG)
	David Phillips	Patient Governor	(DP)
	Tom Pollak	Public Governor	(TP)
	Gavin Steele	Staff Governor	(GS)
	Laura Wareing	Public Governor	(LW)
In Attendance:	Lesley Watts	Chief Executive	(LW)
	Richard Collins	Chief Information Officer	(RC)
	Nick Gash	Non-Executive Director	(NG)
	Dr Zoe Penn	Medical Director	(ZP)
	Sandra Easton	Acting Chief Financial Officer	(SE)
	Jeremy Jensen	Non-Executive Director	(JJ)
	Thomas Lafferty	Director of Corporate & Legal Affairs	(TL)
	Jane Lewis	Deputy Director of Corporate Affairs	(JL)
	Karl Munslow-Ong	Chief Operating Officer	(KMO)
	Liz Shanahan	Non-Executive Director	(LS)
Apologies:	Martin Lupton	Ex-officio member of the Trust Board	(ML)
	Dr Andrew Jones	Non-Executive Director	(AJ)
	Diane Samuels	Staff Governor	(DS)
	Eliza Hermann	Non-Executive Director	(EH)
	Samantha Culhane	Public Governor	(SC)
	Dr Simon Dyer	Patient Governor	(SD)
	Dr Alan Steel	Staff Governor	(AS)
	Nilkunj Dodhia	Non-Executive Director	(ND)
	Jeremy Loyd	Non-Executive Director	(JL)

1.	**Welcome, apologies for absence and declarations of interest**
a.	The Chair welcomed all present to the meeting.
b.	The apologies for absence received were noted.

c.	**Declarations of interest** – none.
2.	**Minutes & matters arising**
a.	The minutes of the meeting held on 19 May 2016 were agreed as a true and accurate record.
b.	The Council considered the matters arising and corresponding action log noting the completed actions. The following actions were commented upon.
c.	In relation to action 9.i, LW confirmed that the family of the patient who contracted C.Diff was contacted and provided with information about how to lodge a complaint. No further communication had been received in this regard.
d.	In relation to the closure of Church Street, Isleworth, KMO confirmed that David Butcher, Head of Estates had met with the Head of Traffic at the London Borough of Hounslow and that LW had raised the members concerns with the CEO. In response to Governor APG, LW confirmed that major incident access has been reviewed and there are no concerns in this regard. LW noted the strength of feeling with regard to the closure and assured the Council that this has been reflected back to the Local Authority.
3.	**Chairman's Report**
a.	THH advised the Council that as the organisation gains more control over the internal environment he has been spending time with the Executive team exploring the longer term in the context of the external strategic agenda. He is of the firm belief that the organisation has an optimistic future and that the emerging opportunities will be shared with the Council at its awayday in September.
4.	**Chief Executive's Report**
a.	In presenting her report which outlined in broad terms the strategic developments, LW undertook to keep the Council updated on progress at each meeting. Referring to the Team Briefing for July, LW highlighted the importance of staff engagement. The communications team have been asked to develop the Intranet to enable staff to ask questions or make comments following Team Briefing.
b.	In response to Governor WM, LW explained that the Clinical Services Strategy forms the basis of the Trusts strategy and that if there are any significant service changes as a result, the Trust has a legal duty to consult the public on its plans. THH added that it is likely that there will be further public consultation exercises across North West London in the future with regard to service changes.
c.	In respect of the Sustainability and Transformation Plan (STP) across North West London, this will include the development and implementation of the new local hospital model at Ealing and Charing Cross Hospitals alongside existing acute services. The STP presents an opportunity for this Trust to collaborate with other healthcare providers to improve patient pathways.
d.	LW introduced Tina Benson, Hospital Director at West Middlesex and Mark Titcombe, Hospital Director at Chelsea & Westminster who between them lead on performance at both Trusts. LW was pleased to report the Trust continues to perform well against the 4-hour Emergency Access target and in May was the 6th best performing Trust within the UK.
c.	LW was saddened to report that following the Referendum on the European Union there had been two incidents of 'hate crime' against staff. In response to Governor ML, LW explained that she has sent a letter of support out to all staff setting out expectations to support all colleagues to continue to deliver high quality care and that everyone will be protected against any such incident.

d.	In response to Governor WM, LW confirmed that both incidents had been investigated by the security team and that the police were advised of one of the incidents.
e.	THH highlighted that 11.6% of Trust staff are EU nationals and he asked what is being done to demonstrate that they are valued members of staff. In response, LW confirmed that as previously mentioned, she has written to all staff and will continue to cover issues as required within Team Briefings. In addition the forthcoming staff awards include a specific award for a member of staff working away from home. The Trust will also be putting forward nominations for a similar national award.
f.	Governor ML was pleased to note the improvements that had been made to Child Protection training compliance rates.
5.	**Governors' Questions**
a.	The Council reviewed and noted the responses that had been provided by the Executive to the Governors' questions.
b.	In response to Governor AHP, SE reiterated that the Trust has improved the process for securing payment from private patients but in terms of debt, the Trust does seek legal redress where necessary.
c.	In response to Governor PO, LW agreed that the percentage of staff completing exit interviews is not as good as it should be. However, at the People & Organisational Development Committee on 20 July a number of proposals were presented and discussed to undertake 'stay interviews' with a particular focus on capturing staff at the point of resignation to see if anything can be done to encourage them to stay in the organisation.
d.	LS (Non-Executive Director) advised the Committee that she had visited Sussex Trust following their 'excellent' CQC rating where they experienced similar low response rates to exit interviews and have changed tack to focus on 'stay interviews' as this yields a higher level of intelligence.
e.	LW added that once the new Director of Human Resources starts in August, there will be a review of the recruitment and retention strategy but he will be asked to give an update on progress at the next meeting. **ACTION: Keith Loveridge**
f.	In response to Governor CF, LW confirmed that the Trust turnover rates are similar to other London Trusts but this Trust is starting to see a slow down in turnover.
g.	In response to Governor LMc, LW confirmed that interim staff are required to release a day if they are unable to do so on the planned Perfect Day events. More generally, the Perfect Days offer an invaluable opportunity for senior staff to work alongside front line teams to gain a better insight of the challenges thereby helping to unlock issues and supporting the wider improvement agenda. RC added that all interims were required to take 10 days annual leave during the first quarter.
7.	**Council of Governors Awayday Planning**
a.	THH confirmed that the awayday will be held on 15 September at the Civic Centre in Hounslow. Full details will be circulated in due course but the agenda will cover the following which reflects the feedback from governors;
b.	1. The Trust's Clinical Service Strategy - our priorities across four service portfolios • Local acute and integrated care services • Specialised services

	• Innovation and research • Education and training 2. Transforming local health and social care systems for the longer term (external speaker) 3. The Dream – what are the big opportunities over the next 5 – 10 years? 4. Breakout discussion – what do governors think about The Dream? 5. Our values – how will we put our vision into action? 6. Review of COG effectiveness
c.	The day will conclude with a social event to allow members to get to know each other.
d.	Governor Julia Anderson kindly agreed to support Governor ML with the session on COG effectiveness.
8.	**Board Evaluation**
a.	In presenting the Governor feedback on the effectiveness of the Trust Board, THH thanked all those who contributed. JJ added that once the COG comments have been reviewed by the Board in conjunction with its own self-assessment they will share their action plan for development. **ACTION: THH/JJ**
b.	Governor ML welcomed the opportunity for more involvement of the COG as historically this had not been the case.
9.	**Board of Director Appointments**
a.	Non-Executive Director, Liz Shanahan left the room for this agenda item. Nilkunj Dodhia was not present at the meeting.
b.	In representing the paper, THH explained that the Governors decision to reappoint both Liz and Nilkunj was informed by the recommendation of the Governor's Nominations and Remuneration Committee which met on 23 June 2016.
c.	Governor ML confirmed that the Committee had carefully considered the feedback from the individual NEDs appraisals and the wealth of experience that they both bring to the Board and that they were fully supportive of the proposal to reappoint both Liz and Nilkunj for a further term of 3 years.
d.	The Council unanimously supported the proposals for the re-appointment of Liz Shanahan and Nilkunj Dodhia for a 3 year appointment from 1 July 2016.
10.	**Integrated Performance Report – May 2016**
a.	TB presented the operational report for May 2016 highlighting that the 4 hour A&E waiting time target had been achieved for May and the overall target for quarter 1 had also been achieved. TB emphasised the importance of this target in delivering a high quality service to our patients.
b.	Performance against the 18 week referral to treatment target improved in May across both sites but further work to improve performance at the Chelsea & Westminster site is required.

c.	The Trust failed the cancer 62 days referral to first treatment standard in May. Although the number of breaches were small (9) work is underway to reduce avoidable breaches in Urology including increasing surgical and diagnostic capacity and better use of one stop clinics to reduce the number of steps in the diagnostic pathway.
d.	1 case of MRSA was reported on the Chelsea & Westminster site which had been subject to a full root cause analysis investigation.
e.	LW advised the Council that a piece of work to address the high number of patients who do not attend their appointments had been undertaken last week. Despite all patients on a list being called 4 days before and confirming attendance, a third did not attend their appointment. In response to Governor SC, LW confirmed that all non-attending patients GPs were notified.
f.	LW acknowledged WM's comments that some patients will need to be engaged in a different way as they may be anxious about coming into hospital but it is clear that further work to improve the hospital systems including the ease of access to re-arrange appointments is required.
g.	In response to Governor AH, TB confirmed that more patients are exercising choice in terms of when they attend for appointments including those on a cancer pathway and although there is a tolerance level within the contract with commissioner's, patient choice breaches are included in the trusts overall performance figures.
h.	In response to the Council's concerns about a need for greater public awareness about the waste of valuable NHS resources by not attending appointments, Governor CF agreed to raise this important issue at the next Public Health meeting. **ACTION: Governor CF**
i.	SE presented the finance report for May 2016 highlighting the improvement in plan with regard to the Financial Standing Risk Rating score which at month 2 was 4 (against the plan of 3), which is the best possible score that can be achieved.
j.	The year to date position at month 2 was £281k surplus which was adverse against the plan by £43k. Income was favourable against the plan by £1,483k mainly relating to clinical income. Pay was adverse by £777k caused by overspends relating to CIP allocations, medical and nursing cost pressures. In response to THH, SE explained that the Trust is breaching the agency pay limits set by NHS Improvement as well as its own internal targets. LW added that agency staff spend has been capped and the expectation is that wards and departments keep within their set limits. SE added that there are indications that agency spend is starting to be more controlled.
11.	**Quality Sub-Committee Report: 1 July 2016**
a.	The Council noted the minutes of the meeting held on 1 July 2016. Governor ML highlighted the key issues considered by the Committee including improvements in dementia care, the autumn quality awards and a patient experience annual report. A report on infection prevention and control will be presented to the next meeting.
12.	**Membership Sub-Committee Report**
a.	The Council noted the minutes of the meeting held on 30 June 2016. Governor PO highlighted a presentation by a member of the CCG patient experience group where the Committee explored opportunities for closer working. THH undertook to discuss this matter further with PO outside the meeting.
b.	PO asked Council members to support the 'meet a governor' events which are designed to raise awareness about the role of governors as well as encouraging membership.

	ACTION: All Governors
c.	In response to Governor AHP, PO noted that a number of Committee members had not been able to attend meetings and that to this end he will be discussing with individuals their ability to remain as a member of the sub-committee.
d.	As a result of the membership questionnaire, the Committee will be focusing on activities to increase active membership engagement.
e.	JL presented a draft budget but this will be revisited as the represented to the next meeting.
f.	In response to JJ, PO undertook to send him a copy of the outline membership strategy. **ACTION: PO**
g.	In response to Governor APG, THH explained that the Annual Members Meeting is being held after this meeting but this isn't the only method of community engagement and there are other mechanisms such as 'your health' events and the open days.
13.	**Questions from members of the public**
a.	No questions were submitted in advance to the Council meeting.
14.	**Any other business**
a.	**Wayfinding –** Governor NA congratulated the estates team on the new wayfinding system at West Middlesex which he believed could be further enhanced with maps that could be available for visitors.
b.	**Organisational structure** – in response to Governor NA, LW undertook to circulate the high level structure to the Council. **ACTION: JL**
c.	**Congratulations** – THH was pleased to report to the Council that Governor Juliet Bauer had been appointed as Head of Digital for the NHS. The Council congratulated her on this prestigious appointment and were pleased that she will continue to take an active part on the Council.
15.	**Date of Next Meeting:** 22 September 2016

Council of Governors– 21 July 2016 Action Log

Minute number	Agreed Action	Current Status	Lead
5.e	Present an update on the review of the Recruitment & Retention strategy to the COG meeting on 22 September.	This is on schedule for the 22 September Council of Governors meeting.	Keith Loveridge
8.a	Present the Board/COG evaluation of Board effectiveness to the next COG meeting.	This is on schedule for the 22 September Council of Governors meeting.	Jeremy Jensen/ Thomas Hughes-Hallett
10.h	Raise the need for greater public awareness of the waste of NHS resources when patients do not attend their appointments at the next public health meeting.	Verbal update at meeting.	Catherine Faulks
12.b	All Governors to support the 'meet a governor' events.	Noted.	All Governors
12.f	Send a copy of the Membership Strategy to Jeremy Jensen.	Complete.	Philip Owen
14.b	Send a copy of the high level organisational structure to the COG.	Complete.	Jane Lewis

Chelsea and Westminster Hospital NHS
NHS Foundation Trust

Council of Governors Meeting, 22 September 2016

AGENDA ITEM NO.	6/Sep/16
REPORT NAME	Chief Executive's Report
AUTHOR	Lesley Watts, Chief Executive Officer
LEAD	Lesley Watts, Chief Executive Officer
PURPOSE	To provide an update to the Council of Governors on high-level Trust affairs.
SUMMARY OF REPORT	Appended to this paper is the following: • **Appendix 1:** Presentation slides marking the one year anniversary of the merger of Chelsea & Westminster and West Middlesex Hospitals; • **Appendix 2:** NHS Providers Circular; • **Appendix 3:** August Team Brief. Board members are invited to ask questions on the content of the report.
KEY RISKS ASSOCIATED	None.
FINANCIAL IMPLICATIONS	None.
QUALITY IMPLICATIONS	None.
EQUALITY & DIVERSITY IMPLICATIONS	None.
LINK TO OBJECTIVES	NA
DECISION/ ACTION	For information.

Chief Executive's Report
July 2016

1.0 STRATEGIC DEVELOPMENTS

1.1 Marking the One Year Anniversary of the Merged Organisation

On 1 September 2015, Chelsea and Westminster Hospital NHS Foundation Trust acquired West Middlesex University Hospital NHS Trust, creating a major, multi-site acute hospital provider and teaching organisation; providing care for almost one million people and generating in excess of £500m revenue.

Today's Board meeting occurs on the anniversary of this significant milestone in the Trust's history and, to this end, the Trust's Director of Strategy will deliver a presentation highlighting the key clinical, financial and operational achievements of the past 12 months, as well as reflecting on lessons learned and the impacts of the merger upon our patients and staff.

1.2 Sector-wide Developments and 'Brexit'

The Executive Team have been considering how best to ensure that the Trust is on the 'front foot' in responding to sector-wide national developments and an internal framework is being developed to this end. To this paper, I have attached the latest circular from NHS Providers which showcases the Department of Health's revised ministerial team.

In addition, another key issue which is continuing to dominate national discussions within the NHS is the impact of the EU Referendum outcome on the health service. Whilst the ultimate impact of 'Brexit' upon the NHS will remain uncertain for the foreseeable future, all NHS providers have been advised to commence discussions on how the specific nature of the risks posed are likely to affect services and what mitigation can be put into place to guard against this. Indeed, the uncertainty in itself presents a material source of risk.

The King's Fund issued a briefing paper in June 2016 that focused upon the five key areas of significance for the NHS in light of the 'Brexit' vote:

1. Staffing
2. Access to Services
3. Regulation
4. Cross-Border Competition
5. Funding & Finance

Over the weeks ahead, the Executive Team will be considering the extent to which any of the national risks associated with each of these areas may impact directly on the business operations of the Trust.

1.3 Sustainability & Transformation (STP)

On 30 June, the checkpoint plan of NW London's STP was submitted to NHS England. This plan is now available to view on the Healthier NW London website. The key messages included in the STP are:

- The vision for NW London involves 'flipping' the historic approach to managing care; turning a reactive, increasingly acute-based model on its head, to one where patients take more control, supported by an integrated system which proactively manages care with the default position being to provide this care in areas close to people's homes, wherever possible;
- The development of 9 Priorities for NW London which will transform our regional health system;
- From these priorities, the identification of 5 Delivery Areas that need to be delivered at scale and pace across NW London.

NHS NW London are in the process of developing a Joint Health and Care Transformation Group which will have representation from across local government and health, including commissioners, providers and patient

representatives. The purpose of this group will be to oversee the development of the STP and its delivery and its first meeting will take place in late September.

As part of its engagement activity, NHS WW London are planning to hold public meetings, co-hosted by NHS and local councils where possible, in each borough in September to discuss the STP and the latest dates are set out below:

Ealing	20 September
Hammersmith & Fulham	21 September (TBC)
Hounslow	27 September
Kensington & Chelsea	14 September

1.4 Charitable Funds: Moving Forward

At the Private Board session later today, the Board will be asked to approve an application to the Department of Health to create a new Hospital charity, independent from Secretary of State Oversight. The application will be jointly made with CW+ and will aim to consolidate all of the charitable assets held by CW+ and within the West Middlesex University Hospital Charitable Fund.

The new entity will be led by a Trustee Board comprising a number of CWFT Board members. As part of a reciprocal arrangement, the CW+ Chief Executive, Chris Cheney, will become a member of the CWFT Executive Team. Moving forward, the new governance arrangements for the charity will allow for close strategic alignment between the two organisations and provide the necessary freedoms for the new charity in supporting the delivery of excellent healthcare services for our patients.

1.5 Governor Away-Day & Trust Values

Throughout 2015-2016, the organisation has made substantial progress in defining its Quality Strategy, Clinical Services Strategy and supporting strategies relating to the Trust estate, IT and workforce.

The next key step is to consider and define the values that will underpin our approach to strategic implementation and I am delighted that we will have the opportunity to work this through with our Council of Governors at the forthcoming Governors-Board Away Day on 15 September 2016. This session will be informed by the outputs of an internal 'Ways of Working' group which has now been running for a number of weeks and by guest clinical presentations on the Trust's vision for the development of clinical services.

2.0 PERFORMANCE

2.1 Single Oversight Framework

NHS Improvement (NHSI) has recently concluded its consultation on the new 'Single Oversight Framework'. The Single Oversight Framework seeks to establish a unified approach to the regulatory oversight of Foundation Trusts and NHS Trusts in the context of the 5 Year Forward Plan. Notwithstanding this, the legal regulatory basis underpinning FTs (e.g. FT Licence requirements) and NHS Trusts will remain unchanged.

NHSI have emphasised their intended 'supportive' approach to future NHS regulation. The Framework proposes that NHSI oversee five distinct areas where providers may require support:

1. **Quality**- Using CQC inspection outcomes + a range of other quality indicators (very similar to those included in CQC's own *Intelligent Monitoring Report*);

2. **Use of Resources**- Uses a 1-4 scoring system for each one of seven distinct financial metrics:

- Capital service capacity
- Liquidity
- EBITDA
- Change in Cost per Weighted Activity Unit *(in shadow form only in 2016/17, not used in compiling performance score)*
- Capital controls *(in shadow form only in 2016/17, not used in compiling performance score)*
- Distance from Control Total/Financial Plan
- Agency Spend *(in shadow form only in 2016/17, not used in compiling performance score)*

Providers' average score will provide their overall score and will indicate whether concerns are triggered: Concerns will be triggered if a provider averages between 3-4 or if any of the metrics generate a 4 in their own right.

3. **Operational Performance**- Very similar to current targets embedded within Monitor's Risk Assurance Framework and the NHS Constitution (e.g. 4-Hour A&E, 18 weeks);

   A concern may be triggered if a provider fails to achieve a standard for two consecutive months.

4. **Strategic Change**- Considers extent to which providers are working with local partners in addressing local challenges, including contribution/delivery of STPs. There is separate guidance on the approach that NHSI expect providers to take to this.

5. **Leadership & Improvement Capability**- Focuses on Board Governance, the CQC's 'well-led' assessment and the use of data/data quality.

Based upon its oversight of the five areas listed above, NHSI will segment the provider sector into four categories:

4	3	2	1
Critical Issues	**Serious Issues**	**Emerging Concerns**	**No Evident Concerns**
- NHSI Support **mandated** **-** At least monthly reporting	- NHSI Support **mandated** **-** Monthly reporting	- NHSI targeted/universal support **optional** - Monthly reporting	- NHSI universal support **optional** **-** Less than monthly reporting

The Trust has provided its comments on the proposed framework as part of the consultation process and awaits formal confirmation from the Regulator as to how the organisation will be categorised under the new arrangements.

2.2 Operational Performance

I am delighted to be able to report that the Trust delivered all of the national operational performance targets embedded within the NHS Constitution (e.g. 4-hour A&E access target, 18 weeks Referral-to-Treatment target) in the month of July 2016.

In respect of financial performance, in July (Month 4) the Trust is reporting a £0.95m surplus which is adverse to the plan by £0.05m. The YTD position is a £2.87m surplus, which is favourable against the plan by £0.03m.

Expenditure with the month was higher than plan on both sites. This is driven by increased A&E activity leading to more emergency admissions and critical care. Despite the increase in emergency admissions, elective work has remained high, especially in day cases (Dermatology, Gastroenterology and Pain Management). Outpatient procedures in Cardiology, Dermatology and Gynaecology are key areas of income over performance.

A more detailed assessment of performance can be found within the Integrated Performance and Quality Report.

2.3 Closure of Church Street

Over the past few months, there has been a degree of local debate with regard to the London Borough of Hounslow's decision to close Church Street in Isleworth, Middlesex. The road has, in the past, been used as a secondary access

point for the West Middlesex University Hospital site. I recognise that local people have strong views on this issue, both for and against the closure.

The Trust's initial risk assessment was that the closure would cause minimal operational impact on account of the fact that primary access to the Hospital is via Twickenham Road. This has proved to be in the case in reality and, objectively assessed, there has been minimal operational impact to the site. In addition, there have only been a limited number of representations made to the Trust by members of staff and patients/visitors concerning the closure.

However, the Trust continues to keep the impact of the closure under review and will duly escalate any concerns that arise to the Council. To this end, the Trust has maintained a regular dialogue with the Head of Traffic and Transport at the Council. The Trust has also participated in the Local Government Ombudsman's independent review of the Council's decision.

The Trust will shortly be publishing a statement on its website to this extent.

3.0 PEOPLE

3.1 2016 Staff Awards

This year's annual staff awards programme – our first as an integrated organisation – has seen 700 nominations, double the number of nominations received in 2015. Judging has now taken place and all individuals and teams that have been shortlisted have now been invited to the awards ceremony which will be taking place on Wednesday 28 September at Chelsea Football Club. The shortlist is available from the website.

3.2 West Middlesex Open Day

The West Middlesex University Hospital Open Day will take place on 24 September, running from 11.00 – 15.00. Following our successful recruitment of 18 band 5 nurses at the Chelsea and Westminster Hospital Open Day, the theme of the day will continue to be 'recruitment' and will centre on activities to help attract more people to the organisation. We will also have stands showcasing our services, tours, live music and entertainment for all the family. So do encourage your friends, families and colleagues to come along on the day.

4.0 PATIENT EXPERIENCE

4.1 Positive Feedback

At our Public Board meetings, we continue to hear the stories of patients who have recent experience of our services where the emphasis is on learning lessons for overall service improvement.

In the meantime, on a monthly basis, I continue to receive extremely positive feedback from patients directly and I have provided two examples of recent correspondence below, the first relating to the care provided at our satellite sexual health clinic in St. Helier, the other at the West Middlesex site:

"I wanted to tell you how much I appreciated a member of staff (working within Sexual Health Services)….She helped me navigate my way through the various tests and medication brilliantly and explained the process in a clear and understandable way…She is non-judgmental, caring and kind…She is extremely good at her job and is an asset to the team"

"I am writing a letter to commend your staff working at Syon 1 Ward and in the ITU Department…I wanted to say a huge thank you to everyone involved (in my brother's care). His management and care was exemplary…the people who cared for him made a difference and their treatment, kindness, care and support deserves to be recognised.

I wanted to thank the doctors whom we met along the way who played an integral part in my brother's care and were exceptional. They all demonstrated good knowledge, communication skills, safety and we trusted their care throughout my brother's admission.

The staff on Syon 1 Ward are the perfect example of a good multidisciplinary team. They listened, were efficient, escalate appropriately, were well organised, empathetic to us and had a good team spirit"

Lesley Watts
Chief Executive Officer
August 2016

Chelsea and Westminster Hospital NHS
NHS Foundation Trust

Our New Organisation: One Year On
Post-integration update for Board

Key achievements and progress update

Zoe Penn
Medical Director

Dominic Conlin
Director of Strategy and Business Development

One Year On: The post-integration picture

- On 1 September 2015, Chelsea and Westminster Hospital NHS Foundation Trust and West Middlesex University Hospital NHS Trust formally joined forces

- Together, the two comprise a major, multi-site north west London healthcare provider and teaching hospital of nearly 1,000 beds, providing care for almost one million people and generating in excess of £500m revenue:
  - We manage A&E services on both sites for approx 280,00 attendances a year which makes us one of the top 10 largest providers in the NHS
  - The expanded Trust has the second largest maternity unit in London, supporting approximately 11,000 births each year and is one of the largest paediatric centres, managing nearly 20,000 admissions annually

- The integration of the two standalone organisations has also meant that the Trust can continue to offer a depth and breadth of healthcare services that not only encompasses core acute provision but also:
  - Scale and expertise for patients requiring more complex or specialist treatment
  - Lays the foundations for integrated care for the population

Key achievements in our first 12 months

- **Patient experience:** In March the Trust was shortlisted by the national Friends and Family Test awards; emerging picture on the national survey shows an improved position against previous year
- **Staff engagement:** The results of the NHS staff survey were published in March. Staff engagement score at both sites had improved; in respect of the score at West Mid DH reported a statistically significant improvement
- **Developing culture, values and leadership:** Prior to integration, a huge effort was made to start building the clinical community and to embed clinical leadership. This was a key enabler to cementing the new clinical and operational structures which went live in January.

The evidence base demonstrates that these are key leading indicators to improved clinical outcomes

Key achievements

- **Finance:** Despite turbulence across the NHS the Trust met post-integration financial targets and met its 2015/16 financial plan

- **Performance:** The Trust met national operating standards for A&E four hour waits, 18 weeks Referral to Treatment (RTT) targets and cancer access standards – making it one of the best performers in London and across the NHS

- **Corporate synergies:** Corporate costs were reduced by moving to a single set of management arrangements, which achieved a planned saving of £1.3m

- **2016/17:** This excellent performance has continued. At the FT's Q1 review with NHS Improvement, our regulator told us that we were the only Trust in London with no STF (finance & performance) red flags

Benefits Delivery

- **Clinical developments:**
- A key principle of the integration was to develop services and improve access for local people. This is set out in the 5 year Integration Transformation Programme

- In year 1 the flagship development has been met with the approval and development of a new cardiac catheter laboratory due to open in September

- Other year 1 benefits of the scale and expertise of the new organisation include:
  - Surgical Assessment Unit at WMUH
  - FT wide rotas (eg NICU to better match patient need with staff expertise)
  - Provision of Fetal Medicine service at WMUH
  - New sexual health centre at 10 Hammersmith Broadway
  - Founding membership of Health of the Population partnerships to support integrated care in Richmond and in Hammersmith & Fulham

Clinical Benefits Next Steps

Benefit	How measured
Safer Care	Inpatient medication errors could be reduced by 1400 across the trust every year. Some of which are likely to have resulted in harm and additional bed days. Through significant technological advances, such as a new Electronic Patient Record system, support to both hospitals in implementing the latest guidelines on clinical care and safety will deliver safer care to our patients
Higher Quality Care through a larger clinical organisation	This scale is projected to improve clinical outcomes, with particular emphasis on surgical and procedural based specialties
Higher- quality care through shared best practices	Standardisation, using the best in clinical practices and high quality services from each site as a template, provides the opportunity to drive improvements in clinical outcomes and quality of patient care
Higher-quality care through the addition of new services	Adding new services will improve clinical outcomes in specific service lines and enable patients to receive best practice care.
More innovative care	Patients will have greater access to high-quality, leading research programmes within the organisation, which will encourage innovation and improved quality of care for patients both locally and at a global level. To achieve this the CWFT research and development strategy will: • Build on access to a wider populations base and emerging relationships with Accountable Care Groups. • Include a service line component for Research and Innovation in annual business planning.

Integration and Transformation programme – other benefits

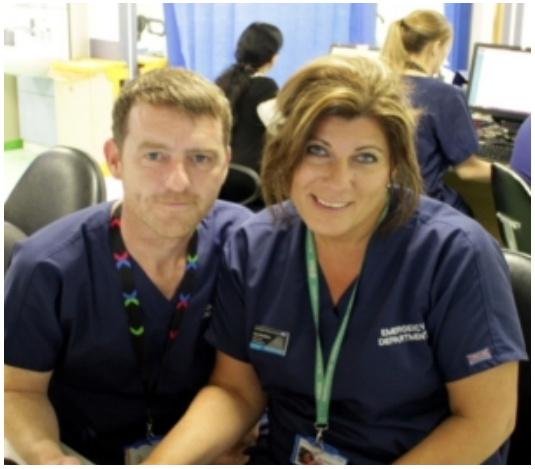
- **Patients** – improved access, experience and patient advocacy. We have significantly extended our membership and successfully appointed to all new Governor roles

- **Staff** – increasing retention and satisfaction; offering a career structure and the opportunities for development
- Emerging leadership and LD opportunities

- **Compliance** – meeting expectations for all mandatory indicators and targets

- **Financial** – delivery of £122.4m savings and contributing to a sustainable and effective provider landscape. In 2016/7 the FT is projecting a £3m surplus.

Lessons learnt



Our successes

- **Culture** – to date have seen the benefit of pre integration Clinical Summits and the development of a shared vision of the future in the speed of establishing new leadership and structures and the support of wider teams and staff in maintaining services to patients.

- **Perfect Day** has provided opportunity for leadership or FT to bette connect with the service

- **Operational efficiency and effectiveness** – continued delivery of national targets has been a major achievement but on which requires ongoing focus and effort

- **Regulator assurance** – NHS Improvement has reviewed the progress of the Post Transaction Integration Plan and has indicated approval and high levels of assurance. It has continued to triangulate our performance against its standard KPI's

Lessons learnt

Our challenges

- **Communications** – engaging with all of the necessary people during integration required significantly more resource than initially thought and is now under review

- **Information technology** – there has been some slippage with the challenge of establishing clinical engagement during the process of restructuring

- **Major projects** – these have not all progressed at the pace initially envisaged, however in most cases this has been due to displacement by more immediate priorities such as financial efficiencies

- **Impact on BAU –** the impact of Operational and support structures has been delivered but not always at pace and with risks of loss of focus

Closing comments and questions

- Overall the Trust has made excellent progress post-integration, including the delivery of early benefits around establishing cross-site teams, single governance structures and harnessing the enthusiasm and extraordinary efforts of our staff

- As we celebrate our first birthday there is recognition that we have only taken the first steps on this journey and executive support for the Integration and Transformation programme remains strong, with clear responsibilities and accountability, robust leadership, as well as the scrutiny provided by the Trust Board, commissioning partners and colleagues across the health and care landscape

Any questions?

CABINET AND MINISTERIAL APPOINTMENTS –JULY 2016

This briefing for NHS Providers' members sets out an overview of the cabinet appointed by the Prime Minister, Theresa May following her appointment on 13 July 2016. It also provides details of ministerial appointments in the Department of Health, the Treasury, the Department of Communities and Local Government and the Cabinet Office.

NHS Providers will be engaging with the new Department of Health ministerial team to ensure that they are aware of the most pressing issues for providers of NHS services. NHS Providers is an apolitical body and will continue to work with all of the main political parties to represent members' views.

1. CABINET APPOINTMENTS

Cabinet ministers	
Prime Minister	The Rt Hon. Theresa May MP
Chancellor of the Exchequer	The Rt Hon. Philip Hammond MP
Secretary of State for Foreign and Commonwealth Affairs	The Rt Hon. Boris Johnson MP
Secretary of State for the Home Department	The Rt Hon. Amber Rudd MP
Secretary of State for Exiting the European Union	The Rt Hon. David Davis MP
Secretary of State for Defence	The Rt Hon. Michael Fallon MP
Secretary of State for International Trade	The Rt Hon. Dr Liam Fox MP
Lord Chancellor, Secretary of State for Justice	The Rt Hon. Elizabeth Truss MP
Secretary of State for Education, Minister for Women and Equalities	The Rt Hon. Justine Greening MP
Secretary of State for Health	The Rt Hon. Jeremy Hunt MP
Secretary of State for Work and Pensions	The Rt Hon. Damian Green MP
Leader of the House of Commons, Lord President of the Council	The Rt Hon. David Lidington MP
Secretary of State for Business, Energy and Industrial Strategy	The Rt Hon. Greg Clark MP
Secretary of State for Environment, Food and Rural Affairs	The Rt Hon. Andrea Leadsom MP
Secretary of State for International Development	The Rt Hon. Priti Patel MP
Secretary of State for Scotland	The Rt Hon. David Mundell MP
Secretary of State for Wales	The Rt Hon. Alun Cairns MP
Secretary of State for Northern Ireland	The Rt Hon. James Brokenshire MP
Secretary of State for Communities and Local Government	The Rt Hon. Sajid Javid MP
Secretary of State for Transport	The Rt Hon. Chris Grayling MP
Secretary of State for Culture, Media and Sport	The Rt Hon. Karen Bradley MP
Chancellor of the Duchy of Lancaster, Minister of State for Government Policy	The Rt Hon. Patrick McLoughlin MP
Leader of the House of Lord and Lord Privy Seal	The Rt Hon. The Baroness Evans of Bowes Park PC

Also attending cabinet meetings	
Chief Whip in the House of Commons Parliamentary Secretary to the Treasury	The Rt Hon. Gavin Williamson MP
Chief Secretary to the Treasury	The Rt Hon. David Gauke MP
Attorney General	The Rt Hon. Jeremy Wright QC MP
Minister for the Cabinet Office Paymaster General	Ben Gummer MP
Minister of State at the Foreign and Commonwealth Office, PM's special representative on preventing sexual violence in conflict	The Rt Hon Baroness Anelay of St Johns DBE

2. DEPARTMENT OF HEALTH MINISTERIAL TEAM

Rt Hon Jeremy Hunt MP

Secretary of state for health

Philip Dunne MP

Minister of State for Health

Portfolio TBC

Lord Prior

Parliamentary Under Secretary of State for NHS Productivity

Nicola Blackwood MP

Parliamentary under secretary of state for health

Portfolio TBC

David Mowat MP

Parliamentary under secretary of state for health

Portfolio TBC

Departures from the Department of Health

- **Ben Gummer MP,** previously Parliamentary under secretary of state for care quality becomes **Minister for the Cabinet Office and Paymaster General**
- **Jane Ellison MP,** previously parliamentary under secretary of state for health becomes **Financial Secretary to the Treasury**
- **Rt Hon Alistair Burt MP, previously minister of state for community and social care,** returns to the backbenches following his announcement of his decision to step down in early July.
- **George Freeman MP,** previously parliamentary under secretary of state for life science and innovation becomes **Chair of the Prime Minister's policy board at Number 10.**

Biographies of incoming health ministers

Please note that specific portfolio responsibilities have not yet been assigned to new ministers at the Department of Health.

Contact: Amy McGregor, senior public affairs officer, amy.mcgregor@nhsproviders.org

Philip Dunne MP, minister of state for health

MP for Ludlow since 2005, 18,929 majority

Parliamentary career

- Minister of state for defence procurement, 2015-16.
- Parliamentary under-secretary of state for defence equipment, support and technology, 2012-15.
- Assistant government whip, 2010-12.
- Opposition whip, 2008-10.
- Former member of select committees on: work and pensions, public accounts, treasury.

Background

- Schooled at Eton before going on to study philosophy, politics and economics at Oxford.
- Mr Dunne went on to a career of merchant banking and established a chain of bookshops, Ottakar's and has held directorships in several companies, some of which he has retained while in parliament.
- Served on South Shropshire District Council between 2001and 2007 and led the minority Conservative group for two years. He worked for the Conservative Party during the 2001 campaign.
- Mr Dunne expressed Eurosceptic beliefs earlier in his parliamentary career, calling for the repatriation of powers from Brussels. In the campaign ahead of the June 2016 election, however, he supported Remain stating " While the EU is not perfect, I am convinced that Britain will be stronger, safer and better off by remaining".
- In the 2005 Conservative leadership contest Mr Dunne supported David Cameron. In the 2016 contest he supported Stephen Crabb.
- Mr Dunne describes himself as a "one-nation" Conservative, to the left of the party on social issues, to the right economically. He supports civil partnerships but opposes same-sex marriage. He voted against the smoking ban, and against reducing the time limit for abortion.
- Dunne has a strong interest in diabetes, having a daughter with the condition from early childhood, and was a director of the Junior Diabetes Research Foundation until 2005.

Secretary of State for Health, Jeremy Hunt, today tweeted to Mr Dunne: "*so pleased to have you with us. Big job to do supporting our hospitals to become the safest in the world.*"

Nicola Blackwood MP, Parliamentary under secretary of state for health

MP for Oxford West and Abingdon since 2010, majority of 9,582

Parliamentary career

- Chair, science and technology select committee, 2015-16.
- Parliamentary private secretary to Matthew Hancock as minister of state for: skills and enterprise (2013-14); business and enterprise and energy and climate change (2014-15).
- Past member of home affairs and liaison select committees.
- Chair of the women, peace and security all-party parliamentary group.

Background

- Ms Blackwood was born in South Africa. Her father, a doctor, and her mother, a nurse, moved to the UK when Ms Blackwood was a baby following her father's clashes with the apartheid regime over his support for the rights of black people.

Contact: Amy McGregor, senior public affairs officer, amy.mcgregor@nhsproviders.org

- Ms Blackwood was home schooled, due to suffering from severe ME. She went on to study music at Cambridge and subsequently to study for DPhil in musicology at Oxford. While studying she undertook voluntary projects in Rwanda, Mozambique and Bangladesh, before working as a parliamentary researcher to Rt Hon Andrew Mitchell MP and at the Conservative Campaign Headquarters during the 2005 election.
- Blackwood campaigned for Remain during the June 2016 referendum, based on arguments relating to jobs and security, particularly relating to "lifesaving research, key R&D jobs and science and tech start-ups".
- In 2015, Ms Blackwood increased her majority from just 176 to almost 10,000.
- Ms Blackwood has spoken in parliament on a number of occasions on the need for improved support for those with mental health problems in terms of health, policing and welfare services. She has also raised the issue of her local trust having to increase its spend on agency staff due to difficulties in recruiting permanent staff because of local housing affordability.
- Ms Blackwood supported Theresa May within the 2016 Conservative leadership contest.

Upon her appointment Ms Blackwood tweeted "*Delighted to be appointed as Minister in @DHgovuk. I'll miss superb @CommonsSTC team a lot but will keep fighting for science & innovation*" In response to her tweet, Jeremy Hunt tweeted: "*delighted to welcome you to @DHgovuk. Fantastic to have someone with your expertise in science & innovation on the team"*

David Mowat MP, Parliamentary under secretary of state for health

MP for Warrington South since 2010, majority of 2,750

Parliamentary career

- Member of public accounts select committee, 2015-16 and Scottish affairs select committee 2010-12.
- Parliamentary private secretary to Greg Clark as: financial secretary 2012-13; minister of state for cities and constitution, 2013-14; and, universities, science and cities, 2014-15.

Background

- Mr Mowat was born in the Midlands and attended Lawrence Sherriff Grammar School in Rugby before studying civil engineering at Imperial College.
- He went on to qualify as a chartered accountant, working for Accenture for 24 years before entering politics.
- Councillor, Macclesfield Borough Council 2007-8.
- Mr Mowat focused his maiden speech on measures to increase social mobility and has supported same-sex marriage.
- On health issues, Mr Mowat has been involved in a number of recent public accounts committee inquiries including on improving access to mental health services and supply of clinical workforce. In July 2015 ON NHS workforce, for the UK to train and recruit more doctors.
- Mr Mowat campaigned for the UK to remain in the EU however went on to support Andrea Leadsom, a Leave campaigner, in the Conservative leadership contest.

Upon David Mowatt's appointment, Jeremy Hunt tweeted: "*Great to have you on board. Lots to be done to transform community care as our population ages."*

3. OTHER CHANGES

Due to the wide ranging changes to government ministers across all departments, MPs on a number of select committees with which NHS Providers works closely will change, including the health select committee and the public accounts committee. As and when new membership of these committees is confirmed, NHS Providers will work to engage with the relevant additional appointments.

4. OTHER NOTABLE APPOINTMENTS

The Rt Hon Phillip Hammond MP, Chancellor of the Exchequer

MP for Runnymede and Weybridge, majority of 22,134

Parliamentary career:

- Foreign secretary, 2014-2016
- Defence secretary 2011-14
- Transport secretary 2010-2011
- Held a range of shadow secretary and ministerial roles between 1998 and 2010

Responsibilities cover:

- Fiscal policy (including the presenting of the annual Budget)
- Monetary policy, setting inflation targets

Mr Hammond, has confirmed that there will be no emergency Budget, meaning that it will not be until the Autumn Statement that the Government will set out its forward plan for the economy, with "those plans will be implemented in the Budget in the spring in the usual way".

Hammond has also confirmed that his predecessor's deficit reduction plan will be abandoned, stating that the economy "will require a different set of parameters to measure success" as it will now change. The Chancellor also suggested that although reducing the deficit was an on going task "looking at how and when and at what pace we [reduce the deficit] and how we measure our progress in doing that is something that we now need to consider in light of the new circumstances that the economy is facing"

Hammond has praised the Governor of the Bank of England, Mark Carney, for doing and "excellent job" and has indicated that he would take time over the summer to review with Carney how to tackle the what's the Chancellor has described as "chilling effect" of the referendum outcome on the economy.

David Gauke, chief secretary to the Treasury

MP for South West Hertfordshire, majority of 23,236

Parliamentary career

- Financial Secretary 2014-16
- Shadow Exchequer Secretary to the Treasury 2007-10

Responsible for:

- Public expenditure including:
  - spending reviews and strategic planning
  - in-year spending control
  - public sector pay and pensions

- Annually Managed Expenditure (AME) and welfare reform
- efficiency and value for money in public service
- procurement
- capital investment

- Infrastructure deals
- Treasury interest in devolution to Scotland, Wales and Northern Ireland

Mr Gauke voted for the UK to remain in the EU, despite being against closer integration of the union. He said the consequences of leaving would be uncertain but the worries for the UK's businesses and trade are considerable.

Sajid Javid, Secretary of State for Communities and Local Government

MP for Bromsgrove, majority of 16,529

Parliamentary career

- Business secretary, 2015-16
- Culture media and sport secretary, 2014-15
- Minister for equalities, 2014
- Financial secretary, 2013-14

Mr Javid has gained a focus on devolution from his role as business secretary. In February 2016 he announced the joint consultation on devolving powers to extend Sunday trading hours to local areas.

He has spoken with enthusiasm about devolution deals being granted: "not simply devolution; it is a revolution in the way England is governed".

As business secretary, he passed the Enterprise Act which includes provisions to pave the way for better information sharing between local government and the valuation office in regard to business rates.

Team briefing

August 2016

All managers should brief their team(s) on the key issues highlighted in this document within a week.

HERE AND NOW

Performance update
The A&E waiting time target for June and for the first quarter was achieved on both sites but July has been particularly challenging in order to achieve this target. The referral to treatment incomplete target was achieved in June. We reported seven patients who were waiting longer than 52 weeks from referral - all have treatment plans and none have come to any harm as a result of this delay. We did not achieve the 62 Day GP Referral Cancer standard on either site in May. An action plan is in place to address the issues impacting on the urology pathway and we are speaking with commissioners about rising referral volumes which are affecting our performance both for RTT and cancer. There have been five reportable *C Difficile* infections. It's important that we achieve national targets as it means the care we provide is in line with national standards for patients and additional funding to further improve care will not be made available if we are non-compliant.

Finance update
We are just about meeting our financial plan in June but, on a daily basis, we continue to spend more than we earn and as a result planned investments to services will be delayed. We all have to work even harder to save on discretionary spend so that we achieve our savings target of £27.6m.

Temporary Staffing Policies
The booking of temporary staff should always be a last resort and should always be guided by what's best for our patients. In order to reduce increasing spend in these areas by using our existing workforce better, the Executive Board has approved procedures for the booking of temporary staffing in the following areas:

- Admin and clerical
- Medical
- Nursing

All staff are required to follow the procedures set out in these documents, which are available on the intranet. Any breaches of procedure will be reported to the relevant division/department for action.

Consultant job planning
We are standardising consultant job plans across the Trust in order to make sure there is an equitable and transparent process to align the work of consultants with the current needs of patients, as well as supporting activities including research and the teaching of other clinical staff. For more information on our approach please read the Consultant Job Planning Policy and Procedure on the intranet.

Junior doctors contract update
The government have indicated that they are expecting implementation of the new Junior Doctor contract although the timetable for the introduction of the new rotas to start has now been moved to December 2016. We are pleased to have appointed a Guardian of Safe Working, Dr Rashmi Kaushal, who will oversee the new rotas to ensure compliance with the terms of the new contract. We are working with the Local Negotiating Committee of the BMA on this issue.

Clinical innovations fellows
Five new clinical Fellows will start during August and September. They are roughly aligned with transformation projects in the Divisions but will also develop new ways of us being able to engage with our junior doctor body who are a central part of the care of our patients 24 hours a day. We also hope to be able to train a new group of doctors in quality improvement methodology and involve them more closely in the running of the organisation.

Interim senior nursing leadership arrangements
Pippa Nightingale and Vanessa Sloane are jointly covering the post of Director of Nursing on an interim basis. Pippa will be responsible for quality, patient experience and clinical governance. Vanessa will be responsible for divisional nursing, safeguarding, regulation and learning and development.

Administration Improvement Programme consultation update
Thanks to all staff that have already provided their feedback on the proposed operating models detailed in the consultation document, either in person at the group sessions or by email. The deadline for responses is Thursday 18 August so make sure you provide your feedback by this date.

Annual Members' Meeting
Over 100 people attended the July Annual Members' Meeting where the 2015/16 Annual Report and Accounts was presented. Feedback was particularly positive about the clinical presentations so thanks to Jason Smith and Shashank Patil for showcasing developments in the Surgical Assessment Unit at WMUH and A&E at CW.

Complaints update
Complaints, both formal and informal, have gone live on Datix with all clinical areas able to directly access formal complaints. We are now working hard to improve the compliance of responding to complaints. The most common theme from complaints is communication. All staff are reminded that every patient contact counts and we all have a part to play in improving patient communication.

Clinical Compliance Group
The Clinical Compliance Group, which is chaired by Chief Pharmacist Deirdre Linnard and reports through to the Board Quality Committee, aims to provide a central assurance forum overseeing all aspects of Trust clinical compliance with legislation and regulation.

A key standing item for the Group is the 'Calendar of External Inspections' which will help to ensure that the organisation is fully prepared for any external assessment. Any member of staff that is aware of an external assessment/review/inspection taking place within their area in the coming months should notify katey.hewitt@chelwest.nhs.uk

Ward accreditation scheme
The Ward Accreditation of all clinical areas has begun with 6 wards assessed so far. All clinical areas will be assessed in the next 3 months and the themes from the assessments will be used to support improvements. Well done to Annie Zunz, David Evans and Mercury wards who are our highest achievers so far, scoring Silver in their assessment. Some learning from the assessments so far is around the raising of concerns – please make sure that you read the Raising Concerns Policy on the intranet.

Recent *emergency planning* exercises
Over the past two months we have carried out two *emergency planning* exercises to test our preparations for hospital lockdown during the scenario of an abducted baby and during the scenario of contaminated patients arriving at hospital. It is important and expected that we regularly test our procedures - thanks to all staff that took part in the exercises. The Major Incident Plan has been developed with the clinical and operational teams across all sites and will be presented at the September Team Briefings.

NOW AND IN THE FUTURE

Values update
We want all staff to be proud of what they can do in the organisation and the contribution they make. The steering group has met and will now be working with eight test sites to draft communications and ways of working on the values that have been identified to ensure that these values work for them and their area. The sites are across both main hospitals and satellite areas and include a range of clinical and corporate areas. Once the testing has completed, feedback will be given to the group and then presented to the Executive board and Governors in September.

Perfect Day
We held our fourth 'Perfect Day' on 28 July with our staff covering shifts that would otherwise have been filled by costly agency staffing. The next planned Perfect Day will be on Thursday 25 August. We expect managers to plan now how they can release team members to support on the day.

Cardiology service developments
Building work is progressing rapidly for the new Cardiology Catheter Lab at WMUH. This will greatly enhance the current cardiology services provided at the hospital and bring a number of benefits to patients, as well as their family and friends. The first phase, due to be operational by the end of the September, will see a new on-site cardiac diagnostic service. The second phase will be for cardiac interventional procedures and is expected to be up and running by early 2017. This investment in cardiac services helps meet a key health need within the local population and will provide better outcomes and experience for patients, as they will receive expert treatment quickly and closer to home. If you are interested in joining the new clinical team please contact: lorna.gibson@chelwest.nhs.uk

Staff Awards 2016— raffle now open!
Earlier this month we were delighted to launch our flagship annual staff awards where we recognise and celebrate the very best examples of our teams going the extra mile to care for our patients. Nominations have now closed and the shortlist will be announced soon but, as part of the awards ceremony, we want to give staff who are not shortlisted for an award an opportunity to come along and celebrate with those colleagues who have been nominated and will be holding a raffle open to those staff not shortlisted. If you are compliant with your mandatory and statutory training and appraisals, please complete the intranet form to be included in the raffle. The closing date to apply to be part of the raffle is 9am Wednesday 17 August.

WMUH nursing recruitment update
The recruitment and retention team held a nursing recruitment morning on Saturday 9 July and out of the 10 candidates who attended, six were recruited for elderly care and the AMU. The next big recruitment event will take place at the WMUH Open Day.

WMUH Open Day Saturday 24 September 11am-3pm
The theme this year is 'Recruitment' and the day will centre on activities to help attract more people to the organisation. We will also have stands showcasing our services, tours, live music and entertainment for all the family. So do encourage your friends, families and colleagues to come on along! For further information please contact communications@wmuh.nhs.uk

Introduction to coaching
The Trust is offering staff a fantastic opportunity to become internal coaches. You will be trained by qualified and experienced coaches and develop a range of skills. In return you must commit to provide at least one hour of coaching once a month for six months and attend three CPD events and two supervision events per year.

Launch sessions (for further information) are on:
- Wednesday 7 September, 1–2pm at CW
- Friday 16 September, 1–2pm at WMUH

Please contact Harpreet Aulakh in Corporate Learning and Development at Harpreet.Aulakh1@chelwest.nhs.uk.

Intranet improvements
Recently you will have seen some changes to the look and feel of the intranet which is based on direct user feedback. The homepage in particular has been enhanced so that it is easier to use and more accessible for all staff. The intranet will continue to evolve this year with a number of exciting and interactive developments planned. If you have any ideas on how to make your intranet even better please do get in touch by emailing communications@wmuh.nhs.uk

EPR procurement update
The rigorous procurement for the new Electronic Patient Record continues with the full business case presented to the Finance and Investment Committee last month and to the Trust Board for final approval in September 2016. Once we approve the provider of this system, we will move quickly to begin the implementation of this solution and a number of clinical and operational roles will be back-filled through the implementation to ensure that our staff lead the transformation and success of this programme. More information and a high level implementation timeline is available by contacting Jennifer.dunne@chelwest.nhs.uk.

September 2016 team briefing dates
- Monday 5 September 11am-12pm, WMUH Meeting Room A
- Tuesday 6 September 9am-10am, HY G2 Offices
- Tuesday 6 September 11am-12pm CW+ MediCinema

Chelsea and Westminster Hospital NHS
NHS Foundation Trust

Council of Governors Meeting, 22 September 2016

AGENDA ITEM NO.	7/Sep/16
REPORT NAME	Governors' Questions
AUTHOR	Various
LEAD	Lesley Watts, Chief Executive Officer
PURPOSE	To note.
SUMMARY OF REPORT	**1. The question raised by Governor Lynne McEvoy:** If staff are being performance managed but leave the trust before any action is taken then join the bank, what safeguards are in place to alert other areas who may employ them that there have been previous issues? **Response from Keith Loveridge, Director of HR & OD:** People who resign in the context of a performance management process are not allowed to join the bank (or stay on the bank) in a role for which they are not competent. It is the responsibility of the line manager to make sure people are removed from the bank in these circumstances. Where the poor performance of clinical staff is a threat to patient safety, managers have a duty under their professional code of conduct to report the practitioner to the relevant statutory regulatory body who in turn will determine if the practitioner should be barred from working in a state registered role for any organisation **2. The question raised by Governor Nigel Davies:** What are the plans and timescale for the appointment of a substantive Chief Nurse? **Response from Lesley Watts, Chief Executive Officer:** A verbal update will be provided under the Chief Executive Officer's Report.
KEY RISKS ASSOCIATED	None.
FINANCIAL IMPLICATIONS	None.
QUALITY IMPLICATIONS	None.

EQUALITY & DIVERSITY IMPLICATIONS	None.
LINK TO OBJECTIVES	NA
DECISION/ ACTION	For information.

Chelsea and Westminster Hospital NHS
NHS Foundation Trust

Council of Governors Meeting, 22 September, 2016

AGENDA ITEM NO.	10/Sep/16
REPORT NAME	Recruitment & Retention Strategy - Update
AUTHOR	Dekanla Jackson, Head of Resourcing
LEAD	Keith Loveridge, Director of HR
PURPOSE	Update on initiatives to reduce the nursing vacancy rate and overall time to hire.
SUMMARY OF REPORT	Our Recruitment & Selection strategy, launched in April 2016, sets the ambitious target of achieving a 5% vacancy rate for our Nursing & Midwifery workforce by February 2018. Since April our vacancy rate for this staff group has moved from 11.78% to 14.4% and our turnover rate has moved from 18.74% to 18.53%. We do not have comparative data on our time to recruit (publication of advert to issue of contact) but at a current average of at least 15 weeks we know our recruitment processes are challenged. Our HR and Nursing directorates and operational managers are working in collaboration to significantly improve the current position. **Recruitment - Current Activities** The Recruitment team has been significantly restructured and strengthened to provide it with specialist recruitment skills and to reduce our time to recruit. Our processes are being streamlined to improve applicant and manager experience and to remove steps that cause unnecessary delays. A new electronic applicant management system has been implemented. **Recruitment - Planned Activities** In addition to local events, the Trust will participate in Recruitment Fairs across the UK and Ireland and will interview and make offers on the spot. The Trust has made a successful bid to Health Education England for the Capital Nurse programme. This will fund 25 nurses to work in 'hard to recruit to' areas. A business case is being developed to support the recruitment of qualified, experienced overseas nurses who have been trained in English. We will pilot a 'Refer a Colleague' scheme for 'hard to recruit' to areas.

	For the future: Further development of our 'employer brand' to enhance our attractiveness to potential applicants. Use of the full range of advertising channels available to us including far greater use of social media. Development of a full on-boarding package ranging from support with accommodation and transportation costs to enhanced support for new starters in their first 6-12 months. Consideration is being given to the re-introduction of the Return to Practice programme for nurses whose registration has lapsed. Exploring the application of Recruitment and Retention premia for selected areas. Recruitment drives to get more people registered on our Staff Bank. **Retention** An Internal Transfer scheme will be introduced to enable Band 5 nurses to transfer between departments with minimum bureaucracy. Careers guidance available to all nurses from our directorate of nursing. Coaching and other specialist support for managers of areas with a high turnover The collection of better data on why people stay and why people leave to inform our retention pans for nurses. A comprehensive suite of leadership development opportunities for our emerging and established nurse leaders.
KEY RISKS ASSOCIATED	There is a very competitive market in London and the South East. Other Trusts are investing heavily in this area. If we do not do likewise, we risk higher vacancy and turnover rates which in turn will impact on our ability to deliver a safe level of service within the money available to us.
FINANCIAL IMPLICATIONS	An improved time to hire and reduction in vacancy and turnover rate will reduce the use of agency staff.
QUALITY IMPLICATIONS	Greater stability in our Nursing and Midwifery workforce will enable us to improve the quality of our patients.
EQUALITY & DIVERSITY IMPLICATIONS	NA

LINK TO OBJECTIVES	Improve population health outcomes and integrated care. Deliver financial sustainability.
DECISION/ ACTION	For information.

Council of Governors Meeting, 22 September 2016

AGENDA ITEM NO.	11/Sep/16
REPORT	Process relating to the proposed reappointment of the Chairman
AUTHOR	Thomas Lafferty, Director of Corporate & Legal Affairs
LEAD	Jeremy Jensen, Senior Independent Director Thomas Lafferty, Director of Corporate & Legal Affairs
SUMMARY	**Background** The current Trust Chairman, Sir Thomas Hughes-Hallett, commenced in post as of 1 February 2014 after being appointed by the Council of Governors at its private meeting held on 12 December 2013 (following a month's handover with the outgoing Trust Chairman). Sir Tom was appointed for a three year period which will end on 31 January 2017. **As per the Trust's Constitution:** "27.1. The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chairman of the Trust and the other Non-Executive Directors. 27.2. Appointment of the Chairman or another Non-Executive Director shall require the approval of a majority of the Council of Governors, present at a meeting of the Council of Governors. …In doing so, the Council of Governors shall be guided by the recommendations of a Committee of Governors known as the Non-Executive Director Nominations and Remuneration Committee." **The Monitor Code of Governance states that:** "B.7.1. In the case of re-appointment of non-executive directors, the chairperson (in this case, the Senior Independent Director) should confirm to the governors that following formal performance evaluation, the performance of the individual proposed for re-appointment continues to be effective and to demonstrate commitment to the role." **Proposed Timetable** The Council of Governors will recall that, at its 17 March 2016 meeting, the Senior Independent Director (SID) provided the outcomes of the Chairman's annual appraisal (as part of the annual Board Evaluation process) in private session. A key outcome of this session was that the Council would consider the reappointment of the Chairman later in the year, recognising the expiry of the Chairman's term in 2017. It is proposed that these appraisal outcomes are revisited in a meeting of the Governors' Nominations & Remuneration Committee held on 6 October 2016

<table>
<tr><td></td><td>which will be led by the SID and attended by the Lead Governor, the Director of Corporate & Legal Affairs and other Governors on the Committee.

It is intended that the Committee will consider the proposed reappointment of the Chairman and, following its discussions, duly make a recommendation to the Council of Governors which the Council will formally consider at its 8 December 2016 meeting.

<table><tr><th>Process Step</th><th>Date</th></tr><tr><td>Governors' Nominations & Remuneration Committee</td><td>6 October 2016</td></tr><tr><td>Council of Governors' Decision on Reappointment</td><td>8 December 2016</td></tr></table></td></tr>
<tr><td>DECISION/ ACTION</td><td>The Council of Governors is asked to note the suggested process with regard to the consideration of the reappointment of the incumbent Chairman.</td></tr>
</table>

Council of Governors Meeting, 22 September 2016

AGENDA ITEM NO.	12/Sep/16
REPORT NAME	Process for the Appointment of the Trust External Auditors
AUTHOR	Thomas Lafferty, Director of Corporate & Legal Affairs
LEAD	Sandra Easton, Chief Financial Officer Thomas Lafferty, Director of Corporate & Legal Affairs
PURPOSE	To establish a high-level process for the appointment of the Trust's External Auditors
DECISION/ ACTION	The Council is asked to: i) Support the documented high-level process; and ii) For individual patient/public Governors to nominate themselves for membership of the Auditor Appointment Panel.

Process for the Appointment of the Trust External Auditors

1.0 Introduction

1.1 This report provides an update on the contractual position of the Trust's External Audit services and sets out the key timelines and steps for retendering the provision of the service.

2.0 External Audit: Background

2.1 As a Foundation Trust, the Trust is permitted to select its own external auditors in accordance with the *Audit Code for NHS Foundation Trusts*. In accordance with the Code, it is the responsibility of the Council of Governors to appoint, re-appoint and remove the Trust's External Auditor. The Trust's Audit Committee supports the Council of Governors on this issue.

2.2 The External Auditor performs the statutory audit and assurance services in connection with the Trust's annual financial statements, Quality Report and Charitable Fund annual financial statements.

2.3 The current contract with Deloitte, the current provider of external audit services, was extended to cover the 2016/17 audit to provide stability after the West Middlesex University Hospital NHS Trust acquisition. However, there is now a requirement to tender for the provision of external audit services in 2016 to enable the selection of a new provider for the start of the 2017/18 financial year. It is envisaged that the new provider would be offered an initial term of three years.

3.0 Moving Forward

3.1 The Council of Governors is now asked to nominate three public/patient Governors[1] to participate in the Auditor Appointment Panel.

3.2 The Auditor Appointment Panel will be charged with overseeing the process in relation to the appointment of the new External Auditor and will receive 'commercial presentations' from each of the 'shortlisted' audit providers. Ultimately, the Panel will make a recommendation to the Council of Governors with regard to its preferred external audit services provider.

3.3 Overall, it is proposed that the Panel is comprised of the following:

- Audit Committee Chair (Chair of the Panel)
- An additional Non-Executive Director
- Three Public/Patient Governors
- Chief Finance Officer
- Company Secretary

3.4 The tender will follow the Crown Commercial Services Consultancy One framework against the following timetable:

Process Step	**Date**
Seek approval of process by COG + call for members of the Auditor Appointment Panel	22 September 2016
Issue Tenders	October 2016
Receive Tenders	November 2016
Receive Commercial Presentations	December 2016
Auditor Appointment Panel to make recommendation to the Council of Governor re: Auditor appointment	December 2016
Council of Governors to approve Panel Recommendation	8 December 2016 *or* Extraordinary COG meeting

4.0 Decision/action required

4.1 The Council is asked to:

[1] The involvement of Appointed/Staff Governors may give rise to a conflict of interest.

i) Support the documented high-level process; and

ii) For individual patient/public Governors to nominate themselves for membership of the Auditor Appointment Panel. Interested Governors are asked to notify Thomas Lafferty of their interest via email (Thomas.lafferty@chelwest.nhs.uk) by **30 September**.

Thomas Lafferty
Director of Corporate & Legal Affairs

August 2016

Chelsea and Westminster Hospital NHS
NHS Foundation Trust

Council of Governors Meeting, 22 September 2016

AGENDA ITEM NO.	13.1/Sep/16
REPORT	Amendments to the Constitution
AUTHOR	Thomas Lafferty, Director of Corporate & Legal Affairs
LEAD	Thomas Lafferty, Director of Corporate & Legal Affairs
PURPOSE	The Council of Governors is asked to note and approve the changes made to the Trust Constitution as highlighted within the appended document. In addition to general updates made to the text, the most significant change made within the document is to amend the definition of the Staff Constituency so that all sub-classes of Staff are removed.
SUMMARY	The current version of the Trust Constitution was last updated and approved by the Council of Governors at its extraordinary meeting held on 16 June 2015. This version of the document aimed to provide for the post-acquisition governance arrangements that needed to be established following the transaction to ensure that the local constituencies surrounding West Middlesex University Hospital (the 'WM site') were fairly represented on the Council of Governors and within the Trust's membership base. With regard to the Staff Constituency, the Council agreed at the time that there should be six separate classes of the Staff Constituency based upon job role, with one Governor being elected to represent each category and that, of the total six, at least two should be elected from either Trust site. Whilst this combined provision was intended to ensure adequate representation of various staff Groups and ensure a 'cross-site' perspective from staff on the Council; in reality, this meant that CW site Staff Nominees – including individuals who had previously served as Staff Governors - were ineligible for election (notwithstanding votes received) on account of the fact that 4/6 Governor seats had already been filled by CW staff members at that point. The attached updated version of the Constitution removes the various classes of Staff Governor and provides that the six Staff Governors seats are open to all members of staff within the organisation, regardless of job type or site base. The rationale for this is as follows: • Differentiating by job type means that some Staff Governor 'seats' are hotly contested, whereas the Trust has experienced difficulties in identifying any candidates to fill other Staff Governor seats. This disadvantages strong Staff Governor nominees who just so happen to fall into a 'competitive' staff category;

	• Nearly a year post-acquisition, the site distinction is becoming less meaningful. It is important to note that, even if the Council approves the suggested change to the Staff Constituency, this will not affect the validity of pre-existing Staff Governors elected under the previous Constitution. Such Governors will be eligible to serve the remainder of their term. In addition, as such a change represents a change to the configuration of a membership constituency, this will need to be ratified at the 2017 Annual Members' Meeting.
KEY RISKS ASSOCIATED	None.
FINANCIAL IMPLICATIONS	None.
QUALITY IMPLICATIONS	None.
EQUALITY & DIVERSITY IMPLICATIONS	None.
LINK TO OBJECTIVES	All
DECISION/ ACTION	The Council of Governors is asked to note and approve the changes made to the Trust Constitution as highlighted within the appended document.

CONSTITUTION

OF CHELSEA & WESTMINSTER HOSPITAL

NHS FOUNDATION TRUST

Approved by the Board of Directors: ~~2 July 2015~~

Approved by the Council of Governors: ~~16 June 2015~~

~~The Trust acquired West Middlesex University Hospital NHS Trust ("**WMUH**") on 1 September 2015 (the "**Acquisition Date**"). This revised constitution takes effect on the Acquisition Date. In the Transitional Period and to reflect the enlarged size of the Trust, the Trust's constituencies shall change on the dates set out in Annex 1 – 4.~~

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1. Interpretation and definitions

1.1. 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 2006 Act.

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

1.3. References in this Constitution to legislation include all amendments, replacements, or re-enactments made and references to paragraph numbers are references to paragraphs of this Constitution unless the context provides otherwise.

1.4. Save as otherwise permitted by law and subject to the Constitution, at any Board of Directors meeting, the Chairman's interpretation of this Constitution (on which he should be advised by the Chief Executive or Company Secretary) shall be final.

1.5. In this Constitution, the following defined terms have the following meaning:

the 2006 Act means the National Health Service Act 2006 (as amended, including by the 2012 Act);

the 2012 Act means the Health and Social Care Act 2012;

Accounting Officer is the person who from time to time discharges the functions specified in paragraph 25(5) of schedule 7 to the 2006 Act;

Acquisition Date means the date of the acquisition by the Trust of WMUH, being 1 September 2015;

Annual Members' Meeting means the annual meeting of the Trust's Members as defined in paragraph 12.1 of this Constitution;

Audit Committee means the committee established in accordance with paragraph 40 of this Constitution;

Auditor means the auditor of the Trust as defined in paragraph 39 of this Constitution;

Authorisation is the authorisation issued by Monitor[1] under section 35 of the 2006 Act;

Board of Directors means the board of directors of the Trust as constituted in accordance with this Constitution and referred to in paragraph 24 of this Constitution;

Chairman is the non-executive chairman of the Trust appointed by the Council of Governors in accordance with paragraph 27 of this Constitution. The expression "the Chairman" shall be deemed to include the Deputy Chairman or any other Non-Executive Director of the Trust if the Chairman is absent from the meeting or is otherwise unavailable;

Chief Executive means the chief executive and Accounting Officer;

Committee means a committee established by the Board of Directors or the Council of Governors;

Company Secretary means a person appointed to provide advice on corporate governance issues to the Board of Directors, the Council of Governors and the Chairman;

Constitution means this constitution and all annexes to it, established in accordance with schedule 7 of the 2006 Act and as from time to time amended in accordance with paragraph 45 of this Constitution;

Council of Governors means the council of governors as constituted in accordance with this Constitution and referred to in paragraph 13 of this Constitution;

Deputy Chairman means the Non-Executive Director appointed by the Non-Executive Directors to take on the Chairman's duties in accordance with paragraph 28 of this

[1] All 'Monitor' references contained within this document should be read as 'NHS Improvement', the successor organisation to Monitor as of 1 April 2016. However, the statutory basis underpinning the existence of the regulator remains unchanged at the time of writing.

Constitution if the Chairman is absent for any reason;

Director means an Executive Director or Non-Executive Director of the Board of Directors;

Executive Director means a person appointed as an executive director of the Trust under schedule 7 of the 2006 Act and in accordance with paragraph 29 of this Constitution and who is an Officer;

Finance Director means the suitably qualified chief financial Officer of the Trust;

Governor means a person elected or appointed as a member of the Council of Governors in accordance with this Constitution;

Health Service Body means a health service body as defined in section 9(4) of the 2006 Act;

~~**Initial Governors** means the Governors of the Trust who hold office immediately prior to the Acquisition Date and who (with the exception of the public Governors) shall cease to hold office at the end of the Transitional Period as set out in Part A of Annex 4 (save if the relevant Governor's pre-existing term of office expires prior to the end of the Transitional Period in which case such Governor shall cease to hold office at the end of his term of office);~~

Lead Governor is the public Governor or patient Governor ~~(with the exception of the Lead Governor holding office at the end of the Transitional Period)~~ elected by the Council of Governors in accordance with the SOs of the Council of Governors (as set out in SO 2.6 Annex 7);

Local Authority means the local authorities listed in ~~Part B of~~ Annex 4;

Member means a person whose name has been entered into the Trust's register of members as a member of the Trust's Public, Patient (for so long as is applicable) or Staff Constituency;

Model Election Rules means those election rules as published by NHS Providers from time to time and set out in Annex 5 of this Constitution;

Monitor is the body corporate known as Monitor, as provided by section 61 of the 2012 Act;

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

Non-Executive Director means a person appointed as a non-executive director of the Trust under schedule 7 of the 2006 Act and in accordance with paragraph 26 of this Constitution and who is not an Officer;

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

Patients' Constituency shall have the meaning given in paragraph 8 of this Constitution;

Public Constituency shall have the meaning given in paragraph 7.2 of this Constitution;

Senior Independent Director means the Non-Executive Director appointed by the Board of Directors in accordance with paragraph 28.2 of this Constitution;

SFIs means standing financial instructions;

SOs/Standing Orders means the standing orders of the Board of Directors and/or the standing orders of the Council of Governors;

Special Members' Meeting shall have the meaning given in paragraph 4.2 of Annex 10 of this Constitution;

Staff Constituency shall have the meaning given in paragraph 9.3 of this Constitution;

Term shall mean three years or, in the case of a Governor appointed by a Local Authority under paragraph 13.5 of this Constitution, the period of such appointment;

~~**Transitional Period** means the period from the Acquisition Date until 11.59pm on 30 November 2015;~~

Trust shall have the meaning given to it in paragraph 2.1 of this Constitution;

Voluntary Organisation means a body, other than a public or local authority, the activities of which are not carried on for profit;

WMUH means West Middlesex University Hospital NHS Trust; and

Working Group means a working group established by the Council of Governors.

2. Name

2.1. The name of the foundation trust is Chelsea & Westminster Hospital NHS Foundation Trust (the "**Trust**").

3. Principal Purpose

3.1. The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.

3.2. The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.

3.3. The Trust may provide goods and services for any purposes related to:

3.3.1. the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness; and

3.3.2. the promotion and protection of public health.

3.4. The Trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose.

4. Powers

4.1. The powers of the Trust are set out in the 2006 Act. All powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.

4.2. Any of these powers may be delegated to a Committee of the Board of Directors or to an Executive Director, provided that where such a Committee includes individuals who are not Directors, the Committee shall have a majority of Directors.

5. Membership and Constituencies

5.1. The Trust shall have Members, each of whom shall be a Member of one of the constituencies in paragraph 5.2.

5.2. The constituencies of the Trust shall be:

5.2.1. the Public Constituencies;

5.2.2. the Staff Constituency; and

5.2.3. the Patients' Constituency.

6. Application for Membership

6.1. Subject to paragraph 10.1 below, an individual who is eligible to become a Member of the Trust may do so on application to the Trust for membership. Where that application has been accepted by the Trust, that individual shall become a Member of the Trust once his name has been entered as such in the Trust's register of Members.

7. Public Constituency

7.1. An individual who lives (during the relevant time periods specified in Part 1 and Part 2 of Annex 1) in an area specified in Annex 1 as an area for a Public Constituency may become or continue as a Member of the Trust.

7.2. Those individuals who live (during the relevant time periods specified in Part 1 and Part 2 of Annex 1) in an area specified in Annex 1 as an area for a Public Constituency are referred to collectively as the Public Constituency (the "**Public Constituency**").

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

8. Patients' Constituency

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

8.2. The period referred to in paragraph 8.1 above shall be the period of three years immediately preceding the date of an application by the patient or carer to become a Member of the Trust.

8.3. Those individuals who are eligible for membership of the Trust by reason of paragraphs 8.1 and 8.2 are referred to collectively as the Patients' Constituency (the "**Patients' Constituency**").

8.4. An individual providing care in pursuance of a contract (including a contract of employment), or as a volunteer for a Voluntary Organisation, does not come within the category of those who qualify for membership of the Patients' Constituency.

8.5. The minimum number of Members in the Patients' Constituency is specified in paragraph 1 of Annex 3.

9. Staff Constituency

9.1. 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:

9.1.1. he 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

9.1.2. he has been continuously employed by the Trust under a contract of employment for at least 12 months.

9.2. Individuals who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, may become or continue as Members of the Staff Constituency provided such individuals have exercised these functions continuously for a period of at least 12 months.

9.3. Those individuals who are eligible for membership of the Trust by reason of paragraphs 9.1 or 9.2 above are referred to collectively as the Staff Constituency (the "**Staff Constituency**").

~~The Staff Constituency shall be divided into six descriptions of individuals who are eligible for membership of the Staff Constituency. Each description of individuals is specified within Annex 2 and are referred to as a class within the Staff Constituency.~~ The minimum number of Members in ~~each class of~~ the Staff Constituency is ~~specified in Annex 2.~~2,000.

10. Automatic Membership by Default – Staff

10.1. An individual who is:

10.1.1. eligible to become a Member of the Staff Constituency; and

10.1.2. invited by the Trust to become a Member of the Staff Constituency ~~and a Member of the appropriate class within the Staff Constituency~~,

shall become a Member of the Trust as a Member of the Staff Constituency ~~and appropriate class within the Staff Constituency~~ without an application being made and upon his name being entered in the Trust's R~~r~~egister of Members, unless he informs the Trust that he does not wish to do so.

11. Restriction on Membership

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

11.2. 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.

11.3. An individual must be at least 16 years old to become a Member of the Trust.

11.4. 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 paragraph 1 – 3 of Annex 10.

12. Annual Members' Meeting

12.1. The Trust shall hold an annual meeting of its Members (the "**Annual Members' Meeting**"). The Annual Members' Meeting shall be open to the public.

12.2. Further provisions about the Annual Members' Meeting are set out in paragraph 4 of Annex 10 – Further Provisions – Members.

13. Council of Governors – Composition

13.1. The Trust is to have a Council of Governors, which shall comprise both elected and appointed Governors.

13.2. The elected Governors shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of Governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 4[2].

13.3. ~~During the Transitional Period, the composition of the Council of Governors shall be as specified in Part A of Annex 4 and shall change in accordance with and on the dates set out in Annex 4.~~

13.4. ~~From 1 December 2015, T~~the composition of the Council of Governors shall be as set out ~~in Part B of~~ at Annex 4.

13.5. The two Local Authority stakeholder groups ~~as per Part B of Annex 4~~ shall each appoint, on a rotational basis, one local authority Governor per Local Authority Governor position. The Local Authorities shall choose (in accordance with a process agreed by the Local Authorities) which Local Authority shall appoint a local authority Governor, with the length of such appointment, subject to paragraph 15.5, to be agreed between the Trust and the respective Local Authorities.

13.6. If a Local Authority has not been chosen to appoint a local authority Governor on or before the date which is three weeks before the date upon which the Governor's Term is due to commence, the Trust shall determine by lot which Local Authority (if willing to make an appointment) shall appoint a Governor.

14. Council of Governors – election of Governors

14.1. Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules.

14.2. The Model Election Rules, as published and as may be varied from time to time by NHS Providers, form part of this Constitution and are attached at Annex 5.

14.3. A variation of the Model Election Rules by NHS Providers shall not constitute a variation of the terms of this Constitution for the purposes of paragraph 45 of the Constitution. For the

[2] ~~For the avoidance of doubt, where a Governor has been elected to represent a particular class of constituency which, due to changes in the Constitution, ceases to exist, the Governors affected will nevertheless be allowed to continue to serve for the remaining duration of their term, provided that the Council of Governors is satisfied that such individuals are eligible to represent members within a different class of constituency; or, in the absence of classes, the generic constituency.~~

avoidance of doubt, the Trust cannot amend the Model Election Rules.

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

14.5. The full election results will be made available to the Council of Governors and to all election candidates.

15. Council of Governors – Tenure

15.1. A Governor ~~(other than Initial Governors affected by the changes brought about by the end of the Transitional Period)~~ may hold office for a period of up to three years.

15.2. ~~The elected Initial Governors (with the exception of the public Governors) may, notwithstanding the terms of their election, hold their office until the earlier of (i) 11.59pm on 30 November 2015; or (ii) the expiry of their term of office; on which date they shall cease to hold office.~~

15.2. ~~The appointed Initial Governors may, notwithstanding the terms of their appointment, only hold office up until 11.59pm on 30 November 2015, on which day they shall cease to hold office. An appointed Initial Governor shall, subject to paragraph 15.6, be eligible for re-appointment as an appointed Governor after the Transitional Period, if that Governor's appointing organisation remains eligible to appoint a Governor following the Transitional Period.~~

15.3. The returning officer (as referred to in part 3 of Annex 5) will undertake the election of Governors in accordance with the Model Election Rules.

15.4. An elected Governor shall cease to hold office if he ceases to be a Member of the constituency or class by which he was elected.

15.5. An elected or an appointed Governor shall be eligible for re-election or re-appointment as appropriate at the end of his Term and may be re-elected or re-appointed for consecutive Terms provided that a Governor shall not hold office for longer than nine years.

15.6. An appointed Governor shall cease to hold office if the appointing Local Authority or partnership organisation of that Governor withdraws its appointment of him or if any such appointing body ceases to exist and there is no successor in title to its business.

15.7. For the avoidance of doubt, where a Governor has been elected to represent a particular class of constituency which, due to changes in the Constitution, ceases to exist, the Governors affected will nevertheless be allowed to continue to serve for the remaining duration of their term, provided that the Council of Governors is satisfied that such individuals are eligible to represent members within a different class of constituency; or, in the absence of classes, the generic constituency.

~~Where a vacancy arises on the Council of Governors for any reason during the Transitional Period, the seat will fall vacant pending the election and appointment of Governors with effect from 1 December 2015.~~

16. Council of Governors – Disqualification and Removal

16.1. A Governor may resign from that office at any time during his Term by giving notice in writing to the Company Secretary or the Chairman, such notice is to specify the date of resignation.

16.2. The following may not become or continue as a member of the Council of Governors:

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

16.2.2. a person in relation to whom a moratorium period under a debt relief order applies (under part 7A of the Insolvency Act 1986);

16.2.3. 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; and

16.2.4. a person who within the preceding five years has been convicted in the British Isles 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.

16.3. Further provisions as to the circumstances in which an individual may not become or continue or be removed as a member of the Council of Governors are set out in paragraph 2 and paragraph 3 of Annex 6.

16.4. Governors must be at least 16 years of age at the date they are nominated for election or appointment.

17. Council of Governors – Duties of Governors

17.1. The general duties of the Council of Governors are:

17.1.1. to hold the Non-Executive Directors, individually and collectively, to account for the performance of the Board of Directors, and

17.1.2. to represent the interests of the Members of the Trust as a whole and the interests of the public.

17.2. The Trust must take steps to secure that the Governors are equipped with the skills and knowledge that they require in their capacity as such.

17.3. Further provision as to the roles and responsibilities of the Council of Governors is set out in paragraph 1 of Annex 6.

18. Council of Governors – Meetings of Governors

18.1. The Chairman of the Trust (i.e. the Chairman of the Board of Directors appointed in accordance with paragraph 27.1 below) or, in his absence, the Deputy Chairman (i.e. the person appointed in accordance with paragraph 28.1 below) (or if such person is not available another Non-Executive Director) shall preside at meetings of the Council of Governors. If the Chairman, the Deputy Chairman and all Non-Executive Directors are absent, the Lead Governor, if he is present, shall preside. If the Lead Governor is not present, such Governor as the Governors present shall choose shall preside.

18.2. The Council of Governors shall elect one of the Governors, who (except for during the Transition Period) is a Member of either the Public Constituency, or the Patients' Constituency, to be the Lead Governor and the Chairman shall liaise with the Lead Governor in relation to the proceedings of the Council of Governors. If the Chairman considers it appropriate (taking into account the matters to be discussed at a meeting of the Council of Governors), the Lead Governor shall preside at such meeting.

18.3. Meetings of the Council of Governors shall be open to members of the public unless the Council of Governors decides otherwise in relation to all or part of the meeting for special reasons of commercial confidentiality or on other proper grounds. The Chairman may exclude any person from a meeting of the Council of Governors if that person is interfering with or preventing the proper conduct of the meeting.

18.4. The Trust will hold a minimum of four public Council of Governors' meetings each year, at least one joint workshop in private between the Governors and the Board of Directors and two informal meetings between the Governors and the Non-Executive Directors per annum.

18.5. The Council of Governors with the approval of the Chairman may appoint Committees or Working Groups consisting of its members and other persons including Directors to assist it in carrying out its functions.

18.6. For the purposes of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties (and deciding whether to propose a vote on the Trust's or directors' performance), the Council of Governors may require one or more of the Directors to attend a meeting.

19. Council of Governors – Standing Orders

19.1. The SOs for the practice and procedure of the Council of Governors are attached at Annex 7.

20. Council of Governors – Referral to the Panel

20.1. In this paragraph, the panel means a panel of persons appointed by Monitor to which a Governor of a Trust may refer a question as to whether the Trust has failed or is failing:

20.1.1. to act in accordance with its Constitution; or

20.1.2. to act in accordance with provision made by or under chapter 5 of the 2006 Act.

20.2. A Governor may refer a question to the panel only if more than half of the members of the Council of Governors voting approve the referral.

21. Council of Governors – Conflicts of Interest of Governors

21.1. If a Governor 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 Council of Governors, the Governor shall disclose that interest to the members of the Council of Governors as soon as he becomes aware of it. The SOs for the Council of Governors shall make provision for the disclosure of interests and arrangements for the exclusion of a Governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

22. Council of Governors – Travel Expenses

22.1. The Trust may pay travelling and other expenses to members of the Council of Governors at rates determined by the Trust.

23. Council of Governors – Further Provisions

23.1. Further provisions with respect to the Council of Governors are set out in Annex 6.

24. Board of Directors – Composition

24.1. The Trust is to have a Board of Directors, which shall comprise both Executive and Non-Executive Directors.

24.2. The Board of Directors is to comprise:

24.2.1. the Chairman;

24.2.2. at least four other Non-Executive Directors; and

24.2.3. at least four Executive Directors.

such that at any time at least half of the Board of Directors (excluding the Chairman) shall be Non-Executive Directors.

24.3. One of the Executive Directors shall be the Chief Executive.

24.4. The Chief Executive shall be the Accounting Officer.

24.5. One of the Executive Directors shall be the Finance Director.

24.6. One of the Executive Directors is to be a registered medical practitioner (within the meaning of the Medical Act 1983 who holds a licence to practice under that Act) or a registered dentist (within the meaning of the Dentists Act 1984).

24.7. One of the Executive Directors is to be a registered nurse or a registered midwife.

25. Board of Directors – General Duty

25.1. The general duty of the Board of Directors and of each Director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the Members of the Trust as a whole and for the public.

26. Board of Directors – Qualification for Appointment as a Non-Executive Director

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

26.1.1. he is a Member of the Public or Patients' Constituency; or

26.1.2. where any of the Trust's hospitals includes a medical or dental school provided by a university, he exercises functions for the purposes of that university; and

26.1.3. he is not disqualified by virtue of paragraph 30 below.

27. Board of Directors – Appointment and Removal of Chairman and other Non-Executive Directors

27.1. The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chairman of the Trust and the other Non-Executive Directors.

27.2. Appointment of the Chairman or another Non-Executive Director shall require the approval of a majority of the Council of Governors, present at a meeting of the Council of Governors.

27.3. Removal of the Chairman or another Non-Executive Director shall require the approval of three-quarters of the members of the Council of Governors.

28. Board of Directors – Appointment of Deputy Chairman and Senior Independent Director

28.1. The Council of Governors shall appoint one of the Non-Executive Directors as a Deputy Chairman and, if the Chairman is unable to discharge his duties, the Deputy Chairman shall act in his place.

28.2. The Board of Directors shall, following consultation with the Lead Governor, appoint one of the Non-Executive Directors as a Senior Independent Director to act in accordance with Monitor's NHS Foundation Trust Code of Governance (as may be amended and replaced from time to time) and the Trust's SOs.

29. Board of Directors – Appointment and Removal of the Chief Executive and other Executive Directors

29.1. The Chairman and the other Non-Executive Directors shall appoint or remove the Chief Executive.

29.2. The appointment of the Chief Executive shall require the approval of a majority of the Council of Governors present at a meeting of the Council of Governors.

29.3. A Committee consisting of the Chairman, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

30. Board of Directors – Disqualification

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

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

30.1.2. a person in relation to whom a moratorium period under a debt relief order applies (under part 7A of the Insolvency Act 1986);

30.1.3. 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; and

30.1.4. a person who within the preceding five years has been convicted in the British Isles 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.

30.2. Further provisions as to the circumstances in which an individual may not become or continue as a member of the Board of Directors are set out in paragraph 1 Annex 8.

31. Board of Directors – Meetings

31.1. Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons, including without limitation, where business involves information that relates to staff or patients or is commercially sensitive.

31.2. Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors , with suitable redactions as necessary.

32. Board of Directors – Standing Orders

32.1. The SOs for the practice and procedure of the Board of Directors, as may be varied from time to time, are attached at Annex 9.

33. Board of Directors – Conflicts of Interest of Directors

33.1. The duties that a Director of the Trust has by virtue of being a Director include in particular:

33.1.1. a duty to avoid a situation in which the Director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust.

33.1.2. a duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity.

33.2. The duty referred to in sub-paragraph 33.1.1 is not infringed if:

33.2.1. the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or

33.2.2. the matter has been authorised in accordance with the Constitution.

33.3. The duty referred to in sub-paragraph 33.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

33.4. In sub-paragraph 33.1.2, “third party” means a person other than:

33.4.1. the Trust; or

33.4.2. a person acting on its behalf.

33.5. If a Director of the Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the Director must declare the nature and extent of that interest to the other Directors.

33.6. If a declaration under this paragraph proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.

33.7. Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.

33.8. This paragraph does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question.

33.9. A Director need not declare an interest:

33.9.1. if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

33.9.2. if, or to the extent that, the Directors are already aware of it;

33.9.3. if, or to the extent that, it concerns terms of the Director’s appointment that have been or are to be considered:

33.9.3.1. by a meeting of the Board of Directors; or

33.9.3.2. by a Committee of the Directors appointed for the purpose under the Constitution.

33.10. A matter shall be authorised for the purposes of paragraph 33.2.2 if:

33.10.1. the Board of Directors by majority, disapplies the provision of the Constitution which would otherwise prevent a Director from being counted as participating in

the decision-making process; and/or

33.10.2. the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; and/or

33.10.3. the Director's conflict of interest arises from a permitted cause (as determined by the Board of Directors from time to time).

For the purposes of this paragraph 33.10, a permitted cause may include (without limitation):

33.10.3.1. a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Trust or any of its subsidiaries; and/or

33.10.3.2. arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Trust or any of its subsidiaries which do not provide special benefits for Directors or former Directors.

34. Board of Directors – Remuneration and Terms of Office

34.1. The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and the other Non-Executive Directors. In doing so, the Council of Governors shall be guided by the recommendations of a Committee of Governors known as the Non-Executive Director Nominations and Remuneration Committee.

34.2. The Board of Directors 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.

35. Registers

35.1. The Trust shall have:

35.1.1. a register of Members showing, in respect of each Member, the constituency to which he belongs and, where there are classes within it, the class to which he belongs;

35.1.2. a register of members of the Council of Governors;

35.1.3. a register of interests of Governors;

35.1.4. a register of Directors; and

35.1.5. a register of interests of the Directors.

36. Removal from the Registers

36.1. The Company Secretary shall remove from the register of Members the name of any Member who ceases to be entitled to be a Member under the provisions of this Constitution.

37. Registers – Inspection and Copies

37.1. The Trust shall make the registers specified in paragraph 35 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.

37.2. The Trust shall not make any part of its registers available for inspection by members of the public which shows details of:

37.2.1. any Member of the Patients' Constituency where that Member has not consented to his details being made so available; or

37.2.2. any other Member of the Trust, if he so requests.

37.3. So far as the registers are required to be made available:

37.3.1. they are to be available for inspection free of charge at all reasonable times; and

37.3.2. a person who requests a copy of or extract from the registers is to be provided with a copy or extract.

37.4. If the person requesting a copy or extract is not a Member, the Trust may impose a reasonable charge for doing so.

38. Documents available for Public Inspection

38.1. The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:

38.1.1. a copy of the current Constitution;

38.1.2. a copy of the latest annual accounts and of any report of the Auditor on them; and

38.1.3. a copy of the latest annual report.

38.2. The Trust shall also make the following documents relating to a special administration of the Trust available for inspection by members of the public free of charge at all reasonable times:

38.2.1. a copy of any order made under section 65D (appointment of Trust Special Administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L(Trusts coming out of administration) or 65LA (Trusts to be dissolved) of the 2006 Act;

38.2.2. a copy of any report laid under section 65D (appointment of Trust Special Administrator) of the 2006 Act;

38.2.3. a copy of any information published under section 65D (appointment of Trust Special Administrator) of the 2006 Act;

38.2.4. a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act;

38.2.5. a copy of any statement provided under section 65F(administrator's draft report) of the 2006 Act;

38.2.6. a copy of any notice published under section 65F(administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA(Monitor's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act;

38.2.7. a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act;

38.2.8. a copy of any final report published under section 65I (administrator's final report);

38.2.9. a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act; and

38.2.10. a copy of any information published under section 65M (replacement of Trust special administrator) of the 2006 Act.

38.3. Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.

38.4. 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.

39. Auditor

39.1. The Trust shall have an Auditor (the "**Auditor**").

39.2. The Council of Governors shall appoint or remove the Auditor at a general meeting of the Council of Governors.

40. Audit Committee

40.1. The Board of Directors shall establish a Committee of Non-Executive Directors as an Audit Committee to perform such monitoring, reviewing and other functions as are appropriate.

41. Annual Accounts

41.1. The Trust must keep proper accounts and proper records in relation to the accounts.

41.2. Monitor may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

41.3. The accounts are to be audited by the Trust's Auditor.

41.4. The Trust shall prepare in respect of each financial year annual accounts in such form as Monitor may with the approval of the Secretary of State direct.

41.5. The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

42. Annual Report, Forward Plans and non-NHS work

42.1. The Trust shall prepare an annual report and send it to Monitor.

42.2. The Trust shall give information as to its forward planning in respect of each financial year to Monitor.

42.3. The document containing the information with respect to forward planning (referred to above) shall be prepared by the Board of Directors.

42.4. In preparing the document, the Board of Directors shall have regard to the views of the Council of Governors.

42.5. Each forward plan must include information about:

42.5.1. the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on; and

42.5.2. the income it expects to receive from doing so.

42.6. Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 42.5.1, the Council of Governors must:

42.6.1. determine whether it is satisfied that the carrying on of the activity will not, to any significant extent, interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions; and

42.6.2. notify the Board of Directors of the Trust of its determination.

42.7. If the Trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England, it may implement the proposal only if more than half of the members of the Council of Governors of the Trust voting, approve its implementation.

43. Presentation of the Annual Accounts and Reports to the Council of Governors and Members

43.1. The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:

43.1.1. the annual accounts;

43.1.2. any report of the Auditor on them; and

43.1.3. the annual report.

43.2. The documents shall also be presented to the Members of the Trust at the Annual Members' Meeting by at least one member of the Board of Directors in attendance.

43.3. The Trust may combine a meeting of the Council of Governors convened for the purposes of

paragraph 43.1 with the Annual Members' Meeting.

44. Instruments

44.1. The Trust shall have a seal.

44.2. The seal shall not be affixed except under the authority of the Board of Directors.

45. Amendment of the Constitution

45.1. The Trust may make amendments of its Constitution only if:

45.1.1. more than half of the members of the Council of Governors of the Trust voting, approve the amendments; and

45.1.2. more than half of the members of the Board of Directors of the Trust voting approve the amendments.

45.2. Amendments made under paragraph 45.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendments have no effect in so far as the Constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act.

45.3. Where an amendment is made to the Constitution in relation the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust):

45.3.1. at least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment; and

45.3.2. the Trust must give the Members an opportunity to vote on whether they approve the amendment.

45.4. If more than half of the Members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the Trust must take such steps as are necessary as a result.

45.5. Amendments by the Trust of its Constitution are to be notified to Monitor. For the avoidance of doubt, Monitor's functions do not include a power or duty to determine whether or not the Constitution, as a result of the amendments, accords with schedule 7 of the 2006 Act.

46. Mergers etc. and Significant Transactions

46.1. The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors.

46.1.1. The Trust may enter into a significant transaction only if more than half of the members of the Council of Governors of the Trust voting, approve entering into the transaction.

46.1.2. The constitution does not contain any descriptions of the term 'significant transaction' for the purposes of section 51A of the 2006 Act.

47. Procedures and Protocols

47.1. The Council of Governors and Board of Directors will adopt such procedures and protocols as they may deem to be appropriate for the good governance of the Trust from time to time.

48. Indemnity

48.1. Members of the Council of Governors and the Board of Directors and the Secretary who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust.

ANNEX 1
THE PUBLIC CONSTITUENCY

~~**Part 1 – From the Acquisition Date and during the Transitional Period**~~

~~There shall be four Public Constituencies from the Acquisition Date and during the Transitional Period. Members of the public shall be eligible for membership of the Public Constituencies from the Acquisition Date and during the Transitional Period as shown in the table below:~~

~~**Name of Public Constituency area**~~	~~**Minimum number of Members from the Acquisition Date and during the Transitional Period**~~
~~Royal Borough of Kensington and Chelsea~~	~~500~~
~~City of Westminster~~	~~500~~
~~London Borough of Hammersmith and Fulham~~	~~300~~
~~London Borough of Wandsworth~~	~~300~~
~~**Total**~~	~~**1,600**~~

~~**Part 2 – From 1 December 2015**~~

There shall be seven Public Constituencies ~~from 1 December 2015~~. Members of the public shall be eligible for membership of the Public Constituencies ~~from 1 December 2015~~ as shown in the table below:

Name of Public Constituency area	**Minimum number of Members from 1 December 2015**
Royal Borough of Kensington & Chelsea	500
City of Westminster	500
London Borough of Hammersmith & Fulham	300
London Borough of Wandsworth	300
London Borough of Hounslow	300
London Borough of Richmond upon Thames	300
London Borough of Ealing	150
Total	**2,350**

ANNEX 2
THE STAFF CONSTITUENCY

Staff shall be eligible for membership of the Staff Constituency as shown in the table below.

	Minimum number of Members
Staff Constituency	2000
Total	**2000**

~~The Staff Constituency is divided into six classes. Staff shall be eligible for membership of a class within the Staff Constituency as shown in the table below:~~

~~**Staff class**~~	~~**Minimum number of Members from the Acquisition Date and during the Transitional Period**~~
~~Support, Administrative & Clerical Staff~~	~~100~~
~~Allied Health Professionals, Scientific & Technical Staff~~	~~100~~
~~Contracted Staff~~	~~100~~
~~Medical & Dental Staff~~	~~100~~
~~Nursing & Midwifery Staff~~	~~100~~
~~Management Staff~~	~~100~~
~~**Total**~~	~~**600**~~

ANNEX 3
THE PATIENTS' CONSTITUENCY

1. PATIENTS' CONSTITUENCY

Patients shall be eligible for membership of the Patients' Constituency as shown in the table below.

	Minimum number of Members
Patients' Constituency	200
Total	**200**

ANNEX 4
COMPOSITION OF THE COUNCIL OF GOVERNORS

The composition of the Council of Governors set out below ensures that, at all times, the aggregate number of public and patients' constituencies' Governors ~~(together with patient Governors up to the end of the Transitional Period)~~ shall be more than half the total membership of the Council of Governors.

~~– COMPOSITION OF THE COUNCIL OF GOVERNORS – From the Acquisition Date and during the Transitional Period~~

~~Stage 1~~	~~From the Acquisition Date and during the Transitional Period~~	
~~Elected Governors~~		
~~Constituency~~	~~Area/Class~~	~~Number of Governors~~
~~Public Constituencies~~	~~Royal Borough of Kensington & Chelsea~~	~~2~~
	~~City of Westminster~~	~~2~~
	~~London Borough of Hammersmith & Fulham~~	~~2~~
	~~London Borough of Wandsworth~~	~~2~~
~~Patients' Constituency~~	~~Patients' Constituency~~	~~10~~
~~Staff Constituency~~	~~Support, Administrative & Clerical Staff~~	~~1~~
	~~Allied Health Professionals, Scientific & Technical Staff~~	~~1~~
	~~Contracted Staff~~	~~1~~
	~~Medical & Dental Staff~~	~~1~~
	~~Nursing & Midwifery Staff~~	~~1~~
	~~Management Staff~~	~~1~~
~~Appointed Governors~~		
~~Representative status~~	~~Representative of~~	~~Number of Governors~~
~~Local authority (required by statute)~~	~~Royal Borough of Kensington & Chelsea~~	~~1~~
~~Local authority (required by statute)~~	~~Westminster City Council~~	~~1~~
~~University/medical school (required by statute)~~	~~Imperial College, University of London~~	~~1~~

~~Partnership/stakeholder organisation~~	~~Royal Marsden NHS Foundation Trust~~	~~1~~
~~Partnership/stakeholder organisation~~	~~Royal Brompton & Harefield NHS Foundation Trust~~	~~1~~
~~**Total:**~~		~~**29**~~

~~:~~ COMPOSITION OF THE COUNCIL OF GOVERNORS ~~- from 1 December 2015:~~

~~The composition of the Council of Governors set out below ensures that, at all times, the aggregate number of public and patients' constituencies' Governors shall be more than half the total membership of the Council of Governors. The terms of the Governors set out below shall commence on 1 December 2015.~~

~~**Stage 2**~~	~~**From 1 December 2015**~~	
Elected Governors		
Constituency	**Representative of**	**Number of Governors**
Public Constituencies	Royal Borough of Kensington & Chelsea	2
	City of Westminster	2
	London Borough of Hammersmith & Fulham	2
	London Borough of Wandsworth	2
	London Borough of Hounslow	2
	London Borough of Richmond upon Thames	2
	London Borough of Ealing	1
Patients' Constituency	Patients' Constituency	8
Staff Constituency	~~Support, Administrative & Clerical Staff~~Staff Constituency	6~~1~~

	~~*Election constraint~~ ~~Notwithstanding the provisions above, there must be a minimum of two of the total number of the six staff Governors elected from candidates based at each of the Trust's Chelsea and Westminster Hospital and West Middlesex University Hospital (each a "Main Site"), and in the absence of such a distribution of Governors:~~ ~~(1) if there are candidates not based at a Main Site, the candidate not based at either of those sites with the smallest number of votes shall not serve as Governor and the candidate based at a Main Site with the next highest number of votes shall be elected as Governor until two of the total number of the six staff Governors shall be from each of the Trust's Main Sites; and~~ ~~(2) if, following the application of the mechanism in the preceding paragraph, the proviso above has not been satisfied, such that none or only one candidate to be elected as Governor is based at a Main Site and six or five are based at the other Main Site, the candidate(s) based at the Main Site that received the fifth (and if necessary sixth) smallest number of votes shall not serve as Governor and the candidate (or, if necessary, candidates) based at the other Main Site with the next highest number of votes shall be elected as Governor until two of the total number of the six staff Governors shall be from each of the Trust's Main Sites.~~ ~~The electoral constraints set out above will apply to all Staff Governor seats on the Council of Governors, regardless of the number of Staff Governors being elected at any particular time.~~	
Appointed Governors		
University/medical school (required by statute)	Imperial College~~, University of~~ London	1

Local Authority (required by statute)	• Royal Borough of Kensington & Chelsea; • Westminster City Council, and • London Borough of Hammersmith & Fulham who shall appoint a Governor on a rotational basis as set out at paragraphs 13.5 and 13.6 of this Constitution.	1
Local Authority (required by statute)	• London Borough of Hounslow; • London Borough of Richmond, and • London Borough of Wandsworth who shall appoint a Governor on a rotational basis as set out at paragraphs 13.5 and 13.6 of this Constitution.	1
Total:		**30**

ANNEX 5

The Trust is to hold elections in accordance with the first past the post version of the Model Election Rules, as set out below.

PART 1: INTERPRETATION

1. Interpretation

PART 2: TIMETABLE FOR ELECTION

2. Timetable
3. Computation of time

PART 3: RETURNING OFFICER

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

PART 4: STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS

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

PART 5: CONTESTED ELECTIONS

19. Poll to be taken by ballot
20. The ballot paper
21. The declaration of identity (public and patient constituencies)

Action to be taken before the poll

22. List of eligible voters
23. Notice of poll
24. Issue of voting information by returning officer
25. Ballot paper envelope and covering envelope
26. E-voting systems

The poll

27. Eligibility to vote
28. Voting by persons who require assistance

Procedure for receipt of envelopes, internet votes, telephone vote and text message votes

PART 6: COUNTING THE VOTES

PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS

PART 8: DISPOSAL OF DOCUMENTS

PART 1: INTERPRETATION

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1. Interpretation

1.1 In these rules, unless the context otherwise requires:

"*2006 Act*" means the National Health Service Act 2006;

"*corporation*" means the public benefit corporation subject to this Constitution;

"*Council of Governors*" means the council of governors of the corporation;

"*declaration of identity*" has the meaning set out in rule 21.1;

"*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 Council of Governors;

"*e-voting*" means voting using either the internet, telephone or text message;

"*e-voting information*" has the meaning set out in rule 24.2;

"*ID declaration form*" has the meaning set out in Rule 21.1; "internet voting record" has the meaning set out in rule 26.4(d);

"*internet voting system*" means such computer hardware and software, data other equipment and services as may be provided by the returning officer for the purpose of enabling voters to cast their votes using the internet;

"*Lead Governor*" means the Governor nominated by the corporation to fulfil the role described in Appendix B to The NHS Foundation Trust Code of Governance (Monitor, December 2013) or any later version of such code.

"*list of eligible voters*" means the list referred to in rule 22.1, containing the information in rule 22.2;

"*method of polling*" means a method of casting a vote in a poll, which may be by post, internet, text message or telephone;

"*Monitor*" means the corporate body known as Monitor as provided by section 61 of the 2012 Act;

"*numerical voting code*" has the meaning set out in rule 64.2(b)

"*polling website*" has the meaning set out in rule 26.1;

"*postal voting information*" has the meaning set out in rule 24.1;

"*telephone short code"* means a short telephone number used for the purposes of submitting a vote by text message;

"*telephone voting facility*" has the meaning set out in rule 26.2;

"*telephone voting record*" has the meaning set out in rule 26.5 (d);

"*text message voting facility*" has the meaning set out in rule 26.3;

"*text voting record*" has the meaning set out in rule 26.6 (d);

"*the telephone voting system*" means such telephone voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by telephone;

"*the text message voting system*" means such text messaging voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by text message;

"*voter ID number*" means a unique, randomly generated numeric identifier allocated to each voter by the Returning Officer for the purpose of e-voting,

"*voting information*" means postal voting information and/or e-voting information

1.2 Other expressions used in these rules and in Schedule 7 to the NHS Act 2006 have the same meaning in these rules as in that Schedule.

PART 2: TIMETABLE FOR ELECTIONS

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2. Timetable

2.1 The proceedings at an election shall be conducted in accordance with the following timetable:

Proceeding	Time
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination forms 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

3.1 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.

3.2 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

4.1 Subject to rule 69, the returning officer for an election is to be appointed by the corporation.

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

5. Staff

5.1 Subject to rule 69, 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

6.1 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

7.1 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

8.1 The returning officer is to publish a notice of the election stating:

(a) the constituency, or class within a constituency, for which the election is being held,

(b) the number of members of the Council of Governors to be elected from that constituency, or class within that constituency,

(c) the details of any nomination committee that has been established by the corporation,

(d) the address and times at which nomination forms may be obtained;

(e) the address for return of nomination forms (including, where the return of nomination forms in an electronic format will be permitted, the e-mail address for such return) 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

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

9. Nomination of candidates

9.1 Subject to rule 9.2, each candidate must nominate themselves on a single nomination form.

9.2 The returning officer:

(a) is to supply any member of the corporation with a nomination form, and

(b) is to prepare a nomination form 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 and a nomination can, subject to rule 13, be in an electronic format.

10. Candidate's particulars

10.1 The nomination form must state the candidate's:

(a) full name,

(b) contact address in full (which should be a postal address although an e-mail address may also be provided for the purposes of electronic communication), and

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

11. Declaration of interests

11.1 The nomination form 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

12.1 The nomination form must include a declaration made by the candidate:

(a) that he or she is not prevented from being a member of the Council of Governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the Constitution; and,

(b) for a member of the patient or 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

13.1 The nomination form must be signed and dated by the candidate, in a manner prescribed by the returning officer, 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.

13.2 Where the return of nomination forms in an electronic format is permitted, the returning officer shall specify the particular signature formalities (if any) that will need to be complied with by the candidate.

14. Decisions as to the validity of nomination

14.1 Where a nomination form 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 form 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.

14.2 The returning officer is entitled to decide that a nomination form 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 forms, 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, if required by rule 13.

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

14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.

14.5 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 form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.

15. Publication of statement of candidates

15.1 The returning officer is to prepare and publish a statement showing the candidates who are standing for election.

15.2 The statement must show:

(a) the name, contact address (which shall be the candidate's postal 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 form.

15.3 The statement must list the candidates standing for election in alphabetical order by surname.

15.4 The returning officer must send a copy of the statement of candidates and copies of the nomination forms to the corporation as soon as is practicable after publishing the statement.

16. Inspection of statement of nominated candidates and nomination forms

16.1 The corporation is to make the statement of the candidates and the nomination forms supplied by the returning officer under rule 15.4 available for inspection by members of the corporation free of charge at all reasonable times.

16.2 If a member of the corporation requests a copy or extract of the statement of candidates or their nomination forms, the corporation is to provide that member with the copy or extract free of charge.

17. Withdrawal of candidates

17.1 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

18.1 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 Council of Governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.

18.2 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 Council of Governors, those candidates are to be declared elected in accordance with Part 7 of these rules.

18.3 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be Council of Governors, then:

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

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

PART 5: CONTESTED ELECTIONS

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19. Poll to be taken by ballot

19.1 The votes at the poll must be given by secret ballot.

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

19.3 The corporation may decide that voters within a constituency or class within a constituency, may, subject to rule 19.4, cast their votes at the poll using such different methods of polling in any combination as the corporation may determine.

19.4 The corporation may decide that voters within a constituency or class within a constituency for whom an e-mail address is included in the list of eligible voters may only cast their votes at the poll using an e-voting method of polling.

19.5 Before the corporation decides, in accordance with rule 19.3 that one or more e-voting methods of polling will be made available for the purposes of the poll, the corporation must satisfy itself that:

(a) if internet voting is to be a method of polling, the internet voting system to be used for the purpose of the election is:

(i) configured in accordance with these rules; and

(ii) will create an accurate internet voting record in respect of any voter who casts his or her vote using the internet voting system;

(b) if telephone voting to be a method of polling, the telephone voting system to be used for the purpose of the election is:

(i) configured in accordance with these rules; and

(ii) will create an accurate telephone voting record in respect of any voter who casts his or her vote using the telephone voting system;

(c) if text message voting is to be a method of polling, the text message voting system to be used for the purpose of the election is:

(i) configured in accordance with these rules; and

(ii) will create an accurate text voting record in respect of any voter who casts his or her vote using the text message voting system.

20. The ballot paper

20.1 The ballot of each voter (other than a voter who casts his or her ballot by an e-voting

method of polling) 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.

20.2 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 Council of Governors to be elected from that constituency, or class within that constituency,

(d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,

(e) instructions on how to vote by all available methods of polling, including the relevant voter's voter ID number if one or more e-voting methods of polling are available,

(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.

20.3 Each ballot paper must have a unique identifier.

20.4 Each ballot paper must have features incorporated into it to prevent it from being reproduced.

21. The declaration of identity (public and patient constituencies)

21.1 The corporation shall require each voter who participates in an election for a public or patient Constituency to make a declaration confirming:

(a) that the voter is the person:
(i) to whom the ballot paper was addressed, and/or

(ii) to whom the voter ID number contained within the e-voting information was allocated,

(b) that he or she has not marked or returned any other voting information in the election, and

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

and the corporation shall make such arrangements as it considers appropriate to facilitate the making and the return of a declaration of identity by each voter, whether by the completion of a paper form ("ID declaration form") or the use of an electronic method.

21.2 The voter must be required to return his or her declaration of identity with his or her ballot.

21.3 The voting information shall caution the voter that if the declaration of identity is not duly returned or is returned without having been made correctly, any vote cast by the voter may be declared invalid.

Action to be taken before the poll

22. List of eligible voters

22.1 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 27 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

22.2 The list is to include, for each member:

(a) a postal address; and,

(b) the member's e-mail address, if this has been provided

to which his or her voting information may, subject to rule 22.3, be sent.

22.3 The corporation may decide that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list.

23. Notice of poll

23.1 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 Council of Governors to be elected from that constituency, or class with that constituency,

(d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,

(e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,

(f) the methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the corporation in accordance with rule 19.3,

(g) the address for return of the ballot papers,

(h) the uniform resource locator (url) where, if internet voting is a method of polling, the polling website is located;

(i) the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located,

(j) the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located,

(k) the date and time of the close of the poll,

(l) the address and final dates for applications for replacement voting information, and

(m) the contact details of the returning officer.

24. Issue of voting information by returning officer

24.1 Subject to rule 24.3, 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 information by post to each member of the corporation named in the list of eligible voters:

(a) a ballot paper and ballot paper envelope,

(b) the ID declaration form (if required),

(c) information about each candidate standing for election, pursuant to rule 64 of these rules, and

(d) a covering envelope;

24.2 Subject to rules 24.3 and 24.4, 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 information by e-mail and/ or by post to each member of the corporation named in the list of eligible voters whom the corporation determines in accordance with rule 19.3 and/ or rule 19.4 may cast his or her vote by an e-voting method of polling:

(a) instructions on how to vote and how to make a declaration of identity (if required),

(b) the voter's voter ID number,

(c) information about each candidate standing for election, pursuant to rule 64 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate; and

(d) contact details of the returning officer,

24.3 The corporation may determine that any member of the corporation shall:

(a) only be sent postal voting information; or

(b) only be sent e-voting information; or

(c) be sent both postal voting information and e-voting information;

for the purposes of the poll.

24.4 If the corporation determines, in accordance with rule 22.3, that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list, then the returning officer shall only send that information by e-mail.

24.5 The voting information is to be sent to the postal address and/ or e-mail address for each member, as specified in the list of eligible voters.

25. Ballot paper envelope and covering envelope

25.1 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.

25.2 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.

25.3 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 ID declaration form if required, and

(b) the ballot paper envelope, with the ballot paper sealed inside it.

26. E-voting systems

26.1 If internet voting is a method of polling for the relevant election then the returning officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").

26.2 If telephone voting is a method of polling for the relevant election then the returning officer must provide an automated telephone system for the purpose of voting by the use of a touch-tone telephone (in these rules referred to as “the telephone voting facility”).

26.3 If text message voting is a method of polling for the relevant election then the returning officer must provide an automated text messaging system for the purpose of voting by text message (in these rules referred to as “the text message voting facility”).

26.4 The returning officer shall ensure that the polling website and internet voting system provided will:

(a) require a voter to:

(i) enter his or her voter ID number; and

(ii) where the election is for a public or patient Constituency, make a declaration of identity;

in order to be able to cast his or her vote;

(b) specify:

(i) the name of the corporation,

(ii) the constituency, or class within a constituency, for which the election is being held,

(iii) the number of members of the Council of Governors to be elected from that constituency, or class within that constituency,

(iv) 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,

(v) instructions on how to vote and how to make a declaration of identity,

(vi) the date and time of the close of the poll, and

(vii) the contact details of the returning officer;

(c) prevent a voter from voting for more candidates than he or she is entitled to at the election;

(d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet that comprises of-

(i) the voter's voter ID number;

(ii) the voter's declaration of identity (where required);

(iii) the candidate or candidates for whom the voter has voted; and

(iv) the date and time of the voter's vote,

(e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and

(f) prevent any voter from voting after the close of poll.

26.5 The returning officer shall ensure that the telephone voting facility and telephone voting system provided will:

(a) require a voter to

(i) enter his or her voter ID number in order to be able to cast his or her vote; and

(ii) where the election is for a public or patient Constituency, make a declaration of identity;

(b) specify:

(i) the name of the corporation,

(ii) the constituency, or class within a constituency, for which the election is being held,

(iii) the number of members of the Council of Governors to be elected from that constituency, or class within that constituency,

(iv) instructions on how to vote and how to make a declaration of identity,

(v) the date and time of the close of the poll, and

(vi) the contact details of the returning officer;

(c) prevent a voter from voting for more candidates than he or she is entitled to at the election;

(d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that

comprises of:

(i) the voter's voter ID number;

(ii) the voter's declaration of identity (where required);

(iii) the candidate or candidates for whom the voter has voted; and

(iv) the date and time of the voter's vote

(e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;

(f) prevent any voter from voting after the close of poll.

26.6 The returning officer shall ensure that the text message voting facility and text messaging voting system provided will:

(a) require a voter to:

(i) provide his or her voter ID number; and

(ii) where the election is for a public or patient Constituency, make a declaration of identity;

in order to be able to cast his or her vote;

(b) prevent a voter from voting for more candidates than he or she is entitled to at the election;

(d) create a record ("text voting record") that is stored in the text messaging voting system in respect of each vote cast by a voter by text message that comprises of:

(i) the voter's voter ID number;

(ii) the voter's declaration of identity (where required);

(ii) the candidate or candidates for whom the voter has voted; and

(iii) the date and time of the voter's vote

(e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;

(f) prevent any voter from voting after the close of poll.

The poll

27. Eligibility to vote

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

28. Voting by persons who require assistance

28.1 The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.

28.2 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.

29. Spoilt ballot papers and spoilt text message votes

29.1 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 as a "spoilt ballot paper"), that voter may apply to the returning officer for a replacement ballot paper.

29.2 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.

29.3 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 completed ID declaration form, if required, has not been returned.

29.4 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.

29.5 If a voter has dealt with his or her text message vote in such a manner that it cannot be accepted as a vote (referred to as a "spoilt text message vote"), that voter may apply to the returning officer for a replacement voter ID number.

29.6 On receiving an application, the returning officer is to obtain the details of the voter ID number on the spoilt text message vote, if he or she can obtain it.

29.7 The returning officer may not issue a replacement voter ID number in respect of a spoilt text message vote unless he or she is satisfied as to the voter's identity.

29.8 After issuing a replacement voter ID number in respect of a spoilt text message vote, the returning officer shall enter in a list ("the list of spoilt text message votes"):

(a) the name of the voter, and

(b) the details of the voter ID number on the spoilt text message vote (if that officer was able to obtain it), and

(c) the details of the replacement voter ID number issued to the voter.

30. Lost voting information

30.1 Where a voter has not received his or her voting information by the tenth day before the close of the poll, that voter may apply to the returning officer for replacement voting information.

30.2 The returning officer may not issue replacement voting information in respect of lost voting information 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 voting information,

(c) has ensured that no declaration of identity, if required, has been returned.

30.3 After issuing replacement voting information in respect of lost voting information, the returning officer shall enter in a list ("the list of lost ballot documents"):

(a) the name of the voter

(b) the details of the unique identifier of the replacement ballot paper, if applicable, and

(c) the voter ID number of the voter.

31. Issue of replacement voting information

31.1 If a person applies for replacement voting information under rule 29 or 30 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 replacement voting information unless, in addition to the requirements imposed by rule 29.3 or 30.2, 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.

31.2 After issuing replacement voting information under this rule, the returning officer shall enter in a list ("the list of tendered voting information"):

(a) the name of the voter,

(b) the unique identifier of any replacement ballot paper issued under this rule;

(c) the voter ID number of the voter.

32. ID declaration form for replacement ballot papers (public and patient constituencies)

32.1 In respect of an election for a public or patient Constituency an ID declaration form must be issued with each replacement ballot paper requiring the voter to make a declaration of identity.

Polling by internet, telephone or text

33. Procedure for remote voting by internet

33.1 To cast his or her vote using the internet, a voter will need to gain access to the polling website by keying in the url of the polling website provided in the voting information.

33.2 When prompted to do so, the voter will need to enter his or her voter ID number.

33.3 If the internet voting system authenticates the voter ID number, the system will give

the voter access to the polling website for the election in which the voter is eligible to vote.

33.4 To cast his or her vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom he or she wishes to cast his or her vote.

33.5 The voter will not be able to access the internet voting system for an election once his or her vote at that election has been cast.

34. Voting procedure for remote voting by telephone

34.1 To cast his or her vote by telephone, the voter will need to gain access to the telephone voting facility by calling the designated telephone number provided in the voter information using a telephone with a touch-tone keypad.

34.2 When prompted to do so, the voter will need to enter his or her voter ID number using the keypad.

34.3 If the telephone voting facility authenticates the voter ID number, the voter will be prompted to vote in the election.

34.4 When prompted to do so the voter may then cast his or her vote by keying in the numerical voting code of the candidate or candidates, for whom he or she wishes to vote.

34.5 The voter will not be able to access the telephone voting facility for an election once his or her vote at that election has been cast.

35. Voting procedure for remote voting by text message

35.1 To cast his or her vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided in the voter information.

35.2 The text message sent by the voter must contain his or her voter ID number and the numerical voting code for the candidate or candidates, for whom he or she wishes to vote.

35.3 The text message sent by the voter will need to be structured in accordance with the instructions on how to vote contained in the voter information, otherwise the vote will not be cast.

Procedure for receipt of envelopes, internet votes, telephone votes and text message votes

36. Receipt of voting documents

36.1 Where the returning officer receives:

(a) a covering envelope, or

(b) any other envelope containing an ID declaration form 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 37 and 38 are to apply.

36.2 The returning officer may open any covering envelope or any ballot paper envelope for the purposes of rules 37 and 38, 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.

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

37. Validity of votes

37.1 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 an ID declaration form if required that has been correctly completed, signed and dated.

37.2 Where the returning officer is satisfied that rule 37.1 has been fulfilled, he or she is to:

(a) put the ID declaration form if required in a separate packet, and

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

37.3 Where the returning officer is not satisfied that rule 37.1 has been fulfilled, he or she is to:

(a) mark the ballot paper “disqualified”,

(b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,

(c) record the unique identifier on the ballot paper in a list of disqualified documents (the “list of disqualified documents”); and

(d) place the document or documents in a separate packet.

37.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record, telephone voting record or text voting record (as applicable) has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly made.

37.5 Where the returning officer is satisfied that rule 37.4 has been fulfilled, he or she is to put the internet voting record, telephone voting record or text voting record (as applicable) aside for counting after the close of the poll.

37.6 Where the returning officer is not satisfied that rule 37.4 has been fulfilled, he or she is to:

(a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,

(b) record the voter ID number on the internet voting record, telephone voting

record or text voting record (as applicable) in the list of disqualified documents; and

(c) place the document or documents in a separate packet.

38. Declaration of identity but no ballot paper (public and patient Constituency)

38.1 Where the returning officer receives an ID declaration form if required but no ballot paper, the returning officer is to:

(a) mark the ID declaration form "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 ID declaration form in a separate packet.

39. De-duplication of votes

39.1 Where different methods of polling are being used in an election, the returning officer shall examine all votes cast to ascertain if a voter ID number has been used more than once to cast a vote in the election.

39.2 If the returning officer ascertains that a voter ID number has been used more than once to cast a vote in the election he or she shall:

(a) only accept as duly returned the first vote received that was cast using the relevant voter ID number; and

(b) mark as "disqualified" all other votes that were cast using the relevant voter ID number.

39.3 Where a ballot paper is disqualified under this rule the returning officer shall:

(a) mark the ballot paper "disqualified",

(b) if there is an ID declaration form accompanying the ballot paper, mark it "disqualified" and attach it to the ballot paper,

(c) record the unique identifier and the voter ID number on the ballot paper in the list of disqualified documents;

(d) place the document or documents in a separate packet; and

(e) disregard the ballot paper when counting the votes in accordance with these rules.

39.4 Where an internet voting record, telephone voting record or text voting record is disqualified under this rule the returning officer shall:

(a) mark the internet voting record, telephone voting record or text voting record (as applicable) "disqualified",

(b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents;

(c) place the internet voting record, telephone voting record or text voting record (as applicable) in a separate packet, and

(d) disregard the internet voting record, telephone voting record or text voting record (as applicable) when counting the votes in accordance with these rules.

40. Sealing of packets

40.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 37 and 38, the returning officer is to seal the packets containing:

(a) the disqualified documents, together with the list of disqualified documents inside it,

(b) the ID declaration forms, if required,

(c) the list of spoilt ballot papers and the list of spoilt text message votes,

(d) the list of lost ballot documents,

(e) the list of eligible voters, and

(f) the list of tendered voting information

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

PART 6: COUNTING THE VOTES

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41. Not used

42. Arrangements for counting of the votes

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

42.2 The returning officer may make arrangements for any votes to be counted using vote counting software where:

(a) the Board of Directors and the Council of Governors of the corporation have approved:

(i) the use of such software for the purpose of counting votes in the relevant election, and

(ii) a policy governing the use of such software, and

(b) the corporation and the returning officer are satisfied that the use of such software will produce an accurate result.

43. The count

43.1 The returning officer is to:

(a) count and record the number of:

(iii) ballot papers that have been returned; and

(iv) the number of internet voting records, telephone voting records and/or text voting records that have been created, and

(b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 42.2(a)(ii) where vote counting software is being used.

43.2 The returning officer, while counting and recording the number of ballot papers, internet voting records, telephone voting records and/or text voting records 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 or the voter ID number on an internet voting record, telephone voting record or text voting record.

43.3 The returning officer is to proceed continuously with counting the votes as far as is practicable.

44. Rejected ballot papers and rejected text voting records

44.1 Any ballot paper:

(a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,

(b) on which votes are given for more candidates than the voter is entitled to vote,

(c) on which anything is written or marked by which the voter can be identified except the unique identifier, or

(d) which is unmarked or rejected because of uncertainty,

shall, subject to rules 44.2 and 44.3, be rejected and not counted.

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

44.3 A ballot paper on which a vote is marked:

(a) elsewhere than in the proper place,

(b) otherwise than by means of a clear mark,

(c) by more than one mark,

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

44.4 The returning officer is to:

(a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and

(b) in the case of a ballot paper on which any vote is counted under rules 44.2 and 44.3, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.

44.5 The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings:

(a) does not bear proper features that have been incorporated into the ballot paper,

(b) voting for more candidates than the voter is entitled to,

(c) writing or mark by which voter could be identified, and

(d) unmarked or rejected because of uncertainty,

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

44.6 Any text voting record:

(a) on which votes are given for more candidates than the voter is entitled to vote,

(b) on which anything is written or marked by which the voter can be identified except the voter ID number, or

(c) which is unmarked or rejected because of uncertainty,

shall, subject to rules 44.7 and 44.8, be rejected and not counted.

44.7 Where the voter is entitled to vote for more than one candidate, a text voting record is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

44.8 A text voting record on which a vote is marked:

(a) otherwise than by means of a clear mark,

(b) by more than one mark,

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

44.9 The returning officer is to:

(a) endorse the word “rejected” on any text voting record which under this rule is not to be counted, and

(b) in the case of a text voting record on which any vote is counted under rules 44.7 and 44.8, endorse the words “rejected in part” on the text voting record and indicate which vote or votes have been counted.

44.10 The returning officer is to draw up a statement showing the number of rejected text voting records under the following headings:

(a) voting for more candidates than the voter is entitled to,

(b) writing or mark by which voter could be identified, and

(c) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of text voting records rejected in part.

45. Not used

46. Not used

47. Not used

48. Not used

49. Not used

50. Not used

51. Equality of votes

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

PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS

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52. Declaration of result for contested elections

52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

(a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the Council of Governors from the constituency, or class within a constituency, for which the election is being held to be elected,

(b) give notice of the name of each candidate who he or she has declared elected:

(i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS trust by section 33(4) of the 2006 Act, to the chairman of the NHS trust, or

(ii) in any other case, to the chairman of the corporation; and

(c) give public notice of the name of each candidate whom he or she has declared elected.

52.2 The returning officer is to make:

(a) the total number of votes given for each candidate (whether elected or not), and

(b) the number of rejected ballot papers under each of the headings in rule 44.5,

(c) the number of rejected text voting records under each of the headings in rule 44.10,

available on request.

53. Declaration of result for uncontested elections

53.1 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

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54. Sealing up of documents relating to the poll

54.1 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, internet voting records, telephone voting records and text voting records,

(b) the ballot papers and text voting records endorsed with “rejected in part”,

(c) the rejected ballot papers and text voting records, and

(d) the statement of rejected ballot papers and the statement of rejected text voting records,

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

54.2 The returning officer must not open the sealed packets of:

(a) the disqualified documents, with the list of disqualified documents inside it,

(b) the list of spoilt ballot papers and the list of spoilt text message votes,

(c) the list of lost ballot documents, and

(d) the list of eligible voters,

or access the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage.

54.3 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.

55. Delivery of documents

55.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 56, the returning officer is to forward them to the chair of the corporation.

56. Forwarding of documents received after close of the poll

56.1 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 voting information are made too late to enable new voting information 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.

57. Retention and public inspection of documents

57.1 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 Board of Directors of the corporation, cause them to be destroyed.

57.2 With the exception of the documents listed in rule 58.1, 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.

57.3 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.

58. Application for inspection of certain documents relating to an election

58.1 The corporation may not allow:

(a) the inspection of, or the opening of any sealed packet containing –

(i) any rejected ballot papers, including ballot papers rejected in part,

(ii) any rejected text voting records, including text voting records rejected in part,

(iii) any disqualified documents, or the list of disqualified documents,

(iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or

(v) the list of eligible voters, or

(b) access to or the inspection of the complete electronic copies of the internet

voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,

by any person without the consent of the Board of Directors of the corporation.

58.2 A person may apply to the Board of Directors of the corporation to inspect any of the documents listed in rule 58.1, and the Board of Directors of the corporation 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.

58.3 The Board of Directors of the corporation'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.

58.4 On an application to inspect any of the documents listed in rule 58.1 the Board of Directors of the corporation must:

(a) in giving its consent, and

(b) in making the documents available for inspection

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 Monitor has declared that the vote was invalid.

PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

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59. Countermand or abandonment of poll on death of candidate

59.1 If at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:

(a) countermand notice of the poll, or, if voting information has been issued, direct that the poll be abandoned within that constituency or class, and

(b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

59.2 Where a new election is ordered under rule 59.1, no fresh nomination is necessary

for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.

59.3 Where a poll is abandoned under rule 59.1(a), rules 59.4 to 59.7 are to apply.

59.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39, and is to make up separate sealed packets in accordance with rule 40.

59.5 The returning officer is to:

(a) count and record the number of ballot papers, internet voting records, telephone voting records and text voting records that have been received,

(b) seal up the ballot papers, internet voting records, telephone voting records and text voting records into packets, along with the records of the number of ballot papers, internet voting records, telephone voting records and text voting records and

ensure that complete electronic copies of the internet voting records telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

59.6 The returning officer is to endorse on each packet a description of:

(a) its contents,

(b) the date of the publication of notice of the election,

(c) the name of the corporation to which the election relates, and

(d) the constituency, or class within a constituency, to which the election relates.

59.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to rules 59.4 to 59.6, the returning officer is to deliver them to the chairman of the corporation, and rules 57 and 58 are to apply.

PART 10: ELECTION EXPENSES AND PUBLICITY

Election expenses

60. Election expenses

60.1 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 made to Monitor under Part 11 of these rules.

61. Expenses and payments by candidates

61.1 A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:

(a) personal expenses,

(b) travelling expenses, and expenses incurred while living away from home, and

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

62. Election expenses incurred by other persons

62.1 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.

62.2 Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 63 and 64.

Publicity

63. Publicity about election by the corporation

63.1 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.

63.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 64, 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.

63.3 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.

64. Information about candidates for inclusion with voting information

64.1 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.

64.2 The information must consist of:

(a) a statement submitted by the candidate of no more than 250 words,

(b) if voting by telephone or text message is a method of polling for the election, the numerical voting code allocated by the returning officer to each candidate, for the purpose of recording votes using the telephone voting facility or the text message voting facility ("numerical voting code"), and

(c) a photograph of the candidate.

65. Meaning of "for the purposes of an election"

65.1 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.

65.2 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

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66. Application to question an election

66.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to Monitor for the purpose of seeking a referral to the independent election arbitration panel (IEAP).

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

66.3 An application may only be made to Monitor 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.

66.4 The application must:

(a) describe the alleged breach of the rules or electoral irregularity, and

(b) be in such a form as the independent panel may require.

66.5 The application must be presented in writing within 21 days of the declaration of the result of the election. Monitor will refer the application to the independent election arbitration panel appointed by Monitor.

66.6 If the independent election arbitration panel requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.

66.7 Monitor shall delegate the determination of an application to a person or panel of persons to be nominated for the purpose.

66.8 The determination by the IEAP 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.

66.9 The IEAP may prescribe rules of procedure for the determination of an application including costs.

PART 12: MISCELLANEOUS

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67. Secrecy

67.1 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 voting information or who has or has not voted,

(ii) the unique identifier on any ballot paper,

(iii) the voter ID number allocated to any voter,

(iv) the candidate(s) for whom any member has voted.

67.2 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 or the voter ID number allocated to a voter.

67.3 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.

68. Prohibition of disclosure of vote

68.1 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.

69. Disqualification

69.1 A person may not be appointed as a returning officer, or as staff of the returning

officer pursuant to these rules, if that person is:

(a) a member of the corporation,

(b) an employee of the corporation,

(c) a director of the corporation, or

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

70. Delay in postal service through industrial action or unforeseen event

70.1 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,

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll by such period as he or she considers appropriate.

ANNEX 6
ADDITIONAL PROVISIONS - COUNCIL OF GOVERNORS

1. Roles and responsibilities of the Council of Governors

1.1. The roles and responsibilities of the Council of Governors at a general meeting (which may be the Trust's annual general meeting), which are to be carried out in accordance with this Constitution, the Trust's Authorisation and Monitor's Code of Governance, are :

(a) subject to paragraph 27 of this Constitution, to appoint or remove the Chairman and the other Non-Executive Directors;

(b) subject to paragraph 34 of this Constitution, to decide the remuneration and allowances, and other terms and conditions of office, of the Chairman and the other Non-Executive Directors;

(c) to appoint or remove the Auditor;

(d) to consider and be presented with the annual accounts, any report of the Auditor on them and the annual report;

(e) approve (by a majority of the Council of Governors voting in favour) an appointment by the Non-Executive Directors, of the Chief Executive and Accounting Officer; and

(f) to give the views of the Council of Governors to the directors for the purposes of the preparation by the Board of Directors of the forward planning in respect of each financial year (the annual plan to be given to Monitor).

1.2. Paragraph 17 of the constitution sets out provisions as to the duties of the Council of Governors.

2. Disqualification

2.1. The following may not become or continue as a member of the Council of Governors:

(a) a person as referred to in paragraph 16.2 of the constitution;

(b) a director of the Trust or a director of an NHS trust or another foundation trust;

(c) a spouse, partner, parent or child of a member of the Board of Directors of the Trust;

(d) being a Member of the Patient or Public Constituency, a person who refuses to sign a declaration in the form specified by the Company Secretary of particulars of their qualification to vote as a Member of the Trust and that they are not prevented from being a member of the Council of Governors;

(e) a vexatious complainant as determined in accordance with the Trust's complaints procedure;

(f) a person who is required to notify the police of his name and address as a result of being convicted or cautioned for relevant sex offences pursuant to the Sexual Offences Act 2003 or other relevant legislation and/or a person who has previously been or is currently subject to a sex offender order and/or required to register under the Sexual Offences Act 2003 or has committed a sexual offence prior to the requirements to register under current legislation coming into force;

(g) a person who has been disqualified from being a member of a relevant authority under the provisions of the Local Government Act 2000;

(h) a person who, on the basis of disclosures obtained through an application to the Disclosure and Barring Service established under section 87 of the Protection of Freedoms Act 2012, (or any other checks required by the Trust from time to time as being consistent with its licence conditions or mandatory or nationally recommended good governance arrangements), they are not considered suitable by the Trust's Director responsible for human resources;

(i) a person who within the preceding two years has been dismissed, otherwise than by reason of redundancy, from any paid employment with the Trust or with a Health Service Body;

(j) a person who within the preceding two years has been subject to a disciplinary sanction within the Trust;

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

(l) a person who has refused without reasonable cause to undertake any training (including any workshop) which the Trust requires all governors to undertake;

(m) a person who has failed to sign and deliver to the Company Secretary a statement in the form required by the Company Secretary confirming acceptance of the code of conduct for the Council of Governors;

(n) a person who has had his name removed or been suspended from any practising or professional list, by a direction under any legislation applicable to the NHS or under any related subordinate legislation or who has otherwise been suspended or disqualified from any healthcare profession, and has not subsequently had his name included in such a list or had his suspension lifted or qualification reinstated (as applicable);

(o) a person who has failed to pay monies properly due to the Trust;

(p) a person who is the subject of a disqualification order made under the Company Directors Disqualification Act 1986;

(q) a person who, following investigations undertaken by the Trust, is determined by the Trust to be an individual who:

(i) is not of good character;

(ii) does not have the necessary qualifications, competence, skills and experience which are necessary in order to undertake their Governor role;

(iii) is unable, by reason of their health, after reasonable adjustments are made, of properly performing the tasks which are intrinsic to the work for which they are employed;

(iv) has been responsible for, been privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying out a regulated activity or providing a service elsewhere which, if provided in England, would be a regulated activity;

(v) any of the grounds of unfitness specified in paragraph 16 of this Constitution apply to;

(vi) is the subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order to like effect made in Scotland or Northern Ireland;

(vii) is included in the children's barred list or the adults' barred list maintained under paragraph 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland; and/or

(viii) is prohibited from holding the relevant office or position, or in the case of an individual carrying on the regulated activity, by or under an enactment.

2.2. In assessing an individual's character for the purposes of paragraph (q)(i) above, the matters considered must include:

(a) whether the person has been convicted in the United Kingdom of any offence or been convicted elsewhere of any offence which, if committed in any part of the United Kingdom, would constitute an offence; and

(b) whether the person has been erased, removed or struck-off a register of professionals maintained by a regulator of health care or social work professionals.

2.3. In the event that a Governor no longer meets the requirements set out in this Annex 6, the Trust shall:

(a) take such action as is necessary and proportionate to ensure that the office or position in question is held by an individual who meets such requirements; and

(b) if the individual is a health care professional, social worker or other professional registered with a health care or social care regulator, inform Monitor.

2.4. If a person has been elected or appointed to be a Governor and he becomes disqualified or is removed from office, the Company Secretary shall immediately declare that the person in question is disqualified and notify him in writing to that effect.

2.5. Upon despatch of any such notification, that person's tenure of office shall be terminated and he shall cease to act as a Governor; and the Company Secretary shall inform the Chairman of the actions taken in respect of the person in question and the reasons for such action.

3. Removal

3.1. A Governor may be removed from the Council of Governors by a resolution approved by the majority of the remaining Governors present at the meeting on the grounds that:

(a) he has committed a serious breach of the code of conduct; or

(b) he has acted in a manner detrimental to the interests of the Trust; or

(c) the Council of Governors consider that it is not in the best interest of the Trust for him to continue as a Governor; or

(d) he fails to attend three consecutive formal meetings of the Council of Governors; or

(e) he fails to attend two consecutive workshop meetings of the Council of Governors.

4. Vacancies

4.1. Where a vacancy arises on the Council of Governors for any reason other than expiry of the term of office, the following provisions will apply:

(a) where the vacancy arises amongst the appointed Governors, the Company Secretary shall request that the appointing organisation appoints a replacement to hold office for the remainder of the term of office; and

(b) where the vacancy arises amongst the elected Governors, the Council of Governors may:

(i) call an election within three months to fill the seat for the remainder of that term of office; or

(ii) invite the next highest polling candidate, provided that that candidate received at least 10% of the vote in the last election (such 10% being calculated taking into account first preference votes cast under the transferable vote system set out in Annex 4), and is willing to take office, to fill the vacant seat until the next election, at which time the seat will fall vacant and be subject to election; or

(iii) if the unexpired period of the term of office is less than nine months (or such

other period as the Council of Governors may from time to time determine by majority vote), leave the seat vacant until the next elections are held.

ANNEX 7
STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

CONTENTS

Heading **Page**

1. INTRODUCTION

Regulatory Framework

1.1. Chelsea & Westminster Hospital NHS Foundation Trust (the "**Trust**") is a public benefit corporation and is constituted in accordance with the 2006 Act (as amended by the 2012 Act).

1.2. The principal places of business of the Trust are Chelsea & Westminster Hospital within the Royal Borough of Kensington & Chelsea and West Middlesex University Hospital within the London Borough of Hounslow.

1.3. The Trust is governed by the 2006 Act (as amended by the 2012 Act), by its Constitution and by its Foundation Trust Licence granted by Monitor.

2. THE COUNCIL OF GOVERNORS

2.1. **Composition of the Council –** from 1 December 2015, in accordance with Part B of Annex 4 of this Constitution, the composition of the Council of Governors of the Trust shall be:

2.1.1. thirteen public Governors;

2.1.2. eight patient Governors

2.1.3. six staff Governors; and

2.1.4. three stakeholder Governors including:

a) two local authority Governors; and

b) one Governor appointed by Imperial College~~, University of~~ London.

~~In accordance with the Constitution, prior to and during the Transitional Period the composition of the Council of Governors shall be as set out at Part A of Annex 4.~~

2.2. The Chief Executive or any other Director or a representative of the Trust's Auditors or other advisors can attend a meeting of the Council of Governors unless the Council of Governors agrees otherwise.

2.3. **Role of the patient and public Governors** - One of the duties of the patient and public Governors is to facilitate communication between the Board of Directors and the Members of the Trust.

2.4. **Role of the Chairman** - The Chairman is not a member of the Council of Governors. However, he presides at meetings of the Council of Governors and has a casting vote.

2.5. **Role and election of the Lead Governor** - For the purpose of facilitating liaison between the Board of Directors and the Council of Governors, the Council of Governors shall elect one of the public or patient Governors (except during the Transition Period) of the Trust to be the Lead Governor in accordance with the following process:

2.5.1. when the Lead Governor position becomes vacant, the Chairman shall invite public Governors and patient Governors to put themselves forward for the post of Lead Governor;

2.5.2. if more than one public Governor or patient Governor puts themselves forward for the post of Lead Governor, the Company Secretary will compile a list of Lead Governor candidates and will require the completion of an applicant form from each candidate detailing their election statement. Any applications made after the agreed closing date will be rendered invalid;

2.5.3. the completed Lead Governor applicant forms will be distributed to the Council of Governors no less than five working days prior to a decision as to the appointment being made;

2.5.4. the final election of the Lead Governor will take place at a Council of Governors meeting by paper ballot. The numerical outcomes of the election will be declared to the Council once the count has been made

2.5.5. Appointments will ordinarily last for a three year period. Should a vacancy arise prior to the expiry of the three year period or should the postholder be temporarily unable to fulfil their duties for any reason, the Council of Governors shall agree interim arrangements to fill the duties of the post.

2.5.6. The Lead Governor will be eligible for re-election twice after initially being elected.

3. MEETINGS OF THE COUNCIL OF GOVERNORS

3.1. **Admission to the public** - the meetings of the Council of Governors shall be open to members of the public except for special reasons where the Council of Governors resolves:

3.1.1. that members of the public be excluded from the remainder of the meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the interests of the Trust; and/or

3.1.2. that in the interests of public order, the meeting adjourns for a period to be specified in such resolution to enable the Council of Governors to complete business without the presence of the public.

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

3.3. **Calling meetings** - ordinary meetings of the Council of Governors shall be held at such times and places as the Council of Governors may determine and there will be no fewer than four meetings per year, as well as at least one joint workshop in private between the Governors and the Board of Directors, such that the total number of meetings will be not less than five per annum.

3.4. Meetings of the Council of Governors may be called by the Company Secretary, or by the Chairman, or by ten Governors who give written notice to the Company Secretary specifying the business to be carried out. The Company Secretary will send (by appropriate means including, without limitation, by email or post, or via the Trust's website) the dates, times and locations of meetings of the Council of Governor meetings to all Governors as soon as possible after receipt of such a request.

3.5. Other, or emergency, meetings of the Council of Governors may be called (by appropriate means including, without limitation, by email or post, or via the Trust's website) in accordance with this Constitution. The Company Secretary shall call a meeting on at least 14 but not more than 28 days' notice to discuss the specified business. If the Company Secretary fails to call such a meeting then the Chairman or ten Governors, whichever is the case, shall call such a meeting. Notice will also be published on the Trust's website and at the main entrances to Chelsea & Westminster Hospital and West Middlesex University Hospital.

3.6. Subject to SO 3.7 below, a lack of service of the notice of the business of the meeting on any Governor shall not affect the validity of a meeting.

3.7. Failure to serve such a notice specifying the business on more than one third of Governors who are elected from the Public and Patient Constituencies will invalidate the meeting. A notice will be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post or, where the notice is sent by email, at the time at which the email is sent.

3.8. In the case of a meeting being called by ten Governors in default of the Chairman, the notice shall be signed by those members of the Council of Governors and no business shall be transacted at the meeting other than that specified in the notice.

3.9. **Agenda of meetings** - Before each meeting of the Council of Governors, an agenda of the meeting specifying the business proposed to be transacted at it and any supporting papers shall be delivered to each Governor, or sent by post to the usual place of residence of the Governor, so as to be available to him at least three clear days before the meeting.

3.10. **Setting the agenda** - The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted.

3.11. A Governor desiring a matter to be included on an agenda shall make his request in writing to the Company Secretary at least 10 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 15 days before a meeting may be included on the agenda at the discretion of the Company Secretary.

3.12. **Chairman of the meeting** - At any meeting of the Council of Governors, the Chairman, if present, shall preside. If the Chairman considers it appropriate (taking into account the matters to be discussed at a meeting of the Council of Governors), the Lead Governor shall preside at such meeting. If the Chairman is absent from the meeting, the Deputy Chairman or another Non-Executive Director, if there is one and he is present, shall preside. If the Chairman, the Deputy Chairman and all Non-Executive Directors are absent, the Lead Governor, if he is present, shall preside. If the Lead Governor is not present, such Governor as the Council of Governors present shall choose shall preside.

3.13. **Emergency powers** - The Council of Governors' powers may in emergency be exercised by the Chairman (or in his absence the Deputy Chairman and if the Deputy Chairman is absent, any other Non-Executive Director) together with at least one-third of the Governors elected from the Patient and Public Constituency combined. The exercise of such powers shall be reported to the next formal meeting of the Council of Governors for ratification.

3.14. **Notices of Motion** - A Governor desiring to move or amend a Motion shall send a written notice thereof at least 10 clear days before the meeting to the Company Secretary, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This SO shall not prevent any Motion being moved during the meeting without notice on any business mentioned on the agenda, except that the acceptance of such a Motion for inclusion on the agenda will be at the discretion of the Company Secretary.

3.15. **Withdrawal of Motion or amendments** - A Motion or amendment once moved may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chairman.

3.16. **Motion to rescind a resolution** - Notice of 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 Governor who gives it and also the signature of four other Governors. When any such Motion has been disposed of by the Council of Governors, it shall not be competent for any Governor to propose a Motion to the same effect within six months; however the Chairman may do so if he considers it appropriate.

3.17. **Motions** - The mover of a Motion shall have a right of reply at the close of any discussion on the Motion or any amendment thereto.

3.18. When a Motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:

3.18.1. an amendment to the Motion;

3.18.2. the adjournment of the discussion or the meeting;

3.18.3. that the meeting proceed to the next business (*);

3.18.4. the appointment of an ad hoc Committee to deal with a specific item of business; or

3.18.5. that the Motion be now put (*);

3.18.6. provided that in the case of sub-paragraphs denoted by (*) above and to ensure objectivity, Motions may only be put by a Governor who has not previously taken Part in the debate.

3.19. No amendment to the Motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the Motion.

3.20. **Chairman's ruling** - Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chairman of the meeting on questions of order, relevancy, regularity and any other matters shall be final.

3.21. **Voting** – Any vote required by the Council of Governors at a meeting shall be decided by a show of hands. A paper ballot may also be used if a majority of the Governors present so request. Governors may attend Council of Governors meetings by telephone, teleconference, video or computer link and, in which case, shall cast their vote verbally (such verbal vote to be recorded in the minutes).

3.22. Where agreed by the Council of Governors, an absent Governor may vote by proxy.

3.23. **E-Governance -** The Council of Governors may confirm their response to any proposal in writing via e-mail. A response to a proposal sent by email shall be deemed to have been delivered on the date of transmission (if sent before 5pm on a clear day) or by 11am on the next clear day (if sent after 5pm on a clear day). The proposal will pass provided that the majority of Governors approve the proposal. Any decisions so passed via e-governance shall be noted at the next Council of Governors meeting.

3.24. **Written resolutions -** Where the Chairman or a Governor desires that a resolution is passed by the Council of Governors (or any Committee or sub-Committee of the Council of Governors), the Chairman or the Governor (with the consent of the Chairman) may circulate the resolution amongst the Council of Governors (or such members of the relevant Committee or sub-Committee as the case may be) proposing that it is passed as a written resolution. For the resolution to be validly passed, the majority of all the Governors (or such members of the relevant Committee or sub-Committee as the case may be) must sign the resolution. Any written resolution that is so passed shall be noted at the next meeting of the Council of Governors.

3.25. **Minutes -** The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.

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

3.27. Minutes shall be circulated in accordance with Governors' wishes.

3.28. **Suspension of SOs -** Except where this would contravene any statutory provision or any direction made by Monitor, any one or more of these SOs may be suspended at any meeting, provided that the majority of the Council of Governors are present and that a majority of those present vote in favour of suspension.

3.29. A decision to suspend these SOs shall be recorded in the minutes of the meeting.

3.30. A separate record of matters discussed during the suspension of the SOs shall be made and shall be available to the Chairman and the Council of Governors.

3.31. No formal business may be transacted while the SOs are suspended.

3.32. The Audit Committee shall review every decision to suspend the SOs.

3.33. **Amendment of SOs**

These SOs shall be amended only if:

3.33.1. a notice of Motion under SO 3.14 has been given;

3.33.2. at least 16 of the Council of Governors are present;

3.33.3. the proposed amendment is made in accordance with paragraph 45 of the

Constitution; and

3.33.4. the amendment proposed does not contravene a statutory provision or direction made by Monitor.

3.34. **Record of attendance**

The names of the Chairman and Governors present at the meeting shall be recorded in the minutes. Governors who are unable to attend the Council of Governors meeting should advise the Company Secretary in advance of the meeting so that their apologies may be submitted.

3.35. **Quorum**

No business shall be transacted at a meeting of the Council of Governors unless there are at least 13 Governors present, and of that 13, at least eight must be public or patient Governors. For the avoidance of doubt, the number of public or patient Governors present at a meeting should be in the majority.

3.36. If the Chairman or any Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see SO 6 or 7) he 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.

4. ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

4.1. Subject to such directions, if any, as may be given by Monitor, the Council of Governors may make arrangements for the exercise, on behalf of the Council of Governors, of any of its functions by a Committee or sub-Committee, appointed by virtue of SOs 5.1 or 5.2 below, subject to such restrictions and conditions as the Council of Governors thinks fit.

4.2. **Overriding SOs -** If for any reason these SOs 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 Council of Governors for action or ratification. All Governors have a duty to disclose any non- compliance with these SOs to the Company Secretary as soon as possible.

5. COMMITTEES

5.1. **Appointment of Committees** - Subject to such directions and guidance as may be given by Monitor, the Council of Governors may, and if directed by the Chairman shall, appoint Committees or Working Groups of the Council of Governors.

5.2. These SOs shall, as far as they are applicable and except as set out below, apply with appropriate alteration to meetings of any Committees or Working Groups established by the Council of Governors, in which case the term 'Chairman' is to be read as a reference to the chairman of the Committee as the context permits, and the term 'Governor' is to be read as a reference to a member of the Committee as the context permits.

5.3. Members of Committees and Working Groups of the Council of Governors may participate in meetings of such Committees and Working Groups by telephone, teleconference, video or computer link. In such cases, if any person attends the meeting by telephone, teleconference, video or computer link, then such person shall cast their vote verbally (such verbal vote to be recorded in the minutes).

5.4. Each Committee and Working Group shall have such terms of reference and be subject to such conditions (as to reporting back to the Council of Governors) as the Council of Governors shall decide from time to time and shall be in accordance with any direction or guidance issued by Monitor and any legislation.

5.5. The members of each Working Group /Committee shall each elect a chairman. This will take place in accordance with the following processes:

5.5.1. Committee or Working Group members shall elect by majority vote a

chairman from amongst the Committee/Working Group membership to serve for an agreed term.

5.5.2. A Committee or Working Group chairman may be re-elected after they have served their term of office .

5.6. Where the Trust is required to appoint persons to a Committee or Working Group and/or to undertake statutory functions and where such appointments are to operate independently of the Council of Governors, such appointments shall be made in accordance with any applicable statutory regulations and with any direction or guidance issued by Monitor.

5.7. The Council of Governors shall establish the Non-Executive Director Nominations and Remuneration Committee and such other Committees or Working Groups as required to assist the Council of Governors in discharging its responsibilities.

5.8. Confidentiality - A member of a Committee or Working Group shall not disclose a matter dealt with by, or brought before, the Committee or Working Group without its permission until the Committee or Working Group has reported to the Council of Governors or has otherwise concluded on that matter.

5.9. A Governor or a member of a Committee or Working Group shall not disclose any matter reported to the Council of Governors or otherwise dealt with by the Committee or Working Group, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or Committee/Working Group shall resolve that it is confidential.

6. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

6.1. **Declaration of interests** - Each Governor shall upon being elected or appointed declare to the Council of Governors via the Company Secretary any pecuniary (which includes monetary), personal or family interests that he has which are relevant to the Trust.

6.2. Interests which should be declared pursuant to SO 6.1 above include:

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

6.2.2. majority or controlling share holdings in organisations, or ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the Trust or the NHS;

6.2.3. a position of authority in a charity or Voluntary Organisation in the field of health and social care;

6.2.4. any connection with a Voluntary Organisation or other organisation that is seeking to contract or has contracted for NHS services or for the provision of the Trust's mandatory or authorised services; and

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

6.3. No Governor shall be treated as having an interest in any contract, proposed contract or other matter by reason only:

6.3.1. of his membership of a company or other body if he has no beneficial interest in any securities of that company or other body; or

6.3.2. of an interest in any company, body or person with which he is connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence him in the consideration or discussion of, or in voting on, any question with respect to that contract, proposed contract or other matter.

6.4. If Governors have any doubt about the relevance of an interest, this should be discussed with the Chairman or the Company Secretary.

6.5. At the time Governors' interests are declared, they should be recorded in the Council of Governor minutes. Any changes in interests should be declared at the next Council of Governors meeting following the change occurring. It is the obligation of the Governor to

inform the Company Secretary in writing within seven days of becoming aware of the existence of an interest. The Company Secretary shall amend the Register upon receipt within three working days.

6.6. This SO applies to a Committee or Working Group as it applies to the Council of Governors and applies to a member of any such Committee or Working Group (whether or not he is also a Governor) as it applies to a Governor.

6.7. Directorships of companies reasonably regarded as being likely or possibly seeking to do business with the Trust or the NHS should be published in the Trust's annual report. This information should be kept up to date for inclusion in succeeding annual reports.

6.8. **Register of interests** - The Company Secretary will ensure that a Register of Interests (the "Register") is established to record formal declarations of interests of Governors.

6.9. The details on the Register shall be reviewed every six months.

6.10. The Register will be available to the public and the Chairman will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

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

7. CONFLICT OF INTEREST AND PECUNIARY INTEREST

7.1. **Disclosure of interest** - If a Governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any contract, proposed contract or other matter which is under consideration by the Council of Governors, he shall disclose that interest to the Council of Governors as soon as he becomes aware of it.

7.2. **Conflict of interest** - During the course of a Council of Governors meeting, if a conflict of interest is disclosed, the Governor concerned shall withdraw from the meeting and take no further part in the matter under discussion.

7.3. For the purpose of this SO, the Chairman or Governor shall be treated, subject to SO 7.4 below, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if he, or a nominee of his, is a governor 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.

7.4. The Chairman or a Governor shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

7.4.1. of his membership of a company or other body, if he has no beneficial interest in any securities of that company or other body; or

7.4.2. of an interest in any company, body or person with which he is connected as mentioned in SO 7.3 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Governor in the consideration or discussion of, or in voting on, any question with respect to that contract or matter.

7.5. Where the Chairman or Governor:

7.5.1. has an indirect pecuniary interest in a contract, proposed contract, or any other matter by reason only of a beneficial interest in securities of a company or other body; and 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 fewer; and

7.5.2. if the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class;

this SO shall not prohibit him from taking part in the consideration or discussion of the

contract or other matter, or from voting on any question with respect to it without prejudice however to his duty to disclose his interest.

7.6. This SO applies to a Committee or Working Group of the Council of Governors as it applies to the Council of Governors and applies to any member of any such Committee or Working Group as it applies to a Governor.

8. STANDARDS OF BUSINESS CONDUCT

8.1. **Policy** - Governors must comply with the Constitution, the NHS Foundation Trust Code of Governance, the requirements of the law and any applicable guidance and directions issued by Monitor.

8.2. **Canvassing of, and recommendations by, Governors in relation to appointments** - Canvassing of Directors or Governors or of any members of any Committee or Working Group of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this SO shall be included in application forms or otherwise brought to the attention of candidates.

8.3. A Governor shall not solicit for any person any appointment under the Trust or recommend any person for such appointment but this SO shall not preclude a Governor from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

8.4. Informal discussions outside appointments panels or Committees, whether solicited or unsolicited, should be declared to the panel or Committee.

8.5. **Relatives of Governors** - Candidates for any staff appointment under the Trust shall when making application disclose in writing whether they are related to any Governor. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them liable to instant dismissal.

8.6. Every Governor of the Trust shall disclose to the Company Secretary any relationship with a candidate of whose candidature that Governor is aware. It shall be the duty of the Company Secretary to report to the Trust any such disclosure made.

8.7. On election or appointment, Governors should disclose to the Trust whether they are related to any other Governor or Officer. This disclosure will be asked for when Governors sign their declaration of eligibility to vote prior to their first Council of Governors meeting.

8.8. Where the relationship to a Governor is disclosed, the SO headed 'Conflict of interest and pecuniary interest' (SO 7) shall apply.

9. MISCELLANEOUS

9.1. **SOs to be given to Governors** - It is the duty of the Company Secretary to ensure that existing Governors and Officers and all new appointees are notified of and understand their responsibilities within these SOs. Updated copies shall be issued to individuals designated by the Chief Executive. New Governors shall be informed in writing and shall receive copies where appropriate of SOs.

9.2. **Review of SOs** - These SOs shall be reviewed annually by the Council of Governors.

9.3. **Dispute resolution** - Where a dispute arises regarding the interpretation of these SOs and the procedure to be followed at meetings of the Council of Governors, the Trust and the parties to the dispute shall use all reasonable endeavours to resolve the dispute as quickly as possible.

9.4. Where a dispute arises which involves the Chairman, the dispute shall be referred to the Senior Independent Director who will use all reasonable efforts to mediate a settlement to the dispute.

9.5. For the avoidance of doubt, the Company Secretary shall deal with any membership queries and other similar questions in the first place including any voting or legislation issues and shall otherwise follow a process for resolving such matters in accordance with any procedures agreed by the Board of Directors.

ANNEX 8
ADDITIONAL PROVISIONS - BOARD OF DIRECTORS

Disqualification

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

   1.1. a member of the Council of Governors;

   1.2. a spouse, partner, parent or child of a member of the Board of Directors;

   1.3. a member of a local authority's scrutiny committee covering health matters;

   1.4. a person who is the subject of a disqualification order made under the Company Directors Disqualification Act 1986;

   1.5. a person whose tenure in office as a chairman or as a member or director of a Health Service Body has been terminated on the grounds that their appointment is not in the interests of the health service, non-attendance at meetings, or for non-disclosure of a pecuniary interest;

   1.6. a person who within the preceding two years has been dismissed, otherwise than by reasons of redundancy or for reasons of ill health, from any paid employment with a Health Service Body;

   1.7. in the case of a Non-Executive Director, a person who has refused without reasonable cause to fulfil any training requirement established by the Board of Directors;

   1.8. a person who has refused to sign and deliver to the Company Secretary a statement in the form required by the Board of Directors confirming acceptance of the code of conduct for Directors;

   1.9. in the case of a Non-Executive Director, a person who is no longer a member of the Public or Patients' Constituency; and

   1.10. a person who has had his name removed or been suspended from any practising or professional list, by a direction under any legislation applicable to the NHS or under any related subordinate legislation or who has otherwise been suspended or disqualified from any healthcare profession, and has not subsequently had his name included in such a list or had his suspension lifted or qualification reinstated;

   1.11. a person who, following investigations undertaken by the Trust, is determined by the Trust to be an individual who:

      1.11.1. is not of good character;

      1.11.2. does not have the necessary qualifications, competence, skills and experience which are necessary in order to undertake their Board role;

      1.11.3. is unable, by reason of their health, after reasonable adjustments are made, of properly performing the tasks which are intrinsic to the work for which they are employed;

      1.11.4. has been responsible for, been privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying out a regulated activity or providing a service elsewhere which, if provided in England, would be a regulated activity;

      1.11.5. any of the grounds of unfitness specified in paragraph 30 of this Constitution apply to;

      1.11.6. is the subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order to like effect made in Scotland or Northern Ireland;

      1.11.7. is included in the children's barred list or the adults' barred list

maintained under paragraph 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland; and/or

1.11.8. is prohibited from holding the relevant office or position, or in the case of an individual carrying on the regulated activity, by or under an enactment.

2. In assessing an individual's character for the purposes of paragraph 1.11.1 above, the matters considered must include:

   2.1. whether the person has been convicted in the United Kingdom of any offence or been convicted elsewhere of any offence which, if committed in any part of the United Kingdom, would constitute an offence; and

   2.2. whether the person has been erased, removed or struck-off a register of professionals maintained by a regulator of health care or social work professionals.

3. In the event that a Director no longer meets the requirements set out in this Annex 8, the Trust shall:

   3.1. take such action as is necessary and proportionate to ensure that the office or position in question is held by an individual who meets such requirements; and

   3.2. if the individual is a health care professional, social worker or other professional registered with a health care or social care regulator, inform Monitor.

ANNEX 9
STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

CONTENTS

1. INTRODUCTION

Regulatory Framework

1.1. Chelsea & Westminster Hospital NHS Foundation Trust (the "**Trust**") is a public benefit corporation and is constituted in accordance with the 2006 Act (as amended by the 2012 Act).

1.2. The principal places of business of the Trust are Chelsea & Westminster Hospital within the Royal Borough of Kensington & Chelsea and West Middlesex University Hospital within the London Borough of Hounslow.

1.3. The Trust is governed by the 2006 Act (as amended by the 2012 Act), by its Constitution and by its Foundation Trust Licence granted by Monitor.

2. THE BOARD OF DIRECTORS

2.1. All business shall be conducted in the name of the Trust.

2.2. **Appointment of the Chairman, and Non-Executive Directors** – In accordance with paragraph 27 of the Constitution, the Chairman and the other Non-Executive Directors are appointed and removed by the Council of Governors at a general meeting of the Council of Governors.

2.3. **Appointment of the Chief Executive and the Executive Directors -** The Chief Executive and the other Executive Directors are appointed in accordance with paragraph 29 of the Constitution. The Chairman and Non-Executive Directors appoint or remove the Chief Executive and a Committee consisting of the Chairman, Chief Executive and the Non-Executive Directors appoint or remove the Executive Directors.

2.4. **Terms of office of the Chairman and Directors** - The remuneration and terms of office of the Chairman and Non-Executive Directors shall be decided by the Council of Governors at a general meeting of the Council of Governors in accordance with paragraph 34 of the Constitution.

2.5. The remuneration and terms of office of the Chief Executive and other Executive Directors shall be decided by a Committee of Non-Executive Directors in accordance with paragraph 34 of the Constitution.

2.6. **Appointment of Deputy Chairman** - For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chairman, the Non-Executive Directors shall appoint a Non-Executive Director to be Deputy Chairman for such a period, not exceeding the remainder of his term as Non-Executive Director, as they may specify on appointing him.

2.7. Any Non-Executive Director appointed as Deputy Chairman in accordance with SO 2.6 above may at any time resign from the office of Deputy Chairman by giving notice in writing to the Chairman. The other Non-Executive Directors may thereupon appoint another Non-Executive Director as Deputy Chairman in accordance with SO 2.6.

2.8. **Powers of Deputy Chairman** - Subject to SO 2.9 below, where the Chairman of the Trust has died or has ceased to hold office, or where he has been unable to perform his duties as Chairman owing to illness or any other cause, the Deputy Chairman or any other Non-Executive Director shall act as Chairman until a new Chairman is appointed in accordance with the Constitution or the existing Chairman resumes his duties as the case may be; and references to the Chairman in these SOs shall, so long as there is no Chairman able to perform his duties, be taken to include references to the Deputy Chairman.

2.9. Paragraph 18.1 of the Constitution shall apply where the Chairman is unable to perform his duties at a meeting of the Council of Governors.

3. MEETINGS OF THE BOARD OF DIRECTORS

3.1. Nothing in these SOs shall require the Board of Directors to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than in writing, or to make any oral report of proceedings as they take place without the prior agreement of the Board of Directors.

3.2. **Calling meetings** - Ordinary meetings of the Board of Directors shall be held at such times

and places as the Board of Directors may determine and there will be no fewer than six meetings per year.

3.3. Meetings of the Board of Directors may be called by the Company Secretary, or by the Chairman, or by four Directors who give written notice to the Company Secretary specifying the business to be carried out. The Company Secretary shall send (by appropriate means including, without limitation, by email or post, or via the Trust's website) a written notice of the dates, times and locations of meetings of the Board of Directors meetings to all Directors as soon as possible after receipt of such a request. Other, or emergency, meetings of the Board of Directors may be called (by appropriate means including, without limitation, by email or post, or via the Trust's website) in accordance with this Constitution. Subject to SO 3.5 below, the Company Secretary shall call a meeting on at least 14 but not more than 28 days' notice to discuss the specified business. If the Company Secretary fails to call such a meeting then the Chairman or four Directors, whichever is the case, shall call such a meeting.

3.4. In special circumstances, where there is an urgent need to call a meeting, the Company Secretary or Chairman may decide that a meeting shall be called on less than seven days' notice and in such circumstances as much notice as possible shall be given of the meeting to each of the Directors.

3.5. Subject to SO 3.6 below, lack of service of the notice on any Director shall not affect the validity of a meeting.

3.6. Failure to serve such a notice specifying the business on more than two Directors will invalidate the meeting. A notice will be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post or, where the notice is sent by email, at the time at which the email is sent.

3.7. **Agenda of meetings** - Before each meeting of the Board of Directors, an agenda of the meeting specifying the business proposed to be transacted at it and any supporting papers available at that time shall be delivered to each Director, or sent by post to the usual place of residence of each Director, so as to be available to him at least three clear days before the meeting. If it is anticipated that the Directors participating in the meeting will not be in the same place, the agenda should specify how it is proposed that they should communicate with each other during the meeting.

3.8. **Setting the agenda** - The Board of Directors may determine that certain matters shall appear on every agenda for a meeting of the Board of Directors and shall be addressed prior to any other business being conducted.

3.9. A Director desiring a matter to be included on an agenda shall make his request in writing to the Chairman at least 10 clear days before the meeting. Requests made less than 10 days before a meeting may be included on the agenda at the discretion of the Chairman.

3.10. **Participation in meetings** – Directors may participate in meetings by telephone, teleconference, video or computer link and participation in a meeting in this manner shall be deemed to constitute a presence in person at the meeting. In determining whether Directors are participating in a meeting, it is irrelevant where any Director is or how they communicate with each other. If all the Directors are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

3.11. **Chairman of meeting** - At any meeting of the Board of Directors, the Chairman, if present, shall preside. If the Chairman is absent from the meeting, the Deputy Chairman, if there is one and he is present, shall preside. If the Chairman and Deputy Chairman are absent such Non-Executive Director as the Board of Directors present shall choose shall preside.

3.12. **Notices of Motion** - A Director desiring to move or amend a Motion shall send a written notice thereof at least 10 clear days before the meeting to the Chairman, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This SO shall not prevent any Motion being moved during the meeting, without notice on any business mentioned on the agenda.

3.13. **Withdrawal of Motion or amendments** - 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 Chairman.

3.14. **Motion to rescind a resolution** - Notice of 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 gives it and also the signature of four other Directors. When any such Motion has been disposed of by the Board of Directors, it shall not be competent for any Director to propose a Motion to the same effect within six months; however the Chairman may do so if he considers it appropriate.

3.15. **Motions** - The mover of a Motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

3.16. When a Motion is under discussion or immediately prior to discussion it shall be open to a Director to move:

3.16.1. an amendment to the Motion;

3.16.2. the adjournment of the discussion or the meeting;

3.16.3. that the meeting proceed to the next business (*);

3.16.4. the appointment of an ad hoc Committee to deal with a specific item of business; or

3.16.5. that the Motion be now put (*),

provided that in the case of the sub-paragraphs denoted by (*) above and to ensure objectivity, Motions may only be put by a Director who has not previously taken part in the debate.

3.17. No amendment to the Motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the Motion.

3.18. **Chairman's ruling** - Statements of Directors made at meetings of the Board shall be relevant to the matter under discussion at the material time and the decision of the Chairman of the meeting on questions of order, relevancy, regularity and any other matters shall be final.

3.19. **Voting** - Questions arising at a meeting of the Board of Directors shall be decided by a majority of votes except that:

3.19.1. in the case of an equality of votes, the Chairman (or in his absence the Deputy Chairman or in the Deputy Chairman's absence a Non-Executive Director who is appointed by the Directors present at the meeting to chair the meeting) shall have a second and casting vote; and

3.19.2. no resolution of the Board of Directors shall be passed if it is unanimously opposed by all of the Executive Directors present or by all of the Non-Executive Directors present.

3.20. All questions put to the vote shall be shall be decided by a show of hands (and if any person is attending by telephone, teleconference, video or computer link such person shall cast their vote verbally (such verbal vote to be recorded in the minutes).

3.21. A paper ballot may also be used if a majority of the Directors present so request, in which case any person attending by telephone, teleconference, video or computer link shall cast their vote verbally (such verbal vote to be recorded in the minutes).

3.22. The Board of Directors may agree that its members can participate in its meetings by telephone, teleconference, video or computer link. Participation in a meeting in this manner shall be deemed to constitute a presence in person at the meeting.

3.23. An Officer who has been appointed formally by the Board of Directors to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An Officer attending the Board of Directors to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.

3.24. **E-Governance -** The Board of Directors may confirm their response to any proposal in writing via e-mail. A response to a proposal sent by email shall be deemed to have been delivered on

the date of transmission (if sent before 5pm on a clear day) or by 11am on the next clear day (if sent after 5pm on a clear day). The proposal will pass provided that the majority of the Board of Directors approve the proposal. Any decisions so passed via e-governance shall be noted at the next Board of Directors meeting.

3.25. **Minutes** - The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.

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

3.27. Minutes shall be circulated in accordance with Directors' wishes.

3.28. **Written resolutions** - Where the Chairman or a Director desires that a resolution is passed by the Board of Directors, the Chairman or the Director (with the consent of the Chairman) may circulate the resolution amongst the Board of Directors proposing that it is passed as a written resolution. For the resolution to be validly passed, the resolution must be signed by at least six Directors (such Directors to include: (i) either (a) the Chairman or Deputy Chairman and two Non-Executive Directors or (b) three Non-Executive Directors (but only if the Chairman or Deputy Chairman are unavailable for a period of 48 hours from the time at which the resolution is first circulated); and (ii) three Executive Directors (such Executive Directors to include the Chief Executive or Finance Director). Any written resolution that is so passed shall be noted at the next meeting of the Board of Directors.

3.29. **Suspension of SOs** - Except where this would contravene any statutory provision or any direction made by Monitor, any one or more of these SOs may be suspended at any meeting, provided that at least five Directors are present agree to such suspension, including (i) not less than three Executive Directors (one of whom must be either the Chief Executive or the Finance Director) and (ii) two Non-Executive Directors, and that a majority of those present vote in favour of suspension.

3.30. A decision to suspend these SOs shall be recorded in the minutes of the meeting.

3.31. A separate record of matters discussed during the suspension of the SOs shall be made and shall be available to the Chairman and the Directors.

3.32. No formal business may be transacted while the SOs are suspended.

3.33. The Audit Committee shall review every decision to suspend the SOs.

3.34. **Amendment of SOs** - These SOs shall be amended only if:

3.34.1. a notice of Motion under SO 3.12 has been given;

3.34.2. at least six Directors are present, including no less than three Executive Directors (one of whom must be either the Chief Executive or the Finance Director) and three Non-Executive Directors;

3.34.3. the proposed amendment is made in accordance with paragraph 45 of the Constitution; and

3.34.4. the amendment proposed does not contravene a statutory provision or direction made by Monitor.

3.35. **Record of attendance** - The names of the Chairman and Directors present at the meeting shall be recorded in the minutes.

3.36. **Quorum** - No business shall be transacted at a meeting of the Board of Directors unless at least six Directors are present including not less than three Executive Directors (one of whom must be either the Chief Executive or the Finance Director) and not less than three Non-Executive Directors.

3.37. An Officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.

3.38. If the Chairman or another Director has been disqualified from participating in the discussion

on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see SO 6 or 7) he 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. The above requirement for at least one Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board of Directors considers the recommendations of the performance and remuneration Committee). In such circumstances, the quorum shall be three Non-Executive Directors (including the Chairman).

3.39. **Overriding SOs** - If for any reason these SOs 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 Board of Directors for action or ratification. All Directors and staff have a duty to disclose any non- compliance with these SOs to the Company Secretary as soon as possible.

4. ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

4.1. Subject to SO 2.1 and such directions, if any, as may be given by Monitor, the Board of Directors may make arrangements for the exercise, on behalf of the Board of Directors, of any of its functions by:

4.1.1. a Committee or sub-Committee, appointed by virtue of SOs 5.1 or 5.2 below; or

4.1.2. an Officer,

in each case subject to such restrictions and conditions as the Board of Directors thinks fit.

4.2. **Emergency powers** – Subject to paragraph 4.2 of this Constitution, the powers of the Board of Directors may in emergency be exercised by the Chief Executive (or in his absence the Finance Director) and the Chairman (or in his absence the Deputy Chairman or any other Non-Executive Director). The exercise of such powers by the Chief Executive (or Finance Director) and the Chairman (or Deputy Chairman or any other Non-Executive Director) shall be reported to the next formal meeting of the Board of Directors for ratification.

4.3. **Delegation to Committees** - The Board of Directors 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.

4.4. **Delegation to officers** - Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to an executive Committee or sub-Committee shall be exercised on behalf of the Board of Directors by the Chief Executive. The Chief Executive shall determine which functions he will perform personally and shall nominate Officers to undertake the remaining functions for which he will still retain accountability to the Board of Directors.

4.5. The Chief Executive shall prepare a scheme of delegation identifying his proposals which shall be considered and approved by the Board of Directors, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the scheme of delegation which shall be considered and approved by the Board of Directors as indicated above.

4.6. Nothing in the scheme of delegation shall impair the discharge of the direct accountability to the Board of Directors of the Finance Director to provide information and advise the Board of Directors in accordance with statute or Monitor's requirements. Outside these regulatory requirements the Finance Director shall be accountable to the Chief Executive for operational matters.

5. COMMITTEES

5.1. **Appointment of Committees** - Subject to such directions and guidance as may be given by Monitor, the Board of Directors may, and if directed by Monitor shall, appoint Committees of the Board of Directors that shall include at least one Director.

5.2. A Committee appointed under SO 5.1 may, subject to SO 5.5 below and such directions as

may be given by Monitor or the Board of Directors, appoint sub-Committees consisting wholly or partly of members of the appointing Committee (whether or not they include Directors) or wholly of persons who are not members of the appointing Committee (whether or not they include Directors).

5.3. These SOs shall, as far as they are applicable, apply with appropriate alteration to meetings of any Committee or sub-Committee established by the Board of Directors, in which case the term 'Chairman' is to be read as a reference to the chairman of the Committee as the context permits, and the term 'Director' is to be read as a reference to a member of the Committee as the context permits.

5.4. Each Committee and sub-Committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board of Directors) as the Board of Directors shall decide from time to time and shall be in accordance with any direction or guidance issued by Monitor and any applicable legislation.

5.5. Committees may not delegate their executive powers to a sub-Committee unless expressly authorised by the Board of Directors.

5.6. The Board of Directors shall appoint persons to sit on each of the Committees which it has formally constituted.

5.7. Where the Trust is required to appoint persons to a Committee and/or to undertake statutory functions and where such appointments are to operate independently of the Board of Directors, such appointments shall be made in accordance with any applicable statutory regulations and with any direction or guidance issued by Monitor.

5.8. The Board of Directors shall establish the following Committees (and sub-Committees) of the Trust:

5.8.1. Audit Committee;

5.8.2. Nominations and Remuneration Committee;

5.8.3. Finance and Investment Committee;

5.8.4. People and Organisational Development Committee; and

5.8.5. Quality Committee,

and the Board of Directors shall also establish such other Committees (and sub-Committees) as required to discharge the Board of Director's responsibilities.

5.9. **Confidentiality** - A member of a Committee shall not disclose a matter dealt with by, or brought before, the Committee without its permission until the Committee shall have reported to the Board of Directors or shall otherwise have concluded on that matter.

5.10. A Director or a member of a Committee shall not disclose any matter reported to the Board of Directors or otherwise dealt with by the Committee, notwithstanding that the matter has been reported or action has been concluded, if the Board of Directors or Committee shall resolve that it is confidential.

6. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

6.1. **Declaration of interests** - Each Director shall upon being appointed declare to the Board of Directors via the Company Secretary any pecuniary (which includes monetary), personal or family interests that he has which are relevant to the Trust.

6.2. Interests which should be declared pursuant to SO 6.1 above include:

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

6.2.2. majority or controlling share holdings in organisations, or ownership or part-ownership of private companies, businesses or consultancies reasonably regarded as being likely or possibly seeking to do business with the Trust or the NHS;

6.2.3. a position of authority in a charity or Voluntary Organisation in the field of health and

social care;

6.2.4. any connection with a Voluntary Organisation or other organisation that is seeking to contract or has contracted for NHS services or for the provision of the Trust's mandatory or authorised services; and

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

6.3. No Director shall be treated as having an interest in any contract, proposed contract or other matter by reason only:

6.3.1. of his membership of a company or other body if he has no beneficial interest in any securities of that company or other body; or

6.3.2. of an interest in any company, body or person with which he is connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence him in the consideration or discussion of, or in voting on, any question with respect to that contract, proposed contract or other matter.

6.4. If Directors have any doubt about the relevance of an interest, this should be discussed with the Chairman or the Company Secretary.

6.5. At the time Directors' interests are declared, they should be recorded in the Board of Director minutes. Any changes in interests should be declared at the next Board of Directors meeting following the change occurring. It is the obligation of the Director to inform the Company Secretary in writing within seven days of becoming aware of the existence of an interest. The Company Secretary shall amend the Register upon receipt within three working days.

6.6. This SO applies to a Committee or sub-Committee as it applies to the Board of Directors and applies to a member of any such Committee or sub-Committee (whether or not he is also a Director) as it applies to a Director.

6.7. Directorships of companies likely or possibly seeking to do business with the Trust or the NHS should be published in the Trust's annual report. This information should be kept up to date for inclusion in succeeding annual reports.

6.8. **Register of interests** - The Company Secretary will ensure that a Register of interests (the "Register") is established to record formally declarations of interests of Directors. In particular the Register will include details of all directorships and other interests which have been declared by both Executive Directors and Non-Executive Directors.

6.9. The details on the Register shall be reviewed every six months.

6.10. The Register will be available to the public and the Chairman will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

6.11. In establishing, maintaining, updating and publicising the Register, the Trust shall have due regard to all guidance issued from time to time by Monitor.

7. CONFLICT OF INTEREST AND PECUNIARY INTEREST

7.1. **Disclosure of interest** - 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 contract, proposed contract or other matter which is under consideration by the Board of Directors, he shall disclose that interest to the Board of Directors as soon as he becomes aware of it.

7.2. **Conflict of interest** - During the course of a Board of Directors meeting, if a conflict of interest is disclosed, the Director concerned shall withdraw from the meeting and take no further part in the matter under discussion.

7.3. Any remuneration, compensation or allowances payable to the Chairman or a Director by virtue of the 2006 Act shall not be treated as a pecuniary interest for the purpose of this SO.

7.4. For the purpose of this SO, the Director shall be treated, subject to SO 7.5 below, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if he, or a

nominee of his, 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.

7.5. The Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

7.5.1. of his membership of a company or other body, if he has no beneficial interest in any securities of that company or other body; or

7.5.2. of an interest in any company, body or person with which he is connected as mentioned in SO 7.4 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Director in the consideration or discussion of, or in voting on, any question with respect to that contract or matter.

7.6. Where the Director:

7.6.1. has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body; and

7.6.2. 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

7.6.3. if the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class;

this SO shall not prohibit him from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it without prejudice however to his duty to disclose his interest.

7.7. This SO applies to a Committee or sub-Committee of the Board of Directors as it applies to the Board of Directors and applies to any member of any such Committee or sub-Committee as it applies to a Director.

8. STANDARDS OF BUSINESS CONDUCT

8.1. All Directors must comply with the Trust's standards of business conduct policy as amended from time to time.

8.2. A Director shall not solicit for any person any appointment under the Trust or recommend any person for such appointment but this SO shall not preclude a Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

8.3. Informal discussions outside appointments panels or Committees, whether solicited or unsolicited, should be declared to the panel or Committee.

8.4. **Relatives of Directors** - every Director of the Trust shall disclose to the Chief Executive any relationship with a candidate of whose candidature that Director is aware. It shall be the duty of the Chief Executive to report to the Board of Directors any such disclosure made.

8.5. On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Board of Directors whether they are related to any other Director or employee of the Trust.

9. CHARITABLE FUNDS

9.1. Accountability for charitable funds held on trust is to the Charity Commission and to Monitor. Accountability for non-charitable funds held on trust is only to Monitor.

10. TENDERING AND CONTRACT PROCEDURE

10.1. **Duty to comply with SOs** - the procedure for making all contracts by or on behalf of the Trust shall comply with these SOs (except where SO 3.29 (Suspension of SOs) is applied).

10.2. **Contracts** - The Board of Directors may enter into contracts on behalf of the Trust within its statutory powers and shall comply with:

10.2.1. these SOs;

10.2.2. the Trust's SFIs; and

10.2.3. its terms of Authorisation.

10.3. **Personnel and agency or temporary staff contracts** - the Chief Executive shall nominate Officers with delegated authority to enter into contracts of employment, regarding staff, agency staff or temporary staff service contracts.

10.4. **Contracts involving funds held on trust** - such contracts involving charitable funds shall comply with the requirements of the Charities Act.

11. CUSTODY OF SEAL AND SEALING OF DOCUMENTS

11.1. **Custody of seal** - the common seal of the Trust shall be kept by the Company Secretary in a secure place.

11.2. **Sealing of documents** - where it is necessary that a document shall be sealed, the seal of the Trust shall be affixed in the presence of two Executive Directors or one Executive Director and either the Chairman or Company Secretary, duly authorised by a resolution of the Board of Directors (or of a Committee thereof where the Board of Directors has delegated its powers) and shall be attested by them.

11.3. **Register of sealing** - an entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealing shall be made to the Board of Directors at least bi-annually. The report shall detail the seal number, the description of the document and date of sealing.

11.4. The seal should be used to execute deeds (e.g. conveyances of land) or where otherwise required by law.

12. SIGNATURE OF DOCUMENTS

12.1. Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, the Finance Director or other Executive Director, unless any enactment otherwise requires or authorises, or the Board of Directors shall have given the necessary authority to some other person for the purpose of such proceedings.

12.2. The Chief Executive, or the Finance Director or other Executive Directors shall be authorised, by resolution of the Board of Directors, to sign on behalf of the Trust any agreement or other document (not required to be executed as a deed) the subject matter of which has been approved by the Board of Directors or any Committee or sub-Committee to which the Board of Directors has delegated appropriate authority.

13. MISCELLANEOUS

13.1. **SOs to be given to Directors and officers** - it is the duty of the Chief Executive, including the Company Secretary of the Trust on the Chief Executive's behalf, to ensure that Directors are notified of and understand their responsibilities within these SOs and the Trust's SFIs. Updated copies shall be issued to the Directors.

13.2. **Review of SOs** - these SOs shall be reviewed annually by the Board of Directors.

13.3. **Dispute resolution** - where a dispute arises out of or in connection with the Constitution, including the interpretation of these SOs and the procedure to be followed at meetings of the Board of Directors, the Trust and the parties to the dispute shall use all reasonable endeavours to resolve the dispute as quickly as possible.

13.4. Where a dispute arises which involves the Chairman, the dispute shall be referred to the Senior Independent Director who will use all reasonable efforts to mediate a settlement to the dispute.

13.5. For the avoidance of doubt, the Company Secretary shall deal with any membership queries and other similar questions in the first place including any voting or legislation issues and shall otherwise follow a process for resolving such matters in accordance with any procedures

agreed by the Board of Directors.

ANNEX 10
FURTHER PROVISIONS – MEMBERS

1 Disqualification from membership

1.1 An individual may not become or continue as a Member of the Trust if:

1.1.1 the individual is under 16 years of age;

1.1.2 the individual has been specifically excluded in writing from any of the Trust's premises or other facilities;

1.1.3 the Board of Directors considers that an individual has or is likely to cause harm or detriment to the Trust and the Board of Directors notifies the individual about his disqualification accordingly.

1.2 Notwithstanding anything contained in this Constitution, no person who ceases to be a Member of the Trust pursuant to paragraph 1.1.2 or 1.1.3 above shall be re-admitted to membership except by a decision of the Board of Directors.

1.3 It is the responsibility of Members to ensure their eligibility and not the Trust, but if the Trust is on notice that a Member may be disqualified from membership, they shall carry out all reasonable enquiries to establish if this is the case.

2 Members - expulsion by the Council of Governors

2.1 A Member may be expelled by a resolution of the Council of Governors.

2.2 A Member may complain to the Company Secretary that another Member has acted in a way detrimental to the interests of the Trust. If a complaint is made, the Council of Governors, or a sub-Committee thereof, may consider the complaint having taken such steps as it considers appropriate to ensure the Member in question has his point of view heard and may either:

2.2.1 dismiss the complaint and take no further action; or

2.2.2 arrange for a resolution to expel the Member complained of to be considered at the next meeting of the Council of Governors, or a sub-Committee thereof.

2.3 If a resolution to expel a Member is to be considered at a meeting of the Council of Governors, or a sub-Committee thereof, details of the complaint must be sent to the Member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.

2.4 At the meeting of the Council of Governors, or a sub-Committee thereof, the Governors will consider evidence in support of the complaint and such evidence as the Member complained of may wish to place before them. If the Member complained of fails to attend the meeting without due cause, the meeting may proceed in their absence.

2.5 A person expelled from membership will cease to be a Member upon the declaration by the Chairman of the meeting that the resolution to expel them is carried.

2.6 No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of the majority of the members of the Council of Governors present at a meeting of the Council of Governors.

3 Termination of membership

3.1 A Member shall cease to be a Member if that Member:

3.1.1 resigns by notice to the membership manager or to the Company Secretary;

3.1.2 ceases to fulfil the requirements of membership as set out in paragraphs 5 to 11 of this Constitution;

3.1.3 dies; or

3.1.4 the Council of Governors, having made reasonable enquiries, determines that the Member no longer wishes to be a Member or he ceases to be eligible as a Member for whatever reason.

4 Members' Meetings

4.1 The Trust shall hold a Members' meeting for all Members (called the "**Annual Members' Meeting**") within six months of the end of each financial year of the Trust.

4.2 Any Members' meeting other than the Annual Members' Meeting shall be called a "**Special Members' Meeting**".

4.3 Both Annual Members' Meetings and any Special Members' Meetings shall be open to all members of the Trust, members of the Council of Governors and members of the Board of Directors, together with representatives of the Trust's Auditors, and to members of the public. The Trust may invite representatives of the media and any experts or advisors whose attendance they consider to be in the best interests of the Trust to attend any such meeting.

4.4 The Board of Directors may convene an Annual Members' Meeting or a Special Members' Meeting when it thinks fit. The Council of Governors may request the Board of Directors to convene a Members' meeting.

4.5 The Board of Directors (or at least one member thereof) shall present to the Members at the Annual Members' Meeting:

4.5.1 the annual accounts;

4.5.2 any report of the Auditor on them;

4.5.3 the annual report;

4.5.4 a report on steps taken to secure that (taken as a whole) the actual membership or the Trust is representative of those eligible for such membership;

4.5.5 the progress of the membership plan; and

4.5.6 the results of any election and appointments to the Council of Governors, and any other reports or documentation it considers necessary or otherwise required by Monitor or the 2006 Act.

4.6 The Trust shall give notice of all Members' meetings:

4.6.1 by notice in writing to all Members;

4.6.2 by notice prominently displayed at the Trust's headquarters and at all of the Trust's hospitals;

4.6.3 by notice on the Trust's website; and

4.6.4 to the Council of Governors, the Board of Directors, and to the Trust's Auditors,

stating whether the meeting is an Annual Members' Meeting or a Special Members' Meeting including the time, date, place of the meeting, and the business to be dealt with at the meeting at least 14 working days before the date of the relevant Members' meeting.

4.7 An accidental omission to give notice of a Members' meeting or to send, supply or make available any document or information relating to the meeting, or the non-receipt of any such notice, document or information by a person entitled to receive any such notice, document or information shall not invalidate the proceedings at that meeting.

4.8 The Chairman, or in his absence, the Deputy Chairman shall preside at all Members' meetings of the Trust.

4.9 The quorum for a Members' meeting shall be four members present and entitled to vote.

4.10 The Chairman may, with the consent of a Members' meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn a Members' meeting from time to time and from place to place or for an indefinite period.

4.11 A resolution put to the vote of a Members' meeting shall be decided on a show of hands.

4.12 No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

4.13 If the Board of Directors, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a Members' meeting at the time, date or place specified in the notice calling that meeting, it may move and/or postpone the general meeting to another time, date and/or place.

4.14 In the case of a Members' meeting adjourned or postponed for 14 days or more, at least seven working days' notice shall be given specifying the time and place of the adjourned Members' meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.

4.15 The Board of Directors may make any arrangement and impose any restriction it considers appropriate to ensure the security of a Members' meeting.

4.16 Any approval to speak at a Members' meeting must be given by the Chairman.

4.17 The Board of Directors shall cause minutes to be made and kept, in writing, of all proceedings at Members' meetings.

Council of Governors Meeting, 22 September 2016

AGENDA ITEM NO.	13.2/Sep/16
REPORT	Election Timetable
AUTHOR	Vida Djelic, Board Governance Manager
LEAD	Thomas Lafferty, Director of Corporate & Legal Affairs
PURPOSE	The Council of Governors is asked to note the election timetable which has been agreed with the Returning Officer, Electoral Reform Services.
SUMMARY	As enclosed.
KEY RISKS ASSOCIATED	None.
FINANCIAL IMPLICATIONS	None.
QUALITY IMPLICATIONS	None.
EQUALITY & DIVERSITY IMPLICATIONS	None.
LINK TO OBJECTIVES	All
DECISION/ ACTION	To note.

Election Timetable – November 2016

Publication of notice of election	Not later than the fortieth day before the day of the close of the poll	**Wednesday**	**5 October 2016**
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	**Thursday, by 5.00pm**	**20 October 2016**
Publication of statement of nominated candidates	Not later than the twenty seventh day before the day of the close of the poll	**Friday**	**21 October 2016**
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	**Tuesday, by 12 noon**	**25 October 2016**
Notice of the poll	Not later than the fifteenth day before the day of the close of the poll	**Tuesday**	**8 November 2016**
Close of the poll	By 5.00pm on the final day of the election	**Tuesday**	**29 November 2016**
Election results	The day after close of the poll	**Wednesday, by 12 noon**	**30 November 2016**

Chelsea and Westminster Hospital NHS
NHS Foundation Trust

Council of Governors Meeting, 22 September 2016

AGENDA ITEM NO.	14/Sep/16
REPORT NAME	Integrated Performance Report – July 2016
AUTHOR	Robert Hodgkiss, Chief Operating Officer
LEAD	Robert Hodgkiss, Chief Operating Officer
PURPOSE	To report the combined Trust's performance for July 2016 for both Chelsea and Westminster and West Middlesex sites, highlighting risk issues and identifying key actions going forward.
SUMMARY OF REPORT	The integrated performance report shows the Trust performance for July 2016. **Regulatory performance** – July was an incredibly challenging month with all type attendances being 12% above plan across the Trust. Whilst the WMUH site fell slightly short of the required 95% standard, the Trust overall achieved compliance. The RTT incomplete target was also achieved for the overall Trust in July. Although the Chelsea site is below 92%, RTT improvement work continues with the dedicated resource provided by the RTT programme lead, and the Chelsea site performance in July is the highest it's been since November 2015. The overall Cancer 62 Day standard was achieved on both sites for the Month of July with a combined 4.5 breaches being reported. This is one of the best performances across London. All breaches have been reviewed thoroughly and all but 1 was deemed unavoidable. Both sites have achieved all other regulatory performance indicators. **Safety and Patient Experience**: Incident reporting rates remain stable but below the target level, with Medication safety incidents on WMUH site dropping below target in July. FFT response rates are above target for inpatients at CW, but below for maternity & A & E, as well as inpatients WMUH. Inpatient & maternity recommendations are above target on both sites, but A & E on both sites remains below the required 90%. **Quality, Efficiency and Clinical Effectiveness**: Average length of stay on the C&W site improved following the closure

	of the 26 bedded Supported Discharge Suite. West Middlesex site has seen a significant reduction in Richmond which had previously led to the delays being higher. **Workforce**: Appraisal and Mandatory Training compliance remain areas for improvement despite a concerted drive to improve completeness levels.
KEY RISKS ASSOCIATED:	There are continued risks to the achievement of a number of compliance indicators, including A&E performance, RTT incomplete waiting times, and cancer 62 days waits.
FINANCIAL IMPLICATIONS	The combined Trust reported a year to date surplus of £2.9m, which is a favourable adverse variance of £33k against the plan for the year to date.
QUALITY IMPLICATIONS	As outlined above.
EQUALITY & DIVERSITY IMPLICATIONS	None
LINK TO OBJECTIVES	Improve patient safety and clinical effectiveness Improve the patient experience Ensure financial and environmental sustainability
DECISION/ ACTION	To note.

TRUST PERFORMANCE & QUALITY REPORT

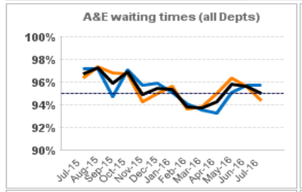
July 2016

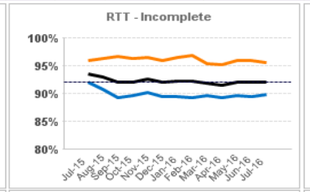
July 2016
Performance Dashboard

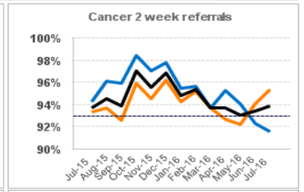
Chelsea and Westminster Hospital NHS
NHS Foundation Trust

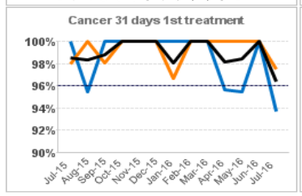
Regulatory Compliance

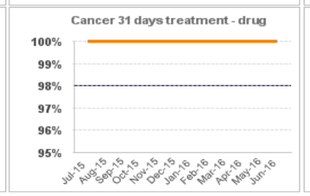
Hospital Site	CWFT	CWFT	CWFT	WMUH	WMUH	WMUH	Combined Trust data: last Quarter, YTD & 13m trend					
Indicator	May-16	Jun-16	Jul-16	May-16	Jun-16	Jul-16	May-16	Jun-16	Jul-16	Quarter	YTD	Trend
A&E waiting times - Types 1 & 3 Depts (Target: >95%)	95.1	95.8	95.7	96.3	95.6	94.4	95.8	95.7	95.0	95.0	95.2	
RTT - Incomplete (Target: >92%)	89.7	89.5	89.8	96.0	96.0	95.6	92.1	92.0	92.1	92.1	91.9	
Cancer 2 week urgent referrals (Target: >93%)	94.1	92.3	91.6	92.2	94.1	95.3	93.0	93.4	93.9	93.9	93.5	
Cancer 2 week Breast symptomatic (Target: >93%)	n/a	n/a	n/a	90.1	93.9	97.4	90.1	93.9	97.4	97.4	93.6	
Cancer 31 days first treatment (Target: >96%)	95.5	100	93.8	100	100	97.5	98.4	100	96.4	96.4	98.2	
Cancer 31 days treatment - Drug (Target: >98%)	100	100	n/a	100	100	n/a	100	100	n/a	n/a	100.0	
Cancer 31 days treatment - Surgery (Target: >94%)	100	100	n/a	100	100	100	100	100	100	100	100.0	
Cancer 62 days GP ref to treatment (Target: >85%)	73.5	82.1	84.4	85.7	94.4	93.7	81.1	89.1	90.5	90.5	86.5	
Cancer 62 days NHS screening (Target: >90%)	n/a	n/a	n/a	100	100	100	100.0	100.0	100.0	100.0	100.0	
Clostridium difficile infections (Targets: CW: 7; WM: 9; Combined: 16)	0	0	0	0	1	0	0	1	0	0	5	
Self-certification against compliance for access to healthcare for people with LD	Comp	Comp	Comp	Comp	Comp	Comp	Comp	Comp	Comp	Comp	Comp	

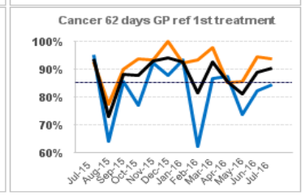






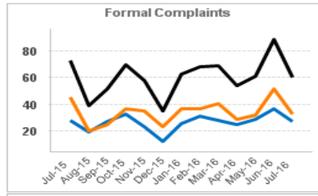


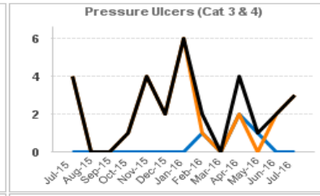


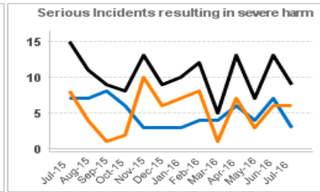


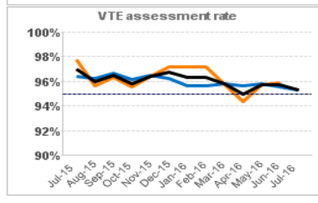
Quality

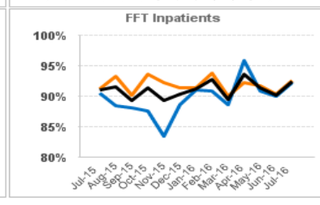
Hospital Site	CWFT	CWFT	CWFT	WMUH	WMUH	WMUH	Combined: latest Quarter, YTD & 13m trend					
Indicator	May-16	Jun-16	Jul-16	May-16	Jun-16	Jul-16	May-16	Jun-16	Jul-16	Quarter	YTD	Trend
Hand Hygiene (Target: >=90%)	95.2	95.2	95.8	98.9	97.0	98.0	96.8	95.8	96.6	96.6	96.2	
Pressure Ulcers (Cat 3 & 4)	1	0	0	0	2	3	1	2	3	3	10	
VTE assessment % (Target: >=95%)	95.8	95.6	95.3	95.7	95.9		95.8	95.7	95.3	95.3	95.5	
Formal complaints number received	29	37	27	32	52	33	61	89	60	60	264	
Formal complaints responded to <25days	12	10	5	4	14	7	16	24	12	12	68	
Serious Incidents	4	7	3	3	6	6	7	13	9	9	42	
Never Events (Target: 0)	0	2	0	0	0	0	0	2	0	0	2	
FFT - Inpatients recommend % (Target: >90%)	90.9	89.9	92.2	91.7	90.4	92.6	91.4	90.2	92.5	92.5	92.0	
FFT - A&E recommend % (Target: >90%)	86.1	88.9	86.6	89.4	90.0	89.0	87.0	89.2	87.2	87.2	87.6	
Falls causing serious harm	0	0	0	1	1	0	1	1	0	0	2	

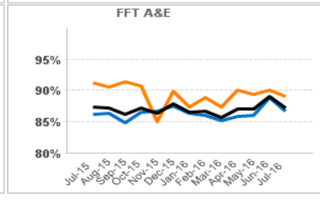






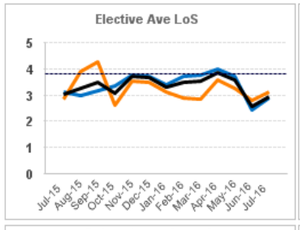


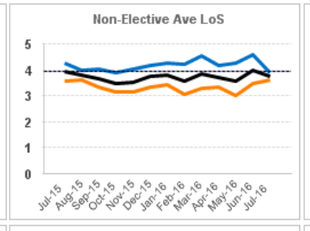


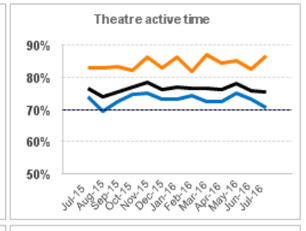


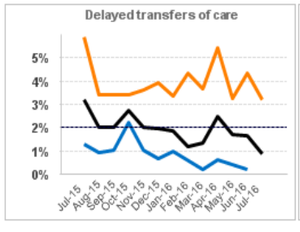
Efficiency

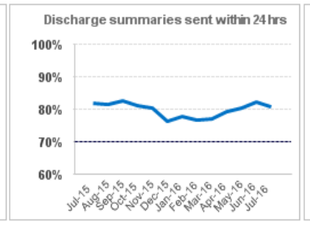
Hospital Site	CWFT	CWFT	CWFT	WMUH	WMUH	WMUH	Combined: latest Quarter, YTD & 13m trend					
Indicator	May-16	Jun-16	Jul-16	May-16	Jun-16	Jul-16	May-16	Jun-16	Jul-16	Quarter	YTD	Trend
Elective average LoS (Target: <3.8)	3.7	2.5	2.9	3.3	2.8	3.1	3.6	2.6	2.9	2.9	3.2	
Non-Elective average LoS (Target: <3.95)	4.3	4.6	3.9	3.0	3.5	3.6	3.6	4.0	3.7	3.7	3.8	
Theatre active time (Target: >70%)	75.0	73.2	70.7	85.3	82.4	86.5	78.0	76.0	75.5	75.5	76.4	
Delayed transfers of care (Target: <2%)	0.41	0.21	0.00	3.23	4.37	3.23	1.69	1.67	0.90	0.90	1.71	
Discharge summaries sent within 24 hours (Target: >70%)	80.2	82.2	80.7	dev	dev	dev	80.2	82.2	80.7	80.7	80.6	
Outpatient DNA rates (Target: <11.1%)	11.0	12.8	13.9	9.5	9.4	9.3	10.4	11.5	12.2	12.2	11.2	
On the day cancelled operations not re-booked within 28 days (Target: 0)	1	1	3	0	0	0	1	1	3	3	5	

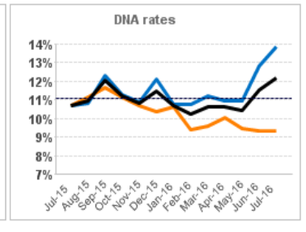






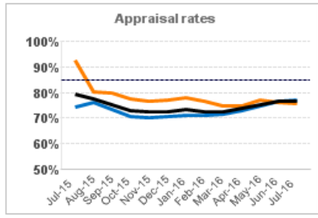


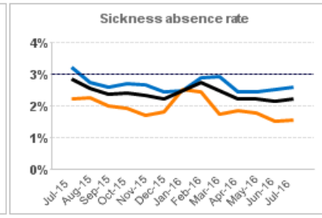


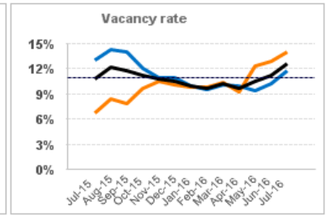


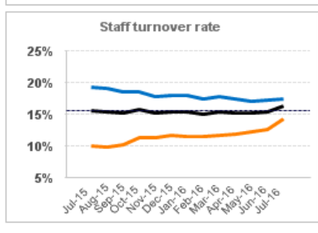
Workforce

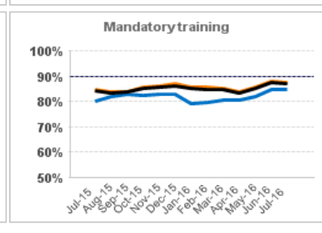
Hospital Site	CWFT	CWFT	CWFT	WMUH	WMUH	WMUH	Combined: latest Quarter, YTD & 13m trend					
Indicator	May-16	Jun-16	Jul-16	May-16	Jun-16	Jul-16	May-16	Jun-16	Jul-16	Quarter	YTD	Trend
Appraisal rates (Target: >85%)	74.8	76.6	77.2	76.9	76.0	75.5	75.4	76.4	76.7	76.7	75.5	
Sickness absence rate (Target: <3%)	2.44	2.52	2.59	1.79	1.53	1.55	2.21	2.17	2.22	2.22	2.20	
Vacancy rates (Target: CW<12%; WM<10%)	9.4	10.3	11.8	12.3	12.8	14.0	10.5	11.2	12.6	12.6	12.6	
Turnover rate (Target: CW<18%; WM<11.5%)	17.1	17.2	17.4	12.2	12.6	14.2	15.2	15.4	16.2	16.2	16.2	
Mandatory training (Target: >90%)	82.0	84.9	84.8	85.5	87.8	87.6	85.0	87.4	87.2	87.2	85.8	
Bank and Agency spend (£ks)	£2,597	£2,318	£2,285	£1,811	£1,848	£1,877	£4,408	£4,166	£4,162	£4,162	£16,798	
Nursing & Midwifery: Agency % spend of total pay (Target: tbc)	7.6	7.1	6.9	12.4	11.7	11.9	9.4	8.8	8.8	8.8	9.1	

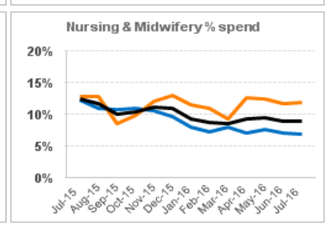












Note: Full page versions of the above Performance Dashboards are available on Pages 17-20

Monitor Dashboard

		Chelsea & Westminster Hospital Site				West Middlesex University Hospital Site				Combined Trust Performance					Trust data 13 months
Domain	Indicator	May-16	Jun-16	Jul-16	2016-2017	May-16	Jun-16	Jul-16	2016-2017	May-16	Jun-16	Jul-16	2016-2017 Q2	2016-2017	Trend charts
A&E	A&E waiting times - Types 1 & 3 Depts (Target: >95%)	95.1%	95.8%	95.7%	95.0%	96.3%	95.6%	94.4%	95.3%	95.8%	95.7%	95.0%	95.0%	95.2%	
RTT	18 weeks RTT - Admitted (Target: >90%)	73.2%	71.0%	71.6%	71.6%	88.4%	86.6%	85.5%	86.8%	81.1%	79.0%	79.2%	79.2%	79.7%	
	18 weeks RTT - Non-Admitted (Target: >95%)	93.3%	93.2%	92.9%	93.0%	94.2%	95.2%	94.6%	94.9%	93.7%	94.0%	93.6%	93.6%	93.7%	
	18 weeks RTT - Incomplete (Target: >92%)	89.7%	89.5%	89.8%	89.5%	96.0%	96.0%	95.6%	95.7%	92.1%	92.0%	92.1%	92.1%	91.9%	
Cancer	2 weeks from referral to first appointment all urgent referrals (Target: >93%)	94.1%	92.3%	91.6%	93.4%	92.2%	94.1%	95.3%	93.6%	93.0%	93.4%	93.9%	93.9%	93.5%	
	2 weeks from referral to first appointment all Breast symptomatic referrals (Target: >93%)	n/a	n/a	n/a	n/a	90.1%	93.9%	97.4%	93.6%	90.1%	93.9%	97.4%	97.4%	93.6%	
	31 days diagnosis to first treatment (Target: >96%)	95.5%	100%	93.8%	96.4%	100%	100%	97.5%	99.3%	98.4%	100%	96.4%	96.4%	98.2%	
	31 days subsequent cancer treatment - Drug (Target: >98%)	100%	100%	n/a	100%	100%	100%	n/a	100%	100%	100%	n/a	n/a	100%	
	31 days subsequent cancer treatment - Surgery (Target: >94%)	100%	100%	n/a	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	
	31 days subsequent cancer treatment - Radiotherapy (Target: >94%)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	
	62 days GP referral to first treatment (Target: >85%)	73.5%	82.1%	84.4%	80.9%	85.7%	94.4%	93.7%	89.3%	81.1%	89.1%	90.5%	90.5%	86.5%	
	62 days NHS screening service referral to first treatment (Target: >90%)	n/a	n/a	n/a	n/a	100%	100%	100%	100%	100%	100%	100%	100%	100%	
Patient Safety	Clostridium difficile infections (Year End Targets: CW: 7; WM: 9; Combined: 16)	0	0	0	1	0	1	0	4	0	1	0	0	5	
Learning difficulties Access & Governance	Self-certification against compliance for access to healthcare for people with Learning Disability	compliant	compliant	compliant	compliant	compliant	compliant	compliant	compliant	compliant	compliant	compliant	compliant	compliant	
	Governance Rating	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	

Please note the following two items	n/a	Can refer to those indicators not applicable (eg Radiotherapy) or indicators where there is no available data. Such months will not appear in the trend graphs.
		RTT Admitted and RTT Non-Admitted are no longer Monitor Compliance Indicators

A&E waiting times

July was an incredibly challenging month with all type attendances being 12% above plan across the Trust. Whilst the WMUH site fell slightly short of the required 95% standard, the Trust overall achieved compliance.

18 weeks RTT – Incomplete

The Trust incomplete submission remains compliant with the national standard of 92.0% with the Chelsea site below 92%. RTT improvement work continues with the dedicated resource provided by the RTT programme lead, and the Chelsea site performance is the highest it's been since November 2015.

As planned and expected, as the longest waiting patients are treated, both admitted and non-admitted performance will be below internally monitored targets and will remain so until speciality backlogs have been cleared.

Cancer - 2 Weeks from referral to first appointment all urgent referrals

The 2ww target was not achieved on the Chelsea site in July, due to breaches in Colorectal and Dermatology. The introduction of the 'Straight to Test' pathway in Colorectal is challenging with patients needing to attend within 14 days for an endoscopy procedure rather than an outpatient attendance. There were 2 breaches of the standard in July. 1 in Haematology; with a shared breach in Skin and Gynaecology

Work is to be undertaken with local GPs to ensure patients are aware of the new pathway and timeframes upon referral to the Trust.

Cancer - 31 days diagnosis to first treatment
There was 1 breach of the 31 day Decision to Treat to Treatment target at Chelsea site due to capacity issues in Plastic Surgery.

Cancer - 62 days GP referral to first treatment
The overall standard was achieved on both sites for the Month of July with a combined 4.5 breaches being reported. This is one of the best performances across London. All breaches have been reviewed thoroughly and all but 1 was deemed unavoidable.

Safety Dashboard

		Chelsea & Westminster Hospital Site				West Middlesex University Hospital Site				Combined Trust Performance					Trust data 13 months
Domain	Indicator	May-16	Jun-16	Jul-16	2016-2017	May-16	Jun-16	Jul-16	2016-2017	May-16	Jun-16	Jul-16	2016-2017 Q2	2016-2017	Trend charts
Hospital-acquired infections	MRSA Bacteraemia (Target: 0)	0	0	0	1	0	0	0	0	0	0	0	0	1	
	Hand hygiene compliance (Target: >90%)	95.2%	95.2%	95.8%	94.9%	98.9%	97.0%	98.0%	98.4%	96.8%	95.8%	96.6%	96.6%	96.2%	
Incidents	Number of serious incidents	4	7	3	20	3	6	6	22	7	13	9	9	42	
	Incident reporting rate per 100 admissions (Target: >8.5)	6.5	6.6	6.7	6.5	7.1	8.1	8.2	7.9	6.7	7.3	7.3	7.3	7.1	
	Rate of patient safety incidents resulting in severe harm or death per 100 admissions (Target: 0)	0.05	0.03	0.03	0.03	0.00	0.02	0.00	0.01	0.03	0.03	0.02	0.02	0.03	
	Medication-related (NRLS reportable) safety incidents per 100,000 FCE bed days (Target: >=280)	357.86	401.14	468.40	420.77	483.48	348.06	207.77	382.40	413.98	377.22	344.81	344.81	402.97	
	Medication-related (NRLS reported) safety incidents % with harm (Target: <=12%)	9.1%	3.4%	10.8%	8.6%	3.3%	9.5%	11.5%	5.2%	6.1%	5.9%	11.0%	11.0%	7.1%	
	Never Events (Target: 0)	0	2	0	2	0	0	0	0	0	2	0	0	2	
Harm	Safety Thermometer - Harm Score (Target: >90%)	94.4%	95.1%	97.9%	95.8%	93.6%	94.1%	92.1%	94.2%	94.0%	94.6%	93.4%	93.4%	94.7%	
	Incidence of newly acquired category 3 & 4 pressure ulcers (Target: <3.6)	1	0	0	3	0	2	3	7	1	2	3	3	10	
	NEWS compliance %	100.0%	100.0%	100.0%	100.0%	n/a	n/a	n/a	n/a	100.0%	100.0%	100.0%	100.0%	100.0%	
	Safeguarding adults - number of referrals	18	18	28	84	13	30	24	72	31	48	52	52	156	
	Safeguarding children - number of referrals	25	33	28	111	72	82	71	316	97	115	99	99	427	
Mortality	Summary Hospital Mortality Indicator (SHMI) (Target: <100)	83.4	83.4	83.4	83.4	83.4	83.4	83.4	83.4	83.4	83.4	83.4	83.4	83.4	
	Number of hospital deaths - Adult	21	33	28	111	71	45	77	269	92	78	105	105	380	
	Number of hospital deaths - Paediatric	1	0	2	4	0	0	0	0	1	0	2	2	4	
	Number of hospital deaths - Neonatal	0	1	0	4	0	1	0	2	0	2	0	0	6	
	Number of deaths in A&E - Adult	1	1	2	4	6	8	5	24	7	9	7	7	28	
	Number of deaths in A&E - Paediatric	0	0	1	1	0	0	0	0	0	0	1	1	1	
	Number of deaths in A&E - Neonatal	0	0	0	0	0	0	0	0	0	0	0	0	0	

Serious Incidents
3 Serious Incidents were reported in July 2016 on the Chelsea site; 1 relating to a patient fall;1 relating to suboptimal care of a deteriorating patient, and 1 relating to a surgical invasive procedure. 6 Serious Incidents reported on the WMUH site; 4 relate to pressure damage, a further 1 relating to self-harm, and a final 1 incident relating to sub-optimal care of a deteriorating patient.

Incident reporting rate per 100 admissions
The incident reporting rate has steadied; reflecting the same proportion as June 2016. Initiatives are underway to encourage increased reporting.

Rate of patient safety incidents resulting in severe harm or death per 100 admissions
2 incidents were reported at CWH resulting in severe harm or death. These relate to one unexplained/unexpected death in paediatrics, and a further one incident relating to the unexpected outcome of treatment in maternity. Both of these incidents have been reported and are being investigated as a Serious Incident.

Mortality
SHMI is a casemix adjusted mortality indicator. It is published annually, 6 month in arrears. The latest figures for January – December 2015 are an expected range of 0.90 – 1.11. Our combined Trust indicators are below these expected levels.

Medication-related safety incidents per 100,000 Bed Days
The NRLS reportable medication incident rate for Chelsea Site has been improving as staff become more familiar with the electronic Datix reporting system. The rate for July 2016 is better than the average for comparable NHS organisations* (311.08/100,000 FCE bed days). However, the rate dropped at West Middlesex in July. Pharmacy staff reported fewer near-miss incidents in month due to staffing turnover and vacancies.

Incidence of newly acquired category 3 & 4 pressure ulcers
Three Hospital Acquired Pressure Ulcer Grade 3 or Grade 4 reported in July. A further one incident was reported to STEIS as unstageable. These are referred to within the SI report, and are being investigated as serious incidents.

Safeguarding adults - number of referrals
Progress has been made in capturing the Adult Safeguarding referrals (including Domestic Abuse Referrals) for West Middx. However, reports from referral point and from the Domestic Abuse referral point indicate a raising number of referrals to the newly established point of referral. Escalation processes including integration of Safeguarding Referral Form on the A&E EPR system and an update on the CAS card are about to go live that should enhance clarity of escalation processes at WestMid. Referral levels otherwise consistent with previous reporting periods

**Data from the National Medicines Optimisation Dashboard - April 15 to September 15.*

Patient Experience Dashboard

		Chelsea & Westminster Hospital Site				West Middlesex University Hospital Site				Combined Trust Performance					Trust data 13 months
Domain	Indicator	May-16	Jun-16	Jul-16	2016-2017	May-16	Jun-16	Jul-16	2016-2017	May-16	Jun-16	Jul-16	2016-2017 Q2	2016-2017	Trend charts
Friends and Family	FFT: Inpatient recommend % (Target: >90%)	90.9%	89.9%	92.2%	92.4%	91.7%	90.4%	92.6%	91.7%	91.4%	90.2%	92.5%	92.5%	92.0%	
	FFT: Inpatient not recommend % (Target: <10%)	4.4%	5.7%	3.0%	4.8%	3.4%	4.5%	3.4%	3.9%	3.8%	4.9%	3.3%	3.3%	4.2%	
	FFT: Inpatient response rate (Target: >30%)	28.7%	35.9%	37.6%	35.5%	29.6%	34.3%	29.0%	31.0%	29.3%	34.8%	31.5%	31.5%	32.4%	
	FFT: A&E recommend % (Target: >90%)	86.1%	88.9%	86.6%	87.0%	89.4%	90.0%	89.0%	89.6%	87.0%	89.2%	87.2%	87.2%	87.6%	
	FFT: A&E not recommend % (Target: <10%)	7.5%	6.0%	8.0%	7.6%	5.7%	5.1%	7.2%	6.0%	6.9%	5.8%	7.8%	7.8%	7.2%	
	FFT: A&E response rate (Target: >30%)	11.6%	14.7%	14.5%	14.0%	20.1%	24.1%	23.3%	23.2%	13.2%	16.2%	16.0%	16.0%	15.6%	
	FFT: Maternity recommend % (Target: >90%)	86.1%	88.5%	92.4%	90.2%	94.0%	90.8%	97.3%	92.2%	88.2%	89.0%	93.4%	93.4%	90.7%	
	FFT: Maternity not recommend % (Target: <10%)	8.0%	7.9%	4.2%	6.1%	3.6%	6.6%	1.3%	4.0%	6.9%	7.6%	3.6%	3.6%	5.6%	
	FFT: Maternity response rate (Target: >30%)	17.2%	25.0%	20.8%	21.4%	18.8%	18.8%	18.3%	18.6%	17.6%	23.4%	20.2%	20.2%	20.7%	
Experience	Breach of same sex accommodation (Target: 0)	0	0	0	0	0	0	0	0	0	0	0	0	0	
Complaints	Complaints formal: Number of complaints received	29	37	27	118	32	52	33	146	61	89	60	60	264	
	Complaints formal: Number responded to < 25 days	12	10	5	37	4	14	7	31	16	24	12	12	68	
	Complaints (informal) through PALS	51	34	68	234	11	27	28	76	62	61	96	96	310	
	Complaints sent through to the Ombudsman	0	0	0	0	3	0	0	6	3	0	0	0	6	
	Complaints upheld by the Ombudsman (Target: 0)	0	0	0	0	3	0	0	6	3	0	0	0	6	

Please note the following	blank cell	An empty cell denotes those indicators currently under development

Commentary

For both sites FFT recommendation for inpatients is above the 90% target. The response rate on WMUH site has dropped this month slightly below the 30% target, this is being addressed with increased volunteer support to visit ward areas & assist in completion of FFT cards.

A & E recommendations on both sites has decreased this month, with a slight decrease in response rates. A & E mostly rely on text FFT responses, cards have been put into both areas to increase the returns. We are working with our provider to analyse responses in order to take appropriate actions. On CW site some not recommends have been around disruption & building work which is progressing & will be concluded in the next few months.

Maternity – both sites were above target for recommends but continue to have low response rates. Again these are being addressed with cards & increased promotion. Within maternity each woman gets 3 requests for FFT at different points in the pathway & this does lead to FFT fatigue.

Efficiency & Productivity Dashboard

		Chelsea & Westminster Hospital Site				West Middlesex University Hospital Site				Combined Trust Performance					Trust data 13 months
Domain	Indicator	May-16	Jun-16	Jul-16	2016-2017	May-16	Jun-16	Jul-16	2016-2017	May-16	Jun-16	Jul-16	2016-2017 Q2	2016-2017	Trend charts
Admitted Patient Care	Average length of stay - elective (Target: <3.7)	3.73	2.45	2.87	3.24	3.27	2.81	3.10	3.20	3.60	2.55	2.93	2.93	3.23	
	Average length of stay - non-elective (Target: <3.9)	4.28	4.59	3.89	4.23	3.01	3.46	3.61	3.35	3.59	3.99	3.74	3.74	3.75	
	Emergency care pathway - average LoS (Target: <4.5)	5.34	5.47	4.55	5.17	3.16	3.50	3.02	3.30	3.90	4.19	3.50	3.50	3.92	
	Emergency care pathway - discharges	208	200	210	811	399	371	463	1621	607	571	673	673	2432	
	Emergency re-admissions within 30 days of discharge (Target: <2.8%)	3.09%	3.21%	3.05%	3.18%	10.24%	10.34%	6.05%	9.26%	5.57%	5.58%	4.09%	4.09%	5.29%	
	Delayed transfer of care - % relevant NHS patients affected (Target: <2%)	0.4%	0.2%	0.0%	0.3%	3.2%	4.4%	3.2%	4.1%	1.7%	1.7%	0.9%	0.9%	1.7%	
	Non-elective long-stayers	406	447	413	1674										
Theatres	Daycase rate (basket of 25 procedures) (Target: >85%)	85.9%	85.9%	79.8%	83.5%	84.2%	82.9%	84.3%	83.9%	85.2%	84.6%	81.7%	81.7%	83.6%	
	Operations canc on the day for non-clinical reasons: % of total elective admissions (Target: <0.8%)	0.14%	0.17%	0.18%	0.17%					0.14%	0.17%	0.18%	0.18%	0.17%	
	Operations cancelled the same day and not rebooked within 28 days (Target: 0)	1	1	3	5	0	0	0	0	1	1	3	3	5	
	Theatre active time (C&W Target: >70%; WM Target: >78%)	75.0%	73.2%	70.7%	72.9%	85.3%	82.4%	86.5%	84.7%	78.0%	76.0%	75.5%	75.5%	76.4%	
	Theatre booking conversion rates (Target: >80%)	90.3%	90.1%	89.4%	90.1%	57.3%	54.3%	53.2%	54.7%	79.0%	78.0%	77.2%	77.2%	77.9%	
Outpatients	First to follow-up ratio (Target: <1.5)	1.65	1.73	1.63	1.67	1.51	1.34	1.46	1.48	1.56	1.46	1.52	1.52	1.54	
	Average wait to first outpatient attendance (Target: <6 wks)	7.3	7.6	7.3	7.4	6.9	6.7	6.9	6.8	7.1	7.1	7.1	7.1	7.1	
	DNA rate: first appointment	11.1%	13.5%	15.7%	13.1%	10.4%	9.7%	10.3%	10.4%	10.8%	11.6%	13.1%	13.1%	11.8%	
	DNA rate: follow-up appointment	10.9%	12.6%	13.3%	11.8%	8.8%	9.1%	8.6%	8.9%	10.2%	11.5%	11.8%	11.8%	10.9%	

Please note the following	blank cell	An empty cell denotes those indicators currently under development

Non-elective LoS

Improvements noted on the Chelsea site and should continue to improve following the closure of the 26 bedded Supported Discharge Suite and live tracking system of medical optimised patients along with an enhanced focus on delayed transfers of care. West Middlesex site has seen a significant reduction in Richmond delays which had previously led to the delays being higher. Escalation of specific issues remains in place throughout the remainder of the year.

Surgery has commenced a 2 month pilot of a Surgical Assessment Unit focused on reducing the length of stay of non-elective surgical admissions which should improve LoS further.

Daycase rates
Day case rates reduced in July due to the fact that the focus cross site was on meeting the elective activity plans and treating long waiters and utilising dropped theatre sessions due to annual leave (there was a higher volume of larger cases). This is a work stream of the theatre productivity working group and will continue to be a focus as we strive to deliver best practice care.

Operations cancelled on the day for non-clinical reasons: % of total elective admissions

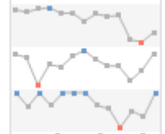
There were 2 reported cancellations on the day due to case overrun and non-availability of beds. All operations which are cancelled on the day are challenged at the time and progress is being made against the plan to reduce all cancellations. All cancellations including clinical reasons are being audited by a service manager, a clinical fellow and clinical director.

Theatre booking conversion rates
This metric relates to the theatre list at 2 weeks prior to the theatre date. Although we remain on target an audit has been undertaken which has shown that although a lot of cases change in the 2 weeks prior to the theatre date, the lists are full at day of surgery

DNA rates: There have been technical failures of the text messaging system that has impacted on DNA rates. A new, robust text messaging process will reduce the DNA rate for both new and follow up.

Emergency re-admissions within 30 days (Adult & Paediatric)
There has been a 4% reduction is this indicator this month, we will monitor this carefully to see if this reduction is maintained before the next tranche of work begins. There is a system wide readmissions meeting on 24th August 2016 for Hounslow to discuss this issue.

Clinical Effectiveness Dashboard

		Chelsea & Westminster Hospital Site				West Middlesex University Hospital Site				Combined Trust Performance					Trust data 13 months
Domain	Indicator	May-16	Jun-16	Jul-16	2016-2017	May-16	Jun-16	Jul-16	2016-2017	May-16	Jun-16	Jul-16	2016-2017 Q2	2016-2017	Trend charts
Best Practice	Dementia screening diagnostic assessment (Target: >90%)	100.0%	100.0%	100.0%	100.0%	80.3%	81.9%	85.5%	85.1%	93.9%	93.7%	94.9%	94.9%	94.9%	
	#NoF Time to Theatre <36hrs for medically fit patients (Target: 100%)	66.7%	84.6%	94.1%	84.3%	60.0%	66.7%	100.0%	74.5%	63.6%	76.0%	96.0%	96.0%	79.6%	
	Stroke care: time spent on dedicated Stroke Unit (Target: >80%)	100.0%	100.0%	100.0%	100.0%	90.9%	87.5%		87.8%	95.0%	93.3%	100.0%	100.0%	93.4%	
VTE	VTE: Hospital-acquired (Target: tbc)	0	0	0	0	0	1	2	4	0	1	2	2	4	
TB	VTE risk assessment (Target: >95%)	95.8%	95.6%	95.3%	95.6%	95.7%	95.9%		95.3%	95.8%	95.7%	95.3%	95.3%	95.5%	
	TB: Number of active cases identified and notified	2	1	2	8	11	9	9	38	13	10	11	11	46	
	TB: % of treatments completed within 12 months (Target: >85%)														

Please note the following	blank cell	An empty cell denotes those indicators currently under development

Dementia screening diagnostic assessment

The Chelsea site have dementia scoring as part of the clerking booklet and enter the score on-line on Lastword making it easier to collect real time data. On the WMUH site, the plan is to roll out, in line with the Chelsea site, a single clerking booklet across the Trust. This should have the desired effect of increasing compliance at the West Middlesex site.

#NoF - Time to Theatre <36 hours for medically fit patients

There has been significant focus and commensurate improvement against the #NOF time to theatres target. A new inter-specialty pathway, led by the physicians was implemented in July and has improved the focus for this group of vulnerable patients. On the Chelsea site, there was one breach of the standard which was due to a patient becoming ill in theatre and the operation was then cancelled. WMUH achieved 100% compliance with medically fit patients getting to theatre within 36 hours.

TB: Number of active cases identified and notified

There were 2 TB cases notified. These cases are for C&W only as per the London TB Register. C&W TB Service also manage TB cases for the Royal Brompton and the Royal Marsden.

The % of treatments completed within 12 months indicator remains under development

Access Dashboard

		Chelsea & Westminster Hospital Site				West Middlesex University Hospital Site				Combined Trust Performance					Trust data 13 months
Domain	Indicator	May-16	Jun-16	Jul-16	2016-2017	May-16	Jun-16	Jul-16	2016-2017	May-16	Jun-16	Jul-16	2016-2017 Q2	2016-2017	Trend charts
RTT waits	RTT Incompletes 52 week Patients at month end	6	7	2	19	0	0	0	0	6	7	2	2	19	
	Diagnostic waiting times <6 weeks: % (Target: >99%)	99.21%	99.39%	99.49%	99.41%	99.45%	98.11%	97.32%	98.57%	99.35%	98.64%	98.20%	98.20%	98.92%	
	Diagnostic waiting times >6 weeks: breach actuals	19	15	11	55	18	66	84	188	37	81	95	95	243	
A&E and LAS	A&E unplanned re-attendances (Target: <5%)	7.1%	7.1%	7.8%	7.4%	7.4%	8.3%	8.6%	8.2%	7.2%	7.5%	8.1%	8.1%	7.6%	
	A&E time to treatment - Median (Target: <60')	01:10	01:08	01:10	01:09	00:47	00:51	00:47	00:48	01:03	01:03	01:03	01:03	01:03	
	London Ambulance Service - patient handover 30' breaches	28	10	11	98	53	71	68	265	81	81	79	79	363	
	London Ambulance Service - patient handover 60' breaches	0	0	0	4	0	0	0	0	0	0	0	0	4	
Choose and Book (available to May-16 only for issues) and from Apr-16 for availability	Choose and book: appointment availability (average of daily harvest of unused slots)	2474	2710	2466	2478	1	0	0	1	2474	2710	2466	2466	2478	
	Choose and book: capacity issue rate (ASI)	27.7%	30.0%		26.2%					27.7%	30.0%			26.2%	
	Choose and book: system issue rate														

Please note the following	blank cell	An empty cell denotes those indicators currently under development

RTT Incompletes 52 week Patients at month end

2 reported patients in July have waited over 52 weeks

(i) patient chose to delay treatment
(ii) historical data validation correction.
(iii)

This is an improvement against the recovery trajectory of 3, agreed with the commissioners and NHS England, with the plan for 0 in August. This is the result of planning to treat our longest waiting patients whilst capacity and efficiency of services is reviewed to ensure we offer our patients a shorter wait to treatment time, and robust implementation of the new Trust Access Policy.

Diagnostic waiting times <6 weeks:

Although the Chelsea site passed the 99% target for patients seen for diagnostic within 6 weeks there were 11 breaches. These were all due to a lack of capacity. Nine of the 11 were for endoscopic procedures in paediatric gastroenterology; all nine are scheduled to take place in August or early September.

The WMUH site failed to achieve the 99% standard for Diagnostic test completion in July. Performance of 97.32% has led to a combined trust position of 98.2% - rated ‘Red’

There were 84 breaches in July; 66 of the breaches relate to ‘sleep studies’, The problem with capacity has been caused by Hounslow CCG closing its community sleep service earlier in the year. The knock-on effect has seen a significant increase in referrals to West Middlesex. The Trust has met with the local commissioners to explain and discuss the situation with a view to creating additional capacity.

London Ambulance Service - patient handover 30' breaches

The Emergency Department continue to work hard on ambulance breaches and improvement continues with the site remaining in the top 5 performers in London

A&E unplanned re-attendances

This continues to be a challenge locally and nationally and is a priority for the new Local A&E delivery boards; a system wide approach to supporting the National A&E access standards.

Maternity Dashboard

		Chelsea & Westminster Hospital Site				West Middlesex University Hospital Site				Combined Trust Performance					Trust data 13 months
Domain	Indicator	May-16	Jun-16	Jul-16	2016-2017	May-16	Jun-16	Jul-16	2016-2017	May-16	Jun-16	Jul-16	2016-2017 Q2	2016-2017	Trend charts
Birth indicators	Total number of NHS births	517	462	467	1885	454	407	441	1778	971	869	908	908	3663	
	Total caesarean section rate (C&W Target: <27%; WM Target: <29%)	32.8%	31.1%	35.7%	33.0%	27.3%	29.2%	28.3%	28.1%	30.2%	30.2%	32.1%	32.1%	30.6%	
	Midwife to birth ratio (Target: 1:30)	1:30	1:30	1:30	1:30	1:32.7	1:32.7	1:32.7	1:32.7	1:31.3	1:31.3	1:31.3	1:31.3	1:31.3	
	Maternity 1:1 care in established labour (Target: >95%)	96.9%	95.8%	93.6%	96.3%	95.2%	80.3%	94.9%	90.9%	96.1%	87.6%	94.2%	94.2%	93.5%	
Safety	Admissions of full-term babies to NICU	21	13	17	68	n/a	n/a	n/a	n/a	21	13	17	17	68	

Please note the following	blank cell	An empty cell denotes those indicators currently under development

Cross-site commentary

Total number of NHS births

Whilst births at West Middlesex are currently below plan the Chelsea site is over performing leaving us11 births under plan YTD cross site. Additional funding was given to the West Middlesex site to support increase in births due to the closure of Ealing Hospital's Maternity Unit. This allocation of funds and therefore additional staffing will be monitored and potentially reviewed in light of increased births at Chelsea and less than anticipated births at West Middlesex.

Total caesarean section rate

The rate is gradually rising at the Chelsea site. A deep dive commenced by Intrapartum Matron shows 3 main areas are contributing to rate.

1) Rate of c-section in 2nd stage is twice that of WMUH and national average.
2) 50% of emergency c-sections are due to failure to progress in 1st stage of labour. Current regime / dose for drugs used to induce / accelerate labour appear considerably to be factors and will be re-evaluated with benchmarking against neighbouring trusts
3) Interpretation of CTGs will be audited against national guidance. Deep dive continues with time of c-section and person making decision being reviewed. Moving forward 2 consultant midwives commence work at the end of September who will tasked with leading on a structured targeted plan to address the issues highlighted above.

Midwife to birth ratio

Following further investment into maternity staffing numbers are increasing. These ratios need to be reviewed once the staffing model is agreed and in place which should see a positive improvement particularly at West Middlesex

Maternity 1:1 care in established labour

Unprecedented sickness levels at the end of July at West Middlesex and increased activity at Chelsea site saw these rates fall. Initial data for August indicates they have recovered to previous levels

Admissions of full-term babies to NICU

Rates remain comparable to national average. Any admissions are reviewed through risk process to identify any themes.

Workforce Dashboard

		Chelsea & Westminster Hospital Site				West Middlesex University Hospital Site				Combined Trust Performance					Trust data 13 months
Domain	Indicator	May-16	Jun-16	Jul-16	2016-2017	May-16	Jun-16	Jul-16	2016-2017	May-16	Jun-16	Jul-16	2016-2017 Q2	2016-2017	Trend charts
Staffing	Vacancy rate (Target: CW <12%; WM <10%)	9.4%	10.3%	11.8%	11.8%	12.3%	12.8%	14.0%	14.0%	10.5%	11.2%	12.6%	12.6%	12.6%	
	Staff Turnover rate (Target: CW <18%; WM <11.5%)	17.1%	17.2%	17.4%	17.4%	12.2%	12.6%	14.2%	14.2%	15.2%	15.4%	16.2%	16.2%	16.2%	
	Sickness absence (Target: <3%)	2.4%	2.5%	2.6%	2.5%	1.8%	1.5%	1.5%	1.7%	2.2%	2.2%	2.2%	2.2%	2.2%	
	Bank and Agency spend (£ks)	£2,597	£2,318	£2,285	£9,551	£1,811	£1,848	£1,877	£7,247	£4,408	£4,166	£4,162	£4,162	£16,798	
	Nursing & Midwifery Agency: % spend of total pay (Target: tbc)	7.6%	7.1%	6.9%	7.2%	12.4%	11.7%	11.9%	12.1%	9.4%	8.8%	8.8%	8.8%	9.1%	
Appraisal rates	% of appraisals completed - medical staff (Target: >85%)	85.1%	84.2%	89.3%	84.4%	91.5%	94.1%	89.0%	90.5%	87.9%	88.5%	89.2%	89.2%	87.1%	
	% of appraisals completed - non-medical staff (Target: >85%)	73.7%	75.7%	75.9%	74.4%	74.0%	72.4%	72.9%	73.0%	73.8%	74.7%	75.0%	75.0%	74.0%	
Training	Mandatory training compliance (Target: >90%)	82.0%	84.9%	84.8%	83.0%	85.5%	87.8%	87.6%	86.2%	85.0%	87.4%	87.2%	87.2%	85.8%	
	Health and Safety training (Target: >90%)	86.3%	87.7%	86.1%	86.7%	81.0%	82.4%	80.8%	83.7%	84.4%	85.7%	84.1%	84.1%	85.6%	
	Safeguarding training - adults (Target: 100%)	87.8%	90.1%	88.7%	88.5%	93.3%	94.7%	95.1%	93.7%	89.8%	91.8%	91.1%	91.1%	90.4%	
	Safeguarding training - children (Target: 100%)	84.4%	92.9%	93.5%	87.2%	90.8%	98.2%	98.7%	94.2%	86.8%	94.8%	95.5%	95.5%	89.8%	

Please note the following	blank cell	An empty cell denotes those indicators currently under development

Workforce cross-site commentary

Staff in Post

In July the number of substantive staff in post was 5051.26 WTE (whole time equivalents), 130 higher than a year ago. At the Chelsea site the largest annual increases were in the HIV/GUM directorate (45.18), and the Nursing & Midwifery staff group (96.05).

Turnover

Unplanned turnover was 16.2%. This is based on the number of voluntary resignations for the 12 months up to and including July 2016. This is almost identical to the turnover rate one year ago (16.3%). Turnover is 17.4% at the Chelsea site and 14.2% at the West Middlesex site.

Vacancies

The vacancy rate for July was 12.6%, compared to 11.2% a year ago. This compares to 10.6 % at ICHT and 12.1% at GSTT in March 16. The increased vacancy rate is due in part to an increase in the budgeted establishment at West Middlesex from 2090 WTE to 2117 WTE since the start of the financial year. 283.3 WTE of our established posts (4.9%) were advertised on NHS Jobs in July. The average time to recruit - from placement of advert to issue of starter letter - in the four weeks to 12 August was 93.5 calendar days against a target of 70 days. Work is being undertaken to significantly improve our performance in this area.

Bank & Agency Usage

Temporary staffing accounted for 13.7% of the total workforce, 0.4% higher than one year ago.
Agency usage was 296 WTE in July 2016, 31.3 fewer than in the same month last year. Bank WTE was 506.1, an increase of 76.6 WTE on the same month last year. Expressed as a proportion of total staff WTE, agency usage was at 5% (5.7% a year ago), and bank 8.7% (7.6% a year ago).
At the Chelsea site, relative to substantive WTE, the highest agency use was in Intensive Care, NICU and the nursing & midwifery staff group. The highest bank usage (relative to substantive WTE) was in Adult Outpatients, and the Additional Clinical Service staff group.
The nursing temporary staffing challenge board continues to scrutinise requests for nursing and admin agency staff. Divisional medical temporary staffing challenge boards are in place to scrutinise medical requests.

Sickness

The annual sickness rate for the Trust in July 2016 was 2.2%.

Workforce cross-site commentary continued

Core training (statutory and mandatory training) compliance

The Trust continues to report core training compliance based on the 10 Core Skills Training Framework (CSTF) topics which provides a consistent comparison with other London trusts.

Individually, the reported compliance is Chelsea = 85%, WMUH = 86% giving an overall figure of 85%; a 2% Trust-wide compliance improvement (all topics). This compares to 87% at ICHT and 85% at GSTT in March 2016. Our improvement is primarily as a result of the concerted action undertaken during May and June to address the low compliance in safeguarding children level 1. Safeguarding children level 1 compliance has improved as follows:

CW – April: 78%	June: 93%
WM – April: 89%	June: 98%

This concerted action was in addition to the monthly (all topics) compliance reports sent to managers detailing those staff who were non-compliant and those due to lapse in the coming 3 months. There will be a focus on improving our compliance for equality & diversity and fire safety in September.

Appraisals

The appraisal rate for non-medical staff was 75% in July, below the 85% target. The appraisal rate for medical staff was 89%, below the 90% target.

62 day Cancer referrals by tumour site Dashboard

Target of 85%

		Chelsea & Westminster Hospital Site					West Middlesex University Hospital Site					Combined Trust Performance					Trust data 13 months
Domain	Tumour site	May-16	Jun-16	Jul-16	2016-2017	YTD breaches	May-16	Jun-16	Jul-16	2016-2017	YTD breaches	May-16	Jun-16	Jul-16	2016-2017 Q2	2016-2017	YTD breaches	Trend charts
62 day Cancer referrals by site of tumour	Brain	n/a	n/a	n/a	n/a		n/a	n/a	n/a	100%	0	n/a	n/a	n/a	n/a	100%	0	
	Breast	n/a	n/a	n/a	n/a		100%	100%	100%	100%	0	100%	100%	100%	100%	100%	0	
	Colorectal / Lower GI	50.0%	100%	88.9%	85.0%	1.5	100%	100%	100%	100%	0	83.3%	100%	92.3%	92.3%	92.3%	1.5	
	Gynaecological	50.0%	100%	0.0%	71.4%	1	83.3%	100%	75.0%	87.5%	1.5	75.0%	100%	60.0%	60.0%	83.9%	2.5	
	Haematological	100%	n/a	100%	100%	0	100%	n/a	66.7%	80.0%	1	100%	n/a	75.0%	75.0%	85.7%	1	
	Head and neck	0.0%	n/a	n/a	0.0%	1	50.0%	50.0%	100%	62.5%	1.5	25.0%	50.0%	100%	100%	50.0%	2.5	
	Lung	85.7%	100%	100%	94.1%	0.5	100%	100%	n/a	100%	0	87.5%	100%	100%	100%	95.0%	0.5	
	Sarcoma	n/a	n/a	n/a	100%	0	n/a	n/a	n/a	0.0%	0.5	n/a	n/a	n/a	n/a	66.7%	0.5	
	Skin	80.0%	100%	66.7%	78.6%	1.5	50.0%	100%	90.9%	85.7%	2.5	66.7%	100%	85.7%	85.7%	83.7%	4	
	Upper gastrointestinal	100%	100%	100%	100%	0	100%	77.8%	100%	88.2%	1	100%	83.3%	100%	100%	91.3%	1	
	Urological	71.4%	55.6%	81.8%	70.0%	4.5	62.5%	100%	100%	77.6%	5.5	65.2%	80.0%	89.5%	89.5%	74.7%	10	
	Urological (Testicular)	100%	n/a	n/a	100%	0	n/a	n/a	n/a	100%	0	100%	n/a	n/a	n/a	100%	0	
	Site not stated	n/a	0.0%	100%	66.7%	0.5	n/a	n/a	n/a	n/a		n/a	0.0%	100%	100%	66.7%	0.5	

Please note the following	n/a	Will refer to those indicators where there is no data to report. Such months will not appear in the trend graphs. A blank in a breach cell indicates no activity year to date.

Chelsea and Westminster commentary

The 62 day target was achieved at a Trust level in July with 4.5 breaches across the two hospitals:

At the Chelsea site the detail is as follows:

1 x Prostate, avoidable delays in theatres and histology turnaround

0.5 x Lower GI, unavoidable, patient required surgery before starting RTx

0.5 x Skin, unavoidable, patient unfit for treatment within 62 days

0.5 x Gynaecology, avoidable delay in diagnostics

West Middlesex commentary

2 of the cross-site 4.5 breaches were at West Middlesex.

The detail is as follows:

1x Haematology, unavoidable complex workup

0.5 Skin, unavoidable, patient unfit for treatment with 62 days

0.5 Gynaecology, avoidable, administrative delays at ICHT

Chelsea and Westminster Hospital NHS
NHS Foundation Trust

Nursing Metrics Dashboard

Safe Nursing and Midwifery Staffing

Chelsea and Westminster Hospital Site

Ward Name	Average fill rate				CHPD		
	Day		Night				
	Registered Nurses	Care staff	Registered Nurses	Care staff	Reg	HCA	Total
Maternity	69.6%	73.1%	70.8%	94.8%	8.9	3.1	12.0
Annie Zunz	75.7%	97.1%	101.6%	96.4%	4.2	1.8	5.9
Apollo	84.7%	45.2%	94.8%	-	11.5	0.6	12.1
Jupiter	53.7%	29.6%	68.7%	25.8%	147.1	30.7	177.8
Mercury	69.8%	90.3%	96.3%	58.1%	5.5	0.8	6.3
Neptune	59.8%	64.5%	74.3%	48.4%	74.2	12.2	86.4
NICU	97.3%	-	94.4%	-	14.4	0.0	14.4
AAU	112.8%	70.8%	131.1%	60.9%	10.4	2.0	12.4
Nell Gwynn	103.5%	112.7%	154.8%	167.7%	5.2	5.5	10.7
David Erskine	102.2%	90.1%	115.1%	98.6%	3.6	2.4	6.0
Edgar Horne	75.9%	101.1%	103.2%	108.9%	2.9	3.5	6.4
Lord Wigram	96.1%	97.1%	100.0%	100.0%	3.3	2.6	5.9
St Mary Abbots	96.4%	99.1%	105.4%	103.2%	3.5	2.2	5.7
David Evans	74.3%	74.3%	90.4%	86.9%	5.9	2.6	8.5
Chelsea Wing	79.9%	67.6%	100.0%	45.6%	11.6	7.2	18.8
Burns Unit	112.3%	88.5%	128.0%	93.5%	15.3	3.9	19.2
Ron Johnson	82.2%	107.4%	86.0%	109.7%	4.7	3.1	7.8
ICU	98.4%	100.0%	99.7%	-	30.6	0.9	31.5

West Middlesex University Hospital Site

Ward Name	Average fill rate				CHPD		
	Day		Night				
	Registered Nurses	Care staff	Registered Nurses	Care staff	Reg	HCA	Total
Maternity	89.2%	-	98.1%	-	15.4	0.0	15.4
Lampton	118.7%	100.6%	117.9%	98.5%	3.4	1.9	5.3
Richmond	85.1%	85.2%	93.6%	103.7%	9.5	4.5	14.0
Syon 1	90.1%	138.4%	96.8%	135.5%	3.7	2.2	5.9
Syon 2	88.9%	163.5%	98.9%	175.8%	2.9	3.1	6.0
Starlight	127.4%	100.0%	141.9%	93.5%	9.9	1.7	11.6
Kew	93.1%	148.4%	94.3%	143.2%	2.8	3.1	5.9
Crane	93.6%	144.0%	96.5%	160.1%	3.1	3.2	6.3
Osterley 1	98.3%	217.5%	113.5%	204.8%	2.9	3.8	6.6
Osterley 2	88.0%	128.3%	101.6%	165.8%	3.3	3.2	6.5
MAU	97.7%	141.2%	115.7%	105.6%	15.1	6.5	21.6
CCU	95.5%	102.2%	99.9%	-	17.0	2.2	19.2
Special Care Baby Unit	44.2%	-	39.7%	-	8.8	0.6	9.5
Marble Hill	68.3%	56.9%	86.6%	44.3%	2.5	1.6	4.2
ITU	79.4%	-	94.6%	-	49.9	1.2	51.1

Summary for July 2016

The low fill rates for paediatrics (Chelsea) are not representative of each ward area as capacity has been closed and staff have been moved around to ensure safe staffing. Marble Hill 1 low fill is due to data inaccuracy as the staff from Marble Hill 2 have also covered this ward. For the month of august the roster template has been amended to reflect one ward and one rota. SCBU is a roster template inaccuracy.

Crane and Marble Hill low fill rates reflect the fact that these areas had beds closed for some periods during June.

Chelsea and Westminster Hospital NHS
NHS Foundation Trust

CQC Action Plan Dashboard

Chelsea and Westminster NHS Foundation Trust

Area	Total	Green (Fully complete)	Amber	Red
Trust-wide actions: Risk / Governance	17	17	-	-
Trust-wide actions: Learning disability	4	4	-	-
Trust-wide actions: Learning and development	14	14	-	-
Trust-wide actions: Medicines management	5	5		-
Trust-wide actions: End of life care	26	26		-
Emergency and Integrated Care	33	32		1
Planned Care	55	54	1	-
Women & Children, HIV & GUM	35	35	-	-
Total	189	187	1	1
June position for comparison	189	185	3	1

Chelsea and Westminster commentary

The outstanding action relates to caring for mental health patients in an appropriate place; we are working with NHSE and partners. to address this

ICU transfers overnight remain an issue due to capacity issues within ICU, a new build is planned to address capacity.

West Middlesex University Hospital

Area	Total	Complete	Green	Amber	Red
Must Have Should Do's	33	30	3	0	0
Children's & Young Peoples	32	32	0	0	0
Corporate	2	2	0	0	0
Critical Care	27	27	0	0	0
ED- Urgent & Emergency Services	17	16	0	1	0
End of Life Care	32	10	18	4	0
Maternity & Gynae	22	22	0	0	0
Medical Care (inc Older People)	19	18	0	1	0
Surgery	26	26	0	0	0
Theatres	15	15	0	0	0
OPD & Diagnostic Imaging	14	14	0	0	0
Total	239	212	21	6	0
June position for comparison	239	212	21	6	0

West Middlesex Commentary

With the exception of End of Life Care there are only 5 outstanding actions from the CQC inspection. Where possible work is progressing; 2 are dependent on recruitment processes (Palliative Care and the Emergency Department), 1 is part of a long term piece of work (information).

1 will remain outstanding until such time that Emergency Department is rebuilt or reconfigured (resus space) and 1 relates to the community infrastructure and other health partners supporting earlier discharge.

End of Life Care is subject to on-going review through the End of Life Strategy Group

CQUIN Dashboard

National CQUINs

No.	Description of goal	Responsible Executive (role)	Forecast Q1	Q2	Q3	Q4
N1.1	Provision of Staff Wellbeing Initiatives	Director of HR & OD	G	n/a	n/a	G
N1.2	Promotion of Healthy Eating to staff, patients and visitors	Deputy Chief Executive	G	n/a	n/a	G
N1.3	Staff Influenza Vaccination	Director of HR & OD	n/a	n/a	G	G
N2.1	Sepsis (screening)	Medical Director	A	A	G	G
N2.2	Sepsis (antibiotic administration and review)	Medical Director	G	G	G	G
N5.1	Anti-microbial Resistance - reduction in antibiotic usage	Medical Director	n/a	n/a	n/a	G
N3.2	Anti-microbial Resistance - empiric review of prescribing	Medical Director	G	G	G	G
GE1	Implementation of Clinical Utilisation Review systems	Chief Operating Officer	R	R	R	R
CA1	Enhanced Supportive Care for Care Patients	Chief Operating Officer	G	G	G	G
CA2	Chemotherapy Dose Banding	Chief Operating Officer	G	G	G	G

Regional CQUINs

No.	Description of goal	Responsible Executive (role)	Forecast Q1	Q2	Q3	Q4
R1.1	NW London IT & IG Strategy & Governance	Chief Information Officer	G	G	G	G
R2.2	Sharing of Integrated Care Plans	Chief Information Officer	G	G	G	G
R2.4	Improve Communication method for GP follow-ups to Trust Clinical Services	Chief Information Officer	n/a	A	n/a	G
R3.2	Electronic Clinical Correspondence	Chief Information Officer	G	G	G	G
R3.4	NW London Data Quality	Chief Information Officer	G	G	G	G

Local CQUINs

No.	Description of goal	Responsible Executive (role)	Forecast Q1	Q2	Q3	Q4
L1.1	Blueteq Implementation for High Cost Drugs Approvals	Chief Operating Officer	n/a	n/a	G	G
L1.2	Engagement with Richmond Outcome Based Commissioning Project	Deputy Chief Executive	G	G	G	G
L1.3	Timely Discharge Communication with Wandsworth CAHS	Chief Operating Officer	G	G	G	G
L1.4	Developing Telemedicine	Chief Information Officer	G	G	G	G
L1.5	ARV Switch for HIV patients	Chief Operating Officer	G	G	G	G
L1.6	Reducing Ventilator Associated Pneumonia	Chief Operating Officer	G	G	G	G

Commentary

A total of £8.3m of income is available in 2016/17 through 21 separate CQUIN schemes negotiated with the Trust's Commissioners. Senior Responsible Officers have been established for each of the 21 projects, and operational leads identified who will supported with performance monitoring information to support successful delivery.

Quarter 1 evidence of achievement against milestones was successfully compiled and sent to Commissioners ahead of the contractual deadline with one exception.

National CQUINs
The Trust was unable to provide a baseline assessment of current performance or the implementation plan for improvement to CCG Commissioners within the timescale set out in the contract. Sepsis screening data was provided with performance at 84% against a 90% target which will result in part, rather than full payment against this milestone.

Despite further attempt to renegotiate with NHSE to modify the requirements associated with the Clinical Utilisation Review (CUR) CQUIN, the Commissioner was not prepared to take account of the local context (EPR procurement). In light of this, a decision was taken not to pursue this CQUIN any further, and to forego the £285k of income available. This loss was anticipated and is already mitigated within the Trust's financial plan for 2016/17.

Regional CQUINs
The Trust is engaged in continuing negotiation with the CCG regarding the timeline for implementation of CQUIN project R2.4, aimed at improving communication between GPs and Hospital Consultants. Concern has been expressed by the Trust about the proposed timescales for delivering e-consultation using the SystmOne application, and the level of active involvement in the project by the CCG IT team. The issues have been escalated to the Performance & Contracting Executive (PCE). A total of £1.96m of income is linked to this CQUIN, plus a further £230k of NHSE income linked to it.

Local CQUINs
All local CQUIN project milestoness have been delivered to timescale.

Chelsea and Westminster Hospital NHS
NHS Foundation Trust

Finance Dashboard

Month 4 (July) Integrated Position

Financial Position (£000's)

£'000	Combined Trust			CW			WM		
	Plan to Date	Actual to Date	Var to Date	Plan to Date	Actual to Date	Var to Date	Plan to Date	Actual to Date	Var to Date
Income	201,267	207,542	6,275	198,732	204,694	5,962	2,535	2,848	313
Expenditure	(186,814)	(193,986)	(7,172)	(130,259)	(136,535)	(6,276)	(56,555)	(57,451)	(896)
EDITDA	14,453	13,556	(897)	68,473	68,159	(314)	(54,020)	(54,603)	(583)
EBITDA %	7.181%	6.532%	-0.65%	34.5%	33.3%	1.2%	-2131.0%	-1917.2%	213.7%
Interest/Other	(1,920)	(1,720)	200	(496)	(286)	210	(1,424)	(1,434)	(10)
Depreciation	(6,630)	(5,900)	730	(4,847)	(4,352)	495	(1,783)	(1,548)	235
PDC Dividends	(3,068)	(3,068)	0	(3,068)	(3,068)	0	0	0	0
Surplus/ (Deficit)	**2,835**	**2,868**	**33**	**60,062**	**60,453**	**391**	**(57,227)**	**(57,585)**	**(358)**

Comments RAG rating

The year to date position at Month 4 is £2,868k surplus which is favourable against the plan by £33k.

Income is favourable against the plan by £6,275k year to date, this mainly relates to over-performance in clinical income. The over-performance is within elective, non elective and outpatient activity across various specialties within CW and WM.

Pay is adverse by £1,163k year to date. The main reason for the overspend relates to the use of temporary staffing to cover vacancies, sickness and addtional clinics/theatre session.

Non-pay is adverse by £6,125k year to date mainly due contractual provisions and activity related costs.
Non-operating expenditure is favourable by £930k year due to date mainly due to depreciation.

Risk rating (year to date) C&W only

FSRR	M4 Plan	M4 Actual
FSRR Rating	4	4

Comments RAG rating

The FSRR rating is a 4

Cost Improvement Programme (CIPs)

Site	In Month			Year to Date		
	Plan £'000	Actual £'000	Var £'000	Plan £'000	Actual £'000	Var £'000
Service Improvement and Efficiency Workstream	1,490	1,149	(341)	4,877	4,016	(861)
Integration Workstream/Transformation	311	278	(33)	859	833	(27)
Q1 Quotas	0	89	89	1,153	1,157	4
Trust Total	1,801	1,517	(284)	6,889	6,006	(884)

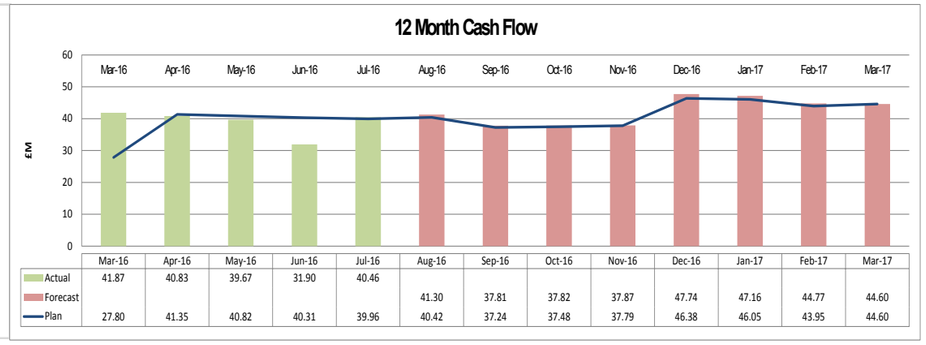
Comments RAG rating

The main areas of year to date slippage were: Temporary Staffing (£377k) Bed productivity (£152k), Clinical Admin schemes (£88k) and Diagnostic Demand Management (£83k).

Cash Flow

Comments RAG rating

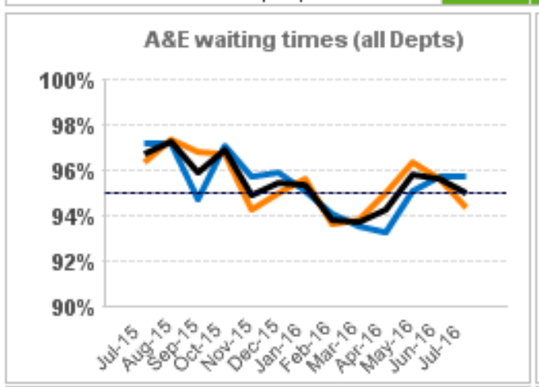
Cash at the end of July is £40.5m, £0.5m above plan. This is mainly due to lower than expected creditor payments.
The Trust is anticipating achieving its year end forecast cash balance of £44.6m

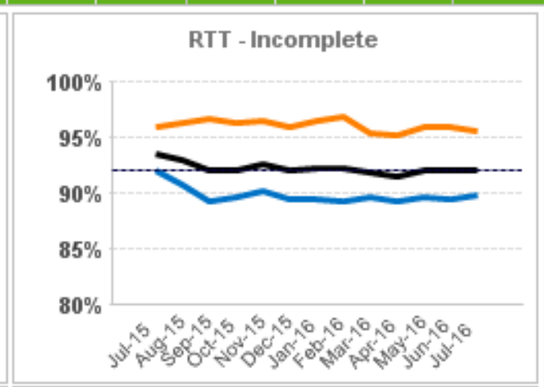


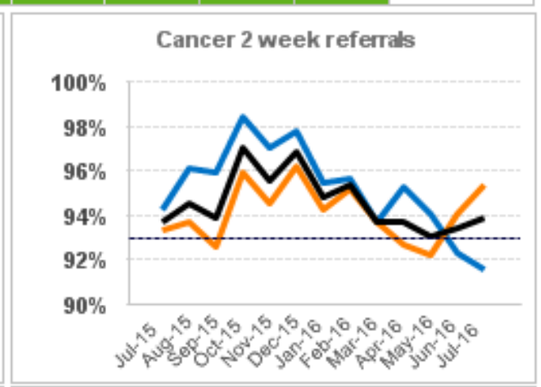
	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16	Jan-17	Feb-17	Mar-17
Actual	41.87	40.83	39.67	31.90	40.46								
Forecast						41.30	37.81	37.82	37.87	47.74	47.16	44.77	44.60
Plan	27.80	41.35	40.82	40.31	39.96	40.42	37.24	37.48	37.79	46.38	46.05	43.95	44.60

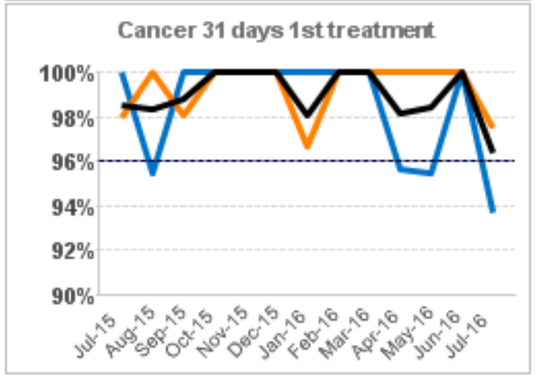
Regulatory Compliance

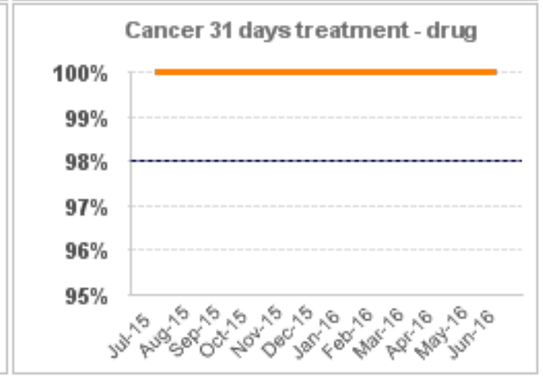
Hospital Site	CWFT	CWFT	CWFT	WMUH	WMUH	WMUH	Combined Trust data: last Quarter, YTD & 13m trend					
Indicator	May-16	Jun-16	Jul-16	May-16	Jun-16	Jul-16	May-16	Jun-16	Jul-16	Quarter	YTD	Trend
A&E waiting times - Types 1 & 3 Depts (Target: >95%)	95.1	95.8	95.7	96.3	95.6	94.4	95.8	95.7	95.0	95.0	95.2	
RTT - Incomplete (Target: >92%)	89.7	89.5	89.8	96.0	96.0	95.6	92.1	92.0	92.1	92.1	91.9	
Cancer 2 week urgent referrals (Target: >93%)	94.1	92.3	91.6	92.2	94.1	95.3	93.0	93.4	93.9	93.9	93.5	
Cancer 2 week Breast symptomatic (Target: >93%)	n/a	n/a	n/a	90.1	93.9	97.4	90.1	93.9	97.4	97.4	93.6	
Cancer 31 days first treatment (Target: >96%)	95.5	100	93.8	100	100	97.5	98.4	100	96.4	96.4	98.2	
Cancer 31 days treatment - Drug (Target: >98%)	100	100	n/a	100	100	n/a	100	100	n/a	n/a	100.0	
Cancer 31 days treatment - Surgery (Target: >94%)	100	100	n/a	100	100	100	100	100	100	100	100.0	
Cancer 62 days GP ref to treatment (Target: >85%)	73.5	82.1	84.4	85.7	94.4	93.7	81.1	89.1	90.5	90.5	86.5	
Cancer 62 days NHS screening (Target: >90%)	n/a	n/a	n/a	100	100	100	100.0	100.0	100.0	100.0	100.0	
Clostridium difficile infections (Targets: CW: 7; WM: 9; Combined: 16)	0	0	0	0	1	0	0	1	0	0	5	
Self-certification against compliance for access to healthcare for people with LD	Comp	Comp	Comp	Comp	Comp	Comp	Comp	Comp	Comp	Comp	Comp	

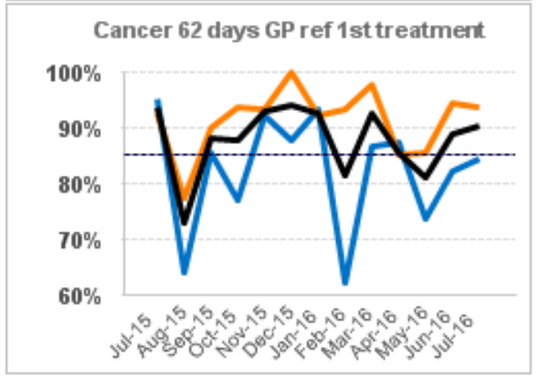






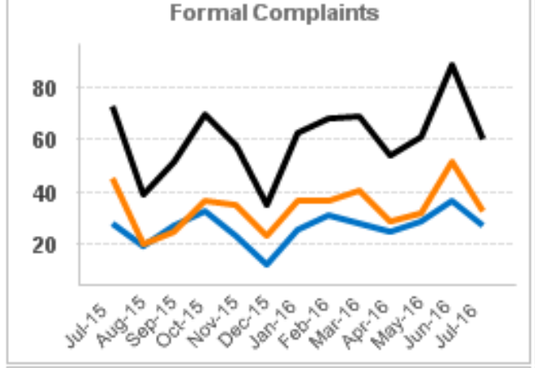


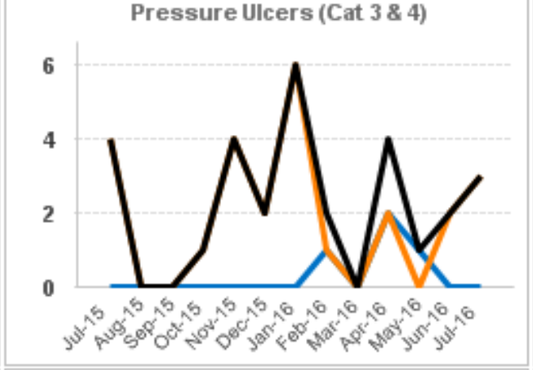


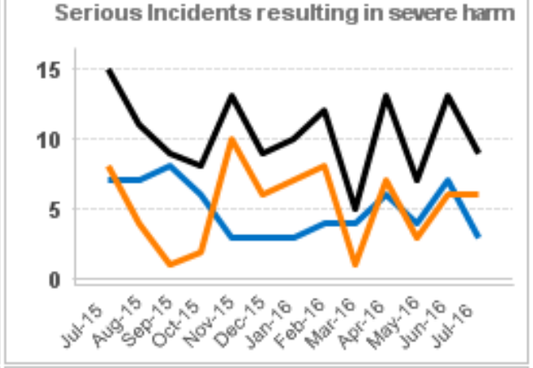


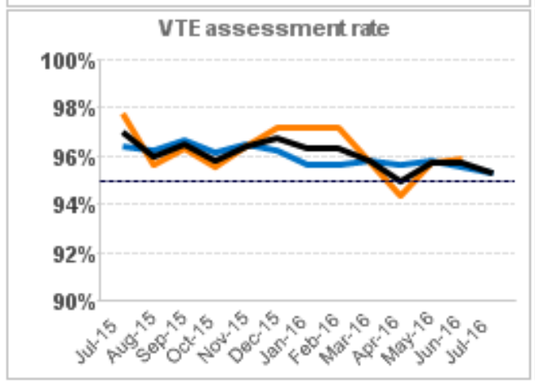
Quality

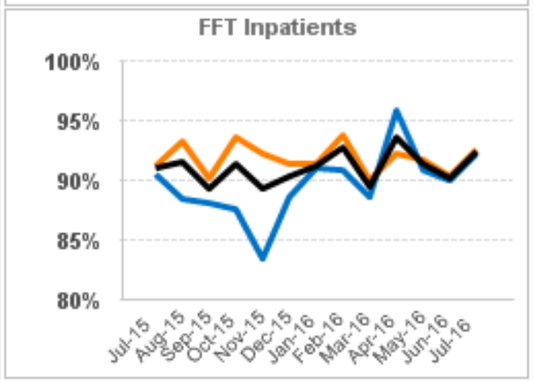
Hospital Site	CWFT	CWFT	CWFT	WMUH	WMUH	WMUH	Combined: latest Quarter, YTD & 13m trend					
Indicator	May-16	Jun-16	Jul-16	May-16	Jun-16	Jul-16	May-16	Jun-16	Jul-16	Quarter	YTD	Trend
Hand Hygiene (Target: >=90%)	95.2	95.2	95.8	98.9	97.0	98.0	96.8	95.8	96.6	96.6	96.2	
Pressure Ulcers (Cat 3 & 4)	1	0	0	0	2	3	1	2	3	3	10	
VTE assessment % (Target: >=95%)	95.8	95.6	95.3	95.7	95.9		95.8	95.7	95.3	95.3	95.5	
Formal complaints number received	29	37	27	32	52	33	61	89	60	60	264	
Formal complaints responded to <25days	12	10	5	4	14	7	16	24	12	12	68	
Serious Incidents	4	7	3	3	6	6	7	13	9	9	42	
Never Events (Target: 0)	0	2	0	0	0	0	0	2	0	0	2	
FFT - Inpatients recommend % (Target: >90%)	90.9	89.9	92.2	91.7	90.4	92.6	91.4	90.2	92.5	92.5	92.0	
FFT - A&E recommend % (Target: >90%)	86.1	88.9	86.6	89.4	90.0	89.0	87.0	89.2	87.2	87.2	87.6	
Falls causing serious harm	0	0	0	1	1	0	1	1	0	0	2	

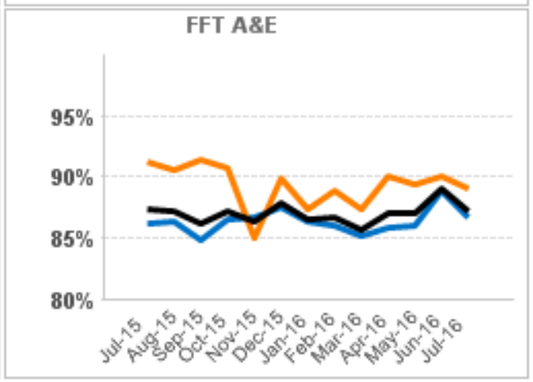






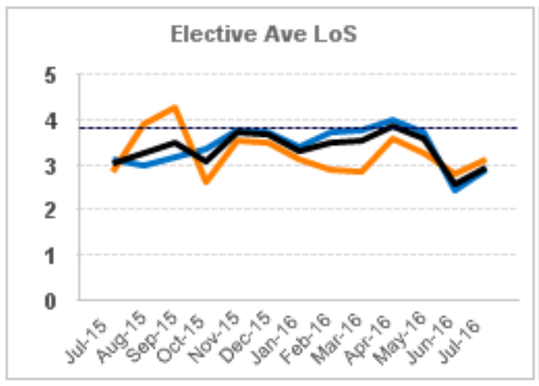


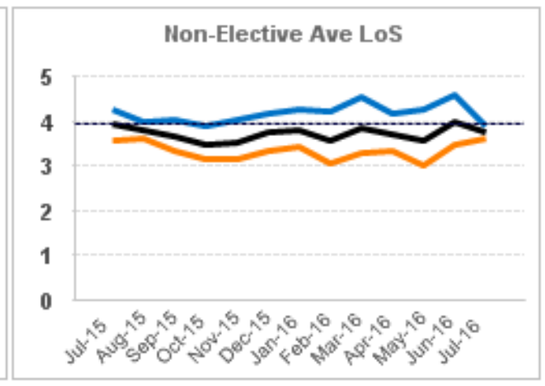


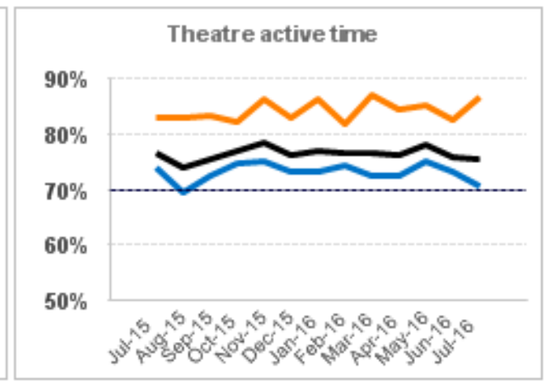


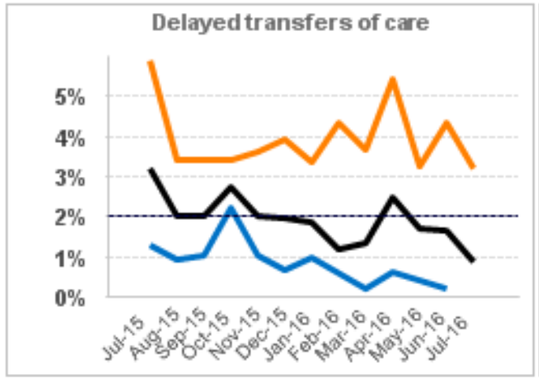
Efficiency

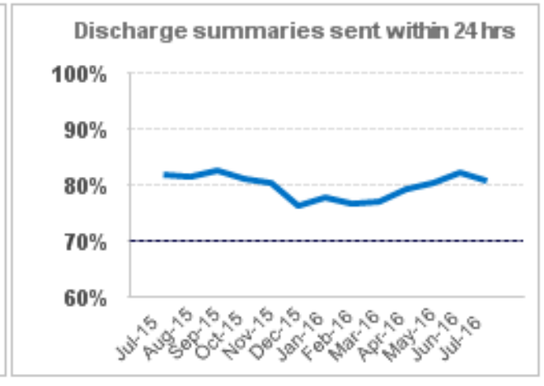
Hospital Site	CWFT	CWFT	CWFT	WMUH	WMUH	WMUH	Combined: latest Quarter, YTD & 13m trend					
Indicator	May-16	Jun-16	Jul-16	May-16	Jun-16	Jul-16	May-16	Jun-16	Jul-16	Quarter	YTD	Trend
Elective average LoS (Target: <3.8)	3.7	2.5	2.9	3.3	2.8	3.1	3.6	2.6	2.9	2.9	3.2	
Non-Elective average LoS (Target: <3.95)	4.3	4.6	3.9	3.0	3.5	3.6	3.6	4.0	3.7	3.7	3.8	
Theatre active time (Target: >70%)	75.0	73.2	70.7	85.3	82.4	86.5	78.0	76.0	75.5	75.5	76.4	
Delayed transfers of care (Target: <2%)	0.41	0.21	0.00	3.23	4.37	3.23	1.69	1.67	0.90	0.90	1.71	
Discharge summaries sent within 24 hours (Target: >70%)	80.2	82.2	80.7	dev	dev	dev	80.2	82.2	80.7	80.7	80.6	
Outpatient DNA rates (Target: <11.1%)	11.0	12.8	13.9	9.5	9.4	9.3	10.4	11.5	12.2	12.2	11.2	
On the day cancelled operations not re-booked within 28 days (Target: 0)	1	1	3	0	0	0	1	1	3	3	5	

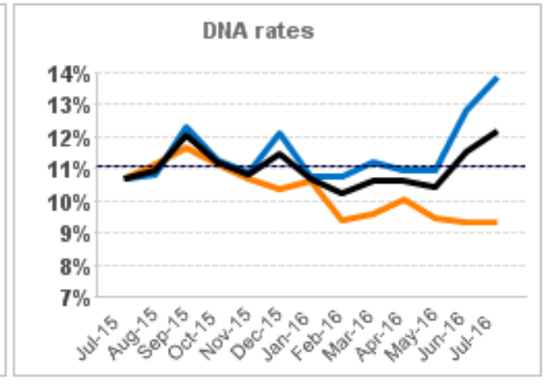






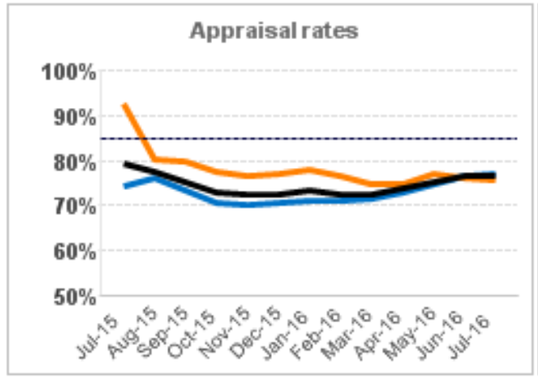


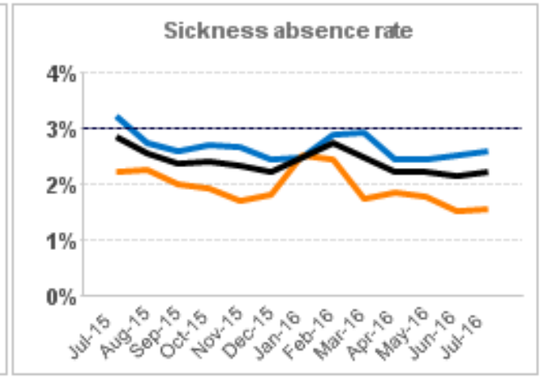


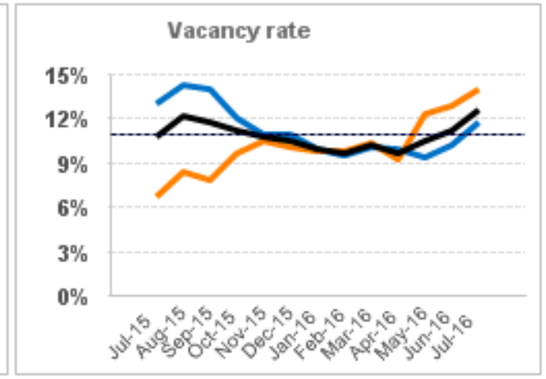


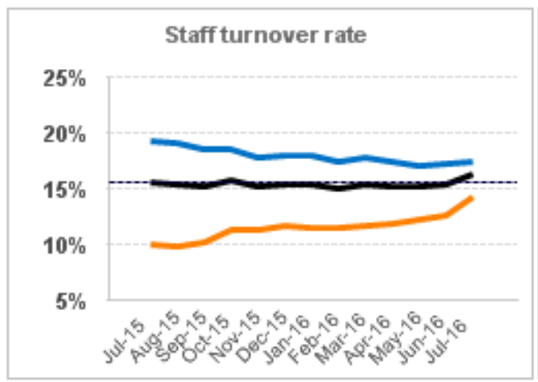
Workforce

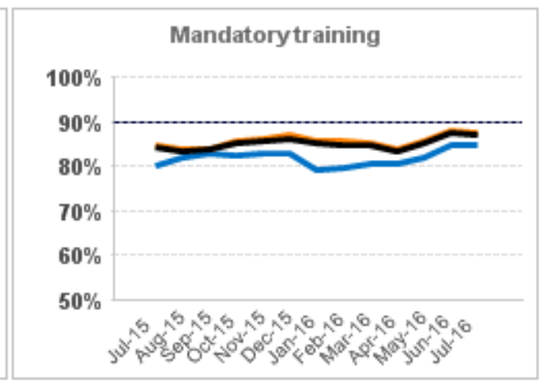
Hospital Site	CWFT	CWFT	CWFT	WMUH	WMUH	WMUH	Combined: latest Quarter, YTD & 13m trend					
Indicator	May-16	Jun-16	Jul-16	May-16	Jun-16	Jul-16	May-16	Jun-16	Jul-16	Quarter	YTD	Trend
Appraisal rates (Target: >85%)	74.8	76.6	77.2	76.9	76.0	75.5	75.4	76.4	76.7	76.7	75.5	
Sickness absence rate (Target: <3%)	2.44	2.52	2.59	1.79	1.53	1.55	2.21	2.17	2.22	2.22	2.20	
Vacancy rates (Target: CW<12%; WM<10%)	9.4	10.3	11.8	12.3	12.8	14.0	10.5	11.2	12.6	12.6	12.6	
Turnover rate (Target: CW<18%; WM<11.5%)	17.1	17.2	17.4	12.2	12.6	14.2	15.2	15.4	16.2	16.2	16.2	
Mandatory training (Target: >90%)	82.0	84.9	84.8	85.5	87.8	87.6	85.0	87.4	87.2	87.2	85.8	
Bank and Agency spend (£ks)	£2,597	£2,318	£2,285	£1,811	£1,848	£1,877	£4,408	£4,166	£4,162	£4,162	£16,798	
Nursing & Midwifery: Agency % spend of total pay (Target: tbc)	7.6	7.1	6.9	12.4	11.7	11.9	9.4	8.8	8.8	8.8	9.1	

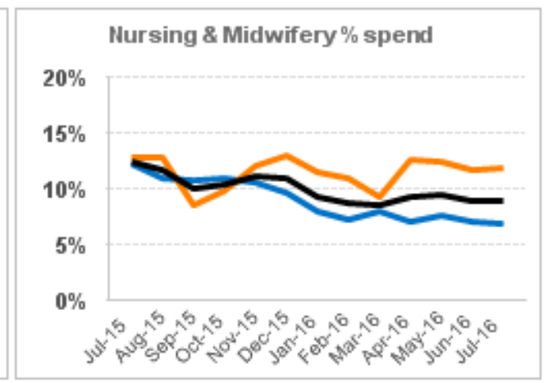












Council of Governors Meeting, 22 September 2016

AGENDA ITEM NO.	15/Sep/16
REPORT NAME	Draft Minutes of the Council of Governors Quality Sub-Committee meeting held on 8 September 2016
AUTHOR	Vida Djelic, Board Governance Manager
LEAD	Martin Lewis, Chair
PURPOSE	To provide a record of any actions and decisions made at the meeting.
SUMMARY OF REPORT	This paper outlines a record of the proceedings of the Council of Governors Quality Sub-Committee meetings held on 8 September 2016.
KEY RISKS ASSOCIATED	None.
FINANCIAL IMPLICATIONS	None.
QUALITY IMPLICATIONS	None.
EQUALITY & DIVERSITY IMPLICATIONS	None.
LINK TO OBJECTIVES	NA
DECISION/ ACTION	For information.

Minutes of a meeting of the Council of Governors Quality Sub-Committee
Held at 12.00 on 8 September 2016 in the Hospital Boardroom

Attendees	Martin Lewis	ML	Chair
	Susan Maxwell	SM	Patient Governor
	Melvyn Jeremiah	MJ	Public Governor – City of Westminster
	Wendy Micklewright	WM	Public Governor - London Borough of Richmond upon Thames
	Nigel Davies	ND	Public Governor – London Borough of Ealing
	Philip Owen	PO	Public Governor – Royal Borough Kensington & Chelsea
In attendance	Guy Stevenson	GS	Healthwatch representative
	Sonia Richardson	SR	Patient Representative on the West London CCG
	Vida Djelic	VD	Board Governance Manager
	Robert Hodgkiss (in part)	RH	Chief Operating Officer
	Dr Azadian Berge (in part)	AB	Director of Infection Prevention and Control

1.	**Welcome and Apologies**	
a.	The Chairman welcomed the members to the meeting and introduced the sub-committee business.	
b.	Apologies were received from Simon Dyer, Anna Hodson-Pressinger, Paul Harrington, David Philips and Shan Nelson.	
2.	**Minutes of the previous meeting held on 1 July 2016**	
a.	Minutes of the previous meeting were accepted as a true and accurate record of the meeting subject to the following change: • P.5 section 9.a, update as per comments received from MJ. • P.3 section 7, insert an action to read: 'Action: RH to clarify and update the sub-committee on catheter associated infection rates, and the disparity between CW and WM sites.'	
3.	**Matters Arising**	
a.	The sub-committee noted that matters arising were complete.	
b.	In relation to action 2.b the Chairman confirmed that he will provide a PLACE audit report for the November sub-committee meeting. **Action: ML to provide a PLACE audit report for the November sub-committee.**	
c.	In relation to action 3.b VD noted that BQ had provided a written response. He confirmed that providing afternoon patient snacks would continue.	

d.	In relation to action 4.c VD said that once the dementia audit results are available she will circulate to the sub-committee. **Action: VD to circulate the dementia audit results when received from SB.**	
4.	**Infection Control**	
a.	Dr Berge Azadian, Director of Infection Prevention and Control introduced the item by saying that he chairs the Infection Prevention and Control Group (IPCG) meetings; these meetings are held between the two hospital sites.	
b.	A slide presentation which was appended to the report included the agenda and updates presented at the last IPC Group's meeting.	
c.	He highlighted that this year's targets for MRSA zero tolerance and c. difficile 16 for the year are challenging. To date the Trust had 4 cases of hospital acquired c.difficile infections and 1 MRSA bacteraemia. In cases of lapse of care CCG penalise the Trust.	
d.	The Infection and Prevention Control Team looks at all patients twice a week to ensure antibiotic compliance and help prevent c.difficile.	
e.	BA added that he chairs a group of microbiology pharmacists looking at harmonising risk of penicillin allergy.	
f.	In relation to high impact interventions BA said that the IPC team regularly monitor and audit wards for hand hygiene compliance, vascular access, urinary catheters which greatly contribute in reducing infection and delivering clean and safe care. The findings are presented to monthly IPC Group meetings and wards failing to meet the target are required to complete an action plan in order to improve non-compliance.	
g.	BA noted that any new build projects which require infection prevention and control input are communicated in advance to the Infection and Prevention Control Team. Some examples of new build projects signed off by the Team include West Middlesex new cardiac catheter lab, ED expansion, etc. Also future expansion plans for ITU and NICU were submitted to the Director of Infection Prevention and Control. He confirmed that decontamination forms part of IPC sign off and it comes under the umbrella of the IPC Team.	
h.	BA added that Barry Quinn, Chair of the Flu Committee, undertook to provide data on the confirmed flu vaccinations of the last flu season at the next IPC Group meeting considering last year's small overall number of nurses who had received flu vaccination. He is also going to provide some educational information as to usefulness of flu vaccination.	
i.	In response to a question from SM regarding if a probiotic could be given instead of an antibiotic, BA said that there is no scientific proof that it would work.	
j.	In response to a question from JR about usage of antibiotics in community, BA said that the proportion is 80% community and 20% hospital usage.	
k.	ND said that the NHS Safety Thermometer website provide information about the use of urinary catheters and catheter associated infections at Chelsea & Westminster and West	

	Middlesex and noted that they are listed as spate hospitals; while Chelsea and Westminster is about the national average rate, West Middlesex seemed to have a higher infection rate than the national average. BA said that urinary catheterisation is part of package he looked at about saving lives. The Trust and CCG considered the possibility of developing catheter passport. Awareness of acquiring bacteraemia from urinary catheterisation is raised through Catheter Group.	
l.	MJ said that the high use of urinary catheter is an important issue that the sub-committee raised it in the past with the nursing directorate. The issue will be pursued again with the Director of Nursing.	
m.	In response to ND's question regarding catheter associated infections rates not featuring on the Integrated Performance Report as a performance metric it was noted that this would be discussed later in the meeting with the Chief Operating Officer. BA confirmed that it featured high on his agenda for 'saving lives'.	
n.	In response to a question from ND, BA confirmed that he regularly meets with the Medical Director and the Chief Executive and he raises any infection/prevention issues of concern appropriately.	
5.	**Integrated Performance Report**	
a.	Robert Hodgkiss, Chief Operating Officer presented the report and noted that it now included combined commentary for both hospital sites.	
b.	The Trust had been the only Trust in London to achieve all of the nationally mandated operational targets in Q1. He highlighted the challenge with trying to maintain the same level of performance whilst level of activity continue to increase.	
c.	The Trust's financial performance was in line with plan.	
d.	The Trust has recently developed a new approach to statutory and mandatory training; the new Director of HR & OD was appointed in August. Work will be undertaken in relation to filling staff vacancies and addressing turnover rates. In particular the importance of filling nursing vacancies before the start of the winter season.	
e.	In response to a question from GS if there were any structural reasons for high turnover RH said that it is a London wide issue and some issues include high cost of living, housing, high cost of travel, etc. The Trust is focusing on retaining staff and to that end we have visited some successful trusts in this field with a view to learn from them.	
f.	In response to ND question in relation to urinary catheterisation compliance not being one of performance metrics, RH said that his understanding was that it formed part of the safety thermometer. He undertook to get back to ND in relation to which performance metric urinary catheter is aggregated into. **Action: RH to provide the information to ND.**	
g.	In response to a question from SR if pressure ulcers compliance is within the components of safety thermometer indicator, RH undertook to get back to her outside the meeting. **Action: RB to provide the information to SR outside meeting.**	

h.	In response to a question from SR regarding setting up a frailty diagnostic unit in community RH said that primarily it would depend on what diagnostic tests can be done.	
6.	**Patient Experience Report, including Complaints, PALS and Friends and Family Test**	
a.	VD informed the sub-committee that due to an important private issue Sian Nelson, Patient Experience Manager, was unable to attend the meeting for this item.	
b.	She noted that the sub-committee meetings would need to be aligned with the Patient Experience Group meetings in order to enable timely production of reports. The report is due to be presented to the Patient Experience Group on 22 September and subsequently it will be circulated to the sub-committee. **Action: SN/VD to circulate the Patient Experience Report to the sub-committee.**	
c.	SM informed The sub-committee noted that the Trust has undertaken a lot of work in relation to supporting patients living with dementia. A specific contribution from CW+ charity towards the A&E bay rooms design was highlighted. It may be worth adding here: (members of the committee visited Edgar Horne ward at the end of the meeting to view the recent developments).	
7.	**Governor feedback on patient contacts**	
a.	WM said that in her view information received via the Public Board and the Council of Governors meetings does not tally with patient experience feedback she receives via a Meet a Governor sessions.	
b.	ND said he observed that the PALS office needs a prompt signage.	
c.	In response to a question from GS in relation to how transformative it feels being a patient to being a governor, MJ said that governors generally have a lot of influence and issues pursued by governors receive the necessary attention. On occasions it takes longer than envisaged to resolve an issue. ML added that governors had done a lot of work with supporting the hospital during the Shaping a Healthier Future public consultation to keep the A&E at Chelsea and Westminster.	
8.	**Funding report**	
a.	The report was noted.	
9.	**Forward Plan**	
a.	This was noted.	
10.	**Any other business**	
a.	The Chairman noted that a new sub-committee chair will be elected at the November meeting.	
b.	VD noted that Paul Harrington asked her to raise his 3 questions at an appropriate point at the meeting. Questions received and Barry Quinn's repose were as follows: Q 1. Have any savings ben realised from the reduction in expenses for volunteers?	

	Response: The expenses have been reduced but this was a cost pressure and so no actual savings. Q.2 Are afternoon snacks being provided from this money? Response: Afternoon snacks are continuing and have not been removed. Q.3 Will some money be allocated to the transport lounge? Response: The Trust will provide some tea/coffee facilities and snacks to the transport lounge.	
11.	**Date of next meeting** – 11 November 2016, 12.00-14.00; Hospital Boardroom	

The meeting closed at 14.00

Council of Governors Meeting, 22 September 2016

AGENDA ITEM NO.	16/Sep/16
REPORT NAME	Draft Minutes of the Council of Governors Membership Sub-Committee meeting held on 2 September 2016
AUTHOR	Vida Djelic, Board Governance Manager
LEAD	Phillip Owen, Chair
PURPOSE	To provide a record of any actions and decisions made at the meeting.
SUMMARY OF REPORT	This paper outlines a record of the proceedings of the Council of Governors Membership Sub-Committee meeting held on 2 September 2016.
KEY RISKS ASSOCIATED	None.
FINANCIAL IMPLICATIONS	None.
QUALITY IMPLICATIONS	None.
EQUALITY & DIVERSITY IMPLICATIONS	None.
LINK TO OBJECTIVES	NA
DECISION/ ACTION	For information.

Minutes of the Council of Governors Membership & Engagement Sub-Committee
Held at 12.00 on 2 September 2016 in the Hospital Boardroom

Attendees	Philip Owen	Chair	PO
	Martin Lewis	Public Governor – Westminster	ML
	Paul Harrington	Public Governor – Richmond	PH
	Tom Pollak	Public Governor – Wandsworth	TP
	David Phillips	Patient Governor	DP
	Kush Kanodia	Patient Governor	KK
	Julia Anderson	Appointed Governor	JA
	Ian Bryant	Staff Governor	IB
	Alan Steel	Staff Governor	AS
In attendance	Carol Joseph	Former Lead Governor, The Royal Marsden Hospital	CJ
	Rosie Wintour	Guest Speaker	RW
	Layla Hawkins	Head of Marketing and Communication	LH
	Vida Djelic	Board Governance Manager	VD
Apologies /absence	Nowell Anderson	Public Governor – Hounslow	NA
	Juliet Bauer	Patient Governor	JB
	Sam Culhane	Public Governor – Hammersmith and Fulham	SC
	Angela Henderson	Patient Governor	AH
	Diane Samuels	Staff Governor	DS
	Jane Lewis	Deputy Director of Corporate Affairs	JL

1.	**Welcome and Apologies**
a.	The Chairman welcomed all to the meeting.
b.	The Chairman introduced Carol Joseph, Lead Governor at Royal Marsden and Rosie Wintour, a volunteer.
2.	**Minutes of previous meeting held on 30 June 2016**
a.	The minutes of the previous meeting held on 30 June 2016 were accepted as a true and accurate record of the meeting.
3.	**Matters Arising & Action Log**
a.	The sub-committee noted the completed actions and the following update on outstanding action was given.
b.	In relation to action 1.b the Chairman felt that the timing of the sub-committee meetings needed to be reconsidered. The sub-committee agreed that as of February 2017 its meetings should be held on Fridays from 10.00-12.00 and that meetings should alternate between all of Chelsea and Westminster Hospital sites. **Action: VD to arrange as appropriate.**

c.	A possibility of committee members joining via a video link was suggested and this will be explored further at a later stage.
d.	In relation to action 4.e, the Chairman undertook to ensure that the sub-committee receive the value proposition paper on why become a member. **Action: PO/VD to circulate the paper to the sub-committee.**
e.	In relation to action 4.b, LH said that JL advised her recently that a space has been secured in the Hounslow shopping center and the arrangements including the timing will be confirmed by Jane Lewis. It was suggested that if the Meet A Governors session is planned to last for few hours the space can only be hired as a full day the Trust could consider holding another event or promoting its services. **Action: JL to update the sub-committee on the arrangements for the planned Meet A Governor session in the Hounslow shopping center.** **Action: LH/JL to consider the option of linking another hospital event or promoting Trust services on the same day**.
f.	DP expressed the view that the Information Zone, the dedicated space for a Meet a Governor session, was not the most suitable space. He felt that patient governors should be more proactive in approaching patients and visitors in order to collate their views which should then be appropriately passed to the PALS office. He also left that the public governors should hold a Meet a Governor session in their local boroughs so that their constituents can have the opportunity of meeting them.
g.	The sub-committee discussed the escalation process for comments and complaints they receive via the meet a governor sessions. It was agreed that a short guide would be useful. **Action: VD to ask the Complaints Team for a guide and to circulate to the sub-committee.**
h.	The Chairman informed the sub-committee about a first 'Meet a Governor' session he organised in the Kensington & Chelsea Town Hall. The session was very well received and he managed to recruit nine new members. He added that there is a plan to hold a similar session in the Hounslow Town Hall.
i.	The sub-committee recognised the valuable opportunity such events offer to recruit new members as well as gaining an insight into how the Trust hospitals are viewed by its local community.
j.	At this point Alan Steel joined the meeting.
k.	In relation to action 6.b, the Chairman said that the membership recruitment will be the discussed at the next sub-committee meeting. **Action: VD to add to the membership recruitment item to the November sub-committee agenda**.
l.	In relation to action 9.c the Chairman noted that he had attended Hounslow CCG Patient and Public Engagement Committee meeting. He highlighted the following points: • A number of the CCG's key documents are translated in different languages; he suggested that the Trust's key membership information i.e Trust News could be translated in different languages which appeal to the local community • A possibility of access to CCG's membership and sharing information

	• A large number of volunteers are available in the community • Use of GP surgeries as a way of promoting services • Hounslow CCG is interested in having a governor representatives at their events • They use different venues for their events which the Trust could potentially use for its own events.
m.	The Chairman concluded that the meeting was very informative. He suggested that it would be useful if other public governors could attend similar engagement events in their local boroughs.
n.	He added that Hounslow Patient and Public Engagement Committee were interested in setting a kiosk at West Middlesex Hospital but it has not yet materialised. He said that he will take this forward with JL.
o.	PH noted that he has attended one of Richmond CCG meetings which offered the opportunity to meet representatives of other health related organisations i.e. Healthwatch. He commented that Richmond CCG were not aware of a governor representation from the borough on the C&W Council of Governors. He said he will contact the Chairman of Richmond CCG with a view of possible involvement. To that end the Chairman proposed that George Vasilopoulos put a short presentation on the role of governors. **Action: LH to action.**
p.	The sub-committee recognised that patient and public involvement across different London borough CCGs varies. To that end, TP said that Wandsworth tend to have a conference on a particular health issue.
q.	DP felt it would be useful to understand how many GP practices exist in the London Borough of Wandsworth. VD said it would also be useful for the sub-committee to understand how many Trust members come from Wandsorth. **Action: JL to provide the sub-committee with number of members in the public constituency Wandsworth.** **Action: LH to ask Dominic Conlin for information about GP practices in the London Borough of Wandsworth and to share with the sub-committee.**
r.	LH highlighted that the June Open Day was very successful event with the high number of visitors; general feedback was very positive. The governor stand had recruited a number of new members. She added that West Middlesex site Open Day will be held on 24 September. There will be the Council of Governors stand and the aim is to recruit more members as well as to engage with visitors.
s.	PH asked if some clipboards could be provided to governors who will be recruiting new members on the day. **Action: JL to provide clipboards to governors assisting the governor stand.**
4.	**Chairman's Remarks**
a.	PO informed the sub-committee that he had recently given a governor presentation to student nurses. He has also been invited to other Trust events to present to staff on behalf of governors. He has invited other governors to talk to staff at future events on the topic of governor work.
5.	**Membership Report**
a.	The Chairman noted that the report will be circulated to the sub-committee.

	Action: JL to circulate the membership report to the sub-committee.
6.	**Membership Engagement & Communications Calendar of events**
a.	LH noted that she and JL had recently developed an approach for the programme of Trust's future events.
b.	LH highlighted the recent event at the West Middlesex site on the topic of diabetes which was very successful. She added that the same event was planned at C&W site but The Friends had recently held a similar event on diabetes and therefore this event will be planned for 2017. The sub-committee asked for the programme of future events to be circulated. **Action: JL to circulate the programme of events for members to the sub-committee.**
6.1	**Approval of the first edition of members news**
a.	LH tabled the first edition of Members News publication.
b.	On the sub-committee members suggestion it agreed that the Members News publication should list all hospital sites under the Chelsea and Westminster Hospital NHS Foundation Trust.
c.	LH undertook to circulate the draft publication to the sub-committee for comments and agreement. **Action: LH to circulate the draft Members News for comments and agreement to the sub-committee.**
7.	**Guest speaker**
a.	Rosie Wintour, a volunteer, presented to the sub-committee her idea of collating positive patient feedback and how it can be shared with staff.
b.	Rosie, former patient, talked about her positive experience of the hospital and the excellent care and support she received during her stay. She thought of ways to improve staff morale and felt that the NHS deserves positive press and that the general public and users can help with it. She developed a card to be given to patient '#lovetheNHS' detailing three positive key questions.
c.	LH felt it was very timely to come up with such an innovative idea especially as the Trust is currently relooking at its corporate values in light of one year post acquisition of West Middlesx hospital.
d.	LH offered to meet with Rosie outside the meeting and to introduce her to the Chief Executive and colleagues working on corporate values.
e.	Carol Joseph, former Lead Governor at the Royal Marsden Hospital attended the meeting with a view of learning of interesting activities at C&W that her fellow governors could replicate at her Trust.
f.	Carol invited C&W governors to attend their Membership Sub-Committee meeting. ML confirmed that he will attend on behalf of governors.
8.	**Council of Governors Funding Report**

a.	VD noted that a new style report was produced by JL.
b.	LH confirmed that £20k had been allocated for both Chelsea & Westminster and West Middlesex open days.
c.	The Chairman queried if 4 editions of membership mailing to non-email members is necessary considering the aspiration to make some savings. LH said that it could be discussed outside the meeting. **Action: LH/JL to discuss outside the meeting.**
d.	The sub-committee noted the report.
9.	**Feedback from members**
a.	None.
10.	**Any other business**
a.	DP thanked the Chairman for keeping the meeting on the same day as planned and said he hoped that staff availability would not impact on meetings taking place in future.
b.	ML noted that the Council of Governors election process will start at the beginning of October. He added that he and the Trust Chairman will meet all candidates standing for election to provide them with an insight into the hospital and how the Council of Governors work.
11.	**Date of Next meeting** – 9 November 2016 at 12.00 at West Middlesex site

The meeting closed at 14.05