

# CONSTITUTION

July 2018

UCLH is an NHS Foundation Trust comprising: University College Hospital (incorporating the Elizabeth Garrett Anderson Wing, the Macmillan Cancer Centre and University College Hospital at Westmoreland Street), Royal London Hospital for Integrated Medicine, Royal National Throat, Nose and Ear Hospital, National Hospital for Neurology and Neurosurgery at Queen Square and Cleveland Street, Institute of Sport, Exercise and Health, Hospital for Tropical Diseases, The Eastman Dental Hospital.





**University College London Hospitals**

NHS Foundation Trust

**UNIVERSITY COLLEGE LONDON HOSPITALS**

**NHS FOUNDATION TRUST**

**(A PUBLIC BENEFIT CORPORATION)**

**CONSTITUTION**

**July 2018**

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# UNIVERSITY COLLEGE LONDON HOSPITALS NHS FOUNDATION TRUST CONSTITUTION

## 1. DEFINITIONS

1.1 In this Constitution:

<b>“Accounting Officer”</b>	means that person who from time to time discharges the functions of Accounting Officer of the Trust by virtue of paragraph 25(5) of Schedule 7 to the 2006 Act;
<b>“Annual Members’ Meeting”</b>	is defined in paragraph 15.1 of the Constitution;
<b>“Applicant”</b>	means an individual who has applied to become a Member or who has been invited to become a Member;
<b>“Appointed Governor”</b>	means a CCG Governor, Local Authority Governor, University Governor or Partnership Organisation Governor;
<b>“Area of the Trust”</b>	means the area comprising all electoral wards within the 32 boroughs of Greater London and the City of London;
<b>“Board of Directors” or “Board”</b>	means the Board of Directors of the Trust as constituted in accordance with this Constitution;
<b>“CCG Governor”</b>	means a Governor appointed by a clinical commissioning group;
<b>“Chair”</b>	means the Chair of the Trust;
<b>“Class”</b>	means a division of a constituency by reference to the description of individuals eligible to be Members of it;
<b>“Constitution”</b>	means this constitution and all annexes to it;
<b>“Council of Governors”</b>	means the Council of Governors of the Trust as constituted in accordance with this Constitution;
<b>“Director”</b>	means a director on the Board of Directors;
<b>“Elected Governor”</b>	means a Public Governor, Staff Governor or Patient Governor;
<b>“Financial Year”</b>	means each period of twelve months beginning with 1st April;
<b>“Governor”</b>	means a person who is a member of the Council of Governors
<b>“Health Service Body”</b>	means an NHS foundation trust or any of the bodies listed in section 9(4) of the 2006 Act;
<b>“Monitor”</b>	means the corporate body known as Monitor as provided by section 61 of the 2012 Act. Since April 2016, Monitor is part of NHS Improvement;

<b>“Local Authority Governor”</b>	means a Governor appointed by a local authority;
<b>"Medical and Dental Practitioners Staff Class"</b>	means the Staff Class defined at Annex 2 of this Constitution;
<b>"Medical Director"</b>	has the meaning given in paragraph 9.4;
<b>“Member”</b>	means a member of the Trust;
<b>“Membership Constituencies”</b>	means each of the Public Constituency, the Staff Constituency and the Patient Constituency;
<b>"Non-Clinical Staff Class"</b>	means the Staff Class defined at paragraph 1.5 of Annex 2 of this Constitution;
<b>"Nurses and Midwives Staff Class"</b>	means the Staff Class defined at paragraph 1.3 of Annex 2 of this Constitution;
<b>"Other Clinical Staff Class"</b>	means the Staff Class defined at paragraph 1.4 of Annex 2 of this Constitution;
<b>“Partnership Organisation Governor”</b>	means a member of the Council of Governors appointed by a partnership organisation;
<b>“Patient”</b>	means a person who has attended any of the Trust Hospitals or has otherwise been recorded on the Trust’s patient administration system as a patient in the preceding three years;
<b>“Patient Carer”</b>	means a person within the definition contained in Annex 3 of this Constitution;
<b>“Patient Constituency”</b>	means the constituency of the Trust constituted in accordance with paragraph 7.1.1.3, paragraph 7.4 and Annex 3 of this Constitution;
<b>“Patient Governor”</b>	means a Governor elected by one of the Patient Classes defined in Annex 3 of this Constitution;
<b>“Public Constituency”</b>	means the constituency of the Trust constituted in accordance with paragraph 7.1.1.1, paragraph 7.2 and Annex 1 of this Constitution;
<b>“Public Governor”</b>	means a Governor elected by the Members of the Public Constituency;
<b>“Register of Members”</b>	means the Register of Members which the Trust is required to have and maintain under paragraph 20 of Schedule 7 to the 2006 Act;
<b>“Secretary”</b>	means the Secretary to the Trust or any other person appointed to perform the duties of the Secretary to the Trust;

<b>“Staff Classes”</b>	means the Medical and Dental Practitioners Staff Class, the Nurses and Midwives Staff Class, the Other Clinical Staff Class, and Non-Clinical Staff Class, each as is defined in Annex 2 of this Constitution, or any one or more of them;
<b>“Staff Constituency”</b>	means (collectively) the members of the four classes of the Staff Constituency of the Trust constituted in accordance with paragraph 7.1.1.2, paragraph 7.3 and Annex 2 of this Constitution;
<b>“Staff Governor”</b>	means a Governor elected by the Members of a Class of the Staff Constituency in accordance with this Constitution;
<b>"Stakeholder"</b>	means the bodies that are named in Annex 4 for the purposes of appointing the Appointed Governors;
<b>"Standing Orders of the Board of Directors"</b>	means the Standing Orders of the Trust's Board of Directors, as may adopted from time to time;
<b>"Standing Orders of the Council of Governors"</b>	means the Standing Orders of the Trust's Council of Governors, as may be adopted from time to time;
<b>“the 2006 Act”</b>	means the National Health Service Act 2006;
<b>“the 2012 Act”</b>	means the Health and Social Care Act 2012;
<b>“the Trust”</b>	means the University College London Hospitals NHS Foundation Trust;
<b>“Trust Hospital”</b>	means all or any hospital or other patient care facilities administered by the Trust from time to time and designated by the Trust as falling within this definition;
<b>"UCL Partners"</b>	means the UCL Partners academic health partnership with Company Number 06878225;
<b>"UCLH Charities Committee"</b>	means the committee formed of charities which have direct links to the Trust;
<b>“University Governor”</b>	means a Governor appointed by a university pursuant to Annex 4 of this Constitution; and
<b>“Vice Chair”</b>	means the non-executive Director appointed by the Board of Directors in accordance with paragraph 9.9.

1.2 Unless the contrary intention appears or the context otherwise requires, words or expressions contained in this Constitution bear the same meaning as in the 2006 Act as amended by the Health and Social Care Act 2012.

- 1.3 References in this Constitution to legislation include all amendments, replacements, or re-enactments made to that legislation.
- 1.4 References to legislation include all regulations, statutory guidance or directions made in respect of it.
- 1.5 Headings are for ease of reference only and are not to affect interpretation.
- 1.6 References to paragraphs are to paragraphs in this Constitution.
- 1.7 All annexes referred to in this Constitution form part of it.
- 1.8 Words importing the singular shall include the plural and vice versa.

## **2. NAME**

The name of the Trust is University College London Hospitals NHS Foundation Trust.

## **3. PRINCIPAL PURPOSE**

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

## **4. OTHER PURPOSES**

- 4.1 The Trust may provide goods and services for any purposes related to:
  - 4.1.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness; and
  - 4.1.2 the promotion and protection of public health.
- 4.2 The Trust may also carry on activities other than those mentioned in the paragraph above for the purpose of making additional income available in order better to carry on its principal purpose.

## **5. POWERS**

- 5.1 The powers of the Trust are set out in the 2006 Act.

## **6. FRAMEWORK**

- 6.1 The Trust shall have three Membership Constituencies, a Council of Governors and a Board of Directors.
- 6.2 All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
- 6.3 Any of these powers may be delegated to a committee of Directors or to an executive Director.
- 6.4 The Membership Constituencies shall elect certain of their Members to the Council of Governors and Stakeholders shall appoint other members of the Council of Governors as set out in this Constitution.
- 6.5 The Council of Governors shall fulfil those functions imposed on it by the 2006 Act and by this Constitution.



## **7. MEMBERS**

### **7.1 The Membership Constituencies**

- 7.1.1 The Trust shall have Members, each of whom shall be a Member of one of the following three Membership Constituencies:
- 7.1.1.1 the public constituency constituted in accordance with paragraph 7.2 (“the Public Constituency”);
  - 7.1.1.2 the staff constituency constituted in accordance with paragraph 7.3 (“the Staff Constituency”); and
  - 7.1.1.3 the patient constituency constituted in accordance with paragraph 7.4 (“the Patient Constituency”).
- 7.1.2 An individual who is eligible to become a Member may do so on application to the Trust or by being invited by the Trust to become a Member of a Staff Class of the Staff Constituency in accordance with paragraph 7.3.1.3.
- 7.1.3 Where an individual applies to become a Member:
- 7.1.3.1 the Trust shall consider their application for membership as soon as reasonably practicable following receipt; and
  - 7.1.3.2 unless they are ineligible or are disqualified from membership, the Secretary shall enter their name in the Register of Members within 28 days.
- 7.1.4 Where the Trust invites an individual to become a Member in accordance with paragraph 7.3.1.3:
- 7.1.4.1 they shall automatically become a Member; and
  - 7.1.4.2 shall have their name entered in the Register of Members 28 days after the date of invitation,
- unless, within that period, they have informed the Trust that they do not wish to become a Member.
- 7.1.5 An individual shall become a Member on the date their name is added to the Trust’s Register of Members and shall cease to be a Member on the date it is removed from the Register of Members.
- 7.1.6 The Trust shall take steps to secure that taken as a whole the actual membership of the Public Constituency and the Patient Constituency is representative of those eligible for such membership.
- 7.1.7 An individual who is entitled to be a Member of the Public Constituency and is also entitled to be a Member of the Patient Constituency shall be entitled to choose which Constituency to join but may not join both.

### **7.2 Public Constituency**

- 7.2.1 An individual shall be a Member of the Public Constituency if they:
- 7.2.1.1 live in the Area of the Trust;
  - 7.2.1.2 are not a Member of any other constituency and is not eligible to become a Member of the Staff Constituency;
  - 7.2.1.3 are not disqualified for membership under paragraph 7.5;

7.2.1.4 have applied to the Trust to become a Member;

7.2.1.5 are at least 14 years of age or over; and

7.2.1.6 have been listed in the Register of Members as a Member of the Public Constituency.

7.2.2 An individual shall be deemed to live in the Area of the Trust if:

7.2.2.1 their name appears on the then current electoral roll at an address within the Area of the Trust; or

7.2.2.2 they otherwise live within the Area of the Trust.

7.2.3 The minimum number of Members for the Public Constituency is specified in Annex 1.

### **7.3 Staff Constituency**

7.3.1 An individual who is:

7.3.1.1 eligible under paragraph 7.3.2 or 7.3.3 to become a Member of the Staff Constituency;

7.3.1.2 not disqualified for membership under paragraph 7.5; and

7.3.1.3 invited by the Trust to become a Member of the Staff Constituency and a Member of the appropriate Staff Class,

shall become a Member as a Member of the Staff Constituency and appropriate Staff Class without an application being made, unless they inform the Trust within 28 days of the invitation that they do not wish to do so.

7.3.2 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 Staff Constituency provided:

7.3.2.1 they are employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months, or

7.3.2.2 they have been continuously employed by the Trust under a contract of employment for at least 12 months.

7.3.3 An individual who is not employed under a contract of employment with the Trust but who exercises functions for the purposes of the Trust (and is so acknowledged in writing by the Trust) may become or continue as Members of the Staff Constituency if they have exercised these functions continuously for a period of at least 12 months.

7.3.4 Further provisions regarding the Staff Constituency are at Annex 2.

### **7.4 Patient Constituency**

7.4.1 An individual shall be a Member of the Patient Constituency if they:

7.4.1.1 are a Patient or a Patient Carer;

7.4.1.2 are not eligible to become a Member of the Staff Constituency and is not a Member of any other constituency;

7.4.1.3 are not disqualified for membership under paragraph 7.5;

7.4.1.4 have applied to the Trust to become a Member;

7.4.1.5 are at least 14 years of age or over; and

7.4.1.6 have been entered on the Register of Members as a Member of the Patient Constituency.

7.4.2 Further provisions regarding the Patient Constituency are at Annex 3.

## **7.5 Disqualification from Membership**

7.5.1 An individual shall not become or continue as a Member if:

7.5.1.1 they are ineligible under paragraphs 7.2, 7.3 or 7.4 to be a Member;

7.5.1.2 they die; or

7.5.1.3 their membership is terminated in accordance with the provisions at Annex 10.

7.5.2 Further provisions as to the circumstances in which an individual may not become or continue as a Member are at Annex 10.

## **8. COUNCIL OF GOVERNORS**

8.1 The Trust shall have a Council of Governors.

8.2 The composition of the Council of Governors is specified in Annex 4.

### **8.3 Governor Elections**

8.3.1 Members may elect the Public Governors, Patient Governors and Staff Governors as follows:

8.3.1.1 Members of the Public Constituency may elect any of their number to be a Public Governor;

8.3.1.2 Members of a Class of a Patient Constituency may elect any of their number to be a Patient Governor for that Class; and

8.3.1.3 Members of a Staff Class within the Staff Constituency may elect any of their number to be the Staff Governor for that Staff Class.

8.3.2 Elections for elected Governors shall be conducted in accordance with the Model Election Rules. The Model Election Rules, as amended, and currently being used by the Trust are attached at Annex 5.

8.3.3 A subsequent variation of the Model Election Rules by or at the request of the Department of Health or NHS Providers or any successor body shall not constitute a variation of this constitution for the purposes of paragraph 20 (amendment of the constitution), but a variation by the Trust to the Model Election Rules shall constitute an amendment to this constitution.

8.3.4 If contested, an election shall be by secret ballot.

8.3.5 A person may not stand for election to the Council of Governors if they have not made a declaration, in the form specified by the Trust, that they:

8.3.5.1 are a Member of the relevant constituency; and

8.3.5.2 are not prevented from being a Governor by paragraph 8 of Schedule 7 to the 2006 Act or otherwise by paragraph 8.5.

8.3.6 It is an offence knowingly or recklessly to make a declaration under Section 60 of the 2006 Act which is false in a material particular.

8.3.7 The form and content of the declaration and the period for making such a declaration shall be published by the Trust from time to time and not less than 56 days prior to an election.

#### **8.4 Terms of Office**

8.4.1 An Elected Governor:

8.4.1.1 shall hold office for a period not exceeding three years;

8.4.1.2 shall be eligible for re-election at the end of that period;

8.4.1.3 shall not hold office for longer than six continuous years without having an interval of not less than two years before holding office again as a Governor for a further three years;

8.4.1.4 shall not hold office for more than nine years in total; and

8.4.1.5 shall cease to hold office if they cease to be a Member of the Constituency or Class from which they were elected.

8.4.2 An Appointed Governor:

8.4.2.1 shall hold office for a period not exceeding three years;

8.4.2.2 shall be eligible for reappointment at the end of that period;

8.4.2.3 shall not hold office for longer than six continuous years without having an interval of not less than two years before holding office again as a Governor for a further three years;

8.4.2.4 shall not hold office for more than nine years in total; and

8.4.2.5 shall cease to hold office if the appointing organisation withdraws their appointment or itself ceases to exist.

8.4.3 Governors shall cease to hold office if they are disqualified under paragraph 8.5 or their tenure of office is terminated under paragraph 8.7.

#### **8.5 Disqualification**

8.5.1 A person may not become or continue as a Governor if:

8.5.1.1 they are less than 18 years of age;

8.5.1.2 they have been adjudged bankrupt or their estate has been sequestrated and in either case they have not been discharged;

8.5.1.3 they have made a composition or arrangement with or granted a trust deed for their creditors and has not been discharged in respect of it;

8.5.1.4 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;

- 8.5.1.5 in the case of an individual who is a member of the public constituency, they cease to live in the Area of the Trust;
- 8.5.1.6 in the case a member of a staff class, they no longer meet the eligibility requirements of paragraph 7.3 and annex 2 of the constitution;
- 8.5.1.7 in the case of a member of the patient class, they no longer meet the eligibility requirements of paragraph 7.4 and Annex 3 of the constitution;
- 8.5.1.8 in the case of an appointed governor, the appointing body withdraws their sponsorship of them or ceases to exist;
- 8.5.1.9 Monitor has exercised its power to remove that person as a Member of the Council of Governors or has suspended them from office or has disqualified them from holding office as a Governor for a specified period or Monitor has exercised any of those powers in relation to the person concerned at any other time whether in relation to the Trust or some other NHS Foundation Trust;
- 8.5.1.10 they have within the preceding two years been lawfully dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a Health Service Body;
- 8.5.1.11 they are a person whose tenure of office as the Chair or as a member or director of a Health Service Body has been terminated on the grounds that their appointment was not in the interests of the health service or, at any time within the previous five years, for non-attendance at meetings or for non-disclosure of a pecuniary interest or other conflict of interest;
- 8.5.1.12 they are a Director or the Trust Secretary of the Trust, or a governor, or secretary of another Health Service Body unless they are appointed by a Partnership Organisation which is a Health Service Body or the Chair considers that their position at another Health Service Body does not give rise to a conflict of interest;
- 8.5.1.13 they have had their name removed from a list maintained under regulations pursuant to sections 91, 106, 123, or 146 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and they have not subsequently had their name included in such a list;
- 8.5.1.14 they lack capacity within the meaning of the Mental Capacity Act 2005;
- 8.5.1.15 they have refused without reasonable cause to undertake any training which the Trust and/or council of governors requires them to undertake;
- 8.5.1.16 they are a member of a local authority "Health Overview and Scrutiny Committee" (this does not apply to appointed governors);
- 8.5.1.17 they are the subject of a Sex Offenders Order and/or their name is included in the Sex Offenders Register;

8.5.1.18 they are an occupant of the same household and/or they are an immediate family member of a governor or a director of the Trust, unless the Chair considers that no conflict of interests arises in the circumstances;

8.5.1.19 they have failed to repay (without good cause) any amount of monies properly owed to the Trust;

8.5.1.20 they have failed to make, within the period specified by the Trust, a declaration in the form specified at Annex 8;

8.5.1.21 they have made a false declaration within the meaning of Section 60(6) of the 2006 Act;

8.5.1.22 they refuse to confirm that they will abide by the Code of Conduct for Governors at Annex 7;

8.5.1.23 they are an "unfit person" as defined in the Trust's provider licence (as may be amended from time to time);

8.5.1.24 they have previously been removed from office as a governor of another foundation trust; or

8.5.1.25 they have previously been removed from office as a governor by the council of governors of the Trust.

8.5.2 The provisions of paragraph 8.5.1 apply to elected and appointed Governors and to those seeking election or appointment.

### **8.5.3 Notice of Disqualification**

8.5.3.1 A Governor who becomes disqualified shall notify the Secretary in writing as soon as practicable and in any event within 14 days of first becoming aware that they are disqualified.

8.5.3.2 If the Trust becomes aware that a Governor is disqualified, the Trust will give them notice that they are disqualified as soon as is practicable.

## **8.6 Duties of Governors**

8.6.1 The general duties of the Council of Governors shall be:

8.6.1.1 to hold the non-executive Directors individually and collectively to account for the performance of the Board of Directors, and

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

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

## **8.7 Termination of Tenure**

8.7.1 A Governor's term of office shall be terminated:

8.7.1.1 by the Governor, at any time, giving notice in writing to the Chair of their resignation;

8.7.1.2 by the giving of a notice under either paragraph 8.5.3.1 or 8.5.3.2;

8.7.1.3 by resolution of the Council of Governors if they:

8.7.1.3.1 have failed to attend any two consecutive meetings of the Council of Governors. Such a resolution may be proposed by the Chair at the next formal meeting of the Council of Governors or a subsequent meeting if the Chair decides, in their sole discretion, that the absences were not due to reasonable cause; or

8.7.1.3.2 have committed a serious breach of the Code of Conduct for Governors; or

8.7.1.3.3 have conducted themselves in a manner:

(a) which has caused or is likely to cause material prejudice to the best interests of the Trust or the proper conduct of the Council of Governors affairs; or

(b) is inconsistent with their continued membership of the Council of Governors.

8.7.2 Upon a Governor's resignation or the termination of their term of office they shall cease to be a Governor and their name shall be removed from the Register of Governors. This removal shall have effect notwithstanding any reference to the dispute resolution procedure under paragraph 19.

## **8.8 Remuneration and Expenses**

8.8.1 Governors shall not receive remuneration.

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

## **8.9 Meetings**

8.9.1 The Chair or, in their absence the Vice Chair, shall preside at meetings of the Council of Governors.

8.9.2 A Governor will not be entitled to vote at a meeting of the Council of Governors unless they have made, within the period specified by the Trust, a declaration in the form specified at Annex 8.

8.9.3 The Council of Governors shall comply with the Standing Orders of the Council of Governors.

8.9.4 Meetings of the Council of Governors shall be open to the public and the press, unless excluded for special reasons at the Chair's discretion.

8.9.5 The Council of Governors shall meet not less than three times in each Financial Year.

8.9.6 The proceedings of the Council of Governors shall not be invalidated by any vacancy in its membership or any defect in the appointment or election of any Governor.

8.9.7 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.

## **8.10 Nomination and Remuneration Committee**

8.10.1 The Council of Governors shall appoint a Nomination and Remuneration

Committee consisting of not more than nine of their number and any other persons that the Council of Governors may deem appropriate.

8.10.2 The Nomination and Remuneration Committee shall assist the Council of Governors in carrying out its functions set out in paragraphs 9.8 and 9.10 in accordance with the Standing Orders of the Council of Governors.

#### **8.11 Conflict of Interest of Governors**

8.11.1 A Governor shall disclose to the Council of Governors, as soon as they are aware, that they, their spouse, partner, close relative or other associated person has:

8.11.1.1 a relevant and material pecuniary interest, whether direct or indirect, in any contract, proposed contract or other matter which is under consideration by the Council of Governors; or

8.11.1.2 any other relevant and material conflict of interest.

8.11.2 All potential and actual conflicts shall be managed in accordance with the Standing Orders for the Council of Governors.

#### **8.12 Referral to the Panel**

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

8.12.1.1 to act in accordance with its Constitution, or

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

8.12.2 A Governor may only refer a question to the Panel if more than half of the members of the Council of Governors who vote on the matter approve the referral.

### **9. BOARD OF DIRECTORS**

9.1 The Trust has a Board of Directors, which consists of executive and non-executive Directors.

9.2 The Board of Directors comprises:

9.2.1 the following non-executive Directors:

9.2.1.1 a Chair; and

9.2.1.2 up to eight other non-executive Directors; and

9.2.2 the following executive Directors:

9.2.2.1 a Chief Executive (who is the Accounting Officer);

9.2.2.2 up to seven other executive Directors.

9.3 One of the executive Directors is a Finance Director.

9.4 One of the executive Directors is a registered medical practitioner (within the meaning of the Medical Act 1983) or registered dentist (within the meaning of the Dentists Act 1984)

9.5 One of the executive Directors is a registered nurse or registered midwife.

9.6 Only a Member of the Public Constituency or the Patient Constituency or an individual



nominated by University College London may be appointed as a non-executive Director.

- 9.7 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.

**9.8 Appointment and removal of the Chair and non-executive Directors**

9.8.1 The Council of Governors shall appoint or remove the Chair and the other non-executive Directors.

9.8.2 Removal of the Chair or another non-executive Director shall require the approval of at least three-quarters of all the members of the Council of Governors.

9.8.3 The validity of any act of the Trust shall not be affected by any vacancy among the Directors or any defect in a Director's appointment.

**9.9 Board of Directors – appointment of Vice Chair**

9.9.1 The Council of Governors at a general meeting of the Council of Governors may appoint one of the non-executive Directors to be the Vice Chair.

**9.10 Board of Directors – appointment of Senior Independent Director**

9.10.1 The Board (in consultation with the Council of Governors) may appoint any independent non-executive Director as the Senior Independent Director, for such period not exceeding the remainder of their term as a non-executive Director as they may specify on appointing them.

9.10.2 Any non-executive Director so appointed may at any time resign from the office of Senior Independent Director by giving notice in writing to the Chair. The Board (in consultation with the Council of Governors) may thereupon appoint another independent non-executive Director as Senior Independent Director.

9.10.3 The Senior Independent Director shall perform the role as defined by the Board (in consultation with the Council of Governors).

**9.11 Appointment and removal of the Chief Executive and other Executive Directors**

9.11.1 The non-executive Directors shall appoint or remove the Chief Executive. The appointment of the Chief Executive (but not their removal) shall require the approval of the Council of Governors.

9.11.2 The Chief Executive may only be removed in accordance with the Standing Orders of the Board of Directors. These shall require at least seven days' notice of any resolution to remove the Chief Executive. Such a resolution may only be passed by a majority of at least two-thirds of all non-executive Directors including the Chair.

9.11.3 A committee of the Chair, the Chief Executive and the other non-executive Directors shall appoint or remove the executive Directors.

**9.12 Remuneration and terms of office**

9.12.1 The Council of Governors shall decide the remuneration, allowances and other terms and conditions of office of the Chair and other non-executive Directors.

9.12.2 A committee of non-executive Directors shall decide the remuneration, allowances and other terms and conditions of office of the Chief Executive and other executive Directors.

- 9.12.3 (a) Except as provided in paragraphs (b) and (c) below, the non-executive Directors (including the Chair) shall be eligible for appointment for two three year terms, and one further term of one year. The maximum aggregate period in office shall not exceed seven years.
- (b) If a non-executive Director becomes Chair after serving as a non-executive Director for at least two years the maximum aggregate period for that person shall not exceed nine years.
- (c) In exceptional circumstances the Council of Governors may agree that a non-executive Director (or Chair) should serve one or more defined additional periods, exceeding the otherwise applicable maximum aggregate period.
- 9.12.4 The executive Directors shall each hold office for a period determined by the non-executive Directors.
- 9.12.5 A non-executive Director who ceases to be a Member shall cease to be eligible to be a non-executive Director and shall resign or, if they fail to do so, shall be removed from office. This does not apply to a non-executive Director appointed upon nomination by a university providing a medical or dental school in one of the Trust Hospitals.

### **9.13 Disqualification**

- 9.13.1 A person may not become or continue as a Director if:
- 9.13.1.1 they have been adjudged bankrupt or their estate has been sequestrated and in either case they have not been discharged;
  - 9.13.1.2 they are the subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order or an order to like effect made in Scotland or Northern Ireland;
  - 9.13.1.3 the person is a person to whom a moratorium period under a debt relief order applies under Part VIIA (debt relief orders) of the Insolvency Act 1986;
  - 9.13.1.4 they have made a composition or arrangement with or granted a trust deed for their creditors and has not been discharged in respect of it;
  - 9.13.1.5 they are included in the children's barred list or the adults' barred list maintained under section 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland;
  - 9.13.1.6 they are prohibited from holding the relevant office or position, or in the case of an individual from carrying on the regulated activity, by or under any enactment;
  - 9.13.1.7 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;
  - 9.13.1.8 they have been convicted in the United Kingdom of any offence or been convicted elsewhere of any offence which, if committed in any part of the United Kingdom, would constitute an offence;

- 9.13.1.9 they are a member of the council of governors;
- 9.13.1.10 they have been erased, removed or struck off a register of professionals maintained by a regulator of health care or social work professionals;
- 9.13.1.11 they have been responsible for, been privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity, or discharging any functions relating to any office or employment with a service provider;
- 9.13.1.12 their tenure of office as a chair or member or director of a Health Service Body has been terminated on the grounds that his appointment is not in the interests of the health service;
- 9.13.1.13 they have had their name removed from a list maintained under regulations pursuant to sections 91, 106, 123, or 146 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and they have not subsequently had his name included in such a list;
- 9.13.1.14 they have within the preceding (2) two years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a Health Service Body;
- 9.13.1.15 they are a governor, an executive director, non-executive director or a governor of another NHS foundation trust, or an executive director or non-executive director, chair, chief executive officer of another Health Service Body unless they are appointed by a Partnership Organisation which is a Health Service Body or the Chair considers that their position at another Health Service Body does not give rise to a conflict of interest;
- 9.13.1.16 they hold an office or paid or unpaid work with HealthWatch;
- 9.13.1.17 they are a member of a local authority Health Overview and Scrutiny Committee;
- 9.13.1.18 they are the subject of a disqualification order made under the Company Directors' Disqualification Act 1986;
- 9.13.1.19 they have failed to sign and deliver to the Secretary a statement in the form required by the Board of Directors confirming acceptance of the Directors' Code of Conduct;
- 9.13.1.20 they are the subject of a Sex Offenders Order and/or their name is included in the Sex Offenders Register;
- 9.13.1.21 by reference to information revealed by a Disclosure and Barring Service check they are considered by the Trust to be inappropriate on the grounds that their appointment may adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute;
- 9.13.1.22 they lack capacity within the meaning of the Mental

Capacity Act 2005 to carry out the duties and responsibilities of a director;

- 9.13.1.23 they are an occupant of the same household as, and/or they are an immediate family member of, a governor or a director of the Trust;
- 9.13.1.24 they have failed to repay (without good cause) any amount of monies properly owed to the Trust;
- 9.13.1.25 in the case of a non-executive director, they have refused without reasonable cause to undertake any training which the Trust and/or board of directors requires them to undertake;
- 9.13.1.26 they fail to provide the required confirmation of their fitness to continue in post to the secretary in the form prescribed by the Trust, within 14 days of such confirmation being demanded, without reasonable cause; or
- 9.13.1.27 in the case of a non-executive Director, they no longer satisfy the requirements of paragraph 9.6;
- 9.13.1.28 they are a person whose tenure of office as a chair or as a member or director of a Health Service Body has been terminated on the grounds that their appointment is not in the interests of the public service or at any time within the previous five years for non-attendance at meetings or for non-disclosure of a pecuniary interest;
- 9.13.1.29 they have had their name removed from a relevant list of medical practitioners pursuant to Regulation 10 of the National Health Service (Performers List) Regulations 2004 or section 151 of the 2006 Act (or similar provision elsewhere) and has not subsequently had their name re-included on such a list;
- 9.13.1.30 they have within the preceding two years been dismissed otherwise than by reason of redundancy from any paid employment with a Health Service Body, or
- 9.13.1.31 they are an "unfit person" as defined in the Trust's provider licence (as may be amended from time to time).

#### **9.14 Meetings of the Board of Directors**

- 9.14.1 The Board of Directors shall adopt Standing Orders of the Board of Directors.
- 9.14.2 In the Chair's absence, the Board of Directors shall be chaired by the Vice Chair, who shall be a non-executive Director appointed by the non-executive Directors.
- 9.14.3 The Vice Chair's tenure of office shall be determined by the Chair's discretion.
- 9.14.4 The proceedings of the Board of Directors shall not be invalidated by any vacancy in its membership or defect in a Director's appointment.
- 9.14.5 Meetings of the Board of Directors shall be open to the public, unless excluded for special reasons.
- 9.14.6 Before holding a meeting, the Board of Directors must send a copy of the

agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.

## **9.15 Conflicts of Interest of Directors**

- 9.15.1 The duties that a Director has by virtue of being a Director include in particular:
- 9.15.1.1a 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.
  - 9.15.1.2a duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity.
- 9.15.2 The duty referred to in sub-paragraph 9.13.1.1 is not infringed if:
- 9.15.2.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or
  - 9.15.2.2 the matter has been authorised in accordance with the Constitution.
- 9.15.3 The duty referred to in sub-paragraph 9.15.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 9.15.4 In sub-paragraph 9.15.1.2., “third party” means a person other than:
- 9.15.4.1 the Trust, or
  - 9.15.4.2 a person acting on its behalf.
- 9.15.5 If a Director 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.
- 9.15.6 If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.
- 9.15.7 Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.
- 9.15.8 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.
- 9.15.9 A Director need not declare an interest:
- 9.15.9.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
  - 9.15.9.2 if, or to the extent that, the Directors are already aware of it;
  - 9.15.9.3 if, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered:
  - 9.15.9.4 by a meeting of the Board of Directors, or
  - 9.15.9.5 by a committee of the Directors appointed for the purpose under the Constitution.

## **10. REGISTERS**

- 10.1 The Trust shall have and maintain:
- 10.1.1 a Register of Members showing, in respect of each Member, the constituency (and where there are Classes within the constituency the Class) to which they belong;
  - 10.1.2 a register of Governors;
  - 10.1.3 a register of Directors;
  - 10.1.4 a register of Interests of Governors; and
  - 10.1.5 a register of Interests of Directors.
- 10.2 The registers shall include the information required by the 2006 Act, any subordinate legislation made under it and the provisions of this Constitution.
- 10.3 The Trust shall ensure that the above registers are maintained to reflect the current position at all times, in particular that any Member is removed from the Register of Members if the Member:
- 10.3.1 is no longer eligible or is disqualified;
  - 10.3.2 dies;
  - 10.3.3 fails or declines to confirm their wish to continue as a Member when requested to do so by the Council of Governors; or
  - 10.3.4 has their membership terminated by a resolution of the Council of Governors.
- 10.4 The Trust shall make the registers available for inspection by the public free of charge at all reasonable times, except in the circumstances set out below or as otherwise prescribed by regulations made under the 2006 Act.
- 10.5 The Trust shall not make any part of the Register of Members available for inspection by the public which shows details of:
- 10.5.1 any Member of the Patient Constituency; or
  - 10.5.2 any other Member, if they so request.
- 10.6 A person who so requests it shall be provided with a copy of, or extract from, the registers.
- 10.7 If the person requesting a copy or extract is not a Member, the Trust may impose a reasonable charge for doing so.

## **11. PUBLIC DOCUMENTS**

- 11.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:
- 11.1.1 a copy of the current Constitution;
  - 11.1.2 a copy of the latest annual accounts and of any report of the auditor on them; and
  - 11.1.3 a copy of the latest annual report;
- 11.2 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:

- 11.2.1 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.
- 11.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act.
- 11.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act.
- 11.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act.
- 11.2.5 a copy of any statement provided under section 65F(administrator's draft report) of the 2006 Act.
- 11.2.6 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.
- 11.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act.
- 11.2.8 a copy of any final report published under section 65I (administrator's final report),
- 11.2.9 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.
- 11.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.
- 11.3 Any person who so requests it shall be provided with a copy of, or extract from, any of the above documents.
- 11.4 If the person requesting a copy or extract is not a Member, the Trust may impose a reasonable charge for doing so.

## **12. AUDITOR**

- 12.1 The Trust shall have an auditor.
- 12.2 The Council of Governors shall appoint and/or remove the auditor.
- 12.3 The Trust shall establish an audit committee of non-executive Directors, to perform such monitoring, reviewing and other functions relating to the auditor as are appropriate.

## **13. ACCOUNTS**

- 13.1 The Trust must keep proper accounts and proper records in relation to the accounts.
- 13.2 Monitor may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.
- 13.3 The accounts shall be audited by the Trust's auditor.
- 13.4 The Trust shall prepare in respect of each Financial Year annual accounts in such form as Monitor may with the approval of the Secretary of State direct.
- 13.5 The functions of the Trust with respect to the preparation of the annual accounts are

delegated to the Chief Executive as Accounting Officer.

#### **14. ANNUAL REPORTS AND FORWARD PLANS AND NON-NHS WORK**

- 14.1 The Trust shall prepare annual reports and send them to Monitor.
- 14.2 The reports shall include:
  - 14.2.1 information on any steps taken by the Trust to secure that (taken as a whole) the actual membership of its Public Constituency and Patient Constituency is representative of those eligible for such membership; and
  - 14.2.2 any other information Monitor requires.
- 14.3 The Trust shall give information as to its forward planning in respect of each Financial Year to Monitor. This information shall be prepared by the Directors who, in doing so, shall have regard to the views of the Council of Governors.
- 14.4 Each forward plan must include information about:
  - 14.4.1 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
  - 14.4.2 the income it expects to receive from doing so
- 14.5 Where a forward plan contains a proposal that the Trust carry on activity of the type mentioned in 14.4.1 the Council of Governors must:
  - 14.5.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions; and
  - 14.5.2 notify the Directors of the Trust of its determination.
- 14.6 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 who vote on the matter in a meeting approve its implementation.

#### **15. PRESENTATION OF THE ANNUAL ACCOUNTS AND ANNUAL REPORTS TO THE GOVERNORS AND MEMBERS**

- 15.1 The Trust shall hold an annual meeting of its members ('Annual Members' Meeting'). The Annual Members' Meeting shall be open to the public.
- 15.2 The following documents shall be presented to the Council of Governors at a meeting of the Council of Governors:
  - 15.2.1 the annual accounts;
  - 15.2.2 any report of the auditor on them; and
  - 15.2.3 the annual report.
- 15.3 At least one Director shall attend the Annual Members' Meeting and shall present the above documents to the Members.
- 15.4 The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 15.2 with the Annual Members' Meeting.



## **16. INDEMNITY**

- 16.1 Governors and Directors who act honestly and in good faith shall not have to meet out of their personal resources any personal civil liability which is incurred in the execution of their functions, save where they have acted recklessly. Any costs arising in this way shall be met by the Trust.
- 16.2 The Trust may purchase such insurance or make such arrangements as it considers appropriate to meet all or any of such costs.

## **17. SIGNIFICANT TRANSACTIONS**

- 17.1 The Trust may enter into a Significant Transaction only if more than half of the members of the Council of Governors who vote on the matter in a meeting approve entering into the transaction
- 17.2 A transaction is a Significant Transaction if:
- 17.2.1 the gross assets that are the subject of the transaction are greater than 25% of the Trust's gross assets; or
  - 17.2.2 the income attributable to:
    - 17.2.2.1 the assets; or
    - 17.2.2.2 the contract associated with the transaction is greater than 25% of the Trust's income; or
  - 17.2.3 the gross capital of the entity being acquired is greater than 25% of the Trust's total capital following completion; or
  - 17.2.4 it would reduce or increase the Trust's total capital by more than 25%.

## **18. INSTRUMENTS ETC**

- 18.1 The Trust shall have a seal which shall not be affixed except under the authority of the Board of Directors.
- 18.2 A document purporting to be duly executed under the Trust's seal or to be signed on its behalf shall be taken to be so executed or signed unless the contrary is proven.

## **19. DISPUTE RESOLUTION PROCEDURES**

- 19.1 Dispute resolution procedures relating to the Council of Governors and Board of Directors are set out in Annex 9.

## **20. AMENDMENT OF THE CONSTITUTION**

- 20.1 The Trust may make amendments of its Constitution only if:
- 20.1.1 More than half of the members of the Council of Governors who vote on the matter in a meeting approve the amendments, and
  - 20.1.2 More than half of the members of the Board of Directors of the Trust who vote on the matter in a meeting approve the amendments.
- 20.2 Amendments made under paragraph 20.1 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.
- 20.3 Where an amendment is made to the Constitution in relation the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust) –
- 20.3.1 At least one Governor must attend the next Annual Members' Meeting and present the amendment, and

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

If more than half of the Members who vote on the matter in the Annual Members Meeting 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.

20.4 The Trust must inform Monitor of amendments made to Constitution. However, Monitor does not have 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

## **21. TRANSITIONAL ARRANGEMENTS**

21.1 No amendments to this Constitution shall affect the validity of appointments made or processes followed prior to the adoption of the amendment.

## **22. MERGERS, ACQUISITIONS, SEPARATIONS AND DISSOLUTION**

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

## ANNEX 1 – THE PUBLIC CONSTITUENCY

1 Name of Constituency	2 Area or qualification	3 Minimum number of Members	4 Number of Governors
The Public Constituency	All electoral wards within the 32 boroughs of Greater London and the City of London.	120	5

## ANNEX 2 – THE STAFF CONSTITUENCY

Name of Constituency	Area or qualification	Minimum number of Members	Number of Governors
The Staff Constituency	As defined at paragraphs 7.1.1.2 and 7.3	625	6
The Medical and Dental Practitioners Class	As defined at paragraph 1.2 of Annex 2	125	1
The Nurses and Midwives Staff Class	As defined at paragraph 1.3 of Annex 2	250	2
The Other Clinical Staff Class	As defined at paragraph 1.4 of Annex 2	125	1
The Non-Clinical Staff Class	As defined at paragraph 1.5 of Annex 2	125	2

### 1. STAFF CLASSES

- 1.1 The Staff Constituency shall be divided into four Staff Classes:
- 1.1.1 the Medical and Dental Practitioners Staff Class;
  - 1.1.2 the Nurses and Midwives Staff Class;
  - 1.1.3 the Other Clinical Staff Class; and
  - 1.1.4 the Non-Clinical Staff Class.
- 1.2 The Members of the Medical and Dental Practitioners Staff Class are Members of the Staff Constituency who:
- 1.2.1 are fully registered medical practitioners within the meaning of the Medical Act 1983 or dentists within the meaning of the Dentists Act 1984 and who are otherwise fully authorised and licensed to practise in England and Wales; or
  - 1.2.2 are designated by the Trust from time to time as eligible to be Members of this Staff Class, having regard to the usual definitions applicable at that time for qualified medical and dental practitioners.
- 1.3 The Members of the Nurses and Midwives Staff Class are Members of the Staff Constituency who:
- 1.3.1 are registered under the Nursing and Midwifery Order 2001 and are otherwise fully authorised and licensed to practise in England and Wales; or
  - 1.3.2 are designated by the Trust from time to time as eligible to be Members of this Staff Class, having regard to the usual definitions applicable at that time for individuals who are qualified nurses or midwives.
- 1.4 The Members of the Other Clinical Staff Class are Members of the Staff Constituency who:
- 1.4.1 are not eligible to be Members of the Medical and Dental Practitioners Staff Class or Nurses and Midwives Staff Class but whose regulatory body

otherwise falls within the remit of the Professional Standards Authority for health and Social Care established by the NHS Reform Act 2002 (as amended by the 2012 Act);

1.4.2 are healthcare assistants; or

1.4.3 are designated by the Trust from time to time as eligible to be Members of this Staff Class, having regard to the usual definitions applicable at that time for individuals discharging those functions.

1.5 The Non-Clinical Staff Class are Members of the Staff Constituency who:

1.5.1 are designated by the Trust from time to time as eligible to be Members of this Staff Class, having regard to the usual definitions applicable at that time for individuals discharging those functions;

1.5.2 are not eligible to become a Member of any other Staff Class.

1.6 A person eligible to be a Member of the Staff Constituency shall not become or continue as a Member of any other constituency and shall not become or continue as a Member of more than one Staff Class.

### ANNEX 3 – THE PATIENT CONSTITUENCY

Name of Constituency	Area or qualification	Minimum number of Members	Number of Governors
The Patient Constituency	As defined at paragraphs 7.1.1.3 and 7.4	530	13
The London Patient Class	As defined at paragraph 1.2 of Annex 3	400	9
The Out of London Patient Class	As defined at paragraph 1.3 of Annex 3	120	3
The Patient Carer Class	As defined at paragraph 1.4 of Annex 3	10	1

#### 1. PATIENT CLASSES

- 1.1 The Patient Constituency shall be divided into three Classes (“**Patient Classes**”):
  - 1.1.1 the London Patient Class;
  - 1.1.2 the Out of London Patient Class; and
  - 1.1.3 the Patient Carer Class.
- 1.2 Members of the London Patient Class shall be Patients who live within the Area of the Trust.
- 1.3 Members of the Out of London Patient Class shall be Patients who live outside the Area of the Trust.
- 1.4 Members of the Patient Carer Class shall be individuals who:
  - 1.4.1 have applied to the Trust to become a Member as a Patient Carer;
  - 1.4.2 provide care on a regular basis for a Patient in either of the Patient Classes;
  - 1.4.3 do not provide that care:
    - (a) by virtue of a contract of employment or other contract with any person; or
    - (b) as a volunteer for a voluntary organisation within the meaning of paragraph 3(6) of Schedule 7 to the 2006 Act;
  - 1.4.4 have attended any of the Trust Hospitals in that capacity within the preceding three years; and
  - 1.4.5 have either been:
    - (a) nominated by that Patient, and accepted by the Trust, as their Patient Carer for the purposes of this paragraph; or
    - (b) accepted by the Trust as a Patient Carer for the purposes of this paragraph.
- 1.5 A person shall not be eligible to become or continue as a Member of the Patient Carer Class if:

- 1.5.1 the Patient of whom they are the Patient Carer withdraws their nomination under paragraph 1.4.5 of this Annex;
  - 1.5.2 the Trust withdraws its acceptance of them as a Patient Carer for the purposes of paragraph 1.4.5 of this Annex;
  - 1.5.3 they are disqualified from membership under paragraph 7.5; or
  - 1.5.4 they have not attended a Trust Hospital during the preceding three years as a Patient Carer.
- 1.6 A Member of the Patient Constituency is to be a Member of the appropriate Class within that constituency and may not belong to more than one Class.

**ANNEX 4 – COMPOSITION OF THE COUNCIL OF GOVERNORS**

	<b>Electing/Appointing Body</b>	<b>Number of Governors</b>	<b>Total</b>
<b>1.</b>	<b>Public Constituency</b>	5	5
<b>2.</b>	<b>Staff Constituency</b>		
	The Medical and Dental Practitioners Class	1	
	The Nurses and Midwives Staff Class	2	
	The Other Clinical Staff Class	1	
	The Non-Clinical Staff Class	2	6
<b>3.</b>	<b>Patient Constituency</b>		
	The London Patient Class	9	
	The Out of London Patient Class	3	
	The Patient Carer Class	1	13
<b>4.</b>	<b>Appointed Governors</b>		
	<u>Clinical Commissioning Groups</u>		
	Camden Clinical Commissioning Group or Islington Clinical Commissioning Group	1	
	Camden Clinical Commissioning Group or Islington Clinical Commissioning Group (This Governor must be a GP appointed from the area covered by Camden or Islington Clinical Commissioning Group)	1	
	<u>Local Authorities</u>		
	Camden London Borough Council	1	
	Islington London Borough Council	1	
	<u>Universities</u>		
	University College London	1	



	<u>Partnership Organisations</u>		
	London South Bank University	1	
	The UCL Partners	1	
	The UCLH Charities Committee	1	
	The Friends of UCLH	1	10
	<b>Total Number of Governors</b>		<b>33</b>

## 1. Appointed Governors

- 1.1 Each appointing body shall be entitled to appoint a Governor or Governors (as set out in the table above) in accordance with a process agreed by it with the Secretary. The absence of any such agreed process shall not prevent an appointing body from appointing it Governor(s).
- 1.2 If a Local Authority Stakeholder declines or fails to appoint a Governor:
- 1.2.1 the Secretary shall, as they see fit, invite the City of London Corporation or Westminster City Council to appoint a Governor in substitution; and
- 1.2.2 if such an invitation is not accepted the Secretary may extend an invitation to the other body named in paragraph 1.2.1.
- 1.3 If any other Stakeholder (including a body invited under paragraph 1.2) declines or fails to appoint a Governor:
- 1.3.1 the Secretary shall consult with such potential alternative appointing organisations as they consider appropriate; and
- 1.3.2 the Council of Governors, in its absolute discretion and having proper regard to the outcome of the Secretary's consultation, may then invite an alternative stakeholder to appoint a Governor in substitution.
- 1.4 If such an invitation made under paragraph 1.3.2 is not accepted the Council of Governors may extend an invitation to any other alternative stakeholders.
- 1.5 Any Governor appointed under the preceding paragraphs shall be appointed on the same terms as any other Appointed Governor at the end of the Governor's term of office, the Council of Governors shall, in its absolute discretion, decide whether:
- 1.5.1 to permit the Stakeholder that had failed or declined to appoint a Governor to appoint a Governor for the next period; or
- 1.5.2 to invite the alternative stakeholder that appointed a Governor in substitution to do so.
- 1.6 The Trust shall, in its absolute discretion (but subject to its legal obligations), be entitled:
- 1.6.1 to give not less than four months' notice to any body entitled to appoint a Governor terminating their right to do so. Upon the expiration of that notice period or such other date as may be agreed, the right to appoint a Governor and the appointed Governor's period of office shall be terminated; and

- 1.6.2 to appoint an alternative stakeholder to replace the appointing body to which such notice has been given.

However, these provisions shall at all times be operated so as to ensure that the respective number of each type of body entitled to appoint a Governor set out in the table above remains as provided for in that table.

## **2. Vacancies**

- 2.1 Where a Governor's membership of the Council of Governors ceases for one of the reasons set out in paragraph 8.5 or 8.7:
  - 2.1.1 Public Governors, Patient Governors and Staff Governors shall be replaced in accordance with paragraphs 2.2 to 2.5 of this Annex; and
  - 2.1.2 Appointed Governors shall be replaced in accordance with paragraph 2.6 of this Annex.
- 2.2 Where a Public or Patient Governor ceases to hold office during their term of office:
  - 2.2.1 the Trust shall invite the candidate who secured the second highest number of votes in the last election for the constituency (or Class of constituency, as the case may be) in which the vacancy has arisen the opportunity to assume the vacant office for the unexpired period of the retiring Governor's term of office; and
  - 2.2.2 if that candidate does not agree to fill the vacancy it will then be offered to the candidate who secured the next highest number of votes.
- 2.3 Where a Staff Governor ceases to hold office during their term of office:
  - 2.3.1 the Trust shall invite the candidate who secured the second highest number of votes in the last election for the particular Staff Class in which the vacancy has arisen the opportunity to assume the vacant office for the unexpired period of the retiring Governor's term of office; and
  - 2.3.2 if that candidate does not agree to fill the vacancy, it will then be offered to the candidate who secured the next highest number of votes, until the vacancy is filled.
- 2.4 If no reserve candidate is available or willing to fill the vacancy, an election will be held in accordance with the Model Election Rules at Annex 5. However, if an election is due to be held within twelve months of the vacancy having arisen, the office will stand vacant until the next scheduled election unless the vacancy causes the aggregate number of Governors who are Public Governors or Patient Governors to be half or less of the total membership of the Council of Governors. In that event an election will be held in accordance with the Model Election Rules as soon as reasonably practicable.
- 2.5 The returning officer under the Model Election Rules shall maintain a record of votes cast at each election and shall conduct, or oversee the conducting of, the process set out in paragraphs 2.2 to 2.4 of this Annex.
- 2.6 Where an appointed Governor's term of office is terminated before it expires, the relevant appointing body shall be invited to appoint a replacement Governor for the remainder of the term of office.

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**1. Interpretation**

1.1 In these rules, unless the context otherwise requires:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

by telephone;

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

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

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

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

## PART 2: TIMETABLE FOR ELECTIONS

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### 2. Timetable

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

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

### 3. Computation of time

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

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

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

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



**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 they consider 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 their 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 their functions under these rules.

## 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 they are 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 their 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 they have 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 a random order.

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 them in consultation with the corporation.

**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 their vote using the internet voting system;
  - (b) if telephone voting to be a method of polling, the telephone voting system to be used for the purpose of the election is:
    - (i) configured in accordance with these rules; and
    - (ii) will create an accurate telephone voting record in respect of any voter who casts their 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 their vote using the text message voting system.

**20. The ballot paper**

- 20.1 The ballot of each voter (other than a voter who casts their 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**

21.1 The corporation shall require each voter who participates in an election 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 they have not marked or returned any other voting information in the election, and
- (c) the particulars of their 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 their declaration of identity with their 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 their 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,
- (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 their 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, and
- (b) the ballot paper envelope, with the ballot paper sealed inside it.

## **26. E-voting systems**

26.1 If internet voting is a method of polling for the relevant election then the returning

officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").

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

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

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

- (a) require a voter to:
  - (i) enter their 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 their 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 they are 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 their voter ID number in order to be able to cast their 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 they are 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 their 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 their vote;
- (b) prevent a voter from voting for more candidates than they are entitled to at the election;
- (d) create a record ("text voting record") that is stored in the text messaging voting system in respect of each vote cast by a voter by text message that comprises of:
  - (i) the voter's voter ID number;
  - (ii) the voter's declaration of identity (where required);
  - (ii) the candidate or candidates for whom the voter has voted; and

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

*The poll*

**27. Eligibility to vote**

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

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

- 28.1 The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.
- 28.2 Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as they consider necessary to enable that voter to vote.

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

- 29.1 If a voter has dealt with their 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 they can obtain it.
- 29.3 The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless they:
  - (a) are satisfied as to the voter's identity; and
  - (b) have 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 their 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 they can obtain it.
- 29.7 The returning officer may not issue a replacement voter ID number in respect of a spoilt text message vote unless they are satisfied as to the voter's identity.

- 29.8 After issuing a replacement voter ID number in respect of a spoiled text message vote, the returning officer shall enter in a list (“the list of spoiled text message votes”):
- (a) the name of the voter, and
  - (b) the details of the voter ID number on the spoiled 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 their 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 they:
- (a) are satisfied as to the voter’s identity,
  - (b) have no reason to doubt that the voter did not receive the original voting information,
  - (c) have ensured that no declaration of identity 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, they are 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**

- 32.1 In respect of an election 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 their 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 their 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 their vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom they wish to cast their vote.
- 33.5 The voter will not be able to access the internet voting system for an election once their vote at that election has been cast.

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

- 34.1 To cast their 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 their 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 their vote by keying in the numerical voting code of the candidate or candidates, for whom they wish to vote.
- 34.5 The voter will not be able to access the telephone voting facility for an election once their vote at that election has been cast.

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

- 35.1 To cast their 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 their voter ID number and the numerical voting code for the candidate or candidates, for whom they wish 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 that has been correctly completed, signed and dated.

- 37.2 Where the returning officer is satisfied that rule 37.1 has been fulfilled, they are to:

- (a) put the ID declaration form 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, they are 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, they are 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, they are 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 <sup>1</sup>**

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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.

- 38.1 Where the returning officer receives an ID declaration form 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 they shall:
- (a) only accept as duly returned the first vote received that was cast using the relevant voter ID number; and
  - (b) mark as “disqualified” all other votes that were cast using the relevant voter ID number
- 39.3 Where a ballot paper is disqualified under this rule the returning officer shall:
- (a) mark the ballot paper “disqualified”,
  - (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
  - (c) record the unique identifier and the voter ID number on the ballot paper in the list of disqualified documents;
  - (d) place the document or documents in a separate packet; and
  - (e) disregard the ballot paper when counting the votes in accordance with these rules.
- 39.4 Where an internet voting record, telephone voting record or text voting record is disqualified under this rule the returning officer shall:
- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
  - (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents;
  - (c) place the internet voting record, telephone voting record or text voting record (as applicable) in a separate packet, and
  - (d) disregard the internet voting record, telephone voting record or text voting record (as applicable) when counting the votes in accordance with these rules.

**40. Sealing of packets**

- 40.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 37 and 38, the returning officer is to seal the packets containing:
- (a) the disqualified documents, together with the list of disqualified documents



inside it,

- (b) the ID declaration forms,
- (c) the list of spoiled ballot papers and the list of spoiled 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.

**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 has approved, having first consulted the lead governor of the corporation:
    - (i) the use of such software for the purpose of counting votes in the relevant election, and
    - (ii) a policy governing the use of such software, and
  - (b) the corporation and the returning officer are satisfied that the use of such software will produce an accurate result.

## **43. The count**

- 43.1 The returning officer is to:
- (a) count and record the number of:
    - (iii) ballot papers that have been returned; and
    - (iv) the number of internet voting records, telephone voting records and/or text voting records that have been created, and
  - (b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 42.2(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 them under each of the subparagraphs (a) to (d) of rule STV44.1 and the number of text voting records rejected by them under each of the sub- paragraphs (a) to (c) of rule STV44.3.

**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).

STV9.2 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.

STV9.8 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 they shall proceed to transfer in the same way the sub-parcel of ballot documents with the next highest value and so on until they have 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 they 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.

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

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### **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 they have declared elected –
    - (i) where the election is held under a proposed constitution pursuant to powers conferred on the University College London Hospitals NHS Trust by section 33(4) of the 2006 Act, to the Chair of the NHS Trust, or
    - (ii) in any other case, to the Chair of the corporation, and
  - (c) give public notice of the name of each candidate who they have 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 they have declared elected to the Chair of the corporation, and
  - (c) give public notice of the name of each candidate who they have declared elected.

**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 spoiled ballot papers and the list of spoiled 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 Chair 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 their vote was given, and
- (ii) that Monitor has declared that the vote was invalid.

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

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### **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).

## PART 10: ELECTION EXPENSES AND PUBLICITY

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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 £25.

#### **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 their 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”).

**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 their own services voluntarily, on their own time, and free of charge is not to be considered an expense for the purposes of this Part.



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

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### **66. Application to question an election**

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

**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 they think 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 they have voted.

**69. Disqualification**

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

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

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

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

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

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll by such period as they consider appropriate.

## **ANNEX 6 – ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS**

### **ROLES AND RESPONSIBILITIES OF THE COUNCIL OF GOVERNORS**

1. The general duties of the Council of Governors, which are to be carried out in accordance with this constitution and the Trust's Licence are:
  - 1.1 to hold the non-executives individually and collectively to account for the performance of the Board of Directors, and
  - 1.2 to represent the interests of the Members as a whole and the interests of the public.
2. The duties of the Council of Governors, shall be at a General Meeting to:
  - (a) appoint or remove the Chair and the other non-executive Directors of the Trust. The removal of a non-executive Director shall require the approval of at least three-quarters of all the members of the Council of Governors;
  - (b) approve the appointment of the Chief Executive of the Trust by the Chair and the other non-executive Directors;
  - (c) decide the remuneration, allowances and the other terms and conditions of office of the non-executive Directors;
  - (d) appoint or remove the Trust's auditor;
  - (e) receive and consider the annual accounts, any auditor's reports on those annual accounts and the annual report from the Board of Directors;
  - (f) provide their views to the Board of Directors when, it is preparing the document containing information about the Trust's forward planning for Monitor;
  - (g) make proposals to the Board of Directors in relation to the services and goods provided by the Trust in accordance with its principal purpose;
  - (h) respond and provide assistance as appropriate when consulted by the Board of Directors and undertake such functions as the Board of Directors shall from time to time request;
  - (i) exercise such other powers and discharge such other duties as may be conferred upon the Council of Governors by this Constitution; and
  - (j) where appropriate make recommendations for the revision of this Constitution.

## ANNEX 7 – COUNCIL OF GOVERNORS' CODE OF CONDUCT

### Code of Conduct for Governors

Governors at UCLH Foundation Trust will:

1. Commit to actively support the vision<sup>2</sup>, values<sup>3</sup> and objectives of UCLH and act in its best interest;
2. Respect and treat equally<sup>4</sup> and with dignity colleagues, staff, patients, relatives and the public;
3. Attend and contribute to the work of the Council of Governors, both formally and informally, to fulfil the role of Governor;
4. Undertake an induction within the first 12 months of election or appointment as a Governor;
5. Comply with the UCLH Constitution, Standing Orders of the Council of Governors and media guidelines for Governors;
6. Respect the confidentiality of information received as Governor;
7. Ensure the members and stakeholders they represent are kept informed;
8. Be honest and act with integrity and probity at all times upholding the Nolan principles<sup>5</sup> of public life;
9. Declare any political affiliations as required; and
10. Accept responsibility for their actions.

Governors understand and acknowledge that the Council of Governors does not have a managerial role within UCLH and that it exercises collective decision making on behalf of the UCLH membership.

The Trust Secretary will be responsible for ensuring that this Code of Conduct Declaration is signed and dated by Governors within 28 days of their election/appointment to the Council of Governors.

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<sup>2</sup> UCLH is committed to delivering top-quality patient care, excellent education and world class research

<sup>3</sup> Put your safety and wellbeing above everything; Offer you the kindness we would want for a loved one; Achieve through teamwork; Strive to keep improving

<sup>4</sup> Equality legislation covers age, disability, gender, race, religion and belief and sexual orientation

<sup>5</sup> The Seven Principles of Public Life (Nolan)

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

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

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

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

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

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

**Leadership:** Holders of public office should promote and support these principles by leadership and example. These principles apply to all aspects of public life. The Nolan Committee has set them out here for the benefit of all who serve the public in any way.

## ANNEX 8 – GOVERNOR'S DECLARATION OF ELIGIBILITY

Every Governor must make a declaration of their eligibility to vote as a Member of the relevant Constituency or Organisation at or immediately before the first meeting of the Council of Governors each year.

A duly completed copy of this Declaration Form must be returned to the Secretary in order for a Governor to be eligible to vote at a Council of Governors meeting.

If a Governor is in doubt about their eligibility, they should contact the Secretary.

Please note that if a Governor makes a declaration which they know to be false in some material respect or make a declaration recklessly which is false in some material respect, they may be guilty of a criminal offence.

**Copy of the Declaration of Eligibility to Vote at a Meeting of the Council of Governors  
which all Governors must complete**

To the Trust Secretary of University College London Hospitals NHS Foundation Trust

I hereby declare that I am, at the date of this declaration a Member of the Trust/Governor appointed by a Stakeholder Organisation, and I am not prevented from being a member of the Council of Governors by reason of:

- My having been adjudged bankrupt or my estate having been sequestrated and in either case not having been discharged;
- My having made a composition or arrangement with, or granted a trust deed for my creditors and have not been discharged in respect of it;
- Within the preceding five years, my being 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 me; or
- Any other matter set out in the Trust's Constitution (including that set out paragraph 8.5).

Signed \_\_\_\_\_

Name in Capitals \_\_\_\_\_

Dated \_\_\_\_\_

## ANNEX 9 – DISPUTE RESOLUTION

Dispute resolution procedures shall operate in the following circumstances:

1. In the event of any dispute about entitlement to membership, a Member or Applicant shall be invited to an informal meeting with the Secretary to discuss the matter in dispute. If not resolved, the individual may refer the dispute in writing within 14 days of the decision of the Secretary to a panel of the Chair and Lead Governor or another elected Governor if the Lead Governor has an interest or is not able to attend. The decision of the panel shall be final.
2. In the event of any dispute relating to eligibility, disqualification or termination of a Governor or prospective Governor in connection with Annexes 1 to 4 or paragraphs 8.5 or 8.7 it shall be referred to the Chair. The Chair shall make a determination on the point at issue. If the dispute is not resolved, the individual may appeal in writing within 14 days of the decision to a panel of the Chair and Lead Governor or another elected Governor if the Lead Governor has an interest or is not able to attend. The decision of the panel shall be final. To the extent that a decision of the Chair or panel (as the case may be) instructs that a Governor should be re-instated, their name shall be re-entered on the Register of Governors.
3. If through informal efforts the Chair is unable to resolve a dispute between the Council of Governors and the Board of Directors, the Chair shall set up a special *ad hoc* committee (a "**resolution committee**") comprising no more than eight members. Three of the members will be Directors including the Chair and Chief Executive, and five will be Governors including the Lead Governor, to consider the circumstances and make a recommendation to the Council of Governors and the Board of Directors with a view to resolving the dispute. Directors or Governors who have or may be perceived to have a conflict of interest in respect of the matter in dispute shall not be members of the resolution committee. The aim of the meeting will be to achieve resolution. The Chair will have the right to appoint an independent facilitator to assist the process. If the recommendations (if any) of the resolution committee are unsuccessful in resolving the dispute, the Chair may refer the dispute back to the Board of Directors to decide the matter.

## ANNEX 10 – ADDITIONAL PROVISIONS

### 1. Restrictions on Membership

- 1.1 It shall be the responsibility of each Member, rather than the Trust, to ensure their eligibility at all times. Each Member shall, as requested by the Trust, make a declaration as to their eligibility in the form prescribed by the Trust. A Member who becomes aware of their ineligibility shall inform the Trust as soon as practicable and their name shall be removed from the Register of Members within 28 days.
- 1.2 Where the Trust has grounds to believe that a Member or Applicant may not be eligible for Membership under paragraph 7.2, 7.3 or 7.4 or that grounds may exist for them to be disqualified from Membership under paragraph 2 of this Annex the Secretary may carry out reasonable enquiries to establish the substance or otherwise of those grounds.
- 1.3 Where the Secretary considers that such grounds may have substance, they shall:
  - 1.3.1 advise the Member or Applicant of their reasons in summary form; and
  - 1.3.2 invite representations from the Member or Applicant within 21 days (or such other longer period as the Secretary may in their absolute discretion determine).
- 1.4 Any representations received shall be considered by the Secretary and they shall:
  - 1.4.1 make a decision on the Member's or Applicant's eligibility or disqualification as soon as reasonably practicable; and
  - 1.4.2 give notice of that decision to the Member or Applicant within 14 days of the decision being made.
- 1.5 If no representations are received within the relevant period, the Secretary may make a decision on the Member's or Applicant's eligibility or disqualification notwithstanding the absence of any representations from them.
- 1.6 If the Secretary decides that a Member is ineligible or disqualified from membership, and has given notice to the Member in accordance with paragraph 1.3 of this Annex, the Member's name shall be removed from the Register of Members and they shall cease to be a Member.
- 1.7 A Member or Applicant may refer any decision made under paragraph 1 of this Annex to disqualify them or declare them ineligible to the dispute resolution procedure at paragraph 19.

### 2. Termination of Membership

- 2.1 A Member shall cease to be a Member:
  - 2.1.1 if they resign by giving notice in writing to the Secretary; or
  - 2.1.2 if they are disqualified under paragraph 1 of this Annex.
  - 2.1.3 by resolution of the Council of Governors (acting reasonably) if they:
    - (a) has or is likely to:
      - (i) prejudice the ability of the Trust to fulfil its principal purpose or its other purposes under this Constitution or otherwise to discharge its duties and functions;



- (ii) harm the Trust's work with other persons or bodies with whom it is engaged or may be engaged in the provision of goods and services;
- (iii) adversely affect public confidence in the goods or services provided by the Trust;
- (iv) otherwise bring the Trust into disrepute;
- (b) is the maker, has procured the making or has otherwise been involved in making, vexatious complaints to or about the Trust, its officers or staff;
- (c) has conducted, or intends to conduct, themselves in a manner which is materially prejudicial to the proper conduct of the Trust's affairs; or
- (d) has been violent towards Trust staff or has been banned from any Trust Hospital for inappropriate behaviour towards Trust staff, patients or other visitors to the Trust.

2.2 Where an individual ceases to be entitled to be a Member, the Secretary shall remove their name from the Register of Members within 28 days.

### **3. VOTING AT COUNCIL OF GOVERNORS ELECTIONS**

3.1 A Member shall not vote at an election for a Public Governor or a Patient Governor unless, within the previous twelve months (or as otherwise required by the Trust), they have made a declaration stating the particulars of their qualification to vote as a Member of the constituency or Class within the constituency for which the election is being held.

3.2 It is an offence to knowingly or recklessly make such a declaration which is false in a material particular.

Contact details: Trust Secretary  
Address: Trust Headquarters  
2<sup>nd</sup> Floor Central  
250 Euston Road  
London NW1 2PG  
Tel No 020 3447 9974  
Email address [uclh.directors@nhs.net](mailto:uclh.directors@nhs.net)  
Web address [www.uclh.nhs.uk](http://www.uclh.nhs.uk)

Version 1 – 2004  
Version 2 – 2007  
Version 3 – 2008  
Version 4 – 2011  
Version 5 – 2012  
Version 6 – 2013  
Version 7 – 2014  
Version 8 – 2016  
Version 9 – 2018



We are committed to  
delivering top-quality patient  
care, excellent education  
and world class research

**Safety**  
**Kindness**  
**Teamwork**  
**Improving**