

# SFT Council of Governors (Public)

Wed 11 March 2026, 16:00 - 18:00

Pinewood Education Centre, Stepping Hill Hospital



Stockport  
NHS Foundation Trust

## Agenda

### 16:00 - 16:00 **1. Welcome & Opening Remarks**

0 min

Information David Wakefield

### 16:00 - 16:00 **2. Apologies for Absence**

0 min

Information David Wakefield

### 16:00 - 16:00 **3. Declarations of Interests**

0 min

Information All

### 16:00 - 16:05 **4. Minutes of Previous Meeting held on 10 December 2025 (paper)**

5 min

Decision David Wakefield

04 - Draft SFT Public CoG Meeting Minutes - 10 December 2025.pdf (7 pages)

### 16:05 - 16:05 **5. Action Log (paper)**

0 min

Information David Wakefield

05 - SFT CoG Action Log - 11 March 2026.pdf (3 pages)

### 16:05 - 16:20 **6. Joint Chair's Report (paper)**

15 min

Discussion David Wakefield

06 - Joint Chair's Report - 11 March 2026.pdf (4 pages)

## PERFORMANCE

### 16:20 - 16:45 **7. Non-Executive Directors Report - including highlights from Board Committees (paper)**

25 min

Discussion Non-Executive Directors - Board Committee Chairs

- 07 - Non-Executive Directors Highlight Report - 11 March 2026.pdf (2 pages)
- 07a - Finance & Performance Committee AAA Report - Jan 2026.pdf (3 pages)
- 07b - People Performance Committee AAA Report - Jan 2026.pdf (2 pages)
- 07c - Quality Committee AAA Report - January 2026.pdf (3 pages)

## STRATEGY

### 16:45 - 17:05 **8. Joint Organisational Strategy Update**

20 min

Discussion Paul Buckley

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## MEMBERSHIP & ENGAGEMENT

### 17:05 - 17:15 **9. Membership Development Group Report (paper)**

10 min

*Discussion*          *Howard Austin*

 09 - Membership Development Group Report - 11 March 2026.pdf (7 pages)

## GOVERNANCE

### 17:15 - 17:20 **10. Stockport NHS Trust (SFT) and Tameside & Glossop Integrated Care NHS Foundation Trust (TG ICFT) Joint Corporate Governance Model Update including Trust Constitution Approval (paper)**

5 min

*Decision*          *David Wakefield*

 10 - Joint Corporate Governance Update & Trust Constitution Approval.pdf (4 pages)

 10a - DRAFT Stockport NHS FT Constitution - March 2026.pdf (103 pages)

### 17:20 - 17:30 **11. Council of Governors Arrangements 2026-27 (paper)**

10 min

*Discussion*          *David Wakefield*

 11 - Council of Governors Arrangements 2026-27 - 11 March 2026.pdf (4 pages)

### 17:30 - 17:35 **12. Approval of Appraisal Process - Non-Executive Directors and Joint Chair (paper)**

5 min

*Decision*          *David Wakefield*

 12 - Appraisal Process for Non-Executive Directors and Joint Chair.pdf (11 pages)

### 17:35 - 17:45 **13. Nominations Committee Terms of Reference (paper)**

10 min

*Decision*          *David Wakefield*

 13 - Nominations Committee Terms of Reference - 11 March 2026.pdf (2 pages)

 13a - Draft Nominations Committee ToR SFT and TGICFT - February 2026.pdf (4 pages)

### 17:45 - 17:50 **14. Appointment of Vice Chair and Senior Independent Director (paper)**

5 min

*Decision*          *David Wakefield*

 14 - Deputy Chair & Senior Independent Director Appointment.pdf (2 pages)

## DATE, VENUE & TIME OF NEXT MEETING

### 17:50 - 17:50 **15. Proposed: Wednesday 17 June 2026, 2pm-4:30pm, venue tbc**

0 min

*Information*

## PAPERS FOR INFORMATION

### 17:50 - 17:50 **16. Council of Governors Calendar 2026/27 & Attendance (papers)**

0 min

*Information*

 16 - CoG SFT & TGICFT Corporate Calendar 2026-27.pdf (1 pages)

 16 - SFT CoG Meeting Attendance 2024-25.pdf (1 pages)

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**STOCKPORT NHS FOUNDATION TRUST**  
**Minutes of a Council of Governors Meeting held on Wednesday 10 December 2025 at 10am**  
**in Pinewood Education Centre, Stepping Hill Hospital**

**Present:**

Mr David Wakefield	Joint Chair
Mrs Sue Alting	Appointed Governor and Lead Governor
Mr Howard Austin	Public Governor
Mr Peter Chadbourne	Public Governor
Mr Michael Chantler	Public Governor
Mrs Val Cottam MBE	Public Governor
Mr Tony Gosling	Public Governor
Cllr Dominic Hardwick	Public Governor
Mrs Paula Hancock	Staff Governor
Cllr Keith Holloway	Public Governor
Mr David Kirk	Appointed Governor
Dr Tad Kondratowicz	Public Governor
Mr David McAllister	Staff Governor
Ms Ruth Perez-Merino	Staff Governor
Mrs Michelle Slater	Public Governor
Professor Chris Summerton	Public Governor
Mrs Sarah Thompson	Public Governor
Mr Steve Williams	Public Governor
Mr Alexander Wood	Public Governor

**Apologies:**

Cllr Helen Foster-Grime	Appointed Governor
Professor Callum Kidd	Public Governor
Mrs Victoria Macmillan	Public Governor
Dr Lesley Surman	Public Governor

**In attendance:**

Dr Samira Anane	Non-Executive Director
Mr Anthony Bell	Non-Executive Director
Mrs Amanda Bromley	Director of People & Organisational Development
Mr David Curtis MBE	Non-Executive Director
Mr John Graham	Chief Finance Officer
Mrs Karen James OBE	Chief Executive
Mrs Alison Lever	Membership Governance Manager
Mrs Rebecca McCarthy	Company Secretary
Dr Louise Sell	Non-Executive Director/Senior Independent Director

Ref	Item	Action
45/25	<p><b>Welcome &amp; Apologies for Absence</b></p> <p>The Joint Chair welcomed colleagues to the meeting.</p> <p>Apologies for absence from governors were noted as above.</p> <p>Apologies were also received from:</p> <p>Mrs Nic Firth, Chief Nurse</p> <p>Mrs Beatrice Fraenkel, Non-Executive Director</p> <p>Mr David Hopewell, Non-Executive Director</p> <p>Mrs Jackie McShane, Director of Operations</p> <p>Mr Dilraj Sandher, Medical Director</p>	

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46/25	<p><b>Declaration of Interests</b> No declarations of interest.</p>	
47/25	<p><b>Minutes of Previous Meeting</b> The minutes of the previous meeting held on 10 September 2025 were agreed as a true and accurate record of the meeting.</p>	
48/25	<p><b>Action Log</b> The action log was reviewed and annotated accordingly.</p> <p>The Joint Chair noted that the proposed date for the cessation of governors at NHS Foundation Trusts had been reported as the end of March 2027.</p> <p>Mr David Kirk, Appointed Governor, requested an update on the implementation of Martha's Rule. Dr Louise Sell, Senior Independent Director, confirmed that the Trust was in cohort two of the national roll-out due to having no critical care outreach team. The Chief Executive confirmed that the roll-out of cohort two was expected in the Spring.</p>	
49/25	<p><b>Joint Chair's Report</b> The Joint Chair welcomed the new governors, Mr Peter Chadbourne, Public Governor, and Cllr Dominic Hardwick, Public Governor, appointed at the recent election, to their first meeting. He also noted the reappointment of Cllr Keith Holloway as a Public Governor. Dr Yogalingam Ganeshwaran had recently stepped down as Staff Governor, and Ms Ruth Perez-Merino, Staff Governor, was attending her last meeting today as she was leaving the Trust.</p> <p>In addition, the Joint Chair noted that Mrs Beatrice Fraenkel, Non-Executive Director, was stepping down from her role at the end of December. Mrs Sue Alting, Lead Governor, expressed thanks on behalf of the governors, as Mrs Fraenkel had been instrumental in focusing the Council's approach to risk.</p> <p>The Joint Chair reported that Mr Howard Austin, Public Governor, and Mrs Sarah Thompson, Public Governor, had submitted self-nominations and were confirmed as members of the Nominations Committee.</p> <p>The Joint Chair reported that in the recent national rankings by NHS England, Stockport NHS FT remained in Segment 3 due to financial deficit, but there had been a strong improvement, moving up the rankings from 84<sup>th</sup> to 62<sup>nd</sup> position. He acknowledged the efforts of the Executive team in this achievement.</p> <p>The Joint Chair reported that a Board Development Session had taken place, where the EPR case had been signed off and subsequent formal training delivered to the team.</p> <p>The Joint Chair had attended a meeting with over 20 joint chairs and noted that over 40% of NHS Foundation Trusts in the UK now had joint chair arrangements in place.</p> <p>The complexity of financial arrangements for 2026/27 were noted by the Joint Chair. The Chief Finance Officer confirmed that the team was awaiting further detail on deficit support for 2025/26 which was likely to be phased out.</p> <p>The Joint Chair reported that the Regional Director and Regional Finance Director were visiting the Trust next week to tour the site.</p>	

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	<p>Mr David Kirk, Appointed Governor, asked whether the required savings across NHS Greater Manchester would impact on patient care. The Chief Executive felt the cuts were likely to only impact planning.</p> <p>Mr David Kirk, Appointed Governor, highlighted that acoustics when observing Board meetings via MS Teams were poor and queried whether sound quality could be improved. The Joint Chair confirmed that the technical requirements of hybrid meetings would be considered.</p> <p><b>The Council of Governors received and noted the Joint Chair's Report.</b></p>	<b>Company Secretary</b>
<b>50/25</b>	<p><b>Non-Executive Directors Report – including highlights from Board Committees</b></p> <p>The Joint Chair introduced the Alert, Advise, Assure (AAA) reports from the Board Committees. The Non-Executive Director Chairs of the Board Committees provided updates on high-level metrics and key assurance reports considered at Finance &amp; Performance, People Performance, and Quality Committee.</p> <p><u>Finance &amp; Performance Committee</u></p> <p>Mr Michael Chantler, Public Governor, queried the lack of financial contribution toward activity from Derbyshire ICB. He expressed concern about the possible reduction of services in the High Peak. The Chief Executive confirmed that non-payment was due to the implementation of rules around the funding process. Discussions were ongoing between the two Integrated Care Boards, and the Trust was expecting the issue to be resolved in next financial year. The Joint Chair recognised that the contract was not working in the Trust's favour and noted that the issue had been escalated to the regional director.</p> <p>Mr Howard Austin, Public Governor, queried whether there had been non-payment by Derbyshire ICB previously. The Chief Finance Officer confirmed that the outstanding payment had accumulated over several years, becoming more urgent this year. Further updates would be provided to the Council of Governors when available.</p> <p>Mr Tony Gosling, Public Governor expressed concern about outpatient services being reduced in the Buxton locality. The Chief Executive confirmed that follow-up appointments were not sustainable in the current form and work was underway with the ICB and other partner organisations to manage the switch to patient-initiated follow-ups to reduce volume. The Joint Chair confirmed that the redesign of patient pathways was a national scheme, with the NHS hoping to reduce the number of follow-up appointments.</p> <p>Mr Tad Kondratowicz, Public Governor, requested an update on paediatric audiology access. The Chief Executive reported that the Trust had worked with the ICB to commission a private provider to reduce wait times and work was underway to provide an improved assessment environment. The Trust needed to become compliant with national standards. Dr Louise Sell, Senior Independent Director, noted that harm to patients had been identified and that the Quality Committee would receive an overall picture on the service at their February meeting.</p> <p>Mr Howard Austin, Public Governor, offered to share his experience of commissioning of audiology services with the Chief Executive.</p> <p>Mrs Sue Alting asked for an update on the St Thomas development and queried the impact of the reduction in discharge to assess beds. Dr Louise</p>	

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Sell, Senior Independent Director, agreed that the current arrangements were problematic due to the impact on patient flow, and that the issue had been escalated at the locality group. The Chief Executive confirmed that St Thomas's would be opening in around 12 months' time. The Local Authority was struggling to commission beds which was a considerable risk to the Trust.

#### People Performance Committee

Mrs Michelle Slater, Public Governor, highlighted an error in the Assure section of the report; the Director of People & Organisational Development (OD) confirmed that the time to hire figure had decreased from 59 days to 57 days and had therefore met target.

Mr Tad Kondratowicz, Public Governor, asked whether a previously raised issue regarding racial discrimination towards resident doctors had been resolved. Mr David Curtis, Non-Executive Director, confirmed there were policies and processes in place for staff to report issues. The Director of People & OD highlighted a range of mechanisms available including an anonymised reporting process, the guardian of safe working attending the People Performance Committee on quarterly basis and two peer representatives to be invited to attend future Board meetings.

Mr David Curtis, Senior Independent Director, reported that when talking to staff on recent walkabouts, they generally reported the appraisal process as being a very useful and a positive experience.

#### Quality Committee

Mr David Kirk, Appointed Governor, asked for assurance that no harm had come to patients from 12-hour waits in the Emergency Department. Dr Louise Sell, Senior Independent Director, reported that a new Winter Resilience Planning AAA report was presenting additional data to both Quality and Finance & Performance Committees. Triangulation of incident reports had not identified any incidents of harm relating to 12-hour waits, although she acknowledged that the waits had impacted upon patient experience.

Mrs Michelle Slater, Public Governor, requested detail of the low scoring areas in the adult inpatient survey. Dr Louise Sell, Senior Independent Director, noted that the results had been presented to the Quality Committee and that further information would be provided.

Mrs Michelle Slater, Public Governor, was disappointed to see no offer of Covid injections for staff this year. Dr Louise Sell, Senior Independent Director, confirmed this was a national decision. The Director of People & OD noted that Covid was less prevalent, and it was also apparent that providing standalone flu injections was resulting in a higher uptake amongst staff.

In response to a recent inquest, Mr Tad Kondratowicz, Public Governor, asked for assurance that the patient pathway between consultants in A&E and on wards was appropriate and safe. Dr Louise Sell, Senior Independent Director, confirmed that the Quality Committee had seen a summary actions relating to the inquest. The Joint Chair confirmed there was a patient pathway in place and it was in use. Mr Peter Chadbourne, Public Governor, suggested communications be considered. Dr Louise Sell, Senior Independent Director, reported that clarity of written communications to patients was being assessed. The Joint Chair acknowledged that communication was part of the Trust's leadership and cultural values, with emphasis was on improving the ways in which staff listened to patients.

**Senior Independent Director**

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	<p><b>The Council of Governors received and noted the Non-Executive Directors Report.</b></p> <p><i>Mr David McAllister, Staff Governor, left meeting</i></p>	
<p>51/25</p>	<p><b>Stockport NHS Foundation Trust and Tameside &amp; Glossop Integrated Care NHS Foundation Trust: Joint Governance Model</b></p> <p>Mrs Sue Alting, Lead Governor, reported that at the Council of Governors pre-meeting a wide-ranging conversation had taken place covering topics surrounding the joint governance model. The Council of Governors was confident that a robust process was taking place, with legal advice and best practice sought. She confirmed overall support of the Joint Governance Model, although a few concerns were outstanding.</p> <p>Mr Tony Gosling, Public Governor, highlighted potential logistical issues due to the geographical distance between the Trusts. The Joint Chair confirmed that from a Council of Governors perspective any meetings would likely be held in a hybrid format. The Chief Executive reported the current focus was solely on joint corporate services, with no service changes planned at this time.</p> <p>Mrs Sue Alting, Lead Governor, queried whether joint governance would result in any reduction in staffing. The Joint Chair noted that each service would be considered on its own merits but there were no immediate plans to reduce headcount.</p> <p>Mr Peter Chadbourne, Public Governor, asked what benefits of joint governance could be shared with constituents. The Joint Chair was confident that clinical and financial stability could only be achieved in collaboration.</p> <p>Mr Howard Austin, Public Governor, suggested governors raise any outstanding questions at the next joint development session on 10 February.</p> <p>Mrs Sue Alting, Lead Governor, reported that an additional informal meeting would be arranged for Stockport governors to further discuss the journey towards joint governance.</p> <p><b>The Council of Governors confirmed support for the decision by both SFT and TG ICFT Boards to implement joint governance arrangements from 1 April 2026, including the establishment of a Joint Board with maximum delegation from each statutory Board.</b></p> <p><b>The Council of Governors acknowledged initial discussions on how Councils of Governors may operate under this approach had taken place, with further proposals to be agreed at the next joint development session and presented to the Council of Governors in March 2026.</b></p>	<p><b>Membership Governance Manager</b></p>
<p>52/25</p>	<p><b>Report from Nominations Committee: Board Composition Review</b></p> <p>The Company Secretary reported that legal advice supported the creation of a Joint Board, comprising all Executives and Non-Executive Directors (NEDs) from both statutory Boards to ensure comprehensive oversight and accountability. A review of current statutory Board composition was</p>	

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	<p>underway to define the skills and experience needed for the future, while maintaining an effective and manageable size for the Joint Board. Both Trusts already shared a largely joint executive team and a Joint Chair, with Mr David Curtis, now also serving as a NED on both Boards. Building on this, the Nominations Committees of both Trusts had endorsed transitioning to a formal joint NED model – where individuals serve on both statutory Boards – from 2026/27, with benefits such as consistent oversight, optimised expertise, resource efficiency, and alignment with recognised governance models. Furthermore, the Nominations Committees supported immediate action to recruit a joint NED with financial experience to comply with NHS Code of Governance and address upcoming vacancies at each Trust.</p> <p>Dr Samira Anane, Non-Executive Director, confirmed that she would be stepping down from her role at the end of March 2026.</p> <p><b>The Council of Governors approved the recommendation from Nominations Committee to move to a joint Non-Executive Director model, where individuals would serve on both statutory Boards, starting 1 April 2026.</b></p> <p><b>The Council of Governors noted that the SFT and TG ICFT Nominations Committees would meet in common.</b></p> <p><b>The Council of Governors acknowledged the current recruitment underway for a joint Non-Executive Director with financial expertise.</b></p>	
53/25	<p><b>Membership Development Group Report</b> Mr Howard Austin, Public Governor and Chair of the Membership Development Group (MDG), presented the Membership Development Group report, detailing key discussions from the meeting on 24 November and key initiatives to support implementation of the Membership Strategy 2025-2028. He felt that the spread of members across constituencies showed a healthy membership. He thanked Ms Ruth Perez-Merino, Staff Governor, for her contribution to the Group in attending staff networks.</p> <p><b>The Council of Governors received and noted the Membership Development Group Report.</b></p>	
54/25	<p><b>Papers for Information</b></p> <ul style="list-style-type: none"> <li>– Council of Governors Calendar 2025/26</li> <li>– Council of Governors Attendance 2024/25</li> <li>– Minutes of the Annual Members’ Meeting, 2 October 2025</li> </ul> <p><b>The papers for information were received by the Council of Governors.</b></p>	
55/25	<p><b>Any Other Business</b> Mr Howard Austin, Public Governor, queried when the new website would launch and whether any user engagement had taken place. The Chief Executive expected the website to go live next month and would report back on whether any engagement had taken place.</p>	Chief Executive
56/25	<p><b>Date, time, and venue of next meetings</b></p> <p><b>Extraordinary Council of Governors meeting</b> Wednesday 21 January 2026, 9:00am-9:30am via MS Teams</p> <p><b>Council of Governors meeting</b></p>	

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	Wednesday 11 March 2026, 4:00pm-6:00pm, Pinewood Education Centre, Stepping Hill Hospital	
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### Council of Governors Action Log

Ref.	Meeting	Minute ref	Subject	Action	Bring Forward	Responsible
01/25	19 March 2025	04/25	Action Log	<p>Include Travel Plans and Car Parking update to the Council of Governors.</p> <p>Update December 2025: Results of car parking consultation in March 2025 shared with Governors in April 2025. Details of implementation of new strategy shared with Governors in August 2025 prior to roll-out on site in October 2025.</p> <p>Update February 2025: report on parking strategy implementation included in Joint Chair's Report.</p>	Closed	
02/25	18 June 2025	25/25	Council of Governors Standards of Business Conduct	<p>Review composition of Council of Governors and consider changing Greater Manchester University representative post to local college representation.</p> <p>Update September 2025: Following publication of 10 Year Plan, stating the requirement for FTs to have governors would be removed, pause further review of the composition of the Council of Governors (and associated revision to the Trust Constitution) until further detail is announced.</p> <p>Update February 2026: Trust Constitution to be presented to Council of Governors for approval in March 2026. Composition of Council of Governors to no longer include Greater Manchester University Appointed Governor.</p>	Closed	Company Secretary

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Ref.	Meeting	Minute ref	Subject	Action	Bring Forward	Responsible
04/25	10 September 2025	34/25	Non-Executive Directors Report	<p>Quality Committee to receive an update on Martha's Rule implementation and report back to the Council of Governors</p> <p>Update December 2025: Update provided from Chair of Quality Committee that Trust roll-out would be as part of national cohort two in early 2026. Future reporting to be provided via Quality Committee.</p>	Closed	Chair of Quality Committee
05/25	10 December 2025	49/25	Joint Chair's Report	<p>Consider options to improve the quality of acoustics at Board meetings</p> <p>Update January 2026: Assessment and audio equipment quotes acquired in mid-2025. Cost of wholesale change of equipment significant.</p> <p>Update February 2026: At the latest Board meeting tables and screen were arranged and microphones utilised to help improve sound quality.</p>	Closed	Company Secretary
06/25	10 December 2025	50/25	Non-Executive Directors Report	<p>Share detail of low scoring areas in Adult Inpatient Survey 2023.</p> <p>Update January 2026: Details obtained from Patient Experience Team and shared directly Mrs Michelle Slater.</p>	Closed	Senior Independent Director
07/25	10 December	51/25	SFT & TG ICFT Joint Governance Model	<p>Set up additional informal governors meeting to discuss joint governance.</p> <p>Update January 2026: meeting held 19 January 2026.</p>	Closed	Membership Governance Manager
08/25	10 December 2025	55/25	Any Other Business	<p>Confirm date of Trust website launch and whether public engagement had taken place.</p> <p>Update February 2026: governor and membership webpages to be shared with governors for review prior to website go live date in Spring 2026.</p>	Launch date expected to be Spring 2026	Membership Governance Manager

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Ref.	Meeting	Minute ref	Subject	Action	Bring Forward	Responsible
On agenda						
Not due						
Overdue						
Closed						

Closed actions will be removed from the Action Log once confirmed by the Council of Governors.

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<b>Meeting date</b>	11 March 2026	<b>Public</b>	X	<b>Agenda Number</b>	6
<b>Meeting</b>	Council of Governors				
<b>Report Title</b>	Joint Chair's Report				
<b>Director Lead</b>	David Wakefield, Joint Chair	<b>Author</b>	David Wakefield, Joint Chair		

<b>Paper For:</b>	<b>Information</b>	X	<b>Assurance</b>		<b>Decision</b>	
<b>Recommendation:</b>	The Council of Governors is asked to note the content of the report.					

**This paper relates to the following Annual Corporate Objectives**

X	1	Deliver personalised, safe and caring services
X	2	Support the health and wellbeing needs of our community and colleagues
X	3	Develop effective partnerships to address health and wellbeing inequalities
	4	Develop a diverse, talented and motivated workforce to meet future service and user needs
X	5	Drive service improvement through high quality research, innovation and transformation
X	6	Use our resources efficiently and effectively
X	7	Develop our estate and digital infrastructure to meet service and user needs

**This paper relates to the following Board Assurance Framework risks**

X	PR1.1	There is a risk that the Trust does not deliver high quality care to service users
X	PR1.2	There is a risk that patient flow across the locality is not effective
	PR1.3	There is a risk that the Trust does not have capacity to deliver an inclusive elective restoration plan
	PR2.1	There is a risk that the Trust is unable to sufficiently engage and support our people's wellbeing
X	PR2.2	There is a risk that the Trust does not actively participate in local collaborative programmes/neighbourhood working to improve primary and secondary health outcomes
X	PR3.1	There is a risk that place-based partnership working does not effectively support delivery of Stockport ONE Health & Care (Locality) Board priorities and address health inequalities in Stockport
X	PR3.2	There is a risk that partnership working in Greater Manchester do not effectively address unwarranted variation of services and improve health inequalities
	PR3.3	There is a risk that opportunities for collaboration between Stockport NHS Foundation Trust and Tameside & Glossop Integrated Care NHS Foundation Trust are not optimised
	PR4.1	There is a risk that, due to national shortages of certain staff groups, the Trust is unable to recruit and retain the optimal number of staff, with appropriate skills and values
	PR4.2	There is a risk that the Trust's workforce is not reflective of the communities served
	PR5.1	There is a risk that the Trust does not implement high quality service improvement programmes

PR5.2	There is a risk that the Trust does not implement high quality research & development programmes
PR6.1	There is a risk that the Trust does not deliver the annual financial plan
PR6.2	There is a risk that the Trust does not develop and agree with partners a multi-year financial sustainability plan
PR7.1	There is a risk that the Trust does not implement the Digital Strategy to ensure a resilient and responsive digital infrastructure
PR7.2	There is a risk that the estate is not fit for purpose and/or meets national standards
PR7.3	There is a risk that the Trust does not materially improve environmental sustainability
PR7.4	There is a risk that there is no identified or insufficient funding mechanism to support the strategic regeneration of the hospital campus

**The paper relates to the following CQC domains-**

	Safe		Effective
	Caring		Responsive
X	Well-Led		Use of Resources

Where issues are addressed in the paper-

	Section of paper where covered
Equality and Diversity impacts	
Financial impacts if agreed/ not agreed	
Regulatory and legal compliance	
Sustainability (including environmental impacts)	

**Executive Summary**

This report highlights key matters for the attention of the Council of Governors, covering national, regional and Trust matters.

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## 1. **Stockport NHS Foundation Trust (SFT) and Tameside & Glossop Integrated Care NHS Foundation Trust (TG ICFT) and Collaboration**

Following the discussions and approvals provided by both Trust Boards in November and December 2025, we continue to make steady progress toward implementing our new joint corporate governance arrangements, designed to strengthen assurance processes and support more effective decision-making across both organisations.

Formal communication from myself and Karen has been issued to the NHS England Regional Director and the Greater Manchester Integrated Care System, and no concerns have been raised in response.

At the SFT and TG ICFT Board of Directors, taking place in common, on 26<sup>th</sup> March, we will review a suite of corporate governance documentation, including the Trust Constitution, which will also be reviewed by the Council of Governors at its meeting in March. Subject to approval, we will establish our Joint Board and Joint Board Committees from 1<sup>st</sup> April 2026.

I would like to thank the Council of Governors for their engagement and support in this collaboration, which is intended to ensure that, on behalf of the patients and the populations served, we deliver the best possible experience and outcomes within the resources available.

## 2. **Trust Activities**

Since the last Council of Governors meeting, I have attended several engagements at local, regional and national level. These included the NHS Confederation and NHS Providers Quarterly Shared Leadership Forum, which brought together Chairs and system leaders from across the country with discussions focused on national reform, provider leadership, and the implications of ongoing structural and policy changes for Boards. I also attended the Greater Manchester (GM) Trusts Chairs' meeting with discussion focused on opportunities and challenges we face as a system.

Alongside these engagements, I have continued my programme of visits across the Trust to engage with staff and see services first-hand. Recent visits have included Endoscopy, Pre Op Assessment, Oncology, A&E, Acute Frailty Unit and Audiology. As always, these visits have provided valuable insight into operational pressures and the exceptional commitment shown by colleagues.

## 4. **NHS Providers Sessions**

Colleagues from the Corporate Governance team attended an NHS Providers peer learning session in January entitled "Navigating uncertainty around Councils of Governors: Practical strategies for Foundation Trusts" in response to the Government's Fit for the Future: 10 Year Health Plan, stating the requirement for Foundation Trusts to have governors" will be removed. There has been little additional detail around this, including the model what may replace governors nor a confirmed timeframe since the publication of the plan. The session provided a reminder of governor's overarching duties and considered the future direction and managing uncertainty. There were useful conversations with colleagues from across the country, with a promise of further updates from NHS Providers once available.

NHS Providers also ran a governor-only session on 3rd March on the topic "What the 10-year health plan could mean for governors", which was attended by a number of governors.

## 5. **Car Parking Update**

As governors are aware, at the start of 2025, we took time to listen to staff, patients and visitors about their experiences of car parking, cognisant of the challenges being faced.

The changes we have made to car parking were shaped directly by this feedback, with safety and fairness as our main priorities. Making the site safer meant including bringing back parking enforcement and making sure that everyone using staff car parks is doing so on the same basis. We also introduced criteria-based permits for new applicants.

We believe these changes have had an immediate impact in improving safety on site and have improved access to spaces available for patients. However, we fully recognise that parking is still difficult for many staff and patients, and we do not underestimate how challenging this remains. We are continuing to look at ways to ease the pressure on parking and to improve the situation where we can, both in the short and longer term.

## 7. **Council of Governors Changes**

Chris Summerton stepped down from his role as Public Governor for Heatons and Stockport West constituency in January. We thank him for his contribution over the past 5 years to both the Council of Governors and the Nominations Committee.

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<b>Meeting date</b>	11 March 2026	<b>Public</b>	X	<b>Agenda Number</b>	7
<b>Meeting</b>	Council of Governors				
<b>Report Title</b>	Non-Executive Directors Highlight Reports				
<b>Director Lead</b>	Non-Executive Directors	<b>Author</b>	Alison Lever, Membership Governance Manager		

<b>Paper For:</b>	<b>Information</b>	<b>Assurance</b>	<b>X</b>	<b>Decision</b>
<b>Recommendation:</b>	The Council of Governors is asked to review the Non-Executive Directors Highlight Reports and request any further clarification.			

**This paper relates to the following Annual Corporate Objectives**

X	1	Deliver personalised, safe and caring services
	2	Support the health and wellbeing needs of our community and colleagues
	3	Develop effective partnerships to address health and wellbeing inequalities
	4	Develop a diverse, talented and motivated workforce to meet future service and user needs
	5	Drive service improvement through high quality research, innovation, and transformation
	6	Use our resources efficiently and effectively
	7	Develop our estate and digital infrastructure to meet service and user needs

**This paper relates to the following CQC domains**

	Safe	Effective
	Caring	Responsive
X	Well-Led	Use of Resources

**This paper relates to the following Board Assurance Framework risks**

X	PR1.1	There is a risk that the Trust does not deliver high quality care to service users
X	PR1.2	There is a risk that patient flow across the locality is not effective
X	PR1.3	There is a risk that the Trust does not have capacity to deliver an inclusive elective restoration plan
X	PR2.1	There is a risk that the Trust is unable to sufficiently engage and support our people's wellbeing
	PR2.2	There is a risk that the Trust does not actively participate in local collaborative programmes/neighbourhood working to improve primary and secondary health outcomes
X	PR3.1	There is a risk that place-based partnership working does not effectively support delivery of Stockport ONE Health & Care (Locality) Board priorities and address health inequalities in Stockport
	PR3.2	There is a risk that partnership working in Greater Manchester do not effectively address unwarranted variation of services and improve health inequalities

	PR3.3	There is a risk that opportunities for collaboration between Stockport NHS Foundation Trust and Tameside & Glossop Integrated Care NHS Foundation Trust are not optimised
X	PR4.1	There is a risk that, due to national shortages of certain staff groups, the Trust is unable to recruit and retain the optimal number of staff, with appropriate skills and values
X	PR4.2	There is a risk that the Trust's workforce is not reflective of the communities served
	PR5.1	There is a risk that the Trust does not implement high quality service improvement programmes
X	PR5.2	There is a risk that the Trust does not implement high quality research & development programmes
X	PR6.1	There is a risk that the Trust does not deliver the annual financial plan
X	PR6.2	There is a risk that the Trust does not develop and agree with partners a multi-year financial sustainability plan
X	PR7.1	There is a risk that the Trust does not implement the Digital Strategy to ensure a resilient and responsive digital infrastructure
X	PR7.2	There is a risk that the estate is not fit for purpose and/or meets national standards
	PR7.3	There is a risk that the Trust does not materially improve environmental sustainability
	PR7.4	There is a risk that there is no identified or insufficient funding mechanism to support the strategic regeneration of the hospital campus

## Executive Summary

One of the statutory duties of the Council of Governors is to hold the Board of Directors to account through the Non-Executive Directors. The Board of Directors has established several Board Committees, each chaired by a Non-Executive Director, carrying out work under delegation from the Board to help fulfil its wide-ranging governance/regulatory responsibilities, as well as its strategic and oversight role. The work plans of the Board Committees are aligned to the agreed Corporate Objectives for the year, and a report of key issues is routinely provided to the Board of Directors.

The following Alert, Assure, Advise reports were provided to the Board of Directors at its meeting on 5 February:

- Finance & Performance Committee – January 2026
- People Performance Committee – January 2026
- Quality Committee – January 2026

To support governors in undertaking its duty to 'hold to account', governors are invited to consider the key issues reports from the Board Committees and raise any queries with the Non-Executive Directors.

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**ALERT, ADVISE & ASSURE (AAA) REPORT**

<b>Name of Committee/Group</b>	Finance & Performance Committee
<b>Chair of Committee/Group</b>	Anthony Bell, Non-Executive Director
<b>Date of Meeting</b>	15 January 2026
<b>Quorate</b>	Yes

The Finance & Performance Committee draw the following key issues and matters to the Board of Directors' attention:

1.	<b>Agenda</b>	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> <li>• Operational Planning 2026/27</li> <li>• Finance Report</li> <li>• Productivity and Efficiency Update</li> <li>• Operational Performance Report</li> <li>• Contracts for Approval</li> <li>• Expanding Robotic Assisted Surgery Business Case</li> <li>• IT Reviews – Update on Outstanding Follow Up Actions</li> <li>• Electronic Patient Record Update</li> <li>• Board Assurance Framework and Aligned Significant Risks</li> <li>• Winter Resilience Planning</li> <li>• Standing Committees Alert, Advise &amp; Assure Reports:             <ul style="list-style-type: none"> <li>- Digital &amp; Informatics Group</li> <li>- Estates Strategy Steering Group</li> <li>- Capital Programme Management Group</li> </ul> </li> </ul>
2.	<b>Alert</b>	<p>The Committee considered an Operational Planning 2026/27 update, and agreed to alert the Board to the following risks:</p> <ul style="list-style-type: none"> <li>• Deliverability of 82% Emergency Department (ED) trajectory by year-end 2026/27</li> <li>• Diagnostics and Cancer 62-day performance trajectory, noting that delivery was dependent on investment, including robotics and diagnostic capacity</li> <li>• Impact of No Criteria to Reside (NCTR) on capacity and quality</li> <li>• Growth in non-elective admissions while the bed base remained static due to lack of funding</li> <li>• Workforce growth versus financial expectations</li> <li>• Scale and recurrent nature of Cost Improvement Programme (CIP) requirement</li> <li>• Gap to control total and potential adverse impact of deconstructing block contract</li> <li>• Contract uncertainty, particularly with Derbyshire.</li> </ul> <p>Concerns regarding the delivery of the 78% Emergency Department (ED) 4-hour trajectory by year-end 2025/26, given historical performance in this area and the need for system flow improvement, as stated in the Trust's Operational Plan submission.</p> <p>Concerns regarding 12-hour waits and impact on patient experience, albeit acknowledging that no harm had been identified to date.</p>

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		<p>Concerns regarding reduction in discharge to assess beds impacting on ED performance and flow, with continued risk to winter performance acknowledged.</p> <p>Concerns regarding paediatric audiology and consequent adverse impact on children, the diagnostic target and future sustainability of the service. While the Committee noted that recovery was underway with a provider commissioned by the Greater Manchester Integrated Care Board (GM ICB), it was acknowledged that the impact of external support would take time to embed.</p> <p>Concerns regarding the risk of non-achievement of the Financial Plan given significant associated risks, including risks relating to income and cash.</p>
<p>3.</p>	<p><b>Advise</b></p>	<p>The Committee received the Finance Report for Month 9 and noted:</p> <ul style="list-style-type: none"> <li>• At Month 9, the Trust was reporting breakeven against plan for system reporting purposes and a net deficit of £7.4m. At this point the forecast for year-end was in line with plan, however there are some key risks in the plan which will be monitored throughout the year.</li> <li>• The Stockport Trust Efficiency Plan (STEP) for 2025/26 was £29.2m and had been delivered in full in year.</li> <li>• The Trust has maintained sufficient cash to operate during the month, however key risks were noted in this area.</li> <li>• The Capital forecast for 2025/26 was £28.8m in line with plan.</li> </ul> <p>The Committee received a report providing an update on a productivity &amp; efficiency pack published by NHS England. The associated opportunities were acknowledged.</p> <p>The Committee received the Operational Performance Report for Month 9, acknowledging the continued operational pressures and action being taken to improve performance. The Committee heard that the Trust continued to perform below the national target against some of the core operating standards, whilst improvement was being sustained particularly around elective and cancer care.</p> <p>The Committee received an update on winter resilience performance and heard that Opel 4 escalation had been declared for a 48-hour period in December 2025. It was noted that elective activity had been maintained during the escalation.</p> <p>The Committee received an update on the Electronic Patient Record Programme, noting ongoing activities in this area.</p> <p>The Committee reviewed the following contracts and recommended them to the Board of Directors for approval:</p> <ul style="list-style-type: none"> <li>• Water contract</li> <li>• Pathology LIMS</li> </ul> <p>The Committee recommended the Expanding Robotic Assisted Surgery Business Case to the Board of Directors for approval, subject to strengthened benefits, cost clarity and governance detail.</p> <p>Following referral from the Audit Committee, the Finance &amp; Performance Committee received an update on outstanding high risk follow up actions relating to IT reviews.</p>

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		The Committee reviewed and approved the finance and performance related principal risks to be presented as part of the Board Assurance Framework 2025/26 to the Board of Directors in February 2026.
<b>4.</b>	<b>Assure</b>	<p>The Committee acknowledged positive assurance regarding ED performance in month, with performance overachieving against the improvement trajectory, and improvements in Cancer 62-day and Referral to Treatment performance.</p> <p>The Committee acknowledged positive assurance regarding STEP delivery, which had been delivered full in year.</p>
<b>5.</b>	<b>Referral of Matters/Action to Board/Committee</b>	<p>The Committee recommended the following contracts to the Board of Directors for approval:</p> <ul style="list-style-type: none"> <li>• Water contract</li> <li>• Pathology LIMS</li> </ul> <p>The Committee recommended the Expanding Robotic Assisted Surgery Business Case to the Board of Directors for approval, subject to strengthened benefits, cost clarity and governance detail.</p>
<b>6.</b>	<b>Report compiled by:</b>	<b>Anthony Bell, Non-Executive Director</b>
<b>7.</b>	<b>Minutes available from:</b>	<b>Soile Curtis, Deputy Company Secretary</b>

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**ALERT, ADVISE & ASSURE (AAA) REPORT**

<b>Name of Committee/Group</b>	People Performance Committee
<b>Chair of Committee/Group</b>	David Curtis, Non-Executive Director (Committee Chair)
<b>Date of Meeting</b>	8 January 2026
<b>Quorate</b>	Yes

The People Performance Committee draw the following key issues and matters to the Board of Directors' attention:

1.	<b>Agenda</b>	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> <li>• People Integrated Performance Report</li> <li>• Organisational Development Plan</li> <li>• Joint Equality, Diversity &amp; Inclusion Strategy Divisional Objectives</li> <li>• Improving Resident Doctors Working Lives</li> <li>• Employee Relations &amp; Exclusions Activity</li> <li>• GMC Annual National Trainee Survey</li> <li>• Temporary Staffing</li> <li>• Safer Care (Staffing) Report</li> <li>• Board Assurance Framework and Aligned Significant Risks</li> <li>• Alert, Advise &amp; Assure Reports: <ul style="list-style-type: none"> <li>- Joint Health &amp; Wellbeing Group</li> <li>- Equality, Diversity &amp; Inclusion Group</li> <li>- Educational Governance Group</li> </ul> </li> </ul>
2.	<b>Alert</b>	<p>No matters from this meeting to alert to the Board of Directors.</p>
3.	<b>Advise</b>	<p>The Committee will continue to seek assurance in areas below trajectory including:</p> <ul style="list-style-type: none"> <li>• Sickness absence – Increased in November and is above target at 6.56% (target: 5.50%)</li> <li>• Appraisals – Overall appraisal compliance in November was 90.58%, an increase from 89.85% in October (target: 95%)</li> </ul> <p>Ongoing improvement actions relating to the above metrics were acknowledged.</p> <p>The Committee received a report detailing divisional Equality, Diversity &amp; Inclusion (EDI) objectives, which would be incorporated into the final EDI Strategy.</p> <p>The Committee received two reports relating to resident doctors: an update on progress being made against NHS England's 10 Point Plan to improve working conditions for resident doctors and the outcome of the General Medical Council (GMC) Annual Trainee Survey. While it was recognised that positive progress has been made, the Committee acknowledged that further work was required and consequently resident doctor representatives would be invited to present directly to the Committee to provide first-hand insight.</p> <p>The Committee received a Temporary Staffing Report providing an update on bank and agency usage, compliance with NHS England agency rules and actions</p>

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		<p>being taken to support the reduction in bank and agency usage. The Committee acknowledged positive performance across most indicators, particularly agency spend reduction and improved compliance, however bank usage was noted being off target.</p> <p>The Committee received a Safer Care (Staffing) Report, which provided assurances and risks associated with safe staffing, alongside actions to mitigate the risks to patient safety and quality, based on patients' needs, acuity, dependency and risks. The Committee agreed to seek clearer evidence of return on investment to demonstrate the impact of pastoral initiatives beyond qualitative benefits.</p> <p>The Committee reviewed and approved the people related principal risks to be presented as part of the Board Assurance Framework 2025/26 to the Board of Directors in February 2026.</p>
4.	<b>Assure</b>	<p>Positive assurance received around the following People metrics:</p> <ul style="list-style-type: none"> <li>• Time to hire, which measures the time between vacancy authorisation to start date booked, decreased in November to 51.6 days from 54 in October, and meets the overall Trust target of 57 days.</li> <li>• Mandatory training compliance at 96.70%, which is above target of 95%.</li> <li>• Turnover (adjusted) remains compliant at 9.54% and is below target of 11.5%.</li> </ul> <p>Positive assurance was provided in relation to the Organisational Development (OD) Plan, with acknowledgement of ongoing work to more holistically determine return on investment and value for money from OD activity.</p>
5.	<b>Referral of Matters/Action to Board/Committee</b>	No matters to refer to the Board or other Committees.
6.	<b>Report compiled by:</b>	<b>David Curtis, Non-Executive Director</b>
7.	<b>Minutes available from:</b>	<b>Soile Curtis, Deputy Company Secretary</b>

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**ALERT, ADVISE & ASSURE (AAA) REPORT**

<b>Name of Committee/Group</b>	Quality Committee
<b>Chair of Committee/Group</b>	Louise Sell, Non-Executive Director
<b>Date of Meeting</b>	27 January 2026
<b>Quorate</b>	Yes

The Quality Committee draw the following key issues and matters to the Board of Directors' attention:

<p><b>1. Agenda</b></p>		<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> <li>• StARS Progress Report (for ratification)</li> <li>• Board Assurance Framework 2025/26: Draft Principal Risks</li> <li>• Quality &amp; Safety Integrated Performance Report</li> <li>• Winter Resilience Planning Alert, Advise &amp; Assure Report</li> <li>• Outcome of Sepsis Transformation Work</li> <li>• Research, Development &amp; Innovation Mid-Year Update</li> <li>• Quality Strategy – Content Approval</li> <li>• Learning from Deaths Report – Q2</li> <li>• CQC Quarter 2 Update</li> <li>• Clinical Audit Progress Report</li> <li>• Maternity Services – Annual CNST Board Declaration</li> <li>• Standing Subgroup Alert, Advise &amp; Assure Reports:             <ul style="list-style-type: none"> <li>- Trust Integrated Safeguarding Group</li> <li>- Clinical Effectiveness Group</li> <li>- Patient Safety Group</li> <li>- Patient Experience Group</li> </ul> </li> <li>• Quality Committee Work Plan &amp; Attendance 2025/26</li> </ul>
<p><b>2. Alert</b></p>	<p>Quality &amp; Safety Integrated Performance Report and Winter Resilience Planning Alert, Advise &amp; Assure Report - 12 hour wait. While our performance is better than the trajectory we set ourselves it remains well above the 2% target. December saw a period when we declared Opel 4. The position is driven by the poor performance in no criteria to reside, bed occupancy and timely discharge. The committee has previously identified poor patient experience caused by extended stays in the ED, triangulated with findings from Learning from Deaths reviews. It remains concerned about the risk to patient safety which can manifest immediately or later if care is sub-optimal. It is equally concerned about the impact of the sustained strain on staff as they try to mitigate this risk.</p> <p>Quality &amp; Safety Integrated Performance Report and Outcome of Sepsis Transformation Work - the antibiotic administration rate has remained at a distance from target (90%) for over a year and the in-month rate is 40%. The committee received a report on the transformation project which aimed to deliver compliance with new NICE guidelines and to improve the position. The report does not give assurance, and the executive team will consider the next steps to improve our performance. No harm has been identified in the cases where antibiotics were delayed.</p>	<p>Quality &amp; Safety Integrated Performance Report and Winter Resilience Planning Alert, Advise &amp; Assure Report - 12 hour wait. While our performance is better than the trajectory we set ourselves it remains well above the 2% target. December saw a period when we declared Opel 4. The position is driven by the poor performance in no criteria to reside, bed occupancy and timely discharge. The committee has previously identified poor patient experience caused by extended stays in the ED, triangulated with findings from Learning from Deaths reviews. It remains concerned about the risk to patient safety which can manifest immediately or later if care is sub-optimal. It is equally concerned about the impact of the sustained strain on staff as they try to mitigate this risk.</p> <p>Quality &amp; Safety Integrated Performance Report and Outcome of Sepsis Transformation Work - the antibiotic administration rate has remained at a distance from target (90%) for over a year and the in-month rate is 40%. The committee received a report on the transformation project which aimed to deliver compliance with new NICE guidelines and to improve the position. The report does not give assurance, and the executive team will consider the next steps to improve our performance. No harm has been identified in the cases where antibiotics were delayed.</p>

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<p><b>3. Advise</b></p>	<p><i>Leaver, Alison 05/03/2026 14:40:37</i></p>	<p>StARS Progress Report (for ratification) – the committee approved the requested changes to the standards</p> <p>Quality &amp; Safety Integrated Performance Report – complaints – the rate of complaints received remains above target, the response to informal enquiries has not yet recovered despite staffing support, and the response to written complaints remains beyond the target timescale. This has been impacted by operational pressures leading to diversion of activity to immediate patient care. The commonest reasons for enquiries remain appointments / communication / waiting time which are impacted by continued long waits for elective care.</p> <p>Board Assurance Framework 2025/26: Draft Principal Risks - The committee approved the position. Noting that the health inequalities risk remains at a significant distance from target and an update is due next month, and that the estates risk also remains at a significant distance from target. It requested that where the timing of the risk committee impacts the timeliness of the operational risk review that this is noted on the paper.</p> <p>Research, Development &amp; Innovation Mid-Year Update – The update gave assurance about improvement in the staffing situation but ongoing risk to funding and recruitment rates. Management responses are in hand.</p> <p>Quality Strategy – The committee approved the content of the joint quality strategy between SFT and T&amp;G, and recognised the considerable work from all the contributors.</p> <p>CQC Quarter 2 Update - The committee noted this and recognised the work done to maintain good relationships with regulators.</p> <p>Learning from deaths - The committee were assured that we continue to implement appropriate reviews with responses embedded in governance structures. Findings this quarter about both good practice and missed opportunities in end-of-life care are the subject of ongoing work in the internal trust wide and the locality wide end of life groups. The committee were updated about immediate action taken in response to a case in which there was an outcome 1 finding (sub-optimal care more likely than not to have contributed to the death) and the case is now subject to a patient safety incident investigation.</p> <p>Standing Subgroup Alert, Advise &amp; Assure Reports - The committee received AAA reports from the:</p> <ul style="list-style-type: none"> <li>- Trust Integrated Safeguarding Group</li> <li>- Clinical Effectiveness Group</li> <li>- Patient Safety Group</li> <li>- Patient Experience Group</li> </ul> <p>The committee deferred 3 papers;          Health inequalities report and draft mental health plan update until the next meeting          QIA process approval until a joint paper is agreed with T&amp;G</p>

<p><b>4. Assure</b></p>		<p>Quality &amp; Safety Integrated Performance Report - The committee had sought assurance about the reason for an increase in the rate of incidents with moderate harm and this was explained as likely to be due to an artefact. Historically incidents were reclassified when later information indicated they should be downgraded; this process was stopped for about six months and has been reinstated from January 2026. The indicator will continue to receive close scrutiny.</p> <p>Mortality - SHMI - remains lower than expected.</p> <p>Infection prevention - MRSA reduced in month and no new MSSA cases. E Coli remains above target and actions are ongoing to ensure compliance with basic hygiene. Many cases identified as community acquired / related to retesting.</p> <p>Pressure ulcers – hospital acquired remain below target and while community acquired are above target the rate of those due to lapses in care is within target.</p> <p>Clinical Audit Progress Report – The committee received assurance that we have a robust process to manage and progress clinical audits, with delayed completions related to national audits.</p> <p>Maternity Services – Annual CNST Board Declaration - The committee reviewed the suite of papers in support of the declaration and were assured that our response is accurate</p> <p>Quality &amp; Safety Integrated Performance Report – maternity indicators remain within target except for the rate of 3<sup>rd</sup> and 4<sup>th</sup> degree tears. The committee have requested a further update on the actions to address this.</p>
<p><b>5. Referral of Matters/Action to Board/Committee</b></p>		<p>The committee refers the matters described above which are driving the unacceptable rate of 12 hour wait breaches for Board discussion and escalation.</p> <p>The committee recommends approval of the maternity CNST declaration.</p>
<p><b>6. Report compiled by:</b></p>		<p>Dr Louise Sell (Chair of Quality Committee / Non-Executive Director)</p>
<p><b>7. Minutes available from:</b></p>		<p>Mrs Soile Curtis (Deputy Company Secretary)</p>

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<b>Meeting date</b>	11 March 2026	<b>Public</b>	X	<b>Agenda Number</b>	9
<b>Meeting</b>	Council of Governors				
<b>Report Title</b>	Membership Development Group Report				
<b>Presented by</b>	Howard Austin, Public Governor & Chair of Membership Development Group	<b>Author</b>	Alison Lever, Membership Governance Manager		

<b>Paper For:</b>	<b>Information</b>		<b>Assurance</b>	X	<b>Decision</b>	
<b>Recommendation:</b>	The Council of Governors is asked to: <ul style="list-style-type: none"> <li>Review and confirm the current position against the Membership Action Plan September 2025-September 2026.</li> </ul>					

**This paper relates to the following Annual Corporate Objectives**

	1	Deliver personalised, safe and caring services
X	2	Support the health and wellbeing needs of our community and colleagues
X	3	Develop effective partnerships to address health and wellbeing inequalities
	4	Develop a diverse, talented and motivated workforce to meet future service and user needs
	5	Drive service improvement through high quality research, innovation, and transformation
X	6	Use our resources efficiently and effectively
	7	Develop our estate and digital infrastructure to meet service and user needs

**The paper relates to the following CQC domains**

	Safe	X	Effective
	Caring	X	Responsive
X	Well-Led	X	Use of Resources

**This paper relates to the following Board Assurance Framework risks**

	PR1.1	There is a risk that the Trust does not deliver high quality care to service users
	PR1.2	There is a risk that patient flow across the locality is not effective
	PR1.3	There is a risk that the Trust does not have capacity to deliver an inclusive elective restoration plan
X	PR2.1	There is a risk that the Trust is unable to sufficiently engage and support our people's wellbeing
	PR2.2	There is a risk that the Trust's services do not fully support neighbourhood working
	PR3.1	There is a risk in implementing the new provider collaborative model to support delivery of Stockport ONE Health & Care (Locality) Board priorities
	PR3.2	There is a risk that the Trust does not deliver a joint clinical strategy with East Cheshire

		NHS Trust
	PR4.1	There is a risk that, due to national shortages of certain staff groups, the Trust is unable to recruit and retain the optimal number of staff, with appropriate skills and values
	PR4.2	There is a risk that the Trust's workforce is not reflective of the communities served
	PR5.1	There is a risk that the Trust does not implement high quality transformation programmes
	PR5.2	There is a risk that the Trust does not implement high quality research & development programmes
	PR6.1	There is a risk that the Trust does not deliver the annual financial plan
	PR6.2	There is a risk that the Trust does not develop and agree with partners a multi-year financial recovery plan
	PR7.1	There is a risk that the Trust does not implement the Digital Strategy to ensure a resilient and responsive digital infrastructure
	PR7.2	There is a risk that the estate is not fit for purpose and/or meets national standards
	PR7.3	There is a risk that the Trust does not materially improve environmental sustainability
	PR7.4	There is a risk that there is no identified or insufficient funding mechanism to support the strategic regeneration of the hospital campus

## Executive Summary

The Membership Development Group (MDG) meets quarterly, with the most recent meeting held on 23 February 2026. The following governors were in attendance:

- Howard Austin, Public Governor (Chair of Membership Development Group)
- Val Cottam, Public Governor
- Peter Chadbourne, Public Governor
- Tony Gosling, Public Governor
- Lesley Surman, Public Governor
- Steve Williams, Public Governor

The meeting was supported by the Company Secretary and Membership Governance Manager.

The MDG considered the following items at the meeting:

- Membership Action Plan – Progress Report (Appendix 1). Key headlines are highlighted below.

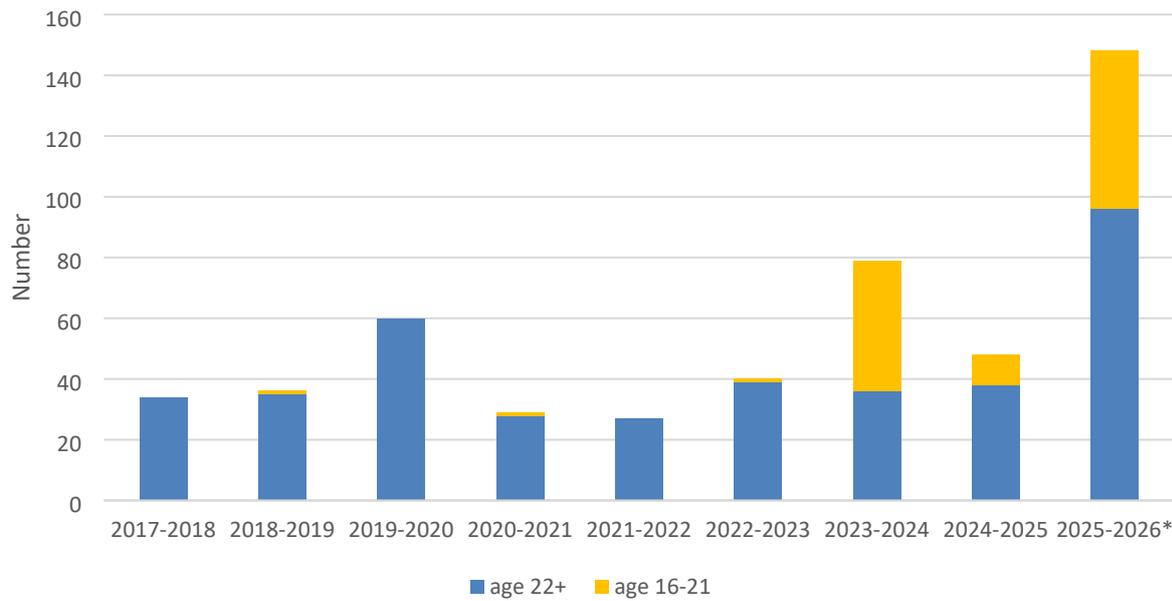
### Membership Recruitment

The current Membership Action Plan (September 2025 – September 2026) set an aim to maintain an overall membership number and increase the number of members in the 16-21 age group by +100% in year.

	1 June 2025	1 September 2025	1 December 2025	16 February 2026
Overall Membership Number	10,010	10,001	9,883	9,906
Age 16-21	57	62	78	105

In the period June 2025 – January 2026 the Civica data cleanse reported the removal of 250 deceased members. Over 130 of these were due to a data cleanse as part of the governor elections process.

## Stockport NHS Foundation Trust Membership Recruitment



### Overall Progress – Membership Action Plan

An overview of progress against other actions within the Membership Action Plan was included for review. The Membership Development Group reviewed progress, including the identification of any further action required.

### Conclusion and Next Steps

The Membership Development Group noted the potential changes to the Foundation Trust governor model (and consequently the membership model) in 2027 and agreed to continue with current activity until the timeframe for change became clear. The Membership Governance Manager would continue to progress the actions as laid out in the Membership Action Plan in the coming months and report on progress at the next Membership Development Group meeting in May.

*There are currently six governors who regularly attend the MDG, if any more governors wish to join, please contact Alison Lever, Membership Governance Manager, on [alison.lever@tgh.nhs.uk](mailto:alison.lever@tgh.nhs.uk) or 07385 689992*

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## Membership Action Plan September 2025 – September 2026

*Items in red – updates since last MDG meeting (November 2025)*

Action Required <i>Overview of actions to be taken</i>	Responsible	Target Date	Key Performance Indicator	Progress against KPI (Monitored by Membership Development Group)
<b>Aim: To maintain a sizeable membership that is representative of the communities the Trust serves</b>				
<b>Recruitment</b>				
<p><b>Social Media</b> Messaging to advertise Council of Governors’ meetings and promote membership to be shared on social media ahead of CoG meetings.</p> <p>2 x membership recruitment campaigns (members’ week) via the Trust’s social media channels to encourage member recruitment and showcase governors, to be aligned to health talks.</p>	<p>Communications / Membership Team</p> <p>Communications / Membership Team</p>	<p>September / December / March / June</p> <p>March / June</p>	<p>Maintain overall membership number (minimum membership number of 2.5% of the eligible membership, corresponding to 7,879 members)</p> <p>Annual Members’ meeting and membership promoted via social media channels in September. Also advertised externally via Healthwatch, Sector 2, In Your Area, Stockport Express and Stockport Nub.</p>	<p><b>Social media promotion of membership and Council of Governors meeting in December 2025.</b></p> <p><b>Membership adverts circulated quarterly via Sector 3, Healthwatch Stockport and High Peak CVS, via e-newsletters to their subscribers.</b></p> <p><b>Total public membership number, February 2026 = 9,904</b></p>
<p><b>Targeted Recruitment</b> Following review of membership demographics, the MDG and CoG agreed to focus on the 16-21 age group for targeted recruitment during September 2025 – September 2026. Targeted recruitment activities to include:</p>	<p>Membership Team / Governors / Organisational Development Team</p>	<p>September 2026</p>	<p>Increase number of members in targeted demographic group (age 16-21) by +100%</p>	<p>Governors and Membership Team have attended fortnightly student inductions since</p>

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<b>Action Required</b> <i>Overview of actions to be taken</i>	<b>Responsible</b>	<b>Target Date</b>	<b>Key Performance Indicator</b>	<b>Progress against KPI</b> (Monitored by Membership Development Group)
Presentation and/or Email recruitment promotion (dependent on most appropriate method) to: <ul style="list-style-type: none"> <li>• Colleges – Health &amp; Social Care Courses</li> <li>• Cadets/ student inductions – fortnightly</li> </ul>			Age 16-21 (September 2025) = 62	June 2025 to promote membership. <b>Since November 2025 this has resulted in over 75 new members of all ages</b>  <b>Age 16-21 (February 2026) = 105</b>
<b>Aim: To develop an active and engaged membership</b>				
<b>Engagement</b>				
<b>Newsletters and other email contact with members</b> Include Governor Section in Stepping Up Magazine, including: <ul style="list-style-type: none"> <li>- Meet your Council of Governors</li> <li>- Governor activity</li> <li>- How to contact your governors</li> <li>- Council of Governors meetings</li> </ul>	Communications / Membership Team / Membership Development Group	Summer 2025 Winter 2025 Spring 2026	2 x Stepping Up Newsletters including Governor Section	Stepping Up Summer 2025 Magazine published and circulated to 3,054 members via email, 16/07. Included details on governor elections.  <b>Christmas message from Joint Chair with overview of 2025 sent to all members with valid email addresses (3,018)</b>
<b>Health Talks</b> Facilitate 2 x face to face health talks for members and the public.  Governor attendance at health talks to promote governors and allow opportunity to seek feedback from members/public/staff	Membership Team  Governors	Q1 2025/26 Q3 2025/26	2 x Members Health Talks	<b>Next talk scheduled 11 May 2026. Promotion to follow.</b>

<b>Action Required</b> <i>Overview of actions to be taken</i>	<b>Responsible</b>	<b>Target Date</b>	<b>Key Performance Indicator</b>	<b>Progress against KPI</b> (Monitored by Membership Development Group)
<b>Annual Members' Meeting</b> Open forum prior to Annual Members' Meeting as an opportunity for governors to seek feedback from members/public/staff	Governors	2 October 2025, 4:15pm (AMM starts at 5:00pm)	Completed. Members invited to attend (via 3,006 valid email addresses) and advertised via Trust website and social media, plus Healthwatch and Sector 3 online newsletters. Also featured in Stockport Express, Stockport Nub and In Your Area. 47 members attended and had the opportunity to ask questions and speak with governors	
<b>Volunteers</b> Annual 'Meet with Volunteers' session with governors and volunteers.	Membership Team / Governors / Volunteers	Q3 2026/27	Annual 'Meet with Volunteers' session / attendance at Volunteer Service organised 'long service awards' Volunteer Manager shared promotional membership email with all current volunteers in August. Chaplaincy Manager asked to share promotional membership email with all current volunteers in September.	<b>Membership Governance Manager to arrange attendance of governors at next long service awards (Autumn 2026)</b>
<b>Staff</b> Staff governor attendance at staff network forums to allow opportunity to seek feedback from staff.	Membership Team / Staff Governors	Ongoing	Staff governor attendance at each staff network at least annually.  Ruth Perez-Merino attended Carers and DAWN staff network meetings in July to	<b>Consider attendance at joint staff forums (attendees must be staff governors).</b>

<b>Action Required</b> <i>Overview of actions to be taken</i>	<b>Responsible</b>	<b>Target Date</b>	<b>Key Performance Indicator</b>	<b>Progress against KPI</b> (Monitored by Membership Development Group)
			promote membership and the role of the staff governors.	
<b>Website</b> User engagement in the website design process to be undertaken ahead of 'go live'.	Membership Development Group / Membership Team / Communications	Website launch due in Spring 2026.	New website live – <b>provisional launch date spring 2026.</b>	<b>Awaiting information from Comms team about user engagement sessions.</b>

The action plan is an iterative process, where further opportunities for recruitment and/or engagement are identified via the Corporate Affairs and Council of Governors, these can be undertaken in addition to activities highlighted above. This may include, for example, specific events and forums within a membership constituency. Existing channels of recruitment and/or engagement, e.g. Community Champions Network, are not repeated within the action plan.

The Corporate Affairs Team will continue to prompt governors to share feedback gathered as part of action plan activities or other engagement to update the Register of Governor Engagement to ensure record of patients, public and staff feedback received by governors, thus providing evidence of governors fulfilling their statutory duty to represent members and public.

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<b>Meeting date</b>	11 March 2026	<b>Public</b>	X	<b>Agenda Number</b>	10
<b>Meeting</b>	Council of Governors				
<b>Report Title</b>	Stockport NHS Foundation Trust and Tameside & Glossop Integrated Care NHS Foundation Trust: Joint Governance Model Update including Trust Constitution Approval				
<b>Director Lead</b>	David Wakefield, Joint Chair	<b>Author</b>	Rebecca McCarthy, Trust Secretary		

**Recommendations made/ Decisions requested**

<p><b>The Council of Governors is asked to:</b></p> <ul style="list-style-type: none"> <li>- <b>Note the update on the transition to joint corporate governance arrangements between Stockport NHS Foundation Trust and Tameside &amp; Glossop Integrated Care NHS Foundation Trust.</b></li> <li>- <b>Approve the Trust Constitution, which will also be presented for approval to the Board of Directors on 26<sup>th</sup> March 2026.</b></li> </ul>
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**This paper relates to the following Strategic Objectives**

X	1	Deliver personalised, safe and caring services
X	2	Support the health and wellbeing needs of our community and colleagues
X	3	Develop effective partnerships to address health and wellbeing inequalities
X	4	Develop a diverse, talented and motivated workforce to meet future service and user needs
X	5	Drive service improvement through high quality research, innovation and transformation
X	6	Use our resources efficiently, effectively and sustainably
X	7	Develop our Estate and Digital infrastructure to meet service and user needs

**The paper relates to the following CQC domains**

	Safe		Effective
	Caring		Responsive
X	Well-Led		Use of Resources

**Where issues are addressed in the paper-**

Where issues are addressed in the paper-	Section of paper where covered
Equality and Diversity impacts	
Financial impacts if agreed/ not agreed	
Regulatory and legal compliance	All
Sustainability (including environmental impacts)	

## Executive Summary

Following decision-making by both Boards in early 2026, Stockport NHS Foundation Trust (SFT) and Tameside & Glossop Integrated Care NHS FT (TG ICFT) will transition to a joint corporate governance model from 1 April 2026. This includes the establishment of a Joint Board with maximum delegation from each statutory Board. A comprehensive suite of governance documents has been updated to support the new arrangements, including a revised Trust Constitution for each organisation.

Approval of the SFT Trust Constitution is required from both the Board of Directors and the Council of Governors.

Both the SFT and TG ICFT Trust Constitutions now mirror each other, in terms of content and structure, apart from Annexes 1-3 which are individual to each Trust. They have been revised with legal advice. The following key amendments to the SFT Trust Constitution are highlighted for governors:

### **Composition of the Council of Governors (Annex 3)**

- Removal of the Greater Manchester University Appointed Governor position, which has remained vacant for more than five years. Given the well-established partnership between the local college and the Trust's People Directorate, and in light of ongoing national uncertainty regarding the future Foundation Trust model, it is not considered necessary to create a replacement appointed governor role at this time.

### **Eligibility and Disqualification Rules (Annex 4 & Annex 6)**

- Members who have threatened or harassed staff, patients, or visitors (or who are vexatious complainants) are explicitly excluded from membership and therefore from standing as governors.
- Individuals serving as governors at other NHS trusts are now eligible to stand for election at SFT, in line with NHS England statutory guidance on wider public representation and system working.

### **Standing Orders – Council of Governors**

Multiple changes simplify and modernise the functioning of the Council:

- Simplified procedures for notice of meetings, motions, debate, and voting.
- Public access provisions added and clarified.
- Dispute resolution process introduced: informal stage via the Chair - joint "resolution meeting" - final Board decision - escalation to NHSE if licence compliance is at risk.
- Quorum reduced to 9 governors (from 10), one-third of the full Council of Governors.

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## 1. Introduction

- 1.1 Following significant consideration, at the end of 2025, the Boards of Directors of Tameside and Glossop Integrated Care NHS Foundation Trust (TG ICFT) and Stockport NHS Foundation Trust (SFT) supported the transition to joint corporate governance arrangements from 1 April 2026.
- 1.2 As this presented a significant and complex change, a detailed Go / No Go Criteria framework was created and approved by the Trust Board's to test readiness. The criteria covered statutory and legal requirements, and the operational arrangements needed for the Boards and Committees to function from day one. Following an assessment against the criteria, in January / February 2026, both Boards confirmed support for the decision to implement joint governance arrangements from 1 April 2026, including the establishment of a Joint Board with maximum delegation from each statutory Board.
- 1.3 A suite of documents has been developed and/or revised to support the new joint corporate government arrangements. This includes:
- Trust Constitutions
  - Joint Board Terms of Reference & Work Plan 2026/27
  - Board Committees Terms of Reference & Work Plans 2026/27 (Statutory & Non-Statutory)
  - Collaboration Agreement
  - Schemes of Reservation & Delegation
  - Report Template
- 1.4 All documents were considered at the joint Board development session on 5 March and will be submitted for approval to the SFT and TG ICFT Boards of Directors, meeting in common, on 26 March 2026.
- 1.5 In addition to Board approval, amendments to the Trust Constitution also require approval from the Council of Governors, in accordance with its statutory responsibilities.

## 2. Trust Constitution

- 2.1 Both the SFT and TG ICFT Trust Constitutions now mirror each other, in terms of content and structure, apart from Annexes 1-3 which are individual to each Trust. The Constitutions are largely based on the Model Constitution and have been developed with appointed legal advice.
- 2.2 A clean version of the Trust Constitution (Appendix 1) is provided for ease of reference. As the document is extensive, the principal changes are summarised below. Amendments relating solely to reordering of sections, removal of duplication, or minor editorial adjustments are not listed.

Section	Key Change
Joint working & delegation arrangements	Included: - The Trust may enter into arrangements for the carrying out, on such terms as the Trust considers appropriate, of any of its functions jointly with any other person

	- The Trust may also enter into arrangements to carry out the functions of another relevant body, whether jointly or otherwise
Restrictions on Membership	Updated to restrict an individual who has threatened, harassed, harmed or abused staff, patients and/or visitors of the Trust; or has been a vexatious complainant
Council of Governors: Referral to the Panel	Included in line with section 39A of the 2006 Act
Board of Directors Composition	Updated to reflect the compositions approved by Trust Boards in January/February 2026
Documents for Public Inspection	Updated to reflect only documents required by legislation.
Indemnity	Removed as separate section as covered in Standing Orders. Cover provided for Board of Directors and Council of Governors via NHS Resolution Scheme.
Annex 3: Composition of Council of Governors	Removal of the Greater Manchester University Appointed Governor position, which has been vacant for more than five years (since its introduction into the Constitution). It is not proposed to replace this with a local college Appointed Governor considering the uncertain future of the Council of Governors model, alongside the well-established operational relationship with the local college and the People Directorate. The revised total composition would be 27 governors.
Annex 4: Additional Provisions: Council of Governors	Lead Governor Term of Office – Updated to 3 years (standard governor term) from 24 months. Alignment with TGICFT.
	Removal of Governor: Revised to a majority vote, from two thirds.
	Further provisions as to eligibility to become a governor: Individuals who currently serve as governors of other NHS trusts are now eligible to stand for election as a governor. This reflects the statutory duty for governors to represent the interests of members and the public at large as required by NHS England’s updated statutory guidance. Allowing dual governorship supports system working and collaboration between trusts, consistent with NHS England’s emphasis on joined-up governance and integrated care.
Annex 6: Disqualification from Membership	As above: Restrictions on Membership and disqualification process simplified.
Standing Orders: Council of Governors	Notice of Meetings: Simplified procedure
	Notice & Amendments of Motions: Simplified procedure
	Debate: Simplified procedure
	Voting: Simplified procedure
	Public Access: Included
	Dispute Resolution: Included and simplified procedure. Informal resolution through the Chairman - joint “resolution meeting” - final decision resides with the Board - if unresolved Council of Governors can notify NHS England if licence compliance is at risk.
Standing Orders: Board of Directors	Quorum: Changed to 9 (from 10)
	Notices of Motions: Simplified procedure
	Quorum: One Third, including two Executive and two Non-Executive Directors. Previously 6. Updated to align with TGICFT
	Dispute Resolution: Included and simplified procedure as above (Standing Orders Council of Governors)

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**Stockport**  
NHS Foundation Trust

**Stockport NHS Foundation Trust**  
**Constitution**

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Revised during 2023 further to commencement of Health and Care Act 2022, modifications to the NHS provider licence, related governance documentation, revision to Stockport electoral ward boundaries thereby Public Constituencies and eligibility requirements for membership.

Revised Constitution approved by the Board of Directors on 1<sup>st</sup> June 2023 and Council of Governors on 7<sup>th</sup> June 2023.

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## Stockport NHS Foundation Trust Constitution

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## 1. Interpretation and definitions

1.1 Unless otherwise stated, words or expressions contained in this constitution shall bear the same meaning as in the National Health Service Act 2006 as amended by the 2012 Act, the 2022 Act and other amending legislation.

1.2 References in this constitution to legislation include all amendments, replacements or re-enactments made.

1.3 Words importing the singular shall import the plural and vice-versa.

### 1.4 **Notices**

1.4.1 Any notice required by this constitution to be given means a notice in writing or a notice given using electronic communications to an address for the time being notified for that purpose. "Address" in relation to electronic communications includes any number or address used for the purposes of such communications.

1.5 In addition, in this constitution:

**the 2006 Act** is the National Health Service Act 2006;

**the 2012 Act** is the Health and Care Act 2012;

**the 2022 Act** is the Health and Care Act 2022;

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

**The area of the Trust** means the area specified in Annex 1 of the Constitution;

**Annual Members Meeting** is defined in paragraph 12 of the Constitution;

**Appointed governors** means those governors appointed by the appointing organisations named in Annex 3;

**Appointing organisations** means those organisations named in Annex 3 of this constitution who are entitled to appoint governors;

**Board of Directors** means the Board of Directors as constituted in accordance with this constitution;

**Chair** means the Chair of the Trust appointed under this Constitution from time to time;

**Class** means the parts of the Staff Constituency, further defined at Annex 2;

**Constitution** means this document and all annexes to it;

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**Council of Governors** means the Council of Governors as constituted in accordance with this constitution;

**Director** means a member of the Board of Directors;

**Elected governors** means those governors elected by the Public Constituencies and the Staff Constituency;

**Financial year** means a period beginning on 1 April and finishing on the following 31 March;

**Integrated Care Board (ICB)** means an integrated care board established under Chapter A3 of Part 2 of the 2006 Act;

**Local Authority Governor** means a member of the Council of Governors appointed by one or more local authorities whose area includes the whole or part of the area of the Trust;

**Member** means a member of the Trust;

**NHS England** means the body corporate known as NHS England, established under section 1H of the 2006 Act;

**NHS provider licence** means the licence number 130114 granted to the Trust on 1 April 2013;

**Public governor** means a member of the Council of Governors elected by the members of one of the public constituencies;

**Staff governor** means a member of the Council of Governors elected by the members of one of the classes of the staff constituency;

**Statutory transaction** means a merger under section 56 of the 2006 Act, an acquisition under section 56A of the 2006 Act, a separation under 56B of the 2006 Act, or dissolution under section 57A of the 2006 Act;

**the Trust** is defined in paragraph 2 of the constitution;

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

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

**1.6** Save as otherwise permitted by law, the Chair shall be the final authority for all purposes on the interpretation of this Constitution (on which they should be advised by the Trust Secretary).

## **2. Name**

The name of the foundation trust is Stockport NHS Foundation Trust (“the Trust”).

### **3. Purpose**

- 3.1 The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.
- 3.2 The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.
- 3.3 The Trust may provide goods and services for any purposes related to:
- 3.3.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness; and
  - 3.3.2 the promotion and protection of public health.
- 3.4 The Trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose.

### **4. Powers**

- 4.1 The powers of the Trust are set out in the 2006 Act.
- 4.2 All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
- 4.3 Any of these powers may be delegated to a committee of Directors or to an executive Director.

### **5. Commitments**

- 5.1 The Trust shall exercise its functions effectively, efficiently, and economically.
- 5.2 Subject to paragraph 5.3 below and having regard to any guidance published by NHS England, in deciding about the exercise of its functions, the Trust shall have regard to all likely effects of the decision in relation to:
- 5.2.1 the health and wellbeing of the people of England;
  - 5.2.2 the quality of services provided to individuals be relevant bodies, or in pursuance of arrangements made by relevant bodies, for or in connection with the prevention, diagnosis or treatment of illness, as part of the health service in England; and
  - 5.2.3 efficiency and sustainability in relation to the use of resources by relevant bodies for the purposes of the health service in England.
- 5.3 The requirement to have regard to the wider effect of its decisions set out in paragraph 5.2 shall not apply to decisions about services to be provided to a particular individual for or in connection with the prevention, diagnosis or treatment of illness.
- 5.4 In paragraph 5.2 'relevant bodies' has the meaning set out in paragraph 63A(4) of the 2006 Act.

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5.5 In exercising its functions, the Trust shall have regard to the need to contribute towards compliance with the UK net zero emissions target set out at section 1 of the Climate Change Act 2008 and the environmental targets set out at section 5 of the Environment Act 2021, and to adapt to any current or predicted impacts of climate change identified in the most recent report under section 56 of the Climate Change Act 2008. In doing so, the Trust shall also have regard to guidance published by NHS England.

5.6 The Trust may do anything which appears to be necessary or expedient for the purposes of or in connection with its functions.

### 5.7 **Joint working and delegation arrangements**

5.7.1 The Trust may enter into arrangements for the carrying out, on such terms as the Trust considers appropriate, of any of its functions jointly with any other person.

5.7.2 Subject to paragraph 5.7.4 the Trust may arrange in accordance with s65Z5 of the 2006 Act for the joint exercise of functions with any one or more of the following bodies:

- 5.7.2.1 a relevant body;
- 5.7.2.2 a local authority;
- 5.7.2.3 a combined authority.

5.7.3 The Trust may also enter into arrangements to carry out the functions of another relevant body, whether jointly or otherwise.

5.7.4 Where the Trust has entered into arrangements for the joint exercise of functions with one or more bodies in accordance with paragraph 5.7.2, it may make arrangements for:

- 5.7.4.1 the function to be exercised by a joint committee of theirs.
- 5.7.4.2 for one or more of them, or a joint committee of them, to establish and maintain a pooled fund.

5.7.5 The Trust must have regard to any guidance published by NHS England under s65Z7.

5.7.6 In this paragraph, the following terms have the following meanings:

- 5.7.6.1 'Relevant body' has the meaning set out in section 65Z5(2) of the 2006 Act.
- 5.7.6.2 'Local authority' means a local authority within the meaning of section 2B of the 2006 Act.
- 5.7.6.3 'Combined authority' has the meaning set out in s275 of the 2006 Act.
- 5.7.6.4 'Pooled fund' has the meaning set out in s65Z6(3) of the 2006 Act.

### 5.8 **Duties relating to Integrated Care System financial controls**

5.8.1 The Trust must seek to achieve financial objectives that apply to it under section 223L of the 2006 Act.

5.8.2 The Trust must exercise its functions with a view to ensuring that it complies with its duties:

5.8.2.1 under s223LA of the 2006 Act to limit expenditure

5.8.2.2 under s223M and s223N of the 2006 Act to limit local capital resource use and local revenue resource use.

## **6. Membership and constituencies**

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

6.1.1 a Public Constituency; or

6.1.2 a Staff Constituency.

6.2 The Trust Secretary shall make the final decision about which constituency or to which class an individual is eligible to be a member.

## **7. Application for membership**

An individual who is eligible to become a member of the Trust may do so on application to the Trust.

## **8. Public Constituency**

8.1 An individual who lives in an area specified in Annex 1 as an area for a public constituency may become or continue as a member of the Trust.

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

8.3 The minimum number of members in each Public Constituency is specified in Annex 1.

## **9. Staff Constituency**

9.1 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a member of the Trust provided:

9.1.1 He/she is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or

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

9.2 Individuals who exercise functions for the purposes of the Trust under a contract of employment with a body other than the Trust may become or continue as members of the staff constituency provided such individuals have exercised these functions continuously for a period of at least 12 months. For the avoidance of doubt, this does not include those who assist or provide services to the Trust on a voluntary basis.

9.3 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.

9.4 The Staff Constituency shall be divided into descriptions of individuals who are eligible for membership of the Staff Constituency, each description of individuals being specified within

Annex 2 and being referred to as a class within the Staff Constituency.

9.5 The minimum number of members in each class of the Staff Constituency is specified in Annex 2.

**10. Automatic membership by default – staff**

10.1 An individual who is:

10.1.1 eligible to become a member of the Staff Constituency; and

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

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

**11. Restriction on membership**

11.1 The members of the Trust are those individuals whose names are entered in the register of members.

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

11.3 Members of the Trust who are members of the Public Constituency are to be individuals who are aged sixteen years and over:

11.3.1 who live in one of the Public Constituencies listed;

11.3.2 who are not eligible to become a member of the Staff Constituency or otherwise disqualified from membership under Annex 6; and

11.3.3 who have made an application for membership to the Trust.

11.4 The Trust will take any reasonable steps, as required by NHS England, to ensure that the overall membership of each public (and, if applicable, patient) constituency reflects the population eligible to join it.

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

11.6 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Trust are set out in Annex 6.

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## **12. Annual Members' Meeting**

- 12.1 The Trust shall hold an annual meeting of its members ('Annual Members' Meeting'). The Annual Members' Meeting shall be open to members of the public.
- 12.2 Further provisions about the Annual Members' Meeting are set out in Annex 6.

## **13. Council of Governors – composition**

- 13.1 The Trust is to have a Council of Governors, which shall comprise both elected governors and appointed governors.
- 13.2 The composition of the Council of Governors is specified in Annex 3.
- 13.3 The members of the Council of Governors, other than the appointed governors, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 3.

## **14. Council of Governors – election of governors**

- 14.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules, as published from time to time by NHS Providers, on a Single Transferable Vote basis.
- 14.2 The Model Rules for Elections, as published from time to time by NHS Providers, form part of this Constitution. The Model Rules for Elections current at the date of their adoption under this Constitution are attached at Annex 7.
- 14.3 A subsequent variation of the Model Election Rules by the Department of Health & Social Care or NHS Providers shall not constitute a variation of the terms of this Constitution for the purposes of paragraph 45 of the Constitution (amendment of the Constitution).
- 14.4 An election, if contested, shall be by secret ballot.

## **15. Council of Governors – tenure**

- 15.1 An elected governor may hold office for a period not exceeding three years commencing from when their election is announced.
- 15.2 An elected governor shall cease to hold office if they cease to be a member of the constituency or class by which they were elected, or if they are disqualified for any of the reasons set out in this Constitution. For the avoidance of doubt, this includes a public governor moving their principal residence from one Public Constituency to another.
- 15.3 An elected governor shall be eligible for re-election at the end of their term. An elected governor may not, if re-elected for more than a single term of office hold office for more than nine (9) consecutive years in total.

- 15.4 An Appointed Governor shall hold office for a period of up to three years, subject to their continued involvement with - and ongoing support from - the appointing organisation, or unless they are disqualified for any of the reasons set out in the Constitution.
- 15.5 An Appointed Governor shall be eligible for re-appointment at the end of their term. An Appointed Governor may not hold office for longer than nine (9) consecutive years.
- 15.6 An Appointed Governor shall cease to hold office if the appointing organisation withdraws its sponsorship of him.
- 15.7 For the purposes of this paragraph, years of office are consecutive unless there is a break of at least 12 months between them. A “year” means a period commencing immediately after the election or appointment is announced.

## **16. Council of Governors – disqualification and removal**

- 16.1 The following may not become or continue as a member of the Council of Governors:
- 16.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
  - 16.1.2 a person in relation to whom a moratorium period under a debt relief order applies under (Part 7A of the Insolvency Act 1986);
  - 16.1.3 a person who has made a composition or arrangement with, or granted a trust deed for, his/her creditors and has not been discharged in respect of it;
  - 16.1.4 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him.
- 16.2 Governors must be at least 16 years of age at the date they are nominated for election or appointment.
- 16.3 Further provisions as to the circumstances in which an individual may not become or continue as a governor, and the procedures for termination of tenure, are set out in Annex 4.

## **17. Council of Governors – duties of governors**

- 17.1 The general duties of the Council of Governors are:
- 17.1.1 to hold the non-executive Directors individually and collectively to account for the performance of the Board of Directors, and
  - 17.1.2 to represent the interests of the members of the Trust as a whole and the interests of the public.
- 17.2 The Trust must take steps to secure that the governors are equipped with the skills and knowledge

they require in their capacity as such.

#### **18. Council of Governors – meetings of governors**

- 18.1 The Chairman of the Trust (i.e., the Chairman of the Board of Directors, appointed in accordance with this Constitution) or, in his/her absence, the Deputy Chairman (appointed in accordance with the provisions of this Constitution), or, in his or her absence, one of the non-executive Directors, shall preside at meetings of the Council of Governors.
- 18.2 Meetings of the Council of Governors shall be open to members of the public save that members of the public may be excluded from a meeting for special reasons. The Chairman may exclude members of the public from a meeting if they are interfering with or preventing the proper conduct of the meeting.
- 18.3 For the purposes of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties (and deciding whether to propose a vote on the Trust's or Directors' performance), the Council of Governors may require one or more of the Directors to attend a meeting.

#### **19. Council of Governors – Standing Orders**

The Standing Orders for the practice and procedure of the Council of Governors, as may be varied from time to time, are attached at Annex 8.

#### **20. Council of Governors – referral to the Panel**

- 20.1 In this paragraph, the Panel means a panel of persons appointed by NHS England to which a governor of an NHS foundation trust may refer a question as to whether the Trust has failed or is failing –
- 20.1.1 to act in accordance with its Constitution, or
  - 20.1.2 to act in accordance with provision made by or under Chapter 5 of the 2006 Act.
- 20.2 A governor may refer a question to the Panel in accordance with section 39A of the 2006 Act only if more than half of the members of the Council of Governors voting approve the referral.
- 20.3 Notwithstanding section 39A of the 2006 Act, as such a panel does not presently exist, the Trust must take steps to secure that governors are able to access support and/or advice, as and where necessary, to enable them to fulfil their duties, as set out above.

#### **21. Council of Governors - conflicts of interest of governors**

If a governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the governor shall disclose that interest to the members of the Council of Governors and Trust Secretary as soon as he/she becomes aware of it. The Standing Orders for the Council of Governors shall make provision for the disclosure of interests and arrangements for the exclusion of a governor declaring any interest

from any discussion or consideration of the matter in respect of which an interest has been disclosed.

## **22. Council of Governors – travel expenses**

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

## **23. Council of Governors – additional provisions**

Additional provisions with respect to the Council of Governors are set out in Annex 4.

## **24. Board of Directors – composition**

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

24.2 The Board of Directors is to comprise:

24.2.1 a non-executive Chairman;

24.2.2 seven to eight other Non-Executive Directors; and

24.2.3 six to eight Executive Directors.

24.3 The number of directors may be increased within the range of 24.2.2 and 24.2.3 above, with the approval of the Board of Directors, provided always at least half the Board comprises non-executive directors determined by the Board to be independent.

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

24.5 The Chief Executive shall be the Accounting Officer.

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

24.7 One of the Executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

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

## **25. Board of Directors – general duty**

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

## **26. Board of Directors – qualification for appointment as a non-executive director**

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

26.1.1 he/she is a member of a Public Constituency, or

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

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

**27. Board of Directors – appointment and removal of chairman and other non-executive directors**

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

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

**28. Board of Directors – appointment of deputy chairman and Senior Independent Director**

28.1 The Council of Governors shall appoint one of the Non-Executive Directors to be the Deputy Chairman of the Board of Directors. If the Chairman is unable to discharge their office as Chairman of the Trust, the Deputy Chairman of the Board of Directors shall be acting Chairman of the Trust.

28.2 The Board of Directors may appoint a non-executive Director as a Senior Independent Director. The Senior Independent Director may be the Deputy Chairman.

28.3 Any appointment of a Senior Independent Director pursuant to the preceding paragraph shall be made following consultation with the Council of Governors.

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

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

29.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.

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

29.4 The Chief Executive may appoint one of the Executive Directors as Deputy Chief Executive in consultation with the Non-Executive Directors.

**30. Board of Directors – disqualification**

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

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- 30.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
- 30.1.2 a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986);
- 30.1.3 a person who has made a composition or arrangement with, or granted a trust deed for, his/her creditors and has not been discharged in respect of it;
- 30.1.4 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him/her.

30.2 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Board of Directors are set out at Annex 5.

### **31. Board of Directors – meetings**

- 31.1 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.
- 31.2 Before holding a meeting, the Board of Directors must make available a copy of the agenda of the meeting to members of the Council of Governors. As soon as practicable after holding a meeting subject to any legal requirement to the contrary, the Board of Directors must make available a copy of the minutes of the meeting to members of the Council of Governors.

### **32. Board of Directors – standing orders**

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

### **33. Board of Directors – conflicts of interest of Directors**

- 33.1 The duties that a Director of the Trust has by virtue of being a Director include in particular:
  - 33.1.1 A duty to avoid a situation in which the Director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust.
  - 33.1.2 A duty not to accept a benefit, pecuniary or otherwise, from a third party by reason of being a Director or doing (or not doing) anything in that capacity.
- 33.2 The duty referred to in sub-paragraph 33.1.1 is not infringed if:
  - 33.2.1 The situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - 33.2.2 The matter has been authorised in accordance with the Constitution.
- 33.3 The duty referred to in paragraph 33.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 33.4 In paragraph 33.1.2, “third party” means a person other than:

- 33.4.1 The Trust; or
- 33.4.2 A person acting on its behalf.

- 33.5 If a Director of the Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the Director must declare the nature and extent of that interest to the other Directors and the Trust Secretary who will record on the appropriate register.
- 33.6 If a declaration under this paragraph proves to be, or becomes, inaccurate and/or incomplete, a further declaration must be made.
- 33.7 Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.
- 33.8 This paragraph does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question.
- 33.9 A Director need not declare an interest:
  - 33.9.1 If it cannot reasonably be regarded as likely to give rise to a conflict of interest;
  - 33.9.2 If, or to the extent that, the Directors are already aware of it;
  - 33.9.3 If, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered –
    - 33.9.3.1 By a meeting of the Board of Directors, or
    - 33.9.3.2 By a committee of the Directors appointed for the purpose under the Constitution.

#### **34. Board of Directors – remuneration and terms of office**

- 34.1 The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and the other Non-Executive Directors.
- 34.2 The Trust shall establish a committee of Non-Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other Executive Directors.

#### **35. Registers**

The Trust shall have:

- 35.1 a register of members showing, in respect of each member, the constituency to which he/she belongs and, where there are classes within it, the class to which he belongs;
- 35.2 a register of members of the Council of Governors;
- 35.3 a register of interests of the Council of Governors;
- 35.4 a register of Directors; and
- 35.5 a register of interests of the Directors.

**36. Admission to and removal from the registers**

The Trust Secretary shall add to the register of members the name of any individual who is accepted as a member of the Trust under the provisions of this Constitution. The Trust Secretary shall remove from the register of members the name of any member who ceases to be entitled to be a member under the provisions of this Constitution.

**37. Registers – inspection and copies**

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

37.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of any member of the Trust, if the member so requests.

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

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

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

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

**38. Documents available for public inspection**

38.1 The Trust shall make the following documents available on the Trust's website and available for inspection by members of the public free of charge at all reasonable times:

38.1.1 a copy of the current constitution;

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

38.1.3 a copy of the latest annual report;

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

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

38.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act.

38.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act.

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- 38.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act.
  - 38.2.5 A copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act.
  - 38.2.6 a copy of any notice published under section 65F (administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA(Monitor's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act.
  - 38.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act.
  - 38.2.8 a copy of any final report published under section 65I (administrator's final report),
  - 38.2.9 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act.
  - 38.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.
- 38.3 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.
- 38.4 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

## **39. Auditor**

- 39.1 The Trust shall have an auditor.
- 39.2 The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors.

## **40. Audit committee**

The Trust shall establish a committee of Non-Executive Directors as an audit committee. The audit committee will perform such monitoring, reviewing and other functions as are appropriate.

## **41. Accounts**

- 41.1 The Trust must keep proper accounts and proper records in relation to the accounts.
- 41.2 NHS England may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

- 41.3 The accounts are to be audited by the Trust's auditor.
- 41.4 The Trust shall prepare in respect of each financial year annual accounts in such form as NHS England may direct with the approval of the Secretary of State direct.
- 41.5 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

**42. Annual report, forward plans and non-NHS work**

- 42.1 The Trust shall prepare an Annual Report and send it to NHS England.
- 42.2 Each Annual Report must, in particular, review the extent to which the Trust has exercised its functions:
- 42.2.1 in accordance with the plans published under:
    - 42.2.1.1 section 14Z52 of the 2006 Act;
    - 42.2.1.2 section 14Z56 of the 2006 Act
  - 42.2.2 consistently with NHS England's views set out in the latest statement published under section 13SA(1)
- 42.3 Each Annual Report shall provide:
- 42.3.1 information on any steps taken by the Trust to secure that (taken as a whole) the actual membership of its public constituencies and the classes of the staff constituency is representative of those eligible for such membership;
  - 42.3.2 give information on any occasions in the period to which the report relates on which the Council of Governors exercised its powers under paragraph 18.3;
  - 42.3.3 information on the Trust's policy on pay and on the work of the committee established under paragraph 34.2 and such other procedures as the Trust has on pay;
  - 42.3.4 information on the remuneration of the directors and on the expenses of the governors and the directors; and
  - 42.3.5 any other information NHS England requires.
- 42.4 The Trust is to comply with any decision NHS England makes as to:
- 42.4.1 the form of the annual reports;
  - 42.4.2 when the reports are to be sent to it;
  - 42.4.3 the periods to which the annual reports relate.
- 42.5 The Trust shall give information as to its forward planning in respect of each financial year to NHS England.

- 42.6 The document containing the information with respect to forward planning (referred to above) shall be prepared by the Directors.
- 42.7 In preparing the document, the Directors shall have regard to the views of the Council of Governors.
- 42.8 Each forward plan must include information about:
- 42.8.1 the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on; and
  - 42.8.2 the income it expects to receive from doing so.
- 42.9 Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 42.8.1, the Council of Governors must:
- 42.9.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfillment by the Trust of its principal purpose or the performance of its other functions; and
  - 42.9.2 notify the Directors of the Trust of its determination.
- 42.10 If the Trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England, it may implement the proposal only if more than half of the members of the Council of Governors of the Trust voting approve its implementation.

#### **43. Presentation of the annual accounts and reports to the governors and members**

- 43.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:
- 43.1.1 the annual accounts;
  - 43.1.2 any report of the auditor on them; and
  - 43.1.3 the Annual Report.
- 43.2 The documents shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one member of the Board of Directors in attendance.
- 43.3 The Trust may combine a meeting of the Council of Governors convened for the purposes of paragraph 43.1 with the Annual Members' Meeting.

#### **44. Instruments**

- 44.1 The Trust shall have a seal.
- 44.2 The seal shall not be affixed except under the authority of the Board of Directors. Attestation of the affixing of the seal shall be by the Chair, the Chief Executive, or by any two Executive Directors, and such attestation shall be deemed to constitute affixing the seal under the authority

of the Board of Directors.

- 44.3 A document purporting to be duly executed under the Trust's seal or to be signed on its behalf is to be received in evidence and, unless the contrary is proved, taken to be so executed or signed.

#### **45. Amendment of the Constitution**

- 45.1 The Trust may make amendments of its Constitution only if:
- 45.1.1 More than half of the members of the Council of Governors of the Trust voting approve the amendments; and
  - 45.1.2 More than half of the members of the Board of Directors of the Trust voting approve the amendments.
- 45.2 Amendments made under paragraph 45.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the Constitution would, as a result of the amendment, not accord with Schedule 7 of the 2006 Act.
- 45.3 Where an amendment is made to the Constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust):
- 45.3.1 At least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment; and
  - 45.3.2 The Trust must give the members an opportunity to vote on whether they approve the amendment.
- 45.4 If more than half of the members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the Trust must take such steps as are necessary as a result.
- 45.5 Amendments by the Trust of its Constitution are to be notified to NHS England. For the avoidance of doubt, NHS England's functions do not include a power or duty to determine whether or not the constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

#### **46. Significant Transactions**

- 46.1 The Trust may only apply for a Statutory Transaction with the approval of more than half of the members of the Council of Governors.
- 46.2 The Trust may enter into a Significant Transaction only if more than half of the members of the Council of Governors of the Trust voting approve entering into the transaction.
- 46.3 For the purposes of paragraph 46.2:

46.3.1 A transaction is an investment or divestment and includes:

- Projects funded through private finance initiatives (PFI);
- Contracts to provide services;
- Material capital investments;
- Other mergers, acquisitions, investments or divestments; and
- Joint ventures.

46.3.2 A transaction is significant if its value equates to more than 25% of the Trust's:

46.3.2.1 gross assets;

46.3.2.2 income; or

46.3.2.3 gross capital (following completion of the transaction),

calculated with reference to the Trust's opening balance sheet for the financial year in which approval is being sought.

46.4 For the avoidance of doubt, for the purposes of paragraph 46.3.1, the term 'transaction' shall not include a contract with a commissioning organisation for the provision of services for the purposes of the health service in England or Wales. A Statutory Transaction under paragraph 46.1 is not a Significant Transaction for the purposes of paragraph 46.2.

46.5 Noting in this paragraph shall prevent the Board of Directors from appropriate engagement with the Council of Governors, as it sees fit, to provide information on any other transaction or arrangement which the Trust may enter, which does not constitute a "Significant Transaction" as defined within paragraph 46.3.

#### **47. Validity of actions**

No defect or deficiency in the appointment or composition of the members or the Council of Governors or the Board of Directors shall affect the validity of any decision or action taken by them.

#### **48. Dissolution of the Trust**

The Trust may not be dissolved except by order of the Secretary of State for Health, in accordance with the 2006 Act.

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## **ANNEX 1 – THE PUBLIC CONSTITUENCIES**

The minimum number of members of each of the public constituency is 50.

The following areas are public constituencies of the Trust:

**1) Bramhall and Cheadle** – which covers the following electoral wards: -

Bramhall North, Bramhall South & Woodford, Cheadle Hulme South, Cheadle West & Gatley, Cheadle East & Cheadle Hulme North and Heald Green.

**2) Tame Valley and Werneth** – which covers the following electoral wards: -

Brinnington and Stockport Central, Reddish North, Reddish South, Bredbury & Woodley, Bredbury Green & Romiley.

**3) The Heatons and Stockport West** – which covers the following electoral wards: -

Heatons North, Heatons South, Davenport and Cale Green, Edgeley, Manor.

**4) Marple and Hazel Grove** – which covers the following electoral wards: -

Marple North, Marple South & High Lane, Hazel Grove, Offerton, Norbury & Woodsmoor.

**5) High Peak and Dales** – which covers the following electoral wards: -

Barms, Blackbrook, Burbage, Buxton Central, Chapel East, Chapel West, Corbar, Cote Heath, Hayfield, Limestone Peak, New Mills East, New Mills West, Sett, Stone Bench, Temple, Whaley Bridge, Dinting, Gamesley, Hadfield North, Hadfield South, Howard Town, Old Glossop, Padfield, Simmondley, St John's, Tintwistle, Whitfield.

**6) Rest of England & Wales** – All areas of England and Wales excluding the areas covered above.

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## **ANNEX 2 – THE STAFF CONSTITUENCY**

The minimum number of members of the Staff Constituency is to be 100.

All individuals who satisfy the criteria for membership of the Staff Constituency in accordance with paragraphs 8.1 – 8.2 of the constitution shall be a member of the Staff Constituency.

The Staff Constituency does not have any classes within it.

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### **ANNEX 3 – COMPOSITION OF COUNCIL OF GOVERNORS**

The Trust is to have a Council of Governors. It is to consist of elected Public Governors, elected Staff Governors and Appointed Governors.

The Trust shall seek to ensure that through the composition of the Council of Governors:

- (a) the interests of the community served by the Trust are appropriately represented, and
- (b) the level of representation of the Public Governors, the Staff Governors and Appointed Governors, is appropriately balanced having regard to their legitimate interest in the business of the Trust.

The aggregate number of Public Governors is to be more than half the total membership of the Council of Governors.

The Council of Governors of the Trust is to comprise:

1. Twenty Public Governors, from the following public constituencies:
  - 1.1 Bramhall and Cheadle – four Public Governors;
  - 1.2 Tame Valley and Werneth – four Public Governors;
  - 1.3 Heatons and Stockport West – four Public Governors;
  - 1.4 Marple and Hazel Grove – four Public Governors;
  - 1.5 High Peak & Dales – three Public Governors; and
  - 1.6 Rest of England & Wales – one Public Governor
2. Four Staff Governors
3. One Governor to be appointed by Stockport Metropolitan Borough Council
4. One Governor to be appointed by Stockport Healthwatch
5. One Governor to be appointed by Age UK Stockport

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## **ANNEX 4 – ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS**

### **Elected Governors**

1. A member of a Public Constituency may not vote at an election for a Public Governor unless within twenty-one days before they vote they have made a declaration in the form specified by the Council of Governors that they are qualified to vote as a member of the relevant Public Constituency. It is an offence to knowingly or recklessly make such a declaration which is false in a material particular.

### **Appointed Governors**

2. The Trust Secretary, in consultation with the respective appointing organisation/s, is to adopt a process for agreeing the appointment of each of the Appointed Governors.

### **Lead Governor**

3. The Council of Governors shall appoint one of the Governors to be Lead Governor of the Council of Governors. The Lead Governor may be a Public Governor, an Appointed Governor or a Staff Governor.
4. The Lead Governor shall be elected for a term of 3 years and shall be eligible for re-election.

### **Further provisions as to eligibility to be a Governor**

5. Where a person has been elected or appointed to be a Governor and they become disqualified under this Annex 4, they shall notify the Trust Secretary, in writing of such disqualification.
6. If it comes to the notice of the Trust Secretary at the time of their appointment or later, that the Governor is so disqualified, they shall immediately declare that the person in question is disqualified and notify them in writing to that effect.
7. Upon receipt of any such notification, that person's tenure of office, if any, shall be terminated and they shall cease to act as a Governor.
8. A person may not become a Governor of the Trust, and if already holding such office will immediately cease to do so if:
  - 8.1 In the case of a Staff Governor or Public Governor, they ceased to be a member of the constituency they represent;
  - 8.2 in the case of a Partnership Governor, the sponsoring organisation withdraw their sponsorship of them;
  - 8.3 They are a person who is not a fit and proper person as defined by regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and/or condition G4 of the

Trust's provider licence;

- 8.4 They are an Executive Director of the Trust or Director of another NHS foundation trust or any other NHS body, unless such NHS foundation trust or NHS body is an appointing organisation which is appointing them under this Constitution;
- 8.5 They are a member of a committee which has, any role on behalf of a local authority to scrutinise and review health matters, for example, an Overview and Scrutiny Committee;
- 8.6 They have previously been removed as a Governor pursuant to the procedure set out in this Annex 4, or removed from being a governor of another Foundation Trust for cause;
- 8.7 Being a member of one of the Public Constituencies, they have failed to sign a declaration in the form specified by the Council of Governors of the particulars of their qualification to vote as a member of the Trust, and that they are not prevented from being a member of the Council of Governors;
- 8.8 They are subject to a sex offender order or have ever been convicted of an offence against children or are currently on the Register of Sexual Offenders;
- 8.9 They have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;
- 8.10 They are 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/her appointment is not in the interests of the health service, for non-attendance at meetings without good reason or for non-disclosure of a pecuniary interest;
- 8.11 They have had his/her name removed from any list maintained pursuant to the NHS (Performers Lists) (England) Regulations 2013 or the equivalent lists maintained in Wales and he/she has not subsequently had his/her name included in such a list.
- 8.12 They are incapable by reason of mental disorder, illness or injury of managing and administering his/her property and affairs;
- 8.13 They have been identified by the Trust as a vexatious complainant in accordance with relevant Trust policy;
- 8.14 They have been adjudged bankrupt or his/her estate has been sequestrated and in either case they have not been discharged;
- 8.15 They have made a composition or arrangement with, or granted a trust deed for, their creditors and have not been discharged in respect of it;
- 8.16 They have 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 them; or

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8.17 They are a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986).

### **Termination of office and removal of Governors**

9. A person holding office as a Governor shall immediately cease to do so if:
- 9.1 They are no longer eligible to be a governor as defined in paragraphs 8.1 – 8.17;
  - 9.2 They resign by notice to the Trust Secretary;
  - 9.3 They fail to attend three formal meetings of the Council of Governors in any governor year unless the other Governors are satisfied that:
    - 9.3.1 The absences were due to reasonable causes; and
    - 9.3.2 They will be able to start attending meetings of the Trust again within such a period as they consider reasonable.
  - 9.4 They have failed without reasonable cause to undertake any training which the Council of Governors requires all Governors to undertake;
  - 9.5 They have failed to sign and deliver a statement to the Trust Secretary in a form required by the Trust confirming acceptance and agreement to abide by the Trust's statement of roles and responsibilities in relation to the Council of Governors and the Trust's Code of Conduct for Governors.
  - 9.6 They are removed from the Council of Governors under the following provisions.
10. A Governor may be removed from the Council of Governors by a resolution approved by a majority vote of the remaining Governors present and voting at a General Meeting on the grounds that:
- 10.1 They have committed a serious breach of the code of conduct; or
  - 10.2 They have acted in a manner deemed to be detrimental to the interests of the Trust,
- and the Council of Governors considers that it is not in the best interests of the Foundation Trust for them to continue as a Governor.
11. A Governor will have the opportunity to make representations on his/her own behalf to the Council of Governors but shall not be entitled to vote on the issue of termination of his/her tenure of office.
12. The Council of Governors may agree to terminate a Governor's tenure of office for reasonable cause if it considers that he/her continuing as a Governor would or would be likely to:
- (a) limit the ability of the Trust to fulfil its principal purpose or other of its other purposes under this constitution or otherwise to discharge its functions; or
  - (b) harm the Trust's work with other partners with whom it is engaged, or may be engaged, in the provisions of goods and services; or
  - (c) adversely affect public confidence in the Trust or the goods and services provided by the Trust; or
  - (d) otherwise bring the Trust into disrepute.

## Vacancies amongst Governors

13. Where a vacancy arises on the Council of Governors for any reason other than expiry of term of office, the following provisions will apply.
14. Where the vacancy arises amongst the Appointed Governors, the Trust Secretary shall request that the appointing organisation nominates a replacement to hold office for the remainder of the term of office.
15. Where the vacancy arises amongst the elected Governors, the Council of Governors shall be at liberty either:
  - 15.1 To call an election within three months to fill the seat for the remainder of that term of office; or
  - 15.2 To invite the next highest polling candidate for that seat at the most recent election to fill the seat until the next election, at which time the seat will fall vacant and subject to election for any unexpired period of the term of office. Should that candidate decline, the Council of Governors shall be at liberty to approach each of the remaining next highest polling candidates in order until the seat is filled, failing which the options referred to in paragraphs 15.1 and 15.3 of this Annex 4 shall be available to the Council of Governors; or
  - 15.3 If the unexpired period of the term of office is less than six months, to leave the seat vacant until the next elections are held.
16. For the purposes of eligibility to seek re-election or to be re-appointed as a Governor under this Constitution, the period between a Governor's election or appointment as a Governor pursuant to these provisions to fill a vacancy on the Council of Governors and the conclusion of the next Annual Members' Meeting shall be treated as one year

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## **ANNEX 5 – ADDITIONAL PROVISIONS – BOARD OF DIRECTORS**

### **Appointment of Chairman and other Non-Executive Directors**

The Chairman and the Non-Executive Directors are to be appointed by the Council of Governors in accordance with paragraph 27 of the Constitution using the following procedure:

1. The Council of Governors taking into account recommendations from the Nominations Committee will maintain a policy for the composition of the Non-Executive Directors which takes account of the membership strategy, and which they shall review from time to time and not less than every three years.
2. The Board of Directors may work with an external organisation recognised as expert at appointments to identify the skills and experience required for Non-Executive Directors.
3. Appropriate candidates will be identified by the Nominations Committee through a process of open competition, which takes account of the policy maintained by the Council of Governors and the skills and experience required.
4. The Nominations Committee will comprise the Chairman (or, when a Chairman is being appointed, the Deputy Chairman unless they are standing for appointment, in which case another non-executive Director), and four Governors. A representative from NHS England and/or a representative from a relevant ICB, or another appropriate person, will be invited to act as an independent assessor to the Nominations Committee. The Nominations Committee will consult the Chief Executive.
5. The Nominations Committee will make a recommendation to the Council of Governors for approval.
6. Any re-appointment of a Non-Executive Director by the Council of Governors shall be subject to a satisfactory appraisal carried out in accordance with procedures which the Board of Directors has approved. A non-executive Director (including the Chair) may serve on the Board of Directors for longer than six (6) consecutive years, subject to annual re-appointment after serving six consecutive years. A Non-Executive Director (including the Chair) shall not hold office for longer than nine (9) consecutive years unless agreed with NHS England.

### **Deputy Chairman & Senior Independent Director**

7. The Council of Governors shall appoint one of the Non-Executive Directors to be the Deputy Chairman of the Board of Directors, in accordance with paragraph 28 of the Constitution.
8. The Board of Directors may appoint one of the Non-Executive Directors to act as the Senior Independent Director. Any such appointment shall be made following consultation with the Council of Governors.

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## Removal of Chairman and other non-executive Directors

The Chairman or another non-executive Director may be removed by the Council of Governors in accordance with paragraph 27 of the Constitution, subject to the following procedure:

9. Any proposal for removal must be proposed by a Governor and seconded by not less than ten Governors including at least two elected Governors and two appointed Governors.
10. Written reasons for the proposal shall be provided to the non-executive Director in question, who shall be given the opportunity to respond to such reasons.
11. In making any decision to remove a Non-Executive Director, the Council of Governors shall take into account the annual appraisal carried out by the Chairman.
12. If any proposal to remove a non-executive Director is not approved at a meeting of the Council of Governors, no further proposal can be put forward to remove such non-executive Director based upon the same reasons within 12 months of the meeting.

## Further provisions as to eligibility to be a Director

13. A person may not become a Director of the Trust, and if already holding such office, will immediately cease to do so if:
  - 13.1 They are a person who is not a fit and proper person as defined by regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and/or condition G4 of the Trust's provider licence;
  - 13.2 They are a member of a committee which has, any role on behalf of a local authority to scrutinise and review health matters, for example, an Overview and Scrutiny Committee;
  - 13.3 They are the subject of a disqualification order made under the Company Directors Disqualification Act 1986;
  - 13.4 They have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;
  - 13.5 They are 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/her appointment is not in the interests of the health service, for non-attendance at meetings or for non-disclosure of a pecuniary interest;
  - 13.6 They have had his/her name removed from any list maintained pursuant to the NHS (Performers Lists) (England) Regulations 2013 or the equivalent lists maintained in Wales and he/she has not subsequently had his/her name included in such a list;
  - 13.7 In the case of a non-executive Director they have failed without reasonable cause to fulfil any training requirement established by the Board of Directors;

- 13.8 They have failed to sign and deliver to the Trust Secretary a statement in the form requirement by the Board of Directors confirming acceptance of the code of conduct for Directors.

### **Remuneration, allowances and expenses**

14. The remuneration and allowances for Directors are to be disclosed in the Annual Report.
15. The Trust may reimburse Directors for travelling and other costs and expenses at such rates as the executive remuneration committee of Non-Executive Directors (for Executive Directors) or the Council of Governors (for Non-Executive Directors) decides. These are to be disclosed in the annual report.

### **Trust Secretary**

16. The Trust shall have a Trust Secretary who may be an employee. The Trust Secretary may not be a Governor, the Chief Executive or the Finance Director.
17. The Trust Secretary's functions shall include:
- 17.1 acting as Secretary to the Council of Governors, the Board of Directors and any committees of the Council and the Board respectively;
  - 17.2 summoning and attending all members meetings, meetings of the Council of Governors and the Board of Directors and keeping the minutes of those meetings;
  - 17.3 keeping the register of members and other registers and books required by this constitution to be kept;
  - 17.4 having charge of the Trust's seal;
  - 17.5 publishing to members in an appropriate form information which they should have about the Trust's affairs;
  - 17.6 preparing and sending to NHS England and any other statutory body all returns which are required to be made.
18. The Trust Secretary is to be appointed and removed by the Board of Directors.

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## ANNEX 6 – MEMBERSHIP PROVISIONS

### **Disqualification from membership**

- 1.1. A person may not become a member of the Trust, or where an existing member shall have their membership of the Trust withdrawn if they are an individual who:
  - (a) has threatened, harassed, harmed, abused, or assaulted staff and/or other persons, verbally or physically, who exercise functions for the purposes of the Trust, including registered volunteers, patients or visitors of the Trust; or
  - (b) has been identified by the Trust as a vexatious complainant. For the purposes of this paragraph a vexatious complainant is an individual who is found by the Trust (applying the relevant Trust policy) to have abused or used inappropriately the Trust's complaints procedure.
  - (c) has been dismissed from the employment of the Trust, any of its subcontractors or any other health service body, save where such dismissal is on the grounds of redundancy or determined to have been unfair by a competent tribunal;
  - (d) has been registered as a sex offender;
  - (e) fails to agree to abide by the Trust's values and principles;
  - (f) has made a false statement or false declaration of eligibility in the process of applying to be a member, or in the process of being nominated, elected or appointed as Member of Council; or
  - (g) has acted in a manner that is contrary to the Trust's values and principles.

### **Termination of membership**

2. A member shall cease to be a member if:
  - 2.1. He/she dies;
  - 2.2. He/she resigns by notice to the Trust Secretary;
  - 2.3. He/she ceases to be entitled under this Constitution to be a member of any of the Public Constituencies, or of any of the classes of the Staff Constituency;
  - 2.4. He/she is disqualified under this Constitution pursuant to 1.1 above.
3. It is the responsibility of the member to ensure his/her eligibility, not that of the Trust.
4. Where the Trust becomes aware that a Member may be disqualified from membership or may no longer meet the eligibility criteria, the Trust shall notify the Member in writing, setting out:
  - the grounds for potential disqualification as defined in the Constitution,
  - the evidence relied upon, and
  - the Member's right to respond.
5. The Member shall be given 14 days from the date of the notice to provide written representations or evidence as to why their name should not be removed from the register of members.
6. Following the end of the representation period, the Trust Secretary shall review all available information and may, where satisfied that a disqualifying ground applies, remove the Member

from the Register.

7. Where the grounds relate to conduct, behaviour, or any matter that may reasonably require independent consideration, the Trust Secretary shall refer the matter to the Council of Governors for determination.
8. The Council of Governors shall determine whether a disqualifying ground is met and whether the Member should be removed from the Register.
9. The Trust shall notify the Member in writing of the decision (whether made by the Secretary or the Council of Governors), including the reasons and the date the decision takes effect.

### **Members meetings**

10. The Trust is to hold a members' meeting (called the Annual Members' Meeting) within eight months of the end of each financial year.
11. All members' meetings are to be convened by the Trust Secretary by order of the Council of Governors.
12. Members' meetings are open to all members of the Trust, members of the Council of Governors and the Board of Directors, representatives of the Trust's financial auditors and to members of the public. The Council of Governors may invite representatives of the media, and any experts or advisors, whose attendance they consider to be in the best interests of the Trust to attend a members meeting.
13. The Council of Governors may decide where a members' meeting is to be held and may also for the benefit of members:
  - 13.1. arrange for the Annual Members' Meeting to be held in different venues each year; and
  - 13.2. make provisions for a members meeting to be held at different venues simultaneously or at different times. In making such provision the Council of Governors shall also fix an appropriate quorum for each venue, provided that the aggregate of the quorum requirements shall not be less than the quorum set out below.
14. At the Annual Members' Meeting:
  - 14.1. members of the Board of Directors shall present to the members:
    - 14.1.1. the annual accounts and any report of the auditor on them;
    - 14.1.2. any report of any other auditor of the Trust's affairs;
    - 14.1.3. forward planning information for the next financial year.
  - 14.2. the Council of Governors as delegated to the Trust Secretary shall present to the members:
    - 14.2.1. a report on steps taken to secure that (taken as a whole) the actual membership of its Public Constituencies and of the classes of its Staff Constituency is representative of those eligible for such membership;

- 14.2.2. the progress of the membership strategy;
- 14.2.3. any proposed changes to the policy for the composition of the Council of Governors and of the Non-Executive Directors; and
- 14.2.4. the results of the election and appointment of Governors will be announced.

15. Notice of a members meeting is to be given:

- 15.1. by notice to members in the agreed membership communications;
- 15.2. by notice prominently displayed at the registered office; and
- 15.3. by notice on the Trust's website,

at least 14 clear days before the date of the meeting.

16. The notice must:

- 16.1. be given to the Council of Governors and the Board of Directors, and to the auditor;
- 16.2. state whether the meeting is an annual or other members meeting;
- 16.3. give the time, date and place of the meeting; and
- 16.4. indicate the business to be dealt with at the meeting.

17. Before a members meeting can do business there must be a quorum present. Except where this constitution says otherwise a quorum is twenty members entitled to vote at the meeting.

18. It is the responsibility of the Council of Governors, the Chairman of the meeting and the Trust Secretary to ensure that at any members meeting:

- 18.1. the issues to be decided are clearly explained;
- 18.2. sufficient information is provided to members to enable rational discussion to take place;
- 18.3. where appropriate, experts in relevant fields or representatives of special interest groups are invited to address the meeting.

19. The Chairman of the Trust or in their absence the Deputy Chair shall preside at all members meetings of the Trust. If neither the Chairman nor the Deputy Chair is present, a Non-Executive Director shall be Chairman.

20. If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council of Governors determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of members present during the meeting is to be a quorum.

21. A resolution put to the vote at a members meeting shall be decided upon by a poll or show of hands.

22. The result of any vote will be declared by the Chairman and entered in the minute book. The minute book will be conclusive evidence of the result of the vote.

### **Dispute Resolution Procedures**

23. Every unresolved dispute which arises out of the Constitution between the Trust and:

- 23.1. a member; or
- 23.2. any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or
- 23.3. any person bringing a claim under this constitution; or
- 23.4. an office-holder of the Trust,

is to be submitted to an arbitrator agreed by the parties or in the absence of agreement to be nominated by the Trust's Chairman. The arbitrator's decision will be binding and conclusive on all parties.

- 24. Any person bringing a dispute must, if required to do so, deposit with the Trust a reasonable sum to be determined by the Council of Governors. The arbitrator will decide how the costs of the arbitration will be paid.

### **Representative membership**

- 25. The Trust shall at all times strive to ensure that taken as a whole its actual membership is representative of those eligible for membership. To this end the Trust shall at all times have in place and pursue a membership strategy which shall be approved by the Council of Governors, and shall be reviewed by them from time to time, and at least every three years.

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## **ANNEX 7 –THE MODEL ELECTION RULES**

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5. Staff
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10. Candidate's particulars
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- |     |  |
|-----|--|
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- 61. Expenses and payments by candidates
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## 1. Interpretation

1.1 In these rules, unless the context otherwise requires:

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

“*corporation*” means the public benefit corporation subject to this constitution;

“*council of governors*” means the council of governors of the corporation;

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

“*election*” means an election by a constituency, or by a class within a constituency, to fill a vacancy among one or more posts on the council of governors;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

*“voting information”* means postal voting information and/or e-voting information

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

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**2. Timetable**

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

<b>Proceeding</b>	<b>Time</b>
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination forms to returning officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election	Not later than twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day of the close of the poll.
Close of the poll	By 5.00pm on the final day of the election.

**3. Computation of time**

3.1 In computing any period of time for the purposes of the timetable:

- (a) a Saturday or Sunday;
- (b) Christmas day, Good Friday, or a bank holiday, or
- (c) a day appointed for public thanksgiving or mourning,

shall be disregarded, and any such day shall not be treated as a day for the purpose of any proceedings up to the completion of the poll, nor shall the returning officer be obliged to proceed with the counting of votes on such a day.

3.2 In this rule, “bank holiday” means a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

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**4. Returning Officer**

- 4.1 Subject to rule 69, the returning officer for an election is to be appointed by the corporation.
- 4.2 Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

**5. Staff**

- 5.1 Subject to rule 69, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

**6. Expenditure**

- 6.1 The corporation is to pay the returning officer:
  - (a) any expenses incurred by that officer in the exercise of his or her functions under these rules,
  - (b) such remuneration and other expenses as the corporation may determine.

**7. Duty of co-operation**

- 7.1 The corporation is to co-operate with the returning officer in the exercise of his or her functions under these rules.

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## PART 4: STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS

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### 8. Notice of election

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

- (a) the constituency, or class within a constituency, for which the election is being held,
- (b) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
- (c) the details of any nomination committee that has been established by the corporation,
- (d) the address and times at which nomination forms may be obtained;
- (e) the address for return of nomination forms (including, where the return of nomination forms in an electronic format will be permitted, the e-mail address for such return) and the date and time by which they must be received by the returning officer,
- (f) the date and time by which any notice of withdrawal must be received by the returning officer
- (g) the contact details of the returning officer
- (h) the date and time of the close of the poll in the event of a contest.

### 9. Nomination of candidates

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

9.2 The returning officer:

- (a) is to supply any member of the corporation with a nomination form, and
- (b) is to prepare a nomination form for signature at the request of any member of the corporation,  
but it is not necessary for a nomination to be on a form supplied by the returning officer and a nomination can, subject to rule 13, be in an electronic format.

### 10. Candidate's particulars

10.1 The nomination form must state the candidate's:

- (a) full name,
- (b) contact address in full (which should be a postal address although an e-mail address may also be provided for the purposes of electronic communication), and
- (c) constituency, or class within a constituency, of which the candidate is a member.

### 11. Declaration of interests

11.1 The nomination form must state:

- (a) any financial interest that the candidate has in the corporation, and

- (b) whether the candidate is a member of a political party, and if so, which party, and if the candidate has no such interests, the paper must include a statement to that effect.

## **12. Declaration of eligibility**

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

- (a) that he or she is not prevented from being a member of the council of governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the constitution; and,
- (b) for a member of the public or patient constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

## **13. Signature of candidate**

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

- (a) they wish to stand as a candidate,
- (b) their declaration of interests as required under rule 11, is true and correct, and
- (c) their declaration of eligibility, as required under rule 12, is true and correct.

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

## **14. Decisions as to the validity of nomination**

14.1 Where a nomination form is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer:

- (a) decides that the candidate is not eligible to stand,
- (b) decides that the nomination form is invalid,
- (c) receives satisfactory proof that the candidate has died, or
- (d) receives a written request by the candidate of their withdrawal from candidacy.

14.2 The returning officer is entitled to decide that a nomination form is invalid only on one of the following grounds:

- (a) that the paper is not received on or before the final time and date for return of nomination forms, as specified in the notice of the election,
- (b) that the paper does not contain the candidate's particulars, as required by rule 10;
- (c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 11,
- (d) that the paper does not include a declaration of eligibility as required by rule 12, or
- (e) that the paper is not signed and dated by the candidate, if required by rule 13.

- 14.3 The returning officer is to examine each nomination form as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.
- 14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.
- 14.5 The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.

## **15. Publication of statement of candidates**

- 15.1 The returning officer is to prepare and publish a statement showing the candidates who are standing for election.
- 15.2 The statement must show:
- (a) the name, contact address (which shall be the candidate's postal address), and constituency or class within a constituency of each candidate standing, and
  - (b) the declared interests of each candidate standing,
- as given in their nomination form.

- 15.3 The statement must list the candidates standing for election in alphabetical order by surname.
- 15.4 The returning officer must send a copy of the statement of candidates and copies of the nomination forms to the corporation as soon as is practicable after publishing the statement.

## **16. Inspection of statement of nominated candidates and nomination forms**

- 16.1 The corporation is to make the statement of the candidates and the nomination forms supplied by the returning officer under rule 15.4 available for inspection by members of the corporation free of charge at all reasonable times.
- 16.2 If a member of the corporation requests a copy or extract of the statement of candidates or their nomination forms, the corporation is to provide that member with the copy or extract free of charge.

## **17. Withdrawal of candidates**

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

## **18. Method of election**

- 18.1 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the council of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.
- 18.2 If the number of candidates remaining validly nominated for an election after any withdrawals

under these rules is equal to the number of members to be elected to the council of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.

- 18.3 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be council of governors, then:
- (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
  - (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

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**19. Poll to be taken by ballot**

- 19.1 The votes at the poll must be given by secret ballot.
- 19.2 The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.
- 19.3 The corporation may decide that voters within a constituency or class within a constituency, may, subject to rule 19.4, cast their votes at the poll using such different methods of polling in any combination as the corporation may determine.
- 19.4 The corporation may decide that voters within a constituency or class within a constituency for whom an e-mail address is included in the list of eligible voters may only cast their votes at the poll using an e-voting method of polling.
- 19.5 Before the corporation decides, in accordance with rule 19.3 that one or more e-voting methods of polling will be made available for the purposes of the poll, the corporation must satisfy itself that:
  - (a) if internet voting is to be a method of polling, the internet voting system to be used for the purpose of the election is:
    - (i) configured in accordance with these rules; and
    - (ii) will create an accurate internet voting record in respect of any voter who casts his or her vote using the internet voting system;
  - (b) if telephone voting is to be a method of polling, the telephone voting system to be used for the purpose of the election is:
    - (i) configured in accordance with these rules; and
    - (ii) will create an accurate telephone voting record in respect of any voter who casts his or her vote using the telephone voting system;
  - (c) if text message voting is to be a method of polling, the text message voting system to be used for the purpose of the election is:
    - (i) configured in accordance with these rules; and
    - (ii) will create an accurate text voting record in respect of any voter who casts his or her vote using the text message voting system.

**20. The ballot paper**

- 20.1 The ballot of each voter (other than a voter who casts his or her ballot by an e-voting method of polling) is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.
- 20.2 Every ballot paper must specify:
  - (a) the name of the corporation,

- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
- (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) instructions on how to vote by all available methods of polling, including the relevant voter's voter ID number if one or more e-voting methods of polling are available,
- (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
- (g) the contact details of the returning officer.

20.3 Each ballot paper must have a unique identifier.

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

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

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

- (a) that the voter is the person:
  - (i) to whom the ballot paper was addressed, and/or
  - (ii) to whom the voter ID number contained within the e-voting information was allocated,
- (b) that he or she has not marked or returned any other voting information in the election, and
- (c) the particulars of his or her qualification to vote as a member of the constituency or class within the constituency for which the election is being held,

("declaration of identity")

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

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

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

*Action to be taken before the poll*

## **22. List of eligible voters**

22.1 The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 27 as soon as is reasonably practicable after the final date for the delivery of notices of

withdrawals by candidates from an election.

22.2 The list is to include, for each member:

- (a) a postal address; and,
- (b) the member's e-mail address, if this has been provided  
to which his or her voting information may, subject to rule 22.3, be sent.

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

### **23. Notice of poll**

23.1 The returning officer is to publish a notice of the poll stating:

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the council of governors to be elected from that constituency, or class with that constituency,
- (d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,
- (f) the methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the corporation in accordance with rule 19.3,
- (g) the address for return of the ballot papers,
- (h) the uniform resource locator (url) where, if internet voting is a method of polling, the polling website is located;
- (i) the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located,
- (j) the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located,
- (k) the date and time of the close of the poll,
- (l) the address and final dates for applications for replacement voting information, and
- (m) the contact details of the returning officer.

### **24. Issue of voting information by returning officer**

24.1 Subject to rule 24.3, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by post to each member of the corporation named in the list of eligible voters:

- (a) a ballot paper and ballot paper envelope,
- (b) the ID declaration form (if required),
- (c) information about each candidate standing for election, pursuant to rule 61 of these rules,

and

- (d) a covering envelope;

(“postal voting information”).

24.2 Subject to rules 24.3 and 24.4, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by e-mail and/ or by post to each member of the corporation named in the list of eligible voters whom the corporation determines in accordance with rule 19.3 and/ or rule 19.4 may cast his or her vote by an e-voting method of polling:

- (a) instructions on how to vote and how to make a declaration of identity (if required),
- (b) the voter’s voter ID number,
- (c) information about each candidate standing for election, pursuant to rule 64 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate, (d) contact details of the returning officer,

(“e-voting information”).

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

- (a) only be sent postal voting information; or
- (b) only be sent e-voting information; or
- (c) be sent both postal voting information and e-voting information;

for the purposes of the poll.

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

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

**25. Ballot paper envelope and covering envelope**

25.1 The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.

25.2 The covering envelope is to have:

- (a) the address for return of the ballot paper printed on it, and
- (b) pre-paid postage for return to that address.

25.3 There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer –

- (a) the completed ID declaration form if required, and

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

## 26. E-voting systems

- 26.1 If internet voting is a method of polling for the relevant election then the returning officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").
- 26.2 If telephone voting is a method of polling for the relevant election then the returning officer must provide an automated telephone system for the purpose of voting by the use of a touch-tone telephone (in these rules referred to as "the telephone voting facility").
- 26.3 If text message voting is a method of polling for the relevant election then the returning officer must provide an automated text messaging system for the purpose of voting by text message (in these rules referred to as "the text message voting facility").
- 26.4 The returning officer shall ensure that the polling website and internet voting system provided will:
- (a) require a voter to:
    - (i) enter his or her voter ID number; and
    - (ii) where the election is for a public or patient constituency, make a declaration of identity; in order to be able to cast his or her vote;
  - (b) specify:
    - (i) the name of the corporation,
    - (ii) the constituency, or class within a constituency, for which the election is being held,
    - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
    - (iv) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
    - (v) instructions on how to vote and how to make a declaration of identity,
    - (vi) the date and time of the close of the poll, and
    - (vii) the contact details of the returning officer;
  - (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
  - (d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet that comprises of-
    - (i) the voter's voter ID number;
    - (ii) the voter's declaration of identity (where required);
    - (iii) the candidate or candidates for whom the voter has voted; and
    - (iv) the date and time of the voter's vote,
  - (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and
  - (f) prevent any voter from voting after the close of poll.

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

- (a) require a voter to
  - (i) enter his or her voter ID number in order to be able to cast his or her vote; and
  - (ii) where the election is for a public or patient constituency, make a declaration of identity;
- (b) specify:
  - (i) the name of the corporation,
  - (ii) the constituency, or class within a constituency, for which the election is being held,
  - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
  - (iv) instructions on how to vote and how to make a declaration of identity,
  - (v) the date and time of the close of the poll, and
  - (vi) the contact details of the returning officer;
- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that comprises of:
  - (i) the voter's voter ID number;
  - (ii) the voter's declaration of identity (where required);
  - (iii) the candidate or candidates for whom the voter has voted; and
  - (iv) the date and time of the voter's vote
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
- (f) prevent any voter from voting after the close of poll.

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

- (a) require a voter to:
  - (i) provide his or her voter ID number; and
  - (ii) where the election is for a public or patient constituency, make a declaration of identity; in order to be able to cast his or her vote;
- (b) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (c) create a record ("text voting record") that is stored in the text messaging voting system in respect of each vote cast by a voter by text message that comprises of:
  - (i) the voter's voter ID number;
  - (ii) the voter's declaration of identity (where required);
  - (iii) the candidate or candidates for whom the voter has voted; and
  - (iii) the date and time of the voter's vote

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- (d) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
- (e) prevent any voter from voting after the close of poll.

*The poll*

**27. Eligibility to vote**

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

**28. Voting by persons who require assistance**

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

28.2 Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as he or she considers necessary to enable that voter to vote.

**29. Spoilt ballot papers and spoilt text message votes**

29.1 If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to as a "spoilt ballot paper"), that voter may apply to the returning officer for a replacement ballot paper.

29.2 On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he or she can obtain it.

29.3 The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless he or she:

- (a) is satisfied as to the voter's identity; and
- (b) has ensured that the completed ID declaration form, if required, has not been returned.

29.4 After issuing a replacement ballot paper for a spoilt ballot paper, the returning officer shall enter in a list ("the list of spoilt ballot papers"):

- (a) the name of the voter, and
- (b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and
- (c) the details of the unique identifier of the replacement ballot paper.

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

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

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- 29.7 The returning officer may not issue a replacement voter ID number in respect of a spoilt text message vote unless he or she is satisfied as to the voter's identity.
- 29.8 After issuing a replacement voter ID number in respect of a spoilt text message vote, the returning officer shall enter in a list ("the list of spoilt text message votes"):
- (a) the name of the voter, and
  - (b) the details of the voter ID number on the spoilt text message vote (if that officer was able to obtain it), and
  - (c) the details of the replacement voter ID number issued to the voter.

### **30. Lost voting information**

- 30.1 Where a voter has not received his or her voting information by the tenth day before the close of the poll, that voter may apply to the returning officer for replacement voting information.
- 30.2 The returning officer may not issue replacement voting information in respect of lost voting information unless he or she:
- (a) is satisfied as to the voter's identity,
  - (b) has no reason to doubt that the voter did not receive the original voting information,
  - (c) has ensured that no declaration of identity, if required, has been returned.
- 30.3 After issuing replacement voting information in respect of lost voting information, the returning officer shall enter in a list ("the list of lost ballot documents"):
- (a) the name of the voter
  - (b) the details of the unique identifier of the replacement ballot paper, if applicable, and
  - (c) the voter ID number of the voter.

### **31. Issue of replacement voting information**

- 31.1 If a person applies for replacement voting information under rule 29 or 30 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue replacement voting information unless, in addition to the requirements imposed by rule 29.3 or 30.2, he or she is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.
- 31.2 After issuing replacement voting information under this rule, the returning officer shall enter in a list ("the list of tendered voting information"):
- (a) the name of the voter,
  - (b) the unique identifier of any replacement ballot paper issued under this rule;
  - (c) the voter ID number of the voter.

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

- 32.1 In respect of an election for a public or patient constituency an ID declaration form must be issued

with each replacement ballot paper requiring the voter to make a declaration of identity.

#### *Polling by internet, telephone or text*

### **33. Procedure for remote voting by internet**

- 33.1 To cast his or her vote using the internet, a voter will need to gain access to the polling website by keying in the url of the polling website provided in the voting information.
- 33.2 When prompted to do so, the voter will need to enter his or her voter ID number.
- 33.3 If the internet voting system authenticates the voter ID number, the system will give the voter access to the polling website for the election in which the voter is eligible to vote.
- 33.4 To cast his or her vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom he or she wishes to cast his or her vote.
- 33.5 The voter will not be able to access the internet voting system for an election once his or her vote at that election has been cast.

### **34. Voting procedure for remote voting by telephone**

- 34.1 To cast his or her vote by telephone, the voter will need to gain access to the telephone voting facility by calling the designated telephone number provided in the voter information using a telephone with a touch-tone keypad.
- 34.2 When prompted to do so, the voter will need to enter his or her voter ID number using the keypad.
- 34.3 If the telephone voting facility authenticates the voter ID number, the voter will be prompted to vote in the election.
- 34.4 When prompted to do so the voter may then cast his or her vote by keying in the numerical voting code of the candidate or candidates, for whom he or she wishes to vote.
- 34.5 The voter will not be able to access the telephone voting facility for an election once his or her vote at that election has been cast.

### **35. Voting procedure for remote voting by text message**

- 35.1 To cast his or her vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided in the voter information.
- 35.2 The text message sent by the voter must contain his or her voter ID number and the numerical voting code for the candidate or candidates, for whom he or she wishes to vote.
- 35.3 The text message sent by the voter will need to be structured in accordance with the instructions on how to vote contained in the voter information, otherwise the vote will not be cast.

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

### **36. Receipt of voting documents**

- 36.1 Where the returning officer receives:
- (a) a covering envelope, or
  - (b) any other envelope containing an ID declaration form if required, a ballot paper envelope, or a ballot paper,
- before the close of the poll, that officer is to open it as soon as is practicable; and rules 37 and 38 are to apply.
- 36.2 The returning officer may open any covering envelope or any ballot paper envelope for the purposes of rules 37 and 38, but must make arrangements to ensure that no person obtains or communicates information as to:
- (a) the candidate for whom a voter has voted, or
  - (b) the unique identifier on a ballot paper.
- 36.3 The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

### **37. Validity of votes**

- 37.1 A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with an ID declaration form if required that has been correctly completed, signed and dated.
- 37.2 Where the returning officer is satisfied that rule 37.1 has been fulfilled, he or she is to:
- (a) put the ID declaration form if required in a separate packet, and
  - (b) put the ballot paper aside for counting after the close of the poll.
- 37.3 Where the returning officer is not satisfied that rule 37.1 has been fulfilled, he or she is to:
- (a) mark the ballot paper “disqualified”,
  - (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
  - (c) record the unique identifier on the ballot paper in a list of disqualified documents (the “list of disqualified documents”); and
  - (d) place the document or documents in a separate packet.
- 37.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record, telephone voting record or text voting record (as applicable) has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly made.
- 37.5 Where the returning officer is satisfied that rule 37.4 has been fulfilled, he or she is to put the internet voting record, telephone voting record or text voting record (as applicable) aside for counting after the close of the poll.
- 37.6 Where the returning officer is not satisfied that rule 37.4 has been fulfilled, he or she is to:
- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
  - (b) record the voter ID number on the internet voting record, telephone voting record or text

- voting record (as applicable) in the list of disqualified documents; and
- (c) place the document or documents in a separate packet.

**38. Declaration of identity but no ballot paper (public and patient constituency)<sup>1</sup>**

- 38.1 Where the returning officer receives an ID declaration form if required but no ballot paper, the returning officer is to:
- (a) mark the ID declaration form “disqualified”,
  - (b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper, and
  - (c) place the ID declaration form in a separate packet.

**39. De-duplication of votes**

- 39.1 Where different methods of polling are being used in an election, the returning officer shall examine all votes cast to ascertain if a voter ID number has been used more than once to cast a vote in the election.
- 39.2 If the returning officer ascertains that a voter ID number has been used more than once to cast a vote in the election he or she shall:
- (a) only accept as duly returned the first vote received that was cast using the relevant voter ID number; and
  - (b) mark as “disqualified” all other votes that were cast using the relevant voter ID number
- 39.3 Where a ballot paper is disqualified under this rule the returning officer shall:
- (a) mark the ballot paper “disqualified”,
  - (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
  - (c) record the unique identifier and the voter ID number on the ballot paper in the list of disqualified documents;
  - (d) place the document or documents in a separate packet; and
  - (e) disregard the ballot paper when counting the votes in accordance with these rules.
- 39.4 Where an internet voting record, telephone voting record or text voting record is disqualified under this rule the returning officer shall:
- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
  - (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents;
  - (c) place the internet voting record, telephone voting record or text voting record (as applicable) in a separate packet, and
  - (d) disregard the internet voting record, telephone voting record or text voting record (as applicable) when counting the votes in accordance with these rules.

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<sup>1</sup> It should not be possible, technically, to make a declaration of identity electronically without also submitting a vote.

#### **40. Sealing of packets**

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

- (a) the disqualified documents, together with the list of disqualified documents inside it,
- (b) the ID declaration forms, if required,
- (c) the list of spoilt ballot papers and the list of spoilt text message votes,
- (d) the list of lost ballot documents,
- (e) the list of eligible voters, and
- (f) the list of tendered voting information

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

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**STV41. Interpretation of Part 6**

STV41.1 In Part 6 of these rules:

“*ballot document*” means a ballot paper, internet voting record, telephone voting record or text voting record.

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

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

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

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

“*non-transferable vote*” means a ballot document:

(a) on which no second or subsequent preference is recorded for a continuing candidate,

or

(b) which is excluded by the returning officer under rule STV49,

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

(a) “first preference” means the figure “1” or any mark or word which clearly indicates a first (or only) preference,

(b) “next available preference” means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate who is deemed to be elected or is excluded thereby being ignored); and

(c) in this context, a “second preference” is shown by the figure “2” or any mark or word which clearly indicates a second preference, and a third preference by the figure “3” or any mark or word which clearly indicates a third preference, and so on,

“*quota*” means the number calculated in accordance with rule STV46,

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

“*stage of the count*” means:

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

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

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

“*transfer value*” means the value of a transferred vote calculated in accordance with rules STV47.4 or STV47.7.

## **42. Arrangements for counting of the votes**

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

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

- (a) the board of directors and the council of governors of the corporation have approved:
  - (i) the use of such software for the purpose of counting votes in the relevant election, and
  - (ii) a policy governing the use of such software, and
- (b) the corporation and the returning officer are satisfied that the use of such software will produce an accurate result.

## **43. The count**

43.1 The returning officer is to:

- (a) count and record the number of:
  - (i) ballot papers that have been returned; and
  - (ii) the number of internet voting records, telephone voting records and/or text voting records that have been created, and
- (b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 42.2(ii) where vote counting software is being used.

43.2 The returning officer, while counting and recording the number of ballot papers, internet voting records, telephone voting records and/or text voting records and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper or the voter ID number on an internet voting record, telephone voting record or text voting record.

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

## **STV44. Rejected ballot papers and rejected text voting records**

STV44.1 Any ballot paper:

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

- (b) on which the figure “1” standing alone is not placed so as to indicate a first preference for any candidate,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the ballot paper shall not be rejected by reason only of carrying the words “one”, “two”, “three” and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

STV44.2 The returning officer is to endorse the word “rejected” on any ballot paper which under this rule is not to be counted.

STV44.3 Any text voting record:

- (a) on which the figure “1” standing alone is not placed so as to indicate a first preference for any candidate,
- (b) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (c) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the text voting record shall not be rejected by reason only of carrying the words “one”, “two”, “three” and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

STV44.4 The returning officer is to endorse the word “rejected” on any text voting record which under this rule is not to be counted.

STV44.5 The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule STV44.1 and the number of text voting records rejected by him or her under each of the sub-paragraphs (a) to (c) of rule STV44.3.

**FPP44. Rejected ballot papers and rejected text voting records**

FPP44.1 Any ballot paper:

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which votes are given for more candidates than the voter is entitled to vote,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP44.2 and FPP44.3, be rejected and not counted.

FPP44.2 Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP44.3 A ballot paper on which a vote is marked:

- (a) elsewhere than in the proper place,
- (b) otherwise than by means of a clear mark,
- (c) by more than one mark,

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

FPP44.4 The returning officer is to:

- (a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and
- (b) in the case of a ballot paper on which any vote is counted under rules FPP44.2 and FPP 44.3, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.

FPP44.5 The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings:

- (a) does not bear proper features that have been incorporated into the ballot paper,
- (b) voting for more candidates than the voter is entitled to,
- (c) writing or mark by which voter could be identified, and
- (d) unmarked or rejected because of uncertainty,

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

FPP44.6 Any text voting record:

- (a) on which votes are given for more candidates than the voter is entitled to vote,
- (b) on which anything is written or marked by which the voter can be identified except the voter ID number, or
- (c) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP44.7 and FPP44.8, be rejected and not counted.

FPP44.7 Where the voter is entitled to vote for more than one candidate, a text voting record is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP44.8 A text voting record on which a vote is marked:

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

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

FPP44.9 The returning officer is to:

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

and

- (b) in the case of a text voting record on which any vote is counted under rules FPP44.7 and FPP 44.8, endorse the words “rejected in part” on the text voting record and indicate which vote or votes have been counted.

FPP44.10 The returning officer is to draw up a statement showing the number of rejected text voting records under the following headings:

- (a) voting for more candidates than the voter is entitled to,
- (b) writing or mark by which voter could be identified, and
- (c) unmarked or rejected because of uncertainty,

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

#### **STV45. First stage**

STV45.1 The returning officer is to sort the ballot documents into parcels according to the candidates for whom the first preference votes are given.

STV45.2 The returning officer is to then count the number of first preference votes given on ballot documents for each candidate, and is to record those numbers.

STV45.3 The returning officer is to also ascertain and record the number of valid ballot documents.

#### **STV46. The quota**

STV46.1 The returning officer is to divide the number of valid ballot documents by a number exceeding by one the number of members to be elected.

STV46.2 The result, increased by one, of the division under rule STV46.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as “the quota”).

STV46.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules STV47.1 to STV47.3 has been complied with.

#### **STV47. Transfer of votes**

STV47.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot documents on which first preference votes are given for that candidate into sub- parcels so that they are grouped:

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

STV47.2 The returning officer is to count the number of ballot documents in each parcel referred to in rule STV47.1.

STV47.3 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-

parcel of ballot documents referred to in rule STV47.1(a) to the candidate for whom the next available preference is given on those ballot documents.

STV47.4 The vote on each ballot document transferred under rule STV47.3 shall be at a value (“the transfer value”) which:

- (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
- (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot documents on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).

STV47.5 Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot documents in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:

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

STV47.6 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.5(a) to the candidate for whom the next available preference is given on those ballot documents.

STV47.7 The vote on each ballot document transferred under rule STV47.6 shall be at:

- (a) a transfer value calculated as set out in rule STV47.4(b), or
- (b) at the value at which that vote was received by the candidate from whom it is now being transferred, whichever is the less.

STV47.8 Each transfer of a surplus constitutes a stage in the count.

STV47.9 Subject to rule STV47.10, the returning officer shall proceed to transfer transferable ballot documents until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.

STV47.10 Transferable ballot documents shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:

- (a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or
- (b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.

STV47.11 This rule does not apply at an election where there is only one vacancy.

#### **STV48 Supplementary provisions on transfer**

STV48.1 If, at any stage of the count, two or more candidates have surpluses, the transferable ballot documents of the candidate with the highest surplus shall be transferred first, and if:

- (a) The surpluses determined in respect of two or more candidates are equal, the transferable ballot documents of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and
- (b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable ballot documents of the candidate on whom the lot falls shall be transferred first.

STV48.2 The returning officer shall, on each transfer of transferable ballot documents under rule STV47:

- (a) record the total value of the votes transferred to each candidate,
- (b) add that value to the previous total of votes recorded for each candidate and record the new total,
- (c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and
- (d) compare:
  - (i) the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes, with
  - (ii) the recorded total of valid first preference votes.

STV48.3 All ballot documents transferred under rule STV47 or STV49 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that ballot document or, as the case may be, all the ballot documents in that sub-parcel.

STV48.4 Where a ballot document is so marked that it is unclear to the returning officer at any stage of the count under rule STV47 or STV49 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

**STV49. Exclusion of candidates**

STV49.1 If:

- (a) all transferable ballot documents which under the provisions of rule STV47 (including that rule as applied by rule STV49.11) and this rule are required to be transferred, have been transferred, and
- (b) subject to rule STV50, one or more vacancies remain to be filled,

the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule STV49.12 applies, the candidates with the then lowest votes).

STV49.2 The returning officer shall sort all the ballot documents on which first preference votes are given for the candidate or candidates excluded under rule STV49.1 into two sub-parcels so that they are grouped as:

- (a) ballot documents on which a next available preference is given, and

(b) ballot documents on which no such preference is given (thereby including ballot documents on which preferences are given only for candidates who are deemed to be elected or are excluded).

STV49.3 The returning officer shall, in accordance with this rule and rule STV48, transfer each sub-parcel of ballot documents referred to in rule STV49.2 to the candidate for whom the next available preference is given on those ballot documents.

STV49.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.

STV49.5 If, subject to rule STV50, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable ballot documents, if any, which had been transferred to any candidate excluded under rule STV49.1 into sub-parcels according to their transfer value.

STV49.6 The returning officer shall transfer those ballot documents in the sub-parcel of transferable ballot documents with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballot documents (thereby passing over candidates who are deemed to be elected or are excluded).

STV49.7 The vote on each transferable ballot document transferred under rule STV49.6 shall be at the value at which that vote was received by the candidate excluded under rule STV49.1.

STV49.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.

STV49.9 After the returning officer has completed the transfer of the ballot documents in the sub-parcel of ballot documents with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot documents with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under rule STV49.1.

STV49.10 The returning officer shall after each stage of the count completed under this rule:

- (a) record:
  - (i) the total value of votes, or
  - (ii) the total transfer value of votes transferred to each candidate,
- (b) add that total to the previous total of votes recorded for each candidate and record the new total,
- (c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and
- (d) compare:
  - (i) the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with
  - (ii) the recorded total of valid first preference votes.

STV49.11 If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with rules STV47.5 to STV47.10 and rule STV48.

STV49.12 Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest candidate, the returning officer shall in one operation exclude such two or more candidates.

STV49.13 If when a candidate has to be excluded under this rule, two or more candidates each have

the same number of votes and are lowest:

- (a) regard shall be had to the total number of votes credited to those candidates at the earliest stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded, and
- (b) where the number of votes credited to those candidates was equal at all stages, the returning officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.

**STV50. Filling of last vacancies**

STV50.1 Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.

STV50.2 Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.

STV50.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

**STV51. Order of election of candidates**

STV51.1 The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule STV47.10.

STV51.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.

STV51.3 Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.

STV51.4 Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

**FPP51. Equality of votes**

FPP51.1 Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the returning officer is to decide between those candidates by a lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

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## PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS

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### **FPP52. Declaration of result for contested elections**

FPP52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

- (a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the council of governors from the constituency, or class within a constituency, for which the election is being held to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected:
  - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or
  - (ii) in any other case, to the chairman of the corporation; and
- (c) give public notice of the name of each candidate whom he or she has declared elected.

FPP52.2 The returning officer is to make:

- (a) the total number of votes given for each candidate (whether elected or not), and
- (b) the number of rejected ballot papers under each of the headings in rule FPP44.5,
- (c) the number of rejected text voting records under each of the headings in rule FPP44.10,

available on request.

### **STV52. Declaration of result for contested elections**

STV52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

- (a) declare the candidates who are deemed to be elected under Part 6 of these rules as elected,
- (b) give notice of the name of each candidate who he or she has declared elected –
  - (i) where the election is held under a proposed constitution pursuant to powers conferred on the Stockport NHS Foundation Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or
  - (ii) in any other case, to the chairman of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

STV52.2 The returning officer is to make:

- (a) the number of first preference votes for each candidate whether elected or not,
- (b) any transfer of votes,
- (c) the total number of votes for each candidate at each stage of the count at which such transfer took place,
- (d) the order in which the successful candidates were elected, and
- (e) the number of rejected ballot papers under each of the headings in rule STV44.1,

- (f) the number of rejected text voting records under each of the headings in rule STV44.3, available on request.

**53. Declaration of result for uncontested elections**

53.1 In an uncontested election, the returning officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election:

- (a) declare the candidate or candidates remaining validly nominated to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected to the chairman of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

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**54. Sealing up of documents relating to the poll**

54.1 On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets:

- (a) the counted ballot papers, internet voting records, telephone voting records and text voting records,
- (b) the ballot papers and text voting records endorsed with “rejected in part”,
- (c) the rejected ballot papers and text voting records, and
- (d) the statement of rejected ballot papers and the statement of rejected text voting records,

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

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

- (a) the disqualified documents, with the list of disqualified documents inside it,
- (b) the list of spoilt ballot papers and the list of spoilt text message votes,
- (c) the list of lost ballot documents, and
- (d) the list of eligible voters,

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

54.3 The returning officer must endorse on each packet a description of:

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

**55. Delivery of documents**

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

**56. Forwarding of documents received after close of the poll**

56.1 Where:

- (a) any voting documents are received by the returning officer after the close of the poll, or
- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent,

or

- (c) any applications for replacement voting information are made too late to enable new voting information to be issued,

the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the chairman of the corporation.

## **57. Retention and public inspection of documents**

- 57.1 The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the board of directors of the corporation, cause them to be destroyed.
- 57.2 With the exception of the documents listed in rule 58.1, the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.
- 57.3 A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

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

- 58.1 The corporation may not allow:
  - (a) the inspection of, or the opening of any sealed packet containing –
    - (i) any rejected ballot papers, including ballot papers rejected in part,
    - (ii) any rejected text voting records, including text voting records rejected in part,
    - (iii) any disqualified documents, or the list of disqualified documents,
    - (iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
    - (v) the list of eligible voters, or
  - (b) access to or the inspection of the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,  
by any person without the consent of the board of directors of the corporation.
- 58.2 A person may apply to the board of directors of the corporation to inspect any of the documents listed in rule 58.1, and the board of directors of the corporation may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.
- 58.3 The board of directors of the corporation's consent may be on any terms or conditions that it thinks necessary, including conditions as to –
  - (a) persons,
  - (b) time,
  - (c) place and mode of inspection,
  - (d) production or opening,

and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

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

- (a) in giving its consent, and
- (b) in making the documents available for inspection

ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –

- (i) that his or her vote was given, and
- (ii) that Monitor has declared that the vote was invalid.

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## PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

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### **FPP59. Countermand or abandonment of poll on death of candidate**

FPP59.1 If at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:

- (a) countermand notice of the poll, or, if voting information has been issued, direct that the poll be abandoned within that constituency or class, and
- (b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

FPP59.2 Where a new election is ordered under rule FPP59.1, no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.

FPP59.3 Where a poll is abandoned under rule FPP59.1(a), rules FPP59.4 to FPP59.7 are to apply.

FPP59.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39, and is to make up separate sealed packets in accordance with rule 40.

FPP59.5 The returning officer is to:

- (a) count and record the number of ballot papers, internet voting records, telephone voting records and text voting records that have been received,
- (b) seal up the ballot papers, internet voting records, telephone voting records and text voting records into packets, along with the records of the number of ballot papers, internet voting records, telephone voting records and text voting records and

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

FPP59.6 The returning officer is to endorse on each packet a description of:

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

FPP59.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to rules FPP59.4 to FPP59.6, the returning officer is to deliver them to the chairman of the corporation, and rules 57 and 58 are to apply.

### **STV59. Countermand or abandonment of poll on death of candidate**

STV59.1 If, at a contested election, proof is given to the returning officer's satisfaction before the

result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:

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

STV59.2 The ballot documents which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot documents pursuant to rule 54.1(a).

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*Election expenses*

**60. Election expenses**

60.1 Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be questioned in an application made to Monitor under Part 11 of these rules.

**61. Expenses and payments by candidates**

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

- (a) personal expenses,
- (b) travelling expenses, and expenses incurred while living away from home, and
- (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

**62. Election expenses incurred by other persons**

62.1 No person may:

- (a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or
- (b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.

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

*Publicity*

**63. Publicity about election by the corporation**

63.1 The corporation may:

- (a) compile and distribute such information about the candidates, and
- (b) organise and hold such meetings to enable the candidates to speak and respond to questions,

as it considers necessary.

63.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 64, must be:

- (a) objective, balanced and fair,

- (b) equivalent in size and content for all candidates,
- (c) compiled and distributed in consultation with all of the candidates standing for election, and
- (d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.

63.3 Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

#### **64. Information about candidates for inclusion with voting information**

64.1 The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.

64.2 The information must consist of:

- (a) a statement submitted by the candidate of no more than 250 words,
- (b) if voting by telephone or text message is a method of polling for the election, the numerical voting code allocated by the returning officer to each candidate, for the purpose of recording votes using the telephone voting facility or the text message voting facility (“numerical voting code”), and
- (c) a photograph of the candidate.

#### **65. Meaning of “for the purposes of an election”**

65.1 In this Part, the phrase “for the purposes of an election” means with a view to, or otherwise in connection with, promoting or procuring a candidate’s election, including the prejudicing of another candidate’s electoral prospects; and the phrase “for the purposes of a candidate’s election” is to be construed accordingly.

65.2 The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

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## PART 11: QUESTIONING ELECTIONS AND THE CONSEQUENCE OF IRREGULARITIES

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### 66. Application to question an election

- 66.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to Monitor for the purpose of seeking a referral to the independent election arbitration panel ( IEAP).
- 66.2 An application may only be made once the outcome of the election has been declared by the returning officer.
- 66.3 An application may only be made to Monitor by:
- (a) a person who voted at the election or who claimed to have had the right to vote, or
  - (b) a candidate, or a person claiming to have had a right to be elected at the election.
- 66.4 The application must:
- (a) describe the alleged breach of the rules or electoral irregularity, and
  - (b) be in such a form as the independent panel may require.
- 66.5 The application must be presented in writing within 21 days of the declaration of the result of the election. Monitor will refer the application to the independent election arbitration panel appointed by Monitor.
- 66.6 If the independent election arbitration panel requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.
- 66.7 Monitor shall delegate the determination of an application to a person or panel of persons to be nominated for the purpose.
- 66.8 The determination by the IEAP shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.
- 66.9 The IEAP may prescribe rules of procedure for the determination of an application including costs.

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**67. Secrecy**

67.1 The following persons:

- (a) the returning officer,
- (b) the returning officer's staff,

must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to:

- (i) the name of any member of the corporation who has or has not been given voting information or who has or has not voted,
- (ii) the unique identifier on any ballot paper,
- (iii) the voter ID number allocated to any voter,
- (iv) the candidate(s) for whom any member has voted.

67.2 No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter or the voter ID number allocated to a voter.

67.3 The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

**68. Prohibition of disclosure of vote**

68.1 No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

**69. Disqualification**

69.1 A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is:

- (a) a member of the corporation,
- (b) an employee of the corporation,
- (c) a director of the corporation, or
- (d) employed by or on behalf of a person who has been nominated for election.

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

70.1 If industrial action, or some other unforeseen event, results in a delay in:

- (a) the delivery of the documents in rule 24, or
- (b) the return of the ballot papers,

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

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## **ANNEX 8 - STANDING ORDERS FOR THE COUNCIL OF GOVERNORS**

### **1. DEFINITIONS & INTERPRETATION**

- 1.1 Where the National Health Service Act 2006 or the Trust Constitution defines a term, that definition shall apply in these Standing Orders (“SOs”).
- 1.2 Save as permitted by law, the Chair of the Foundation Trust shall be the final authority on the interpretation of Standing Orders (on which they shall be advised by the Trust Secretary).
- 1.3 If there is any conflict between these Standing Orders and the Constitution, the Constitution shall prevail.

### **2. GENERAL INFORMATION**

- 2.1 These Standing Orders for the practice and procedure of the Council of Governors are the standing orders referred to in paragraph 19 of the Constitution. They may be amended in accordance with the procedure set out in Standing Order 7 below.
- 2.2 The purpose of the Council of Governors’ Standing Orders is to ensure that the highest standards of corporate governance and conduct are applied to all meetings of the Council of Governors and associated deliberations. The Council shall at all times seek to comply with the Trust’s statement of roles and responsibilities in relation to the Council of Governors and the Trust’s Code of Conduct for Governors.
- 2.3 All business shall be conducted in the name of the Trust.
- 2.4 A Governor who has acted honestly and in good faith will not have to meet out of his or her own personal resources any personal civil liability which is incurred in the execution or purported execution of his or her functions as a Governor save where the Governor has acted recklessly. Any costs arising in this way will be met by the Trust. On behalf of the Council of Governors, and as part of the Trust’s overall insurance arrangements, the Board of Directors shall put in place appropriate insurance provision to cover such indemnity as appropriate.

### **3. Composition of the Council of Governors**

- 3.1. The composition of the Council of Governors shall be in accordance with paragraph 13 and Annex 3 of the Constitution.
- 3.2. **Appointment and Removal of the Chair and Deputy Chair of the Council of Governors -** These appointments shall be made by the Council of Governors in accordance with paragraphs 26 and 27 of the Constitution.
- 3.3. **Duties of Deputy Chair -** Where the Chair of the Trust has died or has otherwise ceased to hold office or where he/she has been unable to perform his/her duties as Chair owing to illness, or any other cause, references to the Chair shall, so long as there is no Chair able to perform his/her duties, be taken to include references to the Deputy Chair or the Non-Executive Director nominated by the Council of Governors to take on the duties of the Chair

or Deputy Chair should both be absent from a meeting or otherwise unavailable or unable to perform his/her duties.

#### **4. Meetings of the Council of Governors**

##### **4.1. Admission to meetings**

- 4.1.1 Meetings of the Council of Governors must be open to the public (which, for the avoidance of doubt, includes representatives of the press), subject to 4.1.2 and 4.1.3 below.
- 4.1.2 The Council of Governors may resolve to exclude members of the public or a representative from the press from any meeting or part of a meeting for reasons of commercial confidentiality or for other special reasons.
- 4.1.3 The Chair may exclude any member of the public or representative from the press from the meeting of the Council of Governors if he/she considers that that member of the public or representative from the press is interfering with or preventing the proper conduct of the meeting or for other special reasons.
- 4.1.4 Meetings of the Council of Governors shall be held at least four times each financial year at such times and places that the Chair may determine in consultation with the Trust Secretary and Lead Governor.
- 4.1.5 Without prejudice to the power of the Council of Governors to require one or more of the Directors to attend a meeting of the Council of Governors for the purposes of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties (and decide whether to propose a vote on the Trust's or Directors' performance) at paragraph 18.3 of the Constitution, the Council of Governors may invite the Chief Executive, one or more Directors or a representative of the auditor or other advisors , as appropriate, to attend any meeting of the Council of Governors to enable Governors to raise questions about the Trust's affairs.

##### **4.2. Calling Meetings**

- 4.2.1 Meetings of the Council of Governors may be called by the Trust Secretary or the Chair or, on written request from at least one-quarter of the Governors in office, specifying the business to be carried out. Upon receiving such a request, the Trust Secretary shall, within seven days, send written notice to all Governors and call the meeting on at least fourteen but not more than twenty-eight days' notice to discuss the specified business. Such notice shall also be published on the Trust's website. The business of that meeting shall be restricted to that set out in the request. If the Trust Secretary fails to call such a meeting in accordance with this Standing Order, the Chair or at least one-quarter of the Governors in office, whichever is the case, shall call the meeting, setting out the business to be considered.
- 4.2.2 All decisions taken in good faith by the Council of Governors or of any committee of the Council of Governors shall be valid even if it is discovered subsequently that there was a defect in the decision process or the appointment or election of the Governors attending the meeting.

##### **4.3. Notice of Meetings**

- 4.3.1 The Trust Secretary shall deliver, by email, a schedule of the dates, times and venues of meetings of the Council of Governors for each financial year, three months in advance of the first meeting of the Council of Governors to be called, duly agreed by the Chair or by an Officer of the

Trust authorised by the Chair to sign on his/her behalf, to every Governor. Lack of service of the notice on any Governor shall not affect the validity of a meeting, subject to 4.3.5 below.

- 4.3.2 The schedule of meetings shall identify which meeting shall consider the Annual Report and Accounts for the Trust. This may be combined with the Annual Members' Meeting, so far as permitted by law.
- 4.3.3 For each meeting (unless called by Governors under these Standing Orders), the Trust Secretary shall issue a notice at least fourteen days prior to the day of the meeting. The notice shall include details of the business expected to be transacted and, where possible, be accompanied by supporting papers.
- 4.3.4 The Chair may waive the notice required pursuant to 4.3.3 in the case of emergencies or in the case of the need to conduct urgent business.
- 4.3.5 Subject to 4.3.4, failure to serve notice on more than three quarters of the members of the Council of Governors will invalidate any meeting.

#### **4.4 Setting the Agenda**

- 4.4.1 The Council of Governors may determine that certain matters shall appear on every agenda for meetings of the Council of Governors and shall be addressed prior to any other business being conducted.
- 4.4.2 The Trust Secretary shall be responsible for producing the agenda for meetings of Council, in conjunction with the Chair. The Chair shall determine the order of items on the agenda and the expression of such items, including any agenda items requested pursuant to Standing Order 4.4.6 below.
- 4.4.3 The following items of business shall (unless Council otherwise order) be taken first at each scheduled meeting of Council:
  - 4.4.3.1 Apologies for absence
  - 4.4.3.2 Declaration of any conflicts of interest in the business expected to be considered
  - 4.4.3.3 Minutes of previous meetings
  - 4.4.3.4 Matters arising from minutes, including progress of actions agreed at previous meetings
  - 4.4.3.5 An update from the Chair of the Council
  - 4.4.3.6 A report from the Board of Directors on its business since the previous meeting of the Council
- 4.4.4 The Trust Secretary shall ensure an agenda, minutes of the previous meeting of the Council of Governors, copies of any motions on notice to be considered at the relevant meeting of the Council of Governors and any supporting papers are delivered to every Governor, or sent electronically to such Governor, so as to be available to him/her normally at least seven days in advance of the meeting.
- 4.4.5 Approval of the minutes of the previous meeting of the Council of Governors will be a specific item on each agenda.
- 4.4.6 In the case of a meeting called by the Trust Secretary or the Chair, a Governor desiring a matter to be included on an agenda shall make his/her request in writing to the Trust Secretary at least ten clear days before the meeting. Where a Governor desires to place a motion before Council for decision, they shall submit in writing the motion in full. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chair.

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#### **4.5 Chair, Lead Governor and other officers**

- 4.5.1 The Chair of Council shall be taken by the Chair of the Board of Directors.<sup>2</sup>
- 4.5.2 If the Chair of the Board of Directors is absent or unable to take the Chair, the Deputy Chair of the Board of Directors shall preside.
- 4.5.3 If both the Chair and Deputy Chair are absent or unable to take the Chair, Council shall select a Non-Executive Director to take the Chair.
- 4.5.4 If no Non-Executive Directors are present or able to preside, the meeting shall be postponed.
- 4.5.5 The Secretary to Council shall be the current Secretary to the Trust.
- 4.5.6 Council shall elect in accordance with this Standing Order, and where a vacancy arises shall again elect, a Lead Governor.

4.5.6.1 The Lead Governor shall be elected for a term of 3 years.

4.5.6.2 Any Governor shall be eligible for election.

4.5.6.3 The Lead Governor shall be elected by a ballot vote of Council, which shall be held at a meeting or (at Council's discretion) via a postal ballot. Council shall agree arrangements for the ballot, including nominations and supporting information from candidates.

#### **4.6 Reports from the Directors**

At any meeting, a Governor may ask any question on any report by a Director or another Officer through the Chair without notice, after that report has been received by or while such report is under consideration by the Council of Governors at the meeting.

#### **4.7 Debate – general**

- 4.7.1 All contributions in Council shall be directed through the Chair.
- 4.7.2 The Chair shall rule, either of their own motion or in response to a request from a Governor, on all matters of order or relevance. Their ruling shall be conclusive of the matter and shall not be appealed to the Council as a whole.

#### **4.8 Notices of Motions**

A Governor desiring to move or amend a motion shall send a written notice thereof at least 10 clear days before the meeting to the Chair or Trust Secretary, who shall insert in the agenda for the meeting all notices so received. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda, subject to the Chair's discretion.

#### **4.9 Urgent motions or questions**

- 4.9.1 The Chair may, in his/her opinion, table an urgent motion or question.
- 4.9.2 A Governor may submit an urgent motion or question in writing to the Trust Secretary before the commencement of the meeting at which it is proposed it should be considered.

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<sup>2</sup> See paragraph 12, Schedule 7, *National Health Service Act 2006*.

#### **4.10 Chair's Ruling**

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

#### **4.11 Voting**

- 4.11.1 The Council of Governors will ordinarily seek to reach decisions by consensus, following discussion facilitated by the Chair. Where, in the opinion of the Chair, consensus cannot be reached within a reasonable time, the matter shall be determined by a vote in accordance with this Standing Order.
- 4.11.2 When a vote is required, the Chair shall state the question to be decided and invite Governors to indicate agreement or disagreement by a show of hands.
- 4.11.3 If any Governor present requests it, the number of votes for and against shall be counted and recorded in the minutes. A Governor may also request that their individual dissent or abstention is recorded.
- 4.11.4 Where the Chair considers that a secret ballot would be appropriate, for example, due to the sensitivity of the matter, or where no fewer than three Governors request one, the vote shall be conducted by secret ballot using a method determined by the Trust Secretary that maintains confidentiality and allows an accurate count. Only the total votes cast for, against and abstaining will be recorded.
- 4.11.5 A decision is carried by a simple majority of those Governors present and voting. Abstentions do not count as votes cast.
- 4.11.6 In the case of an equal vote, the person presiding (ie: the Chair of the meeting) shall have a second, and casting vote.
- 4.11.7 In no circumstances may an absent Governor vote by proxy. Subject to paragraph 4.15.4, absence is defined as being absent at the time of the vote.
- 4.11.8 An elected Governor may not vote at a meeting of the Council of Governors unless, before attending the meeting, they have made a declaration in the form specified by the Council of Governors of the particulars of their qualification to vote as a member of the Trust and that they are not prevented from being a Governor on the Council of Governors. An elected Governor shall be deemed to have confirmed the declaration upon attending any subsequent meeting of the Council of Governors and every agenda for meetings of the Council of Governors shall draw this to the attention of the elected Governors.

#### **4.12 Record of Attendance**

- 4.12.1 The names of the Governors present at the meeting (including when present pursuant to SO 4.16.3) shall be recorded in the minutes.
- 4.12.2 The minutes shall also record the attendance of Directors and any others present.
- 4.12.3 Governors who are unable to attend a meeting shall notify the Trust Secretary in writing in advance of the meeting in question in order that their apologies are submitted.

#### **4.13 Minutes**

- 4.13.1 The Trust Secretary shall draw up minutes of the proceedings of each meeting of the Council of Governors, which shall include a reasonable summary of the contributions made in debate.
- 4.13.2 Where the Council conducts business in private under these Standing Orders, separate minutes shall be made of those private proceedings, and those minutes shall record separately those

attending the private session.

- 4.13.3 When approved by the Chair, the Trust Secretary shall circulate draft minutes to all Governors without delay.
- 4.13.4 Minutes shall be submitted to the next scheduled meeting of the Council where they will be signed by the person presiding at it. Minutes of private proceedings shall be submitted to the next private proceedings of Council at a scheduled meeting.
- 4.13.5 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 4.13.6 When approved by the Council, the minutes (incorporating any agreed amendments) shall be signed by the Chair as indicating that they have been duly approved.
- 4.13.7 The minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public and press are excluded pursuant to Standing Order 4.1.2 unless otherwise required by law.

#### **4.14 Quorum**

- 4.14.1 Nine Governors shall form a quorum.
- 4.14.2 Where legislation makes provision for a minimum number of Governors to take a decision, that legislation sets the quorum for the meeting meeting if the minimum number of Governors needed is above the quorum set out in Standing Order 4.15.1.
- 4.14.3 If a Governor has been disqualified from participating in the discussion on any matter and from voting on any resolution by reason of the declaration of a conflict of interest he/she shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.
- 4.14.4 Governors are expected to attend meetings in person but on occasions the Council of Governors may agree that its members can make a request to the Trust Secretary to participate in its meetings by telephone, video or video media link and where appropriate, address communication and language needs. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
- 4.14.5 Council may not proceed to formal business in the absence of a quorum.
- 4.14.6 If during a meeting attention is drawn to the absence of a quorum:
  - 4.14.6.1 the Chair may suspend business for up to 15 minutes if they believe a quorum can be found within that time;
  - 4.14.6.2 if a quorum is not then formed, the meeting shall be adjourned to the next scheduled meeting of the Council; and
  - 4.14.6.3 any business on the agenda not dealt with shall be included on the agenda of the following meeting, unless the Chair otherwise directs.
- 4.14.7 Notwithstanding Standing Orders 4.15.5 and 4.15.6, where the meeting is inquorate the Chair may, at their discretion, permit the meeting to continue for the purpose of receiving information, hearing presentations, or discussing matters on the agenda, provided that no decisions are taken and no formal business is transacted until a quorum is present. Any such discussions shall be noted in the minutes, together with confirmation that no decisions were made.

#### **5. Public Access**

- 5.1 Meetings of the Council of Governors may be held by virtual conferencing or teleconference facilities or be held face-to-face. By whatever method the meeting is held these Standing Orders shall apply.
- 5.2 The Council shall meet and conduct its proceedings in public. The Trust Secretary, under the direction of the Chair, shall ensure that the meeting room for Council has reasonable accommodation for members of the public to attend and observe Council.
- 5.3 The Secretary shall ensure that notice of meetings of Council, indicating the business expected to be considered, is published in an appropriate way. The notice shall be accompanied by papers for the meeting, unless expected to be considered in private session.
- 5.4 Save at the invitation of the Chair or of Council, members of the public do not have the right to be heard at meetings of Council.
- 5.5 If Council agrees to a motion to proceed in private, the Chair shall cause the public and press to withdraw; and may suspend proceedings for that purpose. Directors of the Trust shall be enabled to remain in the meeting.

## **6. Suspension of Standing Orders (SOs)**

- 6.1 Except where this would contravene any statutory provision or a direction made by the Secretary of State, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Council of Governors are present and that a majority of those present vote in favour of suspension.
- 6.2 A decision to suspend SOs shall be recorded in the minutes of the meeting.
- 6.3 No formal business may be transacted while SOs are suspended.
- 6.4 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Directors.
- 6.5 The Trust's Audit Committee shall review every decision to suspend SOs.

## **7. Variation and Amendment of Standing Orders**

- 7.1 These Standing Orders shall be amended only in accordance with the procedure set out in paragraph 45 of the Constitution and only if:
  - 7.1.1 The variation proposed does not contravene a statutory provision;
  - 7.1.2 a motion to amend the Standing Orders is signed by seven Governors and submitted to the Trust Secretary in writing at least 21 days before the meeting at which the motion is intended to be proposed; and
  - 7.1.3 no fewer than three quarters of the Governors present and voting vote in favour of the amendment.

## **8. Arrangements for the Exercise of Functions by Delegation**

The Council of Governors may not delegate any of its powers to a committee, sub-committee, or working group, although it may appoint committees consisting of its members, Directors and other persons to assist the Council of Governors in carrying out its functions. The Council of Governors may, through the Trust Secretary, request that advisors assist them or any committee, sub-committee or working group they appoint in carrying out its duties.

## **9. Confidentiality**

- 9.1 A Governor on the Council of Governors or any of its Committees shall not disclose a matter dealt with by, or brought before, the Council of Governors or any of its Committees without its permission.
- 9.2 Members of any Committee shall not disclose any matter dealt with by the Committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or the Committee resolves that it is confidential.

## 10. Prevention of Conflicts of Interest

- 10.1 Governors are required to comply with the Trust's Standards of Business Conduct and to declare interests to the Council in accordance with paragraph 21 of the Constitution and any other relevant and material interest as defined below. All Governors should declare such interests on appointment and on any subsequent occasion that a conflict arises.
- 10.2 Subject to the exceptions in 10.3, a "relevant and material interest" is:
  - 10.2.1 any directorship of a company;
  - 10.2.2 any interest or position in any firm, company, business or organisation (including any charitable or voluntary organisation) which has or is likely to have a trading or commercial relationship with the Trust;
  - 10.2.3 any interest in an organisation providing health and social care services to the National Health Service;
  - 10.2.4 a position of authority in a charity or voluntary organisation in the field of health and social care;
  - 10.2.5 any connection with any organisation, entity or company considering entering into a financial arrangement with the Trust including but not limited to lenders or banks.
- 10.3 The exceptions which shall not be treated as relevant and material interests for the purposes of these provisions are as follows:
  - 10.3.1 shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange;
  - 10.3.2 an employment contract with the Trust held by a Staff Governor;
  - 10.3.3 an employment contract with a local authority held by a Local Authority Governor;
  - 10.3.4 an employment contract with or other position of authority within an appointing organisation held by an Appointed Governor.
- 10.4 Any Governor who has an interest in a matter to be considered by the Council of Governors (whether because the matter involves a firm, company, business or organisation in which the Governor or his/her spouse or partner has a material interest or otherwise) shall declare such interest to the Council of Governors and:
  - 10.4.1 shall withdraw from the meeting (unless the Council of Governors grants permission for the Governor to remain);
  - 10.4.2 play no part in the relevant discussion or decision; and
  - 10.4.3 shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).
- 10.5 Any Governor who fails to disclose any interest or relevant and material interest required to be disclosed under these provisions will breach their Code of Conduct and must permanently vacate their office if required to do so by a majority of the remaining Governors.
- 10.6 If a Governor has any doubt about the relevance of an interest, he/she should discuss it with the Chair or Trust Secretary who shall advise him whether or not to disclose the interest.

- 10.7 At the time a Governor's interests are declared, they should be recorded in the Council of Governors' minutes and entered on a Register of Interests of Governors to be maintained by the Trust Secretary. Any changes in interests should be declared at the next meeting of the Council of Governors following the change occurring.
- 10.8 Governors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's Annual Report.

## **11. Register of Interests**

- 11.1 The Trust Secretary will ensure that a Register of Interests is established and maintained to record formally declarations of interests of Governors.
- 11.2 Details of the Register will be kept up to date and reviewed annually.
- 11.3 The Register will be available to the public.

## **12. Conduct**

- 12.1 All Governors shall comply with the Standards of Business Conduct set by the Board of Directors for the guidance of all staff employed by the Trust.
- 12.2 All Governors of the Trust shall comply with Standing Financial Instructions prepared by the Director of Finance and approved by the Board of Directors for the guidance of all staff employed by the Trust.
- 12.3 All Governors must behave in accordance with the Trust's statement of roles and responsibilities, Code of Conduct for Governors as amended from time to time including the seven Nolan principles of behaviour in Public Life: -
- Selflessness;
  - Integrity;
  - Objectivity;
  - Accountability;
  - Openness;
  - Honesty, and
  - Leadership.
- 12.4 The Council shall agree a Code of Conduct for Governors, which shall set out the expectations of individuals and the behaviours required. The Code of Conduct for Governors shall be reviewed and revised by Council at least every two years.
- 12.5 Failure to comply with the Code of Conduct for Governors will be grounds for removal from office, under the procedures set out in Annex 4 to the Constitution

## **13. Committees – General**

- 13.1 Council may appoint Committees to support its work, in accordance with this Standing Order.
- 13.2 All Committees of Council are advisory. No powers of the Council may be delegated to Committees, and they are not authorised to take decisions for or on behalf of the Council.
- 13.3 Council may, on motion, agree to appoint a standing Committee-
- 13.3.1 A motion to appoint a Committee must set out either the Governors to be appointed to the Committee, or the seats on the Committee to be filled by election of Governors.
- 13.3.2 If the Council agrees to a motion to appoint a Committee with elected members, it shall immediately proceed to elect Governors to the Committee accordingly.

- 13.4 An ad-hoc Committee shall continue until it reports to Council, at which time it shall be dissolved.
- 13.5 No Committee shall incur any expense (including any use of resource) without the prior agreement of the Board of Directors.

**14. Resolution of Disputes between Council of Governors and Board of Directors**

- 14.1 Should a dispute arise between the Council of Governors and the Board of Directors, then the disputes resolution procedure set out below shall be followed.
- 14.2 For the purposes of this Standing Order, disputes shall relate only to the respective statutory roles and responsibilities of the Council of Governors and the Board of Directors as set out in the Trust's Constitution and relevant legislation.
- 14.3 The Chair, or Deputy Chair (if the dispute involves the Chair), shall first endeavour, through discussion with Governors and Directors or, to achieve the earliest possible conclusion, appropriate representatives of them, to resolve the matter to the reasonable satisfaction of both parties.
- 14.4 Failing resolution under 14.3 above, then the Chair shall call a joint resolution meeting of the Council of Governors and the Board of Directors which must take place as soon as practicable. The following provisions shall apply:
  - 14.4.1 The joint resolution meeting must comprise at least two-thirds of the membership of the Council of Governors and two-thirds of the membership of the Board of Directors.
  - 14.4.2 The meeting will be held in private.
  - 14.4.3 The aim of the meeting will be to achieve resolution of the conflict and every reasonable effort must be made to reach agreement. The Chair will have the right to appoint an independent facilitator to assist the process.
- 14.5 Should agreement on the matter be reached as a result of the joint resolution meeting, the Board of Directors shall implement any agreed actions or changes arising from the meeting. If the joint resolution meeting fails to resolve the dispute, the Board of Directors will ultimately determine the action, if any, to be taken to conclude the disputed matter.
- 14.6 Nothing in this procedure shall prevent the Council of Governors, if it so desires, from informing NHS England that, in the Council of Governors' opinion, the Board of Directors has not responded constructively to concerns of the Council of Governors that the Trust is not acting in accordance with the terms of its Constitution or licence or not complying with the terms of the 2006 Act.

**15. Council Performance**

- 15.1 The Chair shall, every three years, lead a performance assessment process for the Council of Governors to enable the Council of Governors to review its roles, structure and composition, and procedures, taking into account emerging best practice.
- 15.2 The performance assessment process in 15.1 shall include a review of the input into the Council of Governors of each appointing organisation.

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## **ANNEX 9 - STANDING ORDERS FOR THE BOARD OF DIRECTORS**

### **1. Interpretation and Definition**

- 1.1 The definitions applicable in the Trust Constitution shall apply to these Standing Orders.
- 1.2 Meanings defined in the 2006 Act (as amended) shall apply to these Standing Orders.
- 1.3 Save as permitted by law, the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which he/she shall be advised by the Trust Secretary).
- 1.4 Where an individual is temporarily acting without a formal appointment during the absence of a Director, they are not counted as a Director for the purposes of these Standing Orders. Only a formal appointment (which may be to cover a period of absence) gives the status of Director for these Standing Orders.
- 1.5 If there is any conflict between these Standing Orders and the Constitution, the Constitution shall prevail.

### **2. General Information**

- 2.1 The purpose of the Board of Directors Standing Orders is to ensure that the highest standards of Corporate Governance are achieved in the Board of Directors and throughout the organisation. The Board of Directors shall at all times seek to comply with the Trust's Code of Conduct for Directors.
- 2.2 All business before the Board shall be conducted in the name of the Trust.
- 2.3 Save where provided by law or the Trust Constitution, the Board is able to exercise all of the powers and responsibilities of the Trust.
- 2.4 The Board may only take decisions and exercise the powers of the Trust in a formal meeting undertaken in accordance with these Standing Orders.
- 2.5 A Director, or Officer of the Trust, who has acted honestly and in good faith will not have to meet out of his or her own personal resources any personal civil liability which is incurred in the execution or purported execution of his or her functions as a Director save where the Director has acted recklessly. Any costs arising in this way will be met by the Trust. On behalf of the Directors, and as part of the Trust's overall insurance arrangements, the Board of Directors shall put in place appropriate insurance provision to cover such indemnity.

### **3. Composition of the Board of Directors**

- 3.1 The composition of the Board of Directors shall be as set out in paragraph 24 of the Trust's Constitution.
- 3.2 **Appointment and Removal of the Chair and Non-Executive Directors** - The Chair and Non-Executive Directors are appointed/removed by the Council of Governors in accordance with paragraph 27 of the Trust's Constitution.
- 3.3 **Appointment and Removal of the Executive Directors** – The Chief Executive and the other Executive Directors shall be appointed in accordance with paragraph 29 of the Trust's Constitution.
- 3.4 **Appointment and Removal of Deputy Chair** – For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chair, a Deputy Chair shall be appointed in accordance with paragraph 28 of the Trust's Constitution.

- 3.5 **Powers of Deputy Chair** - Where the Chair of the Trust has died or has otherwise ceased to hold office or where he/she has been unable to perform his/her duties as Chair owing to illness, absence from England or any other cause, references to the Chair shall, so long as there is no Chair able to perform his/her duties, be taken to include references to the Deputy Chair or otherwise to the Non-Executive Director appointed by the Board of Directors to preside for the time being over its meetings.
- 3.6 **Joint Directors** - Where more than one person is appointed jointly to a post in the Trust which qualifies the holder for executive directorship or in relation to which an Executive Director is to be appointed, those persons shall become appointed as an Executive Director jointly, and shall count as one person.
- 3.7 Non-Executive Directors may seek external advice or appoint an external advisor on any material matter of concern provided the decision to do so is a collective one by the majority of Non-executive Directors.

#### **4. Meetings of the Board of Directors**

##### **4.1 Admission to meetings**

- 4.1.1 Meetings of the Board of Directors must be open to the public unless the Board in its absolute discretion decides otherwise in relation to all or part of such meetings for reasons of commercial sensitivity or for other special reasons.
- 4.1.2 The Board of Directors may resolve to invite an individual to any meeting or part of a meeting on the grounds that it considers that:
- 4.1.2.1 their attendance at the meeting is relevant and beneficial to the nature of the business under consideration or is otherwise in the public interest; and
  - 4.1.2.2 that the individual understands any requirements for confidentiality that may be required of them by attending that meeting or part of a meeting.
- 4.1.3 Under the direction of the Chairman, the Secretary shall ensure that the meeting location has reasonable accommodation for the public to attend and observe the meeting.
- 4.1.4 Meetings of the Board of Directors shall be held at least six times each year at times and places that the Board of Directors may determine.
- 4.1.5 Without prejudice to paragraph 4.1.1, the Board may resolve to exclude the public from a meeting (in whole or in part) where-
- 4.1.5.1 the business to be considered relates to the employment, conduct or other official activities of an identified member of staff, or a number of them; or
  - 4.1.5.2 the business to be considered relates to matters that are commercially confidential, and the public interest would be prejudiced by public consideration; or
  - 4.1.5.3 some other special reason, which shall be stated, means that the public interest would be prejudiced by public consideration.
- 4.1.6 In the event of disorder or persistent interruption of the proceedings of the Board, the Chairman may direct-
- 4.1.6.1 That a specific member or members of the public withdraw from the meeting; or
  - 4.1.6.2 That the public gallery be cleared.
- 4.1.7 Where the public gallery is cleared under Standing Order 4.1.6, the meeting continues to be

in public and shall be minuted accordingly. The fact that the public gallery has been cleared shall be specifically recorded in the minutes.

## **4.2 Calling Meetings**

- 4.2.1 Meetings of the Board of Directors may be called by the Trust Secretary, or by the Trust Secretary on the written request of the Chair, or by one-third of Directors who give written notice to the Trust Secretary specifying the business to be carried out. The Trust Secretary shall send a written notice to all Directors as soon as possible after receipt of such a request. The Trust Secretary shall call a meeting on at least fourteen but not more than twenty-eight days' notice to discuss the specified business. If the Trust Secretary fails to call such a meeting, the Chair or one-third of Directors, whichever is the case, shall call the meeting. Any joint Directors shall count as one Director for this purpose, and all joint Directors must agree to join in the request.
- 4.2.2 All decisions taken in good faith at a meeting of the Board of Directors or of any committee shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting, a vacancy on the Board of Directors, or defect in the appointment of the Directors attending the meeting.
- 4.2.3 The Chairman may call a meeting of the Board at any time where he/she judges it appropriate.

## **4.3 Notice of Meetings**

- 4.3.1 The Trust Secretary shall deliver a schedule giving notice of the date, time and venue of all meetings of the Board of Directors planned for the next financial year, to every Director so as to be available to him at least fourteen days before the first meeting and, in any event, before 1 April of the next financial year. Lack of service of the notice on any Director shall not affect the validity of a meeting, subject to 4.3.4 below.
- 4.3.2 Notwithstanding the above requirement for a schedule of meeting dates each calendar year, and subject to 4.3.3, the Trust Secretary shall deliver written notice of the date, time and venue of each meeting to every Director so as to be available to him at least fourteen days before the meeting and not more than twenty-eight days before the meeting.
- 4.3.3 The Chair may waive the notice required pursuant to 4.3.2 in the case of emergencies or in the case of the need to conduct urgent business.
- 4.3.4 Subject to 4.3.3, failure to provide notice to a Director shall not invalidate the meeting; however, if there is a failure to serve notice on three or more Directors, the meeting shall be invalid and all business transacted is void. Failure to serve on the holder of a joint Director post, or any of them, will be counted as failure to serve on one Director.
- 4.3.5 In the case of a meeting called by Directors, no business shall be transacted at the meeting other than that specified in the notice.

## **4.4 Setting the Agenda**

- 4.4.1 The Board of Directors may determine that certain matters shall appear on every agenda for a meeting of the Board of Directors and shall be addressed prior to any other business being conducted.
- 4.4.2 Directors wishing to have items of business included on the agenda shall advise the Secretary at least 10 days prior to the meeting. Items on less than 10 days' notice may be included with the consent of the Chairman.

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4.4.3 The Trust Secretary shall make arrangements to ensure that the final agenda and any supporting papers for the meeting, following the receipt of any requests in accordance with 4.4.2 above, are delivered to every Director by email, so as to be available to him at least seven clear days before the meeting. Copies of the final agenda will be made available on the Trust's website.

#### **4.5 Chair of Meeting**

At any meeting of the Board of Directors, the Chair, if present, shall preside. If the Chair is absent from the meeting the Deputy Chair appointed by the Council of Governors to take on the Chair's duties shall preside. Otherwise, such Non-Executive Director as the Directors present shall choose shall preside.

#### **4.6 Notices of Motions**

A Director desiring to move or amend a motion shall send a written notice thereof at least 10 clear days before the meeting to the Chair or Trust Secretary, who shall insert in the agenda for the meeting all notices so received. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda, subject to the Chair's discretion.

#### **4.7 Chair's Ruling**

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

#### **4.8 Proceedings at the Board's meetings**

- 4.8.1 In general, the Chair of the meeting shall manage the proceedings of the Board to enable the Directors to fully consider and debate all matters arising before the Board for consideration or decision.
- 4.8.2 It is the duty of the Chair of the meeting to enable the Board's opinion to be clearly expressed and recorded.
- 4.8.3 Where the papers before the Board recommend a decision, the question before the Board shall be on agreeing with the recommendation. A Director may offer alternative proposals for the Board's consideration.
- 4.8.4 Directors shall confine themselves to comments relevant to the business under consideration; and otherwise conduct themselves in an appropriate and respectful manner. The Chair of the meeting shall rule on the relevance and acceptability of all comments, either of their own motion or on appeal by a Director.
- 4.8.5 At the conclusion of debate on an item of business, the Chair shall invite the Board to agree to the recommendations or other propositions as appropriate:
- 4.8.5.1 The Chair may invite the Board to agree to his summation of the consensus position, and unless objection is taken that shall be the decision of the Board;
  - 4.8.5.2 The Chair may, and shall if a Director so requests, invite the Board to vote by show of hands on the recommendation and any alternative proposition, in such order as he judges will enable the Board to express its opinion.
- 4.8.6 Any Director may ask for their vote or difference to be recorded in the minutes; and the Secretary will record such a request accordingly.

#### **4.9 Voting**

- 4.9.1 Subject to the provisions of the Constitution, decisions at meetings shall be determined by a majority of the votes of the Directors present and voting. In the case of any equality of votes, the Chair, or, in his/her absence, the person appointed to preside in accordance with 4.5 shall have a second and casting vote. No resolution of the Board of Directors shall be passed if it is opposed by all of the Non-Executive Directors present or by all of the Executive Directors present.
- 4.9.2 All decisions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Directors present so request or if the Chair so directs.
- 4.9.3 If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained.
- 4.9.4 If a Director so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- 4.9.5 In no circumstances may an absent Director vote by proxy. Subject to paragraph 4.14.5, absence is defined as being absent at the time of the vote.
- 4.9.6 An Officer who has been appointed formally by the Board of Directors to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An Officer attending the Board of Directors to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.

#### **4.10 Joint Directors**

Where two or more individuals have been jointly appointed to discharge the single office of Director (including where an Executive Director post is shared by more than one person), the following shall apply:

- (a) each person shall be entitled to attend and participate meetings of the Board of Directors;
- (b) in the case of agreement between them, they shall be eligible to have one vote between them;
- (c) in the case of disagreement between them, no vote should be cast;
- (d) the presence of those persons shall count as one person.

#### **4.11 Suspension of Standing Orders (SOs)**

- 4.11.1 Except where this would contravene any statutory provision or direction made by the Secretary of State, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board of Directors that are present vote in favour of suspension.
- 4.11.2 A decision to suspend SOs shall be recorded in the minutes of the meeting, stating which Standing Orders were suspended and the period of suspension.
- 4.11.3 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Directors.
- 4.11.4 No formal business may be transacted while SOs are suspended.
- 4.11.5 The Audit Committee shall review every decision to suspend SOs, and shall report to the Board and the Accounting Officer if they consider that the suspension has caused a weakness or breach of the appropriate systems of control for the Trust.

#### 4.12 **Variation and Amendment of Standing Orders**

These Standing Orders shall be amended only in accordance with paragraph 4.11 and only if:

- 4.12.1 the variation proposed does not contravene a statutory provision;
- 4.12.2 at least two thirds of the Directors are present; and
- 4.12.3 no fewer than half the total number of Non-Executive Directors vote in favour of the amendment.

#### 4.13 **Minutes**

- 4.13.1 The Trust Secretary shall draw up minutes of the proceedings of all meetings of the Board and maintained as a permanent record. They will be submitted for agreement at the next meeting where they will be signed by the person presiding at it and debate upon them shall be limited to the questions of accuracy of the record.
- 4.13.2 The minutes of each meeting shall record the attendance of Directors at that meeting.
- 4.13.3 The minutes shall record all decisions taken by the Board, supported by a fair summary of the contributions to debate by the Directors in considering the business before the Board.
- 4.13.4 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 4.13.5 Approved minutes shall be sent to the Council of Governors as soon as practicable after each meeting of the Board and shall be otherwise circulated in accordance with the Directors' wishes.

#### 4.14 **Quorum**

- 4.14.1 The attendance of at least one-third of the Directors, including at least two Executive and two Non-Executive Directors, shall be required for the Board to proceed to business.
- 4.14.2 An Officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.
- 4.14.3 If, at the time set for a meeting of the Board, a quorum is not present-
  - 4.14.3.1 The meeting shall be adjourned for up to fifteen minutes to await a quorum;
  - 4.14.3.2 If a quorum has not appeared and the meeting has been called on the request of Directors, it shall be dissolved;
  - 4.14.3.3 If a quorum has otherwise not appeared, the Secretary shall give notice of the meeting being re-convened seven days hence; and the Directors then present shall constitute a quorum.
- 4.14.4 A Director having a conflict of interest, or otherwise being required to withdraw from consideration of an item of business, shall not be counted as present for the consideration of that item. If this results in the lack of a quorum, the meeting shall proceed to consider the remaining items of business. The position shall be recorded in the minutes.
- 4.14.5 The Board of Directors may agree that its members can participate in its meetings by telephone, video or video media link and where appropriate, address communication and language needs. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

#### 5. **Arrangements for the Exercise of Functions by Delegation**

- 5.1 The Board of Directors may make arrangements for the delegation and exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee, or by an Executive Director of the

Trust in each case subject to such restrictions and conditions as the Board of Directors thinks fit. The Board retains full responsibility for the use of delegated powers.

- 5.2 Those powers which the Board has not determined to reserve to itself, or to delegate specifically, shall be exercised by the Chief Executive on behalf of the Board.
- 5.3 Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to one of its Committees shall be exercised on behalf of the Board of Directors by the Chief Executive. He/she shall determine which functions he/she will perform personally and shall nominate Executive Directors to undertake remaining functions but still retain an accountability for these to the Board of Directors.
- 5.4 The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals that shall be considered and approved by the Board of Directors, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation, which shall be considered and approved by the Board of Directors as indicated above.
- 5.5 The Board shall ensure that there are in place, at all times, the following control documents –
  - 5.5.1 A statement of Standing Financial Instructions to Trust Officers and Staff
  - 5.5.2 A comprehensive Scheme of Delegation (also referred to as a Statement of Delegation);
  - 5.5.3 A statement of those matters reserved for the decision of the Board.
- 5.6 The arrangements made by the Board of Directors as set out in the "Scheme of Delegation" shall have effect as if incorporated into these Standing Orders.
- 5.7 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of Directors of the Executive Directors to provide information and advise the Board of Directors in accordance with any statutory requirements.
- 5.8 The Board, with the advice of the Audit Committee, shall review the documents under Standing Order 5.5 not less than every three years, and more frequently if required.

## **6. Urgent Decisions**

- 6.1 Where a situation of urgency arises, such that it is not reasonably possible to call the Board to consider the exercise of the powers reserved under Standing Order 5.5.3, those powers may be exercised by the Chairman and Chief Executive in accordance with this Standing Order.
- 6.2 Before exercising any powers under this Order, the Chairman must consult at least two Non-Executive Directors on the proposed use, including giving a full outline of the matters giving rise to urgency and why it is not reasonably possible to convene the Board to consider the matter.
- 6.3 Where powers are exercised under this Order-
  - 6.3.1 A record in writing is to be kept, signed by the Chair and Chief Executive, and retained by the Secretary. The record shall record the names of the Non-Executive Directors consulted;
  - 6.3.2 The Secretary shall specifically report the use of the powers, and draw the attention of the Board to the exceptional nature of their use;
  - 6.3.3 The decision made and use of powers shall lapse at the conclusion of the following Board meeting, unless specifically ratified and approved by the Board.

## **7. Committees**

- 7.1 The Board of Directors may appoint committees of the Board of Directors in the proper discharge of its responsibilities, consisting wholly or partly of Directors of the Trust.
- 7.2 A committee so appointed may appoint advisory subgroups consisting wholly or partly of members of the committee (whether or not they include Directors of the Trust) or wholly of persons who are not members of the committee (whether or not they include Directors of the Trust).
- 7.3 As required by law and the Trust Constitution, the following Committees shall be appointed as a

minimum –

7.3.1 Audit Committee

7.3.2 Remuneration Committee

7.4 The Audit Committee shall be composed only of Non-Executive Directors and shall discharge the duties set out in paragraph 23(6) of Schedule 7 to the National Health Service Act 2006.

7.5 The Remuneration Committee shall be composed only of Non-Executive Directors and shall undertake the function set out in paragraph 18(2) of Schedule 7 to the National Health Service Act 2006.

7.6 The Board shall not form a Committee without approving written terms of reference for that Committee, which shall set out –

7.6.1 The structure of membership for that Committee;

7.6.2 The authority delegated to that Committee.

7.7 Save as otherwise provided in the terms of reference, the Standing Orders of the Board of Directors, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Board of Directors.

7.8 Each such committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board of Directors) as the Board of Directors shall decide from time to time following reviews of the terms of reference, powers and conditions. Such terms of reference shall be read in conjunction with these Standing Orders.

7.9 The Board of Directors may not delegate their executive powers to a committee, and a committee may not delegate any executive power it may have to a sub-committee, unless the committee or subcommittee consists wholly of Directors and such delegation is expressly authorised by the Board of Directors.

7.10 The Board of Directors shall appoint all members to each of the committees that it has formally constituted, either by identifying an individual or the holder of an office or appointment.

7.11 Where the Trust is required to appoint persons to a committee, which is to operate independently of the Trust, such appointment shall be approved by the Board of Directors.

7.12 Each Committee shall report to the Board; and shall report to the Board meeting following each Committee meeting, unless the Terms of Reference otherwise provide.

## **8. Confidentiality**

8.1 In accordance with the Code of Conduct, a member of the Board of Directors shall not disclose a matter dealt with by, or brought before, the Board of Directors without its permission.

8.2 A member of a committee of the Board of Directors shall not disclose any matter dealt with by, or brought before, the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board of Directors or committee shall resolve that it is confidential.

## **9 Declaration of Interests and Register of Interests**

### **9.1 Declaration of Interests**

9.1.1 Directors are required to comply with the Trust's Standards of Business Conduct, to declare interests that are required to be declared by the Constitution and to declare any other interests that are relevant and material to the Board of Directors. All Directors should declare such interests on appointment and on any subsequent occasion that a conflict arises. Directors must otherwise comply with the current national guidance on the proper conduct of Directors in the National Health Service.

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9.1.2 Interests regarded as "relevant and material" (and for the avoidance of doubt, should be included in the Register) include any of the following, held by a Director, or the spouse or partner of a Director or family member:

- a) Any interest (excluding a holding of shares in a company whose shares are listed on any public exchange where the holding is less than 2% of the total shares in issue) or position held by a Director in any firm, company or business which has or is likely to have a trading or commercial relationship with the Trust.
- b) Any directorship of a company (including non-executive directorships held in private companies or public limited companies (with the exception of those of dormant companies)).
- c) Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
- d) Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.
- e) Any interest in a voluntary or other organisation providing health and social care services to the National Health Service.
- f) A position of authority in a charity or voluntary organisation in the field of health and social care.
- g) Any connection with a voluntary or other organisation contracting for NHS Services.
- h) Any substantial or influential connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to lenders or banks.
- i) Any other commercial interest in the decision before the meeting.

9.1.3 Any Director who has a relevant and material interest in a matter as defined above shall declare such interest to the Board of Directors and:

9.1.3.1 shall not be present except with the permission of the Board of Directors in any discussion of the matter, and

9.1.3.2 shall not vote on any issue arising out of or connected with the matter (and if by inadvertence they do remain and vote, their vote shall not be counted).

9.1.4 Any Director who fails to disclose any interest required to be disclosed under the preceding paragraph must permanently vacate their office if required to do so by a majority of the remaining Directors.

9.1.5 If Directors have any doubt about the relevance of an interest, he/she should discuss it with the Chair.

9.1.6 The Secretary shall ensure that the minutes record-

9.1.6.1 All Director's interests declared (whether to the Board or in a Register) since the previous meeting of the Board;

9.1.6.2 All occasions where a Director withdraws from consideration of an item owing to a conflict of interests;

9.1.6.3 Where required under guidance, the decision of the Chair as to whether a Director has a declarable interest and whether they should withdraw from the meeting.

9.1.7 Any changes in interests should be declared at the next Board meeting following the change occurring.

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9.1.8 Directors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Board of Director's annual report. The information should be kept up to date for inclusion in succeeding annual reports.

## **9.2 Register of Interests**

9.2.1 The Trust Secretary will ensure that a Register of Interests is established to record formally declarations of interests of Directors. In particular the Register will include details of all directorships and other relevant and material interests that have been declared by both Executive and Non-Executive Directors.

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

9.2.3 The Register will be available to the public and the Trust Secretary will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

## **10 Compliance - Other Matters**

10.1 All Directors of the Trust shall comply with the Standards of Business Conduct set by the Board of Directors for the guidance of all staff employed by the Trust.

10.2 All Directors of the Trust shall comply with Standing Financial Instructions prepared by the Chief Finance Officer and approved by the Board of Directors.

10.3 All Directors must behave in accordance with the seven Nolan principles of behaviour in Public Life and the Trust's Code of Conduct for Directors as amended from time to time:

- Selflessness;
- Integrity;
- Objectivity;
- Accountability;
- Openness;
- Honesty; and
- Leadership.

## **11 Resolution of Disputes between Board of Directors and Council of Governors**

11.1 Should a dispute arise between the Council of Governors and the Board of Directors, then the disputes resolution procedure set out below shall be followed.

11.2 For the purposes of this Standing Order, disputes shall relate only to the respective statutory roles and responsibilities of the Council of Governors and the Board of Directors as set out in the Trust's Constitution and relevant legislation.

11.3 The Chair, or Deputy Chair (if the dispute involves the Chair), shall first endeavour, through discussion with Governors and Directors or, to achieve the earliest possible conclusion, appropriate representatives of them, to resolve the matter to the reasonable satisfaction of both parties.

11.4 Failing resolution under 11.3 above, then the Chair shall call a joint resolution meeting of the Council of Governors and the Board of Directors which must take place as soon as practicable. The following provisions shall apply:

11.4.1 The joint resolution meeting must comprise at least two-thirds of the membership of the Council of Governors and two-thirds of the membership of the Board of Directors.

11.4.2 The meeting will be held in private.

11.4.3 The aim of the meeting will be to achieve resolution of the conflict and every reasonable effort must be made to reach agreement. The Chair will have the right to appoint an independent facilitator to assist the process.

11.5 Should agreement on the matter be reached as a result of the joint resolution meeting, the Board of Directors shall implement any agreed actions or changes arising from the meeting. If the joint resolution meeting fails to resolve the dispute, the Board of Directors will ultimately determine the action, if any, to be taken to conclude the disputed matter.

11.6 Nothing in this procedure shall prevent the Council of Governors, if it so desires, from informing NHS England that, in the Council of Governors' opinion, the Board of Directors has not responded constructively to concerns of the Council of Governors that the Trust is not acting in accordance with the terms of its Constitution or licence or not complying with the terms of the 2006 Act.

## **12 Notification to Council of Governors**

The Board of Directors shall notify the Council of Governors of any major changes in the circumstances of the Trust, which have made or could lead to a substantial change to its financial well-being, healthcare delivery performance, reputation and standing or which might otherwise affect the Trust's compliance with the terms of its NHS provider licence, Constitution or the 2006 Act.

## **13 Board of Directors' Performance**

The Chair shall, at least annually, lead a performance assessment process for the Board of Directors. This process should act as the basis for determining individual and collective professional development programs for Directors.

## **14 Trust policies**

14.1 The Board shall make and set policy statements for the more effective management and delivery of the Trust's business and services.

14.2 The Board may make provision for its powers under this Standing Order to be delegated to Board Committees or Executive Directors.

14.3 Each statement of policy shall be subject to review, revision and re-approval at intervals of no longer than three years.

## **15 Authorisation of Documents**

15.1 The Common Seal of the Trust shall be kept securely in the custody of the Chief Executive, or of an individual nominated by them for the purpose.

15.2 Where it is necessary or desirable that the Common Seal is applied to a document for it to be effective-

15.2.1 The Seal shall be affixed in the presence of the Chair, the Chief Executive or two Executive Directors;

15.2.2 The affixing of the Seal shall be recorded in a Register, stating the date, the other party or parties to the document, brief details of the purpose of the document, and the names of those witnessing the affixing of the Seal;

15.2.3 Those witnessing the affixing of the Seal shall attest to the same in the Register

15.3 Entries on the Register under Standing Order 15.2.3 shall be reported on a regular basis to

the Board of Directors, at such frequency as the Board may determine.

- 15.4 Where the Trust is required to execute a document in legal proceedings, unless otherwise required by law it shall be executed on behalf of the Trust by an Executive Director.
- 15.5 The Schedule of Delegations maintained under Standing Order 5.5.2 shall set out authority for other officers and employees to execute documents on behalf of the Trust, subject to the limitations set out in this Standing Order.

## **16 Appointments - Canvassing and applications from relatives**

- 16.1 Candidates for appointment to office or employment with the Trust must declare, at the earliest stage, any relationship to a current Director, Officer, or employee of the Trust.
- 16.2 Failure to make the declaration required under Standing Order 16.1:
  - 16.2.1 Will disqualify a candidate from consideration, if the appointments process has not been completed;
  - 16.2.2 Will disqualify a candidate from appointment, if the process has been completed but the individual has not yet taken up office or employment;
  - 16.2.3 Will be treated as gross misconduct and lead to immediate dismissal if the candidate has taken up the office or employment;
  - 16.2.4 May be referred to appropriate professional bodies and/ or the Trust's counter-fraud service.
- 16.3 Where a relative of a Director is seeking appointment to office or employment in the Trust, the Director must declare that relationship to the Board at the earliest opportunity in accordance with Standing Order 9.1.

## **17 Trustee business**

- 17.1 As a public benefit corporation the Trust has specific powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable.
- 17.2 Where the Trust receives funds in trust, they shall be held in the name of the Trust as a corporate Trustee.
- 17.3 The Board shall exercise the powers of the corporate Trustee, in accordance with law.
- 17.4 Where funds are received in accordance with charitable Trusts, the Board shall-
  - 17.4.1 Ensure that the relevant provisions of Charitable law are applied to the funds;
  - 17.4.2 Ensure that decisions related to those funds are (as required by law) taken with consideration of the interests of the beneficiaries of the charity, rather than the Foundation Trust;
  - 17.4.3 Deal with those funds separately and distinctly from the consideration of the business of the Foundation Trust. **Error! Reference source not found.**

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<b>Meeting date</b>	11 March 2026	<b>Public</b>	X	<b>Agenda Number</b>	11
<b>Meeting</b>	Council of Governors				
<b>Report Title</b>	Council of Governors Arrangements 2026/27				
<b>Director Lead</b>	David Wakefield, Joint Chair	<b>Author</b>	Rebecca McCarthy, Trust Secretary Alison Lever, Membership Governance Manager		

### Recommendations made/ Decisions requested

**The Council of Governors is asked to support the proposed arrangements for the Council of Governors in 2026/27.**

### This paper relates to the following Strategic Objectives

	1	Deliver personalised, safe and caring services
	2	Support the health and wellbeing needs of our community and colleagues
X	3	Develop effective partnerships to address health and wellbeing inequalities
	4	Develop a diverse, talented and motivated workforce to meet future service and user needs
	5	Drive service improvement through high quality research, innovation and transformation
X	6	Use our resources efficiently, effectively and sustainably
	7	Develop our Estate and Digital infrastructure to meet service and user needs

### The paper relates to the following CQC domains

	Safe		Effective
	Caring		Responsive
X	Well-Led		Use of Resources

### Where issues are addressed in the paper-

Where issues are addressed in the paper-	Section of paper where covered
Equality and Diversity impacts	
Financial impacts if agreed/ not agreed	
Regulatory and legal compliance	All
Sustainability (including environmental impacts)	

## Executive Summary

Cognisant of the transition to joint corporate governance arrangements, governors from both Stockport NHS Foundation Trust (SFT) and Tameside & Glossop Integrated Care NHS Foundation Trust (TG ICFT) met on 10 February 2026 to discuss ways in which the two Councils of Governors could work together in 2026/27.

In summary, there was broad consensus to adopt the following arrangements from April 2026:

- **Quarterly formal meetings** to be held *in common* (jointly), in person, alternating between Stockport and Tameside. Due to capacity and accessibility requirements, these would likely take place at an off-site venue.
- **Quarterly informal joint meetings** to be held virtually via MS Teams, providing an opportunity for updates and Q&A with the Joint Chair and Non-Executive Directors.
- **Joint Training and Development sessions**, primarily delivered in person and rotating between Stockport and Tameside locality, as above.
- **Joint communications**, with use of a shared email distribution list.

A summary from the session is attached; this was circulated to all governors for feedback following the session.

Albeit there was no discussion about the respective Membership Development/Engagement Groups meeting jointly, in the spirit of collaborative working, it is proposed that the two groups come together to meet jointly in 2026/27. This reflects the agreement from both groups to continue into 2026/27 while awaiting further clarity on the future FT membership model.

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## Council of Governors – How will we work together?

This briefing summarises the key outcomes from the joint development session held on 10 February 2026. It sets out proposed arrangements from 1<sup>st</sup> April 2026 onwards for formal Council of Governors meetings, informal meetings, training and development sessions, and general communications with governors.

### 1. Formal Council of Governors Meetings

#### 1.1 Meeting Frequency and Format

- Quarterly formal meetings to be held 'in common' (jointly). Additional meetings will be scheduled if required.
- Meetings take place in person only.
- Venues to alternate between Stockport & Tameside localities, and due to capacity & accessibility requirements, are likely to be at an off-site venue.
- A joint pre-meeting will be held prior to each formal meeting for those able to attend (at the same venue). The pre-meeting will provide an opportunity for governors to discuss the agenda in advance, identify any key themes or issues emerging, and share initial thoughts.

#### 1.2 Key Considerations

- Meeting Agendas will require consideration to ensure there is sufficient time and opportunity to discuss key matters across the full range of the Council of Governors' duties.
- Governors will be reminded of their entitlement to claim travel expenses and the options available to support their attendance.

### 2. Informal Meetings

#### Meeting Frequency and Format

- Quarterly informal meetings to be held jointly.
- Meetings will take place virtually via MS Teams.
- These sessions will be between the Governors, the Joint Chair and Non-Executive Directors (NEDs).
- NEDs will be invited to give a brief update on their current areas of focus, with dedicated time for governors' questions and further exploration of issues raised.

### 3. Training & Development Sessions

- Training & Development sessions to continue to take place jointly, building on the successful joint sessions during 2025/26.
- Sessions to primarily take place in person, alternating between Stockport and Tameside. Where the subject matter is largely information-giving, sessions may take place online via MS Teams.
- Both Councils of Governors will continue to have access to external training opportunities, with allocated places available for each Trust.

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#### 4. **Communications**

- All email communications to be issued jointly to both Councils of Governors, with a shared email distribution list.

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<b>Meeting date</b>	11 March 2026	<b>Public</b>	X	<b>Agenda No.</b>	12
<b>Meeting</b>	Council of Governors				
<b>Report Title</b>	Process for the Appraisal of the Interim Chair and Non-Executive Directors				
<b>Director Lead</b>	David Wakefield, Joint Chair Senior Independent Director	<b>Author</b>	Rebecca McCarthy, Company Secretary		

<b>Paper For:</b>	<b>Information</b>		<b>Assurance</b>		<b>Decision</b>	X
<b>Recommendation:</b>	<p><b>The Council of Governors is asked to:</b></p> <ul style="list-style-type: none"> <li>– Review and confirm the process for the appraisal of the Joint Chair and Non-Executive Directors</li> <li>– Note the outcome of the Joint Chair and Non-Executive Director appraisals will be reported to the Nominations Committee, and subsequently the Council of Governors, in June 2026.</li> </ul>					

**This paper relates to the following Annual Corporate Objectives**

	1	Deliver personalised, safe and caring services
	2	Support the health and wellbeing needs of our community and colleagues
	3	Develop effective partnerships to address health and wellbeing inequalities
X	4	Develop a diverse, talented and motivated workforce to meet future service and user needs
	5	Drive service improvement through high quality research, innovation and transformation
	6	Use our resources efficiently and effectively
	7	Develop our estate and digital infrastructure to meet service and user needs

**The paper relates to the following CQC domains**

	Safe		Effective
	Caring		Responsive
X	Well-Led		Use of Resources

**This paper relates to the following Board Assurance Framework risks**

	PR1.1	There is a risk that the Trust does not deliver high quality care to service users
	PR1.2	There is a risk that patient flow across the locality is not effective
	PR1.3	There is a risk that the Trust does not have capacity to deliver an inclusive elective restoration plan
	PR2.1	There is a risk that the Trust is unable to sufficiently engage and support our people's wellbeing
	PR2.2	There is a risk that the Trust's services do not fully support neighbourhood working

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PR3.1	There is a risk in implementing the new provider collaborative model to support delivery of Stockport ONE Health & Care (Locality) Board priorities
PR3.2	There is a risk that the Trust does not deliver a joint clinical strategy with East Cheshire NHS Trust
PR4.1	There is a risk that, due to national shortages of certain staff groups, the Trust is unable to recruit and retain the optimal number of staff, with appropriate skills and values
PR4.2	There is a risk that the Trust's workforce is not reflective of the communities served
PR5.1	There is a risk that the Trust does not implement high quality transformation programmes
PR5.2	There is a risk that the Trust does not implement high quality research & development programmes
PR6.1	There is a risk that the Trust does not deliver the annual financial plan
PR6.2	There is a risk that the Trust does not develop and agree with partners a multi-year financial recovery plan
PR7.1	There is a risk that the Trust does not implement the Digital Strategy to ensure a resilient and responsive digital infrastructure
PR7.2	There is a risk that the estate is not fit for purpose and/or meets national standards
PR7.3	There is a risk that the Trust does not materially improve environmental sustainability
PR7.4	There is a risk that there is no identified or insufficient funding mechanism to support the strategic regeneration of the hospital campus

#### Where issues are addressed in the paper

	Section of paper where covered
Equality, diversity and inclusion impacts	N/A
Financial impacts if agreed/not agreed	N/A
Regulatory and legal compliance	All
Sustainability (including environmental impacts)	N/A

#### Executive Summary

In April 2025, NHS England issued revised, standardised appraisal guidance for Chairs, Chief Executives and NEDs to improve consistency, incorporate the NHS Leadership Competency Framework, and strengthen the application of the Fit and Proper Persons Test. The updated process supersedes the 2024 Chair appraisal framework and places proportional emphasis on multi-source feedback, with more comprehensive external engagement for Chairs.

The proposed approach for both Stockport NHS Foundation Trust (SFT) and Tameside & Glossop Integrated Care NHS Foundation Trust (TG ICFT) reflects national expectations while retaining local flexibility. The Joint Chair appraisal will be led by the Senior Independent Director, using structured multi-source stakeholder feedback, and the NED appraisals will be led by the Joint Chair, drawing on targeted feedback, both of which will be aligned to Leadership Competency Framework domains.

The appraisal stages include:

1. Multi-source feedback (mid-April – early May)

2. Pre-appraisal preparation (mid-May)
3. One-to-one appraisal discussions and documentation (end-May)
4. Review by SFT and TG ICFT Nominations Committees held in common (early June)
5. Reporting to Council of Governors (17 June 2026)
6. Submission of Chair appraisal to NHSE (30 June 2026).

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## 1. Purpose

- 1.1 The Council of Governors has a duty to hold non-executive directors individually and collectively to account for the performance of the board of directors. This duty can be exercised in many ways, including receipt of performance information for the chair and other non-executive directors as part of a robust appraisal process.
- 1.2 The purpose of this report is to advise, and seek approval from the Council of Governors, regarding the process for the annual appraisal of the Joint Chair and Non-Executive Directors.

## 2. Background

- 2.1 On 1 April 2025 NHS England (NHSE) published new board member appraisal guidance including adaptable appraisal documentation and forms for gathering stakeholder feedback. The new guidance, intended to set clear expectations and enhance consistency in board member appraisals, is applicable to chairs, chief executives and non-executive directors (NEDs).
- 2.2 The guidance is part of a suite of tools to support leadership and management development following the recommendations of the independent review on leadership for a collaborative and inclusive future undertaken by General Sir Gordon Messenger and Dame Linda Pollard and published in 2022. It supersedes the framework for conducting annual appraisals of NHS chairs published in February 2024 and incorporates the NHS leadership competency framework (LCF) domains and fit and proper persons test framework for board members requirements.
- 2.3 The guidance sets out principles, focused on what the appraisal should contain and how it should be undertaken, recognising Trusts may incorporate these principles into their existing processes. It recognises that the extent of stakeholder feedback should be proportionate to role responsibilities, with multi-source feedback expected to be more comprehensive for Chairs and Executive Directors, and lighter-touch for Non-Executive Directors, in line with NHS England's guidance.

## 3. Appraisal Process 2025/26

- 3.1 The appraisal process outlined below aligns with the principles set out in the NHSE Board Member Appraisal Guidance, while using adapted feedback and appraisal forms that are more concise and accessible.
- 3.2 The appraisal process for the Joint Chair will be led by the Senior Independent Director (SID), and the appraisal process for the NEDs will be led by the Joint Chair.
- 3.3 Stages of the process are proposed as follows:

Stage	Overview	Timeline
Stage 1: Multi-Source Feedback	<b>Joint Chair</b> Stakeholders to be invited to complete the Board Member Multi-Source Feedback form (Appendix 1):  Internal stakeholders: - All Executive Directors - All Non-Executive Directors - Lead Governor  External stakeholders: - Greater Manchester Integrated Care Board (GM ICB) Chair	Mid-April – Beginning May

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	<ul style="list-style-type: none"> <li>- Kathy Cowell, Manchester University NMHS Foundation Trust, Chair and Chair of GM Trust Chairs Meeting</li> <li>- Louise Shepherd, NHSE North West Regional Director</li> </ul> <p>As before, the Company Secretary will ensure that governors can provide their views to the Lead Governor ahead of the appraisal timeline.</p> <p>The Company Secretary will collate information from the stakeholder feedback and share a summary with the Senior Independent Director.</p> <p>The Senior Independent Director may also engage directly with these stakeholders to take soundings and explore any aspects of the feedback in more depth.</p> <p><b>Non-Executive Directors</b> The Joint Chair will hold discussion with Executive Directors, based on the six domains of the Leadership Competency Framework to seek feedback.</p>	
Stage 2: Pre-appraisal preparation	The appraisee will complete relevant sections of the Board Member Appraisal Document (Appendix 2) and share with the appraiser.	By Mid May
Stage 3: Appraisal discussion and output	<p>A one-to-one appraisal discussion will take place between the appraisee and appraiser.</p> <p>Key points arising from the appraisal discussion will be formally recorded in the Board Member Appraisal Document.</p> <p>Confirmation of assessment against the NHS England FPPT Framework will be provided to the appraiser by the Company Secretary.</p>	By End May
Stage 4: Review by Nominations Committee	The outcome of the appraisal will be summarised and presented to the SFT and TG ICFT Nominations Committees held in common, by the Joint Chair for NEDs and the Senior Independent Director for the Joint Chair.	Beginning June 2026
Stage 5: Review by Council of Governors	The outcome of the appraisal and any relevant discussion from the Nominations Committee will be summarised and presented to the Council of Governors as above.	17th June 2026
Stage 6: Submission to NHS England	A copy of the Joint Chair appraisal will be sent to NHS England: <a href="mailto:england.chairsappraisal@nhs.net">england.chairsappraisal@nhs.net</a>	30 <sup>th</sup> June 2026

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**Board Member Appraisal: Multi-Source Feedback Form**

**Part 1: Review utilising the Leadership Competency Framework**

For each domain, please provide feedback that identifies areas of strength as well as opportunities to enhance impact and effectiveness. Illustrative examples of 'what good looks like' are included at the feedback form to offer guidance where helpful.

**Domain 1: Driving high quality, sustainable outcomes**

**Domain 2: Setting strategy and delivering long-term transformation**

**Domain 3: Promoting equality and inclusion, and reducing health and workforce inequalities**

**Domain 4: Providing robust governance and assurance**

**Domain 5: Creating and compassionate, just and positive culture**

**Domain 6: Building trusted relationships with partners and communities**

**Part 2: Additional Feedback**

If applicable, please include any additional feedback you may wish to add.

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### Part 3: Confirmation

**The above feedback is a true and accurate reflection.**

Name

Role

Date

#### Illustrative Examples: 'What good looks like'

##### Domain 1: Driving high quality, sustainable outcomes

The Board Member personally seeks out and acts on performance feedback and review and continually build their own skills and capability.

The Board Member is committed to ensuring excellence in the delivery (and / or the commissioning) of high quality and safe care, including our workforce.

The Board Member seeks to ensure that their organisation demonstrates continual improvement, increases productivity and brings about better health and care outcomes with lasting change and improvement.

##### Domain 2: Setting strategy and delivering long-term transformation

The Board Member personally seeks out and uses new insights on current and future trends and use evidence, research and innovation to help inform strategies.

The Board Member leads the development of strategies which deliver against the needs of people using our services, as well as statutory duties and national and local system priorities.

##### Domain 3: Promoting equality and inclusion, and reducing health and workforce inequalities

As a leader, the Board Member:

- improves population health outcomes and reduce health inequalities by improving access, experience and the quality of care
- ensures that resource deployment takes account of the need to improve equity of health outcomes with measurable impact and identifiable outcomes
- reduces workforce inequalities and promote inclusive and compassionate leadership across all staff groups

##### Domain 4: Providing robust governance and assurance

The Board Member understands their responsibilities as a board member and how the Board works together as a unitary board to reach collective agreement on their approach and decisions.

The Board Member uses a variety of information sources and data to assure the organisation's financial performance, quality and safety frameworks, workforce arrangements and operational delivery.

The Board Member, together with the rest of the board, is visible throughout the organisation and their leadership is underpinned by the organisation's behaviours, values and standards. They are seen as a Well Led organisation and they understand the vital importance of working collaboratively.

##### Domain 5: Creating and compassionate, just and positive culture

The Board Member personally:

- speaks up against any form of racism, discrimination, bullying, aggression, sexual misconduct or violence, even when they might be the only voice
- challenges constructively, speaking up when they see actions and behaviours which are

inappropriate and lead to staff or people using services feeling unsafe, or staff or people being excluded in any way or treated unfairly

- promotes flexible working where possible and uses data at board level to monitor impact on staff wellbeing and retention

The Board Member contributes as a leader:

- to develop a supportive, just and positive culture across the organisation (and system) to enable all staff to work effectively for the benefit of patients, communities and colleagues
- to ensure that all staff can take ownership of their work and contribute to meaningful decision making and improvement
- to improve staff engagement, experience and wellbeing in line with our NHS People Promise (for example, with reference to equality, diversity and inclusion; freedom to speak up; personal and professional development; holding difficult conversations respectfully and addressing conflict)
- to ensure there is a safe culture of speaking up for our workforce

### **Domain 6: Building trusted relationships with partners and communities**

The Board Member is part of a board that recognises the need to collaborate, consult and co-produce with colleagues in neighbouring teams, providers and systems, people using services, our communities and our workforce.

The Board Member identifies and communicates the priorities for financial, access and quality improvement, working with system partners to align our efforts where the need for improvement is greatest.

The Board Member recognises and champions open and constructive communication with all system partners to share a common purpose, vision and strategy.

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**Board Member Appraisal Document**

<b>Name</b>	
<b>Role</b>	
<b>Organisation</b>	
<b>Appraiser Name</b>	
<b>Appraiser Role</b>	
<b>Appraisal Year</b>	
<b>Appraisal Date</b>	

*Part 1 & 2: For completion by appraisee ahead of appraisal discussion.*

**Part 1: Reflection utilising the Leadership Competency Framework (LCF)**

For each domain, briefly describe how you demonstrate the required skills, knowledge and behaviours in your role. Reflect on your key strengths and identify any opportunities to enhance your impact and effectiveness. Further detail regarding competencies and behaviours in the LCF can be found [here](#).

**Domain 1: Driving high quality, sustainable outcomes**

**Domain 2: Setting strategy and delivering long-term transformation**

**Domain 3: Promoting equality and inclusion, and reducing health and workforce inequalities**

**Domain 4: Providing robust governance and assurance**

**Domain 5: Creating and compassionate, just and positive culture**

**Domain 6: Building trusted relationships with partners and communities**

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Part 2: Review of Previous Year Objectives	
Objective	Reflection on progress (indicate whether the objective was fully or partially achieved and brief evidence)

**Part 3: For completion by appraiser ahead of appraisal discussion.**

Part 3: Multi-Source Feedback Summary
Summary of multi-source feedback gathered by the appraiser.

**Part 4 & 5: For completion by the appraiser after discussion with the appraisee during the appraisal meeting.**

Part 4: Overall Comments
Considering performance against Leadership Competency Framework, Objectives and Multi-Source Feedback. Highlight areas of strength and opportunities for increased impact and effectiveness.

Part 5: Performance			
Improvement needed <input type="checkbox"/>	Satisfactory <input type="checkbox"/>	Good <input type="checkbox"/>	Outstanding <input type="checkbox"/>
Partially meets performance standards	Meets performance standards	Partially exceeds performance standards	Exceeds performance standards

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**Part 6: For completion by the appraisee after discussion with the appraiser during the appraisal meeting.**

**Part 6: Agreed Objectives for Forthcoming Year**

Agree objectives that align with organisational priorities and your personal development needs. Ensure all objectives are SMART.


**Part 7: For completion by the appraiser after discussion with the Company Secretary.**

**Part 7: Declaration of suitability for appointment**

The appraisee has been assessed in the last 12 months under the NHS England FPPT Framework and it is confirmed that they continue to be a 'fit and proper person' as outlined in regulation 5 and there are no pending proceedings or other matters which may affect their suitability for appointment.

**Appraiser declaration: Yes/No If no, please provide details**

**Part 8: For completion by the appraiser and appraisee after all previous sections of the appraisal documentation have been finalised.**

**Part 8: Confirmation**

<b>Appraiser</b>	<b>Appraisee</b>
<b>Signed</b>	<b>Signed</b>
<b>Date</b>	<b>Date</b>

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<b>Meeting date</b>	11 March 2026	<b>Public</b>	X	<b>Agenda Number</b>	13
<b>Meeting</b>	Council of Governors				
<b>Report Title</b>	Nominations Committee Terms of Reference				
<b>Director Lead</b>	David Wakefield, Joint Chair	<b>Author</b>	Rebecca McCarthy, Trust Secretary		

**Recommendations made/ Decisions requested**

**The Council of Governors is asked to approve the Nominations Committee Terms of Reference.**

**This paper relates to the following Strategic Objectives**

	1	Deliver personalised, safe and caring services
	2	Support the health and wellbeing needs of our community and colleagues
	3	Develop effective partnerships to address health and wellbeing inequalities
X	4	Develop a diverse, talented and motivated workforce to meet future service and user needs
	5	Drive service improvement through high quality research, innovation and transformation
	6	Use our resources efficiently, effectively and sustainably
	7	Develop our Estate and Digital infrastructure to meet service and user needs

**The paper relates to the following CQC domains**

	Safe		Effective
	Caring		Responsive
X	Well-Led		Use of Resources

**Where issues are addressed in the paper-**

Where issues are addressed in the paper-	Section of paper where covered
Equality and Diversity impacts	
Financial impacts if agreed/ not agreed	
Regulatory and legal compliance	All
Sustainability (including environmental impacts)	

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## Executive Summary

A Nominations Committee of the Council of Governors has been established with responsibility for:

- Identifying and nominating Non-Executive Directors, including the Chair
- Considering appropriate succession planning for Non-Executive Directors
- Reviewing and determining the terms and conditions for Non-Executive Directors
- Managing the process for the removal of the Chair and other Non-Executive Directors

The Committee makes recommendations to the Council of Governors in relation to these duties. The Terms of Reference for the Stockport NHS Foundation Trust (SFT) and the Tameside & Glossop Integrated Care NHS Foundation Trust (TG ICFT) Nominations Committees have recently been updated to ensure alignment. The key change is a reduction in membership from five to four governors, with the corresponding quorum reduced from three to two governors.

The SFT and TG ICFT Nominations Committees will primarily meet in common, this change ensures equal representation from both Trusts while keeping meetings streamlined and manageable.

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## NOMINATIONS COMMITTEE

### TERMS OF REFERENCE

#### 1. INTRODUCTION

- 1.1 The Nominations Committee, with external advice as appropriate, and with due consideration to laws and regulations and the provisions of the Code of Governance for NHS provider trusts and other relevant guidance, will have responsibility for:
- The identification and nomination of Non-Executive Directors, including the Chair
  - Consideration of appropriate succession planning for Non-Executive Directors
  - Reviewing and deciding on appropriate terms and conditions for Non-Executive Directors
  - Managing the process for any removal of the Chair and other Non-Executive Directors.

#### 2. MEMBERSHIP

- 2.1 The Nominations Committee will comprise the Chair (or the Deputy Chair when matters associated with the Chair's nomination are being considered, unless they are standing for appointment, in which case another Non-Executive Director), and four Governors (to include the Lead Governor if available).
- 2.2 Only members of the Committee have the right to attend Committee meetings. Other individuals, such as the Chief Executive, Director of People & Organisational Development and external advisers, may be invited to attend for all, or part of, any meeting as appropriate.
- 2.3 Governor appointments to the Committee shall be for a period of three years, provided the Committee member remains a Governor of the Foundation Trust. Governors on the Committee shall have served a minimum of one year or be considered to have the relevant experience.
- 2.4 The Chair of the Committee shall be the Chair of the Board of Directors (or Deputy Chair of the Board of Directors or a Non-Executive Director as described in 2.1). The Chair shall not chair the Committee when it is dealing with the matter of succession to the Chairmanship and shall not participate in discussions concerning their performance or possible re-appointment or remuneration.
- 2.5 Members conflicted on any aspect of an agenda presented to the Committee, such as succession planning for a Non-Executive Director vacancy or the Chair's position shall declare their conflict and withdraw from the meeting.

#### 3. SECRETARY

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3.1 The Company Secretary or their nominee shall act as the Secretary to the Committee.

#### **4. QUORUM**

4.1 The quorum necessary for the transaction of Committee business shall be two Governors and one Non-Executive Director (the Chair counts as a Non-Executive Director). A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

#### **5. FREQUENCY OF MEETINGS**

5.1 The Committee shall meet at least twice a year and at such other times as the Chair of the Committee shall require.

#### **6. NOTICE OF MEETINGS**

6.1 Meetings of the Committee shall be called by the Secretary to the Committee at the request of the Chair of the Committee.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time, date, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee no later than five working days before the date of the meeting.

#### **7. MINUTES OF MEETINGS**

7.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording names of those present and in attendance.

7.2 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

7.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board of Directors and Council of Governors unless a conflict of interest exists.

#### **8. ANNUAL MEMBERS' MEETING**

8.1 The Chair of the Committee shall attend the Annual Members' Meeting prepared to respond to any members' questions on the Committee's activities.

#### **9. DUTIES – NOMINATIONS**

9.1 Identification and nomination of Non-Executive Directors, including the Chair. In doing so, a representative from NHS England and/or a representative from a relevant ICB, or another appropriate person, will be invited to act as an independent

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assessor to the Nominations Committee. The Nominations Committee will also consult the Chief Executive.

- 9.2 Having considered succession planning, the Committee should consider an appropriate person specification and description of the role in advance of a recruitment process.
- 9.3 The Committee will oversee the recruitment process ensuring that open advertising is used to ensure candidates from a wide range of backgrounds are able to apply.
- 9.4 The Committee may on occasions use the services of external advisers to facilitate a search for candidates.
- 9.5 The Committee will have final responsibility for shortlisting candidates using objective criteria and deciding on the details of the selection process.
- 9.6 The Committee will oversee and may participate in the selection process on behalf of the Council of Governors and be responsible for the identification and nomination of candidates for final approval by the Council of Governors. The Committee will ensure that there is a majority of Governors on the interview panel.
- 9.7 Ensure that on appointment to the Board of Directors, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, and that all Non-Executive Directors have confirmed that they have the time to serve. Terms and conditions should be made available for public inspection.

## **10. DUTIES – SUCCESSION PLANNING**

- 10.1 Give consideration to succession planning for Non-Executive Directors taking into account the challenges and opportunities facing the Trust and what skills and expertise might be needed by the Board in future, as identified by the Board's Remuneration Committee.
- 10.2 Periodically review the balance of skills, knowledge, experience and diversity of the Non-Executive Directors and make recommendations to the Council of Governors with regard to any outcomes.
- 10.4 Keep the leadership needs of the Trust under review at Non-Executive level so that it continues to operate effectively.
- 10.5 Where an existing Non-Executive Director seeks re-appointment, the Nominations Committee should look at the existing candidate against the current job description and person specification for their role at the Trust. Due consideration should also be given to the relevance of the Code of Governance of NHS provider trusts and guidance on such a re-appointment. Once these processes have been undertaken, the re-appointment can be put to the Council of Governors for approval.

## **11. DUTIES – TERMS AND CONDITIONS**

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- 11.1 Review and make recommendations to the Council of Governors with regard to the appropriate terms and conditions for Non-Executive Directors.
- 11.2 Periodically consider the scale of remuneration of Non-Executive Directors, including the Chair, taking account of all relevant NHS Foundation Trust policies and any available market comparisons.
- 11.3 Review other terms and conditions of office including appropriate time commitments and the range of duties contained in the job descriptions required by all Non-Executive Directors.
- 11.4 To make appropriate recommendations to the Council of Governors on any alterations to the terms and conditions including remuneration.

## **12. DUTIES – OTHER**

- 12.1 Act as the focal point for reviewing the annual appraisals of the Chair and Non-Executive Directors.
- 12.2 The Committee shall make recommendations to the Council of Governors concerning the proposals for the position of Deputy Chair, where appropriate and with due regard for the opinions of the Board of Directors.
- 12.3 Coordination of the process for removal of the Chair and Non-Executive Directors in accordance with requirements set out in the Trust Constitution.

## **13. REPORTING**

- 13.1 The Committee Chair shall report formally to the Council of Governors on its proceedings after each meeting.
- 13.2 A statement will be included in the Trust's Annual Report about the Committee's activities, the process used to make appointments and to explain if external advice or open advertising has not been used.
- 13.3 The Committee shall make available upon request, in a format they deem appropriate, information regarding the attendance of all members at Committee meetings.

## **14. AUTHORITY**

- 14.1 The Committee is a Committee of the Council of Governors and has no executive powers, other than those specifically delegated in these terms of reference.
- 14.2 The Committee is authorised to obtain, at the Trust's expense, external professional advice on any matter within its terms of reference.

## **15. REVIEW**

- 15.1 The Terms of Reference will be reviewed every three years.

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<b>Meeting date</b>	11 March 2026	<b>Public</b>	X	<b>Agenda Number</b>	14
<b>Meeting</b>	Council of Governors				
<b>Report Title</b>	Deputy Chair and Senior Independent Director Appointment				
<b>Director Lead</b>	David Wakefield, Joint Chair	<b>Author</b>	Rebecca McCarthy, Trust Secretary		

### Recommendations made/ Decisions requested

<p>The Council of Governors is asked to:</p> <ul style="list-style-type: none"> <li>- Approve the appointment of Mr Michael Forrest as Deputy Chair of Stockport NHS Foundation Trust from 1<sup>st</sup> April 2026.</li> <li>- Support the recommendation that will be considered by the Board of Directors to appoint Mr David Curtis as the Senior Independent Director for Stockport NHS Foundation Trust from 1<sup>st</sup> April 2026.</li> </ul>
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### This paper relates to the following Strategic Objectives

1	Deliver personalised, safe and caring services
2	Support the health and wellbeing needs of our community and colleagues
3	Develop effective partnerships to address health and wellbeing inequalities
4	Develop a diverse, talented and motivated workforce to meet future service and user needs
5	Drive service improvement through high quality research, innovation and transformation
6	Use our resources efficiently, effectively and sustainably
7	Develop our Estate and Digital infrastructure to meet service and user needs

### The paper relates to the following CQC domains

	Safe		Effective
	Caring		Responsive
X	Well-Led		Use of Resources

### Where issues are addressed in the paper-

Where issues are addressed in the paper-	Section of paper where covered
Equality and Diversity impacts	
Financial impacts if agreed/ not agreed	
Regulatory and legal compliance	All
Sustainability (including environmental impacts)	

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## Executive Summary

The Council of Governors is responsible for appointing the Deputy Chair, while the Board of Directors is responsible for appointing the Senior Independent Director (SID), following consultation with the Council of Governors.

In January 2026, the Councils of Governors at Stockport NHS Foundation Trust (SFT) and Tameside & Glossop Integrated Care NHS Foundation Trust (TG ICFT) agreed to adopt a joint Non-Executive Director (NED) model, under which each NED would serve on both statutory Boards. At that point, the collective skills and experience required for the joint NED roles were confirmed, alongside consideration of existing NED appointments, reappointments, and upcoming recruitment needs. Considering these changes, it was also acknowledged that the Joint Chair would review and determine the allocation of specialist NED roles across both Trusts. This included the positions of Deputy Chair and SID.

Given the agreed direction of travel and the need for coherent governance across the joint model, it was concluded that the Deputy Chair and SID roles should be aligned across both Trusts. A shared appointment for each role supports clarity of accountability, consistency of leadership, and a stable governance framework during a period of organisational transition.

In broad terms, the role of the Deputy Chair is to support the Chair in leading the Board and Council of Governors, acting as a sounding board where required, and to deputise for the Chair during periods of absence. The overarching role of the SID is again to provide a sounding board for the Chair, serve as an intermediary for other directors, when necessary, and be available to governors regarding significant concerns and leading the performance evaluation of the Chair.

At present, Dr Louise Sell holds the position of SID at SFT, a role she has undertaken since April 2022, and was more recently appointed as Deputy Chair in September 2025. Within TG ICFT, the roles are held separately, with Michael Forrest serving as Deputy Chair since June 2024 and David Curtis as Senior Independent Director since June 2022.

Following discussion with the above Non-Executive Directors, and taking account of individual terms of office, it is proposed that:

- Mr Michael Forrest is appointed as Deputy Chair for both SFT and TG ICFT.  
His term of office at both SFT and TGICFT extends to 31 March 2028, providing stability and consistency over the coming years.
- Mr David Curtis is recommended to the Board of Directors as the Senior Independent Director for both SFT and TG ICFT.  
His term of office runs until 31 July 2028, again offering sustained continuity in this key role.

These aligned appointments support coherent governance across the joint NED model, create a consistent leadership structure, and ensure stability during future stages of organisational development. The appointment of Board Committee Chair will be confirmed in due course, alongside allocation of the following NED specific roles:

- Maternity Safety Champion
- Wellbeing Guardian
- Freedom to Speak Up Lead
- Doctors' Disciplinary Lead
- Security Management Lead

	Apr-26	May-26	Jun-26	Jul-26	Aug-26	Sep-26	Oct-26	Nov-26	Dec-26	Jan-27	Feb-27	Mar-27
<b>Joint Board of Directors</b> (1st Thursday, MS Teams)			4th 9.30-3.30 at SFT		6th 9.30-3.30 at T&G		1st 9.30-3.30 at SFT		3rd 9.30-3.30 at T&G		4th 9.30-3.30 at SFT	
<b>Council of Governors in Common</b> (in person, venues tbc)			17th 2:00-4:30  Pre-meeting 1:00-1:45			2nd 2:00-4:30  Pre-meeting 1:00-1:45			15th 2:00-4:30  Pre-meeting 1:00-1:45			9th 2:00-4:30  Pre-meeting 1:00-1:45
<b>Joint Informal Council of Governors &amp; Non-Executive Directors Meeting</b> (MS Teams)	29th 10:00-11:00			15th 10:00-11:00			21st 10:00-11:00			27th 10:00-11:00		
<b>Joint Chair &amp; Lead Governors Meeting</b> (MS Teams)												
<b>Nominations Committees in Common</b> (MS Teams)			tbc								tbc	
<b>Joint Membership Development Group</b> (MS Teams)		18th 13:00-14:00			17th 13:00-14:00			30th 13:00-14:00			22nd 13:00-14:00	
<b>SFT Annual Members' Meeting</b> Pinewood Lecture Theatres, Stepping Hill Hospital							1st 5:00-6:30					
<b>T&amp;G Annual Members Meeting</b> Werneth House Lecture Theatre, Tameside Hospital						24th 5:00-6:30						
<b>Joint Governor Training &amp; Development</b>			24th 10:00-12:00 (induction for new governors)			16th 2:00-4:00		18th 2:00-4:00			17th 10:00-12:00	

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## Council of Governors 2024/25 Meeting Attendance

Name	Constituency	Dec-24	Feb-25	Mar-25	June-25	Sept-25	Dec-25
Paula Hancock	Staff	A	A	A	✓	✓	✓
David McAllister	Staff	A	A	A	A	✓	✓
Ruth Perez-Merino	Staff	✓	A	A	A	✓	✓
Yogalingam Ganeshwaran	Staff	A	A	✓	✓	A	
Carol Greene	Bramhall & Cheadle	A	✓	A			
Dominic Hardwick	Bramhall & Cheadle						✓
Keith Holloway	Bramhall & Cheadle	A	✓	✓			✓
Adrian Nottingham	Bramhall & Cheadle	✓	✓	✓	A	A	
Michelle Slater	Bramhall & Cheadle	✓	A	✓	✓	✓	✓
Sarah Thompson	Bramhall & Cheadle	✓	✓	✓	✓	✓	✓
Howard Austin	Tame Valley & Werneth	✓	✓	✓	✓	✓	✓
Alan Gibson	Tame Valley & Werneth	A	A	A			
Alexander Wood	Tame Valley & Werneth	✓	✓	✓	✓	A	✓
Tad Kondratowicz	Heatons & Stockport West	✓	✓	✓	✓	✓	✓
Victoria MacMillan	Heatons & Stockport West	A	✓	✓	✓	A	A
Chris Summerton	Heatons & Stockport West	✓	✓	✓	✓	✓	✓
Steve Williams	Heatons & Stockport West	✓	✓	✓	✓	✓	✓
Peter Chadbourne	Marple & Hazel Grove						✓
Val Cottam	Marple & Hazel Grove	✓	✓	✓	✓	✓	✓
Richard King	Marple & Hazel Grove	✓	✓	✓	✓	✓	
Tony Moore	Marple & Hazel Grove	A	A	✓	✓	A	
John Morris	Marple & Hazel Grove	A	✓	A	A	A	
Mike Chantler	High Peak & Dales	✓	A	✓	✓	A	✓
Tony Gosling	High Peak & Dales	✓	✓	✓	✓	✓	✓
Lesley Surman	High Peak & Dales						A
Callum Kidd	Outer Region	A	A	✓	✓	A	A
Helen Foster-Grime	Stockport MBC						A
Sue Alting	Age UK Stockport	✓	✓	✓	A	✓	✓
David Kirk	Healthwatch Stockport	✓	✓	✓	A	✓	✓
<b>Was Meeting Quorate (Y/N)</b>		<b>Y</b>	<b>Y</b>	<b>Y</b>	<b>Y</b>	<b>Y</b>	<b>Y</b>
<b>Key</b>							
✓	= Present						
A	= Apologies						
D	= Attended as Deputy						

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