



**A TRUST WITH VISION**

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**BE PART OF IT**

**NHS FOUNDATION TRUST**  
**GOVERNANCE ARRANGEMENTS**

**DECEMBER 2004**

# CONTENTS

- 1. Introduction**
- 2. Membership**
  - 2.1 Benefits of Membership
  - 2.2 Constituencies
  - 2.3 Eligibility for Membership
  - 2.4 Predicted Growth
  - 2.5 Membership Recruitment
  - 2.6 Securing and Maintaining a Diverse Representation Across the Membership
  - 2.7 Register of Members
  - 2.8 Resourcing the Membership
- 3. Elections**
- 4. The Members Council**
  - 4.1 Profile of the Members Council
  - 4.2 Disqualification and Exclusions for Elected Public or Staff Governors
  - 4.3 Responsibilities of the Members Council
  - 4.4 Subcommittees
  - 4.5 Terms of Office
  - 4.6 Conflicts of Interest
  - 4.7 Vacancies
  - 4.8 Reimbursement
  - 4.9 Training and Support for Governors on the Members Council
  - 4.10 Meetings
- 5. The Board of Directors**
  - 5.1 Profile of the Board of Directors
  - 5.2 Role of the Board of Directors
  - 5.3 Appointment of the Board of Directors
  - 5.4 Director Criteria
  - 5.5 Terms of Office
  - 5.6 Development of the Directors
  - 5.7 Board Evaluation
  - 5.8 Subcommittees
  - 5.9 Conflicts of Interest of Directors
  - 5.10 Meetings
- 6. Relationships Between the Board of Directors, Members Council and Members**
- 7. Support for the New Governance Arrangements**
- 8. Registers**
- 9. Public Documents**
- 10. Annual Accounts**

11. **Annual Reports and Forward Plans**
12. **Indemnity**
13. **Dispute Resolution Procedures**
14. **The Constitution**

## **APPENDICES**

**Appendix 1** – Annex A Governance Arrangements and Rationale

**Appendix 2** – Membership Targets and Governors

**Appendix 3** – Briefing for Potential Governors

**Appendix 4** – Code of Conduct for Governors

**Appendix 5** – Practice and Procedure for Meetings

**Appendix 6** – Trust Secretary Job Description

## 1. INTRODUCTION

This document outlines the Trust's proposals for the governance arrangements of the Newcastle upon Tyne Hospitals NHS Foundation Trust.

We believe these governance arrangements will serve to strengthen our already proactive involvement arrangements and provide us with even greater opportunity to put patients, members of the public and staff at the centre of our services. The proposed governance arrangements were formally consulted upon and the arrangements contained within this document and Annex A (Appendix 1) reflect responses, particularly in relation to the profile of Governors and the membership community.

## 2. MEMBERSHIP

### 2.1 Benefits of Membership

Membership of the NHS Foundation Trust will mean that local people and those using our services can turn the very real affinity they have with their hospitals to tangible involvement.

Local communities, patients and staff will join with the Trust in deciding how we will work to improve services and enhance the experience of our patients and we will be more readily able to respond to local need.

Having a Membership will make a real difference to the Trust, it will:

- Build upon our already active and positive Patient and Public Involvement Strategy allowing greater access to more representative and diverse patient and public database
- Provide a significant resource with a range of backgrounds and with specific interests, offering a wider range of views about the future of health care both in the immediate locality and further a field
- Offer scrutiny having local interest in and focus on Trust activities
- Provide feedback allowing the Trust to learn from the experiences of members
- Ensure that the views of staff working in the front line are reflected in our plans for the future, facilitating the change management agenda that NHS Foundation Trust status will bring

Membership will also have real benefits for our staff such as:

- Receiving additional focused information about the Trust
- Being consulted on Trust plans for future development
- Ability to elect staff representatives to the Members Council
- Opportunity to stand for election to the Members Council
- Ability to engage actively with the public membership enabling cross fertilisation of ideas and directly receiving information about how services might better meet public/patient/carer needs
- Enable a closer and more proactive relationship with the Board of Directors, with greater understanding of the decision making process

### Benefits of membership for our patients

- To receive focused information about developments and services
- To have the opportunity to contribute ideas and suggestions and provide feedback on patient /carer experience
- For client groups to be involved in a sustained way, year on year, in improving services, rather than on an ad hoc basis
- Ability to elect public representatives to the Members Council
- Opportunity to stand for election to the Members Council
- Be able to educate staff in the needs of patients
- Enable more informed choice
- Obtain a greater understanding of Trust services and be reassured about quality of care should they require use of services

### Benefits of membership for the public

- To receive focused information about developments and services
- To have the opportunity to contribute ideas and suggestions
- Ability to elect public representatives to the Members Council
- Opportunity to stand for election to the Members Council
- Obtain a greater understanding of Trust services and be reassured about quality of care should they require use of services
- Develop a bond with the Trust – become '*part of it*'
- Gain more information about NHS policy context and the opportunities that presents e.g. in treatment choices
- To bring influence to bear on the Trust in terms of civic issues such as the Trust's role in the local and regional economy, environmental issues, and visual impact of Trust building developments within the City
- To gain an understanding of the important role of education and training of young healthcare workers, as well as prosecuting patient orientated research
- To greater understand the role of the Trust in terms of local and regional regeneration e.g. the role of Teaching and Research with the University in ultimately improving quality of life

### Benefits of membership for the Trust

- Clear demonstration of active patient, carer and public involvement and accountability
- Provides process for delivering requirements under Section 11 of the Health and Social Care Act (2001)
- Providing the opportunity to harness the views of the Membership in developing priority issues, and acting as advocates in taking those forward
- Validates strategic direction and priorities
- Advocacy in the community – members being advocates of services
- Social ownership by the community

## 2.2 Constituencies

The Trust is to have 4 membership constituencies namely 3 Public Constituencies and 1 Staff Constituency.

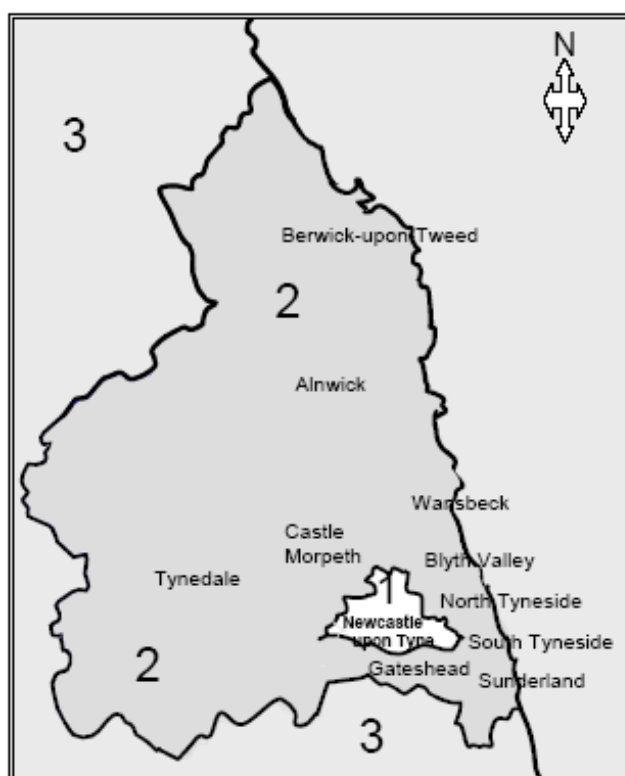
## Public Membership Constituencies

The public constituencies and the administrative districts located within them are as follows:

1. Newcastle upon Tyne
  - Newcastle
2. Northumberland, Tyne & Wear Strategic Health Authority Area (excluding Newcastle upon Tyne)
  - Alnwick
  - Berwick upon Tweed
  - Blyth Valley
  - Castle Morpeth
  - Tynedale
  - Wansbeck
  - Gateshead
  - North Tyneside
  - South Tyneside
  - Sunderland
3. County Durham & Tees Valley Strategic Health Authority area and Cumbria & Lancashire Strategic Health Authority area and beyond
  - All other administrative districts within the UK and Republic of Ireland

Public Membership will include anyone aged 18 and over who is resident in any of the constituency areas. This will include patients and carers of patients who have previously used our services.

**Figure 1 – Map of Public Constituency Areas**



## **Staff Membership Constituency**

The staff constituency will be divided into 6 classes of individuals as follows:

- Medical and Dental staff class
- Nursing and Midwifery staff class
- Health Professions Council staff class
- Administrative & Clerical, Management and Hospital Chaplains staff class
- Ancillary and Estates staff class
- Volunteers staff class (League of Friends, the Chaplaincy Volunteers, the WRVS (on site), the Community Advisory Panel or the Fleming Children's Trust (formerly known as Friends of the Fleming))

### **2.3 Eligibility for Membership**

Those eligible for public membership will:

- live in the area specified for that constituency
- not be eligible to become a member of the staff constituency
- not be members of another constituency
- not be otherwise disqualified from membership

Members of the staff constituency are to be individuals:

- who are employed under a contract of employment by the Trust which has no fixed term or a fixed term of at least 12 months or who have been continuously employed by the Trust for at least 12 months
- who have exercised functions for the purposes of the Trust for at least 12 months
- who are honorary members of staff who are employed under contract of employment which has no fixed term, or a fixed term of at least 12 months or who have been continuously employed by the Trust for at least 12 months
- who being members of the voluntary staff class have exercised functions for the purposes of the Trust for at least 12 months

Members of other voluntary groups will be eligible for membership of the Public constituency

The following disqualifications to membership will apply – a person may not be a member if:

- they are under the age of 18 years
- within the last 5 years they have been involved in a serious incident of violence against a member of the Trust's staff, or registered volunteers, or at any of the Trust's hospitals or facilities
- they have habitually and persistently and without reasonable grounds instituted complaints against the Trust and are classified as a vexatious complainant under the terms of Trust Policy

- they have, within the preceding two years, been dismissed, otherwise than by reason of redundancy, from any paid employment with any NHS body
- there are reasonable grounds, in the opinion of the Members Council, to believe that they are likely to act in a way detrimental to the interests of the Trust

It is the responsibility of members to ensure their eligibility and not the Trust. The Trust will ensure that eligibility and disqualification criteria are clearly outlined in any membership recruitment material.

Members will also be disqualified if their circumstances change so as they would be disqualified under the general eligibility for joining above.

## 2.4 Predicted Growth

Public Membership - The minimum number of members in the public membership will be 2000 as specified in Annex 1 of the Constitution. The Trust will, however aim to increase membership through actively engaging with the public and service users. The following targets have been identified:

1st April 2005 – 5,000  
 1st April 2006 – 7,500  
 1st April 2007 - 10,000

Staff Membership - The minimum number of members in the staff constituency will be 1,750 as specified in Annex 1 of the Constitution (approximately 17.5% of staff). The following targets to recruitment have been identified;

1<sup>st</sup> April 2005 – 1,750  
 1<sup>st</sup> April 2006 – 2,500  
 1<sup>st</sup> April 2007 – 3,500 (approximately 35% of staff)

Our membership targets are outlined in more detail in Appendix 2.

## 2.5 Membership Recruitment

A Membership Steering Group has been established chaired by the Nursing and Patient Services Director, which has prepared the Membership Strategy (supporting document). The Strategy outlines plans for building and managing our membership base and communicating with members.

### Public Membership Recruitment

Membership will be promoted through a number of different mechanisms including leaflets to patients, ongoing and active publicity material around Trust premises and other healthcare premises in the North East in conjunction with our partners and through media such as bedside audiovisual systems.

Existing links with health, community and voluntary networks and other local mutual societies will be developed and strengthened with a view to targeting potential members. We believe this will ensure a diverse and representative membership of the local population is achieved.

The strategy will not only involve recruiting for today but also the '*members of the future*' through liaison and engagement with local Citizenship Programmes and Young Peoples Networks across the membership community.

#### Staff Membership

All current members of staff will be encouraged to become members. In addition any newly appointed members of staff will receive positive encouragement as part of their induction programme and when registering with personnel on the day of commencement.

#### Communication with Members

The Trust will establish and maintain a Register of Members and provide an appropriate support system and infrastructure to ensure excellent communication links are developed with the membership. This will include regular newsletters, website initiatives, mail shots and members events.

## **2.6 Securing and Maintaining a Diverse Representation Across the Membership**

#### Public Membership

The Trust will aim to ensure that as far as reasonably practicable the membership reflects the constituency areas and public membership community as a whole. In order to facilitate this we have been working with the North East Public Health Observatory to establish demographic profiles of constituency areas in relation to:

- Geographical Location
- Ethnic Background
- Gender
- Age
- Disability

Actual membership data has then been mapped against constituency profiles enabling targeted recruitment initiatives to be determined e.g. liaison with Development Workers working with Ethnic Minority Groups. Such analysis will be undertaken at quarterly intervals.

#### Staff Membership

Liaison with the Trust Personnel Department has been ongoing to establish a profile for the individual staff classes as well as the staff constituency as a whole in relation to:

- Staff Class
- Ethnic Background
- Gender
- Age

Membership data has been mapped against staff class profiles enabling targeted recruitment initiatives to be determined e.g. presentation to Nursing Forums, provision of targeted information to the Medical Staff Committees. This process will be undertaken regularly to identify areas for targeted recruitment and to facilitate regular updates on 'take up' to encourage further recruitment of staff members.

## Non-Members

The Trust is aware of the need to ensure the interests of non-members are also met. The elected Governors on the Members Council will have a key role to play in making their presence known so that non-members know who they are and how to contact them to raise issues for consideration. The Trust will need to provide support to them in so doing e.g. through the web site and through media coverage, and potentially arranging drop-in sessions.

### **2.7 Register of Members**

The Trust currently maintains the register of members. On receipt of a completed and signed application form members details are added to the Membership Database. In relation to public members all postcodes are validated using the *NHS Information Authority – National Administrative Code Service* to ensure that each member is allocated to the correct administrative district and hence constituency. In relation to staff members all members will be validated by the Personnel Department to ensure they are allocated to the correct staff class.

All new members receive an acknowledgement of their application normally within 2 working days of the receipt of their application.

The membership database will be validated with members on an annual basis through the distribution of currently held details and a change of circumstance form. As good practice all members will be checked against a bereavement register prior to circulation.

### **2.8 Resourcing the Membership**

The Trust will allocate funding to resource the anticipated growth in membership, whilst ensuring close evaluation of any recruitment methods adopted to ensure cost effectiveness.

The Trust will recruit a Trust Secretary (Job description Appendix 6) who will work closely with the Patient, Carer and Public Involvement Co-ordinator to support the activity of the Members Council and promote communication and involvement of members. Support for the Members Council and membership is outlined further in section 4.

## **3. ELECTIONS**

The election process will be administered by Electoral Reform Services. They will ensure that the elections follow the correct criteria. Electoral Rules and Regulations have been developed with Electoral Reform Services and are included in Annex 3 of the Constitution.

The following principles will be followed:

- All vacancies will be advertised to members of the relevant constituency or class within a constituency
- Members will be able to nominate themselves

- Two seconders who are also members of the same constituency or class within a constituency must support all nominations
- Prospective candidates will be asked to provide a supporting statement about why they wish to be a Governor
- Elections will take place using secret ballot

An Election Report is provided as a supporting document.

## 4. THE MEMBERS COUNCIL

### 4.1 Profile of the Members Council

The Members Council will consist of:

CHAIRMAN		
Public Membership representation (making up over 50% of the Members Council)	Staff Membership representation	Partnership Organisations
Total 22	Total 7	Total 11
Elected Representatives	Elected Representatives	Nominated Representatives
<p><b>9</b> elected by the public members resident in the local authority area of Newcastle</p> <p><b>10</b> elected by the public members resident in the local authority areas within Northumberland, Tyne and Wear Strategic Health Authority area (excluding Newcastle)</p> <p><b>3</b> elected by the public members in the local authority areas within County Durham &amp; Tees Valley Strategic Health Authority area and Cumbria &amp; Lancashire Strategic Health Authority area and beyond</p>	<p><b>1</b> elected by staff members within the Administrative &amp; Clerical, Management and Hospital Chaplains staff class</p> <p><b>2</b> elected by the staff members within the Nursing and Midwifery staff class</p> <p><b>1</b> elected by the staff members within the Medical and Dental Staff Class</p> <p><b>1</b> elected by the staff members in the Ancillary and Estates Staff Class</p> <p><b>1</b> elected by the staff members in the Health Professions Council Staff Class</p> <p><b>1</b> elected by the staff members in the Volunteer staff class</p>	<p><b>3</b> nominated by Primary Care Trusts**</p> <p><b>1</b> nominated by the University of Newcastle upon Tyne</p> <p><b>1</b> nominated by Newcastle City Council</p> <p><b>1</b> nominated by Northumbria University</p> <p><b>1</b> nominated by the Trust Patient and Public Involvement Forum</p> <p><b>1</b> nominated by the Community Advisory Panel</p> <p><b>1</b> nominated by the Pentagon Partnership</p> <p><b>1</b> nominated by the North East Chamber of Commerce</p> <p><b>1</b> nominated by the North East Assembly</p>

*\*\*In the initial establishment of the Members Council the PCT Governors will be nominated from:*

- i) Newcastle PCT*
- ii) Gateshead PCT*
- iii) Durham and Chester-le-Street PCT*

The number of **Public Governors** for each constituency has been chosen to reflect the patient throughput from those areas (Source: FCE's 2002/03).

**Staff Governor** places have been equally allocated between staff classes with the exception of Nursing & Midwifery, which will hold two seats since they form

approximately 40% of the total workforce. This allocation is considered to ensure effective representation of each of the staff groups.

Three **PCT Governors** will be nominated, one from each of the public constituency areas. In addition to the Local Authority and the University Governor, 6 other Partnership Organisations have been selected to nominate a Governor as follows:

**Patient and Public Involvement Forum and Community Advisory Panel** so that the existing formal structures of Patient and Public Involvement are integrated into the governance arrangements.

**Northumbria University** will also be asked to nominate a partnership Governor in recognition of the strong relationship in particular regarding the provision of Nursing, Midwifery and Healthcare Professions education and training.

The other 3 partnership organisations have been invited to nominate a Governor in order to bring specific skills and acumen to the Members Council

**The North East Assembly** for:

- Excellent networks and links into all the various communities and interests which affect and reflect the people who live and work across the North East
- Good understanding of social and economic regeneration issues within Newcastle and the North East and the impact of those on provision of health services and the role of the Trust
- The ability to spot opportunities and act as a catalyst for innovation

**The North East Chamber of Commerce** for:

- Excellent networks with business organisations
- Good understanding of social and economic regeneration issues within Newcastle and the North East and the impact of those on provision of health services and the role of the Trust
- Understanding of good corporate governance and best practice
- The ability to act as a catalyst for innovation in our relationship with business organisations across Newcastle and the North East

**The Pentagon Partnership** for:

- A good understanding of, and networks into, the broad range of voluntary sector organisations within Newcastle and the North East
- Credibility within the voluntary sector across provider, support and community engagement organisations
- Ability to act as a catalyst for the development of partnerships and involvement with the Community and Voluntary Sector maximising their role in the innovative development of services

## **4.2 Disqualification and Exclusions for Elected Public or Staff Governors**

A person may not become or continue as a public or staff Governor of the Trust if:

- He ceases to be a member of the constituency he represents
- He has been adjudged bankrupt or his estate has been sequestrated and in either case he has not been discharged
- He has made a composition or arrangement with, or granted a trust deed for his creditors and has not been discharged in respect of it
- He has within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on him
- He has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a Health Service Body
- He is a person whose tenure of office as the chairman or as a member or director of a health service body has been terminated on the grounds that his appointment is not in the interests of the health service, for non attendance at meetings, or for non-disclosure of a pecuniary interest.
- He is an Executive or Non-Executive Director of the Trust, or a Governor, Non-Executive Director, Chairman or Chief Executive or an employee of another NHS organisation
- He has had his name removed, by a direction under section 46 of the 1977 National Health Service Act from any list prepared under Part II of that Act, and has not subsequently had his name included in such a list
- He is incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs
- He has been disqualified by any of the following regulatory bodies: General Medical Council, the Nursing and Midwifery Council, the Health Professions Council, the General Dental Council, the General Optical Council, the Royal Pharmaceutical Society of Great Britain, the General Chiropractic Council or the General Osteopathic Council
- His name has been placed on registers of Schedule 1 offenders pursuant to the Sex Offenders Act 1977 and/or the Children and Young Persons Act 1933

All Governors will be required to abide by the Code of Conduct (attached at Appendix 4).

## **4.3 Responsibilities of the Members Council**

The elected Members Council will:

- Appoint and remove the Chair and other Non-Executive Directors
- Determine the remuneration and allowances and other terms and conditions of office for the Non-Executive Directors
- Approve the Annual Report & Accounts and appoint and remove the Trust Auditor
- Ratify the appointment of the Chief Executive and other Executive Directors
- Oversee and advise the Board of Directors regarding future Trust plans and priorities

- Establish mechanisms for consulting members of the public & stakeholder partners
- Hold the Board of Directors to account for the Trust's overall performance
- Ensure continued success of the organisation through overseeing of effective management, partnership working and maintenance of NHS values and principles
- Ensure that the Trust operates in accordance with the terms of authorisation and act in a Trustee role for the welfare of the organisation as a vehicle for influencing change and developments
- Oversee the development of the Trust as an effective social enterprise through focus on the wider public interest and promoting social cohesion in ensuring that the Members Council reflects all the interests of the membership community
- Play an inward role in raising issues of public/patient /stakeholder interest
- They may instigate or be involved in review of a specific issue, or be involved in further development of a particular strategy through specific working groups
- Play an outward facing role in developing networks for sharing the plans of the Trust, and engaging the wider public and community in the Trust's activities and services
- Play an ambassadorial role representing the Trust to their respective communities and organisations and vice versa
- Provide an effective interface with the Patient and Public Involvement Forum and the Trust's existing Community Advisory Panel
- They may take on some of the roles currently undertaken by Non Executive Directors e.g. as champions of a range of clinical services and in a "Visiting" role

The roles of the Public, Staff and nominated Governors are considered to be fundamentally similar, bringing specific skills, knowledge, expertise, networks and perspectives from their respective fields to the Members Council which will enrich strategic plans and contribute to the success of the Trust.

The nominated Governors will have particular responsibility to ensure that inter relationships between partner organisations are working to the optimum benefit of all in relation to provision of health care and economic and social regeneration.

In establishing the Members Council we will seek to ensure that minority interests are reflected through the Governors elected. In addition Governors will be expected to make their presence known outside of the Trust, to be accessible to those with minority interests which are not directly reflected by the elected Governors.

#### **4.4 Subcommittees**

The Members Council may appoint committees consisting of its members to assist in carrying out its functions. Those to be considered initially are Remuneration and Membership.

#### **4.5 Terms of Office**

Governors will be elected for a period of 3 years, with the option of 2 further appointments making a maximum of 9 years, with the exception of the Public

Governors which are subject to the retirement by rotation provisions set out in the Election Rules.

Each PCT Governor will serve for three years. At the end of the three years the Members Council shall be entitled to nominate any one of the PCTs within Northumberland, Tyne and Wear Strategic Health Authority Area listed in Annex 4 of the Constitution and within County Durham & Tees Valley and Cumbria and Lancashire Strategic Health Authority area listed in Annex 4 of the Constitution.

#### **4.6 Conflicts of Interest**

The Members Council in consultation with the Board of Directors shall adopt at an early meeting standing orders, which will specify arrangements for excluding Governors from discussion or consideration of matters where they have a conflict of interest.

Depending on the nature of the conflict of interest the Chairman, in line with standing orders, may ask the relevant Governor not to be present in any discussion of the matter and/or the Governor would not vote on the issue.

The Trust will ensure a Register of Interests is established in which a record of formal declarations of interest will be maintained.

A standard agenda item for meetings of the Members Council will include a declaration of conflict of interest.

A Governor may be removed due to either a conflict of interest, disciplinary reason or for poor attendance. Such a removal would require agreement of 75% of the Governors at a general meeting.

#### **4.7 Vacancies**

Vacancies will be advertised to all members within the relevant constituency or class within a constituency. Voting will be by secret ballot.

If there still remains a public majority, despite the vacancy, the post may remain vacant until the next formal cycle of elections – or until a number of vacancies stimulate an “extraordinary “ election e.g. no more than 3 Staff and 5 Public Governor vacancies would be acceptable.

Nominated members will be appointed at any time to replace vacancies.

#### **4.8 Reimbursement**

Governors will be entitled to receive reimbursement for their out of pocket expenses such as travel costs, child care and carers fees on receipt of a completed expense form. A reimbursement policy is in the process of development.

#### **4.9 Training and Support for Governors on the Members Council**

The Trust Secretary will provide dedicated support to the work of the Members Council and the Governors and will have responsibility for their training and development.

It is appreciated that Governors will require training and support at various stages of the process the following has been identified to support them in their developing role:

- **Prior to Nomination**

The decision on whether or not members wish to nominate themselves will be based on their current understanding and awareness of the role. The provision of information at this point in the process will be crucial to ensuring members are entering into governorship fully informed of the role and commitments likely to ensue. Information will be provided through the provision of a written governor briefing (Appendix 3) and web-based information on the nomination process including what it means to be a Governor, skills and attributes, and the profile of the Members Council.

- **Nomination Period**

During this period potential Governors will require the opportunity to find out more about the role and the governance arrangements in general, in addition to learning more about the Trust. Six two hour '*Governor Briefing Sessions*' will take place which will provide information about the NHS structure and proposed changes for NHS Foundation Trusts, Trust services, Board of Directors, Trust aims and vision, governance arrangements, time commitment and the nomination/election process. The opportunity for potential Governors to ask questions directly will be important in ensuring all their information requirements are met. Nominees will be required to attend one of the 6 sessions, which will be held at a range of days and times to ensure inclusivity.

A Governor Briefing Pack will be produced and distributed at events for potential Governors to take away and read.

Nominees will also be provided with support and advice from Electoral Reform Services to help and answer any queries in relation to the completion of nomination forms and preparation of their statement.

- **Period Following Election Prior to Establishment**

It will be important for the elected Governors to have the opportunity to meet with the Board of Directors and other elected and nominated Governors prior to establishment. A business/social event will be organised to encourage early interaction and foster relationships.

- **Induction Period**

Governors will initially require a wealth of information at many different levels. The provision of a formal induction programme will be aimed to bring all Governors up to a similar level of knowledge. It is envisaged that this will include topics such as:

About the Trust

- Introduction to the Trust services
- Organisational structures

### Service Development and Planning

- Service Development Strategy
- Key performance indicators
- Key stages of the planning cycle

### Governance Arrangements

- Governance structures and roles
- Role of the Foundation Trust Governor including responsibilities and ongoing obligations under the legislation
- Board of Directors

### Finance

- Financial arrangements
- Current funding models

### Policy, Procedure and Guidelines

- Schedule of Board meeting dates
- Litigation and insurance
- Health and safety policies
- Ethics and whistleblowing
- Freedom of information
- Media Management
- Expense policy and methods of reimbursement

### Communication

- Internal contacts
- Operating methods for first meeting
- Communication methods between meetings and events
- Engaging membership

Individual Governors will have the opportunity to identify any particular skills or knowledge gaps, provision of which will be facilitated through the Trust Secretary.

Following induction, the development of a '*buddying system*' for Governors will be established offering peer support for individuals during the initial development of the Members Council.

- **Ongoing**

In order to ensure the effective functioning of the Members Council, ongoing dedicated support and training will be required following induction both in terms of the individual development and performance review of Governors but also in terms of the Members Council as a whole.

An annual appraisal mechanism will be established in order to review the Governors individual performance and determine appropriate personal development plans. If however thematic issues emerge, common to the group, a group development process will be designed, with outcomes agreed by all parties.

## 4.10 Meetings

The Trust will appoint a Vice Chair from amongst the Non Executive members of the Board of Directors to act as Vice Chair for the Members Council.

The Trust proposes that all meetings of the Members Council would be held in public, with the exception of “special reasons” e.g. matters which need to remain private to protect patient confidentiality, to respect commercial confidence or other matters which should remain private in the wider public interest.

The Members Council will meet in public on four occasions each year, one of which will be the Annual General Meeting where the Members Council will receive copies of the Annual Report and Accounts and Auditors Report.

The minimum number of Governors to be present at any meeting to ensure a public majority will be 20, of which 12 will be public Governors, 4 staff Governors and 4 nominated Governors.

The Members Council will adopt its own standing orders for Practice and Procedure and in particular for its procedure at meetings. These will be in accordance with Annex 2 of the Constitution (attached at Appendix 5).

## 5. THE BOARD OF DIRECTORS

### 5.1 Profile of the Board of Directors

The Board of Directors will include the following:

- Chairman, who will also act as Chair of the Members Council
- 6 Non Executive Directors (including one University representative and one representative of Newcastle City Council)
- Chief Executive
- Finance Director
- Medical Director
- Nursing and Patient Services Director
- Business and Development Director

### 5.2 Role of the Board of Directors

The Board of Directors will be the body which is held to account for all the activities of the organisation, and is the group responsible for ensuring that the organisation operates properly and effectively.

The new role is seen as increasingly complex in terms of the business expertise needed to manage a public benefit corporation. The Board of Directors, as a corporate entity, will be tasked with the day-to-day operational and strategic management of the Trust.

The Board of Directors will be primarily concerned with ensuring the financial viability of the organisation, assessing and managing business risk, holding financial and legal responsibility for the organisation. The Directors are the senior management of the organisation, with the final say on all matters, including

finance, policy, employer responsibilities etc. They will be accountable for ensuring that the highest clinical standards are maintained.

They will:

- Set vision, values and priorities with the Members Council
- Provide strategic leadership and direction
- Develop strategies and plans for the future
- Have oversight of operational activity ensuring targets and objectives are set and achieved, and the highest clinical standards are met
- Have collective responsibility for control of monies
- Establish sub committees which will ensure that the Board of Directors effectively exercise their functions to ensure that objectives are met and that probity is maintained

Non-Executive Directors will form over 50% of the Board of Directors.

All decision making will be based on principles of sound governance (corporate, clinical and research), with due discussion and diversity in debate, and with appropriate and timely documentation to support evidence based decision making.

As a Public Benefit Corporation the Board of Directors will need to ensure that they place appropriate emphasis on the role that the Trust plays strategically in the regeneration of Newcastle and the local North East economy, and its interface with the Universities.

Corporate and Social Responsibility will be part of the culture of the organisation, on the premise that effective environmental and employment policies, and business relationships based on respect will produce organisational benefits as well as positive impact on the local economy. It is expected that economic, social and environmental issues will feature on Board agendas and will be reflected in the Annual Report. They may give consideration to having a Board member with a specific remit for social and environmental issues.

### 5.3 Appointment of the Board of Directors

#### Transitional Arrangements

The existing Chair will become the Chair of the NHS Foundation Trust.

The 6 Non-Executive Directors of the Newcastle upon Tyne Hospitals Trust will become the Non-Executive Directors of the new NHS Foundation Trust Board of Directors.

The Chief Executive and Executive Directors will retain their posts.

#### Following the Transitional Period

##### Chair

- **Appointment** – following the transitional period the Chair will be appointed by the Members Council
- **Removal** – the Chairman can be removed if 75% of the Members Council agree

### **Chief Executive**

- **Appointment** – following the transitional period the Chairman and Non-Executive Directors will make appointments subject to approval by the majority of the Members Council
- **Removal** – the Chief Executive may be removed by the Non-Executive Directors (not subject to approval by the Members Council)

### **Executive Directors**

- **Appointment** – Following the transitional period appointment will be by a Panel consisting of the Chairman, Chief Executive and the other Non-Executive Directors
- **Removal** – Removal will be by a Panel consisting of the Chairman, Chief Executive and the other Non-Executive Directors

### **Non-Executive Directors**

- **Appointment** - following the transitional period, the Non Executive Directors will be appointed by the Members Council from the public membership, based on assessment against specific criteria defined by the Trust as set out in the Process for Selection of Non-Executive Directors which will be under a process of open competition
- **Removal** – A Non-Executive Director can be removed if 75% of the Members Council agree

## **5.4 Director Criteria**

A person cannot be a Director if:

- he has been adjudged bankrupt or his estate has been sequestrated and in either case he has not been discharged
- he has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it
- he has within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on him
- in the case of a Non-Executive Director, he no longer satisfies paragraph 8.3 of the constitution
- he is a person whose tenure of office as a chairman or as a member or director of a health service body has been terminated on the grounds that his appointment is not in the interests of public service, for non attendance at meetings, or for non-disclosure of a pecuniary interest
- he has had his name removed, by a direction under section 46 of the 1977 Act from any list prepared under Part II of that Act, and has not subsequently had his name included on such a list
- he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body
- he is disqualified under the Company Directors Disqualification Act 1986
- he has not, upon appointment, delivered a statement agreeing to be bound by the Trust's Code of Conduct for Directors

## 5.5 Terms of Office

The initial Chairman and Non-Executive Directors will be appointed for the unexpired period of their respective terms of office as Chairman or Non-Executive Director of the Newcastle upon Tyne Hospitals NHS Trust or 12 months, whichever is the longer.

Following the transition period the Chairman and Non-Executive Directors hold office for a period in accordance with the terms and conditions of office decided by the Members Council. It is for the Members Council at a general meeting to decide the remuneration and allowances and other terms and conditions of office of Non-Executive Directors.

The Chief Executive and the Finance Director will hold office for a period in accordance with the terms and conditions of office decided by the relevant committee of Non-Executive Directors. The other Executive Directors will hold office for a period in accordance with the terms and conditions decided by the relevant committee of Non-Executive Directors. The terms and conditions of the Chief Executive and Executive Directors will be decided by the Remuneration and Terms of Service Committee (Non Executive Directors) in accordance with current arrangements.

## 5.6 Development of the Directors

The Board of Directors will be responsible for the commercial success of the organisation, and in doing so will require commercial skills and business acumen.

**Executive Directors** will require to have complementary skills, with local knowledge and knowledge of the role of a University hospital, ensuring that the NHS Foundation Trust's objectives are delivered within organisational boundaries and constraints and in accordance with the NHS Foundation Trust's Constitution.

**Non Executive Directors** will need to be selected on the basis of their previous experience and business skills so that they are able to add value to the decision making process, rather than providing a routine monitoring role.

Non Executive Directors will be expected to challenge and contribute to the development of strategy; scrutinise the performance management processes to deliver goals and objectives along with delivery of agreed performance measures; challenge processes to ensure that financial controls and risk management systems are robust; appoint and determine remuneration of senior managers.

They will undertake specific functions agreed by the Board including oversight of staff relations with the general public and the media, participation in professional conduct and competency enquiries, staff disciplinary appeals and procurement of information management and technology.

As part of the selection process, Non Executive Directors will require clear guidance in relation to expectations of their role, time commitment and the qualities they are expected to bring to the Board. This will also be restated in their appointment letter.

The role of the **Chairman** will be critical in the new governance arrangements. The Chairman will require business experience combined with interpersonal skills that will allow effective chairmanship and interaction to ensure:

- Management of an effective relationship between the Members Council and The Board of Directors
- Inclusion and engagement of the potentially diverse range of views and interests within the Members Council, and the wider membership community
- Financial rigour and organisational viability

The core skills and knowledge for Non-Executives of the NHS Foundation Trust will include:

- Effective chairmanship
- Financial management and probity
- Legal knowledge (in particular corporate and organisational law)
- Broader healthcare sector knowledge
- Knowledge of the public sector, particularly the organisations linking in with NHS
- Commercial management experience
- Human resources/ industrial relations (employer or trade union)
- Media / marketing

The organisation benefits from the high quality and relative stability of its Non Executives, many of whom have served on the Board for many years and have long standing experience through membership of Board committees and panels, appointment panels and inspection teams. They provide a range of skills currently including commercial law and accountancy, with a recent Non Executive appointment strengthening the business acumen within the Board still further.

Review has been undertaken by the Trust Board of the current range of collective skills within the Board and it is considered that a priority in future appointments will be appointment of a Non Executive Director with private sector, commercial experience. The terms of office for the Chairman and three Non Executive Directors are set to expire in October 2005 and whilst these appointments shall as a matter of course be extended to 31<sup>st</sup> March 2006 to ensure some measure of continuity, they do present an opportunity to review and where called for attract such skills, subject to such consideration by the Members Council.

If Non Executive Directors are to add value by performing both individually and as a group to enhance the governance of the Trust then their training and development will need to be a continuous process. The development plan will need to encompass induction, assessment of skills gaps, appraisal and personal development plans.

**An initial workshop** will be run for Non Executive Directors and Directors facilitated by the Institute of Chartered Secretaries and Administrators. This will include discussion of such issues as:

- Directors liability
- Insurance cover
- Relationship between the Governors and the Board of Directors
- Conduct of the Board of Directors

- Ensuring quality of Non-Executive and Executive Directors
- Communication within the Board of Directors

### **Further Development**

- **Induction** – A formal induction programme will be designed which will provide information on the Trust’s services and business activities and the context in which it operates; to provide opportunities to meet Trust Senior Managers and Staff and gain an understanding of the perspectives of key stakeholders. The induction will be tailored for Executive Directors depending on their individual needs. The induction process will include elements of self assessment of skills and knowledge.
- **Appraisal** – review of performance and setting objectives for development
- **Assess Skills Gaps** – determine gaps between existing organisational functioning of each of the Non Executive Directors. If key themes emerge group development processes will be designed with outcomes agreed by all parties.
- **Personal Development Plans** – areas for development agreed. This may constitute provision of individual coaching, formal learning, organisational exposure

### **5.7 Board Evaluation**

Evaluation will be undertaken annually at Board, Committee and individual Director levels, in line with current processes, such systems will enable the Board to analyse and improve its effectiveness.

### **5.8 Subcommittees**

The Board of Directors will be supported by 9 Sub Committees, as follows:

- Audit Committee
- Remuneration and Terms of Service Committee
- Clinical Governance and Quality Committee
- Trust (Charitable) Funds Committee
- Joint Research Executive
- Supplies and Services Procurement Committee
- NSR Implementation Group
- Complaints and Incidents Panel
- Risk Management Group

### **5.9 Conflicts of Interest of Directors**

The Trust will maintain a Register of Interests to record formally declarations of Interest of Directors which will include all Directorships, ownership of private companies, business or consultancies likely or possibly seeding to business with the NHS, shareholding positions of authority in a charitable or voluntary agency with interests in the health and social care field.

Declarations of Interest will be requested at each formal meeting.

The Board of Directors in consultation with the Members Council shall adopt standing orders. Depending on the nature of the conflict of interest the Chairman, in line with standing orders, may ask the relevant Director not to be present in any discussion of the matter and/or the Director would not vote on the issue.

## 5.10 Meetings

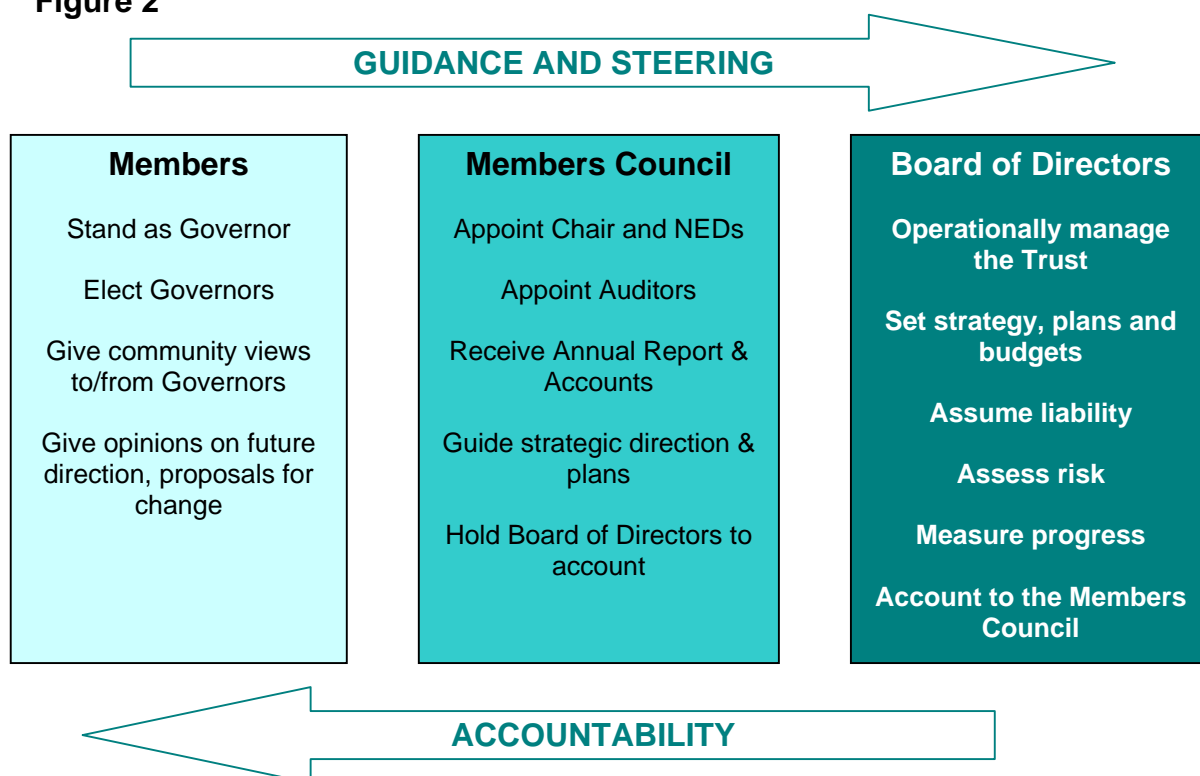
The Board of Directors in discussion with the Members Council will adopt Standing Orders.

It is proposed that the Board of Directors will meet on a monthly basis with the exception of August in which there will be no meeting. These meetings will be widely advertised and held in public, however representatives of the press and other members of the public will be excluded from the confidential part of the meeting due to the nature of the business to be transacted. This would include any items upon which publicity would be prejudicial to the public interest - Public Bodies (Admission to Meetings) Act 1960.

## 6. RELATIONSHIPS BETWEEN THE BOARD OF DIRECTORS, MEMBERS COUNCIL AND MEMBERS

The relationship between the Board of Directors, Members Council and Members is illustrated below in figure 2.

**Figure 2**



The Members Council will have clear relationships with the Members and will:

- Establish mechanisms for meeting with and consulting with NHS Foundation Trust members
- Establish mechanisms for consulting with the members of the public or partner organisations they represent
- Establish a formal mechanism so that Members may receive reports from the Members Council and enable them to raise issues for consideration by the Members Council e.g. they may meet at a range of accessible locations at varying times of the day
- Establish mechanisms for consulting members of the public & stakeholder partners

Processes will be agreed between the Members Council and the Board of Directors to ensure a successful and constructive relationship based on informal and formal communication.

Informal communication will include participation of Directors in the induction and training of Governors, discussions between Governors and members of the Board of Directors through the office of the Trust Secretary, and joint involvement in membership recruitment and at public events organised by the Trust.

Formal communication between the Governors and the Board of Directors are anticipated to be made through the Chairman, for example specific issues raised at formal meetings of the Members Council. Responses to such issues would be made through the Chairman. In turn the Board of Directors will seek the views of the Board of Governors through the Chairman, for example, on future plans and issues of strategic significance as well as to approve and adopt the Annual Accounts, Annual Report and Auditors Report.

At the invitation of the Members Council, the Executive Directors of the Board of Directors may attend the quarterly formal Members Council meetings and the full Board of Directors may attend a formal Members Council meeting annually.

A constructive and positive relationship will be encouraged between the Members Council and the Board of Directors with the aim of resolving any potential differences of opinion quickly through informal efforts of the Chairman. A formal dispute resolution procedure will be agreed with the Members Council to be implemented if initial action fails to achieve resolution.

## **7. SUPPORT FOR THE NEW GOVERNANCE ARRANGEMENTS**

A Trust Secretary (Job description included Appendix 6) will be appointed to ensure that robust corporate governance systems are in place. The current Standing Orders and Standing Financial Instructions will be reviewed and revised together with other Governance documents which will include the Reservation of Powers to the Board and the Scheme of Delegation. These will be adopted at the first Board meeting of the NHS Foundation Trust. The Trust Secretary will be responsible for:

- Registration of members of the Trust
- Registration of candidates for election
- The administration of elections
- Maintaining a register of members of the Members Council

- Maintaining a register of Board Members' interests
- Providing support to the Members Council including training and development
- Preparation for and support to meetings
- Training and personal development support to Governors
- Record keeping

The Members Council will need support to do its job well and the Trust will ensure that it is well organised and informed at all times.

In addition the membership will need to be fully supported to understand how services are being provided, why decisions are being made and to know how they can influence change. A wide range of communication and feedback mechanisms will be put in place to make sure that not only are the membership well informed but that the Trust can benefit from their views.

## 8. REGISTERS

### Members

All members will be admitted to the Register, which will be updated as recruitment increases. The register is currently being maintained in-house the position of which will be reviewed as the membership increases with a view to maintenance by an external agency.

### Governors

All Governors will be admitted to the Register following election. The register will be maintained in-house. Declarations of Interest will also be included

### Directors

All Directors will be admitted to the Register following appointment. The Register will be maintained by the Trust Secretary and will be reviewed annually.

The Trust will maintain a Register of Interests to record formally declarations of interests of Directors which will include all directorships, ownership of private companies, business or consultancies likely or possibly seeking, to do business with the NHS, shareholding, positions of authority in a charitable or voluntary agency with interests in the health and social care field. Declarations of interests will be maintained in line with the current systems.

Procedures for removing individuals from registers will be set out in the Trust's Standing Orders.

## 9. PUBLIC DOCUMENTS

Under the Freedom of Information Act a Register of Public Documents has been established and made available on the Trust's website. The register will be expanded to ensure required documents are available.

In addition, the Board of Directors will provide the following to external bodies as required (including the Independent Regulator, CHAI and the Audit Commission):

- A copy of the current Constitution

- A copy of the current authorisation
- A copy of the latest Annual Accounts and of any report of the Auditors on them
- A copy of the latest Annual Report
- A copy of any notice given under section 23 (failing NHS Foundation Trusts)
- A list of the Members of the Members Council
- A list of the Directors

## 10. ANNUAL ACCOUNTS

The Auditor will be appointed or removed at a general meeting of the Members Council.

The Auditors will have the following responsibilities in accordance with Schedule 5 of the Health and Social Care (Community Health and Standards) 2003 Act:

- To be satisfied that the accounts comply with the directions provided i.e. that the accounts comply with the Manual for Accounts
- To be satisfied that the accounts comply with the requirements of all other provisions contained in, or having effect under, any enactment which are applicable to the accounts
- To be satisfied that proper practices have been observed in compiling the accounts
- To be satisfied that proper arrangements have been made for securing economy, efficiency and effectiveness in the use of resources
- To consider the issue of a public interest report
- To certify the completion of the audit
- To express an opinion on the accounts
- To refer the matter to the Regulator when a NHS Foundation Trust, or an officer or director of an NHS Foundation Trust, makes or are about to make decisions involving potentially unlawful expenditure or takes or are about to take potentially unlawful action likely to cause a loss or deficiency

The Auditor will also be required to carry out their duties in accordance with any directions given by the Regulator as to the standards, procedures and techniques to be adopted, i.e. to comply with the Code.

A financial statement will be made available by the Trust on a monthly basis to the Board of Directors and Annual Accounts will be made available as part of the Trust's presentation at the Members Council Annual General Meeting.

## 11. ANNUAL REPORTS AND FORWARD PLANS

The Annual Report will be made available as part of the Trust's presentation at the Members Council Annual General meeting.

Forward plans will be considered with the Members Council at general meetings as part of the business planning process.

## 12. INDEMNITY

The indemnity arrangements currently in place for members of the Trust Board will be maintained.

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

### **13. DISPUTE RESOLUTION PROCEDURES**

Appropriate dispute resolution procedures with employees, contractors and members will be established. These will be approved by the Members Council.

The approach to dispute resolution between the Members Council and the Board of Directors is outlined in section 6.

### **14. THE CONSTITUTION**

The Trust will seek to introduce a mechanism whereby the constitution is reviewed at least annually. In addition, the mechanism will need to allow ad hoc reviews as circumstances, in particular external factors, develop.

Amendments to the constitution will be agreed by three-quarters of the Members Council and with Monitor.

**Appendix 1** – Annex A Governance Arrangements and Rationale

**Appendix 2** - Membership Targets and Governors

**Appendix 3** – Briefing for Potential Governors

**Appendix 4** – Code of Conduct for Governors

**Appendix 5** – Practice and Procedure for Meetings

**Appendix 6** – Trust Secretary Job Description

## THE NEWCASTLE UPON TYNE HOSPITALS NHS TRUST

## NHS FOUNDATION TRUST GOVERNANCE ARRANGEMENTS – PROPOSALS AND RATIONALE

REQUIREMENT	DETAILS	RATIONALE
<b>MEMBERSHIP</b>		
<b>Public Membership</b>		
<p>Definition of the public constituencies</p>	<p>It is proposed that the public membership be recruited from anyone aged 18 and over and will include residents within the administrative districts of each constituency area. There will be 3 public constituencies:</p> <ul style="list-style-type: none"> <li>i) Newcastle upon Tyne</li> <li>ii) Northumberland and Tyne &amp; Wear SHA area (excluding Newcastle)</li> <li>iii) County Durham and Tees Valley SHA area and Cumbria &amp; Lancashire SHA area and beyond</li> </ul> <p>These constituencies will include patients and carers of patients who have previously used our services</p>	<p>The Trust is the main provider of district general hospital services to the population of Newcastle and the surrounding area and the provider of specialist services to the surrounding northern region and beyond.</p> <p>The lower age limit is consistent with eligibility to vote on the electoral role.</p> <p>Plans to engage with younger people are outlined on page 31.</p>
<p>How membership will reflect the full diversity of the potential community and be representative of the community served by the Trust.</p>	<p>A Membership Steering Group has been established, Chaired by the Patient Services Director, which has prepared a Membership Strategy. The strategy is provided as a supporting document and outlines how we will ensure a reflective membership is developed.</p> <p>The Trust has been working with the North East Public Health Observatory to establish baseline demographic data for each constituency. Actual membership will be compared to demographic data on a quarterly basis and targeted recruitment initiatives identified and implemented.</p> <p>Members will be recruited across the community based on the 3 locality areas within Newcastle, and our catchment area within the Northern Region.</p>	<p>We wish to ensure that where possible the diversity of our patients and the communities we serve are proportionately reflected in the composition of our membership.</p>

<p>Plans to maintain and grow the membership;</p>	<p>The Membership Steering Group will further develop, implement and monitor the Membership Strategy, reporting to and taking advice from the Members Council.</p> <p>The Trust will establish and maintain a Register of Members and provide an appropriate support system and infrastructure to ensure excellent communication links are developed with the membership. This will include regular newsletters, website initiatives, mail shots, members events.</p> <p>We will promote membership through leaflets to patients along with patient correspondence, ongoing and active publicity material around Trust premises and other healthcare premises in Newcastle in conjunction with our partners and through media such as bedside audiovisual systems.</p> <p>We will also develop links with existing health, community and voluntary networks and other local mutual societies with a view to targeting potential members.</p> <p>We believe this will ensure a diverse and representative membership of the local population is achieved.</p>	<p>Membership of organisations in general across the political, social and voluntary sectors is on the decline. It is essential, therefore, to be proactive and innovative not only in the methods used to attract new members but most importantly in retaining and continuing to motivate the existing members.</p>
<p>Any exclusions to membership that are to apply over and above the legal minimum.</p>	<p>The Trust is restricting membership to those over 18 years of age. In addition anyone eligible for membership of the staff constituency cannot be a member of the public constituency.</p> <p>The following exclusions will apply:</p> <p>If they are under the age of 18.</p> <p>If within the last 5 years they have been involved in a serious incident of violence against a member of the Trust's staff or registered volunteers or at any of the Trust's hospitals or facilities.</p> <p>If they have habitually and persistently and without reasonable grounds instituted complaints against the Trust and are classified as a vexatious complainant under the terms of the Trust policy.</p> <p>If they have, within the preceding two years, been dismissed, otherwise than by reason of redundancy, from any paid employment with any NHS body.</p> <p>If there are reasonable grounds, in the opinion of the Members Council, to believe that they are likely to act in a way detrimental to the interests of the Trust.</p>	<p>It is our intention to engage with younger people. We propose to work with local schools to introduce young teenagers to the concept of membership and the benefits of participating in the initiative.</p> <p>A database will be developed for involving young people in commenting on current and future development of services. This will be undertaken as part of our ongoing public and patient involvement strategy.</p> <p>Acting in a detrimental way would include for example (i) someone who persistently takes a political stance (the NHS Foundation Trust is an apolitical organisation) (ii) if a member knowingly made an untrue or misleading statement relating to their membership or the functions of the NHS Trust</p>

<p>Expected minimum number of members in the public constituency.</p>	<p>The minimum number of members will be 2000 as specified in Annex 1 of the Constitution. The Trust will aim however to increase membership through actively engaging with the public and service users.</p> <p>Targets: 1<sup>st</sup> April 2005 – 5,000  1<sup>st</sup> April 2006 – 7,500  1<sup>st</sup> April 2007 – 10,000</p>	<p>The Newcastle Hospitals have a highly successful profile locally and regionally. Our Patient, Carer and Public Involvement Strategy has already generated interest of active involvement and we would expect to build on this. There is also expected to be considerable interest from stakeholders.</p> <p>The initial target has been updated to reflect the outcome of consultation and feedback from the External Reference Group (ERG).</p>
<p><b>Patient membership</b></p>		
<p>Will there be a patients' constituency?</p>	<p>There will not be a separate Patient Constituency. Patient (and carers of patients) membership will be included within the public constituency.</p>	<p>In view of the substantial numbers of patients treated we would expect a reasonable proportion of patients and carers of patients within the public constituency. This was reviewed during the consultation process and remains as proposed.</p>
<p><b>Staff constituency</b></p>		
<p>Definition of the staff constituency</p>	<p>Individuals</p> <ul style="list-style-type: none"> <li>employed under a contract of employment by the Trust which has no fixed term or a fixed term of at least 12 months or who have been continuously employed by the Trust for at least 12 months</li> <li>who have exercised functions for the purposes of the Trust for at least 12 months</li> <li>who are honorary members of staff who are employed under contract of employment which has no fixed term or a fixed term of at least 12 months or who have been continuously employed by the Trust for at least 12 months</li> <li>who being members of the voluntary staff class have exercised functions for the purposes of the Trust for at least 12 months</li> </ul> <p>Members of other voluntary groups will be eligible for membership of the Public constituency.</p>	<p>Because of the complexity of the Trust services, it is important that the staff membership reflects the diversity of contractual relationships staff hold with the Trust.</p> <p>The Trust believes it is essential that the membership is representative of the body that actually delivers health care to the local population.</p> <p>Staff Membership is encouraged to ensure that the views of staff working in the front line are reflected in our plans for the future, thus facilitating the change management agenda that NHS Foundation Trust status will bring.</p>
<p>Plans for sub-division of the constituency</p>	<p>The staff constituency will be divided into 6 classes of individuals as follows:</p> <ul style="list-style-type: none"> <li>Administrative &amp; Clerical, Management and Hospital Chaplains staff class</li> </ul>	<p>It is felt important that potential staff members are able to influence the structure of the staff constituency and will therefore have greater</p>

	<ul style="list-style-type: none"> <li>• Nursing and Midwifery staff class</li> <li>• Medical and Dental staff class</li> <li>• Ancillary and Estates staff class</li> <li>• Health Professions Council staff class</li> <li>• Volunteers staff class (League of Friends, the Chaplaincy Volunteers, the WRVS (on site), the Community Advisory Panel or the Fleming Children's Trust (formerly known as Friends of the Fleming)</li> </ul>	<p>ownership.</p> <p>Classes of the staff constituency agreed following the consultation process.</p>
<p>Plans to maintain and grow the membership;</p>	<p>A Membership Steering Group has been established, Chaired by the Patient Services Director, which has prepared a Membership strategy. The Strategy is provided as a supporting document and outlines how we will ensure a reflective membership is developed.</p> <p>All current members of staff will be encouraged to become members. In addition any newly recruited members of staff will receive positive encouragement as part of their induction programme and with their appointment administration. Staff members will cease to be members of the staff constituency on leaving the Trust but may be eligible as members of the public constituency if they reside in our catchment area.</p> <p>Benefits of staff membership are envisaged as follows:</p> <ul style="list-style-type: none"> <li>• Receiving additional focused information about the Trust</li> <li>• Being consulted on Trust plans for future development</li> <li>• Ability to elect staff representative to the Members Council</li> <li>• Opportunity to stand for election to the Members Council</li> <li>• Ability to engage actively with the public membership enabling cross fertilisation of ideas and directly receiving information about how services might better meet public/patient needs</li> <li>• Enable a closer and more proactive relationship with the Trust Board, with greater understanding of the decision making process</li> </ul>	<p>It is important that a committed workforce has every opportunity to influence the delivery of services. The Trust has a strong ethos of staff involvement and participation across all groups and at all levels.</p>
<p>Expected minimum number of members in the staff constituency.</p>	<p>The minimum number of members in the staff constituency will be 1,750 (approximately 17.5% of staff), of which there will be no less than 50 members in each staff class with the exception of the Nursing and Midwifery Staff Class in which there will be no less than 100 members.</p> <p>Our Targets for Staff membership are as follows:</p> <ul style="list-style-type: none"> <li>• 1<sup>st</sup> April 2005 - 1750</li> <li>• 1st April 2006 - 2500</li> <li>• 1st April 2007 – 3500 (Approximately 35% of staff)</li> </ul>	<p>There is already a strong degree of ownership amongst staff of their service and the Trust. It is anticipated that this will have a significant impact in respect of the numbers of staff applying for membership.</p>

<p>Are there any plans to recruit staff members on an opt-out basis?</p>	<p>No</p>	<p>The Trust is not convinced that the “opt out” option will lead to greater ownership or involvement with the Trust and may alienate staff as a directive rather than a participative approach.</p>
<p><b>Disqualification for Membership</b></p>		
<p>Any exclusions that are to be applied for disqualification of membership.</p>	<p>Members will be disqualified if their circumstances change so as they would be disqualified under the general eligibility for joining above.</p>	<p>The Trust’s solicitors have confirmed that this conforms with legislative requirements</p>
<p><b>MEMBERS COUNCIL</b></p>		
<p>The size, composition of the Members Council</p>	<p>It is proposed that the Members Council will consist of:</p> <ul style="list-style-type: none"> <li>• Chair (who will act as Chair of the Members Council)</li> <li>• 22 Public Governors elected from the public membership - (9) from Newcastle upon Tyne, (10) from Northumberland, Tyne &amp; Wear Strategic Health Authority Area (excluding Newcastle) and (3) from County Durham &amp; Tees Valley Strategic Health Authority Area and Cumbria &amp; Lancashire Strategic Health Authority Area and beyond</li> <li>• 7 Staff Governors elected from each of the classes as follows: <ul style="list-style-type: none"> <li>(1) Medical and Dental staff class</li> <li>(2) Nursing and Midwifery staff class</li> <li>(1) Health Professions Council staff class</li> <li>(1) Administrative &amp; Clerical, Management and Hospital Chaplains staff class</li> <li>(1) Ancillary and Estates staff class</li> <li>(1) Volunteer staff class</li> </ul> </li> <li>• 11 Stakeholder Governors: <ul style="list-style-type: none"> <li>(3) representatives nominated by the Primary Care Trusts</li> <li>(1) representative nominated by Newcastle City Council</li> <li>(1) representative nominated by the University of Newcastle upon Tyne</li> <li>(6) from Partnership organisations - Northumbria University (1), Trust Patient and Public Involvement Forum (1), the Community Advisory Panel (1), North East Assembly (1), North East Chamber of Commerce (1) and Pentagon Partnership (Community and Voluntary Sector) (1)</li> </ul> </li> </ul>	<p>Newcastle has well established partnership links and excellent working relationships between the Local Authority, Primary Care Trust, voluntary sector and the public at large. The composition of the Members Council is a natural extension of this relationship and a reflection of the geographical catchment area and key stakeholders with whom the Trust is engaged.</p> <p>The number of Public Governors has been increased from 19 to 22 to increase the majority of Public Members.</p> <p>We will look for public Governors to reflect each of the existing 3 Health Localities in Newcastle.</p>

## Public Governors (Members Council)

The process to be followed for nominating Public Governors and details of the election process.

It is proposed that the Members Council will be elected from the whole public membership. A detailed election process will be established which will be open and fair, following these principles:

- All vacancies will be advertised to members of the relevant constituency
- Members will be able to nominate themselves
- Two seconders who are also members of the same constituency must support all nominations
- Prospective candidates will be asked to provide a supporting statement about why they wish to be a Governor
- Secret ballot.

These principles will apply to all Governors' elections. The terms of office for all Governors will generally be 3 years, which may be renewable up to a total of 9 years. In the first election differential periods of appointment for public governors will be served to ensure that not all public governors are eligible for re-election at the same time.

It is our aim to ensure that the Public Governors are reflective of the community as a whole, covering geographic distribution, age, gender, ethnicity and disability.

Circumstances in which people are not eligible to be Governors over the mandatory circumstances.

Circumstances in which people are not eligible to be Governors over the mandatory circumstances

- He/she has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body
- He/she is a person whose tenure of office as the chairman or as a member or director of a health service body has been terminated on the grounds that his appointment is not in the interests of the health service, for non attendance at meetings, or for non-disclosure of a pecuniary interest
- He/she is an Executive or Non-Executive Director of the Trust, or a Governor, Non-Executive Director, Chairman or Chief Executive or an employee of another NHS organisation
- He/she has had his/her name removed, by a direction under section 46 of the National Health Service Act 1977 from any list prepared under Part II of that Act, and have not subsequently had his/her name included in such a list
- He/she has been disqualified by the following regulatory bodies General Medical Council, Nursing and Midwifery Council, Health

We believe these to be reasonable grounds for non-eligibility and will ensure the recruitment of individuals with no conflict of interest.

- Professions Council, General Dental Council, General Optical Council, Royal Pharmaceutical Society of Great Britain, General Chiropractic Council, General Osteopathic Council
- He/she is incapable by reason of mental disorder, illness or injury of managing and administering my property and affairs
- He/she has had their name placed on registers of Schedule 1 offenders pursuant to the Sex Offenders Act 1977 and/or the Children and Young Persons Act 1933.

## Staff Governors

The process to be followed for nominating Staff Governors and details of the election process.

It is proposed that the Members Council will be elected from the whole staff membership. A detailed election process will be established which will be open and fair, following these principles:

The Trust wishes to ensure that the Staff Governors are representative of all staff groups.

- All vacancies will be advertised to members of the relevant class
- Members will be able to nominate themselves
- Two seconders who are also members of the same class within the constituency must support all nominations
- Prospective candidates will be asked to provide a supporting statement about why they wish to be a Governor
- Secret ballot

These principles will apply to all Governors' elections.

Circumstances in which staff are not eligible to be Governors over the mandatory circumstances.

- He/she has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a Health Service Body
- He/she is a person whose tenure of office as the chairman or as a member or director of a health service body has been terminated on the grounds that his appointment is not in the interests of the health service, for non attendance at meetings, or for non-disclosure of a pecuniary interest
- He/she is an Executive or Non-Executive Director of the Trust, or a Governor, Non-Executive Director, Chairman or Chief Executive or an employee of another NHS organisation
- He/she has had his/her name removed, by a direction under section 46 of the National Health Service Act 1977 from any list prepared under Part II of that Act, and have not subsequently had my name included in such a list
- He/she has been disqualified by the following regulatory bodies

It is noted that a member of staff may have been disqualified by a Regulatory body, but may still be employed within the Trust e.g. through redeployment.

General Medical Council, Nursing and Midwifery Council, Health Professions Council, General Dental Council, General Optical Council, Royal Pharmaceutical Society of Great Britain, General Chiropractic Council, General Osteopathic Council

- He/she is incapable by reason of mental disorder, illness or injury of managing and administering my property and affairs
- He/she has had their name placed on registers of Schedule 1 offenders pursuant to the Sex Offenders Act 1977 and/or the Children and Young Persons Act 1933

## Primary Care Trust Governors

PCT(s) that are eligible to appoint Governor(s) are selected and details of the appointment process;

It is proposed that the following be each invited to nominate 1 person:

- Newcastle PCT pursuant to a process agreed by the Trust and the PCT
- PCTs within Northumberland, Tyne & Wear Strategic Health Authority area excluding Newcastle PCT – initially 1 governor appointed by Gateshead PCT pursuant to a process agreed by the Trust and the PCT. At the end of the Term and the end of each subsequent 3 year term the Members Council shall be entitled to nominate any one of the PCT's within the Northumberland, Tyne and Wear Strategic Health Authority Area
- PCTs within County Durham & Tees Valley and Cumbria & Lancashire Strategic Health Authority areas – initially one governor appointed by Durham and Chester-le-street PCT pursuant to a process agreed between the Trust and the PCT. At the end of the Term and the end of each subsequent 3 year term the Members Council shall be entitled to nominate any one of the PCTs within the County Durham & Tees Valley Strategic Health Authority Area and the Cumbria and Lancashire Strategic Health Authority Area

As discussed above this reflects the Trust's geographical catchment area

## Local Authority Governors

LA(s) that are eligible to appoint governor(s) are selected and details of the appointment process;

It is proposed that Newcastle City Council will be invited to nominate a representative in accordance with a process agreed between that Local Authority and the Trust

Trust Services are predominantly based within Newcastle - our only formal Local Strategic Partnership relationship is with the Newcastle Partnership (LSP).

## University Governors

Where applicable, the University (ies) that are eligible to appoint Governor(s) are selected and details of the appointment process.

It is proposed that the Newcastle University be invited to nominate a representative.

The Northumbria University will be invited to nominate a Partnership Governor in accordance with a process agreed between then University and the Trust.

We have a formal relationship with these Universities through the Joint Research Executive

## Partnership Governors

Why those organisations were selected and the process for appointing them;

We have sought guidance through the consultation process on which organisations should be eligible for selection.

The partnership Governors are as defined above.

The Trust is keen to harness the voluntary sector and other local organisations.

It is important to integrate the Trust's formal structure of patient and public involvement into the governance arrangements with the inclusion of the Patient and Public Involvement Forum representative and Community Advisory Panel representative.

Following the Consultation process we approached representative bodies of the voluntary, business and regional staff organisations to become partnership governors.

Discussions will take place on how the partnership organisations would propose to nominate candidates for the Governor role. This will include their individual election proposals and feedback mechanism to the organisation.

## Terms of Office

Any cap on the total time served for each category of governor (whether elected or appointed) and for non-elected

It is proposed that Governors be elected for a period of 3 years, with the option of 2 further appointments making a maximum of 9 years.

In the first election differential periods of appointment for public governors

We believe this to be in line with current good practice.

Governors the term of office [before new or re-appointment.	<p>will be served to ensure that not all public governors are eligible for re-election at the same time.</p> <p>Each PCT Governor will serve for three years. At the end of the three years the Members Council shall be entitled to nominate any one of the PCTs within Northumberland, Tyne and Wear Strategic Health Authority Area listed in Annex 4 of the Constitution and within County Durham &amp; Tees Valley and Cumbria and Lancashire Strategic Health Authority area listed in Annex 4 of the Constitution.</p>	
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## Disqualification

The provisions for the removal of Governors that are intended to apply and any other additional reasons for exclusion	<p>Governors will be removed if their circumstances change so that they are ineligible under the general terms of eligibility of Governors</p> <p>In addition we would anticipate that the removal of Governors will be linked to either poor attendance, disciplinary reasons and/or conflicts of interest. Criteria for poor attendance is set out in the constitution.</p>	<p>In circumstance other than the general eligibility terms, the removal of Governors will require the agreement of 30 (75%) members of the Members Council at a general meeting.</p> <p>Poor attendance will be based on failure to attend at least half of the Board of Governor meetings in any financial year or absence from three consecutive meetings, unless the grounds for absence are deemed satisfactory by the Members Council.</p>
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## Vacancies

The process for handling vacancies in the Members Council	<p>Vacancies will be advertised to all members within the relevant constituency or class within a constituency. Voting will be by secret ballot.</p> <p>If there still remains a public majority, despite the vacancy, the post may remain vacant until the next formal cycle of elections – or until a number of vacancies stimulate an “extraordinary “ election e.g. no more than 3 Staff and 5 Public Governor vacancies would be acceptable</p> <p>Stakeholder members can be nominated at any time to replace vacancies</p>	The process of handling vacancies would be managed in away which enables good practice to be maintained, with a continuing majority of public Governors, but in such a way that it is administered in the most cost-effective manner.
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## Roles and Responsibilities of Governors

The process to appoint or remove the chair and other Non	The Chairman and Non-Executive Directors will be appointed by the Members Council.	We believe at a time of major organisational change a degree of continuity in terms of the
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<p>Executive Directors</p>	<p>The Chairman and Non Executive Directors can be removed by the Governors if 30 (75%) of the Governors agree at a general meeting.</p> <p>In the transitional arrangements the existing Chair will become the chair of the new NHS Foundation Trust. The 6 Non-Executive Directors of the Newcastle upon Tyne Hospitals Trust will become the Non-Executive Directors of the new NHS Foundation Trust Board of Directors. In the case of Non-Executive Directors these appointments will be subject to renewal in due course.</p>	<p>leadership of the organisation is essential.</p> <p>The existing Non Executive Directors will be offered the opportunity to continue in their current tenure of office to ensure continuity and will be eventually replaced by Non Executive Directors appointed by the Members Council.</p>
<p>The process to approve the appointment of the Chief Executive</p>	<p>In the transitional period the current Chief Executive will retain his post.</p> <p>Future appointments will be made by the Chairman and Non Executive Directors, subject to approval by a majority of the Members Council.</p>	<p>This is in line with current guidance.</p>
<p>The process to decide the remuneration and allowances of Non Executive Directors.</p>	<p>It is for the Members Council at a general meeting to decide the remuneration and allowances and other terms and conditions of office of Non Executive Directors.</p>	<p>We intend to continue to follow current guidance and good practice.</p>
<p>Details of the relationship between the Board of Directors and the Members Council.</p>	<p>Processes will be agreed between the Members Council and the Board of Directors to ensure a successful and constructive relationship based on informal and formal communication.</p> <p>Informal communication will include participation of Directors in the induction and training of Governors, discussions between Governors and members of the Board of Directors through the office of the Trust Secretary, and joint involvement in membership recruitment and at public events organised by the Trust.</p> <p>Formal communication between the Governors and the Board of Directors are anticipated to be made through the Chairman, for example specific issues raised at formal meetings of the Members Council. Responses to such issues would be made through the Chairman. In turn the Board of Directors will seek the views of the Board of Governors through the Chairman, for example, on future plans, and issues of strategic significance as well as to approve and adopt the Annual Accounts, Annual Report and</p>	<p>We believe there should be clarity between the roles of the Board of Directors and the Members Council and that whilst they should work to the common aim of ensuring the delivery of the best health care, their roles in contributing to this are distinct and complementary.</p> <p>Briefing material has been prepared for potential Governors which outlines the roles and responsibilities of the Governors. Pre nomination sessions will be held for all prospective Public Governors to ensure that they are clear about the prospective roles and responsibilities from the outset.</p> <p>This will be reinforced within the training</p>

Auditors Report.

At the invitation of the Members Council, the Executive Directors of the Board of Directors may attend the quarterly formal Members Council meetings and the full Board of Directors may attend a formal Members Council meeting annually.

programme which will be in place for Governors.

Any other provisions about the Members Council. This should outline details of how the Members Council intends to maintain a dialogue with the staff and public membership.

The Members Council will need support to do its job well and we will make sure that it is well organised and informed at all times.

The Members Council will set up formal mechanisms to communicate with Public and Staff Members as outlined below:.

- Establish mechanisms for meeting with and consulting with NHS Foundation Trust members
- Establish mechanisms for consulting with the members of the public or partner organisations they represent
- Establish a formal mechanism so that Members may receive reports from the Members Council and enable them to raise issues for consideration by the Members Council e.g. they may meet at a range of accessible locations at varying times of the day.
- Establish mechanisms for consulting members of the public & stakeholder partners

In addition the membership will need to be fully supported to understand how services are being provided, why decisions are being made and to know how they can influence things. We intend to put in place a wide range of communication and feedback mechanisms to make sure that not only are the members well informed but that we can benefit from their views.

The day to day administration of the membership will be supported by the Trust Secretary who will work in a complementary way with the Patient and Public Involvement Co-ordinator. This support will include:

- Registration of members of the Trust
- Registration of candidates for election
- The administration of elections
- Maintaining a register of members of the Members Council
- Maintaining a register of Board Members' interests

In addition the Trust Secretary will provide support to the Members Council,

We will use a wide variety of methods to communicate with our members. We will produce regular newsletters and other written communications and will use electronic communications such as web sites for those who choose to use them. Where appropriate public meetings on key service development issues, and public presentations, focus groups and questionnaires will be an important part of listening to the views of our members.

We recognise the need to provide an appropriate administrative infrastructure to support the Members Council.

	<p>which will include:</p> <ul style="list-style-type: none"> <li>• Preparation for and support to meetings</li> <li>• Training and personal development support to Governors</li> <li>• Record keeping</li> </ul>	
<h2>Expenses and Remuneration</h2>		
<p>Details on payment of travel and other expenses (but not remuneration) for Governors</p>	<p>It is not proposed to pay Governors, however, they will be entitled to receive reimbursement for out of pocket expenses such as travel costs, child care and carers fees.</p>	<p>These proposals are in line with current guidance and good practice.</p>
<h2>Meetings</h2>		
<p>Who will deputise in the Chair's absence at the Members Council</p>	<p>The Trust will appoint a Vice Chair from amongst the Non Executive members of the Board of Directors to act as Vice Chair for the Members Council.</p>	<p>This will ensure continuity and good governance.</p>
<p>Any special reasons as to why meetings of the Members Council would not, on an exceptional basis, be open to the public</p>	<p>The Trust proposes that all meetings of the Members Council would be held in public, with the exception of "special reasons" e.g. matters which need to remain private to protect patient confidentiality, to respect commercial confidence or other matters which should remain private in the wider public interest.</p>	<p>The ethos of public meetings is of paramount importance and is fundamental to good governance. We do recognise, however, that some business may need to be conducted in confidence.</p>
<p>The frequency of meetings of the Members Council</p>	<p>The Members Council will meet in public on four occasions each year, one of which will be the Annual General Meeting where the Members Council will receive copies of the annual report, annual accounts and Auditors Report.</p>	<p>This is in line with good practice and Department of Health recommendations.</p>
<p>The number of Governors by type that must be present at any meeting of the Members Council</p>	<p>The minimum number of Governors to be present at any meeting will be 20, of which 12 will be public governors, 4 staff Governors and 4 other Governors.</p>	<p>We believe a quorum of half to be appropriate to ensure business can be carried out and good governance maintained.</p>
<p>The wording of the declaration for Governors to give the particulars of their qualification to vote as a member of the</p>	<p>The wording to be used in the declaration for Public and Staff Governors only is included at Annex 6 of the Constitution.</p>	<p>We believe such a declaration will also demonstrate commitment to the Trust.</p>

Members Council and for members to vote or to stand for election as a Governor.		The legislation requires only Public Governors to provide such a declaration
<b>Conflicts of Interests of Governors</b>		
Details of how conflicts of interest should be handled.	<p>The Trust will ensure a Register of Interests is established in which a record of formal declarations of interest will be maintained. A standard agenda item for meetings of the Members Council will include a declaration of conflict of interest.</p> <p>Depending on the nature of the conflict of interest the Chairman, in line with standing orders, may ask the relevant Governor not to be present in any discussion of the matter and/or the Governor would not vote on the issue.</p>	<p>The Register will include details of all Directorships and other relevant and material interests which have been declared by the Governors.</p> <p>The standard agenda item will ensure that conflicts of interest will be clarified before any business is conducted.</p>
<b>Committees and Sub-Committees</b>		
Any other provisions about committees that may be set up to advise the Members Council.	Committees will be considered such as remuneration and membership.	This is in line with current guidance and good practice.

## BOARD OF DIRECTORS

The overall size and constitution of the Board of Directors including the numbers and roles of Non-Executive and Executive Directors;	<p>The Board of Directors will include the following:-</p> <ul style="list-style-type: none"> <li>• Chairman, who will also act as Chair of the Members Council</li> <li>• 6 Non Executive Directors (including one University representative and one representative of Newcastle City Council)</li> <li>• Chief Executive</li> <li>• Finance Director</li> <li>• Medical Director</li> <li>• Nursing and Patient Services Director</li> <li>• Business and Development Director</li> </ul> <p>The role of the Non Executive Director shall develop along similar lines to the current Non Executive Directors. This will ensure the highest standards of public integrity and equity are displayed at all times by the Board of Directors in line with the principles of Corporate Governance contained in the Higgs</p>	<p>We believe the Board structure, which is similar to the existing Trust Board, has clearly demonstrated both operational acumen and strategic capacity as demonstrated by our current status as one of the most successful acute Trusts in the country.</p> <p>However the role will change as outlined.</p>
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Report published in July 2003.

The new role is seen as increasingly complex in terms of the business expertise needed to manage a public benefit corporation. The Board of Directors, as a corporate entity, will be tasked with the day-to-day operational and strategic management of the Trust.

The Board of Directors will be primarily concerned with ensuring the financial viability of the organisation, assessing and managing business risk, holding financial and legal responsibility for the organisation. The Directors are the senior management of the organisation, with the final say on all matters, including finance, policy, employer responsibilities etc. They will be accountable for ensuring that the highest clinical standards are maintained.

The Board of Directors will be the body which is held to account for all the activities of the organisation, and is the group responsible for ensuring that the organisation operates properly and effectively.

They will:

- Set vision, values and priorities with the Members Council
- Provide strategic leadership and direction
- Develop strategies and plans for the future
- Have oversight of operational activity ensuring targets and objectives are set and achieved, and the highest clinical standards are met
- Have collective responsibility for control of monies
- Establish sub committees which will ensure that the Board of Directors effectively exercise their functions to ensure that objectives are met and that probity is maintained

As a Public Benefit Corporation the Board of Directors will need to ensure that they place appropriate emphasis on the role that the Trust plays strategically in the regeneration of Newcastle and the local North East economy, and its interface with the Universities.

Corporate and social responsibility will be part of the culture of the organisation, on the premise that effective environmental and employment policies, and business relationships based on respect will produce organisational benefits as well as positive impact on the local economy. It is expected that economic, social and environmental issues will feature on Board agendas and will be reflected in the Annual Report. They may give consideration to having a Board member with specific remit for social and

	<p>environmental issues.</p> <p>The Board of Directors will be supported by 9 Sub Committees</p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Remuneration and Terms of Service Committee</li> <li>• Clinical Governance and Quality Committee</li> <li>• Trust (Charitable Funds) Committee</li> <li>• Joint Research Executive</li> <li>• Supplies and Service Procurement Committee</li> <li>• NSR Implementation Group</li> <li>• Complaints and Incidents Panel</li> <li>• Risk Management Group</li> </ul>	
The eligibility criteria for Non-Executive Director posts.	<p>Following the transitional period, the Non Executive Directors will be appointed by the Members Council from the public membership, based on assessment against specific criteria as defined by the Trust and under a process of open competition.</p> <p>MPs are not eligible for appointment</p>	We believe this will ensure Non Executive Directors are appointed with the appropriate range of skills needed to manage a Public Benefit Corporation.
<b>Terms of Office</b>		
Terms of office for the Chair and Non Executive Directors.	<p>Following the transition period the Chairman and Non-Executive Directors hold office for a period in accordance with the terms and conditions of office decided by the Members Council. It is for the Members Council at a general meeting to decide the remuneration and allowances and other terms and conditions of office of Non-Executive Directors.</p>	This is in line with current guidance and good practice.
Terms and conditions of the Chief Executive and Executive Directors.	<p>The terms and conditions of the Chief Executive and Executive Directors will be decided by the Remuneration and Terms of Service Committee (Non-Executive Directors) in accordance with current arrangements.</p>	This is in line with good practice and current guidance. We will also be guided by the advice of the Independent Regulator.
<b>Disqualification</b>		
Any exclusions to the Board of Directors over and above the legal minimum.	<p>Exclusions over and above the legal minimum include:</p> <ul style="list-style-type: none"> <li>• in the case of a Non-Executive Director, he no longer satisfies paragraph 8.3 of the constitution</li> <li>• he is a person whose tenure of office as a chairman or as a member</li> </ul>	

- or director of a health service body has been terminated on the grounds that his appointment is not in the interests of public service, for non attendance at meetings, or for non-disclosure of a pecuniary interest
- he has had his name removed, by a direction under section 46 of the 1977 Act from any list prepared under Part II of that Act, and has not subsequently had his name included on such a list
- he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body
- he is disqualified under the Company Directors Disqualification Act 1986
- he has not, upon appointment, delivered a statement agreeing to be bound by the Trust's Code of Conduct for Directors

## Roles and Responsibilities

The process for a committee of Non Executive Directors to monitor, review and carry out other audit committee functions. Proposals for the Audit Committee's function are also required.

It is proposed to establish an Audit Committee of Non Executive Directors with Terms of Reference based on "best practice" as set out in the Cadbury Committee Report.

This is in line with current guidance and good practice.

The process for the Non Executive Directors to appoint or remove the Chief Executive and for the Committee of Chief Executive, Chair and Non Executive Directors to appoint or remove other Executive Directors.

The Chief Executive will be appointed by the Chairman and Non Executive Directors subject to the approval of the Members Council at a general meeting.

This is mandatory according to the DOH source book.

Appointment and removal of the Executive Directors will be by a Panel consisting of the Chairman, Chief Executive and the other Non-Executive Directors. The process for appeal will be set out in Standing Orders

The process for a committee of Non Executive Directors to decide remuneration and allowances for Executive

The Trust will establish a Remuneration Committee of Non Executive Directors which will set the terms and conditions for the Executive Directors.

This is in line with current guidance and good practice.

Directors and (if relevant) the provisions on remuneration and allowances that might be set out in the constitution, pending appointment of such a committee.		
The process for the Directors to have regard to the views of the Members Council on the Trust's forward planning	It is proposed to seek the views of the Members Council on both service and capital plans via the annual business planning process. The Trust will make formal presentations on significant strategic developments as well as regular Chairman/Chief Executive briefings to the Members Council.	We believe it is essential for there to be ongoing dialogue with the Members Council to ensure they are able to influence service/capital developments.
The process for the Board of Directors to present to the Members Council at a general meeting the annual accounts, any report of the auditor on them, and the annual report.	It is proposed that at one of the public meetings of the Members Council the Chairman/Chief Executive and Executive Directors will formally present for consideration the Annual Report, Annual Accounts and Auditors Reports.	We believe this is in line with current guidance and good practice.

## Meetings of the Board of Directors

Details of how meetings should take place including when meetings should take place in public or private.	The Board of Directors will meet on a monthly basis with the exception of August in which there will be no meeting. These meetings will be widely advertised and held in public, however representatives of the press and other members of the public will be excluded from the confidential part of the meeting due to the nature of the business to be transacted. This would include any items upon which publicity would be prejudicial to the public interest - Public Bodies (Admission to Meetings) Act 1960	We believe this is in line with current guidance and good practice.
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## Conflicts of Interests of Directors

Details of how conflicts of interest should be handled.	<p>The Trust will maintain a Register of Interests to record formally declarations of interests of Directors which will include all directorships, ownership of private companies, business or consultancies likely, or possibly seeking, to do business with the NHS, shareholding, positions of authority in a charitable or voluntary agency with interests in the health and social care field.</p> <p>Depending on the nature of the conflict of interest the Chairman, in line with standing orders, may ask the relevant Director not to be present in any</p>	This is in line with current guidance and good practice and the process of which will be defined within the standing orders.
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discussion of the matter and/or the Director would not vote on the issue.

## REGISTERS

How the Register of Members will be maintained including admission to, and removal from, Register.

All members will be admitted to the Register, which will be updated as recruitment increases. The register is currently being maintained in-house the position of which will be reviewed as the membership increases with a view to maintenance by an external agency.

It is essential to maintain an accurate membership register in the most cost effective way.

How the Register of Members of the Members Council will be maintained including admission to, and removal from, Register.

All Governors will be admitted to the Register following election. The register will be maintained in-house by the Trust Secretary.

A robust system needs to be in place which is publicly available.

How the Register of Members of the Board of Directors will be maintained including admission to, and removal from, Register.

All Directors will be admitted to the Register following appointment. The Register will be maintained by the Trust Secretary who manages the Membership function and would be reviewed annually.

A robust system needs to be in place which is publicly available.

How the Register of Members of the Board of Directors' interests will be maintained including admission to, and removal from, Register.

Declarations of interests will be maintained in line with the current systems.

## PUBLIC DOCUMENTS

How they will make provision to provide the public the documents set out in the Act and the charges that will apply {NB regulations may prescribe circumstances in which there is not to be public access to the Register

Under the Freedom of Information Act a Register of Public Documents has been established and made available on the Trust's website. The register will be expanded to ensure required documents are available.

This will be maintained in line with Freedom of Information requirements

In addition, the Board of Directors will provide the following to external bodies as required (including the Independent Regulator, CHAI and the Audit Commission):

- A copy of the current Constitution

- A copy of the current authorisation
- A copy of the latest Annual Accounts and of any report of the Auditors on them
- A copy of the latest Annual Report
- A copy of any notice given under section 23 (failing NHS Foundation Trusts)
- A list of the Members of the Members Council
- A list of the Directors

## AUDITORS

Details of the auditors appointment and roles and responsibilities.

The auditor will be appointed or removed at a general meeting of the Members Council.

In line with Department of Health Source Book

The Auditors carry out their duties in accordance with Schedule 5 of the Health and Social Care (Community Health and Standards) 2003 Act and in accordance with any directions given by the Independent Regulator on standards, procedures and techniques.

In line with current good practice

## ACCOUNTS

Details of process to make the accounts available.

A financial statement will be made available on a monthly basis to the Board of Directors.

This is in line with good practice

Annual Accounts will be made available as part of the Trust's presentation at the Members Council Annual General Meeting

## ANNUAL REPORTS AND FORWARD PLANS

Details of process to make the annual report and forward plans available.

Annual Report will be made available as part of the Trust's presentation at Members Council Annual General Meeting.

This is in line with current guidance and good practice.

Forward plans will be considered with the Members Council at general meetings as part of the business planning process.

## INDEMNITY

Details of any indemnity clause.

The indemnity arrangements currently in place for members of the Trust Board will be maintained.

This is in line with current guidance and good practice.

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

## DISPUTE RESOLUTION PROCEDURES

Detail of any dispute resolution procedures in the constitution. e.g. Issues related to the constitution or other disputes such as contract.

Appropriate dispute resolution procedures with employees, contractors and members will be established. These will be approved by the Members Council.

Unresolved disputes will be submitted to an arbitrator agreed by the parties or in the absence of agreement to be nominated by the Independent Regulator. The arbitrator's decision will be binding and conclusive on all parties.

## AMENDING THE CONSTITUTION

Details of the procedure for amending the constitution.

We shall seek to introduce a mechanism whereby the constitution is reviewed at least annually. In addition, the mechanism will need to allow ad hoc reviews as circumstances, in particular external factors, develop.

Amendments to the constitution will be agreed with the Independent Regulator.

We believe the constitution must be a dynamic and living entity and for that reason regular reviews are essential to ensure we can as an organisation respond to our environment.

## THE NEWCASTLE UPON TYNE HOSPITALS NHS TRUST

**MEMBERSHIP TARGETS AND GOVERNORS**

	Membership Targets			Governors
	By 1.4.05	By 1.4.06	By 1.4.07	
<b>PUBLIC CONSTITUENCIES</b>				
Newcastle upon Tyne	2045	3068	4090	9
Northumberland, Tyne and Wear Strategic Health Authority Area (excluding Newcastle)	2273	3410	4546	10
County Durham & Tees Valley Strategic Health Authority are, Cumbria & Lancashire Strategic Health Authority area and beyond	682	1022	1364	3
<b>TOTAL</b>				<b>22</b>
<b>TARGETS</b>	<b>5000</b>	<b>7500</b>	<b>10000</b>	

	Membership Targets			Governors
	By 1.4.05	By 1.4.06	By 1.4.07	
<b>STAFF CONSTITUENCY</b>				
Administrative & Clerical, Management and Hospital Chaplains	276	394	552	1
Nursing and Midwifery	671	959	1342	2
Medical and Dental	212	303	424	1
Ancillary and Estates	205	293	410	1
Health Professions Council staff	301	431	602	1
Volunteers	85	120	170	1
<b>TOTAL</b>				<b>7</b>
<b>TARGET</b>	<b>1750</b>	<b>2500</b>	<b>3500</b>	

				Governors
<b>NOMINATED GOVERNORS</b>				
Primary Care Trusts	N/A	N/A	N/A	3
University of Newcastle upon Tyne	N/A	N/A	N/A	1
Northumbria University	N/A	N/A	N/A	1
Newcastle City Council	N/A	N/A	N/A	1
North East Assembly	N/A	N/A	N/A	1
North East Chamber of Commerce	N/A	N/A	N/A	1
Pentagon Partnership	N/A	N/A	N/A	1
Patient & Public Involvement Forum	N/A	N/A	N/A	1
Trust Community Advisory Panel	N/A	N/A	N/A	1
				<b>11</b>
<b>OVERALL TOTAL</b>				<b>40</b>
<b>TARGETS</b>	<b>6750</b>	<b>10000</b>	<b>13500</b>	

THE NEWCASTLE UPON TYNE HOSPITALS NHS TRUST

**BRIEFING FOR POTENTIAL GOVERNORS**

**INTRODUCTION**

All members of the Members Council will need to have personal skills and attributes as well as the particular knowledge, expertise, perspectives and interests that specific individual members of the Members Council will bring.

This paper sets out the roles and responsibilities of Governors and the personal attributes, which The Newcastle upon Tyne Hospitals NHS Foundation Trust would wish its Governors to have. This includes the generic knowledge and skills which the Trust will support all Governors to develop and the specific skills against which the Trust wishes the various organisations specified to nominate governors.

As further background general information about membership is attached at appendix 1.

**ROLES AND RESPONSIBILITIES OF GOVERNORS WITHIN THE MEMBERS COUNCIL**

The Members Council will:

- Oversee and advise the Board of Directors regarding future Trust plans and priorities
- Approve the Annual Report & Accounts and appoint the Auditor
- Appoint the Chair and Non-Executive Directors
- Ratify the appointment of the Chief Executive and Executive Directors
- Hold the Board of Directors to account for the Trust's overall performance
- Ensure continued success of the organisation through overseeing of effective management, partnership working and maintenance of NHS values and principles
- Ensure that the Trust operates in accordance with the terms of authorisation and will also act in a Trustee role for the welfare of the organisation as a vehicle for influencing change and developments
- Oversee the development of the Trust as an effective social enterprise through focus on the wider public interest and promoting social cohesion in ensuring that the Members Council reflects all the interests of the membership community
- Establish mechanisms for consulting members of the public & stakeholder partners
- Play an inward role in raising issues of public/patient / stakeholder interest
- Instigate or be involved in review of a specific issue, or be involved in further development of a particular strategy through specific working groups
- Play an outward facing role in developing networks for sharing the plans of the Trust, and engaging the wider public and community in the Trust's activities and services
- Play an ambassadorial role representing the Trust to their respective communities and organisations and vice versa
- Provide an effective interface with the Patient and Public Involvement Forum and the Trust's existing Community Advisory Panel
- They may take on some of the roles currently undertaken by Non Executive Directors e.g. as champions of a range of clinical services and in a 'visiting' role

## **ATTRIBUTES OF GOVERNORS**

All Governors will be expected to demonstrate a real and enduring interest in the future planning and success of the Trust through active engagement. They will be required to uphold NHS values and principles and act in accordance with the Trusts code of conduct. They will act with integrity and demonstrate high ethical standards in their decision-making and behaviour. They will listen sensitively to the views of others and seek to represent their constituency whenever possible. Ideally they will have strong analytical skills, sound judgement, strong interpersonal skills and a willingness to challenge, question and probe, although the Trust recognises these skills can be developed over time and as confidence is built.

All Governors will need to be able to express opinions, prioritise and gain the trust and respect of fellow Governors and Directors.

In terms of knowledge, all Governors will be expected to have or to develop a good understanding of their corporate responsibilities, the NHS Foundation Trust and the environment in which it operates both locally and nationally. They will therefore be expected to respond positively to development and training opportunities and seek to continually update their knowledge and skills to ensure their contribution to the Members Council remains informed and relevant.

All Governors will be required to sign up to the NHS Core Principles and to The Newcastle upon Tyne NHS Foundation Trust Code of Conduct before they can sign up to their position on the Members Council. These are attached as appendices.

## **NOMINATED GOVERNORS**

Various organisations named within our governance arrangements will be invited to nominate individuals to be appointed as nominated Governors to serve on the Members Council. These individuals will be appointed to bring specific skills; knowledge, expertise, perspectives or networks to the Members Council, which the NHS Foundation Trust believes will be key to securing the success of the Trust in the future, and enriching its strategic decision-making.

The Trust's proposals for these individuals are as follows:

### **Primary Care Trusts**

The Trust would wish to have three Governors appointed by Primary Care Trusts as follows:

- One from Newcastle PCT
- One from PCTs within Northumberland, Tyne & Wear Strategic Health Authority area excluding Newcastle PCT
- One from PCTs within County Durham & Tees Valley SHA and Cumbria & Lancashire SHA areas

Those nominated should have credibility across all PCTs to whom the Trust provides services.

The particular expertise profile, which the Trust would be seeking between the three PCT Governors would be:

- A senior strategic perspective of the commissioning and provider role of the PCTs

- Clinical leaders, across a range of professions, with knowledge and understanding of and influence over primary and intermediate care provision
- A clear understanding of the need for alignment between strategies across the health & social care community
- A good comprehension of the complexities of implementing service redesign and alternative service provision
- Good networks with all PCTs
- A clear understanding of tertiary services and their importance to The Newcastle upon Tyne Hospitals NHS Trust
- Networks/linkages into commissioning for national services

### **Newcastle City Council**

The Trust would wish to have a Governor nominated who

- Has credibility with the elected membership of the City Council
- Has a good understanding of the complex inter-relationships between agencies across the City of Newcastle and the North East
- Has good understanding of the wider determinants of health and wellbeing and action that can be taken to improve health overall, to reduce health inequalities and improve access to hospital services.

### **Universities**

The Trust would wish to have a Governor nominated from each of the University of Newcastle upon Tyne and Northumbria University who

- Have a top level strategic perspective of the role of the Universities and the inter-dependency of the Trust in this respect
- Have the ability to create and capitalise on opportunities of mutual benefit
- Have strong networks, influence and credibility across the Universities
- Good strategic grasp of key issues relating to education, under & postgraduate teaching and research across a number of professions with particular regard to how these affect a university hospital
- Good understanding of the implications for education to enable workforce modernisation to deliver clinical and service strategies
- Ability to recognise the synergy between University and Trust strategies and to spot opportunities of mutual benefit

## **North East Assembly**

The Trust would wish to have an individual nominated by the North East Assembly and who would have:

- Excellent networks and links into all the various communities and interests which affect and reflect the people who live and work across the North East
- Good understanding of social and economic regeneration issues within Newcastle and the North East and the impact of those on provision of health services and the role of the Trust
- The ability to spot opportunities and act as a catalyst for innovation

## **North East Chamber of Commerce**

The Trust would wish to have an individual nominated by the North East Chamber of Commerce who would have:

- Excellent networks with business organisations
- Good understanding of social and economic regeneration issues within Newcastle and the North East and the impact of those on provision of health services and the role of the Trust
- Understanding of good corporate governance and best practice
- The ability to act as a catalyst for innovation in our relationship with business organisations across Newcastle and the North East

## **Community and Voluntary Sector (Pentagon Partnership)**

The Trust would wish to have an individual nominated by the Community and Voluntary Sector who would have

- A good understanding of, and networks into, the broad range of voluntary sector organisations within Newcastle and the North East
- Credibility within the voluntary sector across provider, support and community engagement organisations
- Ability to act as a catalyst for the development of partnerships and involvement with the Community and Voluntary Sector maximising their role in the innovative development of services

## **Patient and Public Involvement Forum (CPPIH)**

The Trust would wish to have an individual nominated from the Patient and Public Involvement Forum who would have

- A good understanding of, and networks into, the broad range of patient and public involvement processes

- Credibility with other Patient and Public Involvement Forums in the North East and the ability to reflect their views and interests
- Ability to contribute patient and public views in relation to delivery and planning of services, including the views of non-members

### **Community Advisory Panel**

The Trust would wish to have an individual nominated from the Community Advisory Panel who would have:

- A good understanding of, and networks into, the broad range of patient and public involvement processes
- Credibility with other members of the Community Advisory Panel and the ability to reflect their views and interests
- Ability to contribute patient and public views in relation to delivery and planning of services, including the views of non-members

### **GENERAL ISSUES**

The nominated Governors will have particular responsibility to ensure that the inter-relationship between their various organisations are working to optimum benefit of all parties.

Specifically, they will seek to ensure that the strategies and plans of the NHS Foundation Trust fully take into account

- The need to jointly assess the need for secondary and specialised services in the Newcastle and North Eastern health and social care community
- The mutual dependence amongst the organisations in delivering services in a complex economic and social infrastructure
- The need for the Trust to base its strategies and plans within the strategic framework which all partners are collectively and actively supporting
- The need for the Trust to operate in a number of health economies in which partners are involved to a greater or lesser extent which will call on each to acknowledge the over-arching responsibility to the Trust to meet the needs of all in an equitable way

## (Appendix 1)

### MEMBERSHIP

Membership of the NHS Foundation Trust will mean that local people and those using our services can turn the very real affinity they have with their hospitals to tangible involvement.

Local communities, patients and staff will join with the Trust in deciding how we will work to improve services and enhance the experience of our patients and we will be more readily able to respond to local need.

Four membership constituencies are proposed - three public membership constituencies and one staff membership constituency.

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#### **The Difference Having a Membership Will Make to the Trust**

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- Build upon already active and positive patient and public involvement strategy allowing greater access to more representative and diverse patient and public database
- The membership will provide a significant resource with a range of backgrounds and with specific interests, offering a wider range of views about the future of health care both in the immediate locality and further afield
- Scrutiny – local interest in and focus on Trust activities (previous bad or good experience)
- Feedback – active user groups are eager for the Trust to learn from their experiences
- Staff membership is welcomed to ensure that the views of staff working in the front line are reflected in our plans for the future, facilitating the change management agenda that NHS Foundation Trust status will bring

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#### **Benefits of Membership to Staff**

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- Receiving more focused information about the Trust
- Being consulted on Trust plans for future development
- Ability to elect staff representatives to the Members Council
- Ability to stand for election to the Members Council
- Ability to engage actively with the public membership enabling cross fertilisation of ideas and directly receiving information about how services might better meet public/patient needs
- Enable a closer and more proactive relationship with the Trust Board, with greater understanding of the decision making process

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#### **Benefits of Membership for Patients**

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- To receive focused information about developments and services
- To have the opportunity to contribute ideas and suggestions and provide feedback on patient experience
- For client groups to be involved in a sustained way, year on year, in improving services, rather than on an ad hoc basis
- Ability to elect public representative to the Members Council
- Ability to stand for election to the Members Council
- Be able to educate staff in the needs of patients
- Enable more informed choice
- Obtain a greater understanding of Trust services and be reassured about quality of care should they require use of services

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### **Benefits of Membership for the Public**

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- To receive focused information about developments and services
- To have the opportunity to contribute ideas and suggestions
- Ability to elect public representative to the Members Council
- Ability to stand for election to the Members Council
- Obtain a greater understanding of Trust services and be reassured about quality of care should they require use of services
- Develop a bond with the Trust – become '*part of it*'
- Gain more information about NHS policy context and the opportunities that presents e.g. in treatment choices
- To bring influence to bear on the Trust in terms of civic issues such as the Trust's role in the local and regional economy, environmental issues, and visual impact of Trust building developments within the City
- To gain an understanding of the important role of education and training of young healthcare workers, as well as prosecuting patient orientated research
- To greater understand the role of the Trust in terms of local and regional regeneration e.g. the role of Teaching and Research with the University in ultimately improving quality of life

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### **Benefits of Membership for the Trust**

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- Clear demonstration of active patient, carer and public involvement and accountability
- Provides process for delivering requirements under Section 11 of the Health and Social Care Act (2001)
- Providing the opportunity to harness the views of the Membership in developing priority issues, and acting as advocates in taking those forward
- Validates strategic direction and priorities
- Advocacy in the community – members being advocates of services
- Social ownership by the community

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### **Securing and Maintaining a Diverse Representation Across the Membership**

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A Membership Steering Group has been established, Chaired by the Patient Services Director, which has prepared a Membership strategy.

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### **Identification and Representation of Interests of Non-Members**

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The Members Council will have a key role to play in making their presence known so that non-members know who they are and how to contact them to raise issues for consideration. The Trust will need to provide support to them in so doing e.g. through the web site and through media coverage, and potentially arranging drop-in sessions.

THE NEWCASTLE UPON TYNE HOSPITALS NHS TRUST

**CODE OF CONDUCT FOR NHS FOUNDATION TRUST GOVERNORS**

As an NHS Foundation Trust Governor, I will observe the following principles:

I will commit to and actively support the NHS Foundation Trust's vision and aims. I will therefore seek at all times to support the NHS Foundation Trust in its aims and guiding principles and ensure its needs and interests are foremost in decision making:

- Promote equity in health care and in collaboration with other organisations be responsive to the needs and wishes of patients and their relatives
- To be accessible and user friendly and to ensure that patients continue to receive supportive and personalised care
- Enable staff to deliver a high quality service to patients recognise the commitment of staff and endeavour to develop and reward them appropriately
- Maintain and enhance our reputation as a centre of excellence in the fields of teaching, training and research and to further consolidate our relationships with the two local Universities and other relevant organisations
- Secure appropriate resources within which we will seek to operate effectively and efficiently to ensure value for money
- Address the organisational and communication challenges posed within a large, technically complex and diverse organisation
- Develop the existing strong patterns of team work and shared purpose, and use these as a foundation for further co-operation in the changing patterns of health care delivery
- Ensure that the benefits of developments, advances and innovations in health care continue to be made available to patients and shared with other service providers

In undertaking the role of Governor of this NHS Foundation Trust:

- I note The Newcastle upon Tyne Hospitals NHS Trust is an apolitical organisation
- If I am a member of any trade's union, political party or other organisation, I recognise that should I be elected, I will not be representing those organisations (or the views of those organisations) but will be representing the constituency (public or staff) that elected me
- I will be honest and act with integrity and probity at all times
- I will respect and treat with dignity and fairness, the public, patients, relatives, carers, NHS staff and partners in other agencies

- I will seek to ensure that my fellow Governors are valued as colleagues and that judgements about colleagues are consistent, fair and unbiased and are properly founded;
- I will accept responsibility for my own actions
- I will show my commitment to working as a team member by working with all my colleagues in the NHS and the wider community
- I will seek to ensure that the membership of the constituency I represent are properly informed and are able to influence services
- I will seek to ensure that no one is unlawfully discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social and economic status or national origin
- I will, at all times, comply with the Standing Orders and Standing Financial Instructions of the NHS Foundation Trust
- I will not make, permit or knowingly allow to be made, any untrue or misleading statement relating to my own duties or the functions of the NHS Foundation Trust
- I will seek to ensure that the best interests of the public and patients/clients are upheld in decision-making and that decisions are not improperly influenced by gifts or inducements
- I will support and assist the Accountable Officer of my NHS Foundation Trust in his responsibility to answer to the Regulator, Commissioners and the Public in terms of fully and faithfully declaring and explaining the use of resources and the performance of the local NHS in putting national policy into practice and delivering targets
- I will uphold the seven principles of public life as detailed by the Nolan Committee (Annex 1)

Name: .....

Signature: .....

Date: .....

## **Annex 1 - The Seven Principles of Public Life (Nolan)**

### **Selflessness**

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

### **Integrity**

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

### **Objectivity**

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

### **Accountability**

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

### **Openness**

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

### **Honesty**

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

### **Leadership**

Holders of public office should promote and support these principles by leadership and example.

**These principles apply to all aspects of public life. The Nolan Committee has set them out here for the benefit of all who serve the public in any way.**

### PRACTICE AND PROCEDURE FOR MEETINGS

In accordance with paragraph 7.17.5 of the constitution the Members Council must adopt standing orders for the regulation of their procedure in accordance with the minimum terms set out in this annex.

The standing orders for the Members Council must provide for

- 1 A minimum notice period for meetings and the agenda and supporting papers of not less than 2 clear days
- 2 Provision for the conduct of meetings including:-
  - 2.1 Notices of motion, petitions, the withdrawal of motions and motions to rescind resolutions including any special rules relating to motions under paragraph 7.12 (Disqualification of Governors) save that provision may be made to cover the position where there is a vacancy in the public Governors
  - 2.2 Voting, which may not provide for voting otherwise than on the basis of one vote for each Governor apart from the Chairman of the meeting
  - 2.3 Provision for proxies who must be Governors in their own right
  - 2.4 Chairing the meeting in the absence of the Chairman
  - 2.5 Powers of the Chairman to determine the conduct of the meeting
  - 2.6 Circumstances where persons other than Governors may be allowed to speak at meetings
  - 2.7 Quorum, which must provide for there to be a majority of public members at any meeting
- 3 Provision for a record of attendance and the requirement for minutes of the meetings to be kept
- 4 Provision for the approval of decisions without meetings where all governors have been notified of the proposal and a majority of those eligible to vote have approved the resolution in writing within not less than 4 days
- 5 Provision for the establishment of committees, sub-committees and working groups
- 6 Provision for the delivery to the Secretary at or immediately before the commencement of the meeting of a declaration in the form included in Annex 6

**THE NEWCASTLE UPON TYNE HOSPITALS NHS TRUST****JOB DESCRIPTION**

<b>Job Title:</b>	Trust Secretary
<b>Salary Range:</b>	Circa £65,000
<b>Reports to:</b>	Chairman and the Chief Executive
<b>Job Summary:</b>	The Trust Secretary will advise the Board and Members' Council on governance issues and act as Secretary to these bodies and be responsible for ensuring that the Trust complies with relevant legal, constitutional and regulatory requirements associated with NHS Foundation Trust status including its Terms of Authorisation. Reporting arrangements in respect of the Chairman and Chief Executive will distinguish between those duties that concern the whole Board and non-core duties.

The Secretary will also directly manage the membership functions of the Trust.

**Main Responsibilities:**

1. **Corporate Affairs**
  - 1.1 Ensure that arrangements are in place for the safe custody and application of the Trust's seal.
  - 1.2 Provide senior level support to the Chairman and Chief Executive to ensure smooth running of the Trust's affairs.
  - 1.3 Maintain systems to ensure that all Trust policies and strategies are up to date and reviewed at appropriate intervals.
  - 1.4 Put in place processes to allow the Board of Directors to review and update those strategies and policies reserved for its determination.
  - 1.5 To undertake the role of Trust external communication contact and to disseminate information received to the appropriate Trust offices.
  - 1.6 To support the Chief Executive in developing effective media relations including editorial lead for the Trust external web-site.
  - 1.7 To ensure that arrangements are in place for access to a comprehensive external legal service and to manage the Trusts internal legal services function.
  - 1.8 To ensure that arrangements are in place for the effective administration of the Trust tendering process.

## 2. **Corporate Governance**

- 2.1 Keep under review all corporate governance arrangements to ensure the Board of Directors are properly briefed on these matters, and have regard to them when making decisions and to participate as a member of the Trusts Audit Committee.
- 2.2 Support the Board and its sub-Committees in preparing for signing-off the Statement of Internal Control, and co-ordinate work on controls assurance for governance, risk management, including monitoring and reporting the Trusts assurance framework, and financial management.

## 3. **Support for Meetings of the Board of Directors and sub-committees, meetings of members, Members Council.**

- 3.1 Provide high-level secretariat and administrative support to the Chair and Chief Executive to plan agendas, prepare reports, supporting papers and minutes.
- 3.2 Ensure agendas and meetings are organised and run in accordance with the Constitution, and provide advice on the Conduct of Meetings.
- 3.3 Ensure sub-Committees of the Board of Directors are properly constituted, with clear terms of reference and are quorate.
- 3.4 Maintain and review Standing Orders and the Scheme of Delegation.
- 3.5 To identify the induction, training and development needs of the Members' Council and Board of Directors and liaise with the Personnel Department in respect of delivery of training.
- 3.6 In conjunction with the Chairman and Chief Executive, establish arrangements to review effectiveness of the Board of Directors and Members' Council, including appraisal of individual Directors and members and to ensure that Governors receive appropriate support to assist with the discharge of their duties.
- 3.7 Ensure that arrangements are in place for the selection of the Chairman and non-Executive Directors and for their appointment by the Members' Council.
- 3.8 To ensure that effective arrangements are in place for the Board of Directors and Members' Council to communicate with members.

## 4. **Managing and Developing Membership and Elections**

- 4.1 Maintain a register of eligible Foundation Trust members and their constituency, a register of the Governors of the Member's Council and a register of the interests of Governors and Directors.
- 4.2 Support the Members' Council in reviewing the Membership Development Strategy.
- 4.3 Co-ordinate communications with members, in liaison with the communications team.
- 4.4 Set in place and administer election processes for public and staff representatives of the Members' Council.

4.4 Communicate with stakeholder and partner organisations to secure appropriate nominated Governors on the Members' Council.

5. **Liaison with the Independent Regulator and Other Statutory Bodies**

5.1 Ensure that all registers required by the constitution or related legislation are established and maintained.

5.2 Ensure all appropriate reports, accounts and forward plans are submitted on time to the relevant bodies and are available for public inspection.

5.3 Act as the key point of contact between the Board of Directors, Members' Council and the Independent Regulator.

6. **Other Duties**

Following consultation the postholder may be required to undertake duties not referred to within this job description that are nonetheless consistent with the nature of duties described.

October 2004