

NHFT Constitution Changes Council of Governors Meeting 5th July 2016

Situation

Proposed changes to the Trust's Constitution need to be considered and approved by the Council of Governors and the Board of Directors.

Background

The purpose of this paper is to recommend two changes to the Constitution relating to:

- The establishment of a new 'Rest of England' Public constituency
- The removal of Voluntary Impact Northamptonshire (VIN) as a Partner Organisation

Assessment

Establishment of a new Rest of England Public constituency

The proposal to establish a 'Rest of England' public constituency is informed by two drivers.

Firstly, the Trust may pursue and secure new service development opportunities outside its county boundaries. Whilst the current service user constituencies are not geographically limiting, the public constituencies are only open to public members who live within Northamptonshire. By offering a 'Rest of England' constituency this enables the Trust to engage with a wider geographic membership who may have an active interest in the Trust's current services and future plans. This particularly may apply to the public in immediately adjacent counties to Northamptonshire. The concept of a 'Rest of England' constituency has been taken up in other Foundation Trusts. To create a new constituency, the Trust has to set a minimum membership number and it is proposed that the minimum number of members is set at 10. The creation of the new constituency automatically creates a new governor seat for which an election would be held in due course.

Secondly, given the demanding environment within which the Trust is operating, it is vital that the Trust is able to maximise its access to the talent pool for Non Executive Director (including Chair) appointments. Currently, to be appointed as Non Executive Director, candidates must be a member of either the public or service user and carer constituencies. Limiting the public constituency boundaries to Northamptonshire residents means that potential candidates living for example in adjacent counties would be ineligible to apply. These candidates may of course have strong connections in Northamptonshire but happen to live across the county border. The Council of Governors' Nominations and Remuneration Committee is recommending that to address this issue a

'Rest of England' Public Constituency is established. The Committee's recommendation is also informed by discussions with Gatenby Sanderson, the executive search company the Trust has used for recent Non Executive Director appointments. Gatenby Sanderson also supports the proposal. If the proposal is supported by the Council of Governors and Board of Directors, the Trust would be able to take advantage of the benefits accruing from the establishment of a 'Rest of England' constituency in the current Chair recruitment process.

Removal of Voluntary Impact Northamptonshire (VIN) as a Partner Organisation

Jane Carr was appointed at the May Council of Governors meeting as an Associate Non Executive Director. Jane is also Chief Executive of VIN. Given Jane's dual role it is considered that from a governance perspective (particularly from a conflict of interest/accountability viewpoint) it is inappropriate for VIN to continue as a Partner Organisation. Furthermore Jane will, instead, be able to bring a VIN perspective to the organisation in her Associate NED role. Jane, on behalf of VIN, understands and supports the rationale for the proposal. Consideration will need to be given in terms of a potential replacement for VIN, retaining a focus on voluntary services.

The Council of Governors' Membership and Governance Sub Group has considered both proposed changes to the constitution. The sub group supported both revisions and recommends their adoption by the full Council.

Relevant (tracked changes) extracts from the Constitution are attached as Appendix 1.

Recommendation

The Council of Governors is asked to endorse:

- The establishment of a new 'Rest of England' Public constituency
- The removal of Voluntary Impact Northamptonshire (VIN) as a Partner Organisation
- The two proposed changes being presented the Board of Directors at their July meeting.

Paul Bertin
Chairman

Paul Martin
Deputy Director, Corporate Affairs

June 2016

ANNEX 1 – THE PUBLIC CONSTITUENCY

(Paragraphs [Error! Reference source not found.](#), [Error! Reference source not found.](#) and [Error! Reference source not found.](#))

Name of Constituency	Area	Minimum Number of Members
Kettering and Corby	The electoral ward areas comprising the areas covered by Kettering Borough Council and Corby Borough Council and, for the avoidance of doubt, comprising any successor authority of Kettering Borough Council or Corby Borough Council	40
Daventry and South Northamptonshire	The electoral ward areas comprising the areas covered by Daventry District Council and South Northamptonshire Council and , for the avoidance of doubt, any successor authority of Daventry District Council or South Northamptonshire Council.	40
Wellingborough and East Northamptonshire	The electoral ward areas comprising the areas covered by the Borough Council of Wellingborough and East Northamptonshire District Council and, for the avoidance of doubt, any successor authority of the Borough Council of Wellingborough or East Northamptonshire District	40

	Council.	
Northampton	The electoral ward areas comprising the area covered by Northampton Borough Council and, for the avoidance of doubt, any successor organisation of Northampton Borough Council.	40
Rest of England	All of the electoral wards in England that are not covered by any other area of the Public Constituency.	10

ANNEX 4 – COMPOSITION OF COUNCIL OF GOVERNORS

(Paragraphs 11.2 and 11.3)

Constituency	Class	Number of governors to be elected
Public – <u>132</u>	Kettering and Corby	<u>3</u>
	Daventry and South Northamptonshire	<u>3</u>
	Wellingborough and East Northamptonshire	<u>3</u>
	Northampton	<u>3</u>
	Rest of England	<u>1</u>
Patients – <u>12</u>	Younger Service Users	<u>1</u>
	Adult Service Users	<u>6</u>
	Older Service Users	<u>1</u>
	Carers	4
Staff – <u>5</u>	Doctors and Dentists	1

[Registered Nurses](#) 1

[Unregistered Nurses](#) 1

Other Clinical staff 1

Non Clinical staff 1

Total [3029](#)

Appointed Governors **Number of Governor seats**

Northamptonshire County Council 1

Borough and District Councils in Northamptonshire 1

University of Northampton 1

[Voluntary Impact Northamptonshire](#) 4

Criminal Justice Partnership 1

Northamptonshire Rights and Equality Council 1

Older People – Age UK Northamptonshire 1

Total [67](#)