

# Agenda Board of Directors

06 July 2020

9:30am

Virtual - via Microsoft Teams

(v) verbal  
(d) document  
(p) presentation

## PRELIMINARY BUSINESS

- 1**  
9:30 **Welcome & Apologies (v)**  
Chair
- 2**  
9:32 **Declarations of Interest (v)**  
Chair  
To receive declarations of interest in agenda items and / or any changes to the register of directors' declarations of interest pursuant to Section 8 of Standing Orders
- 3**  
9:35 **Patient Story - to note (v)**  
Chair
- 4**  
9:50 **Draft Minutes of the Last Meeting - 4 May 2020 (d)**  
Chair  
To approve the draft minutes of the last meeting of the Board of Directors, review the action log and discuss any matters arising
- 5**  
9:55 **Chair's Opening Remarks (v)**  
Incorporating Governor's items
- 6**  
10:05 **Chief Executive's Report (d)**  
To note
  - Covid-19 Update

## QUALITY - Patient Safety, Clinical Effectiveness & Patient Experience

- 7**  
10:20 **Quality Governance Committee (QGC) - 8 June 2020**  
**Chair's Assurance Report (d)**  
Committee Chair  
To note
- 7.1**  
10:25
  - **Learning from Deaths Q4 2010/20 (d)**  
Medical Director  
To note
- 8**  
10:28 **Quality, Safety and Patient Experience Report May 2020 (d)**  
Director of Nursing & Quality / Medical Director  
To note

**9                      Serious Untoward Incidents and RIDDOR Events (v)**

10:43                      Medical Director  
To note

**10                      Infection Prevention and Control Board Assurance Framework (d)**

10:48                      Director of Nursing & Quality  
To note

**PERFORMANCE**

**11                      Performance and Finance Committee (PAF) - 25 June 2020**

**Chair's Assurance Report (d)**

10:53                      Committee Chair  
To note

- Performance Report May 2020 (d) Director of Operations / Deputy Chief Executive & Director of Finance

**WELL LED**

**12                      Transformation and People (TAP) Committee - 4 June 2020**

**Chair's Assurance Report (d)**

11:13                      Committee Chair  
To note

**13                      Workforce Report May 2020 (d)**

11:18                      Head of HR  
To note

**GOVERNANCE**

**14                      Variations to Standing Orders and Standing Financial Instructions (d)**

11:38                      Company Secretary  
To approve

**15                      Governance Structure (d)**

11:48                      Company Secretary  
To approve

**16                      Trust Constitution (d)**

11:53                      Company Secretary  
To approve

**CONCLUDING BUSINESS**

**17                      Any Other Business (v)**

12:03                      Chair  
To consider any other matters of business

**18**

12:13

**Items for the Risk Register/Changes to the Board Assurance Framework (BAF) (v)**

Chair

To identify any additional items for the Risk Register or changes to the BAF arising from discussions at this meeting

**19**

12:18

**Key Messages from the Board (v)**

Chair

To agree

**Resolution**

The Board is asked to resolve that in accordance with Section 1(2) of the Public Bodies (Admission to Meetings) Act 1960, representatives of the the public be excluded from the remainder of the meeting having regard to the confidential nature of the business to be transacted, publicity of which would be prejudiced to the public interest.

## Action Items

Agenda item		Assigned to	Deadline	Status
Board of Directors 01/06/2020 2 Declarations of Interest (v)				
149.	Update Board Register of Interests	● Dowson, Katharine	06/07/2020	■ Pending
	<i>Explanation action item</i> To update the register to reflect the new interest declared by the Director of Workforce and OD.			
	<i>Explanation Dowson, Katharine</i> Completed.			
Board of Directors 01/06/2020 12.3 Annual Report & Accounts 2019/20 (d)				
150.	To ensure the approval of the Annual Report & Accounts via Chair's action	● Favager, Russ	19/06/2020	■ Overdue
	<i>Explanation action item</i> Pending the receipt of final wording from the External Auditors the Board has agreed that the AR&A can be approved by the acting Chairman and the Audit Committee Chair.			
	<i>Explanation Favager, Russ</i> Final wording agreed by Chairman, Acting Chairman and Chair of AC and annual report and accounts all now signed off,			



## BOARD OF DIRECTORS

<b>Agenda Item</b>	<b>6</b>	Date of Meeting: 06/07/2020
<b>Report Title</b>	<b>Chief Executive's Report July 2020</b>	
<b>Executive Lead</b>	James Sumner, Chief Executive	
<b>Lead Officer</b>	Caroline Keating, Company Secretary	
<b>Action Required</b>	To note	

<input checked="" type="checkbox"/>	<b>Acceptable assurance</b> General confidence in delivery of existing mechanisms / objectives	<input type="checkbox"/>	<b>Partial assurance</b> Some confidence in delivery of existing mechanisms / objectives	<input type="checkbox"/>	<b>No assurance</b> No confidence in delivery
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### Key Messages of this Report (2/3 headlines only)

- Update on key issues such as Covid-19, quality, workforce, finance and performance issues
- Challenges in restoring elective activity during Covid-19, medical workforce challenges as a result of the same and an update on progress with testing

### Impact (is there an impact arising from the report on the following?)

- |                                      |                                       |
|--------------------------------------|---------------------------------------|
| • Quality <input type="checkbox"/>   | • Risk <input type="checkbox"/>       |
| • Finance <input type="checkbox"/>   | • Compliance <input type="checkbox"/> |
| • Workforce <input type="checkbox"/> | • Legal <input type="checkbox"/>      |
| • Equality <input type="checkbox"/>  |                                       |

### Equality Impact Assessment (must accompany the following submissions)

- Strategy ☐ Policy ☐ Service Change ☐

### Strategic Objective(s) (indication of which objective/s the report aligns to)

- |   |  |
|---|--|
| • Manage the impact of covid and ensure safe recovery <input type="checkbox"/>  | • Provide safe and sustainable healthcare through our estate, infrastructure and planning <input type="checkbox"/> |
| • Deliver outstanding care and patient experience<br>Deliver the most effective care to achieve best possible outcomes <input type="checkbox"/> | • Provide strong system leadership by working together <input type="checkbox"/>                                    |
| • Ensure MCHFT is the best place to work <input type="checkbox"/>   | • Be well governed and clinically led <input checked="" type="checkbox"/>  |

### Governance (is the report a...?)

- |  |   |
|--|---|
| • Statutory requirement <input type="checkbox"/>         | • Other <input checked="" type="checkbox"/> |
| • Annual Business Plan Priority <input type="checkbox"/> | rationale for Board submission required:    |
| • Strategic/BAF Risk <input type="checkbox"/>            |   |
| • Service Change <input type="checkbox"/>                |   |

### Next Steps (actions following agreement by Board/Committee of recommendation/s)

N/A

REPORT DEVELOPMENT

Committee/ Group Name	Date	Report Title	Lead	Brief summary of key issues raised and actions agreed
N/A				

## Chief Executive's Report Board Meeting – 6 July 2020 July 2020

### Regional update

1. The capacity modelling work across the Cheshire & Merseyside region has been submitted to NHS England/NHS Improvement (NHSE/I) by the deadline of 30 June. This demonstrates the capacity challenges in maintaining the Covid Response but delivering elective and diagnostic work to restore business as usual. Capital Bids have been submitted from Trusts to support the restoration plans and Trusts are now awaiting feedback.

### Covid-19

#### Performance

2. Pressures on the Trust are now reducing with circa 1/5<sup>th</sup> of the peak demand now being experienced in the Trust. This is enabling some elective work to resume over the last fortnight; however, this is still hindered by the need to keep covid 'clean' green areas separate from areas where there are higher risks of transmission. Key challenges are Endoscopy and Surgery where the Trust is still working on ways to maximise available capacity to treat patients. A&E demand is now increasing to previous levels which is creating stretch on the medical workforce which is being addressed through additional recruitment outlined below.

#### Infection Control

3. It is a NHSE requirement from July that we report the number of hospital-acquired Covid-19 cases each month. To w/c 11 June 2020, there were eight probable cases and seven definite - the SPC charts in the Quality, Safety & Patient Experience Report May 2020 (*Item 8* on today's agenda) provide the detail. The Trust has been compliant with national reporting since 21 May 2020 and introduced a weekly Covid-19 HAI panel from mid-June which reviews all HAIs to define the root cause and actions to be taken; it also considers lessons learnt.
4. The IPC Board Assurance Framework (*Item 10 on the Board agenda*) has been completed and provides evidence of significant work undertaken that provides the Board with acceptable assurance.

#### Staff, Patients and Community Testing

5. By 28 June 2020, we have completed over 10,000 antigen (nose and throat swabs) for patients, staff & family members, a significant increase since the last report in May. The patient cohort included all inpatient admissions, elective procedure patients (including day case and endoscopy), contacts of positive patients and patients being discharged to care or residential homes or their own home with a package of care. Community key worker testing, which the Trust undertakes on behalf of the national testing programme, are not included and are collated separately.

6. We also tested 6207 staff (from MCHFT/CCICP, East Cheshire Trust, North West Ambulance Service, Cheshire & Wirral Partnership NHS FT and Primary Care teams) for antibodies (blood test). The programme should be complete by mid-July, at which point we will have offered the test to 10,000 NHS staff members.
7. This work programme is now being expanded to include test and trace of any staff who have been in contact with other positive colleagues as well as expanding the staff testing programme to regular screening of asymptomatic clinical teams working in theatres and other areas connected to the elective surgical programme.

## Finance – Month 2 2020/21

8. The Trust achieved a break-even position for May, after applying for £800k reimbursement. Cumulatively, we have applied for £2.6m additional funding from NHSI for April and May, although this has not yet been received as the Centre is validating all national claims. The Trust has incurred significant costs in relation to the Covid-19 outbreak, particularly in increased pay costs, and reduced income through a downturn in activity with a gross cost of £3.5m, offset in part by savings from elective and support service activity. The current financial guidance ends at end July and new guidance is awaited - it is expected that the current level of top-up reimbursement required for June and July will continue at the same level and, thereafter, that the financial regime will be based around core block funding with additional Covid / capacity funding; however, this all remains to be confirmed.

## Workforce

9. **At-risk staff groups:** the Trust received a letter from NHSE/I regarding risk assessments for at-risk staff groups with all organisations being asked to publish a set of metrics from their staff reviews until fully compliant. Mid Cheshire Hospitals NHS FT is 100% compliant for BAME staff and will be 100% compliant for all staff by 10 July 2020. A detailed response has been sent to NHSE/I on 26 June 2020 not only confirming compliance levels but also highlighting all other initiatives undertaken. Further detail is identified in the Workforce Report (*Item 13 on today's agenda*). NHSE/I also requested that the data becomes part of the Board Assurance Framework and receives board-level scrutiny and ownership; this will be taken forward and incorporated.
10. **Medical Workforce:** there is a risk that there will be insufficient numbers of junior medical staff at MCHFT, primarily in the Emergency Department and medical specialties, over the next 6-12 months to meet the additional demand generated as a result of the pandemic. This is due to a combination of historically lower than average numbers of doctors at MCHT, segregation of the hospital into zones and hence spread of juniors across additional areas and the requirement from Health Education England to return Junior Doctors on training programmes back to their parent training specialty for the August changeover. This has been discussed by Gold Command and agreed that the Trust should pursue securing 22 staff (19 DEMEC, 3 Womens and Children's) on fixed-term contracts until March 2021 at a cost of c£800k. £400k of this cost is already included within the block contract payment being received (based upon financial run rates Nov 19 – Jan 19) and, therefore, the additional c.£400k costs in 2020/21 would be charged against Covid expenditure and reimbursement applied for (NB. guidance regarding this reimbursement post July 2020 has not yet been

received and, therefore, represents a financial risk). Alternative options are being explored, should these staff not be available.

## Trust 'Business as Usual'

### Quality

11. A clinical incident has occurred that we will be reporting as a 'Never Event'. The Medical Director will provide further detail in his verbal update on Serious Incidents (*Item 9*).

### Workforce

12. **Shadow Board:** we are keen to implement the Shadow Board programme in September and discussions are taking place about the arrangements, including the involvement of individual members of the Board, Non-Executive and Executive, in the shadow meetings or as mentors. The Board will be updated in due course

## Key Issues – Regulation and Guidance

13. **Care Quality Commission (CQC):** last month I reported the introduction of CQC's emergency support framework which is designed to enable the CQC to offer support and be able to check that services are coping during the pandemic. We have been advised that the Trust will have a phone-call interview with the Director of Infection Prevention & Control, Julie Tunney, on 7 July 2020.
14. **Governance Structure:** the Board discussed the revised structure at its Away Day in June and is here for approval (*Item 15*). Discussions are taking place with Executive Directors about the implementation plan and the outcome of this will be taken forward through Audit Committee in the first instance.
15. **Governors:** I held a virtual briefing with Governors on 26 June 2020, attended by 18 Governors, public, partnership and staff. I was delighted that our first virtual 'meeting' with our Governors went well. I briefed them on how the Trust had responded to Covid-19 and they were particularly interested in staff health & wellbeing, access to cancer treatment, outpatients and routine elective work re-start. Governors commented on how well they had been kept informed during this period – my thanks to the Corporate Governance Team for ensuring we kept in touch.

**Author:** James Sumner, Chief Executive

**Date:** July 2020

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## QGC Committee Chair's Assurance Report June 2020

Report to	Board of Directors
Date	8 June 2020
Report from	Lesley Massey, Non-Executive Director
Report prepared by	Katharine Dowson, Head of Corporate Governance
Executive Lead/s (Name & Title)	Murray Luckas, Medical Director (Clare Hammell, Deputy Medical Director deputising) Julie Tunney, Director of Nursing & Quality
Committee meeting quoracy	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

### KEY AREAS OF ASSURANCE

- 2020/21 Quality Improvement (QI) Project for Sepsis - the first project to use the QI methodology which would include a greater number of staff, trained to varying levels of expertise. The presentation would be circulated to the Board for information
- Risk assessment of the 2020/21 BAF risk relating to Covid-19 reviewed
- Infection Prevention and Control Board Assurance Framework – this had been discussed and final report to be submitted to Board in July
- Patient safety - an increase in self-harm incidents reporting to ED was noted
- Quality Governance activity restarted, e.g. Learning from Deaths, RCA, Quality Summit and complaints
- Q4 2019/20 Learning from Deaths report to be submitted to Board in July
- Quarterly Quality Reviews – Presented at Executive Quality Governance Committee, a review was underway to improve the metrics being used
- Friends & Family – the Trust continued to be proactive in gathering patient views while Friends & Family is suspended by continuing to complete patient surveys; this had been noted as best practice by CQC

### KEY CONCERNS/RISKS

- In April the Trust had responded to a cluster of hospital acquired Covid-19 on one ward. A number of preventative measures had been put into place as a result, such as creating blue wards. This had followed good practice as there was no available national guidance at the time. A report had been submitted in response outlining all the actions taken and processes in place.

### DECISIONS MADE

Agreement to provide the Board with hospital-acquired Covid-19 data on a monthly basis.

### RECOMMENDATION

To note.

## Board of Directors

<b>Agenda Item</b>	<b>7.1</b>	Date of Meeting: 07/07/2020
<b>Report Title</b>	Learning From Deaths Q4 2019/20	
<b>Executive Lead</b>	Murray Luckas, Medical Director	
<b>Lead Officer</b>	Becky Shenton, Patient Safety Lead	
<b>Action Required</b>	To Approve	

<input checked="" type="checkbox"/>	<b>Acceptable assurance</b> General confidence in delivery of existing mechanisms / objectives	<input type="checkbox"/>	<b>Partial assurance</b> Some confidence in delivery of existing mechanisms / objectives	<input type="checkbox"/>	<b>No assurance</b> No confidence in delivery
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### Key Messages of this Report (2/3 headlines only)

- To note the Learning From Deaths Dashboard which describes the reported potentially avoidable deaths in 2019/20
- To note the Trust Mortality rates which remain a stable position

### Impact (is there an impact arising from the report on the following?)

<ul style="list-style-type: none"> <li>Quality <input checked="" type="checkbox"/></li> <li>Finance <input type="checkbox"/></li> <li>Workforce <input type="checkbox"/></li> <li>Equality <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>Risk <input type="checkbox"/></li> <li>Compliance <input type="checkbox"/></li> <li>Legal <input type="checkbox"/></li> </ul>
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### Equality Impact Assessment (must accompany the following submissions)

- Strategy ☐
- Policy ☐
- Service Change ☐

### Strategic Objective(s) (indication of which objective/s the report aligns to)

<ul style="list-style-type: none"> <li>Delivering outstanding clinical quality, safety &amp; experience <input checked="" type="checkbox"/></li> <li>Being a leading partner in a progressive health economy <input type="checkbox"/></li> <li>Striving for outstanding organisational effectiveness <input checked="" type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>Aspiring to excellence in practice through our workforce <input type="checkbox"/></li> <li>Creating a 21<sup>st</sup> century infrastructure for transformative health and social care <input type="checkbox"/></li> </ul>
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### Governance (is the report a...?)

<ul style="list-style-type: none"> <li>Statutory requirement <input checked="" type="checkbox"/></li> <li>Annual Business Plan Priority <input type="checkbox"/></li> <li>Strategic/BAF Risk <input type="checkbox"/></li> <li>Service Change <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>Other <input type="checkbox"/> <i>rationale for Board submission required:</i></li> </ul>
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### Next Steps (actions following agreement by Board/Committee of recommendation/s)

To escalate to Trust Board in line with national recommendations.

## REPORT DEVELOPMENT

Committee / Group Name	Date	Report Title	Lead	Brief summary of key issues raised and actions
Hospital Mortality Reduction Group	29/05/20	Q4 2019/20 Learning From Deaths Report	Patient Safety Lead	<p>Noted that the Trust Mortality rates which remain a stable position.</p> <p>10 potentially avoidable deaths reported in the financial year.</p> <p>Description of the 10 cases to be included in the report.</p>



# Learning from Deaths Quarterly Report Q4 2019/20

April 2020



*'Delivering Excellence in Healthcare through  
Innovation and Collaboration'*

## Contents

<b>1.0 Introduction .....</b>	<b>3</b>
<b>2.0 Trust Mortality Data .....</b>	<b>4</b>
2.1 Summary Hospital-level Mortality Indicator (SHMI) November 2018 to October 2019 .....	4
2.2 Hospital Standardised Mortality Rate (HSMR) November 2018 to October 2019.....	5
2.3 Crude Mortality – Rolling 12 months.....	6
2.4 Learning from Deaths Dashboard – Part 1 .....	7
2.4 Learning from Deaths Dashboard – Part 2 .....	8
<b>3.0 Care Quality Commission (CQC) Mortality Outlier Alerts.....</b>	<b>9</b>
<b>4.0 Learning from Deaths and Improvements .....</b>	<b>10</b>
<b>5.0 Appendices.....</b>	<b>13</b>
5.1 Appendix 1 Driver Diagram.....	13
5.2 Appendix 2 - Glossary .....	14
5.3 Appendix 3: Understanding the difference between SHMI and HSMR.....	15

## 1.0 Introduction

### Background

During 2016/17 a number of national documents were published relating to mortality and learning from deaths. The Care Quality Commission's (CQC) report "*Learning, candour and accountability: A review of the way NHS trusts review and investigate the deaths of patients in England*" was published in December 2016 and, in response, the Trust completed a gap analysis to determine our position and improvement opportunities. In March 2017, the National Quality Board published the "*National Guidance on Learning from Deaths*" document, which aims to initiate a standardised national approach to learning from deaths. A subsequent document was published in July 2017 by NHS Improvement detailing key areas of focus for Trust Boards which included:

- policy publication requirements;
- case selection and review methods;
- responding to the death of particular patients;
- selection of deaths to investigate;
- engagement with families/carers.

In line with national requirements we published our *Learning from Deaths Policy* on the Trust internet in September 2017. This policy built upon the existing policy and embedded associated processes, outlined the process for reviewing deaths and explained how the organisation learns from these reviews.

In March 2019, the Care Quality Commission (CQC) published the *Learning from Deaths – a review of the first year of NHS trusts implementing the national guidance*, as a part of their commitment to the Learning from Deaths Programme Board. The report reviewed the CQC inspector's observations from the first year of assessing how well Trusts had implemented the national guidance on learning from deaths.

### Purpose

This is the eleventh iteration of our Learning from Deaths Report covering Quarter 4 of 2019/20.

The report aims to provide assurance on how the organisation, through the work of the Hospital Mortality Reduction Group (HMRG) and other linking groups, is triangulating data and information to embed the learning from in-patient deaths, with the goal of seeing a sustained reduction in the Trust's mortality rates.

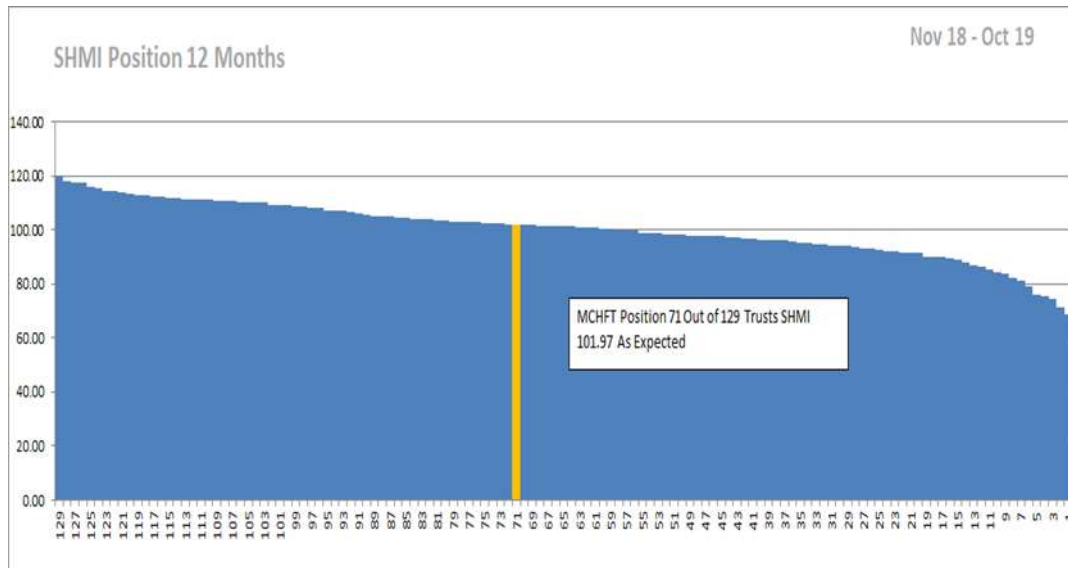
Appendices 6.2 and 6.3 provide a glossary of key terms.

*The Learning from Deaths programme has been suspended nationally during the COVID-19 pandemic.*

## 2.0 Trust Mortality Data

### 2.1 Summary Hospital-level Mortality Indicator (SHMI) November 2018 to October 2019

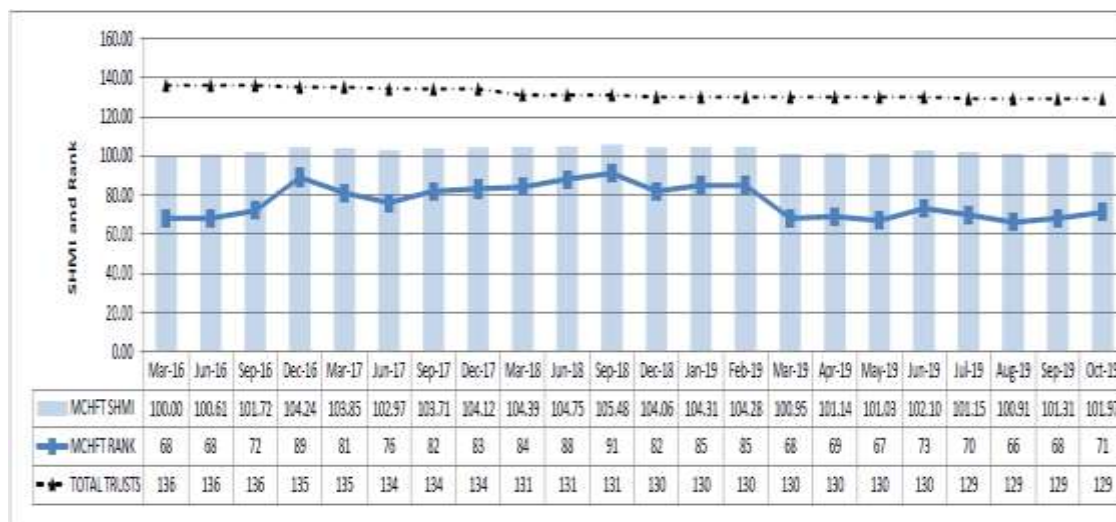
**Chart 1 - SHMI Position**



(Source NHS Digital, 2020)

Chart 1 demonstrates the SHMI position for the reporting period November 2018 to October 2019. The SHMI is currently 101.97 and is as 'expected'. This currently places the Trust 71 out of 129 Trusts, a stable position.

**Chart 2 - 12 month rolling SHMI and position**

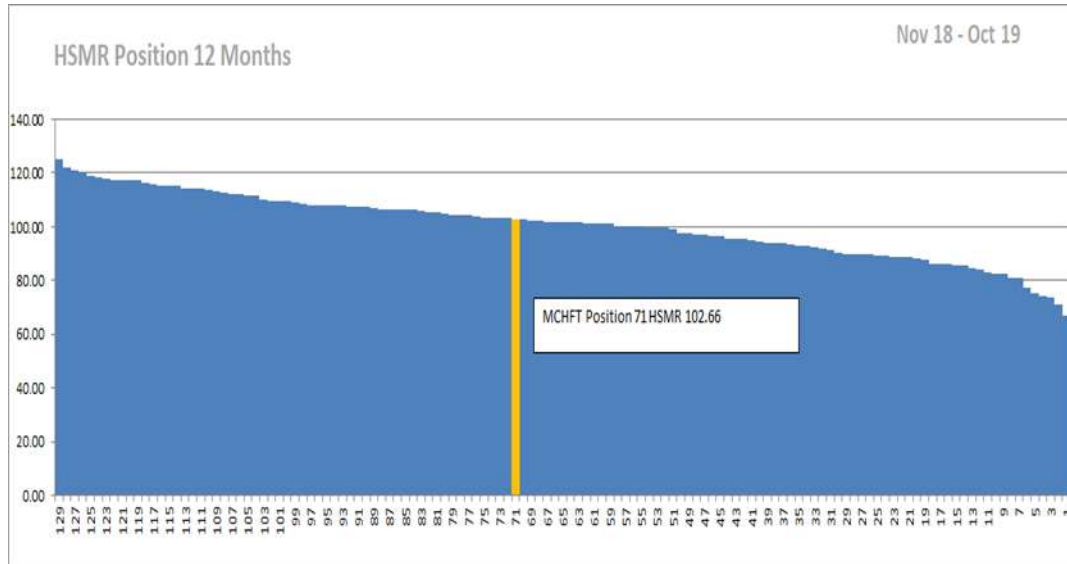


(Source NHS Digital, 2020)

Chart 2 demonstrates the SHMI and rank of the Trust over time, up to latest reporting period.

## 2.2 Hospital Standardised Mortality Rate (HSMR) November 2018 to October 2019

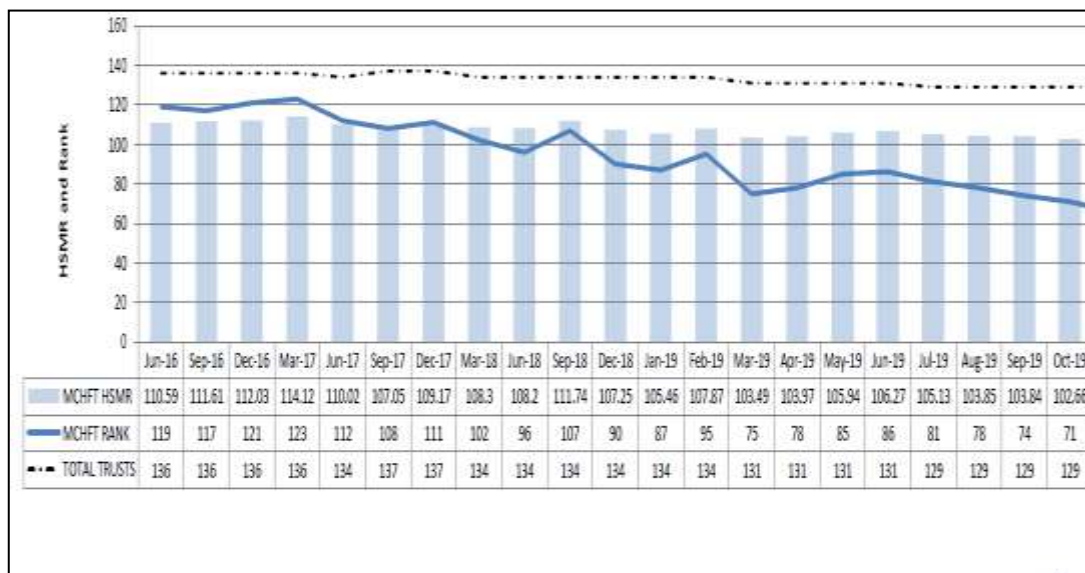
**Chart 3 - HSMR Position**



(Source HED, 2020)

Chart 3 demonstrates the HSMR position for the reporting period November 2018 to October 2019. The HSMR is currently 102.66 and is as 'expected', this places the Trust 71 out of 129 Trusts, a stable position.

**Chart 4 - 12 month rolling HSMR and position**

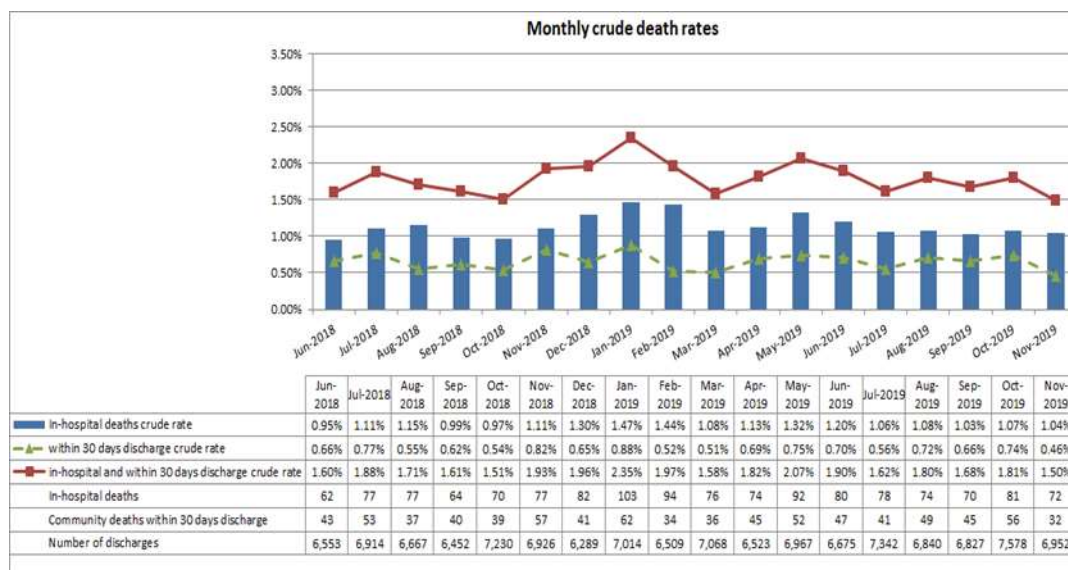


(Source HED, 2020)

Chart 4 demonstrates the HSMR and rank of the Trust over time, up to the latest reporting period.

## 2.3 Crude Mortality – Rolling 12 months

**Chart 5 - Crude Mortality**



(Source HED, 2020)

Chart 5 demonstrates the crude death rate for the period up to November 2019. The above graph shows the in-hospital crude death rate, crude death rate within 30 days of discharge and the overall in-hospital and within 30 days of discharge crude death rate combined

In November 2019, the in-hospital crude death rate was 1.04%. This demonstrates a stable position.



## 2.4 Learning from Deaths Dashboard – Part 1

The Trust has adopted the national Learning from Deaths Dashboard produced by the Department of Health. The dashboard is a tool to aid the systematic recording of deaths and learning and will be used to record the number of in-patient deaths, the number of deaths reviewed and the number of potentially avoidable deaths. Part 1 of the dashboard is presented below and includes all adult in-patient deaths, excluding maternal deaths and patients with a learning disability (see Part 2). The national guidance suggests the adoption of a Structured Judgement Review (SJR) process to review in-patient deaths, but this process does not assess the potential avoidability of the death. Therefore the “Likert preventability scale” has been added to the SJR process, in an attempt to assess whether the death was potentially avoidable. The Trust trained a cohort of multi-disciplinary clinicians in the SJR methodology in February 2018 and the process commenced in April 2018. A second cohort of multi-disciplinary clinicians received training in January 2019 to allow the process to be expanded from April 2019. A summary of the avoidable deaths can be seen in section 4.1.

*Please note: Due to the time allowed for the coding process, the total number of deaths in scope and the total number of reviews will not be completely aligned.*

### Total Number of Deaths, Deaths Reviewed and Deaths Deemed Avoidable (does not include patients with identified learning disabilities)

Total Number of Deaths in Scope		Total Deaths Reviewed using the Trust Mortality Tool		Total Deaths reviewed using SJR		Total Number of deaths considered to have been potentially avoidable (RCP<=3) using SJR		Total Number of deaths considered to have been potentially avoidable via alternative source (e.g. incident investigation)	
This Month	Last Month	This Month	Last Month	This Month	Last Month	This Month	Last Month	This Month	Last Month
100	86	23	31	14	14	0	0	0	1
This Quarter (QTD)	Last Quarter	This Quarter (QTD)	Last Quarter	This Quarter (QTD)	Last Quarter	This Quarter (QTD)	Last Quarter	This Quarter (QTD)	Last Quarter
296	269	70	138	33	33	0	0	3	4
This Year (YTD)	Last Year	This Year (YTD)	Last Year	This Year (YTD)	Last Year	This Year (YTD)	Last Year	This Year (YTD)	Last Year
1033	938	621	832	129	114	0	1	9	6

## 2.4 Learning from Deaths Dashboard – Part 2

Evidence suggests from the Confidential Inquiry of 2010-2013 that people with learning disabilities currently have a life expectancy at least 15 to 20 years shorter than other people. A concerning finding was that assumptions were sometimes made that the death of a person with learning disabilities was 'expected' or even inevitable. In response, a Learning Disabilities Mortality Review (LeDeR) programme was commissioned by the Healthcare Quality Improvement Partnership (HQIP) following the deaths of people with learning disabilities aged 4 to 74 years of age. Reviews at the Trust undertaken as part of this programme are conducted by trained reviewers.

*Please note: Due to the time allowed for the coding process, the total number of deaths in scope and the total number of reviews will not be completely aligned.*

### Total Number of Deaths, Deaths Reviewed and Deaths Deemed Avoidable for patients with identified learning disabilities

Total Number of Deaths in scope		Total Deaths Reviewed Through the LeDeR Methodology (or equivalent)		Total Number of deaths considered to have been potentially avoidable	
This Month	Last Month	This Month	Last Month	This Month	Last Month
0	1	0	0	0	0
This Quarter (QTD)	Last Quarter	This Quarter (QTD)	Last Quarter	This Quarter (QTD)	Last Quarter
4	3	0	3	0	0
This Year (YTD)	Last Year	This Year (YTD)	Last Year	This Year (YTD)	Last Year
7	15	3	15	0	0



### 3.0 Care Quality Commission (CQC) Mortality Outlier Alerts

The information below is sourced from the latest version of the CQC Insight document (19 February 2020). The Trust undertakes an in-depth case note review in response to any Mortality Outlier Alert.

#### Key Messages

- There is currently 1 active mortality alerts for the Trust.
- There are currently 0 active maternity alerts for the Trust.

Number of outlier alerts for this Trust as at 19 December 2019:

	Active alerts			Closed cases	Total
	Cases under consideration by Outliers Panel	Cases where action plans are being followed up by local inspection team	Cases for review by inspection team		
Mortality	1	0	0	11	12
Maternity	0	0	0	2	2

#### Mortality Outliers – Active Alerts

##### Cases under consideration by the Outlier Panel

- Acute cerebrovascular disease (Dr Foster, Nov 19) - New case - pending consideration

##### Cases where action plans are being followed up by local inspection team

- There are currently no mortality alerts where action plans are being followed up by the local inspection team

##### Cases for review by inspection team

- There are currently no mortality alerts for review by inspection team

#### Maternity Outliers – Active Alerts

##### Cases under consideration by the Outlier Panel

- There are currently no maternity alerts under consideration by outliers panel

##### Cases where action plans are being followed up by local inspection team

- There are currently no maternity alerts where action plans are being followed up by the local inspection team

##### Cases for review by inspection team

- There are currently no maternity alerts for review by inspection team

## 4.0 Learning from Deaths and Improvements

The Trust's Learning from Deaths Policy has built upon the Mortality Case Note Review Standard Operating Procedure, which outlined the existing embedded process for reviewing all in-hospital deaths.

All in-patient deaths are reviewed on a weekly basis by a team of Consultants, led by the Lead Consultant for Patient Safety. A short mortality case note review form is completed and, if a death is identified where clinical care could potentially have been more appropriate, the case is referred for a Structured Judgement Review (SJR). The Consultant looking after the patient is also asked to provide their written reflection on the quality of the patient's care.

SJR's are undertaken by a cohort of senior medical and nursing staff trained in the SJR Process.

In addition to the escalations from the weekly reviews, in line with national guidance, the HMRG has agreed a number of other clinical conditions / criteria that will result in an in-patient death undergoing a SJR. These will be reviewed on an annual basis and currently include for 2019/20:

- All deaths where families, carers or staff raise concerns
- Deaths where concerns are raised by the Coroner
- Deaths where concerns are raised at the Patient Safety Summit
- Deaths due to alcohol related liver disease
- Relevant elective deaths
- Deaths due to septicaemia (at the weekend)
- Deaths due to congestive heart failure – non-hypertensive (at the weekend)
- Deaths due to an acute myocardial infarction
- Deaths from admissions on a Monday

Organisational learning from this process must be dynamic, with immediate actions and improvements undertaken in a timely manner to prevent reoccurrence. Short - medium term improvements, identified through organisational learning, are introduced through the Trust's governance structure. In the longer term organisational learning will take place through the triangulation and theming of data and information. The Trust's incident reporting, investigation and organisational learning processes describe our approach to organisational learning.

The Trust has a well-established HMRG led by the Medical Director. This group leads the Trust's mortality reduction programme and, on a quarterly basis, meets with the Divisional Mortality Reduction Groups to ensure a unified approach to mortality reduction across the Trust and to share learning opportunities.

The Trust's mortality reduction programme is succinctly described in a driver diagram that was most recently updated in March 2019, (see Appendix 1). The five primary drivers to reducing the Trust's mortality rates are:

- **Reliable Clinical Care**
- **Effective Clinical Care**
- **Medical Documentation, Clinical Coding and Data Quality**
- **End of life Care**
- **Leadership**

## 4.1 Learning from Deaths Programme

Due to the COVID-19 pandemic the Learning from Deaths programme has been suspended nationally. The programme will be reinstated following the pandemic.

### Summary of the avoidable deaths in 2019/20

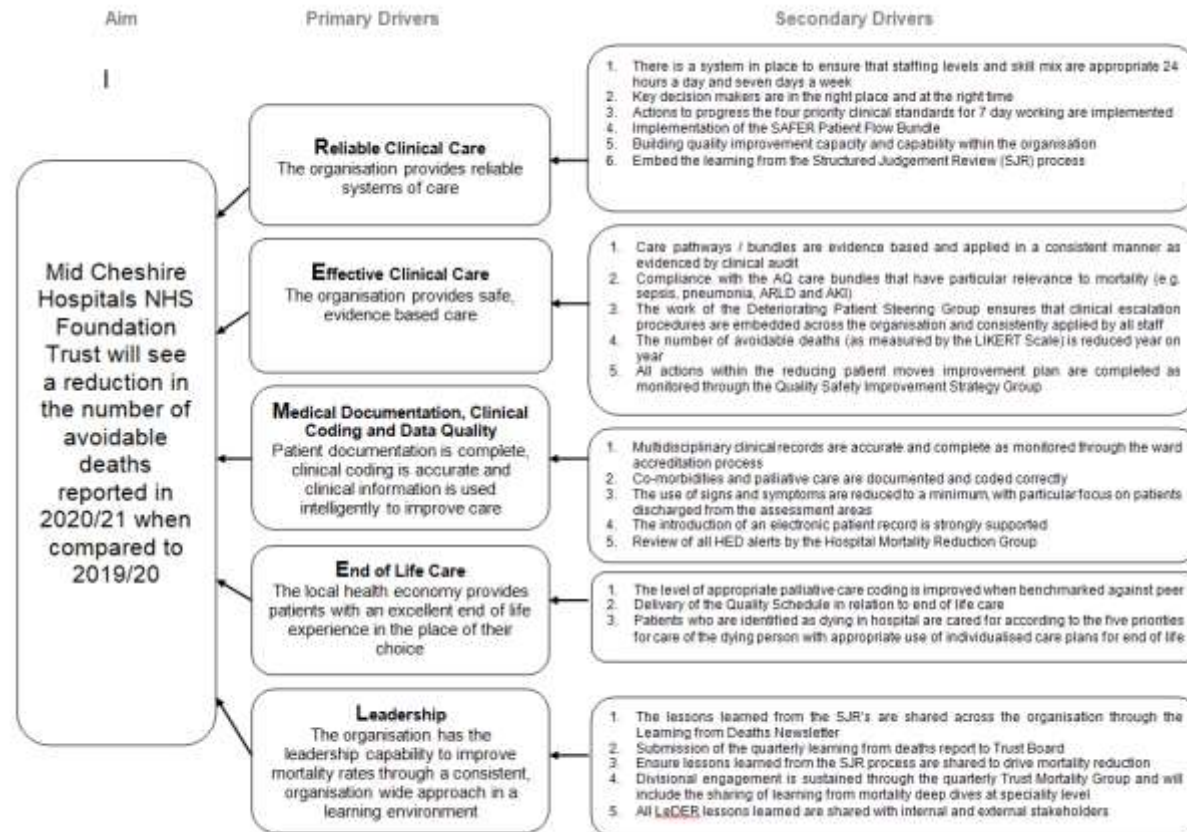
Nine potentially avoidable deaths were reported by the Trust in 2019/20. Below is a summary of each case. Executive led comprehensive investigations are undertaken for all potentially avoidable deaths.

- A 47 year old male was admitted to the Trust with a 10 day history of vomiting. The patient was treated for Acute Kidney Injury, acute confusion and administered detox treatment for a possible history of alcohol excess. Clinical examination of the patient identified a soft abdomen on admission. The patient underwent a CT scan which showed a large hiatus hernia with gastric outlet obstruction and raised possibility of a tumour - but not at all definitive. The patient's management plan was for an OGD (gastroscopy) and gastroenterology referral. The patient was to be referred to surgery and consideration of insertion of a riles tube if the patient had significant vomiting. The patient's condition deteriorated and the patient's abdomen was noted to be distended. The patient had a cardio respiratory arrest and cardiopulmonary resuscitation was commenced for an asystolic arrest but was unsuccessful.
- A 58 year old gentleman underwent an anterior resection for adenocarcinoma. The final histological staging was T3N0M0 (stage IIa) with no lymph node involvement. The gentleman had an appointment to receive the diagnosis from his surgery with a plan to follow-up in 3 months. The gentleman was placed on the outpatient waiting list. During a validation of the waiting list it was identified that the patient was 21 months above the planned clinical indicated follow-up. A CT Chest, Abdomen and Pelvis diagnosed multiple liver metastases, Splenomegaly and suspicious lesions in the neck of the left femur.
- An 80 year old gentleman was admitted to the Trust with a history of myelofibrosis, heart failure and aortic stenosis. The patient was living alone at home and had a fall at home prior to admission. He was admitted to the Emergency Department with lethargy and unsteady gait. Whilst an inpatient the patient fell on 5 occasions. Following the fifth fall a CT scan of the head was undertaken which identified a sub arachnoid haemorrhage. The patient died on the 19/11/2019.
- An 84 year old female patient was admitted to the Trust under the general medical team with a recent history of frank haematuria, recurrent UTIs and an obstructed left ureter. During the admission the patient underwent a CT Urogram which revealed a left hydroureteronephrosis with possible bladder mass. The patient was therefore listed for a Trans Urethral Resection of Bladder Tumour (TURBT) under the Urology Team. The patient attended theatre for the TURBT. The patient had a prolonged resection of an extensive tumour which lasted 2 hours 29 minutes. The patient returned to theatre later the same evening due to a distended abdomen and a blocked catheter. During the procedure extensive clot and tumour chippings were identified in the bladder. Following the procedure the patient was transferred to the Critical Care Unit where she died. Concerns have been highlighted regarding the length of surgery at the time of the initial TURBT.

- A male patient, aged 53, was admitted to the Trust with a five day history of abdominal distention and vomiting, following umbilical repair. Following admission the patient had a cardiac arrest and resuscitation attempts were unsuccessful. The cause of death was identified as vomiting and aspiration of bowel contents, intestinal obstruction and adhesions to the site of mesh umbilical hernia repair
- A patient was admitted to Critical Care with Acute Exacerbation of Asthma. They subsequently developed a perforated bowel whilst on Critical Care which was not diagnosed despite evidence of this on imaging. The patient died and the cause of death was given as Perforated Bowel secondary to Bowel Ischaemia.
- A 63 year old patient transferred from the emergency department to critical care with a diagnosis of meningo-encephalitis (later confirmed as pneumococcal meningitis). There was a delay of 18 hours before his second dose of antibiotics was prescribed and administered which may have had a significant impact on his death.
- A 62 year old male patient was admitted to the Trust with a recent history of worsening back pain. The patient had a CT scan which reported necrotising fasciitis; there was a potential delay in transferring the patient for emergency treatment. The patient continued to deteriorate and died.
- A 79 year old male patient was admitted to the Trust following general deterioration at home. The patient had an unwitnessed fall as an inpatient resulting in a head injury. A CT scan was performed that identified an acute subdural haematoma. The patient was referred to UHNM but was not for surgical intervention. The patient deteriorated, a uDNACPR was put in place and the patient died.

## 5.0 Appendices

### 5.1 Appendix 1 Driver Diagram





## 5.2 Appendix 2 - Glossary

### Healthcare Evaluation Data (HED)

HED is online data analysis and benchmarking tool published by the University of Birmingham.

### Hospital Standardised Mortality Ratio (HSMR)

HSMR is produced by Dr. Foster and is the ratio of the observed number of in-hospital deaths at the end of a continuous inpatient spell to the expected number of in-hospital deaths at the end of a continuous inpatient spell for 56 specific Clinical Classification System (CCS) groups.

### LIKERT Scale

A tool used to judge the preventability of a patient's death using a six-point scale ranging from one (definitely not preventable) to six (definitely preventable).

#### LIKERT Scale

1. Definitely not preventable
2. Slight evidence for preventability
3. Possibly preventable but not very likely, less than 50-50 but close call
4. Probably preventable, more than 50-50 but close call
5. Strong evidence for preventability
6. Definitely preventable

### Summary Hospital-level Mortality Indicator (SHMI)

SHMI reports on mortality at trust level across the NHS in England. This indicator is produced and published quarterly as an official statistic. The SHMI is the ratio between the actual number of patients who die following hospitalisation at the trust and the number that would be expected to die on the basis of average England figures, given the characteristics of the patients treated there. It covers all deaths reported for patients who were admitted to non-specialist acute trusts in England and either die while in hospital or within 30 days of discharge.

The expected number of deaths is calculated from statistical models derived to estimate the risk of mortality based on the characteristics of the patients (including the condition the patient is in hospital for, other underlying conditions the patient suffers from, age, gender and method of admission to hospital).



### 5.3 Appendix 3: Understanding the difference between SHMI and HSMR

	Summary Hospital-level Mortality Indicator (SHMI) **	Hospital Standardised Mortality Rate (HSMR)
Observed	Number of observed in-hospital deaths plus deaths out of hospital within 30 days of discharge	All spells culminating in death at the end of the patient pathway, defined by specific diagnosis codes for the primary diagnosis of the spell; uses 56 diagnosis groups which contribute to approx. 80% of in hospital deaths in England
Expected	Expected number of deaths <i>Calculated using a 36-month data set to get the risk estimate</i>	Expected number of deaths
Adjustments	<ul style="list-style-type: none"> <li>Gender</li> <li>Age group</li> <li>Admission method</li> <li>Co-morbidity</li> <li>Year of dataset</li> <li>Diagnosis group</li> </ul> <i>Details of the categories can be referenced from the methodology specification document ***</i>	<ul style="list-style-type: none"> <li>Gender</li> <li>Age in bands of five up to 90+</li> <li>Admission method</li> <li>Source of admission</li> <li>History of previous emergency admissions in last 12 months</li> <li>Month of admission</li> <li>Socio economic deprivation quintile (using Carstairs)</li> <li>Primary diagnosis based on the clinical classification system</li> <li>Diagnosis sub-group</li> <li>Co-morbidities based on Charlson score</li> <li>Palliative care</li> <li>Year of discharge</li> </ul>
Exclusions	<ul style="list-style-type: none"> <li>Specialist, community, mental health and independent sector hospitals</li> <li>Stillbirths</li> <li>Day cases, regular day and night attenders</li> </ul>	Excludes day cases and regular attendees
Whose data is being compared and how much data is used for comparison e.g. all Trusts or certain proportion etc.	<p>All England non-specialist acute Trusts except mental health, community and independent sector hospitals.</p> <p>Data attributed to Trust in which patient died or was discharged from</p>	All England provider Trusts via SUS Data attributed to all Trusts within a “super-spell” of activity that ends in death

## BOARD OF DIRECTORS

<b>Agenda Item</b>	<b>8</b>	Date of Meeting: 06/07/2020
<b>Report Title</b>	Quality, Safety and Patient Experience Report - May 2020	
<b>Executive Lead</b>	Murray Luckas, Medical Director and Julie Tunney, Director of Nursing and Quality	
<b>Lead Officer</b>	Sheila Kasaven, Associate Director of Quality Governance	
<b>Action Required</b>	To approve	

<input checked="" type="checkbox"/>	<b>Acceptable assurance</b> General confidence in delivery of existing mechanisms / objectives	<input type="checkbox"/>	<b>Partial assurance</b> Some confidence in delivery of existing mechanisms / objectives	<input type="checkbox"/>	<b>No assurance</b> No confidence in delivery
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### Key Messages of this Report (2/3 headlines only)

- There is a significant decrease in incident reporting across the Trust, this is an expected variation due to the COVID-19 pandemic which has seen a reduced bed base and reduced activity.
- The Trust is reported, for the third month, as being above the regional rate per 1000 bed days for falls this is due to the reduced bed occupancy and increase in falls reporting during the COVID-19 pandemic.
- Complaint response times are not meeting the set target and a recovery plan is now in place to ensure that this is rectified and sustained.
- COVID-19 reportable probable and definite cases are included for the first time in the report following agreed definitions by NHSE/I.

### Impact (is there an impact arising from the report on the following?)

<ul style="list-style-type: none"> <li>• Quality <input checked="" type="checkbox"/></li> <li>• Finance <input type="checkbox"/></li> <li>• Workforce <input type="checkbox"/></li> <li>• Equality <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>• Risk <input checked="" type="checkbox"/></li> <li>• Compliance <input checked="" type="checkbox"/></li> <li>• Legal <input checked="" type="checkbox"/></li> </ul>
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### Equality Impact Assessment (must accompany the following submissions)

<ul style="list-style-type: none"> <li>• Strategy <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>• Policy <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>• Service Change <input type="checkbox"/></li> </ul>
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### Strategic Objective(s) (indication of which objective/s the report aligns to)

<ul style="list-style-type: none"> <li>• Manage the impact of covid and ensure safe recovery <input checked="" type="checkbox"/></li> <li>• Deliver outstanding care and patient experience <input checked="" type="checkbox"/> Deliver the most effective care to achieve best possible outcomes</li> <li>• Ensure MCHFT is the best place to work <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>• Provide safe and sustainable healthcare through our estate, infrastructure and planning <input type="checkbox"/></li> <li>• Provide strong system leadership by working together <input checked="" type="checkbox"/></li> <li>• Be well governed and clinically led <input checked="" type="checkbox"/></li> </ul>
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### Governance (is the report a...?)



<ul style="list-style-type: none"> <li>• Statutory requirement <input checked="" type="checkbox"/></li> <li>• Annual Business Plan Priority <input type="checkbox"/></li> <li>• Strategic/BAF Risk <input checked="" type="checkbox"/></li> <li>• Service Change <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>• Other <input type="checkbox"/></li> </ul> <p><i>rationale for Board submission required:</i></p>
--	---

**Next Steps** (*actions following agreement by Board/Committee of recommendation/s*)

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## REPORT DEVELOPMENT

Committee/ Group Name	Date	Report Title	Lead	Brief summary of key issues raised and actions agreed
N/A				

## Introduction

1. The purpose of this paper is to provide assurance to the Board of Directors on the quality, safety and patient experience outcomes for the organisation. This paper provides the reported data for incidents, serious incidents, mortality, harm metrics, and patient experience data for May 2020. Where there is variation against benchmarking rates with the data presented, recovery actions are noted.

## Background and Analysis

2. In its Strategic objectives, Mid Cheshire Hospitals Trust (MCHT) makes it clear that it is committed to 'Delivering outstanding clinical quality, safety & experience'. An important part of delivering this is by both ensuring that patient safety is a priority and that the Trust is doing its reasonable best to prevent injury, ill-health and harm to patients.
3. This paper is designed to provide assurance to the Board of Directors that patient safety incidents and patient experience metrics are reviewed, managed appropriately and contextualized within the Trust.
4. Appendix 1 provides the May 2020 Trust wide dashboard containing:
  - Patient safety incidents – there had been a decrease in incident reporting which is a consequence of the COVID-19 pandemic response which has resulted in the Trust seeing a reduction in the numbers of patients treated in the organisation. This has occurred across both the acute and community services. From May 202 this is now starting to increase with no variation in patient harm percentages.
  - There were 2 StEIS reportable incidents in May 2020
    - **Delay in Treatment**  
There were missed opportunities to escalate a deteriorating patient who sadly died.
    - **Pressure Ulcers – Category 4**  
There have been a number of category 4 pressure ulcers within a team in CCICP; a cluster RCA review is being undertaken.
  - There were no never events in May 2020; the last reported never event was in November 2019.
  - The Trust remains consistently above the VTE target rate of 95%.
  - For mortality rates the Trust remains within the 'as expected' range. Within crude mortality rates there is a seasonal spike in December 2019.
  - There have been no MRSA cases reported for over 12 months.
  - There were no cases of Clostridium Difficile reported, the Trust remains under the regional rate.
  - There was 1 cases of E-Coli reported, following a comprehensive investigation it was noted as unavoidable.
  - There were no cases of MSSA.

- There was a peak of COVID-19 probable and definite cases in April 2020. All cases have a post incident review and are presented at the weekly COVID-19 review panel which meets weekly to review all HAIs to define the route cause, actions required and trustwide lessons learnt.
- Inpatient pressure ulcers continue to show no significant variation and are within control limits.
- The number of category 4 pressure ulcers in CCICP has increased, and an in depth investigation is being undertaken, of the 7 reported in the last six months 4 had lapses in care.
- Falls rates have increased above the regional rate; however this is due to the reduction of the bed base which has affected the tolerance per 1000 bed days within the Trust during COVID-19 pandemic.
- Due to several reconfigurations of wards the staffing fill rate numbers are not reflective of the original ward establishments, and staffing requirements have been flexed to meet the needs of new wards during COVID-19 pandemic. NHSE unify staffing submissions have been recommenced this month following a short period of suspension.
- Complaints have been suspended as per NHS- England guidance since the start of the COVID-19 pandemic, there has been a deterioration of response times as expected. An improvement plan has been agreed to ensure families and complainants receive a quality comprehensive response in agreed timeframes. The Trust has now recommenced all complaint responses, and the compliance against the KPIs is expected to increase gradually over the next few months following the introduction of new processes and leadership.

## Conclusions

5. The quality, safety and patient experience dashboard demonstrates the Trust is monitoring and reviewing patient outcomes, and striving to understand where any variations are to improve patient care and service delivery. The recent data from March through to May 2020 needs to be read with caution in light of the COVID-19 pandemic and the significant changes the hospital and community have had to put in place to enable an emergency response to the national crisis to ensure that the safety for staff, patients and visitors remained paramount.

## Recommendations

6. To agree that the actions set against any variations in totality, provide assurance that actual and latent risks related to patient safety and risks have been appropriately identified and mitigated.

**Author: Associate Director of Quality Governance**

**Date: 25/06/2020**

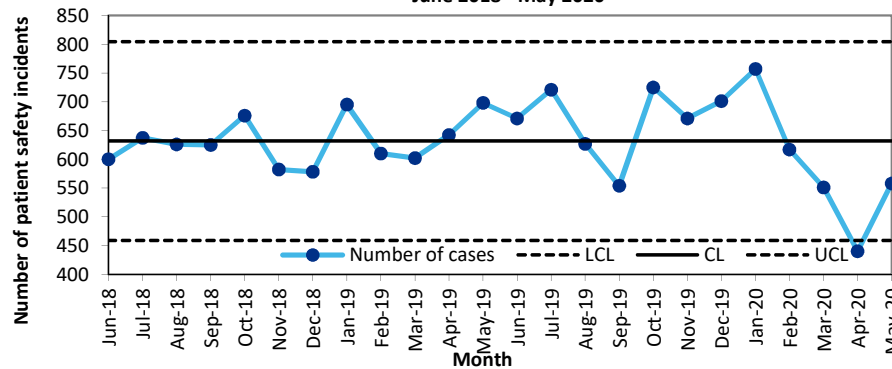
## Board Papers - Quality, Safety & Experience

### Acute Hospital Patient Safety Incidents

X-SPC Chart

Acute Hospital Patient Safety Incidents  
June 2018 - May 2020

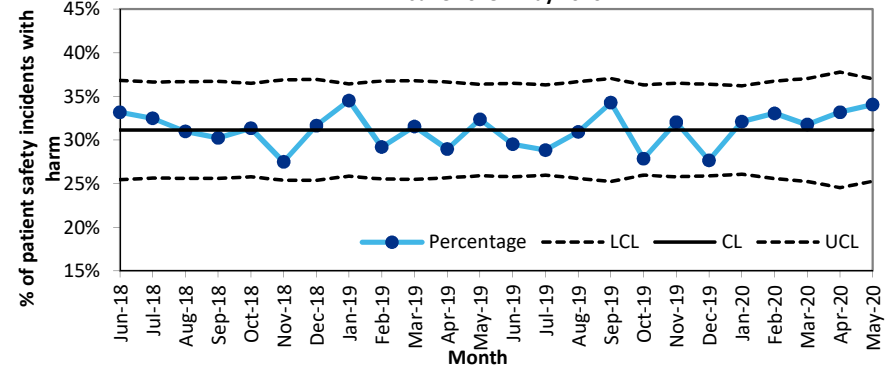
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P-SPC Chart

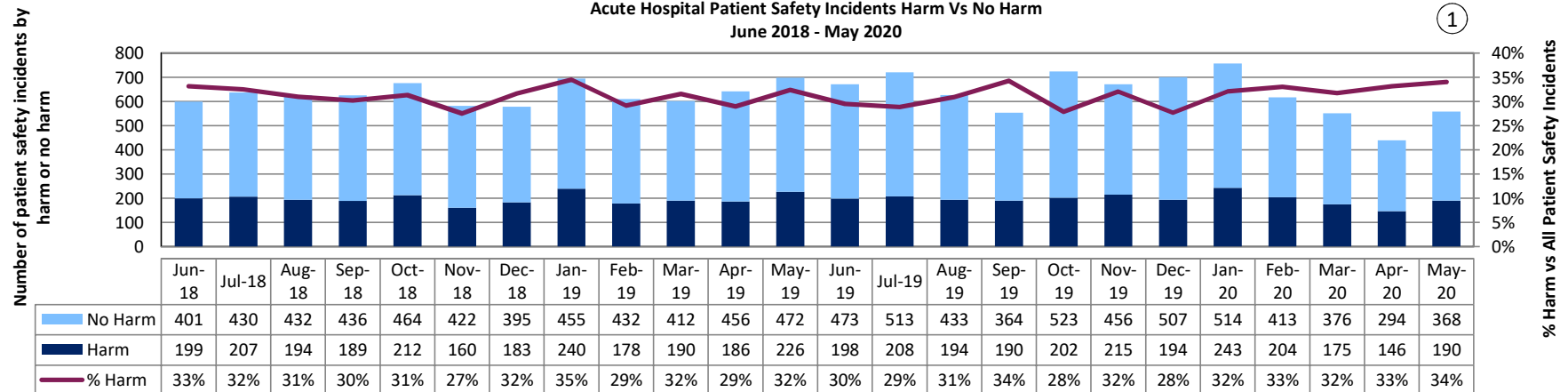
% of Acute Hospital Patient Safety Incidents Resulting in Harm  
June 2018 - May 2020

①



Acute Hospital Patient Safety Incidents Harm Vs No Harm  
June 2018 - May 2020

①



**Accountable:** Murray Luckas

**Data Owner:** Quality Governance

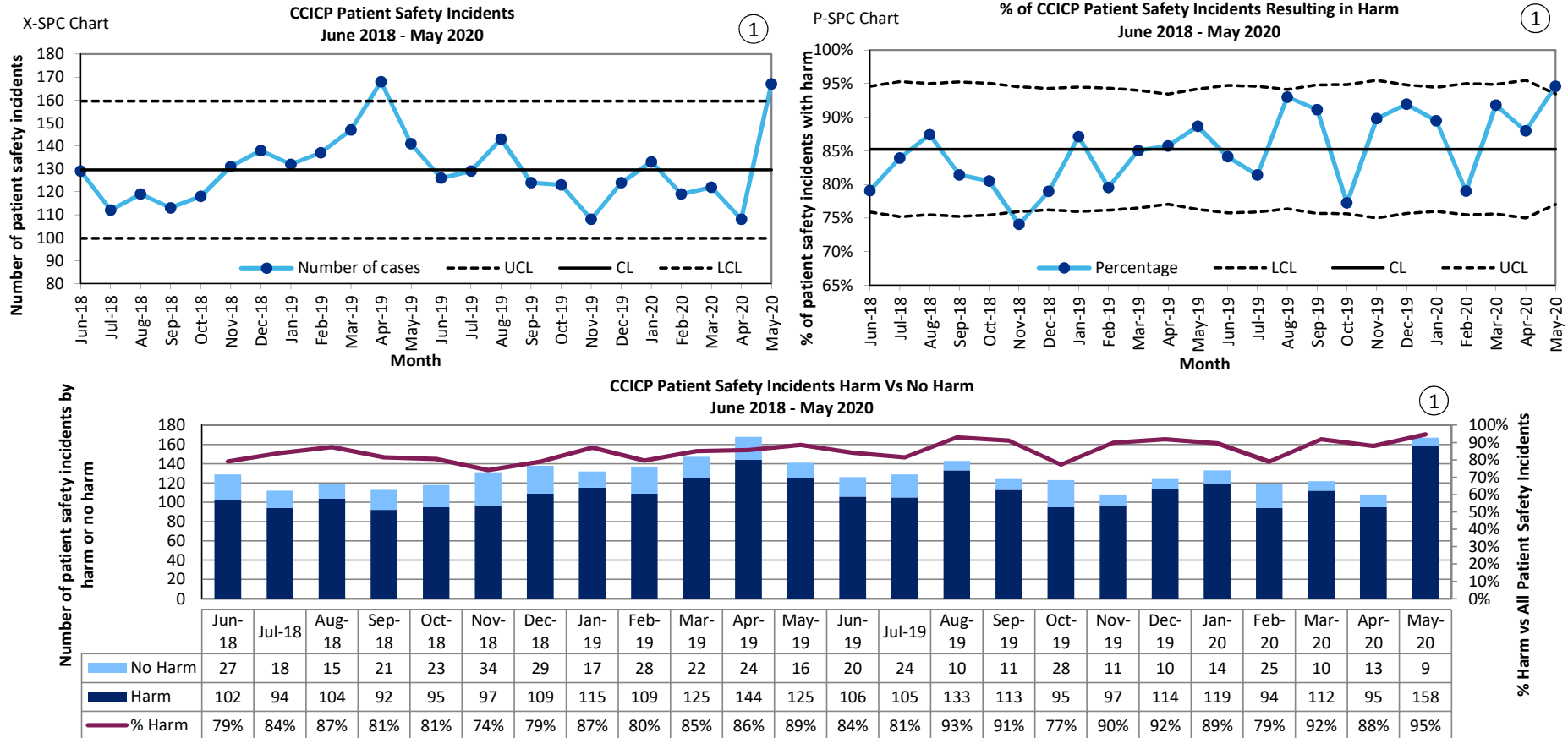
To note: P-SPC charts adjust the control limits to take into account each month's denominator.

**Key Narrative:** During May 2020 there were 558 patient safety incidents, of these 190 resulted in harm accounting for 34% of the total incidents which remains within control limits. The Trust has had a reduced bed base during the Covid-19 pandemic which showed a variance in incident reporting, this is now increasing in May 2020.

Low Harm 188, Moderate Harm 2, Serious Incident 0

## Board Papers - Quality, Safety & Experience

### Central Cheshire Integrated Care Partnership (CCICP) Patient Safety Incidents



**Accountable:** Murray Luckas

**Data Owner:** Quality Governance

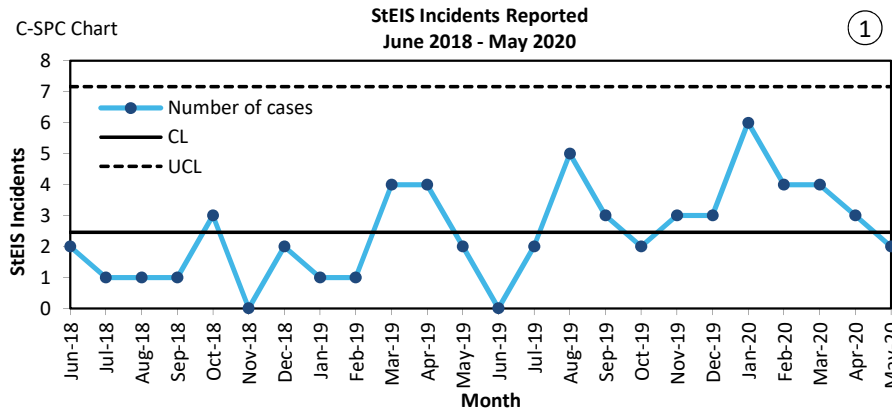
To note: P-SPC charts adjust the control limits to take into account each month's denominator.

**Key Narrative:** During May 2020 there were 167 patient safety incidents reported, 158 resulted in harm accounting for 95% of incidents. The harm incidents are predominantly low harm skin damage that require reporting. Incident reporting has increased following the introduction of training that CCICP Quality Governance Managers have put in place across teams.

Low Harm 115, Moderate Harm 3, Serious Incident 0

## Board Papers - Quality, Safety & Experience

### StEIS Incidents - Trust Total



**Accountable:** Murray Luckas

**Data Owner:** Quality Governance

#### Key Narrative:

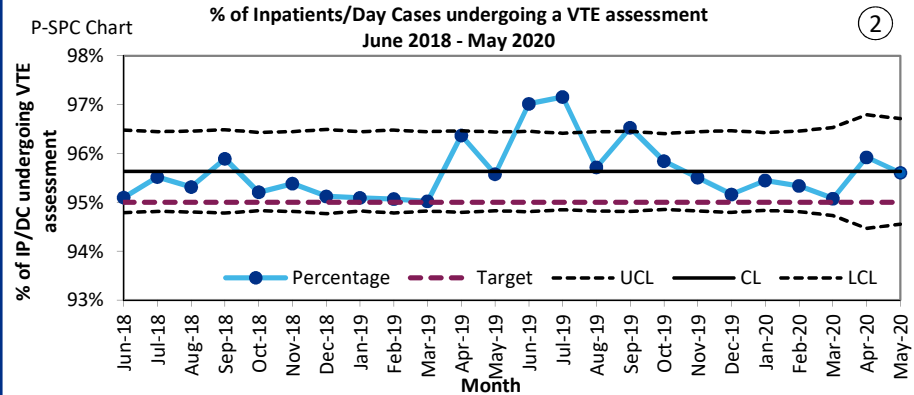
#### Delay in treatment

There were missed opportunities to escalate a deteriorating patient who sadly died.

#### Pressure Ulcers – Category 4

There have been a number of category 4 pressure ulcers within a team in CCICP, a cluster RCA review is being undertaken.

### VTE

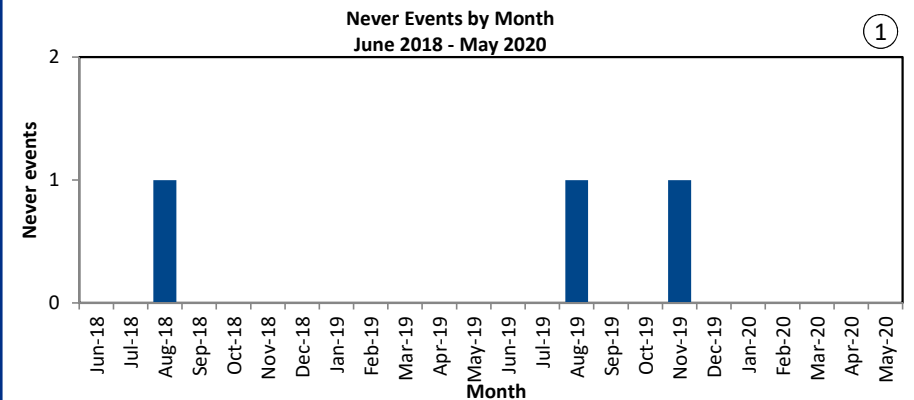


**Accountable:** Murray Luckas **Data Owner:** Information Services

**Key Narrative:** Compliance remains within target.

To note: P-SPC charts adjust the control limits to take into account each month's denominator.

### Never Events - Trust Total



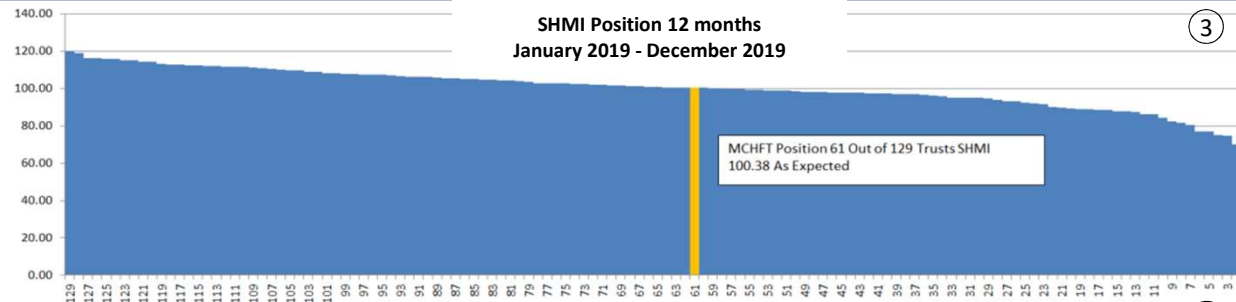
**Accountable:** Murray Luckas

**Data Owner:** Quality Governance

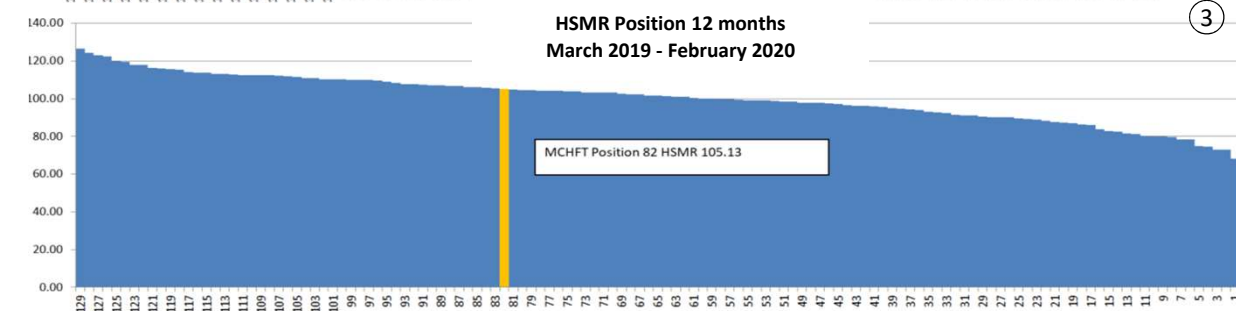
**Key Narrative:** There have been 0 never events in the last 6 months

## Board Papers - Quality, Safety & Experience

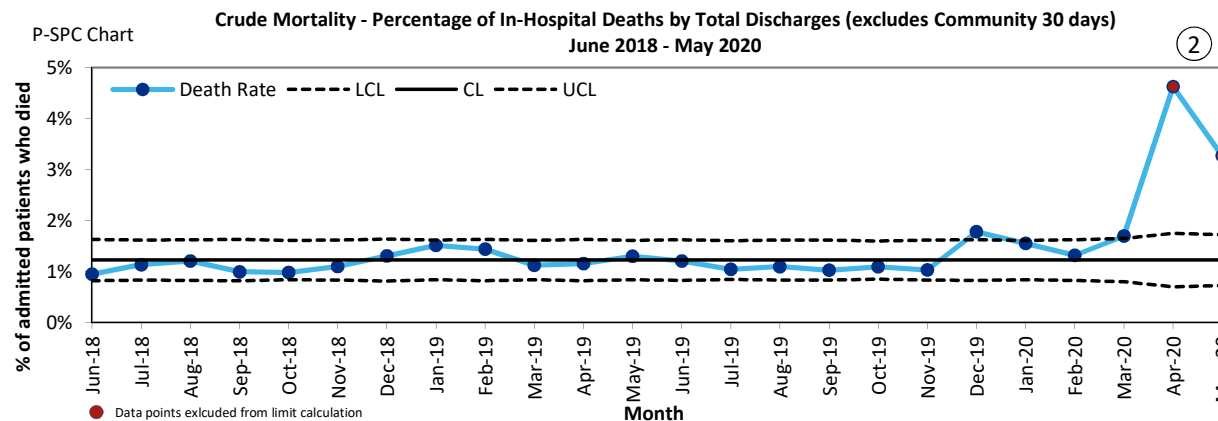
### Mortality



**Key Narrative:** MCHFT SHMI has shown a slight improvement from the December 2018 - November 2019 position, moving from 100.84 to 100.38 and rank 62 to 61 out of 129 submitting Trusts (although is still in the 'as expected' range). Please note that the number of submitting Trusts has dropped from 134 to 129 due to Trust mergers that is now reflected in the data.



**Key Narrative:** January 2019 to December 2019 represents a slight deterioration in the base HSMR for the Trust from the December 2018 to November 2019 position. The latest data from HED (rebased to February 2019) suggests a continuation in this deteriorating HSMR and ranking. Please note that HED processed 2 periods together hence the jump to March 2018 - February 2019 period.



**Key Narrative:** Crude mortality has remained largely consistent over the time period with the exception of March-May 2020 where it has increased and shows special cause variation on the chart. This period represents the beginning of the Coronavirus pandemic which has resulted in a reduced number of inpatients within the Trust overall but an increase in the severity of illness and resultant mortality amongst the inpatient cohort.

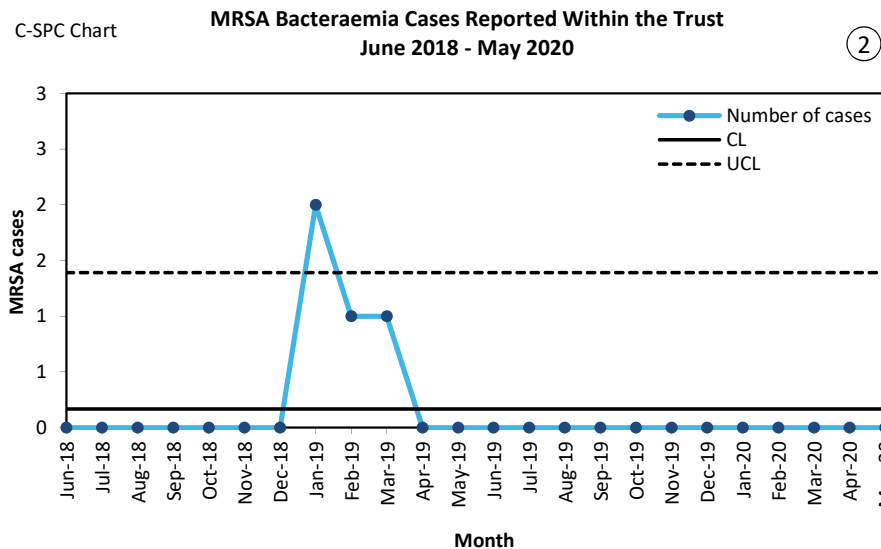
**Accountable:** Murray Luckas

**Data Owner:** Quality Governance

*To note: P-SPC charts adjust the control limits to take into account each month's denominator.*

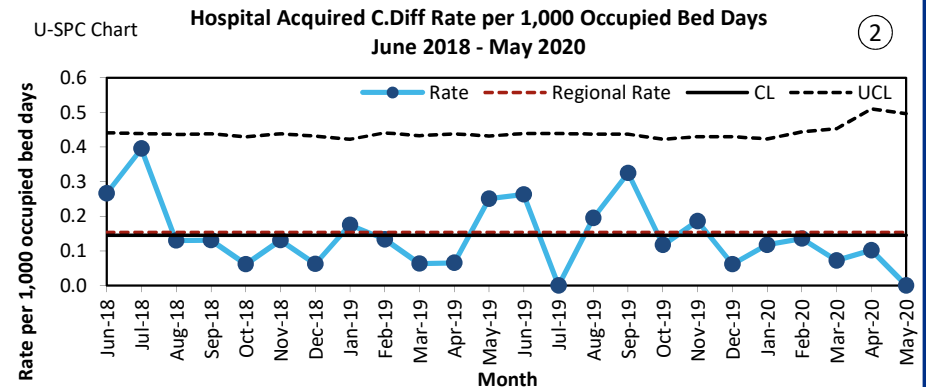
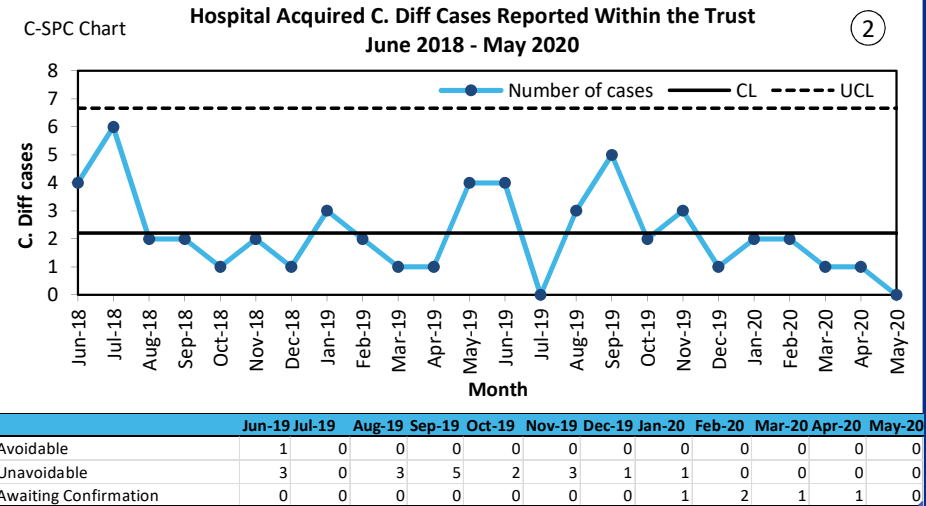
## Board Papers - Quality, Safety & Experience - Infection Control

### MRSA



**Accountable:** Julie Tunney      **Data Owner:** Infection Prevention Control Team  
**Key Narrative:** There have been no cases of MRSA since March 2019.

### C. Diff Positive Cases



**Accountable:** Julie Tunney      **Data Owner:** Infection Prevention Control Team  
**Key Narrative:** There have been no cases of C. Diff in May 2020.

To note: P-SPC charts adjust the control limits to take into account each month's denominator.



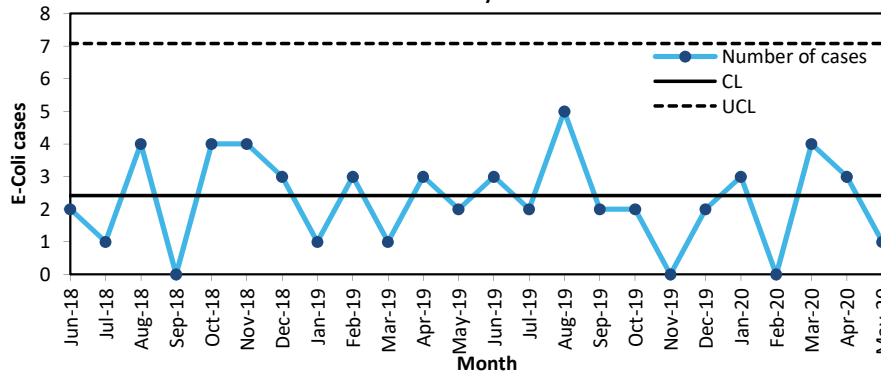
## Board Papers - Quality, Safety & Experience - Infection Control

### E-Coli Cases

C-SPC Chart

E-Coli Cases Reported Within the Trust  
June 2018 - May 2020

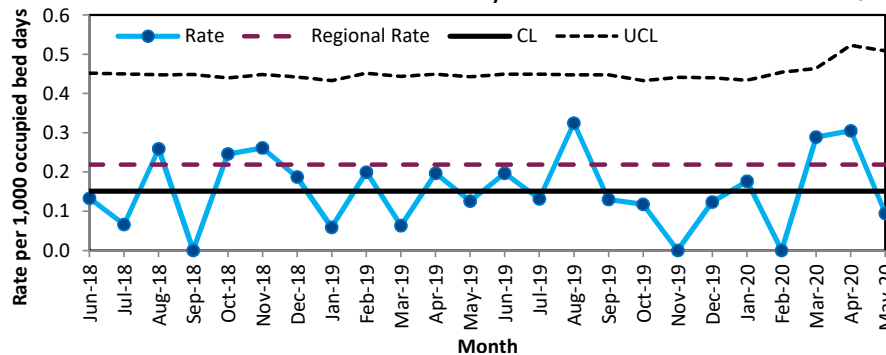
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U-SPC Chart

E. Coli Rate per 1,000 Occupied Bed Days  
June 2018 - May 2020

②



**Accountable:** Julie Tunney

**Data Owner:** Infection Prevention Control Team

**Key Narrative:** There was one case of E. Coli bacteraemia in May 2020, following investigation this was unavoidable. Following a data review there has been a multi-faceted approach including roll out of Catheter Passport and Skip the Dip project using consistent templates, encouraging patient hydration, and an ongoing commitment to antimicrobial prescribing.

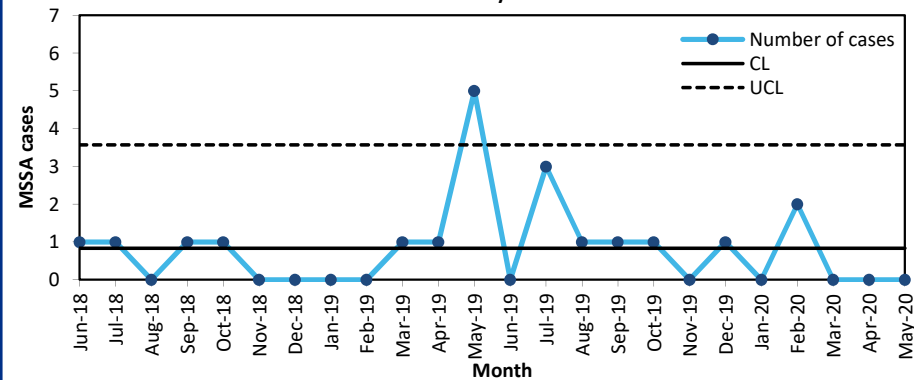
*To note: U-SPC charts adjust the control limits to take into account each month's denominator.*

### MSSA

C-SPC Chart

MSSA Cases Reported Within the Trust  
June 2018 - May 2020

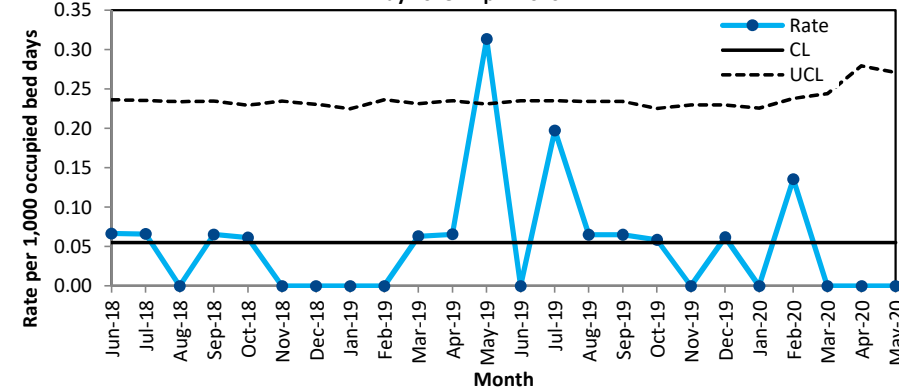
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U-SPC Chart

MSSA Rate per 1,000 Occupied Bed Days  
May 2018 - April 2020

②



**Accountable:** Julie Tunney

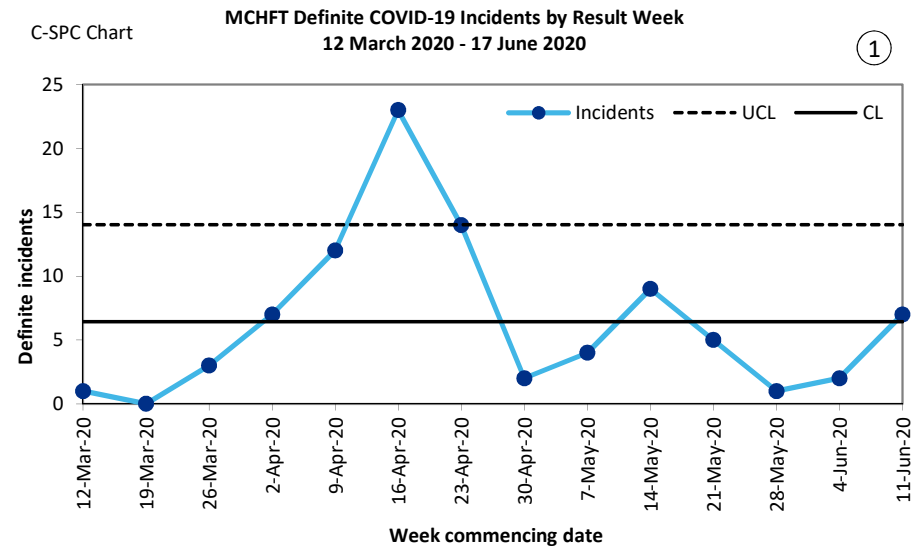
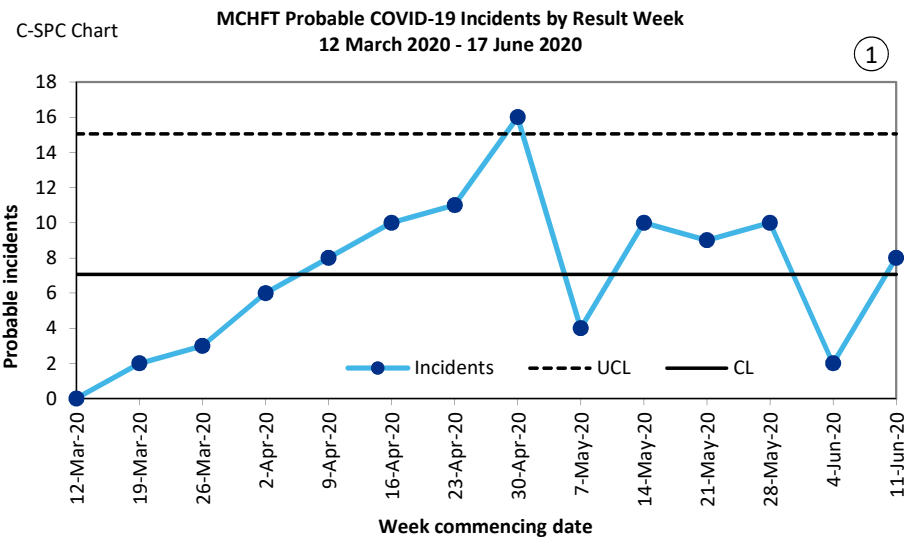
**Data Owner:** Infection Prevention Control Team

**Key Narrative:** There have been no cases of MSSA in May 2020.

*To note: U-SPC charts adjust the control limits to take into account each month's denominator.*

## Board Papers - Performance

### COVID-19 Healthcare Acquired Infections



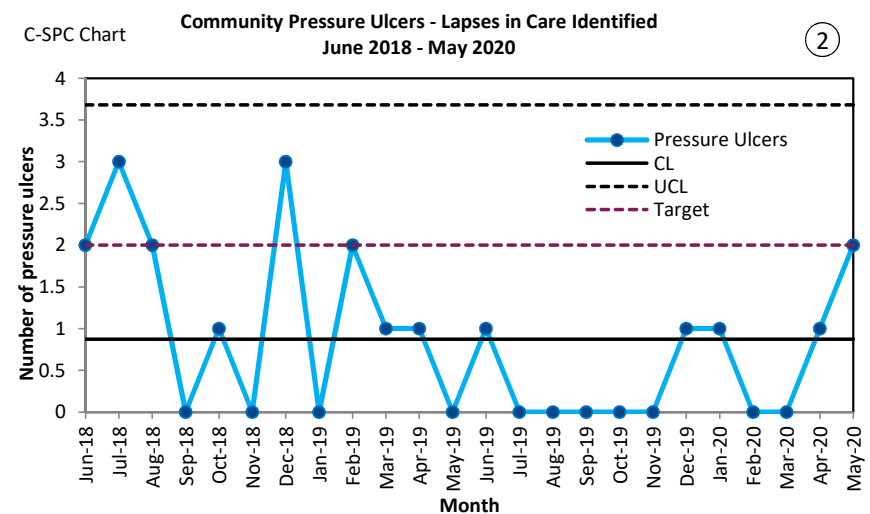
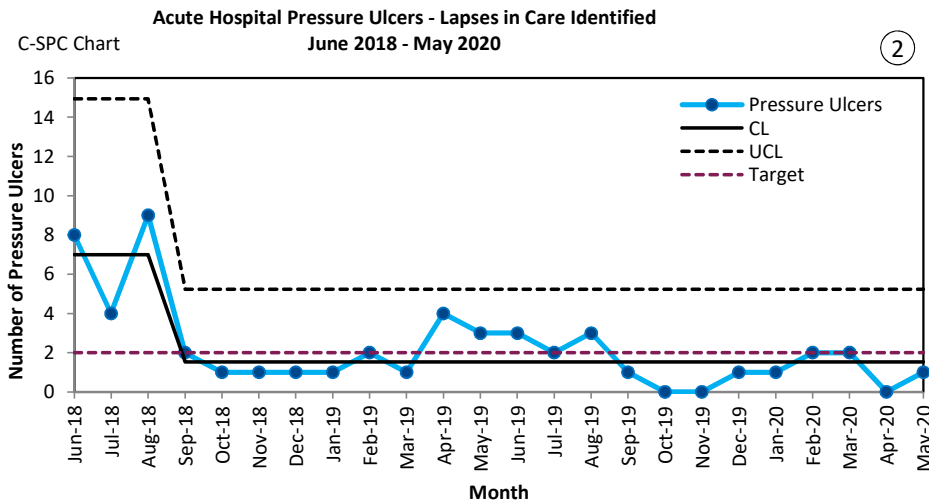
**Key Narrative:** The definition for probable and definite Covid-19 healthcare acquired infections (HAIs) was published by NHSE/I in May 2020. The Trust has been able to identify its position for Covid 19 HAIs from week commencing 12 March 2020 and has been compliant with national reporting since week commencing 21 May 2020. The Trust has introduced a Covid 19 HAI panel from week commencing 15 June 2020 which meets weekly to review all HAIs to define the route cause, actions required and trustwide lessons learnt.

**Accountable:** Julie Tunney

**Data Owner:** Information Services

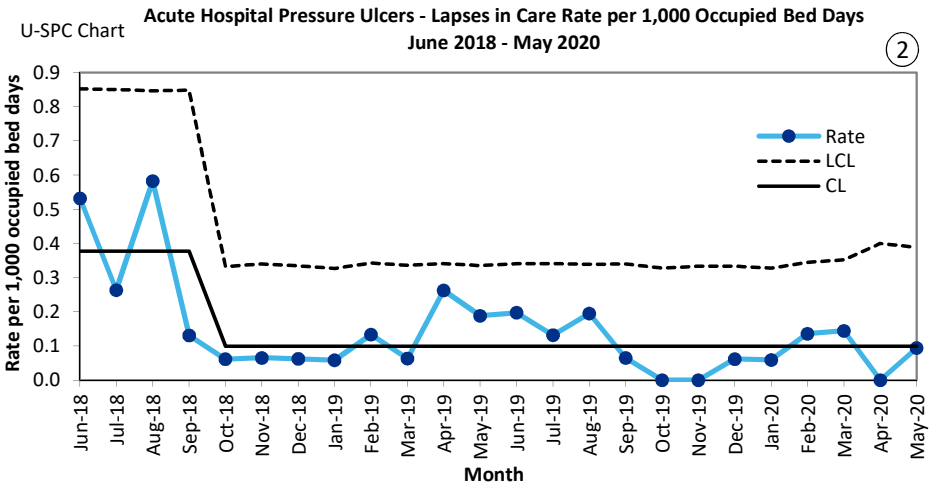
## Board Papers - Quality, Safety & Experience

### Acute Hospital Pressure Ulcers



Accountable: Julie Tunney

Data Owner: Nursing Quality Team



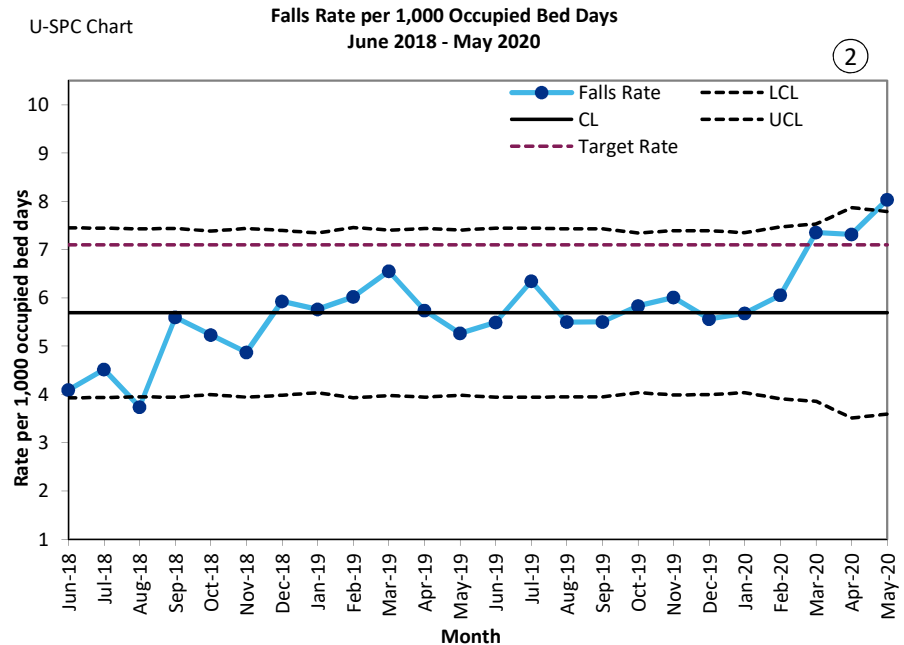
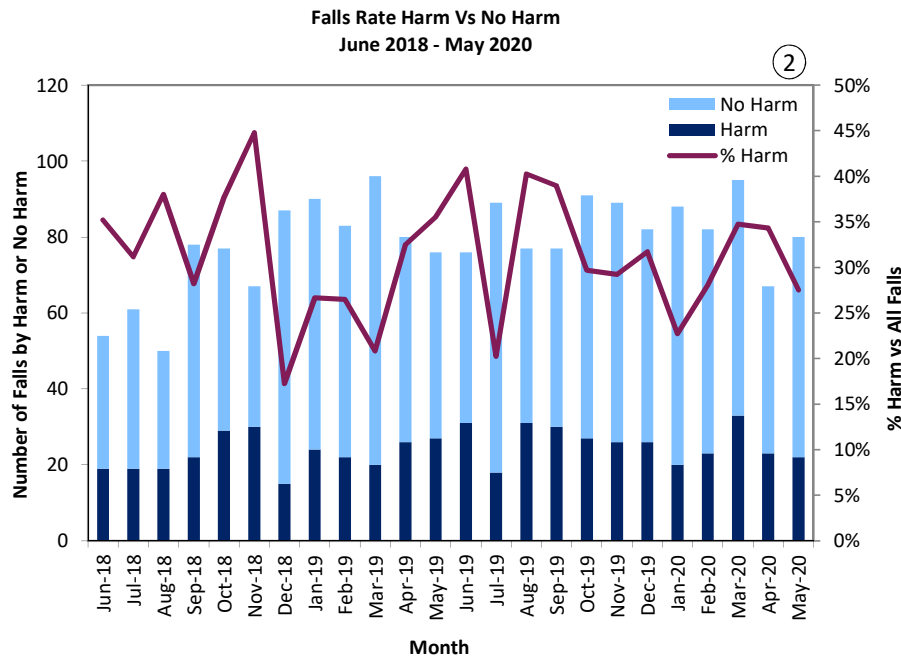
To note: U-SPC charts adjust the control limits to take into account each month's denominator.

**Key Narrative:** All within control limits. There is an indepth RCA into a cluster of pressure ulcers in the community where there have been 7 reported category 4 pressure ulcers and of these 4 had lapses in care. Actions taken:

- Full caseload review of caseloads.
- Quality Visit to be undertaken for both teams in SMASH in 4 weeks with
- Repeat of caseload review in 6 weeks' time.
- Weekly Safety teams meeting with each team leader
- CCICP safety summit around lessons learned from all of our category 3 and 4 pressure damage.

## Board Papers - Quality, Safety & Experience

### Falls



**Key Narrative:** The Trust falls rate has exceeded the target for the past 3 months, this is due to a reduction of occupied bed days by a third and an increase in patients either admitted with COVID- 19 or patients with complex medical conditions . The predominant areas for falls are the rehabilitation wards – further work is being done by the division to review learning.

It is important to note that there is no increase in harm as shown in the graph above. All falls are scrutinised at the falls panel and the falls policy has been updated and relaunched, with an enhanced falls risk assessment.

*To note: U-SPC charts adjust the control limits to take into account each month's denominator.*

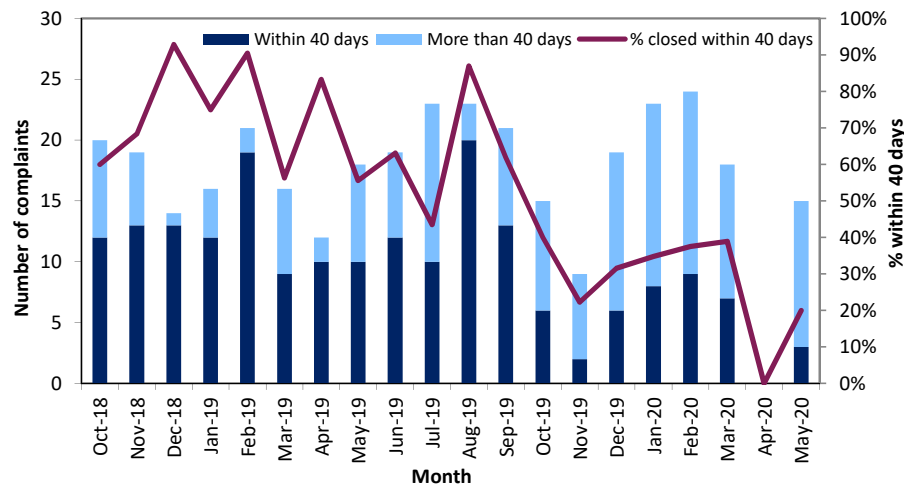
**Accountable:** Julie Tunney

**Data Owner:** Nursing Quality Team

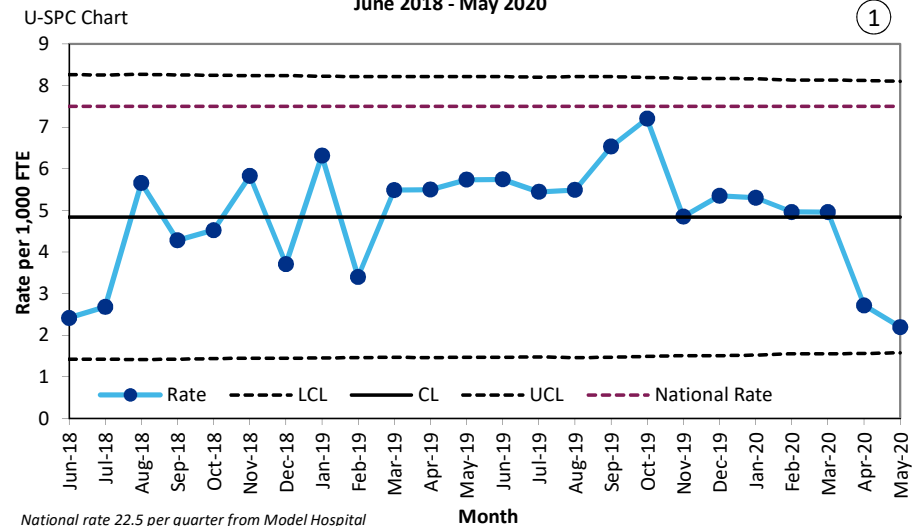
## Board Papers - Quality, Safety & Experience

### Written Complaints

Number of Complaints Included Within Criteria\* Closed Within 40 Days  
October 2018 - May 2020



Number of Written Complaints Received in Month per 1,000 FTE Staff  
June 2018 - May 2020



**Key Narrative:** One of the national key performance indicators for managing complaints is to have a response completed and closed within 40 days. Complaints have been suspended as per NHS- England guidance since the start of the COVID-19 pandemic, there has been a deterioration of response times as predicted. The trust position had been improving up to August 2019, however this has not been sustainable with changes in the team and delays in the process. An improvement plan has been agreed to ensure complainants receive a quality comprehensive response in agreed timeframes. The Trust has now recommenced all complaint responses, and the compliance against the KPIs is expected to increase gradually over the next few months following the introduction of new processes and leadership.

The second graph displays the Model Hospital benchmark for acute hospitals on complaints against a rate of per 1,000 WTE staff. The most recent Model Hospital data published in December 2019 reported the Trust in the top quartile which gives some assurance that there is not a concern about quality of care. (lower the rate, the better the care).

In April 2020 and May 2020 there is an expected reduction in complaints during the covid-19 pandemic.

**Accountable:** Julie Tunney

**Data Owner:** Customer Care Team

*\*exclusion criteria includes, for example: complaints linked to an investigation, multi-agency and cross-divisional and complaints, withdrawn complaints, complaints put on hold during the COVID-19 period.*

## Board Papers - Quality, Safety & Experience

### Safer Staffing Divisional Analysis

①

Ward Name	Day				Night				Day		Night	
	Qualified		Unqualified		Qualified		Unqualified		Qualified	Unqualified	Qualified	Unqualified
	Planned	Actual	Planned	Actual	Planned	Actual	Planned	Actual	Fill Rate	Fill Rate	Fill Rate	Fill Rate
MCHFT	49947.2	42207.05	43680.5	32750.6	37739.45	31153.4	31819	23788.55	85.29%	79.06%	84.62%	81.07%
Acute Medical Unit	2007.7	1849.7	2223.25	2138.5	1933.5	1821.5	1548	1500	92.1%	96.2%	94.2%	96.9%
Child & Adolescent Unit	3050.5	2430.25	1510	1323	2173.5	2093	755.75	725.75	79.7%	87.6%	96.3%	96.0%
Critical Care - Pod 1	4122.5	3845.5	673.5	625.5	3888	3702.5	0	0	93.3%	92.9%	95.2%	-
Critical Care - Pod 2	4179	2108	4453.5	349.5	4092	1396.5	4464	667	50.4%	7.8%	34.1%	14.9%
Elmhurst	1101.5	825.5	2826	2141	768	756	2160	1656	74.9%	75.8%	98.4%	76.7%
South Cheshire Surveillance	2275.5	1924.3	3000.75	2441.75	1584	1256.5	2302	1847.2	84.6%	81.4%	79.3%	80.2%
Midwifery Led Unit	742.7	738	0	0	744	733.7	0	0	99.4%	-	98.6%	-
NICU Ward 22	1675.8	1618.3	767.9	576.4	1343.75	1348.75	333.25	301	96.6%	75.1%	100.4%	90.3%
Ward 1 Coronary Care	2021	1332.5	1197.5	729.5	1500	1177.7	756	396	65.9%	60.9%	78.5%	52.4%
Ward 1 Gastroenterology	1481	1272	1518	1022	1116	623.5	1172	836	85.9%	67.3%	55.9%	71.3%
Ward 10 Ortho Trauma	2268	1840	2938	2086	1128	864.5	1872	1332.5	81.1%	71.0%	76.6%	71.2%
Ward 11 Surveillance	2270.5	2043	2109.5	1673	1296	1139	1644	1356	90.0%	79.3%	87.9%	82.5%
Ward 12 Medical	2574.7	2204.9	2034.5	1692	1656	1223	1640.5	1304.5	85.6%	83.2%	73.9%	79.5%
Ward 15 Medical	2100	2051.5	1734	1602	1152	1128	1332	1284	97.7%	92.4%	97.9%	96.4%
Ward 18 SAU	1312	920.25	905	728	852	684	780	696	70.1%	80.4%	80.3%	89.2%
Ward 18 Surgical Speciality	1246	1018	978	768	756	480	432	363.75	81.7%	78.5%	63.5%	84.2%
Ward 21b Rehabilitation	1213	1172.75	2441	2289	804	756.5	1248	1235	96.7%	93.8%	94.1%	99.0%
Ward 26 Labour	2886.8	2712.1	741.6	734.45	2589.7	2519.75	744	712.1	93.9%	99.0%	97.3%	95.7%
Ward 3 Covid	2089	1891	2119.5	1766	1643	1320	1656	1505.75	90.5%	83.3%	80.3%	90.9%
Ward 4 Elderly	1929	1826.5	2031.5	1865	1236	1103	1632	1590	94.7%	91.8%	89.2%	97.4%
Ward 5 Covid	2203.5	2203	2269	1891.5	1764	1762.5	1596	1368	100.0%	83.4%	99.9%	85.7%
Ward 6 Rehab	2038	1829.5	2173	1943	1644	1416.5	1399.5	1317	89.8%	89.4%	86.2%	94.1%
Ward 7 Covid	2003.5	1865	1853.5	1708.5	1308	1259	1572	1411	93.1%	92.2%	96.3%	89.8%
Ward 9 Surgery/Gynae	1156	685.5	1182	657	768	588	780	384	59.3%	55.6%	76.6%	49.2%

**Accountable:** Julie Tunney  
**Data Owner:** Information Services

## Board Papers - Quality, Safety & Experience

### Safer Staffing Divisional Analysis

#### Safe Staffing March, April, May 2020 Data

With the onset of Covid 19 in mid-March 2020 and the continued response during April 2020 and May 2020, the Trust reconfigured services and Wards in response to the need for new capacity in Critical Care areas and to manage patient flow by cohorting positive and surveillance patients. Due to the fluctuating number of patients and their acuity during April 2020 and May 2020 this position continually changed. Additionally, Wards changed their specialties to accommodate this new patient group and subsequently staffing demand templates increased in order to care for higher acuity patients. Initially, such staffing demand templates were modelled on respiratory wards staffing establishments. However, it became evident that a reduction in staffing was possible and fluctuated as acuity and occupancy dictated. Staffing was managed daily by the Senior Nursing teams and flexed in response to acuity and demand.

These continuous changes have impacted on the validity of the data from March 2020 through to May 2020 as many Wards have often moved and changed function several times in month. Staffing numbers have increased and have flexed in the Covid positive and surveillance areas to meet patient demand which has fluctuated both in terms of acuity and occupancy. Not all shifts have been required. However, demand templates were not reduced as this fluctuated on a daily bases, which is reflected in lower fill rates in some areas. Additionally, non-covid wards experienced a reduced occupancy due to lockdown, which facilitated a reduction in staffing requirements.

**Accountable:** Julie Tunney

**Data Owner:** Information



## BOARD OF DIRECTORS

<b>Agenda Item</b>	<b>10</b>	Date of Meeting: 06/07/2020
<b>Report Title</b>	COVID-19: Infection Prevention and Control Board Assurance Framework	
<b>Executive Lead</b>	Julie Tunney, Director of Nursing and Quality	
<b>Lead Officer</b>	Sheila Kasaven, Associate Director of Quality Governance	
<b>Action Required</b>	To note	

<input type="checkbox"/>	<b>Acceptable assurance</b> General confidence in delivery of existing mechanisms / objectives	X	<b>Partial assurance</b> Some confidence in delivery of existing mechanisms / objectives	<input type="checkbox"/>	<b>No assurance</b> No confidence in delivery
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### Key Messages of this Report (2/3 headlines only)

- MCHT has reviewed IPC control measures and mitigations as outlined in the IPC Board Assurance Framework (Appendix 1) and has highlighted that there are many areas of good practice and systems in place

### Impact (is there an impact arising from the report on the following?)

• Quality	✓	• Risk	✓
• Finance	<input type="checkbox"/>	• Compliance	✓
• Workforce	<input type="checkbox"/>	• Legal	✓
• Equality	<input type="checkbox"/>		

### Equality Impact Assessment (must accompany the following submissions)

- Strategy ☐ Policy ☐ Service Change ☐

### Strategic Objective(s) (indication of which objective/s the report aligns to)

• Manage the impact of covid and ensure safe recovery	✓	• Provide safe and sustainable healthcare through our estate, infrastructure and planning	✓
• Deliver outstanding care and patient experience Deliver the most effective care to achieve best possible outcomes	✓	• Provide strong system leadership by working together	✓
• Ensure MCHFT is the best place to work	<input type="checkbox"/>	• Be well governed and clinically led	<input type="checkbox"/>

### Governance (is the report a...?)

• Statutory requirement	✓	• Other	<input type="checkbox"/>
• Annual Business Plan Priority	<input type="checkbox"/>	rationale for Board submission required:	
• Strategic/BAF Risk	✓		
• Service Change	<input type="checkbox"/>		

### Next Steps (actions following agreement by Board/Committee of recommendation/s)

Six monthly reviews and presentation to Board



REPORT DEVELOPMENT

Committee/ Group Name	Date	Report Title	Lead	Brief summary of key issues raised and actions agreed
N/A				

## COVID-19 Infection Prevention and Control Board Assurance Framework

### Introduction

1. The purpose of this paper is to provide the Board of Directors with information and assurance of how well the Trust is performing against the Infection Prevention and Control Board Assurance Framework (IPCBAF NHS England, May 2020), which has been developed by NHSE/I. The framework is structured around the existing 10 quality standards set out in the Infection Prevention Control Code of Practice (2008) which links directly to Regulation 12 of the Health and Social Care Act (2008). The IPCBAF is largely specific to COVID 19 but also includes IPC practices in general.

### Background and Analysis

2. The national emergency response to the COVID 19 pandemic has produced vast amounts of information, guidance and control measures. These have had to be implemented rapidly to ensure the safety of patients, service users, casual workers, visitors and staff. This remains a continuous process due to emerging knowledge of the virus. Significant changes to the way teams work have to happen quickly and these are still being refined. We are now focusing on consistent application of practice across all areas.
3. The Trust responded to the pandemic by developing internal command structures to enable agile decision making and implementation.
4. In May 2020 the IPCBAF was released to Trusts as a self-assessment tool to provide information and assurance on IPC standards. The self-assessment against the 10 standards has produced a baseline review of the controls currently in place.
5. Appendix 1 provides the Trust wide IPCBAF:  
7 areas of the IPCBAF were self-assessed to have **“Significant Assurance”**:

IPCBAF Standard	
1	Systems are in place to manage and monitor the prevention and control of infection. These systems use risk assessments and consider the susceptibility of service users and risks posed by their environment and other service users.
2	Provide and maintain a clean and appropriate environment in managed premises that facilitates the prevention and control of infections.
4	Provide suitable accurate information on infections to service users, their visitors and any person concerned with providing further support or nursing/medical care in a timely fashion.
5	Ensure prompt identification of people who have or are at risk of developing an infection so that they receive timely and appropriate treatment to reduce the risk of transmitting infection to other people.

IPCBAF Standard	
7	Provide or secure adequate isolation facilities.
8	Secure adequate access to laboratory support as appropriate.

3 areas were considered to have “**Partial Assurance**”:

6.

IPCBAF Standard	
3	The use of antimicrobials to optimise patient outcomes and manage adverse effect.
6	Systems to ensure that all care workers (including contractors and volunteers) are aware of and discharge their responsibilities in the process of preventing and controlling infection.
10	Have a system in place to manage the occupational health needs and obligations of staff in relation to infection.

The IPCBAF will be monitored monthly with progress reported to Executive Infection Prevention & Control Group then to Quality Governance Committee quarterly; a further formal update will be presented to the Quality Committee and Board of Directors in November 2020.

7. A review of the IPCBAF has highlighted a number of successes including:

- Upskilling of clinical staff to enable flexibility in the workforce
- Full organisation environmental review to enable social distancing
- Implementation and review at pace of Standard Operating Procedures / policies, and procedures to ensure clear guidance is available (in line with national recommendations) and communicated.
- Full programme of training for PPE across multiple platforms (Trust Communications, intranet, facebook, twitter, floorwalkers, Be EquiPPeD campaign)
- Up to date training records for staff fit tested appropriately
- BAME Schwartz round listening event for staff completed
- Introduction of Donning and Doffing stations
- Trust communications daily to staff following Silver command with up to date national and local guidance – with video briefings from the Executive team and senior managers.
- Creation of color coded wards and flexing of wards to meet the needs of the patient population
- Significant staff support mechanisms including mental health first aiders, wobble rooms, food distribution and Occupational Health extended out of hours

## Conclusion

8. It is recognised that staff adapted quickly to the significant changes placed upon the Trust. The Trust is now moving forward with its recovery programme which will require continued vigilance and commitment to ensure appropriate assurance and controls remain strong.

Regular monitoring and reporting of progress against the 10 IPCBAF standards will continue as described.

9. The IPCBAF evidences the significant work undertaken in the Trust, demonstrating good processes and systems in place. The evidence in this framework gives acceptable assurance to the Board.

## **Recommendations**

10. The Board of Directors is asked to note the report and self-assessment and the level of assurance provided against the 10 quality standards. A progress report will be provided in November 2020.

**Author: Associate Director of Quality Governance**

**Date: 25/06/2020**

## Benchmark / Gap Analysis / Improvement Plan Template, Monitoring and Escalation

### *MCHFT Board Assurance Framework – IPC Covid 19 - 2020*



*‘Delivering Excellence in Healthcare through  
Innovation and Collaboration’*



## 1. Purpose of this document

The purpose of this paper is to provide the Board of Directors with information and assurance of how well the Trust is performing against the Infection Prevention and Control Board Assurance Framework ( IPC BAF NHS England, May 2020), which has been developed by NHSE/I. The framework is structured around the existing 10 quality standards set out in the Infection Prevention Control Code of Practice (2008) which links directly to Regulation 12 of the Health and Social Care Act (2008). The IPC BAF is largely specific to COVID 19 but also includes IPC practices in general.

## 2. Process for monitoring and escalation of benchmark / gap analysis / improvement plan

The **Initial “BRAG” Rating** will be rated as follows – showing our position against the required standard / measure etc.



Key:	<b>Universal Compliance</b>	<b>Compliant</b>	<b>Partially Compliant</b>	<b>Non – Compliant</b>
	<b>Adherence 100%</b>	<b>Adherence 90% - 99%</b>	<b>Adherence 80% - 89%</b>	<b>Adherence &lt; 79%</b>






The overall **Current Progress Rating** will be rated as follows, which shows our position against the improvement planned:

Current Progress Rating		
Colour	Narrative	Description
<b>B</b>	Blue “Complete/business as usual (BAU)”	Completed: Improvement / action delivered with sustainability assured.
<b>G (a or b)</b>	Green “On track”	Improvement on trajectory either: a) On track – not yet completed b) On track – not yet started
<b>A</b>	Amber “Problematic”	Delivery remains feasible, issues / risks require additional intervention to deliver the required improvement e.g. Milestones breached.
<b>R</b>	Red “Delayed”	Off track / trajectory – milestone / timescales breached. Recovery plan required.




## Introduction





In May 2020 the IPCBAF was released to Trusts as a self-assessment tool to provide information and assurance on IPC standards. The self-assessment against the 10 standards has produced a baseline review of the controls currently in place.




Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
<b>1. Systems are in place to manage and monitor the prevention and control of infection. These systems use risk assessments and consider the susceptibility of service users and any risks posed by their environment and other service users</b>							
<b>Systems and processes are in place to ensure:</b> <ul style="list-style-type: none"> <li>Infection risk is assessed at the front door and this is documented in patient notes</li> </ul>		None required	Zoe Harris  Belinda Dean	Complete		ED Governance	 ED Walk-in pathway 1.2 approved 09.06.
<ul style="list-style-type: none"> <li>Patients with possible or confirmed COVID-19 are not moved unless this is essential to their care or reduces the risk of transmission</li> </ul>		Ratification of patient flow policy by Silver Command	Emma McGuigan  Jackie Cox	July 2020		Silver Command	 MCHFT COVID-19 DRAFT Adult Patient  Patient Journey Data to be added to COVID dashboard


Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
		Post infection reviews are being undertaken on patients who are diagnosed as COVID-19 positive day 8 onwards of their inpatient stay.	Wendy Morris	June 2020		Daily Operational COVID Infection Control Group.  EIPCG	 Screen shot of COVID-19 Portal 11.1  COVID PIR Flowchart VL.pdf  COVID PIR documentation 04.06
<ul style="list-style-type: none"> <li>Compliance with the national guidance around discharge or transfer of COVID-19 positive patients</li> </ul>		None required	Emma McGuigan Jackie Cox	September 2020		Gold command	Local agreement with Care Homes for negative swab 48 hours pre-discharge.   Strategic care home conference call 08_06   Strategic care home conference call 27_05  This is being managed system wide across Cheshire for a full






Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							<p>partner response and will support discharge to care homes and packages of care</p>  <p>MCHFT COVID-19 DRAFT Adult Patient</p>  <p>Screen shot of COVID-19 Portal 11.0</p>
<ul style="list-style-type: none"> <li>Patients and staff are protected with PPE, as per the PHE national guidance</li> </ul>	(a) On track	None required	<p>Wendy Morris</p> <p>Sian Axon</p>	Ongoing for the duration of the COVID-19 pandemic	(a) On track	Gold command	<p>Clinical areas within the Trust are all provided with appropriate PPE for use by clinical staff and the inpatient population.</p>  <p>Blue PPE door poster picture.docx</p>




Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							 Green PPE door poster picture.docx   Amber PPE door poster picture.docx   Red PPE door poster picture.docx  Program of fit testing & Fit checking in place and available for all staff groups. Training records (live document on S drive) for FFP2 & 3 is maintained and updated.   Copy of Copy of FFP2 Fit Check and P



Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							 List for Fit Testing - Excel data.xlsx  Floor walkers to support / advise staff on use of PPE   Floor Walkers Rota May 2020.xlsx   Floor Walkers.doc  Creation of "Head of Nursing (HoN) Emergency Preparedness" post to provide advice and anticipate the Trust's clinical needs in relation to the COVID- 19 pandemic – Job

Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							<p>Description to follow.</p> <p>Procurement and HoN for Emergency Preparedness collaborating to source suitable PPE for use by staff in the clinical environment.</p> <p>Purchase of hoods to protect staff whose face does not fit available FFP3 face masks (COVID-19 overarching clinical risk assessment).</p> <p> COVID Clinical Decision Group minutes</p> <p>Crossroads events where a total of 450 members of staff attended awareness sessions. Signature sheets are available on</p>

Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							request.  PPE champions, floor walkers, communications support (daily comm's emails).   List for Fit Testing - Excel data.xlsx   Trust communications 12.01   COVID 19 Fit check guidance.docx
<ul style="list-style-type: none"> <li>National IPC guidance is regularly checked for updates and any changes are effectively communicated to</li> </ul>	(a) On track	None	Wendy Morris  Alexa Traynor	For period of COVID- 19 pandemic	(a) On track	Daily Operational COVID Infection Control Group	Discussed at the Infection Prevention Strategic and Operational meetings three times a week during which "new guidance" is an agenda




Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
staff in a timely way							<p>item, discussed and feedback is given to Silver Command.</p> <p> Covid -19 Risk Assessment v1105.0</p> <p> 5.3 Phase 3 Silver Workstream Leads.do</p> <p> 4) Agenda 15.06.2020 Covid Ta</p> <p>Updated guidance is communicated to Trust staff via daily staff briefings, Be Safe, be EquiPPed campaign, dedicated Coronavirus staff intranet page and staff video briefings. (<a href="https://mchft.sharepoint.com/sites/intranet/Pages/Coronavirus.aspx">https://mchft.sharepoint.com/sites/intranet/Pages/Coronavirus.aspx</a>),</p>


Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							<a href="https://web.microsoftstream.com/video/caa62c0a-eb5f-4ec0-8d3b-daacee1e0920">https://web.microsoftstream.com/video/caa62c0a-eb5f-4ec0-8d3b-daacee1e0920</a>  The delivery of educational sessions e.g. Crossroads training, visits by Divisional infection prevention champions to increase the means by which guidance is communicated to Trust staff   List for Fit Testing.xlsx   Floor Walkers Rota May 2020.xlsx   Floor Walkers.doc
• Changes to guidance are		None required	Chris Oliver	Duration of COVID-19	(a) On track	Gold Command	


Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
brought to the attention of boards and any risks and mitigating actions are highlighted	(a) On track		Julie Tunney	pandemic			 Covid -19 Risk Assessment v11 05.0
<ul style="list-style-type: none"> <li>Risks are reflected in risk registers and the Board Assurance Framework where appropriate</li> </ul>	(a) On track	The Board Assurance framework will be linked to the overarching risk for COVID-10. The overarching risk assessment is updated following silver command and has been presented to Gold command.	Sheila Kasaven	Review July 2020	(a) On track	Silver command	<p>The risk assessment is regularly updated and actions have been closed.</p>  Covid -19 Risk Assessment v11 05.0
<ul style="list-style-type: none"> <li>Robust IPC risk assessment processes and practices are in place for non COVID-19 infections and pathogens</li> </ul>	(a) On track	None required	Dr Rajendran Wendy Morris	Rolling programme	(a) On track	EIPCG	<p>Policies and procedures on the management of multidrug resistant organisms (MDRO's) are available to all Trust staff.</p> <p><a href="http://hinfra/trust-info/policies-guidelines-sops-and-pathways/quick-links/infection-control/">http://hinfra/trust-info/policies-guidelines-sops-and-pathways/quick-links/infection-control/</a></p>












Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							<p>IPC isolation policy advises on the isolation of patients with communicable diseases who require protective / source isolation</p> <p><a href="http://hinfra/easysiteweb/getresource.axd?assetid=1754&amp;type=0&amp;servicetype=1&amp;filename=/Isolation_Policy_V1.pdf">http://hinfra/easysiteweb/getresource.axd?assetid=1754&amp;type=0&amp;servicetype=1&amp;filename=/Isolation_Policy_V1.pdf</a></p> <p>Management of patients is clearly documented by the IPCT on ICNet.</p> <p></p> <p>Screen shot of ICNet webpage taken 04.06</p> <p>Estates and facilities work to maintain a safe and clean patient</p>





Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
		Chairs approval to extend the review date of the Cleaning policy. Currently awaiting updated guidance on the national standards for cleanliness which will inform the content of the policy.	Wendy Morris	April 2021		EIPCG	<p>environment.</p> <p> Ward 4 C4C cleaning audit score sheet Jun</p> <p> Ward 4 estates actions June 20.pdf</p> <p>Chairs approval to extend policy.</p> <p> Cleaning policy.pdf</p>
<b>2. Provide and maintain a clean and appropriate environment in managed premises that facilitates the prevention and control of infections</b>							

Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
<b>Systems and processes are in place to ensure:</b>  Appropriate staff skill mix to care for patients with or suspected COVID-19		None required	Ali Barnes  Helen Ashby	April 2020		Silver command	Creation of Trust bed base to reflect IPC Safety Standards consisting of Red, Amber, Green, Blue wards.  Staff COVID-19 risk assessment  COVID-19 risk assessment.doc  Launch of the Be Safe Be EquiPPed campaign including education and guidance on PPE usage.  Facemasks <a href="https://mchft.sharepoint.com/sites/intranet/Publishing/Images/Pages/Coronavirus/Face%20Masks%20-%20Do%27s%20and%20Don%27ts">https://mchft.sharepoint.com/sites/intranet/Publishing/Images/Pages/Coronavirus/Face%20Masks%20-%20Do%27s%20and%20Don%27ts</a>

Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							<a href="#">20Don%27ts.pdf</a>  <a href="https://web.microsoftstream.com/video/caa62c0a-eb5f-4ec0-8d3b-daacee1e0920">https://web.microsoftstream.com/video/caa62c0a-eb5f-4ec0-8d3b-daacee1e0920</a>  <a href="https://mchft.sharepoint.com/sites/intranet/PublishingImages/Pages/Coronavirus/Tips.pdf">https://mchft.sharepoint.com/sites/intranet/PublishingImages/Pages/Coronavirus/Tips.pdf</a>  Donning and doffing <a href="https://www.youtube.com/watch?v=kKz_vNGsNhc&amp;feature=youtu.be">https://www.youtube.com/watch?v=kKz_vNGsNhc&amp;feature=youtu.be</a>  <a href="https://www.youtube.com/watch?v=oUo5O1JmLH0">https://www.youtube.com/watch?v=oUo5O1JmLH0</a>   Risk assessment for resp conditions outsid  Undertaken acuity reviews





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							<p>Daily staff reviews</p> <p>7 day Matron late shift</p> <p>Senior Manager on Call Rota</p> <p>Escalation to daily Bronze Command.</p>
<ul style="list-style-type: none"> <li>Designated cleaning teams with appropriate training in required techniques and use of PPE, are assigned to COVID-19 isolation or cohort areas.</li> </ul>		<p>Designated teams re-allocated to areas with the appropriate skills in place.</p> <p>Fully trained response teams 24/7</p> <p>All domestic staff training on correct PPE requirements</p> <p>All domestic staff trained in appropriate SSOW for COVID 19 and Cohort Wards</p>	Amanda Cartmill	May 2020		EIPCG	<p> 1st april 20 - 30th april 20.pdf</p> <p> 1st mar 20 - 31st mar 20.pdf</p> <p> Refresher.pdf</p> <p> 20191224_medgar_3446_001.pdf</p>
<ul style="list-style-type: none"> <li>Decontamination and terminal decontamination of isolation rooms or cohort areas is</li> </ul>		No improvement required	Amanda Cartmill	May 2020		EIPCG	<p> SSOW X (N) 0001d COVID - 19 Confirme</p>






Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
carried out in line with PHE and other national guidance							 SSoW X (N) 0001e COVID - 19 Un-Confi   SSoW X (N) 0003 Mixing Tristel Fuse.xl
<ul style="list-style-type: none"> <li>Increased frequency of cleaning in areas that have higher environmental contamination rates as set out in the PHE and other national guidance</li> </ul>		<p>Additional Cleaning hours imputed to Covid 19 and cohort wards and additional High risk areas</p> <p>Review of All areas to ensure adequate cleaning in place including wards on reopening</p>	Amanda Cartmill	June 2020	A	EIPCG	 01 Infection Clean Data April 2020.xlsx   02 Infection Clean Data May 2020.xlsx   Patient Focus Report April 2020.xlsx
<ul style="list-style-type: none"> <li>linen from possible and confirmed COVID-19 patients is managed in line with PHE and other national guidance and the appropriate precautions are taken</li> </ul>		Be separated and placed into red alginate bags and swan tied at the neck.	Amanda Cartmill	May 2020		EIPCG	 Infected Linen (Coronavirus).msg   Patient Focus Report April 2020.xlsx  Trust waste induction training presentation




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							 Waste Trust Induction Training V4
<ul style="list-style-type: none"> <li>Single use items are used where possible and according to Single Use Policy</li> </ul>	(a) On track	No improvement required	Wendy Morris	April 2021	(a) On track	EIPCG	<p>The Trust "Decontamination Policy" (expiry date April 2022)</p>  Decontamination Policy.pdf <p>Infection Prevention and Control Cleaning policy (clinical areas) clarifies single use symbol.</p>  Cleaning Policy V3.pdf
<ul style="list-style-type: none"> <li>Reusable equipment is appropriately decontaminated in line with local and</li> </ul>		No improvement required	Karen Egan	N/A		EIPCG	 Decontamination Policy.pdf





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PHE and other national guidance							Reusable equipment has continued to be decontaminated in the usual way; in accordance with the Trust's decontamination policy (follows national guidance). This includes processing in the sterile services department and the endoscopy unit. No disposable items of equipment have been subjected to reprocessing e.g., facemasks/ventilator tubing.
<b>3. Ensure appropriate antimicrobial use to optimise patient outcomes and to reduce the risk of adverse events and antimicrobial resistance</b>							
<b>Systems and process are in place to ensure:</b>		No improvement required	Vicky Panagea	Fourth Wed of every		Antimicrobial Stewardship Group (ASG)	ASG meetings action points








Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
<ul style="list-style-type: none"> <li>Arrangements around antimicrobial stewardship are maintained</li> </ul>				month			 October 2019.docx   Action Log October 2019.doc   March 2020 virtual meeting action points   March 2020 virtual meeting outstanding
		No improvement required	V Panagea	May 2020		Antimicrobial Stewardship Group (ASG)	Approved annual work plan and annual antimicrobial stewardship programme submitted to EIPCG.


Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							 Antimicrobial Stewardship Program
		No improvement required	V Panagea	May 2020		Antimicrobial Stewardship Group (ASG)	ASG meetings minutes and action points   October 2019.docx   Action Log October 2019.doc   March 2020 virtual meeting action points   March 2020 virtual meeting outstanding
		No improvement required	V Panagea	May 2020		Antimicrobial Stewardship Group (ASG)	ASG Annual report approved by ASG in May's 2020 meeting and submitted to EIPCG


Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							 Annual report 2019-2020 v3.doc
		No improvement required	V Panagea	ongoing		Antimicrobial Stewardship Group (ASG)	Updated antibiotic guidelines available on microguide app and online. NICE rapid Covid-19 guidelines incorporated into local Covid-19 antibiotic guidelines.  Link to guidelines: <a href="https://viewer.microguide.global/mcht/adult">https://viewer.microguide.global/mcht/adult</a>
		Regular auditing of the guidelines and antibiotic use.  Maintain ASG audit programme.  Monitoring of antibiotic usage within MCHFT.	V Panagea	Nov 2020  Throughout the year as per annual work plan		Antimicrobial Stewardship Group (ASG)	Annual Antibiotic audit in medicine and in surgery divisions. Audit reports  12th cycle antibiotic audit in surgery report  11th cycle antibiotic audit in medicine report

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		Regular Feedback to prescribers on antibiotic use	V Panagea	July 2020		Antimicrobial Stewardship Group (ASG)	Antibiotic ward round summary report  Antibiotic quarterly newsletter  AMSG February NL final.pdf
<ul style="list-style-type: none"> <li>Mandatory reporting requirements are adhered to and boards continue to maintain oversight</li> </ul>		Quality assurance measures (e.g. CQUIN, UK 5 year action plan for antimicrobial resistance, National standard contract)	Richard Clancey	March 2021		Antimicrobial Stewardship Group (ASG)	CQUIN performance data submission for MCHFT to PHE.  CQUIN CCG 1a. q3 data.docx  CQUIN CCG 1b q3 data.docx Evaluation of consumption data using Define Rx-info
		None required	Richard Clancey	Ongoing		Antimicrobial Stewardship Group (ASG)	Completion of Baseline assessment tools for NICE – submission to MCHFT Quality





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							<p>Governance</p>  <p>Copy of NG139 Baseline Assessment</p>  <p>Copy of NG141 Baseline Assessment</p>
<b>4. Provide suitable accurate information on infections to service users, their visitors and any person concerned with providing further support or nursing/ medical care in a timely fashion</b>							
<b>Systems and process are in place to ensure:</b> <ul style="list-style-type: none"> <li>Implementation of national guidance on visiting patients in a care setting</li> </ul>		No improvement required	Wendy Morris	For during of COVID-19 pandemic		<p>Daily Operational COVID Infection Control Group</p>	<p>The Trust provides advice to visitors in line with Public Health England advice.</p>  <p>Visitor guidance poster - 31 March 2020</p> <p><a href="https://www.mcht.nhs.uk/information-for-visitors/coronavirus-covid-19-information/visiting-us/">https://www.mcht.nhs.uk/information-for-visitors/coronavirus-covid-19-information/visiting-us/</a></p>


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<ul style="list-style-type: none"> <li>Areas in which suspected or confirmed COVID-19 patients are where possible being treated in areas clearly marked with appropriate signage and with restricted access</li> </ul>	(a) On track	No improvement required	Wendy Morris  Rebecca Consterdine	For during of COVID-19 pandemic	(a) On track	Daily Operational COVID Infection Control Group	<p>The Trust security system (swipe access) restricts access into clinical areas.</p> <p>Amber &amp; Red clinical areas have designated clearly visible PPE signage at the entrance to the department.</p> <p> Amber PPE door poster picture.docx</p> <p> Red PPE door poster picture.docx</p> <p>Communications team have provided banners, posters, electronic communications regarding the correct PPE to be worn in each clinical area.</p>




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							( <a href="https://mchft.sharepoint.com/sites/intranet/Pages/Coronavirus.aspx">https://mchft.sharepoint.com/sites/intranet/Pages/Coronavirus.aspx</a> ),
<ul style="list-style-type: none"> <li>Information and guidance on COVID-19 is available on all Trust websites with easy read versions</li> </ul>		Staff and public have easy access to the most up to date information and guidance relating to COVID-19 in the most appropriate format for them.	Alexa Traynor	For during of COVID-19 pandemic	On track	Silver command	<p>Dedicated Coronavirus intranet site (<a href="https://mchft.sharepoint.com/sites/intranet/Pages/Coronavirus.aspx">https://mchft.sharepoint.com/sites/intranet/Pages/Coronavirus.aspx</a>), as well as Coronavirus information hub on public facing website – <a href="https://www.mchft.nhs.uk/information-for-visitors/coronavirus-covid-19-information/">https://www.mchft.nhs.uk/information-for-visitors/coronavirus-covid-19-information/</a></p> <p>Information is also routinely provided through other established channels, such as Facebook, Twitter and through regular staff briefings.</p> <p> Accessible Information flowchart</p>



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							<p>Links given to national sites where alternative versions are available.</p> <p>Trust website "accessibility" provides some basic tools to support patients/visitors with different communications requirements. This includes being able to change the graphics, text size and language of information on our website, including our 'coronavirus information hub' pages.  <a href="https://www.mcht.nhs.uk/accessibility/">https://www.mcht.nhs.uk/accessibility/</a></p>
<ul style="list-style-type: none"> <li>Infection status is communicated to the receiving organisation or department when a possible or confirmed COVID-19 patient needs to</li> </ul>		Designated areas for admitting possible or confirmed COVID patients (Amber). Patients requiring speciality input isolated in non COVID areas advising on appropriate	<p>Emma McGuigan</p> <p>Jackie Cox</p>	June 2020		Bronze COVID operational group	<p>Patient Flow policy being updated (draft June 2020 awaiting approval)</p>  <p>MCHFT COVID-19 DRAFT Adult Patient</p>





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be moved		PPE/precautions/risk assessments.					<p>Repatriation form to be reviewed to include COVID status.</p>  <p>Mid Cheshire Hospitals NHS Trust R</p> <p>BIU dashboard in place to support live status update of patients</p>  <p>Screen shot of COVID-19 Portal 11.6</p>
<b>5. Ensure prompt identification of people who have or are at risk of developing an infection so that they receive timely and appropriate treatment to reduce the risk of transmitting infection to other people</b>							
<b>Systems and processes are in place to ensure:</b> <ul style="list-style-type: none"> <li>front door areas have appropriate triaging arrangements in place to cohort patients with</li> </ul>		Waiting room management has been agreed through the ICP. Steps have been put in place to minimise the number of patients in the waiting room with a number of chairs being designated as not in use.	Zoe Harris Belinda Dean	Completed		ED Governance	 <p>ED waiting room risk 512.pdf</p>  <p>Waiting area management during C</p>



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possible or confirmed COVID-19 symptoms to minimise the risk of cross-infection		<p>Due to the high volume of attendances in ED and the variable nature of peaks, ICP have approved the use of face coverings to be issued to all patients on arrival to minimise risk.</p> <p>Once patients have been triaged and there is capacity in the relevant zone patients are segregated into green and amber zones for the remainder of their time in ED</p>					 ED Walk-in pathway 1.2 approved 09.06.
<ul style="list-style-type: none"> <li>Patients with suspected COVID-19 are tested promptly</li> </ul>		None required	Dr Rajendran	Duration of COVID-19		EIPCG	There is PCR testing provided within the Pathology Network that is undertaken at UHNM. The microbiology department regularly updates the tests and the results on the laboratory database and this forms part of the daily SIT Rep sent to DH and PHE on a



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							daily basis.
<ul style="list-style-type: none"> <li>Patients that test negative but display or go on to develop symptoms of COVID-19 are segregated and promptly retested</li> </ul>		None required	Wendy Morris Jackie Cox	For duration of COVID-19		Daily Operational COVID Infection Control Group	 MCHFT COVID-19 DRAFT Adult Patient
<ul style="list-style-type: none"> <li>Patients that attend for routine outpatient appointments who display symptoms of COVID-19 are managed appropriately</li> </ul>	(a) On track	<p>Patients are asked COVID-19 screening questions prior to attending their outpatient appointment.</p> <p>Patients have their temperature checked, as a COVID-19 screen, prior to attending their outpatient appointment.</p>	Mark Wilde	<p>10.4.20</p> <p>30.6.20</p>	(a) On track	Outpatient Planning Group (Transformation Meeting)	<p>Screening questions are BAU in OPD's.</p>  outpatient screening questions chart.docx <p>Temperature checks trialled in the ECC and to be rolled out to other OPD areas.</p>  Proposed Enhanced Screening (Temperat
<b>6. Systems to ensure that all care workers (including contractors and volunteers) are aware of and discharge their responsibilities in the process of preventing and controlling infection</b>							
<b>Systems and</b>		Launch of the Be	Helen	May 2020		Daily	Daily cross road events

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<p><b>processes are in place to ensure:</b></p> <ul style="list-style-type: none"> <li>all staff (clinical and nonclinical) have appropriate training, in line with latest PHE and other guidance, to ensure their personal safety and working environment is safe</li> </ul>		<p>EquiPPed campaign across the Trust to demonstrate appropriate PPE usage.</p>	<p>Ashley</p> <p>Rebecca Consterdine</p> <p>Sian Axon Laura Egerton</p>			<p>Operational COVID Infection Control Group</p>	<p>delivered, including demonstration of Red/Amber/Green PPE equipment required. Signature list of attendance documented.</p> <p> Trust communications 12.01</p> <p><a href="https://web.microsoftstream.com/video/caa62c0a-eb5f-4ec0-8d3b-daacee1e0920">https://web.microsoftstream.com/video/caa62c0a-eb5f-4ec0-8d3b-daacee1e0920</a></p> <p> List for Fit Testing.xlsx</p> <p>Display of posters/banners to support the campaign across the Trust/on</p>




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							<p>entrance to ward areas highlighting appropriate PPE usage for Red/Amber/Green environment.</p> <p><a href="https://mchft.sharepoint.com/sites/intranet/Pages/Coronavirus.aspx">https://mchft.sharepoint.com/sites/intranet/Pages/Coronavirus.aspx</a></p> <p>Matron rota supporting PPE training during campaign launch. Late shifts covered to capture shift handover.</p> <p>Senior/executive walkabouts across inpatient ward areas to address staff concerns/issues with PPE usage.</p> <p>Implementation of floor walkers to promote Be Equipped campaign. Initial visits to inpatient wards followed by focus on non-clinical</p>



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							<p>areas across the Trust.</p> <p> Floor Walkers Rota May 2020.xlsx</p> <p>FFP3 fit test training sessions provided for staff required to undertake aerosol generating procedure. Database of staff training captured.</p> <p> List for Fit Testing - Excel data.xlsx</p>
<ul style="list-style-type: none"> <li>All staff providing patient care are trained in the selection and use of PPE appropriate for the clinical situation and on how to safely don and doff it</li> </ul>		Launch of the Be EquiPPed campaign across the Trust to demonstrate appropriate PPE usage.	<p>Helen Ashley</p> <p>Rebecca Consterdine</p> <p>Wendy Morris</p>	May 2020		Daily Operational COVID Infection Control Group	Staff have 1:1 and group training on the availability and use of PPE relevant to their clinical area. This is reinforced by the provision of education at Crossroads training & visits by Divisional infection prevention



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			Sian Axon  Laura Egerton				<p>champions.</p> <p> List for Fit Testing.xlsx</p> <p>Posters / banners depicting PPE use in red, amber green, blue areas are available at the entrance to all ward areas with banners being visible in corridor areas.</p> <p> Amber PPE door poster picture.docx</p> <p>Intranet educational support</p> <p><a href="https://mchft.sharepoint.com/sites/intranet/Pages/Coronavirus.aspx">https://mchft.sharepoint.com/sites/intranet/Pages/Coronavirus.aspx</a></p>
• A record of staff		For staff records to be	Sian Axon	May 2020		Daily	Central log FFP2 (fit





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training is maintained		accurately maintained. Relevant staff to be fit tested.	Laura Egerton  Rebecca Consterdine			Operational COVID Infection Control Group	check – available on request) & FFP3 testing kept on a live database on the Trust S drive   List for Fit Testing.xlsx
<ul style="list-style-type: none"> <li>Appropriate arrangements are in place that any reuse of PPE in line with the CAS alert is properly monitored and managed</li> </ul>		Appropriate equipment and alternative provision guidance is available for Divisional Teams.	Hilary Moulton  Sian Axon  Wendy Morris	Duration of the COVID Pandemic		Silver Command	Consideration for PPE in the context of acute supply shortages CEM- CMO-2020-018.  Infection prevention provided a response to the alert on 05.05.20   Screen shot relating to PPE shortages.doc
<ul style="list-style-type: none"> <li>Any incidents relating to the re-use of PPE are monitored and appropriate action taken</li> </ul>	(a) on track	No incidents reported	Sheila Kasaven	July 2020   Action by	(a) on track	Patient Safety Summit	Minutes from the Summit and virtual huddle board via teams.  Policy - Incident Investigation, Learning,



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		Policy - Incident Investigation, Learning, Reporting and Improving in the process of being updated.	Sheila Kasaven	Dec 2020			Reporting and Improving in the process of being updated.  Incident Reporting Management Learning
<ul style="list-style-type: none"> <li>Adherence to PHE national guidance on the use of PPE is regularly audited</li> </ul>		Implementation of weekly PPE audits, undertaken by the ward managers.	Rebecca Consterdine Laura Egerton Hilary Moulton	May 2020	(a) on track		 PPE Audit Tool DRAFT June-20 v3.d
<ul style="list-style-type: none"> <li>Staff regularly undertake hand hygiene and observe standard infection control precautions</li> </ul>		Completion of Monthly quality metric audits undertaken in ward areas. This includes audit of Infection Control standards and hand hygiene.	Wendy Morris Laura Egerton	May 2020			Independent hand hygiene audits are undertaken by hand hygiene champions based in clinical areas.  QuestionHeatmapExport (32).xlsx  Remedial actions are put in place to address

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							<p>hand hygiene standards which are none compliant.</p> <p>PPE audit being performed in clinical areas</p>  <p>Results from June PPE Audit.xlsx</p> <p>Monthly Quality Metrics undertaken by Ward Managers, including IPC Standards.</p>  <p>Copy of TopicHeatmapExport</p>
<ul style="list-style-type: none"> <li>Staff understand the requirements for uniform laundering where this is not provided for on site</li> </ul>	Green (a)	Staff will be compliant with the Trust uniform policy	Wendy Morris	Ongoing	Green (a)	EIPCG	The Trust uniform policy provides advice regarding the laundering of uniforms. This advice is reiterated by the IPCT.


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							 Uniform and Dress Code Policy .pdf  FFP2 information sheet highlights laundering process  COVID 19.docx
<ul style="list-style-type: none"> <li>All staff understand the symptoms of COVID-19 and take appropriate action in line with PHE and other national guidance if they or a member of their household display any of the symptoms.</li> </ul>		None required	Wendy Morris Alexa Traynor Bobby Sharma Heads of Nursing	Ongoing		Silver command	Updated guidance (or signposting to national advice) is included in on the Trust's website (coronavirus information hub), staff intranet, and regular updates are provided as part of the Trust's coronavirus briefings.  <a href="https://www.mcht.nhs.uk/information-for-visitors/coronavirus-covid-19-information/">https://www.mcht.nhs.uk/information-for-visitors/coronavirus-covid-19-information/</a>  <a href="https://mchft.sharepoint">https://mchft.sharepoint</a>

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							<a href="https://www.mchft.nhs.uk/sites/intranet/Pages/Coronavirus.aspx">.com/sites/intranet/Pages/Coronavirus.aspx</a>  Occupational Health supporting the national initiative for track and trace   Occupational Health SOP 09.06.20.docx
<b>7. Provide or secure adequate isolation facilities</b>							
<b>Systems and processes are in place to ensure:</b> <ul style="list-style-type: none"> <li>Patients with suspected or confirmed COVID-19 are isolated in appropriate facilities or designated areas where appropriate</li> </ul>	(a)	None	Dr Rajendran	Duration of COVID-19	(a)	Infection Control operation group	 Patient Flowchart.pdf   MCHFT COVID-19 DRAFT Adult Patient   Mid Cheshire Hospitals NHS Trust R
<ul style="list-style-type: none"> <li>Areas used to cohort patients with</li> </ul>		Infection Control environmental measures	Andrew	Completed		Silver command	Permanent wash hand basins to ward





Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
suspected or confirmed COVID-19 are compliant with the environmental requirements set out in the current PHE national guidance		meet the requirements set out in PHE national guidance	Deakin				<p>entrances in wards 1, 4, 10, 13, 15, 18, 19 and Ward A in South Cheshire Hospital.</p> <p>Temporary / mobile wash hand basins – 2 fitted in Critical Care and 1 in South Cheshire Hospital.</p> <p>Perspex screen fitted to x-ray reception desk, fracture clinic reception, ENT reception and Urology reception</p> <p>Demountable partitions to form 2 isolation rooms in James Cross and partitions between ward 16 and 17</p> <p>2 temporary mortuaries</p> <p>COVID testing pod in front of ED</p> <p>Drive-in testing in front of ED and South</p>




Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							<p>Cheshire Hospital.</p> <p>Marquee erected in front of Bistro.</p> <p>Ventilation into wards 3 5 and 7. Increased oxygen supplies to wards 3, 5 7 and recovery</p> <p>Social distance signage erected.</p> <p>Additional Perspex screens throughout the hospital as required.</p>
<ul style="list-style-type: none"> <li>Patients with resistant/alert organisms are managed according to local IPC guidance, including ensuring appropriate patient placement</li> </ul>		None required	Dr Rajendran	IPC routine work undertaken daily		EIPICG	<a href="http://lhintra/trust-info/policies-guidelines-sops-and-pathways/quick-links/infection-control/">http://lhintra/trust-info/policies-guidelines-sops-and-pathways/quick-links/infection-control/</a>
<b>8. Secure adequate access to laboratory support as appropriate</b>							




Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
<b>There are systems and processes in place to ensure:</b> <ul style="list-style-type: none"> <li>Testing is undertaken by competent and trained individuals</li> </ul>		None	Dr Rajendran Dr Matovu	Rolling programme in place to meet UKAS laboratory standards		Pathology management committee	UKAS accreditation
<ul style="list-style-type: none"> <li>Patient and staff COVID-19 testing is undertaken promptly and in line with PHE and other national guidance</li> </ul>		None	Dr Rajendran Dr Matovu	Rolling programme in place to meet UKAS laboratory standards		Silver Command	UKAS accreditation
<ul style="list-style-type: none"> <li>Screening for other potential infections takes place</li> </ul>		None	Dr Rajendran Dr Matovu	Routine laboratory work		Pathology management committee	UKAS accreditation
<b>9. Have and adhere to policies designed for the individual's care and provider organisations that will help to prevent and control infections</b>							
<b>Systems and processes are in place to ensure that:</b> <ul style="list-style-type: none"> <li>Staff are supported in adhering to all IPC policies, including those for other alert</li> </ul>		None	Wendy Morris	Rolling programme for the IPC department		EIPCG	IPC policies are available on the the IPC webpage <a href="http://lh intra/trust-info/policies-guidelines-sops-and-pathways/quick-">http://lh intra/trust-info/policies-guidelines-sops-and-pathways/quick-</a>

Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
organisms							<a href="#">links/infection-control/</a>  Evidence of the advice given to staff in line with Trust policies is recorded on the IPC ICNet pathology system  Screen shot of ICNet webpage taken 04.06  IPCT deliver informal advice (ward based discussions) and formal training on the management of alert organisms.
<ul style="list-style-type: none"> <li>Any changes to the PHE national guidance on PPE are quickly identified and effectively communicated to staff</li> </ul>	(a) On track	Staff receive regular communications to ensure they remain aware of the recommended PPE for their use	Wendy Morris	For duration of COVID Pandemic		Daily Operational COVID Infection Control Group	National guidance updates highlighted at Daily Operational COVID Infection Control Group for decision making. Escalated to Silver and Gold Command.  Updated guidance is communicated to Trust






Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							<p>staff via daily staff briefings, floor walkers Be Safe, be EquiPPed campaign, dedicated Coronavirus staff intranet page and staff video briefings.</p> <p> Floor Walkers Rota May 2020.xlsx</p> <p><a href="https://mchft.sharepoint.com/sites/intranet/Pages/Coronavirus.aspx">https://mchft.sharepoint.com/sites/intranet/Pages/Coronavirus.aspx</a></p> <p> Trust communications 12.01</p>
<ul style="list-style-type: none"> <li>All clinical waste related to confirmed or suspected COVID-19 cases is handled, stored and managed in accordance with</li> </ul>		SSOW in place for removal of clinical waste that meets PHE requirements in relation to Suspected or confirmed Covid 19	Amanda Cartmill	May 20		EIPCG	<p> SSoW X (N) 0018 WASTE Collection of</p> <p> FW Consultation response received - R</p>

Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
current PHE national guidance		All staff Trained in relation the SSOW  Audits undertaken to ensure compliance against SSOW and segregation of all clinical waste					 SRCL Coronavirus waste guide.pdf   Waste Flow Chart V2.docx   Patient Focus Report April 2020.xlsx
<ul style="list-style-type: none"> <li>PPE stock is appropriately stored and accessible to staff who require it</li> </ul>	(a) On track	All staff have appropriate PPE and there is a good supply stored centrally and can be accessed easily	Duncan Goff Paul Hardy	April 2020		PPE and Equipment	A central supply of stock is held within the Receipts & Distribution Centre and monitored by a computerised stock management system which records receipts and issues. An appropriate stock holding is managed on key  Wards/Departments determined by the individual status of the department, Trust policy and historical data (when available).

Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							<p>Stock is replenished by Supplies staff on a regular basis.</p>  <p>Out of Hours PPE Access to Receipts a</p>
<b>10. Have a system in place to manage the occupational health needs and obligations of staff in relation to infection</b>							
<p><b>Appropriate systems and processes are in place to ensure:</b></p> <ul style="list-style-type: none"> <li>Staff physical and psychological wellbeing is supported</li> </ul>		That 'at-risk' groups are identified and managed appropriately including ensuring their	<p>Heather Barnett</p> <p>Anna Bickerton</p>	Existing services and additional services initiated for the length of the COVID-19 pandemic		<p>Health &amp; Wellbeing Group</p>	<p>Occupational Health Service available to support staff physical and psychological wellbeing</p>  <p>Blank COVID-19 risk assessment.doc</p>  <p>Health and Wellbeing Poster COVID19 v5.p</p>

Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							 Health and Wellbeing Support for staff.pdf  Dedicated Covid- 19 hotline established at outset of pandemic and the Occupational Health Service extended to provide weekend and Bank Holiday cover  Occupational Health activities reviewed and re-prioritised to ensure support available when and where required  Access to physiotherapy advice and online therapy available for staff relating to MSK issues  Employee Assistance Programme support available for all staff and close family 24/7.


Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							<p>This includes financial and legal advice</p> <p> Health Assured Poster.pdf</p> <p>Signposting to national support promoted via intranet and daily comms</p> <p> Going Home Checklist.pdf</p> <p>Updated PPE posters following introduction of face masks to be worn in all areas.</p> <p> 1) PPE - master poster (v4, updated :    5) PPE - leaving patient area (v4, upd</p>


Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							<p>Cohort of MCHFT trained Mental Health First Aiders available to support with mental health issues</p> <p> Mental Health First Aiders.pdf</p> <p> Staff briefing to include mental health</p> <p>'Listening Ear' service</p> <p> GMG - Listening Ear Poster MC HR.pdf</p> <p>Food, drink, confectionary, emollients and other donations distributed to all staff with prioritisation of front-line staff</p>


Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							 honesty-larder_4506 1701 (4).pdf  Establishment of 17 wellbeing rooms to support staff reflect, rehydrate and recharge  Bolstering of Bereavement services to ensure timely and compassionate support  Facilitating and supporting staff access free, local accommodation when required  School and Nursery liaison - supporting staff with access to schools as key workers  Introducing free car parking for staff  Provision of IT

Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							<p>equipment to enable effective home working</p> <p>Revised Bereavement Policy introducing extended bereavement leave</p> <p>Introduction of on-site market stall and chilled meat goods</p> <p>Staff testing available for all staff and staff testing strategy being developed at present</p> <p>Staff testing positive are encouraged to contact OH or to refer in to the service should further advice be required including safe return to work</p>
<ul style="list-style-type: none"> <li>Staff required to wear FFP reusable respirators undergo</li> </ul>		Record to show FFP2 'fit Check' has been undertaken and staff are	Sian Axon	Duration of the COVID Pandemic		Silver Command	PPE Champions overseeing Fit check process with staff



Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
training that is compliant with PHE national guidance and a record of this training is maintained.		aware of the use of the FFP2 as an enhanced surgical mask					groups relevant to areas within each Division. Data base available to view.  COVID 19.docx
<ul style="list-style-type: none"> <li>Staff absence and well-being are monitored and staff who are self-isolating are supported and able to access testing</li> </ul>			<p>Bobby Sharma</p> <p>Wendy Morris</p> <p>Heather Barnett</p> <p>Melissa Oldham</p>				<p>IPC team liaise with the member of staff as required to signpost them to the relevant testing hub if required.</p> <p>Occupational health support as per the below guidance.  <a href="https://www.gov.uk/government/publications/covid-19-management-of-exposed-healthcare-workers-and-patients-in-hospital-settings/covid-19-management-of-exposed-healthcare-workers-and-patients-in-hospital-settings">https://www.gov.uk/government/publications/covid-19-management-of-exposed-healthcare-workers-and-patients-in-hospital-settings/covid-19-management-of-exposed-healthcare-workers-and-patients-in-hospital-settings</a> </p>

Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							 Occupational Health SOP 09.06.20.docx
<ul style="list-style-type: none"> <li>Staff that test positive have adequate information and support to aid their recovery and return to work.</li> </ul>		None	Wendy Morris  Bobby Sharma	For duration of COVID-19 pandemic		EIPCG	Infection Prevention contacting staff by phone to inform them of their COVID-19 status and providing guidance in line with PHE recommendations.  Occupational health support as per the below guidance. <a href="https://www.gov.uk/government/publications/covid-19-management-of-exposed-healthcare-workers-and-patients-in-hospital-settings/covid-19-management-of-exposed-healthcare-workers-and-patients-in-hospital-settings">https://www.gov.uk/government/publications/covid-19-management-of-exposed-healthcare-workers-and-patients-in-hospital-settings/covid-19-management-of-exposed-healthcare-workers-and-patients-in-hospital-settings</a>

Standard/Process/ Issue/Recommendation	'BRAG' Rating	Improvement Required	Resp Lead	Milestones/ Timescales (by end of)	Current Progress Rating	Resp Committee/ Group	Evidence (What evidence will be provided to demonstrate sustainable improvement?)
							 Occupational Health SOP 09.06.20.docx

## Performance and Finance Committee

### Chair's Assurance Report

### June 2020

Report to	Board of Directors
Date	25 June 2020
Report from	Trevor Brocklebank, Non-Executive Director
Report prepared by	Katharine Dowson, Head of Corporate Governance
Executive Lead/s (Name & Title)	Russell Favager, Deputy Chief Executive and Director of Finance Chris Oliver, Chief Operating Officer
Committee meeting quoracy	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

#### KEY AREAS OF ASSURANCE

##### Finance:

- Month 2 financial position was reviewed. A renewed need, going forward, to focus on internal financial discipline with divisions noted. This will require the culture of financial management within divisions to be reset to focus on living within a resource rather than being an expenditure led service provision. Cost improvement programmes are being reviewed, taking into account collaboration at scale programmes
- Reimbursed Covid-19 expenditure has not yet been received for month 1 and 2; an audit of associated expenditure is taking place to ensure that all claimed expenditure so far is valid and that everything is being claimed that can be. Levels of Covid expenditure are expected to remain the same for July but divisions are being asked to confirm costs and highlight any increases due to increased swabbing etc.
- The trust's challenge to baseline funding from NHSI was reviewed and it was noted has not yet been agreed but conversations with regulators have mostly been positive.
- Agency spend has reduced in month, but there is an ongoing upward pressure on pay which is partly due to the recruitment of international nurses. Bank nursing incentives have been successful in some areas of reducing agency spend and increasing shift uptake, but in other areas and other disciplines this hasn't been the case and simply has resulted in an increase cost per shift. The executive team are reviewing the bank incentive scheme; the impact of a new manager for bank staff and an increase in filling shifts with nurse bank staff was noted.
- National indications around Financial regime post July were discussed and noted guidance was due out imminently.
- The Treasury Policy update was noted and approved including the rating of the Trust's bank, Barclays at A+ and the investment process around Charity monies was noted.

##### Performance:

- The new format of Performance Report using SPC Charts was well received
- Bids have been submitted for a modular theatre and additional side rooms to provide Cheshire-wide capacity for elective patients, with a potential to focus long waiting patients

across Cheshire & Wirral. A second bid to provide step-down Seacole beds based on the Ward 19 GP-led model has also been submitted to address the issue of asymptomatic patients still testing positive for Covid-19 and unable to be discharged to care homes or care providers.

- Four key performance indicators not met in May - recovery of cancer performance remains the current focus, so the Trust will need to consider what priority is given to the recovery of the Referral to Treatment (RTT) target in general. A forward view will be discussed at PAF in July.

#### **KEY CONCERNS/RISKS**

- Actions had been closed at the W&C divisional Board following prompting from PAF; these had not been documented in sufficient detail. PAF has asked the Director of Operations to review the outcome of these long-standing actions to ensure they had been completed appropriately.
- Reimbursement of months 1 and 2 Covid-19 expenditure has not yet been received with no guarantee it will be in full.
- Recovery from the postponement of outpatient and elective work without significant investment in infrastructure given the current covid-19 limitations will take a significant time.
- 52-week breaches (mainly in Orthopaedics and Gynaecology) are increasing with no current capacity to manage these due to the prioritisation of cancer work. However, they are being assessed on a case by case basis and any cases deemed to be clinically urgent will be prioritised.

#### **DECISIONS MADE**

- Treasury Policy update was noted and approved.
- PAF Work Plan approved.

#### **RECOMMENDATION TO BOARD**

To note.

## Board of Directors

<b>Agenda Item</b>	<b>11.1</b>	Date of Meeting: 06/07/2020
<b>Report Title</b>	Performance Report - May 2020	
<b>Executive Lead</b>	Emma McGuigan, Director of Operations and Russell Favager, Deputy CEO/Director of Finance	
<b>Lead Officer</b>	Ros Davies, Deputy Director of Finance	
<b>Action Required</b>	To note	

<input checked="" type="checkbox"/>	<b>Acceptable assurance</b> General confidence in delivery of existing mechanisms / objectives	<input type="checkbox"/>	<b>Partial assurance</b> Some confidence in delivery of existing mechanisms / objectives	<input type="checkbox"/>	<b>No assurance</b> No confidence in delivery
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### Key Messages of this Report (2/3 headlines only)

- New style performance report in line with quality report already submitted to the Trust Board

### Impact (is there an impact arising from the report on the following?)

• Quality	✓	• Risk	✓
• Finance	✓	• Compliance	✓
• Workforce	<input type="checkbox"/>	• Legal	<input type="checkbox"/>
• Equality	<input type="checkbox"/>		

### Equality Impact Assessment (must accompany the following submissions)

- Strategy ☐ Policy ☐ Service Change ☐

### Strategic Objective(s) (indication of which objective/s the report aligns to)

• Manage the impact of covid and ensure safe recovery	✓	• Provide safe and sustainable healthcare through our estate, infrastructure and planning	✓
• Deliver outstanding care and patient experience Deliver the most effective care to achieve best possible outcomes	✓	• Provide strong system leadership by working together	<input type="checkbox"/>
• Ensure MCHFT is the best place to work	<input type="checkbox"/>	• Be well governed and clinically led	✓

### Governance (is the report a...?)

• Statutory requirement	✓	• Other	<input type="checkbox"/>
• Annual Business Plan Priority	<input type="checkbox"/>	rationale for Board submission required:	
• Strategic/BAF Risk	<input type="checkbox"/>		
• Service Change	<input type="checkbox"/>		

### Next Steps (actions following agreement by Board/Committee of recommendation/s)

## REPORT DEVELOPMENT

Committee/ Group Name	Date	Report Title	Lead	Brief summary of key issues raised and actions agreed
Performance & Finance Committee	25.6.20	Performance Report	Chief Operating Officer/Deputy CEO&Director of Finance	



Mid Cheshire Hospitals  
NHS Foundation Trust

# **Board of Directors Performance and Finance Report**

**May 2020**

**"To Deliver Excellence in Healthcare through Innovation &  
Collaboration"**



## Board Papers - Performance

### Headline Measures

Organisational Delivery			
Indicator	Standard	YTD	May-20
<b>Cancer</b>			
Rapid Access Referrals (%) (seen in 2 wks)	93.00%	94.26%	98.18%
Total Patients Seen		1,080	603
Patients seen >14 days		62	11
62 day GP Classic (%)	85.00%	72.44%	64.29% *
Accountable Patients Treated		78	21
No. of Breached Pathways (adjusted)		22	8
62 day Screening (%)	90.00%	92.50%	81.25% *
Accountable Patients Treated		20	8
No. of Breached Pathways (adjusted)		2	1.5
* Provisional figures subject to change depending on further validation or treatment outcome			
<b>Unplanned Activity</b>			
4 Hour Access Standard (%)	95.00%	96.90%	95.91%
A&E Attendances (LH/MIU/UUC) (% to plan)		53.95%	58.91%
A&E Attendances LH & MIU (Vol)		10,321	5,993
<b>Planned Activity</b>			
Incomp Pathways <18wk (%)	92.00%	73.82%	68.55%
>6wk Diagnostic Waits (%)	1.00%	62.62%	60.34%
Total Patients Waiting for a First Outpatient Appointment			9,860

	YTD Target	YTD Actual	YTD Variance	FY Target	FY Forecast	FY Variance
Financial Position (£000's)	0	-	-	-	-	-

### Exec Summary

Performance across all measures is significantly different to recent months due to the Coronavirus pandemic. Where performance has previously been strong it has significantly reduced, albeit in line with national trend. Where MCHFT has previously underperformed against standard, namely against the 4 hour Access Standard, we are now seeing full compliance and whilst the national trend is upwards not all Trusts are delivering compliance against this standard.

In May the key metrics delivered were:

1. 2WW Rapid Access Cancer at 98.18% against a target of 93%
2. 4hr Emergency Access at 95.91% against a target of 95%

The key metrics not delivered were:

1. 62 Day Classic Cancer at 64.29% against a target of 85%
2. 62 Day Screening Cancer at 81.25% against a target of 90%
3. Six weeks diagnostic at 60.34% against a 1% threshold
4. RTT Open Pathways at 68.55% against a target of 92%

Following national guidance the Trust is on a block arrangement with commissioners, with the expectation that the funding received ensures a balanced position for months 1-4.

At month 2 the Trust was £2.55m (£1.2m April and £1.3m May excluding annual leave adjustments) over the nationally calculate block contract amount and has therefore applied for a 'top up' payment from NHSI/E in order to produce a breakeven position. The £2.55m reflects additional costs association with Covid-19, which are pre-dominantly within pay (additional non pay costs being offset by reduced planned care expenditure) but also lower income than would normally be expected (from a combination of the national calculation and reduced footfall to the Trust).

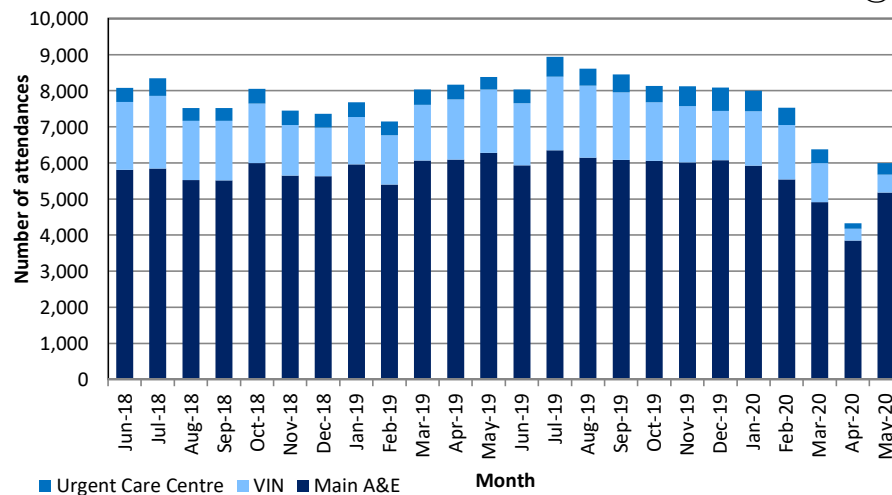
As a result of the Covid-19 pandemic, Cost Improvement Schemes and Use of Resources are not reported as Trusts do not have agreed plans and CIPs have been suspended as part of the support measures to Trusts for months 1-4.

## Board Papers - Performance

### A&E Activity

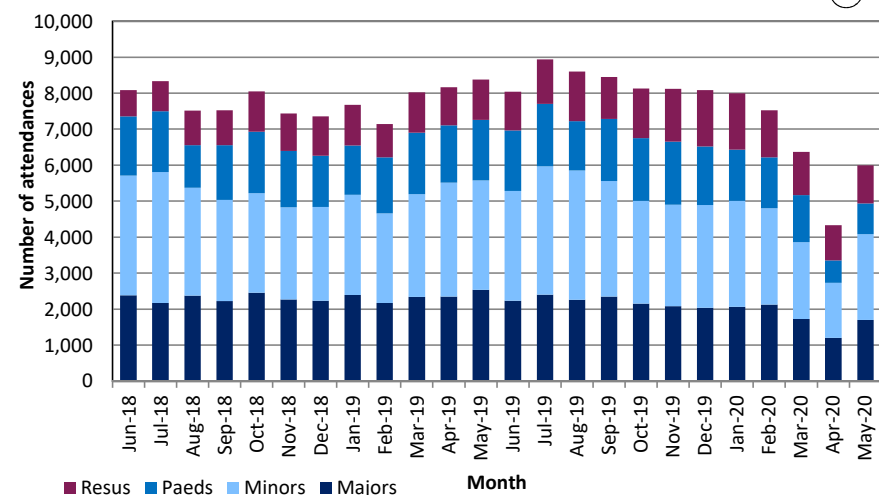
**A&E Attendances by Location**  
June 2018 - May 2020

①



**A&E Attendances by Acuity**  
June 2018 - May 2020

①



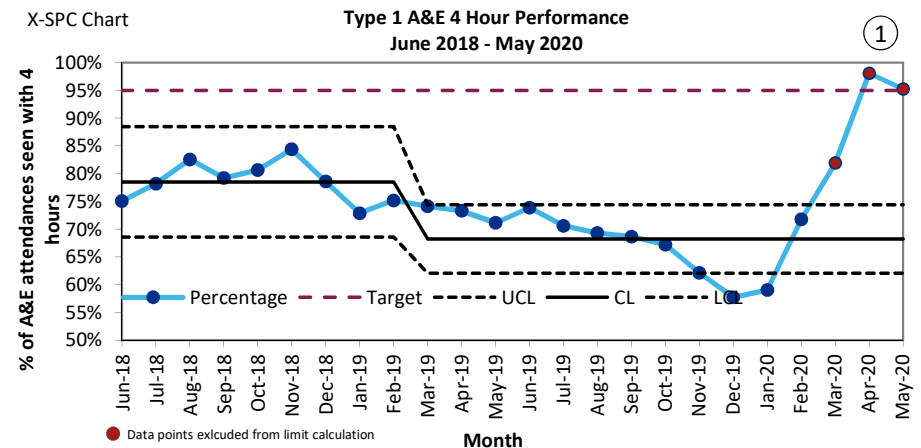
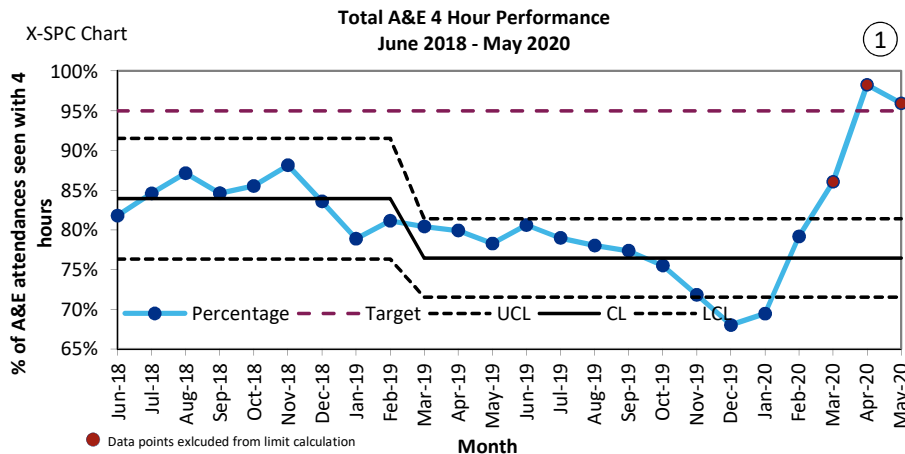
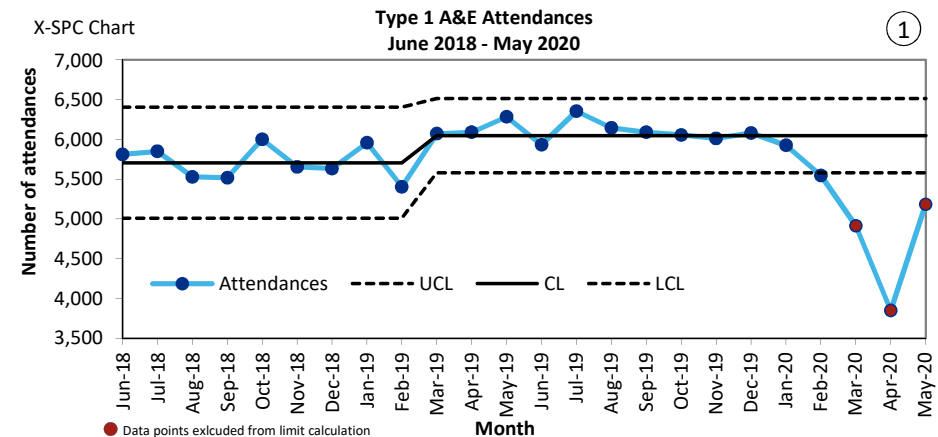
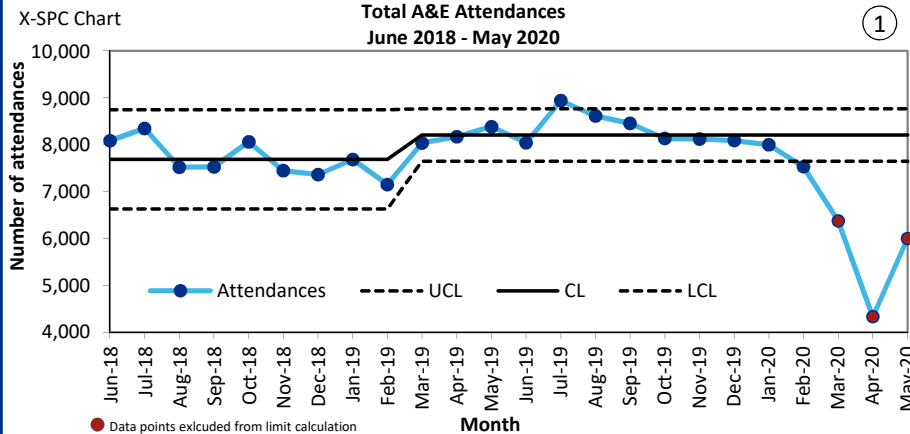
**Accountable:** Chief Operating Officer (COO)

**Data Owner:** Information Services

**Key Narrative:** The charts show the reduction in A&E attendances in April 2020 due to the impact of the coronavirus pandemic. Activity in May 2020 was still below the average monthly rate but increasing back towards normal rates. Attendance rates at the Leighton emergency department are rising to pre-covid levels. The emergency department has an expanded footprint to include the new Respiratory Assessment Unit (RAU) for patients presenting with covid-like symptoms.

## Board Papers - Performance

### A&E Performance



**Accountable:** COO

**Data Owner:** Information Services

**Key Narrative:** The Trust has achieved the 4-hour access standard in May 2020, at 95.9%.

SPC limits on the 4 charts have been recalculated from March 2019 due to a stepped increase in demand. The last 3 data points have been excluded from the limit calculations in all 4 charts due to the changes in demand and service provision related to the current coronavirus pandemic.

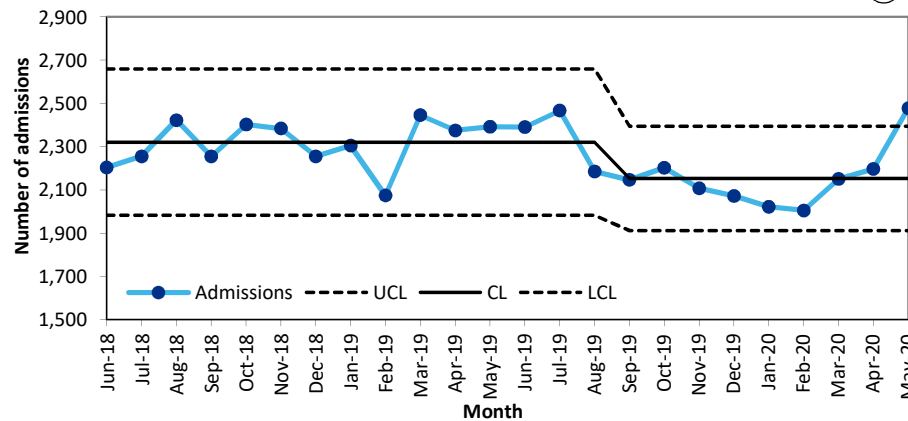
## Board Papers - Performance

### Unplanned Admissions

X-SPC Chart

Admissions from A&E  
June 2018 - May 2020

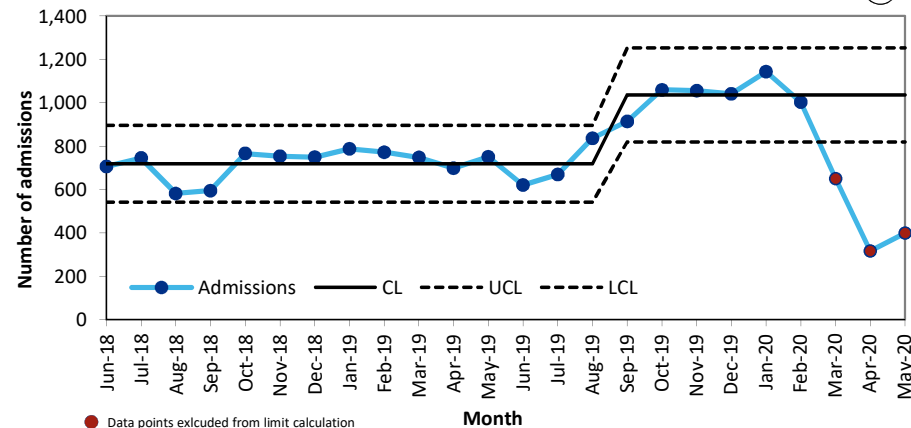
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X-SPC Chart

Admissions GP Referred  
June 2018 - May 2020

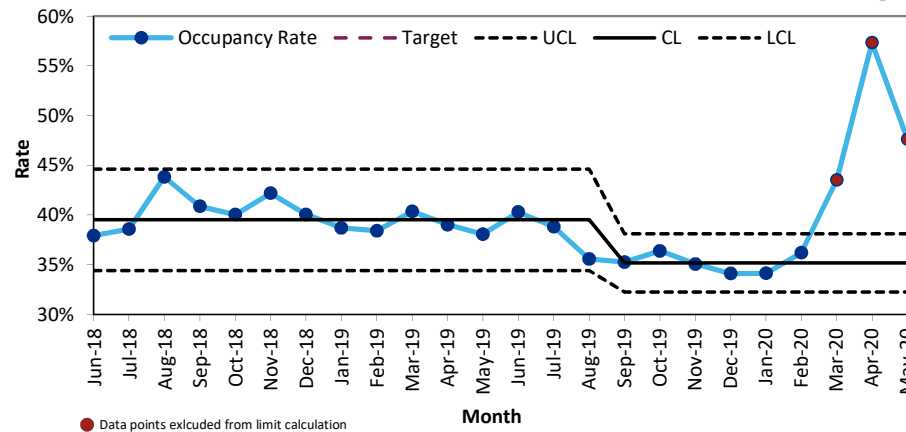
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X-SPC Chart

Type 1 Attendance to Admissions Conversion Rate - Overall  
June 2018 - May 2020

①



Accountable: COO

Data Owner: Information Services

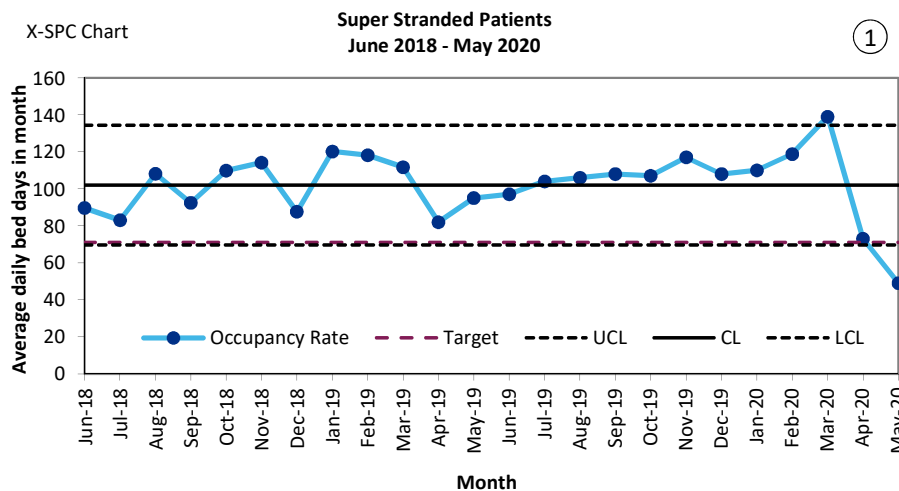
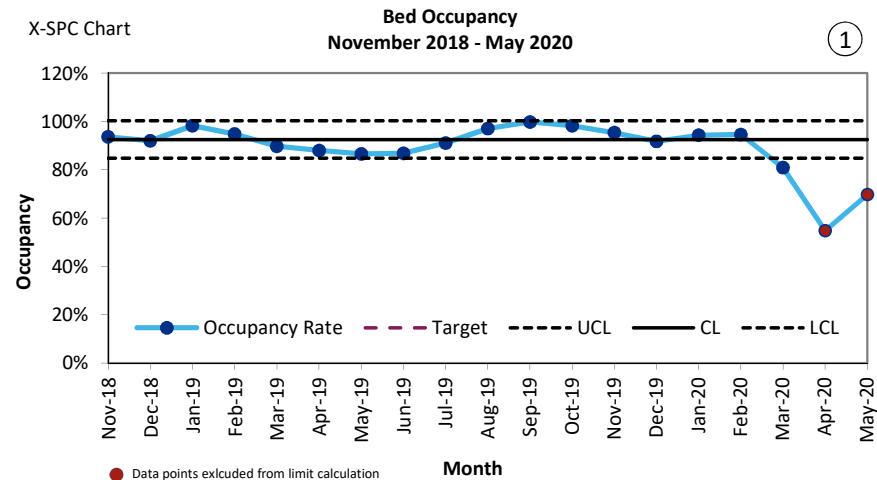
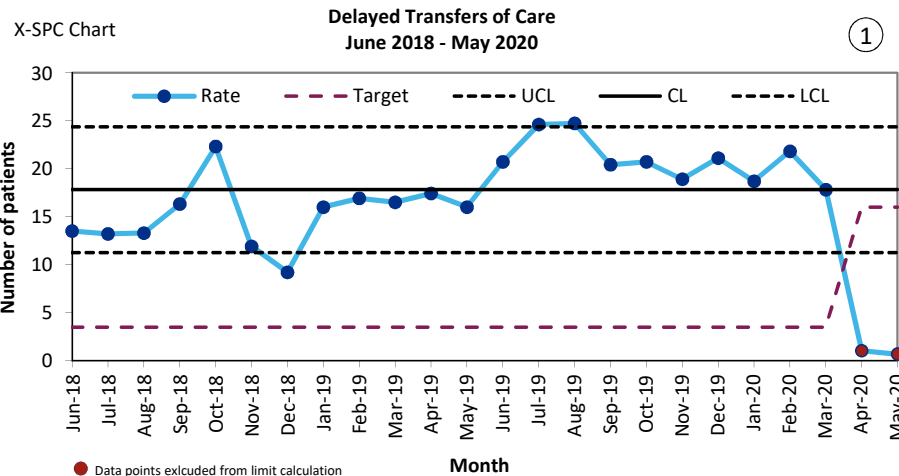
**Key Narrative:** The activity over the last 3 months during the coronavirus pandemic shows:

- the number of admissions from A&E increased
- the number of admissions from GP decreased
- the conversion rate from A&E to admission increased, partly due to the lower number of A&E attendances.

SPC charts have been recalculated from August 2019 to reflect a change in recording of activity from Admission Method 21: Admission from A&E, to Admission Method 22: Admission from GP. The highlighted data points have been excluded from the limit calculations due to the changes in demand and service provision related to COVID-19.

## Board Papers - Performance

### Inpatient Metrics



**Accountable:** COO

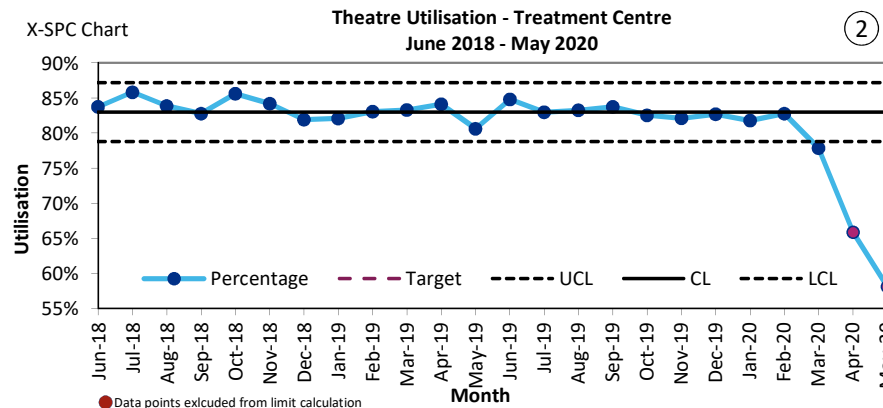
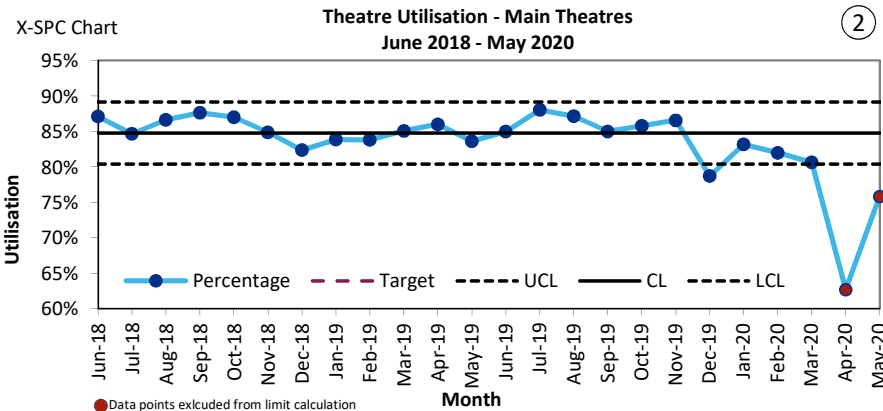
**Data Owner:** Information Services

**Key Narrative:** The number of delayed transfers of care showing a run of 10 points above the mean from May 2019 to March 2020. The number of days lost to patients in hospital for 21 days or more showed an increasing trend from April 2019 to March 2020. The decrease seen in both charts in the last 2 months related to changes in demand and service provision due to coronavirus pandemic.

The delayed transfers of care do not include the patients who are waiting for test results or cannot be discharged due to infection control reasons. All patients that are discharged to nursing homes/ care homes or with a community provision are tested for covid-19 before discharge.

## Board Papers - Performance

### Theatre Utilisation



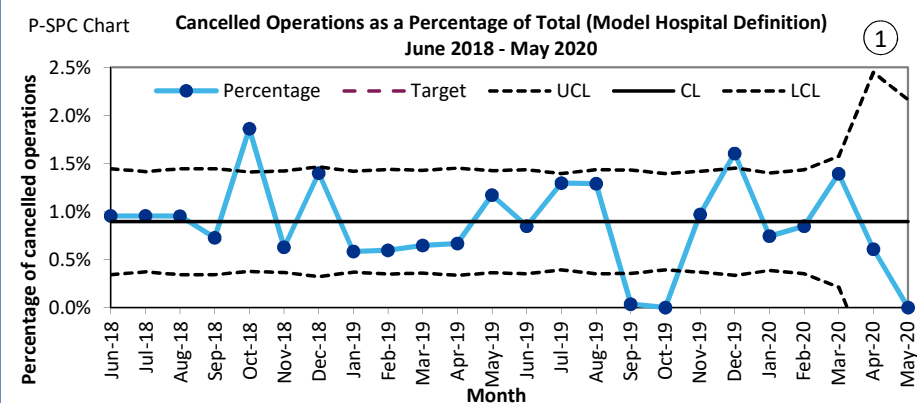
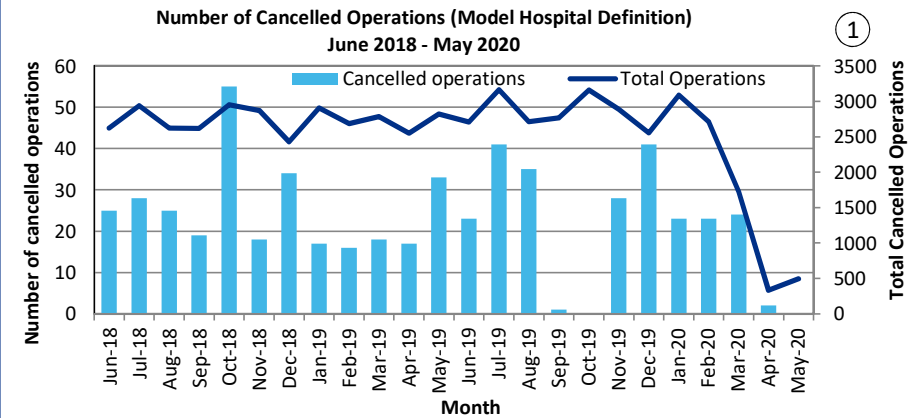
**Accountable:** COO

**Data Owner:** Information Services

**Key Narrative:** A reduced number of theatre sessions were planned in May 2020 compared to the pre-coronavirus 6-month average: 13% Main Theatres, 45% Treatment Centre.

The highlighted data points have been excluded from the limit calculations due to the changes in demand and service provision related to COVID-19.

### Cancelled Operations



**Accountable:** COO

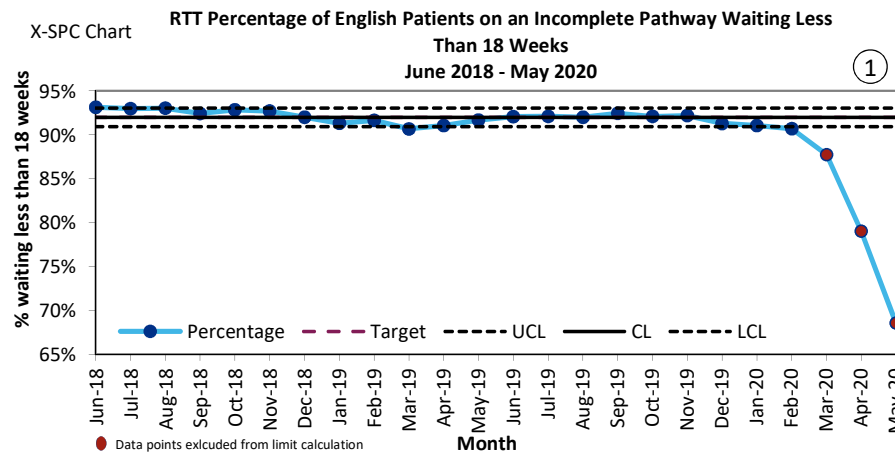
**Data Owner:** Information Services

**Key Narrative:** The drop in cancelled operations in April 2020 and May 2020 reflects the reduced number of planned.

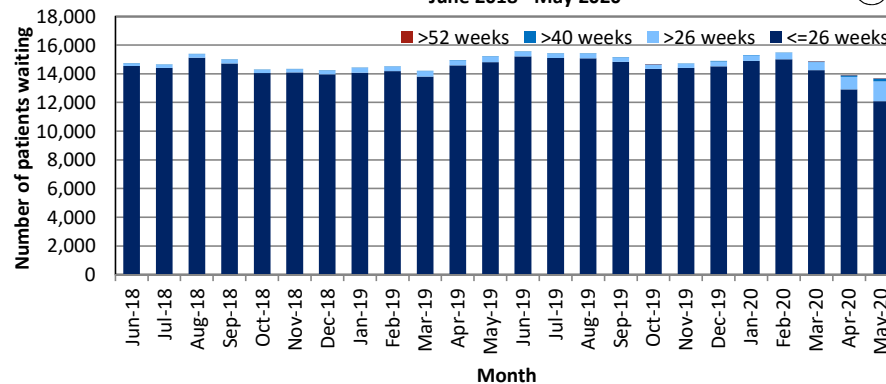
The P-SPC chart adjusts the control limits to take into account the denominator with the expected range increasing over the last few months due to the small number of planned operations.

## Board Papers - Performance

### Referral to Treatment Waiting Times (RTT)



**Total Number English Patients on RTT WL**  
June 2018 - May 2020

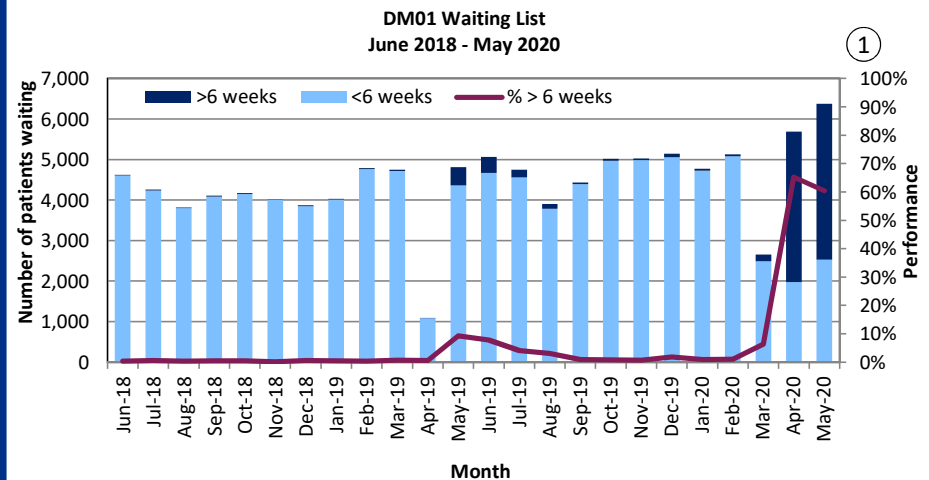


**Accountable:** COO

**Data Owner:** Information Services

**Key Narrative:** The Trust's RTT Incomplete Pathway position was 38.55% for May 2020. There were 23 52-week breaches in May 2020, 107 patients waiting over 39 weeks and 211 patients waiting between 40 and 52 weeks.

### Diagnostic Waiting Times



**Accountable:** COO

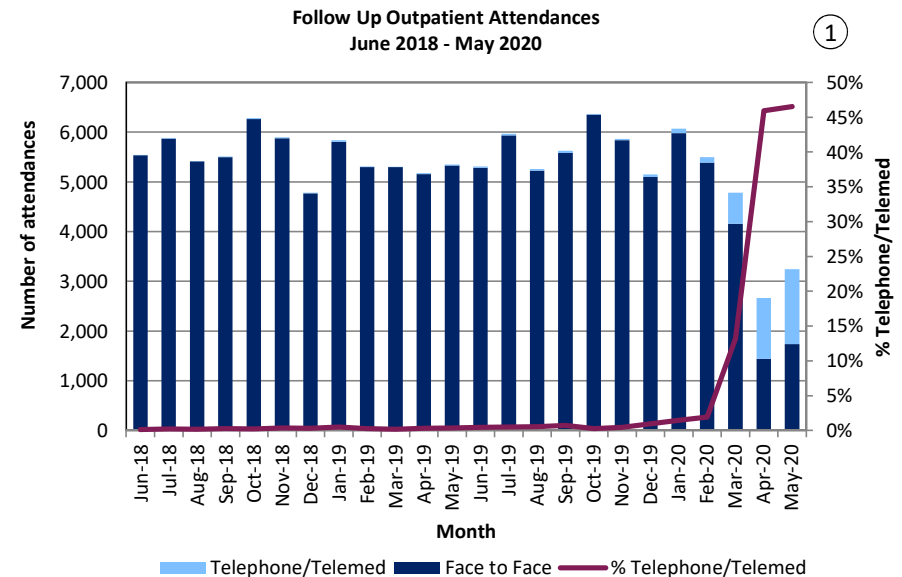
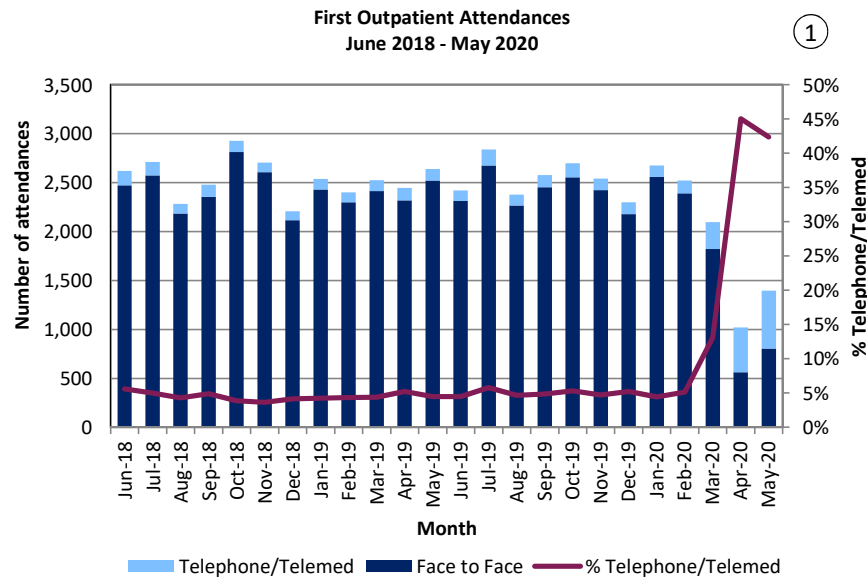
**Data Owner:** Information Services

**Key Narrative:** In May 2020, 3846 (60.33%) of patients waited longer than 6 weeks for their diagnostic tests. With the reduction in routine clinical activity, there is a significant backlog of scanning. With new infection prevention and control procedures overall imaging capacity has reduced.

Primary care colleagues and hospital consultants are currently reviewing and triaging this backlog of scanning requests to ensure clinical prioritisation. Additional scanning capacity across the independent sector is being reviewed to support.

## Board Papers - Performance

### Outpatient Activity



**Accountable:** COO

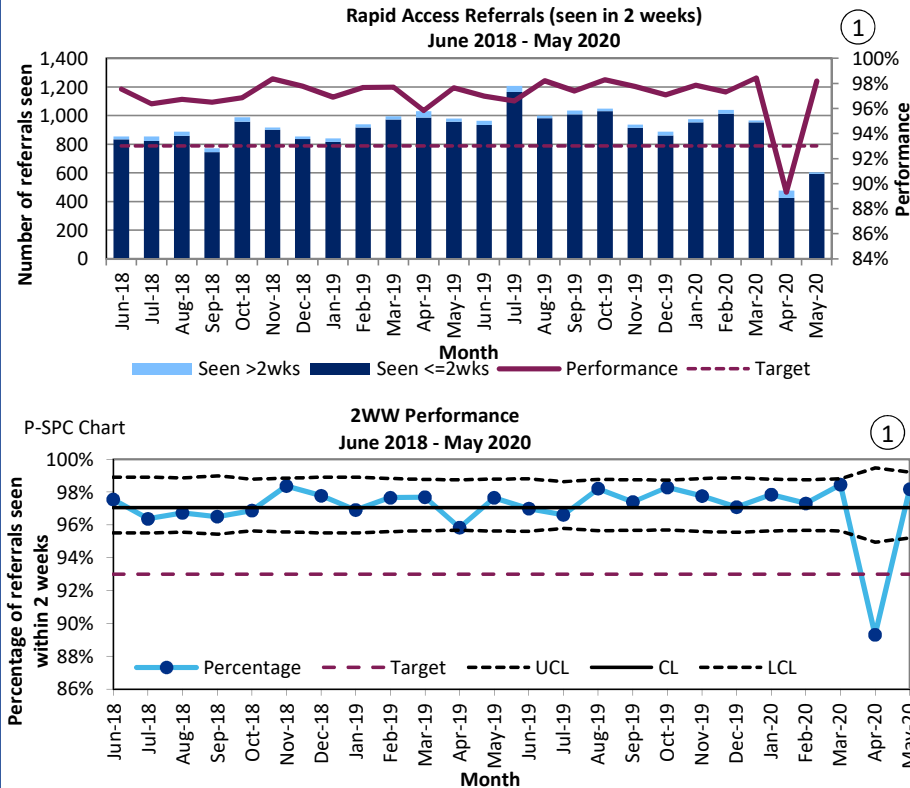
**Data Owner:** Information Services

**Key Narrative:** The charts show the reduction in OP attendances in April and May 2020 due to the impact of the coronavirus pandemic. Both the total number and proportion of activity seen via telephone or telemedicine clinics has increased over the last 2 months with 42.3% of first outpatient attendances and 46.5% of follow up outpatient attendances seen remotely.



## Board Papers - Performance

### Rapid Access Referrals



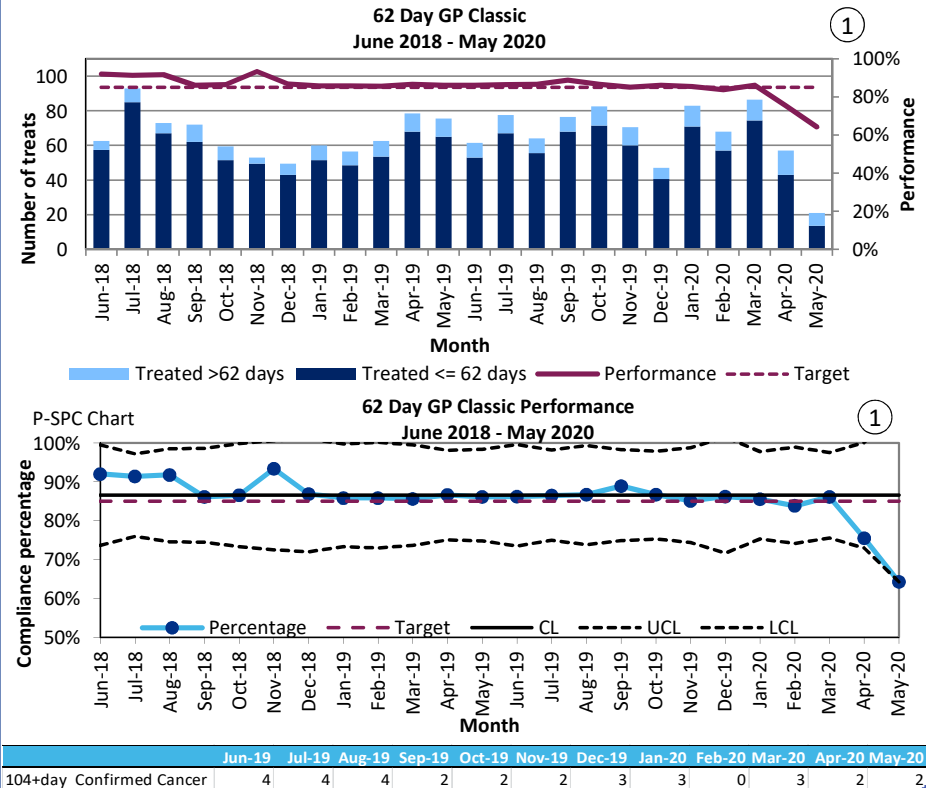
**Accountable:** COO

**Data Owner:** Cancer Performance

**Key Narrative:** The Trust has achieved the Rapid Access Referral standard for the month of May 2020, an improvement on the April 2020 position. The reduced activity seen over the last 2 months and the lower performance in April 2020 due to the impact of the coronavirus pandemic.

The P-SPC chart adjusts the control limits to take into account the total number of referrals (denominator).

### 62 Day



**Accountable:** COO

**Data Owner:** Cancer Performance

**Key Narrative:** A reduction in activity and performance compliance in the 62 day measure over the last 2 months due to the coronavirus pandemic. The performance of the 62 day screening metric was also below the 90% target in May 2020 at 81%. The Trust continues to work with the independent sector and the Cancer Alliance to maximise capacity. Increased elective surgery is planned from 22nd June 2020, with appropriate IPC measures.

The P-SPC chart adjusts the control limits to take into account the denominator.

## Performance and Finance - Headlines May 2020

Current Position

Analysis

Forward View

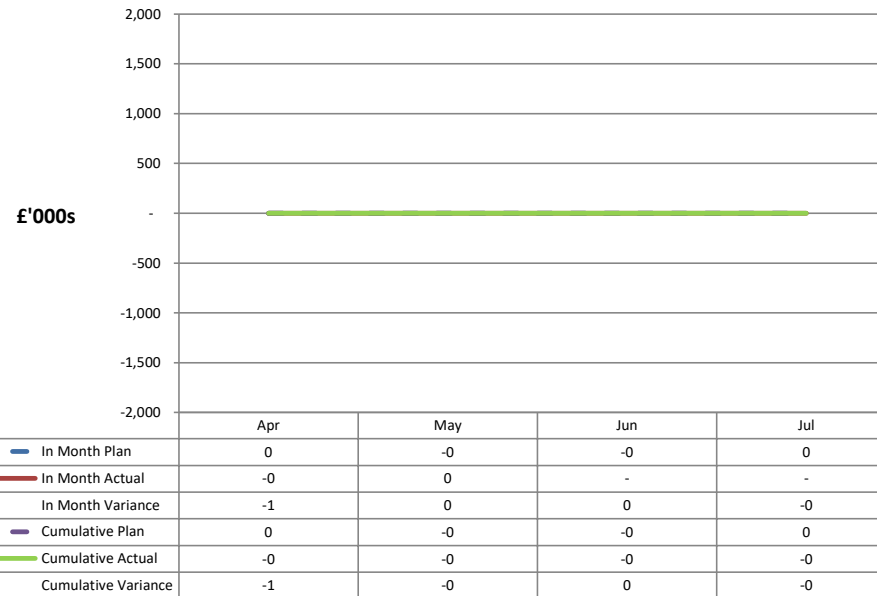
After two months the reported position is break even with the Trust applying for £2.55m in additional Top up funding from NHSI. Following original guidance the expectation is that the Trust will break even via this top up arrangement until the end of July.

However the Board should note that at month 1 any top up in excess of COVID costs and loss of income has been put on hold nationally whilst validation checks are undertaken to understand and validate the cost pressures that have been incurred.

Whilst the Trust has incurred significant costs in relation to the covid-19 outbreak, particularly with increased pay costs, and reduced income from footfall to the Trust – there have been a number of offsets associated with reduced planned care.

The Use of Resources Ratings are suspended under the current financial regime.

### Financial Performance 2020/21



The Top Up funding is based on costs over and above a baseline calculation that NHSI have made using a reference period of months 8-10 from the 2019/20 accounts. There are some challenges for the Trust with this calculation whereby either due to subsequent commissioner investments or accounting adjustments made within this period (mths 8-10) has resulted in the Trust having a reduced 'normalised' expenditure run rate within the calculation. A summary paper outlining this has been submitted to regulators in order to highlight this gap ahead of future calculations for Trusts.

It is anticipated that without any review of the current funding allocation – the Trust will require an additional £1.4m each month, up to the end of July – which is where the current financial framework is agreed to.

The expectations beyond July are expected to be issued at the end of June, at which point the temporary measures adopted within the Trust will be reviewed and extended where

Indicator	YTD Rating		YE Rating	Status
	Plan	Actual	Forecast	
<b>Finance</b>				
Use of Resource Rating				
Capital Service Capacity				
Liquidity				
I&E Margin				
Distance from Financial Plan				
Agency Spend				

## Performance and Finance - Income From Patient Care May 2020

Current Position

Analysis

Forward View

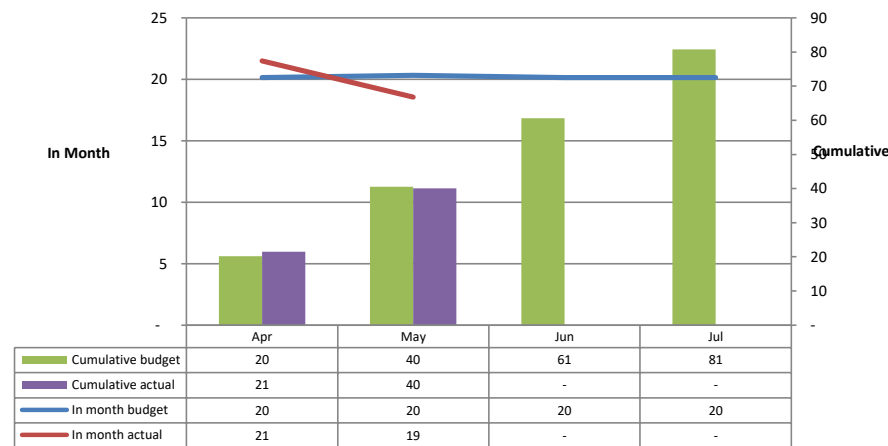
Income from Patient Care activity covers both contract income, Private Patient funding and Injury cost Recovery Scheme income.

Contract income is £166k below plan which relates to non-contract/cross border flow activity as it is not currently being billed as part of the covid-19 guidelines.

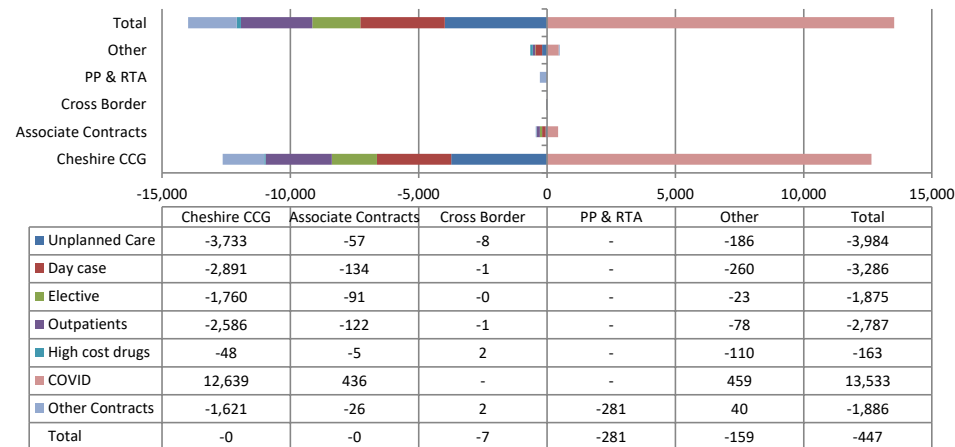
The impact of covid-19, as a result of reduced patients coming to hospital either an unplanned admissions, or as part of planned care is illustrated in the variances against the contract income.

Private patient and the Injury cost recovery scheme income is under plan by £281k year to date, as a result of the reduced activity within the hospital and social distancing measures in place.

Contract Income Performance 2020/21 £'m



Cumulative Variance to Contract Income plan £'000s



The Trust has an agreement for a block value with all commissioners for April-July 2020/21, with additional 'top up' payments in place to support Trusts where costs exceed the regulator expectations.

Whilst the Trust is awaiting guidance beyond July, it is expected that the Trust will be on some form of block arrangement with commissioners when contracting re-commences.

## Performance and Finance - Pay Expenditure May 2020

Current Position

Analysis

Forward View

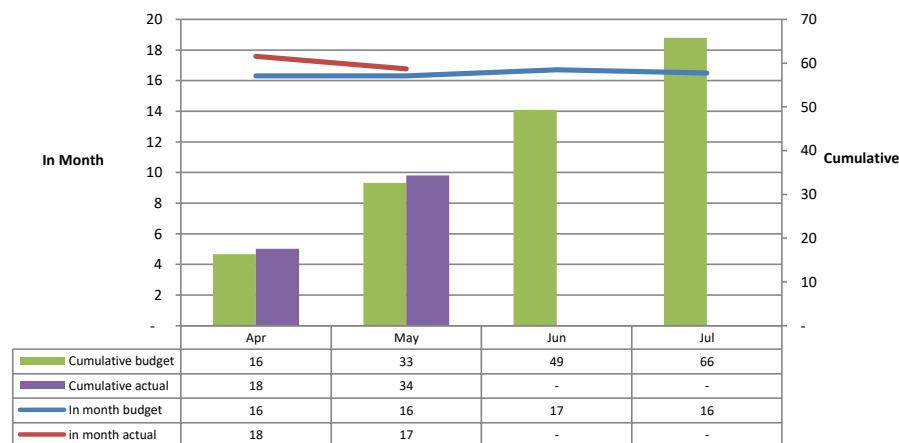
Cumulatively Pay is worse than the NHSI expectation by £1.742m, of which the majority is associated with direct covid-19 costs.

The balance relates to some challenges over the reference period taken by NHSI to calculate the pay budget – which is indicated within other.

The direct costs associated with covid-19 are broken down into the following areas:

- Bank incentive (£0.5m)
- Additional Medical costs including paid student placements (£0.4m)
- Increase in acuity pre-dominantly impacting nursing, and further paid student placements (£0.5m)

Pay Expenditure 2020/21 £'m

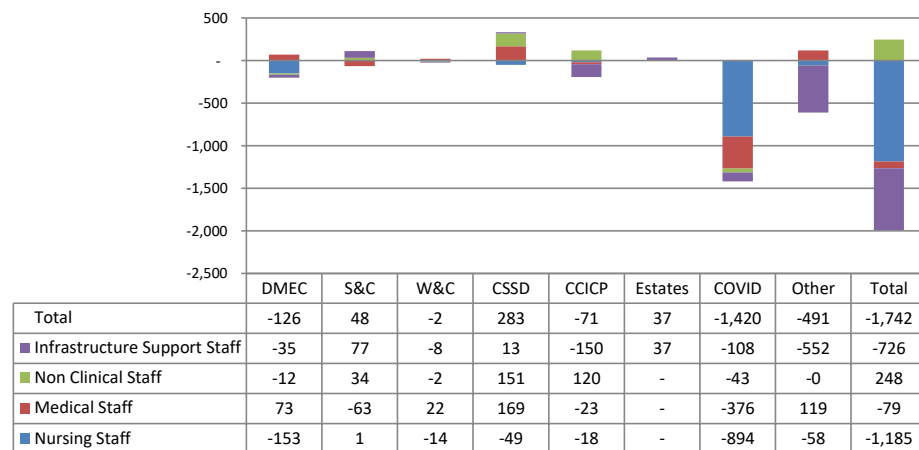


There is significant pressure on the pay budgets as a result of measures put in place to support the Trust with the pandemic, which will impact Q1 of 2020/21. These measures, such as the bank incentive are subjected to regular scrutiny and review by the executive team.

The Trust remains focussed on key workforce planning projects to increase the international nurse recruitment, radiography recruitment and development of the role of associate physicians within the Trust.

However, some of these projects are subject to delays as a result of Covid-19 – and therefore new and alternative schemes are being developed.

Pay Variances by Staff Group and Division £'000s



## Performance and Finance - Non-Pay Expenditure May 2020

Current Position

Analysis

Forward View

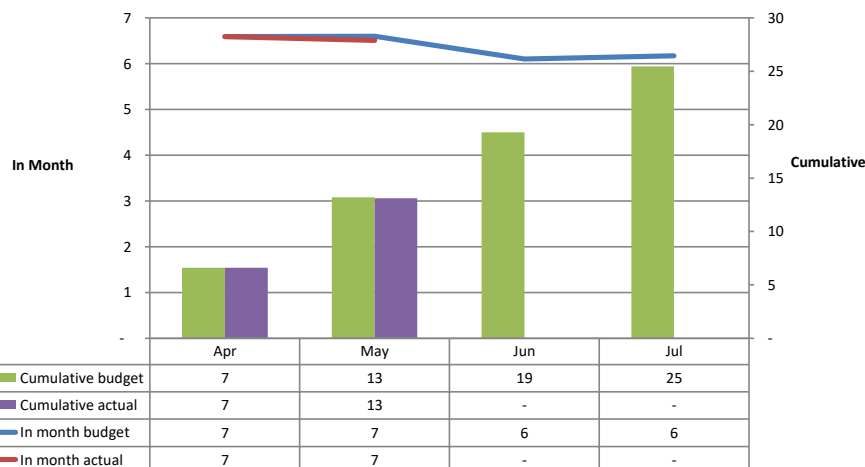
Non Pay is £92k below the expectations set out by NHSI regulators.

Whilst the costs associated with Covid-19 have been separately identified as being £2.152m there are a number of offsets associated with planned care which is significantly reduced at present.

The key expenditure within non pay for Covid-19, relates to PPE and increase consumables (£1.4m), temporary fixtures and enablement (£0.4m) and IT costs (£0.3m).

There are significantly reduced costs within the areas of drugs (particularly around chemotherapy, and chronic conditions), high cost prosthetics/other surgical supplies and reduced diagnostics.

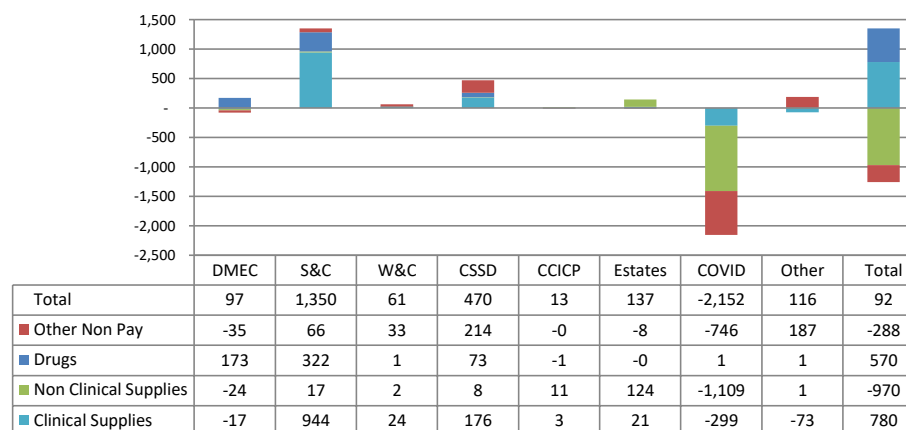
Non Pay 2020/21 £'m



There are considerable challenges associated with securing the supply of PPE, which presents a challenge to forecast the future – particularly as the Trust looks beyond July and restoring planned care.

It is expected that in the coming months the Trust will also have challenges around sourcing additional diagnostic capacity in order to support the increase of patients to the hospital and steps towards recovery which will have significant cost implications.

Non Pay Variances by Type and Division £'000s



## Forward View

[illegible]

## Performance and Finance - Agency Spend May 2020

Current Position

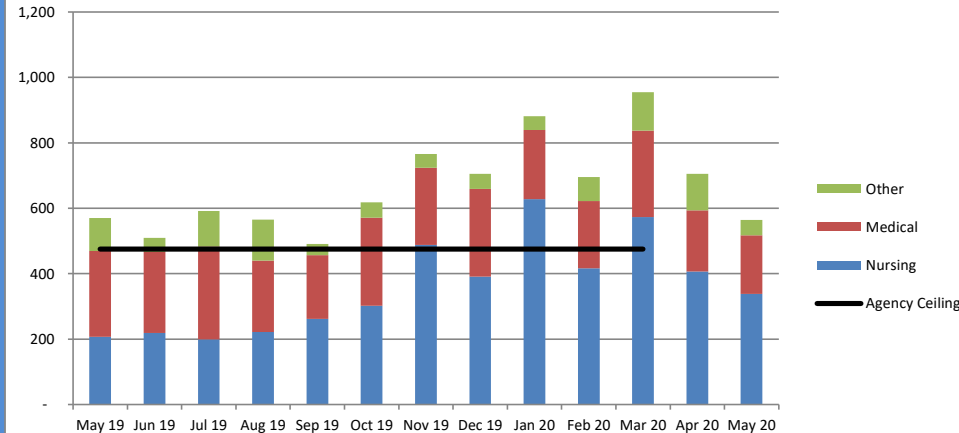
Analysis

Forward View

Agency expenditure is at the lowest level since Sept 2019, due to the following:-

- 1) a reduction in shifts required as a result of capacity requirements
- 2) the bank incentive leading to a higher fill rate
- 3) an increase in substantive staff employed by the Trust (which occurred in the final quarter of 2019/20).

Agency Spend - 13 Month Trend

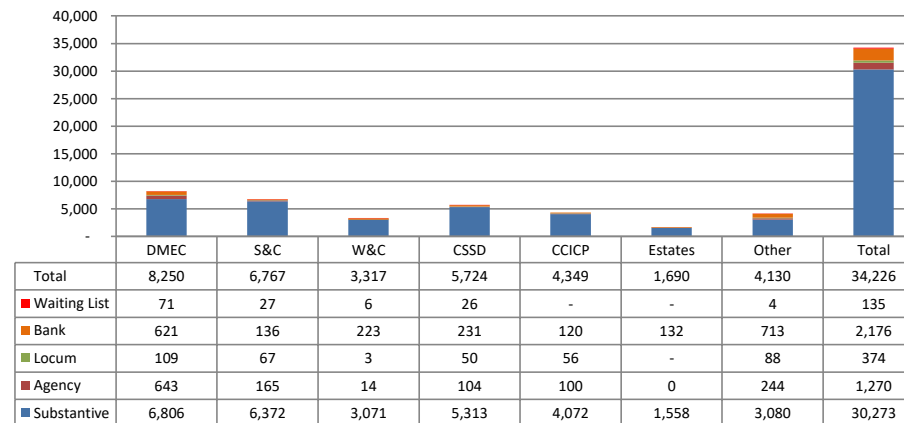


Due to the suspension of the Use of Resources Rating, the Trust has not been set an agency ceiling limit for 2020/21 for the first 4 months of the financial year.

It is encouraging that the rates of agency expenditure are reducing, and the fill rates increasing for Registered nursing – despite the challenge that covid-19 has presented. Whilst it is uncertain when the next cohort of international recruits will be able to fly to the UK, the Trust is progressing with interviews in order to maintain progress in this key workforce area.

There are challenges that remain with specialist areas such as ED and Paediatrics, which may require a different approach to supporting a sustainable workforce solution.

Staffing costs by Substantive and Temporary



## Performance and Finance - Cash May 2020

Current Position

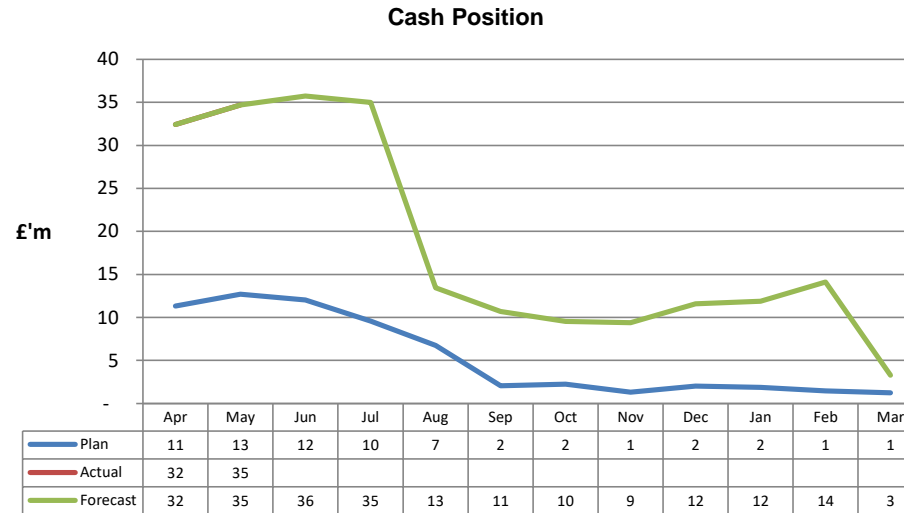
Analysis

Forward View

### Cash Position

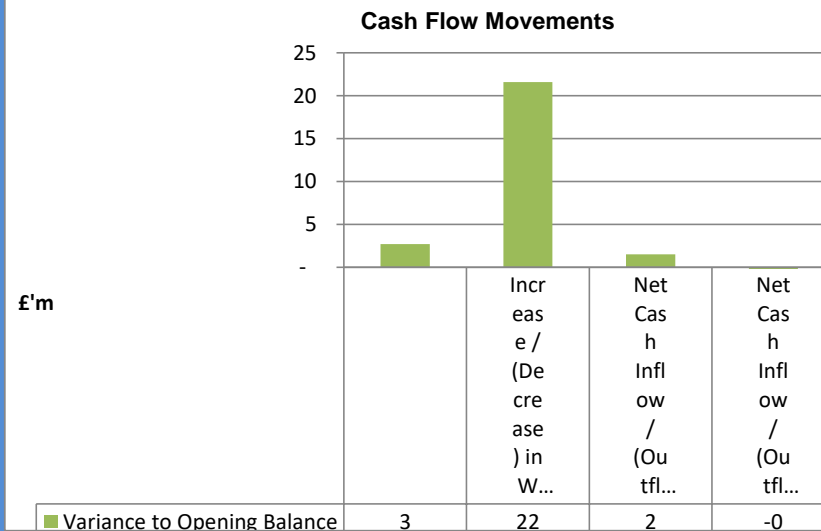
Cash is better than originally anticipated by £22m.

This is due to £20m of contract income being paid in advance to support cash flow during the COVID-19 pandemic. In addition, capital expenditure is behind plan by £1.6m



Due to the COVID-19 situation, the Trust is not anticipating any problems with cash due to contract payments being received in advance from commissioners, and any additional COVID-19 costs anticipated being reimbursed.

The forecast is based on the Going Concern exercise for the 2019/20 audit, which has been adjusted for actuals to May 2020.





## Performance and Finance - Capital Expenditure May 2020

Current Position

Analysis

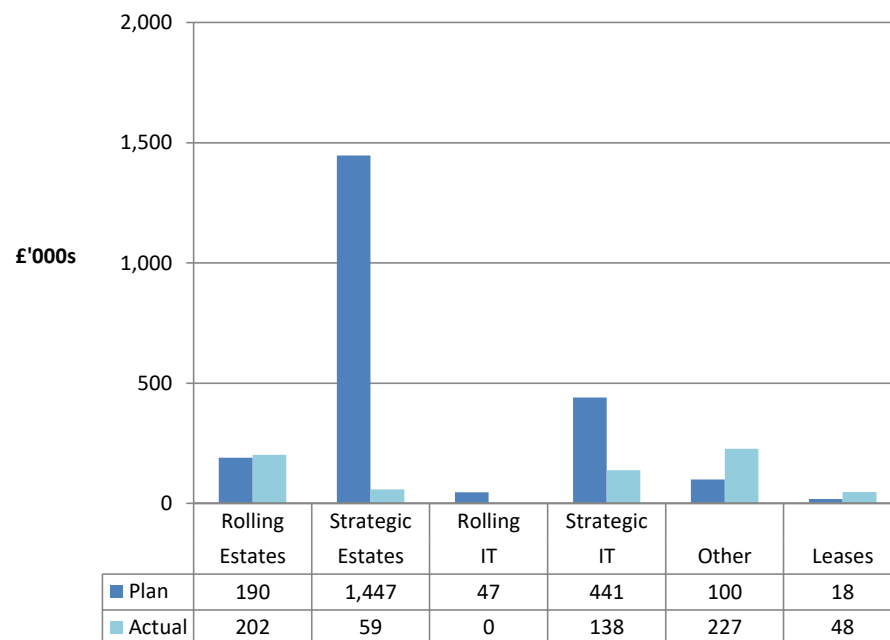
Forward View

The capital programme (excluding leases) is £1.6m less than anticipated which is mainly due to:

(£0.6m) Car Park Expansion  
(£0.4m) ICU Conversion  
(£0.2m) Third CT Enabling  
(£0.2m) Endoscopy Works  
(£0.2m) Labcentre Upgrade

Lease expenditure is broadly inline with plan.

### Capital Expenditure



We are awaiting national guidance on the Capital regime for 2020/21, therefore only essential and priority works will be progressed until this is received.

The forecast is based on information currently available, but will likely change inline with further guidance and operational requirements.

		Year to Date £'000s			Year End £'000s		
		Plan	Actual	Variance	Plan	Forecast	Variance
Estates	Rolling	190	202	12	2,762	2,762	0
Estates	Strategic	1,447	59	-1,388	8,463	8,463	0
IT	Rolling	47	0	-47	353	353	0
IT	Strategic	441	138	-303	5,655	5,655	0
Other		100	227	127	445	445	0
Leases		18	48	30	3,679	3,679	0
		2,243	674	-1,569	21,357	21,357	0

## Performance and Finance - COVID Capital Schemes May 2020

Bid Month	Scheme Description	Scheme Rationale	Scheme Type	Bid Value	Year to Date £'000s			Year End £'000s		
				£'000s	Plan	Actual	Variance	Plan	Forecast	Variance
Apr-19	Voice over IP	Enables Switchboard virtual operator	IT	91	91	91	0	91	91	0
May-19	Upgrade of Oxygen Supply	To enable the use of CPAP and Ventilators	Infrastructure	56	56	56	0	56	56	0
May-19	Blood Gas GEM 5000	Additional required	Clinical Equipment	39	39	34	-5	39	39	0
May-19	IMPRIVATA: ONESIGN SINGLE	Single Sign on enablement	IT	109	109	109	0	109	109	0
May-19	Armstrong FD140 Vents	For CPAP	Clinical Equipment	90	0	0	0	90	90	0
May-19	Trilogy Ventilator	For CPAP	Clinical Equipment	31	0	0	0	31	31	0
May-19	Benevision N17 touch Elan	Patient Monitoring	Clinical Equipment	73	0	0	0	73	73	0
				489	295	290	-6	489	489	0

## TAP Committee Chair's Assurance Report June 2020

<b>Report to</b>	Board of Directors
<b>Date</b>	4 June 2020
<b>Report from</b>	Lorraine Butcher, Non-Executive Director
<b>Report prepared by</b>	Katharine Dowson, Head of Corporate Governance
<b>Executive Lead/s</b>	Heather Barnett, Director of Workforce and OD Chris Oliver, Chief Operating Officer Amy Freeman, Chief Information Officer
<b>Committee meeting quoracy</b>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

### KEY AREAS OF ASSURANCE

#### Impact of Covid-19 on Transformation & Workforce

- Operational restart and reset for elective work - pace of change to be in line with Cheshire & Merseyside response
- South Cheshire Private Hospital - an invaluable resource for surveillance patients and would be needed for some time in this capacity. Long-term use of this building to be reviewed by the Board in the coming months.

#### Workforce Report

- Majority of BAME risk assessments complete with 100% compliance expected by 5 June; actions undertaken mainly to remove high risk staff from hot areas. Focus group took place with circa 50 BAME colleagues was well received
  - Standard operating procedures for Track and Trace and national quarantine coming into place in mid-June.
  - Remodelling work taking place to take into account the challenges of recruiting internationally and alternatives to this approach through UK adaptation and nursing apprenticeship programmes
  - Reward and recognition modified to take into account social distancing and to reflect the need to recognise all staff during a pandemic; action plan agreed
  - Post-crisis mental health support offer being developed
- Workforce Disability Equality Standard (WDES) Report- **Acceptable assurance:** to be submitted to the Board for information, noting that reporting on this area and for the Workforce Race Equality Standard would recommence from July. The impact of Covid-19 on staff who had identified as disabled was discussed and the Executive Equality and Inclusion Group has been asked to analyse further.

#### Digital Report

- At 4 June 2020, the Trust was close to attaining its 1000<sup>th</sup> video consultation, mainly in the community although the proportion in the acute setting has moved from 3-4% up to 18%.
- Information and Transformation Steering Group to review and prioritise ICT projects based on patient need, safety and quality as well as cost-savings.

## Transformation

- Covid-19 – changes and lessons learnt through innovation - **Acceptable Assurance:** the collaborative approach seen to date would be taken forward by the Transformation Team and the Quality Improvement Faculty. Work to be reviewed by TAP once complete
- Noted the impact of the transformation team within change and how it had evolved to be placed at the centre in supporting change at pace

## KEY CONCERNS/RISKS

- Electronic Patient Record (EPR) – due to delay in the approval process and some partnership issues, the Committee requested a more detailed report on the EPR risk and mitigations being put in place
- Workforce metrics: mandatory training and appraisal rates reduced significantly in April, but recovery expected in May. New metrics report for workforce anticipated for next meeting in July.
- CQC Action Plan: more systematic process under consideration for escalating relevant items to TAP from Quality Summit.

The Committee noted that its agenda would align more closely with the relevant strategic (BAF) risks in future and that there would be interim reporting until the new system was fully in place.

## Priority Areas: DECISIONS MADE

- Accepted - Annual report of Executive Equality and Inclusion Group for 2019/20
- Agreed - WDES Report

## RECOMMENDATION

During its response to Covid-19, the Trust has demonstrated its ability to innovate at pace, make effective use of the Command structures, and capture learning as a platform for sustained transformation. TAP also noted the fine balance that has been struck between handling complexity, and the significant emotional, practical and capability challenges for staff.

## BOARD OF DIRECTORS

<b>Agenda Item</b>	<b>13</b>	Date of Meeting: 01/07/2020
<b>Report Title</b>	Workforce Report	
<b>Executive Lead</b>	Heather Barnett, Director of Workforce and OD	
<b>Lead Officer</b>	Melissa Oldham, Head of HR	
<b>Action Required</b>	To note	

<input type="checkbox"/>	<b>Acceptable assurance</b> General confidence in delivery of existing mechanisms / objectives	X	<b>Partial assurance</b> Some confidence in delivery of existing mechanisms / objectives	<input type="checkbox"/>	<b>No assurance</b> No confidence in delivery
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### Key Messages of this Report (2/3 headlines only)

- Workforce metric performance continues to be affected by Covid-19 however early indications suggest that the impact is starting to lessen.
- All metrics have improved in month with the exception of Appraisals and there is a plan to recover performance in this area.

### Impact (is there an impact arising from the report on the following?)

<ul style="list-style-type: none"> <li>• Quality <input type="checkbox"/></li> <li>• Finance <input type="checkbox"/></li> <li>• Workforce <input checked="" type="checkbox"/></li> <li>• Equality <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>• Risk <input type="checkbox"/></li> <li>• Compliance <input checked="" type="checkbox"/></li> <li>• Legal <input type="checkbox"/></li> </ul>
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### Equality Impact Assessment (must accompany the following submissions)

- Strategy ☐      Policy ☐      Service Change ☐

### Strategic Objective(s) (indication of which objective/s the report aligns to)

<ul style="list-style-type: none"> <li>• Manage the impact of covid and ensure safe recovery <input type="checkbox"/></li> <li>• Deliver outstanding care and patient experience Deliver the most effective care to achieve best possible outcomes <input type="checkbox"/></li> <li>• Ensure MCHFT is the best place to work <input checked="" type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>• Provide safe and sustainable healthcare through our estate, infrastructure and planning <input type="checkbox"/></li> <li>• Provide strong system leadership by working together <input type="checkbox"/></li> <li>• Be well governed and clinically led <input type="checkbox"/></li> </ul>
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### Governance (is the report a...?)

<ul style="list-style-type: none"> <li>• Statutory requirement <input checked="" type="checkbox"/></li> <li>• Annual Business Plan Priority <input type="checkbox"/></li> <li>• Strategic/BAF Risk <input type="checkbox"/></li> <li>• Service Change <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>• Other <input type="checkbox"/></li> </ul> <p><i>rationale for Board submission required:</i></p>
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### Next Steps (actions following agreement by Board/Committee of recommendation/s)

## REPORT DEVELOPMENT

Committee/ Group Name	Date	Report Title	Lead	Brief summary of key issues raised and actions agreed
N/A				



# Board of Directors Workforce Report




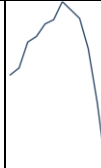

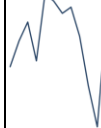

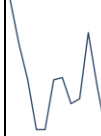

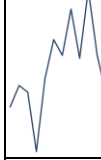

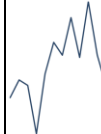
## July 2020

(May 2020 data)



**Performance Report**  
**Month:**

Workforce Chapter  
May-20

Measure	Target	Performance	Description	Narrative	Rolling Trend	Trend	C&W Average (April 2020)
	N/A	5.52%	In-month 12m average Sickness Absence described as a Percentage	Sickness absence reduced in month by 1.25%. Covid-19 related absence fell from 7.92% in April to 5.61% in May which will have significantly impacted on the overall position. All divisions improved their position in month. SC and WC are Amber against target other divisions are Red.		↓	7.42%
	90.00%	70.50%	Percentage of Staff who have received an appraisal in the last 12 months. Excludes New Staff with less than 12m service and Bank Staff	Appraisal rates dropped in month by 8.32% and the Trust remains Amber against target. The most significant reductions were in EF (-11.08) and MEC (-10.84%). The L&D Team are working on updated guidance and short video guides. These will be the most impactful way of raising awareness with staff and offering support at the same time.		↓	87.96%
	90.00%	83.49%	Mandatory Training Monthly Rate Excludes Bank Staff, Staff on long term sick & mat. leave.	Training compliance improved by 5% in month and the overall position remains Amber. All divisions improved with the exception of EF and all divisions remain above 80% compliance. The further move to e-learning is supporting this improvement.		↑	88.48%
	10.00%	8.58%	Number of Leavers expressed as a percentage of the workforce over a 12m rolling period. Exclude Junior Doctors, Temporary and Fixed term.	Turnover improved by 0.19% and the overall position is Green. All divisions improved their position with the exceptions of MEC (-0.52%) and WC (-0.71%). All divisions are Green against Target with the exception of CCICP who are Red.		↓	10.75%
	(403)	(564)	In month total spend for the Trust against plan	Agency spend was £141k less than the previous month. This was delivered through reductions in nursing and admin agency spend. MEC and SC both reduced their agency spend in month		↓	N/A
	less than 100%	139.95%	In month Trust Agency Spend as a percentage of the Planned Agency Spend			↓	N/A

**Key**

Adverse Increase



Positive Increase



Adverse Reduction



Positive Reduction



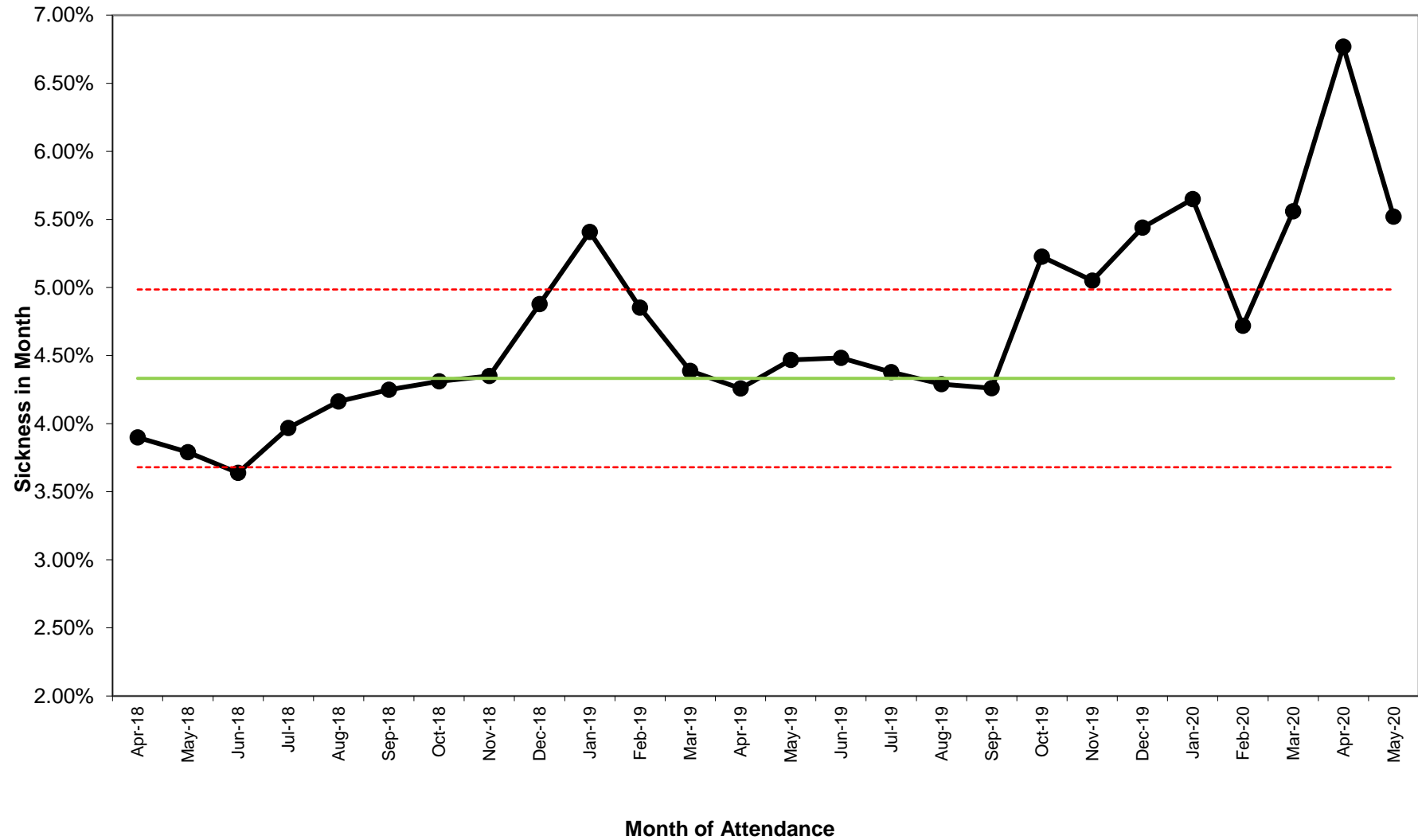
Neutral Change/ No Change





### Sickness % - In Month

April 18 - April 20



## Covid-19 Risk Assessment Update (29th June 2020)

<b>Total number of staff risk-assessed</b>	<b>5050</b>
% of whole workforce	98.38%
<b>Total number of BAME staff risk assessment completed</b>	<b>387</b>
% of risk assessments completed	100%
<b>% of staff risk assessed by staff group:</b>	
Add Prof Scientific and Technic	98.72%
Additional Clinical Services	97.76%
Administrative and Clerical	99.48%
Allied Health Professionals	99.52%
Estates and Ancillary	100.00%
Healthcare Scientists	100.00%
Medical and Dental	94.97%
Nursing and Midwifery Registered	97.72%
<b>Additional mitigation over and above the individual risk assessment</b>	
Exclusion from covid-19 areas	
On-call buddy system	
Removed from on-call system altogether	
Provision of own office	
Redeployment to different areas including green wards	
Change of work location e.g. removed from reception desk to avoid patient contact	
Operate as "clean" radiographer	
Enhanced PPE including protective screens	
FFP2 masks provided e.g. for medical staff in Ophthalmology	
Adjusted clinical pathways in Ophthalmology so non-BAME colleagues can see ED streamed and casualty patients	
Working from home	
Adjusted duties	
Vitamin D supplements offered to all BAME staff for 3 months	
Annual BAME Health Assessment process is being developed	
Areas experiencing outbreaks implement a rapid response to ensure that the ward is closed and all staff and patients swabbed	

## BOARD OF DIRECTORS

<b>Agenda Item</b>	<b>14.1</b>	Date of Meeting: 06/07/2020
<b>Report Title</b>	Variation to Standing Orders and Standing Financial Instructions	
<b>Executive Lead</b>	Caroline Keating, Company Secretary	
<b>Lead Officer</b>	Katharine Dowson, Head of Corporate Governance	
<b>Action Required</b>	To approve	

X	<b>Acceptable assurance</b> General confidence in delivery of existing mechanisms / objectives	<input type="checkbox"/>	<b>Partial assurance</b> Some confidence in delivery of existing mechanisms / objectives	<input type="checkbox"/>	<b>No assurance</b> No confidence in delivery
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### Key Messages of this Report (2/3 headlines only)

- Proposal for temporary changes to Standing Financial Instructions (SFIs) to be made permanent
- New proposals included relating to changes to SFIs for Charitable Trustees

### Impact (is there an impact arising from the report on the following?)

<ul style="list-style-type: none"> <li>• Quality <input type="checkbox"/></li> <li>• Finance <input type="checkbox"/></li> <li>• Workforce <input type="checkbox"/></li> <li>• Equality <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>• Risk <input checked="" type="checkbox"/></li> <li>• Compliance <input type="checkbox"/></li> <li>• Legal <input type="checkbox"/></li> </ul>
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### Equality Impact Assessment (must accompany the following submissions)

- Strategy ☐      Policy ☐      Service Change ☐

### Strategic Objective(s) (indication of which objective/s the report aligns to)

<ul style="list-style-type: none"> <li>• Manage the impact of covid and ensure safe recovery <input type="checkbox"/></li> <li>• Deliver outstanding care and patient experience Deliver the most effective care to achieve best possible outcomes <input type="checkbox"/></li> <li>• Ensure MCHFT is the best place to work <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>• Provide safe and sustainable healthcare through our estate, infrastructure and planning <input type="checkbox"/></li> <li>• Provide strong system leadership by working together <input type="checkbox"/></li> <li>• Be well governed and clinically led <input checked="" type="checkbox"/></li> </ul>
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### Governance (is the report a...?)

<ul style="list-style-type: none"> <li>• Statutory requirement <input type="checkbox"/></li> <li>• Annual Business Plan Priority <input type="checkbox"/></li> <li>• Strategic/BAF Risk <input type="checkbox"/></li> <li>• Service Change <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>• Other <input checked="" type="checkbox"/></li> </ul> <p><i>rationale for Board submission required:</i></p>
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### Next Steps (actions following agreement by Board/Committee of recommendation/s)

SFI changes to be reviewed in detail at Audit Committee on behalf of the Board and approved by Council of Governors as part of the changes to the Trust Constitution.

## REPORT DEVELOPMENT

Committee/ Group Name	Date	Report Title	Lead	Brief summary of key issues raised and actions agreed

## Variation to Standing Orders and Standing Financial Instructions (incorporating Scheme of Delegation)

### Introduction

1. As a result of the Covid-19 pandemic, and in response to national guidance, the Trust reviewed and amended its arrangements to ensure they allowed for effective and timely decision-making. The changes were agreed at the Board meeting on 6 April 2020 for a three month period, at which point it was also agreed that these would be reviewed again at the Board meeting in July 2020.
2. This paper outlines the Constitutional position, the previously agreed temporary arrangements and the proposed changes. A more detailed review of Standing Orders (SO), Standing Financial Instructions (SFI) and the Scheme of Delegation (SOD) is being undertaken which will take into account the lessons learnt during Covid-19. The parameters of these changes, however, are provided in the proposal below. These will be reviewed by the Audit Committee at their next meeting on 13 July; if agreed, the revised SOs would be included in the Constitution, due to be submitted to the Council of Governors for final approval at end July.

### Proposal

#### Standing Orders

3. The table below identifies the proposed variations to Standing Orders:

Area of Proposed Change	Standing Order	Temporary Measures	Proposed Changes
Quorum for Board and Board decisions	One third of the voting members of the Board, including at least 1 NED	To include Chair or Deputy Chair, Chief Executive or Deputy CEO and a clinician	Revert to SO, noting the provision for the use of Emergency Powers <sup>1</sup> remains as part of the SO
Board meetings to be held in private	All Board meetings to be held in public	Meetings to be held virtually which will exclude the public until 6 July 2020	The Board reserves the right to continue to hold its meetings virtually, until current circumstances change.

**Table 1: Proposed variations to Standing Orders**

4. The potential to include the public is being explored and the view of the Board will be sought to enable an informed decision to be taken. At this point, the Standing Orders may need to be amended again.

**Standing Financial Instructions**

5. NHSE/I Guidance '*Next Steps on NHS Response to COVID-19*' of 170320 required Trusts to review financial governance to ensure decisions to commit resources in response to Covid-19 were robust given the commitment made to provide additional funding to cover the costs of responding to Covid-19. In response, the changes set out in Table 2 were agreed by the Board.
6. The Board agreed that all decisions made using these temporary powers would be recorded. This is achieved through the submission to the Audit Committee of a report on SFI conformance with summary details provided to the Board through the Chair's Assurance Report.
7. As part of the review of SFIs and the SOD, the approval rates were changed so that the levels were similar to that of peers. As this temporary provision has enabled management to be more agile in its response, it is proposed that these temporary arrangements become permanent:

<b>Scheme of Delegation Reference</b>	<b>SFIs</b>	<b>Current Provision</b>	<b>Proposed Changes</b>
<b>4.2 Authority to Approve Revenue Expenditure and Business Cases</b>	Items above £100,000 submitted to Board for approval having first been signed off by an Executive or DGM	Revenue expenditure to £500k to be approved by the CEO and Director of Finance  Revenue expenditure of £500k - £1m to be approved by the Chair, CEO, Director of Finance and the (NED) Chair of the Performance & Finance Committee	Temporary provision to be made permanent and Scheme of Delegation revised accordingly
<b>4.3. Authority to Approve Capital Expenditure</b>	Business cases and contracts for individual schemes within this budget that exceed £100,000 must go the Board for approval. In respect of any Leases or contracts, the value should be determined by the whole life value	Approval authority for capital expenditure as for revenue expenditure above  Guidance has been received that states that any capital expenditure over £250k must be approved at a national level	Temporary provision to be made permanent and Scheme of Delegation revised accordingly
<b>4.5 Authorisation to Approve Charitable Funds</b>	Trustees Sub Committee can authorise expenditure up to £25,000  The Board of Directors acting as the Corporate	To ensure pace in decision making, it is acknowledged that there may be more Chair's Actions to approve Charitable Funds than usual	Sub-Committee to authorise expenditure from £20,000 to £100,000 with the Board of Directors acting as the Corporate Trustees

<b>Scheme of Delegation Reference</b>	<b>SFIs</b>	<b>Current Provision</b>	<b>Proposed Changes</b>
	Trustees can approve expenditure over £25,000	These will be recorded and reported retrospectively to the Trustees Committee for ratification	approving expenditure over £100,000. Proposed change supported by strengthened governance of Para 10 below
<b>6.29 Tender Limits</b>	Competitive quotations are required for all expenditure in excess of £10,000 and less than £30,000.	<p>All existing requirements relating to tenders and procurement remain unchanged. This includes the requirement to use a Waiver of Standing Financial Instructions where the above process is not followed. Waiver approvals remain unchanged and will be reported to Audit Committee</p> <p>Processes will be implemented to ensure any Waivers will be prioritised to ensure these can be processed swiftly.</p> <p>Particular attention will be given to all contracts relating to Covid-19 to ensure contract terms have appropriate exit clauses and contract durations.</p>	No change

**Table 2: Proposed Permanent Variations to Scheme of Delegation**

8. To ensure Finance could expedite payments during this emergency period and comply with national directives, the limits of authority for the two Deputy Directors of Finance were increased from £30k to £100k. It is proposed that this is made permanent. Oversight of this will be via the Performance & Finance Committee.
9. Governor and Membership activity is in the process of being restarted using virtual methods to communicate with both groups and further events planned. The Governors will receive a paper with a revised Constitution to approve at the next meeting on 23 July 2020 which will take into account changes agreed by the Board of Directors and the Audit Committee.

## **Charitable Trustees**

10. The SFIs for the Trust's Charity have also been reviewed and the need to revise the approval limits identified, mainly due to the increased funding available as a result of COVID and the need to be agile in our decision-making. To support the proposed changes in approval limits (cf. Table 2), the Deputy Director of Finance will have senior operational oversight of routine applications with delegated authority to approve between £3k and £20k.
11. Oversight of this would be through usual financial processes and budget management and via the Trustees Sub-Committee and Corporate Trustees as identified above. This would ensure that, where there is a risk of reputational damage or there are areas of sensitivity, these applications would be submitted to the Committee for consideration of their purpose.
12. In addition, a Chair's assurance report will be submitted to the Board of Directors after each formal committee meeting.

## **Recommendation**

13. The Board is asked to approve the permanent change to SOs, SFIs and SOD identified in this paper, subject to review by the Audit Committee and submission to the Council of Governors of the Constitution.

**Caroline Keating**

Company Secretary

6 July 2020



## BOARD OF DIRECTORS

<b>Agenda Item</b>	<b>15</b>	Date of Meeting: 06/07/2020
<b>Report Title</b>	Governance Structure	
<b>Executive Lead</b>	James Sumner, Chief Executive	
<b>Lead Officer</b>	Caroline Keating, Company Secretary	
<b>Action Required</b>	To approve	

X	<b>Acceptable assurance</b> General confidence in delivery of existing mechanisms / objectives	<input type="checkbox"/>	<b>Partial assurance</b> Some confidence in delivery of existing mechanisms / objectives	<input type="checkbox"/>	<b>No assurance</b> No confidence in delivery
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### Key Messages of this Report (2/3 headlines only)

- Governance Structure reviewed as recommended by MIAA
- Executive-led groups confirmed to reflect current reporting lines or revised to reflect business need
- New Executive Risk and Assurance Group to provide advice on Trust direction and operational management with specific reference to risk
- Structure facilitates improved assurance to and greater focus on strategic issues and risks at Committees

### Impact (is there an impact arising from the report on the following?)

<ul style="list-style-type: none"> <li>• Quality <input checked="" type="checkbox"/></li> <li>• Finance <input type="checkbox"/></li> <li>• Workforce <input type="checkbox"/></li> <li>• Equality <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>• Risk <input type="checkbox"/></li> <li>• Compliance <input checked="" type="checkbox"/></li> <li>• Legal <input type="checkbox"/></li> </ul>
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### Equality Impact Assessment (must accompany the following submissions)

- Strategy ☐      Policy ☐      Service Change ☐

### Strategic Objective(s) (indication of which objective/s the report aligns to)

<ul style="list-style-type: none"> <li>• Manage the impact of covid and ensure safe recovery <input type="checkbox"/></li> <li>• Deliver outstanding care and patient experience Deliver the most effective care to achieve best possible outcomes <input type="checkbox"/></li> <li>• Ensure MCHFT is the best place to work <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>• Provide safe and sustainable healthcare through our estate, infrastructure and planning <input type="checkbox"/></li> <li>• Provide strong system leadership by working together <input type="checkbox"/></li> <li>• Be well governed and clinically led <input checked="" type="checkbox"/></li> </ul>
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### Governance (is the report a...?)

<ul style="list-style-type: none"> <li>• Statutory requirement <input type="checkbox"/></li> <li>• Annual Business Plan Priority <input type="checkbox"/></li> <li>• Strategic/BAF Risk <input type="checkbox"/></li> <li>• Service Change <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>• Other <input checked="" type="checkbox"/></li> </ul> <p><i>rationale for Board submission required:</i></p>
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### Next Steps (actions following agreement by Board/Committee of recommendation/s)

Implementation timetable of new structure to be agreed following information mapping.

## REPORT DEVELOPMENT

Committee/ Group Name	Date	Report Title	Lead	Brief summary of key issues raised and actions agreed
Board Away Day	22/6/2020	Presentation	Caroline Keating	Structure was discussed and agreed.

## Governance Structure

### Introduction

1. MIAA undertook a review of the Trust's Governance Arrangements in 2019 and made a number of recommendations in relation to the Governance Structure. These were taken into consideration in the subsequent review of the Governance Structure, undertaken from April 2020. The Board was presented with the outcome of this review at its Board Away Day in June 2020, where it was agreed that the revised structure should be submitted to the Board in July for final approval.

### Background and Analysis

2. MIAA made the following recommendations:
  - **Revisit the current Committee structure** to capture all committees/groups currently operating and show correct lines of reporting
  - **Complete the review of the Acute Executive Management Board (AEMB)** – with the aim of having an operational group where Divisions can be held to account and facilitate common understanding by Executives and Divisions of the risks and challenges. As part of this review, the structures operating at divisional level should be looked at to ensure consistent governance arrangements below Divisional Boards
  - **Assurance received from specialties to be reviewed** to ensure these are consistently applied across all divisions
  - **Complete the review of the Executive Director meeting** and formalise the terms of reference (ToR), thereby enabling Executives to focus on more strategic issues
  - **Update the Risk Management Strategy** to reflect the role of Board Committees and Audit Committee with regards to the Board Assurance Framework (BAF).
3. The actions undertaken to address these were as follows:
  - **Executive Groups and operational groups** – these were either confirmed to reflect current lines of reporting or revised to reflect business need
  - **AEMB review** resulted in the identification of a senior operational group, providing advice to CEO, as Accountable Officer, and Board of Directors on the direction and operational management of the Trust, with specific reference to risk – the Executive Risk & Assurance Group (ERAG)
  - The introduction of the **Executive Risk & Assurance Group** requires input from Executive Directors and Divisional Leads, using robust and timely information from Executive Groups and Divisional Boards, supported by risk information identified on 4Risk
  - Oversight and challenge from ERAG will deliver more robust assurance to Board Committees, enabling committees to focus on strategic issues and risks and hold the Executive more efficiently to account
  - Minor amends were made to the titles of Committees to ensure accurate reflection of their remit.

4. The revised Governance Structure is at Appendix I and identifies the reporting lines and provision of assurance. Appendix II shows the structure that sits behind ERAG which will ensure the provision of timely and robust information on the operational management of the Trust.
5. The strategic risks included in the BAF for 2020/21 have been mapped onto the Board and Board Committees (Appendix III) and the alignment of these risks between the assurance groups, the ERAG and Executive groups has been identified.
6. At the same time as reviewing the structure, some changes were made to supporting arrangements to enable entities in the structure to operate more efficiently. These changes include the following:
  - Committee Chair's Assurance Report devised and implemented
  - Report Overview Template devised to strengthen the provision of assurance; currently being rolled out
  - Guidance on report writing has been revised to include Ibabs requirement and virtual meetings etiquette; currently out to internal consultation
  - Executive Group Chair's Report devised and implementation is being phased
  - Use of Ibabs extended to include Executive Groups with Committee/Group Secretaries provided with training.

## **Next Steps**

7. The following actions have been identified and are in the process of being worked through. The delivery of these actions will enable a detailed implementation plan for the new structure to be put in place:
  - Agree ToR for ERAG
  - Review ToR, including membership, of all Executive Groups
  - Align outcomes of information mapping exercise to Workplans
  - Implementation of 4Risk for the Board Assurance Framework
8. Governors will be advised of the new structure at the Council of Governors meeting in July.

## **Conclusion**

9. The proposed changes to the governance structure, together with the new supporting arrangements, will enable:
    - a greater visibility of strength of assurance
    - the freeing up of Committee time to focus on key strategic issues
    - a reduction in silo working at Executive Group level
  10. The structure also supports the direction of travel for the Trust's approach to Risk Assurance which is identified in the revised Risk Management Strategy, due to be submitted to the Audit Committee in July and the Board in August.
-

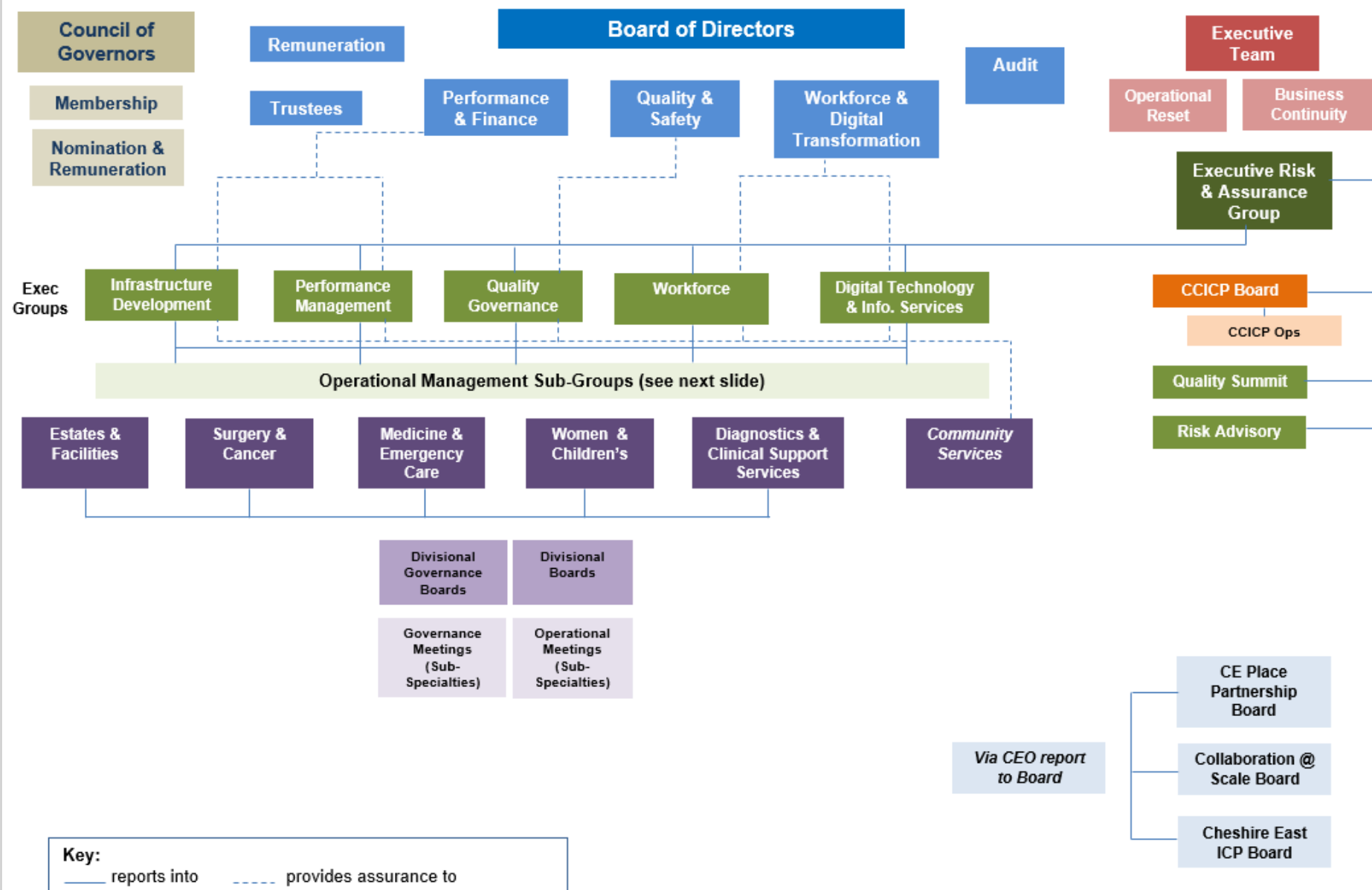
## Recommendations

11. To approve the revised Governance Structure for the Trust.

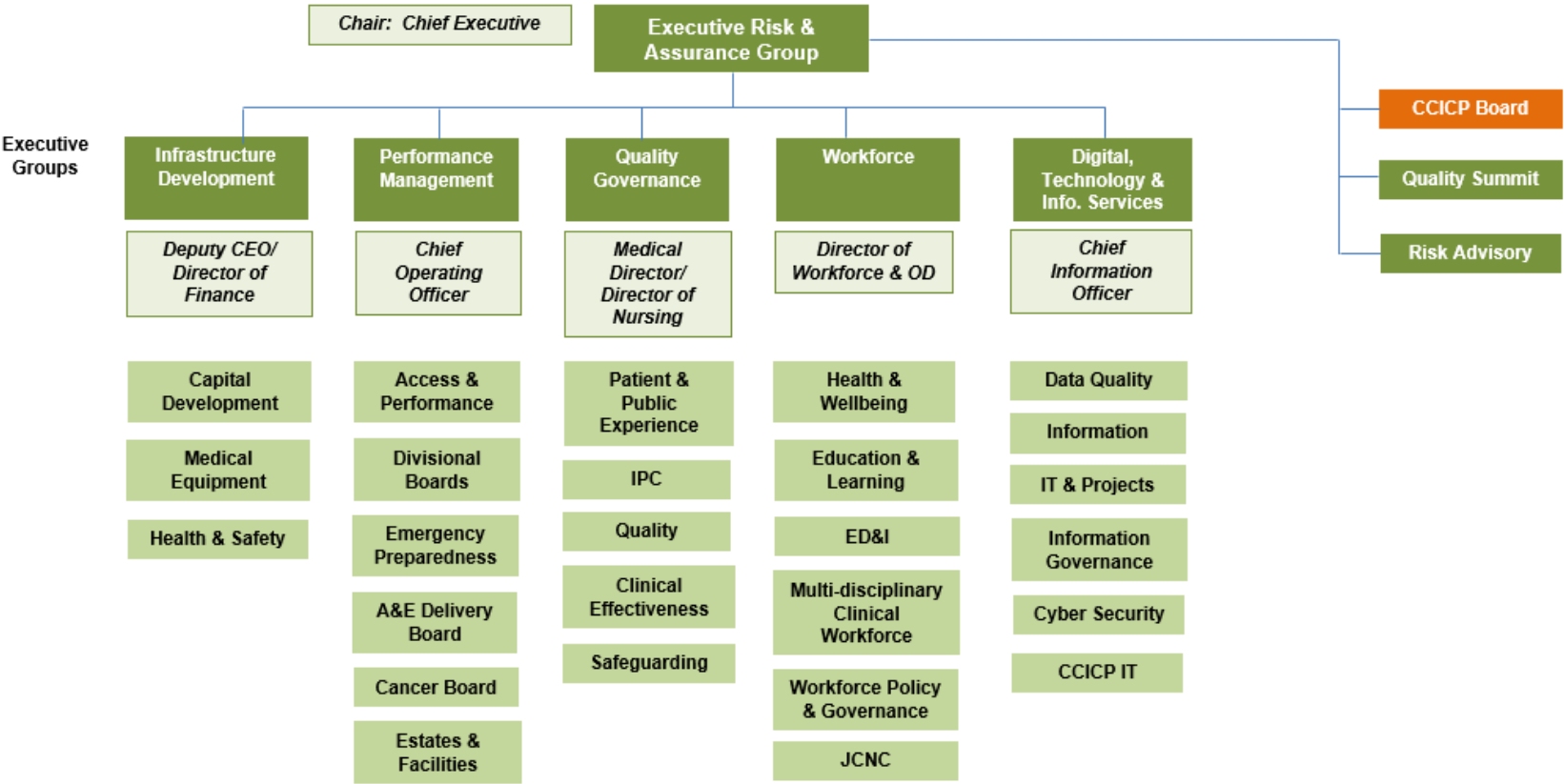
**Author:** Caroline Keating, Company Secretary

**Date:** July 2020

# Governance Structure

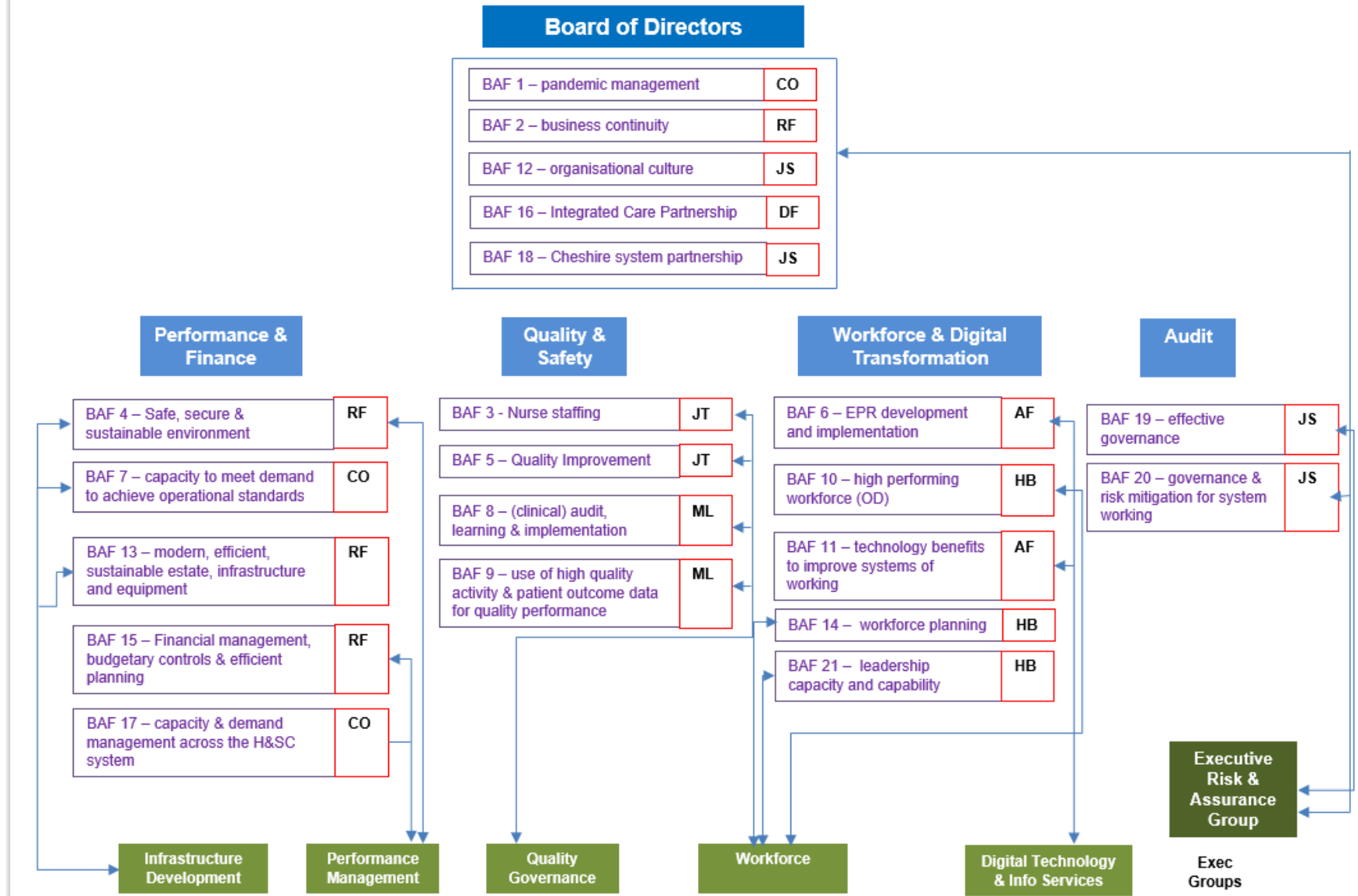


# Mid Cheshire Hospitals NHS FT Governance Structure



Membership includes external

## Mid Cheshire Hospitals NHS FT Governance Structure





## BOARD OF DIRECTORS

<b>Agenda Item</b>	<b>16</b>	Date of Meeting: 06/07/2020
<b>Report Title</b>	Trust Constitution	
<b>Executive Lead</b>	Caroline Keating, Company Secretary	
<b>Lead Officer</b>	Katharine Dowson, Head of Corporate Governance	
<b>Action Required</b>	To approve	

<input checked="" type="checkbox"/> <b>Acceptable assurance</b> General confidence in delivery of existing mechanisms / objectives	<input type="checkbox"/> <b>Partial assurance</b> Some confidence in delivery of existing mechanisms / objectives	<input type="checkbox"/> <b>No assurance</b> No confidence in delivery
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### Key Messages of this Report (2/3 headlines only)

- Proposed changes to the Constitution have been recommended to reflect changes in the Trust governance
- Key areas of change are to Partnership Governors, reappointment of NEDs, Trust Seal reporting, timing of Board paper distribution and minor updates to standing orders
- Board of Director approval is required before Council of Governor approval and ratification at the Annual Members Meeting

### Impact (is there an impact arising from the report on the following?)

<ul style="list-style-type: none"> <li>Quality <input type="checkbox"/></li> <li>Finance <input checked="" type="checkbox"/></li> <li>Workforce <input type="checkbox"/></li> <li>Equality <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>Risk <input type="checkbox"/></li> <li>Compliance <input checked="" type="checkbox"/></li> <li>Legal <input checked="" type="checkbox"/></li> </ul>
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### Equality Impact Assessment (must accompany the following submissions)

- Strategy ☐
 Policy ☐
 Service Change ☐

### Strategic Objective(s) (indication of which objective/s the report aligns to)

<ul style="list-style-type: none"> <li>Manage the impact of covid and ensure safe recovery <input type="checkbox"/></li> <li>Deliver outstanding care and patient experience Deliver the most effective care to achieve best possible outcomes <input type="checkbox"/></li> <li>Ensure MCHFT is the best place to work <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>Provide safe and sustainable healthcare through our estate, infrastructure and planning <input type="checkbox"/></li> <li>Provide strong system leadership by working together <input type="checkbox"/></li> <li>Be well governed and clinically led <input checked="" type="checkbox"/></li> </ul>
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### Governance (is the report a...?)

<ul style="list-style-type: none"> <li>Statutory requirement <input checked="" type="checkbox"/></li> <li>Annual Business Plan Priority <input type="checkbox"/></li> <li>Strategic/BAF Risk <input type="checkbox"/></li> <li>Service Change <input type="checkbox"/></li> </ul>	<ul style="list-style-type: none"> <li>Other <input type="checkbox"/></li> </ul> <p><i>rationale for Board submission required:</i></p>
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### Next Steps (actions following agreement by Board/Committee of recommendation/s)

Following legal agreement, the Constitution will be passed to the Council of Governors for final approval before being presented to the Annual Members Meeting for ratification in September.

REPORT DEVELOPMENT

Committee/ Group Name	Date	Report Title	Lead	Brief summary of key issues raised and actions agreed
N/A				

## Changes to the Constitution

### Introduction

1. The Trust Constitution sets out the rules and principles by which the Trust's governance structures are defined. A full legal review last took place in July 2018 and provided assurance that the Constitution continued to meet statutory and legislative guidance. The Constitution is reviewed periodically to ensure it reflects changes in legislation and practice and also continues to meet the needs of the Trust. Therefore, another review has been conducted and a number of recommendations for change have been proposed for consideration by the Board of Directors and Council of Governors.
2. All changes must be approved by the Council of Governors (23 July 2020) and ratified at the Annual Members Meeting (18 September 2020). The Audit Committee will also be asked at its July meeting to review in detail the changes to Standing Orders and the impact of these changes on the controls in place in the Trust.

### Analysis

3. The full Constitution with tracked changes has been circulated separately as an appendix to this paper; the substantive changes, however, are summarised in the table below. Minor changes such as job titles and tidying up have also taken place as part of the review.

Section	Page	Change Proposed	Rationale
22.8	10	<b>Board of Directors: Composition</b> Fit and Proper Persons	Addition of a paragraph to include the Fit and Proper Persons Regulations as a requirement of eligibility
Annex 3	22	<b>Appointed Governors:</b> Requirement to have a Partnership Governor from NHS South Cheshire CCG and Vale Royal CCG removed	CCG representation is not a statutory requirement and, as these organisations no longer exist and the Cheshire CCG does not have the resources to provide a Governor to each FT within its remit, it has declined to do so
Annex 3	22	<b>Appointed Governors:</b> Replacement of Manchester Metropolitan University (MMU) with the University of Chester as the organisation invited to appoint a Governor	MMU no longer has a presence in Cheshire and there are strong ties between the Trust and the University of Chester through the nursing degree programme

Section	Page	Change Proposed	Rationale
Annex 3	22	<b>Appointed Governors:</b> Removal of Community and Voluntary Service Cheshire East and the Cheshire Community Development Trust as named partnership organisations.	Community and Voluntary Service Cheshire East and the Cheshire Community Development Trust have declined to appoint a Governor in the past. The specific reference organisations have now been removed to allow the appointment of a Governor from the third sector i.e. from any community or voluntary groups
Annex 5	69	<b>Council of Governors Additional Provisions:</b> Removal of paragraph 6.2-6.4	The Constitution is very specific in regard to the appointment process for NEDs which is not common to other Trusts. The proposal is to remove all except the first paragraph (6.1) and manage the process in line with the FT Code of Conduct and best practice
Annex 5	69	<b>Council of Governors Additional Provisions:</b> Removal of requirement for Nominations & Remuneration Committee to appoint the Deputy Chair.	This is not common practice.
Annex 7 1.2	84	<b>Board of Directors Standing Orders:</b> Update of Principal Purposes	This reflects a rewording of the principal purposes made in the Corporate Governance Handbook in 2018 and approved by the Board in January 2019. These reflect further aspects of leadership such as risk, quality, culture and values.
Annex 7	85	<b>Board of Directors Standing Orders:</b> Delegation of Powers	Reflects changes made to the Corporate Governance Handbook in 2019. Provides clarity that the Board Committees can only be constituted of members of the Board
Annex 7 4.6	89	<b>Board of Directors Standing Orders:</b> Notice of (Board) Meetings Papers to be sent out at least five calendar days before the meeting rather than seven	Following the introduction of the board portal platform, iBabs, papers are now published instantly to Board members rather than posted, thus removing the requirement to send papers out seven days in advance

Section	Page	Change Proposed	Rationale
Annex 7  5.3	92	<b>Board of Directors Standing Orders:</b>  Arrangements for the Exercise of Functions by Delegation  Additional sentence added	Reflects changes made to the Corporate Governance Handbook in 2019.  Provides clarity that the Board Committees can only be constituted of members of the Board
Annex 7  8.1 – 8.2	94-95	<b>Board of Directors Standing Orders:</b>  <b>Declaration of Interests</b>  Updated wording on the description of interests and expansion of family definition to include close associates	Reflects changes made to the Corporate Governance Handbook in 2019 and NHS England guidance on declarations of interest
Annex 7  8.1 – 8.2	96	<b>Board of Directors Standing Orders:</b>  <b>Custody of the Seal</b>  Requirement of the Use of the Trust Seal to be reported to Board quarterly changed to annually	The Seal is used too infrequently to require quarterly reporting. It is also recommended that the requirement for annual reporting is delegated to the Audit Committee.
Annex 9	104	<b>Glossary of Terms:</b>  Definition of Trust Secretary to reflect that the responsibilities described in the Constitution are part of the role of the Company Secretary.	

### Legal Comment

4. Comment to the changes to the Constitution at Annex 5 in regard to the constitutional requirement to set out the recruitment of Non-Executive Directors has been sought from Hill Dickinson. An answer is expected before the paper is presented to the Council of Governors.

### Recommendations

5. The Board of Directors is asked to:
- agree the changes set out in the paper
  - recommend that the changes are presented to the Council of Governors for their approval at the next meeting, prior to ratification at the Annual Members Meeting on 18 September 2020.

**Author:** Katharine Dowson, Head of Corporate Governance  
**Date:** July 2020

# **Mid Cheshire Hospitals NHS Foundation Trust**

## **CONSTITUTION**

**Certified as a true and up to date copy**

**Signed:** ..... **Date** -----

**Name:**

**Position: Company Secretary**

## Version Control

Version	Date	Author	Changes
1	April 2008	-	-
2	April 2010	R Alcock	<ul style="list-style-type: none"> <li>• Amendments to names of the Public Constituency to reflect changes in Borough Council</li> <li>• Removal of appointed Governor from Cheshire County Council and replaced by an appointed Governor from Cheshire East Council and Cheshire West &amp; Chester Council</li> <li>• Removal of requirement for an appointed Governor from University Hospital of South Manchester NHS FT</li> <li>• Amendments to wording for Gifts &amp; Bequests</li> </ul>
3	December 2011	R Alcock	<ul style="list-style-type: none"> <li>• To extend boundaries of Public Constituencies</li> <li>• To enable the PCT appoint a second Governor</li> <li>• To remove the GP Leads meeting as a Partnership Organisation able to appoint a Governor</li> <li>• Replace the Voluntary Action groups with 'Community and Voluntary Service Cheshire East and Cheshire Community Development Trust' as partnership organisations</li> <li>• Increase the number of Governors sitting on the Nominations &amp; Remuneration Committee</li> <li>• Amendment to ways of advertising Annual Members' Meetings</li> </ul>
4	March 2013	M Steele	<p>Changes to reflect second commencement Order of the Health &amp; Social Care Act 2012 which included reference to the Health &amp; Social Care Act 2012 and amendments to</p> <ul style="list-style-type: none"> <li>• the principal purpose of the Trust</li> <li>• wording for Annual Report &amp; Accounts to reflect changes relating to non-NHS Income</li> <li>• the definition of Monitor</li> <li>• whom the direction on the Annual Accounts is received</li> </ul>
5	April 2014	M Steele	<ul style="list-style-type: none"> <li>• Following a full review of the Constitution, amendments were made to consider requirements under the Health &amp; Social Care Act, Monitor's revised Model Constitution, current practice and advice from the Trust's Legal Advisors.</li> </ul>
6	December 2014	M Steele & J Davies	<p>Inclusion of revised Model Election Rules</p> <p>Changes to incorporate Fit and Proper Test</p>
7	January 2016	L Hughes	<p>Addition of 12.5 to allow elections to be held once a year for all vacancies to the Council of Governors.</p>
8	October 2016	K Dowson	<p>Addition of paragraph in Annex 3 to allow an additional temporary Staff Governors constituency to be appointed for up to 18 months following significant staff changes.</p>

## Mid Cheshire Hospitals NHS Foundation Trust

9	July 2017	K Dowson	Change to section 7.4 and Annex 8.1 to allow Volunteer Members to choose whether to move into the Volunteer constituency when they become eligible or to remain as a public Member.
10	April 2018	K Dowson	Increase the number of Governors sitting on the Nominations & Remuneration Committee To add additional categories to those not eligible to stand as Governors (Annex 5) General review with legal advice from Hill Dickinson.
11	July 2020	C Keating	To change the categories of Partnership Governors To update the Standing Orders of the Trust To allow for a Non-Executive Director's term to be extended for a maximum of 12 months in particular circumstances



## Contents

1	Name.....
2	<b>Interpretations and Definitions</b> .....
3	Principal purpose.....
4	Powers.....
5	Membership and constituencies.....
6	Application for membership.....
7	Public Constituency.....
8	Staff and Volunteers' Constituency.....
9	Patients and Carers' Constituency.....
10	Restriction on membership.....
11	Annual Members' Meeting.....
12	Council of Governors: composition.....
13	Council of Governors: election of governors.....
14	Council of Governors: tenure.....
15	Council of Governors: disqualification and removal.....
16	Council of Governors: roles and responsibilities.....
17	Council of Governors: meetings of governors.....
18	Council of Governors: standing orders.....
19	Council of Governors: referral to panel.....
20	Council of Governors: conflicts of interest of governors.....
21	Council of Governors: travel expenses.....
22	Council of Governors: further provisions.....
23	Board of Directors: composition.....
24	Board of Directors: General Duty.....
25	Board of Directors: qualification for appointment as non-executive.....
26	Board of Directors: appointment and removal of Chairman and Non-Executive Directors.....
27	Board of Directors: appointment of deputy chair.....
28	Board of Directors: appointment and removal of Chief Executive and Executive Director.....
29	Board of Directors: disqualification.....
30	Board of Directors: Meetings.....
31	Board of Directors: standing orders.....
32	Board of Directors: conflicts of interest of directors.....
33	Board of Directors: remuneration and terms of office.....
34	Registers.....
35	Registers: admission to, and removal from.....
36	Registers: inspection and copies.....
37	Public inspection: documents available for.....
38	Auditor.....
39	Audit committee.....
40	Annual accounts.....
41	Annual report, forward plans and non-NHS work.....
42	Presentation of the Annual Accounts and Reports to the Governors and Members.....
43	Instruments.....
44	Amendments to the Constitution.....
45	Mergers, etc. and Significant Transactions.....

## Annexes

Annex 1	Public Constituency.....
Annex 2	Staff and Volunteers' Constituency.....
Annex 3	Council of Governors: composition.....
Annex 4	Council of Governors: elections: model rules.....
Annex 5	Council of Governors: additional provisions.....
Annex 6	Council of Governors: standing orders.....
Annex 7	Board of Directors: standing orders.....
Annex 8	Further provisions.....
Annex 9	Glossary.....

# Mid Cheshire Hospitals NHS Foundation Trust

## 1 Name

The name of the Foundation Trust is Mid Cheshire Hospitals NHS Foundation Trust (the Trust).

## 2 Interpretation and definitions

Unless otherwise stated, words or expressions contained in this constitution shall bear the same meaning as in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012

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

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

**Constitution** means this constitution and all annexes to it.

**Monitor** is the body corporate known as Monitor, as provided by Section 61 of the 2012 Act.

**The NHS Provider Licence** is the Licence issued by Monitor to the Trust under Chapter 3 of Part 3f the 2012 Act.

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

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

**the 2012 Act** is the Health and Social Care Act 2012.

## 3 Principal purpose

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

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

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

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

3.3.2 the promotion and protection of public health.

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

3.5 A supplementary purpose of the Trust is the provision of research and education for the purpose of the health service and related services in England and Wales.

## 4 Powers

4.1 The powers of the Trust are set out in the National Health Service Act 2006 (referred to hereafter as the 2006 Act) as amended by the Health & Social Care Act 2012 (referred to hereafter as the 2012 Act).

## Mid Cheshire Hospitals NHS Foundation Trust

4.2 The powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.

4.3 Any of these powers may be delegated to a committee of directors, or to an executive director.

### **5 Membership and constituencies**

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

5.1.1 a Public Constituency;

5.1.2 a Staff and Volunteers' Constituency; or

5.1.3 a Patients and Carers' Constituency

5.2 All membership is individual, and there shall be no facility for corporate membership, although an individual member of this Trust may also be a member of one or more other NHS foundation trusts. Members are not entitled to payment of any sort, or to preferential receipt of any healthcare provided by the Trust (see also **Annex 8**).

### **6 Application for membership**

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

### **7 Public Constituency**

7.1 An individual who lives in an area specified in **Annex 1** as an area for a Public Constituency may become or continue as a member of the Trust.

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

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

### **8 Staff and Volunteers Constituency**

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

8.1.1 he is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or

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

8.2 Individuals who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, may become or continue as members of the Staff and Volunteers' Constituency provided that such individuals have exercised these functions continuously for a period of at least 12 months. This would include an individual who is registered with the Trust to undertake individual voluntary work at premises, or in services managed by the Trust, or is registered with a voluntary organisation that is accredited by the Trust to undertake voluntary work at premises, or in services managed by the Trust.

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

8.4 Individuals who meet the qualifying requirements for membership of the Staff and Volunteers' Constituency in 8.1 and 8.2, with the exception of the qualifying time periods, may become members of an alternative Constituency if they are eligible to

## Mid Cheshire Hospitals NHS Foundation Trust

do so, provided that they transfer to the relevant class of the Staff and Volunteers' Constituency when they have achieved the qualifying time periods defined in 8.1 or 8.2. The exception to this is registered volunteers who may choose to remain as members of an alternative constituency.

8.5 The Staff and Volunteers' Constituency shall be divided into seven descriptions of individuals who are eligible for membership of the Staff and Volunteers' Constituency, each description of individuals being specified within **Annex 2** and being referred to as a class within the Staff and Volunteers' Constituency.

8.6 The minimum number of members in each class of the Staff and Volunteers' Constituency is specified in **Annex 2**.

8.7 An individual who is:

- 8.7.1 eligible to become a member of the Staff and Volunteers' Constituency, and
- 8.7.2 invited by the Trust to become a member of the Staff and Volunteers' Constituency and a member of the appropriate class within the Staff and Volunteers' Constituency,

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

## 9 Patients and Carers' Constituency

9.1 An individual who:

- 9.1.1 is registered on the Master Patient Index maintained by the Trust, and who has, within the period specified below, attended any of the Trust's hospitals as a patient; or
- 9.1.2 is the principal carer of a patient defined in 9.1.1 above, other than as a requirement of a contract, whether paid or unpaid, with a statutory, voluntary or commercial agency, or as a volunteer for a voluntary organisation, and who has, within the period specified below, attended any of the Trust's hospitals as the carer of that patient may become or continue as a member of the Trust.

9.2 The period referred to above shall be the period of five years immediately preceding the date of an application by the patient or carer to become a member of the Trust.

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

9.4 An individual providing care to a patient in pursuance of a contract (including a contract of employment), or as a volunteer for a voluntary organisation, does not come within the category of those who qualify for membership of the Patients and Carers' Constituency.

9.5 The minimum number of members in the Patients and Carers' Constituency is 250.

## 10 Restriction on Membership

10.1 An individual who is a member of a constituency, or of a class within a constituency, may not while membership of that constituency or class continues, be a member of any other constituency or class. However, he may transfer existing membership of a constituency, or of a class within a constituency, to an alternative constituency, or of

## Mid Cheshire Hospitals NHS Foundation Trust

an alternative class within a constituency, of which he meets the qualifying membership criteria subject to paragraph 8.4.

10.2 The Trust Secretary shall, in accordance with the 2006 Act and the Constitution, determine the constituency and, where appropriate, the class within a constituency, of which an individual is eligible to be a member.

10.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Trust are set out in **Annex 8**.

### 11 Annual Members' Meeting

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

11.2 Further provisions about the Annual Members' Meeting are set out in **Annex 8**.

### 12 Council of Governors: Composition

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

12.2 The composition of the Council of Governors is specified in **Annex 3**.

12.3 The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within their constituency, by their class within that constituency. The number of governors to be elected by each constituency or, where appropriate, by each class of each constituency, is specified in **Annex 3**.

### 13 Council of Governors: Election of Governors

13.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Rules for Elections,

13.2 The Model Rules for Elections, as may be varied from time to time, form part of this constitution. The Model Rules for Elections current as at the date of this version of the Trust's constitution are attached at **Annex 4**.

13.3 A variation of the Model Rules as published by NHS Providers, or any other subsequent body with authority to do so, shall not constitute a variation of the terms of this constitution for the purposes of paragraph 44 of the constitution (amendment of the constitution).

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

13.5 Elections for elected members of the Council of Governors will normally be held annually within a financial year, at a time most appropriate, giving due regard to Governor vacancies.

### 14 Council of Governors: Tenure

14.1 An elected or appointed governor may hold office for an initial period of up to three years.

14.2 An elected governor shall be re-eligible for re-election at the end of his initial term but may not hold office for more than three consecutive terms.

14.3 An elected governor shall cease to hold office if he ceases to be a member of the constituency or class by which he was elected.

## Mid Cheshire Hospitals NHS Foundation Trust

- 14.4 A vacancy that arises amongst the elected governors for any reason other than expiry of term of office will be offered to the candidate who received the next highest number of votes in the same class and constituency in the most recent election, or, should that candidate decline, offered to each of the remaining next highest polling candidates in order until the seat is filled. If the election was uncontested, or if none of the previous candidates is willing to serve as a governor, a further election will be held.
- 14.5 An appointed governor shall be eligible for re-appointment at the end of his term but may not hold office for more than three consecutive terms.
- 14.6 An appointed governor shall cease to hold office if the appointing organisation withdraws its sponsorship of him.
- 14.7 Where a vacancy arises amongst the appointed governors, the appointing organisation shall be asked to appoint a replacement to hold the remainder of that term of office.

### 15 Council of Governors: Disqualification and Removal

- 15.1 The following may not become or continue as a member of the Council of Governors:
- 15.1.1a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
  - 15.1.2a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
  - 15.1.3a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him.
  - 15.1.4a person in relation to whom a moratorium period under a debt relief order applies under Part 7A of the Insolvency Act 1986;
- 15.2 Governors must be at least **16** years of age at the date they are nominated for election or appointment.
- 15.3 Further provisions as to the circumstances in which an individual may not become, or continue as, a member of the Council of Governors are set out in **Annex 5**.
- 15.4 Provisions for the removal of a governor are set out in **Annex 5**.

### 16 Council of Governors: Duties of Governors

- 16.1 The Council of Governors is accountable for several key functions that form part of the governance framework of the Trust:
- to hold Non-Executive Directors to account individually and collectively for the performance of the Board of Directors;
  - to represent the interests of members of the Trust as a whole and the interests of the public.
- 16.2 Further details of the Council of Governors' powers are set out in **Annex 5**.

### 17 Council of Governors: Meetings of Governors

- 17.1 The Chairman of the Trust (*i.e.* the Chairman of the Board of Directors, appointed in accordance with the provisions of paragraph 25 below) shall preside at meetings of the Council of Governors. In his absence, the Deputy Chair (appointed in accordance with the provisions of paragraph 26 below) shall preside at meetings of the Council of Governors.

## Mid Cheshire Hospitals NHS Foundation Trust

- 17.2 Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons **which may include for reasons of commercial confidentiality**.

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

### **18 Council of Governors: Standing Orders**

The standing orders for the practice and procedure of the Council of Governors, as may be varied from time to time, are attached at **Annex 6**.

### **19 Council of Governors – Referral to the Panel**

- 19.1 In this paragraph, the Panel means a panel of persons appointed by Monitor to which a governor of an NHS Foundation Trust may refer a question as to whether the Trust has failed or is failing:

19.1.1 to act in accordance with its Constitution, or

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

- 19.2 A governor may refer a question to the Panel only if more than half of the members of the Council of Governors voting, at a meeting of the Council of Governors, approve the referral.

### **20 Council of Governors: Conflicts of Interest of Governors**

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

### **21 Council of Governors: Travel Expenses**

The Trust may pay travelling and other expenses to members of the Council of Governors at rates determined by the Trust, subject to the provisions of the Trust's policy on the payment of such expenses.

### **22 Council of Governors: Further Provisions**

Further provisions with respect to the Council of Governors are set out in **Annex 5**.

### **23 Board of Directors: Composition**

- 23.1 The Trust is to have a Board of Directors, which shall comprise both executive and non-executive directors. At least half of the Board, excluding the Chairman, shall be non-executive directors.

- 23.2 The Board of Directors is to comprise:

23.2.1 a non-executive Chairman;

## Mid Cheshire Hospitals NHS Foundation Trust

23.2.2 A further six non-executive directors, one of whom shall be the Senior Independent Director nominated by the full Board of Directors; and one of whom shall be recruited by virtue of the financial experience and expertise that he has acquired in the commercial sector.

23.2.3 Six executive directors

23.3 One of the executive directors shall be the Chief Executive.

23.4 The Chief Executive shall be the Accounting Officer.

23.5 One of the executive directors shall be the Finance Director.

23.6 One of the executive directors is to be a registered medical practitioner, or a registered dentist (within the meaning of the Dentists Act 1984).

23.7 One of the executive directors is to be a registered nurse or a registered midwife.

23.8 The Trust shall have a Trust Secretary who shall be neither a governor nor a director but a senior manager who is accountable to the Board of Directors, and reports to the Chief Executive. The Board of Directors shall appoint or remove the Trust Secretary in consultation with the Council of Governors.

23.9 The Trust Secretary shall act in the same capacity for the Board of Directors and the Council of Governors, and his functions shall include:

- acting as Secretary to the Board of Directors and the Council of Governors, and keeping minutes of their meetings;
- attending all meetings of members, and keeping minutes of those meetings;
- attending as necessary meetings of any committee established by either the Board of Directors or the Council of Governors;
- being the nominated addressee for all legal documents served on the Trust.
- ensuring that the register of members, and other registers and records required by this Constitution, are maintained and kept up to date;
- taking charge of the Trust's seal;
- publishing to members in an appropriate form any relevant information about the Trust's affairs;

### **24 Board of Directors – General Duty**

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

### **25 Board of Directors: Qualification for Appointment as a Non-Executive Director**

A person may be appointed as a non-executive director only if

25.1 he is a member of the Public Constituency, or

25.2 he is a member of the Patients and Carers' Constituency, or

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

25.4 he is not disqualified by virtue of paragraph 29 below.



## Mid Cheshire Hospitals NHS Foundation Trust

### **26 Board of Directors: Appointment and Removal of Chairman and Other Non-Executive Directors**

- 26.1 The Council of Governors at a meeting of the Council of Governors shall appoint or remove the Chairman of the Trust and the other non-executive directors (see **Annex 5**).
- 26.2 Removal of the Chairman or another non-executive director shall require the approval of three-quarters of the members of the Council of Governors.

### **27 Board of Directors: Appointment of Deputy Chair**

The Council of Governors at a meeting of the Council of Governors shall appoint one of the non-executive directors as a Deputy Chair of the Board of Directors, pursuant to paragraph 23.2.

### **28 Board of Directors: Appointment and Removal of the Chief Executive and Other Executive Directors**

- 28.1 The non-executive directors shall appoint or remove the Chief Executive.
- 28.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.
- 28.3 A committee consisting of the Chairman, the Chief Executive and the other non-executive directors shall appoint or remove the other executive directors. The Chief Executive may appoint one of the executive directors as Deputy Chief Executive.

### **29 Board of Directors: Disqualification**

A person may not become a Director of the Trust or shall be disqualified as a Director of the Trust if that person;

- 29.1 Is not considered a fit or proper person, that is, they do not satisfy all the requirements set out in paragraph (3) of Regulation 5 of The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014;
- 29.2 in the case of a Non-Executive Director, no longer satisfies paragraph 24
- 29.3 has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- 29.4 has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.
- 29.5 who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him
- 29.6 in relation to whom a moratorium period under a debt relief order applies under Part 7A of the Insolvency Act 1986 or
- 29.7 on the basis of disclosures obtained through a Disclosure and Barring Service check, is not considered suitable by the Chair and/or Chief Executive, with appropriate advice from Human Resources, to become or continue as a director.

## **Mid Cheshire Hospitals NHS Foundation Trust**

### **30 Board of Directors: Meetings**

- 30.1 Meetings of the Board of Directors shall be open to members of the public. Notice of a meeting of the Board of Directors will be given on the Trust's website. Members of the public may be excluded from a meeting for special reasons.
- 30.2 Before holding a meeting, the Trust Secretary on behalf of the Board of Directors must send a copy of the agenda of the meeting to each Governor. As soon as practicable after holding a meeting, the Trust Secretary on behalf of the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.

### **31 Board of Directors: Standing Orders**

The standing orders for the practice and procedure of the Board of Directors are attached at **Annex 7**.

### **32 Board of Directors: Conflicts of Interest of Directors**

- 32.1 The duties that a director of the Trust has by virtue of being a director include in particular –
- 32.1.1 A duty to avoid a situation in which the director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust.
- 32.1.2 A duty not to accept a benefit from a third party by reason of being a director or doing (or not doing) anything in that capacity.
- 32.2 The duty referred to in sub-paragraph 32.1.1 is not infringed if –
- 32.2.1 The situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or
- 32.2.2 The matter has been authorised in accordance with the standing orders of the Trust.(Paragraph 8 of Annex 7 of this constitution).
- 32.3 The duty referred to in sub-paragraph 32.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 32.4 In sub-paragraph 32.1.2, “third party” means a person other than –
- 32.4.1 The Trust, or
- 32.4.2 A person acting on its behalf.
- 32.5 If a director of the Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the director must declare the nature and extent of that interest to the other directors.
- 32.6 If a declaration under this paragraph proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.
- 32.7 Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.
- 32.8 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.
- 32.9 A director need not declare an interest –

## Mid Cheshire Hospitals NHS Foundation Trust

- 32.9.1 If it cannot reasonably be regarded as likely to give rise to a conflict of interest;
- 32.9.2 If, or to the extent that, the directors are already aware of it;
- 32.9.3 If, or to the extent that, it concerns terms of the director's appointment that have been or are to be considered –
  - 32.9.1.1 By a meeting of the Board of Directors, or
  - 32.9.1.2 By a committee of the directors appointed for the purpose under the constitution.

### **33 Board of Directors: Remuneration and Terms of Office**

- 33.1 The Council of Governors at a meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and the other non-executive directors.
- 33.2 The Trust shall establish a committee of non-executive directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other executive directors.

### **34 Registers**

The Trust shall have:

- 34.1 a register of members showing, in respect of each member, the constituency and, where there are classes within it, the class, to which he belongs;
- 34.2 a register of members of the Council of Governors;
- 34.3 a register of interests of the governors;
- 34.4 a register of directors; and
- 34.5 a register of interests of the directors.

### **35 Registers: admission to and removal from**

Further provisions with respect to admissions to, and removals from, the registers are set out in Annex 5: Paragraph 3 and **Annex 8**: Paragraph 1.5.

### **36 Registers: Inspection and Copies**

- 36.1 The Trust shall make the registers specified in paragraph 33 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.
- 36.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of:
  - 36.2.1 any member of the Patients and Carers' Constituency; or
  - 36.2.2 any other member of the Trust if the member so requests.
- 36.3 So far as the registers are required to be made available:
  - 36.3.1 they are to be available for inspection free of charge at all reasonable times; and
  - 36.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 36.4 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

## **Mid Cheshire Hospitals NHS Foundation Trust**

### **37 Documents available for public inspection**

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

- 37.1.1 a copy of the current constitution;
- 37.1.2 a copy of the latest annual accounts and of any report of the auditor on them;
- 37.1.3 a copy of the latest annual report;

37.2 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:

- 37.2.1 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.
- 37.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act.
- 37.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act.
- 37.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act.
- 37.2.5 a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act.
- 37.2.6 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.
- 37.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act.
- 37.2.8 a copy of any final report published under section 65I (administrator's final report),
- 37.2.9 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.
- 37.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.

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

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

### **38 Auditor**

38.1 The Trust shall have a financial auditor and may appoint auditors for other purposes.

38.2 The Council of Governors shall appoint or remove the financial auditor, or any other auditor, at a meeting of the Council of Governors.

## **Mid Cheshire Hospitals NHS Foundation Trust**

### **39 Audit Committee**

The Trust shall establish a committee of non-executive directors as an Audit Committee to perform such monitoring, reviewing and other functions as are appropriate.

### **40 Annual Accounts**

- 40.1 The Trust must keep proper accounts and proper records in relation to the Accounts.
- 40.2 Monitor may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.
- 40.3 The accounts shall be audited by the Trust's financial auditor.
- 40.4 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.
- 40.5 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

### **41 Annual Report, Forward Plans and non-NHS work**

- 41.1 The Trust shall prepare an annual report and send it to Monitor.
- 41.2 The Trust shall give information as to its forward planning in respect of each financial year to Monitor.
- 41.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the directors.
- 41.4 In preparing the document, the directors shall have regard to the views of the Council of Governors.
- 41.5 Each forward plan must include information about-
  - 41.5.1 the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on, and
  - 41.5.2 the income it expects to receive from doing so.
- 41.6 Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 40.5.1 the Council of Governors must, at a meeting of the Council of Governors, -
  - 41.6.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions, and
  - 41.6.2 notify the directors of the Trust of their decision
- 41.7 If the Trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England, it may implement the proposal only if more than half of the members of the Council of Governors of the Trust voting approve its implementation.

## **Mid Cheshire Hospitals NHS Foundation Trust**

### **42 Presentation of the Annual Accounts and Reports to the Governors and Members**

42.1 The following documents are to be presented to the Council of Governors at a meeting of the Council of Governors:

42.1.1 the annual accounts

42.1.2 any report of the auditor on them

42.1.3 the annual report.

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

42.3 The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 42.1 with the Annual Members' Meeting.

### **43 Instruments**

43.1 The Trust shall have a seal.

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

### **44 Amendments to the Constitution**

44.1 The Trust may make amendments of its constitution only if –

44.1.1 More than half of the members of the Council of Governors of the Trust voting, at a meeting of the Council of Governors, approve the amendments, and

44.1.2 More than half of the members of the Board of Directors of the Trust voting approve the amendments.

44.2 Amendments made under paragraph 44.1 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.

44.3 Where an amendment is made to the constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust) –

44.3.1 At least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment, and

44.3.2 The Trust must give the members an opportunity to vote on whether they approve the amendment.

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

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

## Mid Cheshire Hospitals NHS Foundation Trust

### **45 Mergers etc. and significant transactions**

- 45.1 The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors.
- 45.2 The Trust may enter into a significant transaction only if more than half the members of the Council of Governors voting, at a meeting of the Council of Governors, approve the Trust entering into the transaction.
- 45.3 “For the purposes of this paragraph:
- 45.3.1 A transaction is an investment or divestment; and
  - 45.3.2 A transaction is significant if its value equates to more than 25% of the Trust's:
    - 45.3.2.1 gross assets;
    - 45.3.2.2 income; or
    - 45.3.2.3 gross capital (following completion of the transaction), calculated with reference to the Trust's opening balance sheet for the financial year in which approval is being sought.
- 45.4 For the purposes of paragraph 45.3, the term ‘transaction’ shall not include a contract with a commissioning organisation for the provision of services for the purposes of the health service in England or Wales, unless such a contract includes or involves the provision of additional services by the Trust commissioned under that contract for the first time and those additional services meet the threshold set out in paragraph 44.3.2, in which case, the initial inclusion of those additional services in the contract will be deemed to be a “significant transaction.”
- 45.5 If more than half of the members of the Council of Governors voting, at the meeting, decline to approve a significant transaction or any part of it, the Council of Governors must approve a written Statement of Reasons for its rejection, to be provided to the Board of Directors.
- 45.6 Nothing in this paragraph shall prevent the Board of Directors from appropriate engagement with the Council of Governors, as it sees fit, to provide information on any other transaction or arrangement which the Trust may enter, which does not constitute a “significant transaction” within the meaning of this paragraph.

# Mid Cheshire Hospitals NHS Foundation Trust

## Annex 1

### The Public Constituency

The Public Constituency shall comprise the areas of Cheshire East Local Authority and Cheshire West and Chester Local Authority and will be divided into three areas, based on the ward boundaries as defined in the Cheshire West and Chester (Electoral Changes) Order 2011 and the Cheshire East (Electoral Changes) Order 2011, both made under section 58 (4) of the Local Democracy, Economic Development and Construction Act 2009.

### The Area of Congleton (and other surrounding areas) part of Cheshire East

Alderley Edge	}	
Alsager	}	
Bollington	}	
Brereton Rural	}	
Broken Cross and Upton	}	
Chelford	}	Membership of the area is open to any
Congleton East	}	person resident in any of these electoral wards.
Congleton West	}	Minimum membership will be 450.
Dane Valley	}	
Disley	}	
Gawsworth	}	
Handforth	}	
High Legh	}	
Knutsford	}	
Macclesfield Central	}	
Macclesfield East	}	
Macclesfield Hurdsfield	}	
Macclesfield South	}	
Macclesfield Tytherington	}	
Macclesfield West and Ivy	}	
Middlewich	}	
Mobberley	}	
Odd Rode	}	
Poynton East and Pott Shrigley	}	
Poynton West and Adlington	}	
Prestbury	}	
Sandbach Elworth	}	
Sandbach Ettiley Heath and Wheelock	}	
Sandbach Heath and East	}	
Sandbach Town	}	
Sutton	}	
Wilmslow Dean Row	}	
Wilmslow East	}	
Wilmslow Lacey Green	}	
Wilmslow West and Chorley	}	

### The Area of Crewe and Nantwich (and other surrounding areas) part of Cheshire East

Audlem	}	
Bunbury	}	
Crewe Central	}	
Crewe East	}	Membership of the area is open to any
Crewe North	}	person resident in any of these electoral wards.
Crewe South	}	
Crewe St Barnabas	}	Minimum membership will be 1,100.
Crewe West	}	
Haslington	}	
Leighton	}	



## Mid Cheshire Hospitals NHS Foundation Trust

Nantwich North and West	}
Nantwich South and Stapeley	}
Shavington	}
Willaston and Rope	}
Wistaston	}
Wrenbury	}
Wybunbury	}

### **The Area of Vale Royal and all other parts of Cheshire West and Chester**

Blacon	}	
Boughton	}	
Broxton	}	
Chester City	}	
Chester Villages	}	
Davenham and Moulton	}	
Dodleston and Huntington	}	
Ellesmere Port Town	}	
Elton	}	
Farndon	}	
Frodsham	}	
Garden Quarter	}	
Gowy	}	
Grange	}	
Great Boughton	}	
Handbridge Park	}	Membership of the area is open to any
Hartford and Greenbank	}	person resident in any of these electoral wards.
Helsby	}	Minimum membership will be 1,200
Hoole	}	
Kingsley	}	
Lache	}	
Ledsham and Manor	}	
Little Neston and Burton	}	
Malpas	}	
Neston	}	
Netherpool	}	
Newton	}	
Rossmore	}	
Saughall and Mollington	}	
Marbury	}	
Shakerley	}	
St Pauls	}	
Strawberry	}	
Sutton	}	
Tarporley	}	
Tarvin and Kelsall	}	
Tattenhall	}	
Upton	}	
Weaver and Cuddington	}	
Whitby	}	
Willaston and Thornton	}	
Winnington and Castle	}	
Winsford Over and Verdin	}	
Winsford Swanlow and Dene	}	
Winsford Wharton	}	
Witton and Rudheath	}	

### **Minimum Membership of the Public Constituency**

2,750 members

# **Mid Cheshire Hospitals NHS Foundation Trust**

## **Annex 2**

### **The Staff and Volunteers Constituency**

The Staff and Volunteers Constituency shall comprise seven classes, based on the occupation or role of the individual member:

#### **The Class of Medical Practitioners and Dental Staff**

Membership of the class is open to any person employed by the Trust, or exercising functions for the purposes of the Trust, as a Medical or Dental Practitioner, in accordance with paragraph 7 above. Minimum membership will be 22.

#### **The Class of Qualified Nursing and Midwifery Staff**

Membership of the class is open to any person employed by the Trust, or exercising functions for the purposes of the Trust, as a qualified Nurse or Midwife, in accordance with paragraph 7 above. Minimum membership will be 179.

#### **The Class of Other Professionally Qualified Clinical Staff**

Membership of the class is open to any person employed by the Trust as a member of the professionally qualified clinical staff (other than medical practitioners or dental staff; or qualified nursing and midwifery staff) or exercising the functions of such staff for the purposes of the Trust, in accordance with paragraph 7 above. Minimum membership will be 57.

#### **The Class of Clinical Support Staff [e.g. Administrative and Clerical staff supporting clinical services; HCA; AHP Assistant; Scientific and Technical]**

Membership of the class is open to any person employed by the Trust as a member of the clinical support staff or exercising the functions of such staff for the purposes of the Trust, in accordance with paragraph 7 above. Minimum membership will be 189.

#### **The Class of Non-Clinical Support Staff [e.g. Administrative and Clerical staff supporting non-clinical services; and staff in Estates, Facilities, Finance, Human Resources; Information Management and Technology IM&T]**

Membership of the class is open to any person employed by the Trust as a member of the non-clinical-support staff or exercising the functions of such staff for the purposes of the Trust, in accordance with paragraph 7 above. Minimum membership will be 121.

#### **The Class of Recognised Representatives of Trades Unions and Staff Organisations**

Membership of the class is open to any person who is an accredited representative of a recognised trade union or staff organisation, and who is employed by the Trust in accordance with paragraph 7 above. Minimum membership will be 10.

#### **The Class of Volunteers**

Membership of the class is open to any person registered with the Trust to undertake individual voluntary work at premises, or in services, managed by the Trust; or registered with a voluntary organisation that is accredited by the Trust to undertake voluntary work at premises, or in services, managed by the Trust, in accordance with paragraph 7 above. Minimum membership will be 30.

#### **Minimum Membership of the Staff and Volunteers Constituency**

608 members

# Mid Cheshire Hospitals NHS Foundation Trust

## Annex 3

### The Council of Governors: Composition

#### Elected Governors

##### Public Constituency

Members in the areas of the Public Constituency will elect ten governors:

- Members living in the Congleton (and other surrounding areas) part of Cheshire East will elect two governors.
- Members living in the Crewe and Nantwich (and other surrounding areas) part of Cheshire East will elect four governors.
- Members living in the Vale Royal part and all other parts of Cheshire West and Chester will elect four governors.

##### Patients and Carers' Constituency

Members of the Patients and Carers' Constituency will elect six governors:

##### Staff and Volunteers Constituency

Members in the classes of the Staff and Volunteers Constituency will elect seven governors:

- Members in the Medical Practitioners and Dental Staff Class will elect one governor.
- Members in the Qualified Nursing and Midwifery Staff Class will elect one governor.
- Members in the Other Professionally Qualified Clinical Staff Class will elect one governor.
- Members in the Clinical Support Staff [e.g. HCA, AHP Assistant, Scientific and Technical] Class will elect one governor.
- Members in the Non-Clinical Support Staff [e.g. Non-Clinical Administrative and Clerical, Facilities Staff, Finance, Human Resources, Information Management and Technology IM&T, Estates] Class will elect one governor.
- Members in the Class of Recognised Representatives of Trades Unions and Staff Organisations will elect one governor.
- Members in the Volunteers Class will elect one governor.

#### Appointed Governors

Cheshire East Council shall appoint one governor.

Cheshire West and Chester Council shall appoint one governor

The Trust identifies the following partnership organisations, who may appoint a governor on the formal invitation of the Board of Directors in the first instance and on the formal invitation of the Council of Governors thereafter:

- Congleton Chamber of Commerce, South Cheshire Chamber of Commerce, and Warrington Chamber of Commerce and Industry are partnership organisations, and will be invited to appoint one governor among them
- **University of Chester** is a partnership organisation, and will be invited to appoint one governor
- Community and Voluntary Service Cheshire East **and Healthwatch** are partnership organisations, and will be invited to appoint one governor among them **to represent the third sector**

## **Annex 4 The Model Rules for Elections**

The Trust has adopted the Model Election Rules contained in this annex. It will determine the results of elections using the 'first past the post' option (see Fpp below).

### **PART 1: INTERPRETATION**

1. Interpretation

### **PART 2: TIMETABLE FOR ELECTION**

2. Timetable
3. Computation of time

### **PART 3: RETURNING OFFICER**

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

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

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

### **PART 5: CONTESTED ELECTIONS**

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

#### *Action to be taken before the poll*

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

#### *The poll*

27. Eligibility to vote
28. Voting by persons who require assistance
29. Spoilt ballot papers and spoilt text message votes
30. Lost voting information
31. Issue of replacement voting information
32. ID declaration form for replacement ballot papers (public and patient constituencies)
33. Procedure for remote voting by internet
34. Procedure for remote voting by telephone

## **Mid Cheshire Hospitals NHS Foundation Trust**

35. Procedure for remote voting by text message

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

36. Receipt of voting documents  
37. Validity of votes  
38. Declaration of identity but no ballot (public and patient constituency)  
39. De-duplication of votes  
40. Sealing of packets

### **PART 6: COUNTING THE VOTES**

- STV41. Interpretation of Part 6  
42. Arrangements for counting of the votes  
43. The count  
STV44. Rejected ballot papers and rejected text voting records  
FPP44. Rejected ballot papers and rejected text voting records  
STV45. First stage  
STV46. The quota  
STV47. Transfer of votes  
STV48. Supplementary provisions on transfer  
STV49. Exclusion of candidates  
STV50. Filling of last vacancies  
STV51. Order of election of candidates  
FPP51. Equality of votes

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

- FPP52. Declaration of result for contested elections  
STV52. Declaration of result for contested elections  
53. Declaration of result for uncontested elections

### **PART 8: DISPOSAL OF DOCUMENTS**

54. Sealing up of documents relating to the poll  
55. Delivery of documents  
56. Forwarding of documents received after close of the poll  
57. Retention and public inspection of documents  
58. Application for inspection of certain documents relating to election

# **Mid Cheshire Hospitals NHS Foundation Trust**

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

- FPP59. Countermand or abandonment of poll on death of candidate  
STV59. Countermand or abandonment of poll on death of candidate

## **PART 10: ELECTION EXPENSES AND PUBLICITY**

### *Expenses*

60. Election expenses  
61. Expenses and payments by candidates  
62. Expenses incurred by other persons

### *Publicity*

63. Publicity about election by the corporation  
64. Information about candidates for inclusion with voting information  
65. Meaning of “for the purposes of an election”

## **PART 11: QUESTIONING ELECTIONS AND IRREGULARITIES**

66. Application to question an election

## **PART 12: MISCELLANEOUS**

67. Secrecy  
68. Prohibition of disclosure of vote  
69. Disqualification  
70. Delay in postal service through industrial action or unforeseen event

# Mid Cheshire Hospitals NHS Foundation Trust

## PART 1: INTERPRETATION

### 1. Interpretation

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- 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;

## Mid Cheshire Hospitals NHS Foundation Trust

*“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.



# Mid Cheshire Hospitals NHS Foundation Trust

## PART 2: TIMETABLE FOR ELECTIONS

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### 2. Timetable

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

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

### 3. Computation of time

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

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

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

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

**PART 3: RETURNING OFFICER**

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**4. Returning Officer**

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

**5. Staff**

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

**6. Expenditure**

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

**7. Duty of co-operation**

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

**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:

## **Mid Cheshire Hospitals NHS Foundation Trust**

- (a) any financial interest that the candidate has in the corporation, and
- (b) whether the candidate is a member of a political party, and if so, which party,

and if the candidate has no such interests, the paper must include a statement to that effect.

### **12. Declaration of eligibility**

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

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

### **13. Signature of candidate**

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

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

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

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

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

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

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

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

## Mid Cheshire Hospitals NHS Foundation Trust

- (d) that the paper does not include a declaration of eligibility as required by rule 12, or
- (e) that the paper is not signed and dated by the candidate, if required by rule 13.

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

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

14.5 The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.

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

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

15.2 The statement must show:

- (a) the name, contact address (which shall be the candidate's postal address), and constituency or class within a constituency of each candidate standing, and
- (b) the declared interests of each candidate standing,

as given in their nomination form.

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

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

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

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

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

### **17. Withdrawal of candidates**

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

## **Mid Cheshire Hospitals NHS Foundation Trust**

### **18. Method of election**

- 18.1 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the council of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.
- 18.2 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the council of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.
- 18.3 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be council of governors, then:
- (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
  - (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

**PART 5: CONTESTED ELECTIONS**

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

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

**20. The ballot paper**

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

## Mid Cheshire Hospitals NHS Foundation Trust

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

20.3 Each ballot paper must have a unique identifier.

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

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

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

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

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

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

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



## Mid Cheshire Hospitals NHS Foundation Trust

### *Action to be taken before the poll*

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

- 22.1 The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 27 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.
- 22.2 The list is to include, for each member:
- (a) a postal address; and,
  - (b) the member's e-mail address, if this has been provided
- to which his or her voting information may, subject to rule 22.3, be sent.
- 22.3 The corporation may decide that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list.

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

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

## **Mid Cheshire Hospitals NHS Foundation Trust**

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

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

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

("postal voting information").

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

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

("e-voting information").

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

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

for the purposes of the poll.

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

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

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

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

25.2 The covering envelope is to have:

## Mid Cheshire Hospitals NHS Foundation Trust

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

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

- (a) the completed ID declaration form if required, and
- (b) the ballot paper envelope, with the ballot paper sealed inside it.

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

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

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

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

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

- (a) require a voter to:
  - (i) enter his or her voter ID number; and
  - (ii) where the election is for a public or patient constituency, make a declaration of identity;in order to be able to cast his or her vote;
- (b) specify:
  - (i) the name of the corporation,
  - (ii) the constituency, or class within a constituency, for which the election is being held,
  - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
  - (iv) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
  - (v) instructions on how to vote and how to make a declaration of identity,
  - (vi) the date and time of the close of the poll, and
  - (vii) the contact details of the returning officer;
- (c) prevent a voter from voting for more candidates than he or she is

## Mid Cheshire Hospitals NHS Foundation Trust

entitled to at the election;

- (d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet that comprises of-
  - (i) the voter's voter ID number;
  - (ii) the voter's declaration of identity (where required);
  - (iii) the candidate or candidates for whom the voter has voted; and
  - (iv) the date and time of the voter's vote,
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and
- (f) prevent any voter from voting after the close of poll.

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

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

26.6 The returning officer shall ensure that the text message voting facility and text

## Mid Cheshire Hospitals NHS Foundation Trust

messaging voting system provided will:

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

### *The poll*

#### **27. Eligibility to vote**

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

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

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

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

- 29.1 If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to as a "spoilt ballot paper"), that voter may apply to the returning officer for a replacement ballot paper.
- 29.2 On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he or she can obtain it.
- 29.3 The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless he or she:
- (a) is satisfied as to the voter's identity; and
  - (b) has ensured that the completed ID declaration form, if required, has not been returned.
- 29.4 After issuing a replacement ballot paper for a spoilt ballot paper, the returning

## Mid Cheshire Hospitals NHS Foundation Trust

officer shall enter in a list ("the list of spoilt ballot papers"):

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

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

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

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

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

- (a) the name of the voter, and
- (b) the details of the voter ID number on the spoilt text message vote (if that officer was able to obtain it), and
- (c) the details of the replacement voter ID number issued to the voter.

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

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

30.2 The returning officer may not issue replacement voting information in respect of lost voting information unless he or she:

- (a) is satisfied as to the voter's identity,
- (b) has no reason to doubt that the voter did not receive the original voting information,
- (c) has ensured that no declaration of identity, if required, has been returned.

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

- (a) the name of the voter
- (b) the details of the unique identifier of the replacement ballot paper, if applicable, and
- (c) the voter ID number of the voter.

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

31.1 If a person applies for replacement voting information under rule 29 or 30 and

## Mid Cheshire Hospitals NHS Foundation Trust

a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue replacement voting information unless, in addition to the requirements imposed by rule 29.3 or 30.2, he or she is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.

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

- (a) the name of the voter,
- (b) the unique identifier of any replacement ballot paper issued under this rule;
- (c) the voter ID number of the voter.

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

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

*Polling by internet, telephone or text*

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

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

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

33.3 If the internet voting system authenticates the voter ID number, the system will give the voter access to the polling website for the election in which the voter is eligible to vote.

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

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

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

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

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

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

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

## Mid Cheshire Hospitals NHS Foundation Trust

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

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

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

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

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

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

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

- 37.1 A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with an ID declaration form if required that has been correctly completed, signed and dated.
- 37.2 Where the returning officer is satisfied that rule 37.1 has been fulfilled, he or she is to:
- (a) put the ID declaration form if required in a separate packet, and
  - (b) put the ballot paper aside for counting after the close of the poll.
- 37.3 Where the returning officer is not satisfied that rule 37.1 has been fulfilled, he or she is to:
- (a) mark the ballot paper “disqualified”,
  - (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,



## Mid Cheshire Hospitals NHS Foundation Trust

- (c) record the unique identifier on the ballot paper in a list of disqualified documents (the “list of disqualified documents”); and
  - (d) place the document or documents in a separate packet.
- 37.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record, telephone voting record or text voting record (as applicable) has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly made.
- 37.5 Where the returning officer is satisfied that rule 37.4 has been fulfilled, he or she is to put the internet voting record, telephone voting record or text voting record (as applicable) aside for counting after the close of the poll.
- 37.6 Where the returning officer is not satisfied that rule 37.4 has been fulfilled, he or she is to:
  - (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
  - (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents; and
  - (c) place the document or documents in a separate packet.
- 38. Declaration of identity but no ballot paper (public and patient constituency)<sup>1</sup>**
- 38.1 Where the returning officer receives an ID declaration form if required but no ballot paper, the returning officer is to:
  - (a) mark the ID declaration form “disqualified”,
  - (b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper, and
  - (c) place the ID declaration form in a separate packet.
- 39. De-duplication of votes**
- 39.1 Where different methods of polling are being used in an election, the returning officer shall examine all votes cast to ascertain if a voter ID number has been used more than once to cast a vote in the election.
- 39.2 If the returning officer ascertains that a voter ID number has been used more than once to cast a vote in the election he or she shall:
  - (a) only accept as duly returned the first vote received that was cast using the relevant voter ID number; and
  - (b) mark as “disqualified” all other votes that were cast using the relevant voter ID number
- 39.3 Where a ballot paper is disqualified under this rule the returning officer shall:
  - (a) mark the ballot paper “disqualified”,
  - (b) if there is an ID declaration form accompanying the ballot paper, mark it

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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.

## Mid Cheshire Hospitals NHS Foundation Trust

“disqualified” and attach it to the ballot paper,

- (c) record the unique identifier and the voter ID number on the ballot paper in the list of disqualified documents;
- (d) place the document or documents in a separate packet; and
- (e) disregard the ballot paper when counting the votes in accordance with these rules.

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

- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
- (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents;
- (c) place the internet voting record, telephone voting record or text voting record (as applicable) in a separate packet, and
- (d) disregard the internet voting record, telephone voting record or text voting record (as applicable) when counting the votes in accordance with these rules.

### 40. Sealing of packets

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

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

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

PART 6: COUNTING THE VOTES

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**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,

## Mid Cheshire Hospitals NHS Foundation Trust

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

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

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

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

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

- 42.1 The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.
- 42.2 The returning officer may make arrangements for any votes to be counted using vote counting software where:
  - (a) the board of directors and the council of governors of the corporation have approved:
    - (i) the use of such software for the purpose of counting votes in the relevant election, and
    - (ii) a policy governing the use of such software, and
  - (b) the corporation and the returning officer are satisfied that the use of such software will produce an accurate result.

### **43. The count**

- 43.1 The returning officer is to:
  - (a) count and record the number of:
    - (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:

## Mid Cheshire Hospitals NHS Foundation Trust

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which the figure “1” standing alone is not placed so as to indicate a first preference for any candidate,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

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

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

STV44.3 Any text voting record:

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

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

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

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

## Mid Cheshire Hospitals NHS Foundation Trust

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

- FPP44.1 Any ballot paper:
- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
  - (b) on which votes are given for more candidates than the voter is entitled to vote,
  - (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
  - (d) which is unmarked or rejected because of uncertainty,
- shall, subject to rules FPP44.2 and FPP44.3, be rejected and not counted.
- FPP44.2 Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.
- FPP44.3 A ballot paper on which a vote is marked:
- (a) elsewhere than in the proper place,
  - (b) otherwise than by means of a clear mark,
  - (c) by more than one mark,
- is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the paper is marked does not itself identify the voter and it is not shown that he or she can be identified by it.
- FPP44.4 The returning officer is to:
- (a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and
  - (b) in the case of a ballot paper on which any vote is counted under rules FPP44.2 and FPP 44.3, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.
- FPP44.5 The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings:
- (a) does not bear proper features that have been incorporated into the ballot paper,
  - (b) voting for more candidates than the voter is entitled to,
  - (c) writing or mark by which voter could be identified, and
  - (d) unmarked or rejected because of uncertainty,
- and, where applicable, each heading must record the number of ballot papers rejected in part.
- FPP44.6 Any text voting record:
- (a) on which votes are given for more candidates than the voter is entitled to vote,
  - (b) on which anything is written or marked by which the voter can be identified except the voter ID number, or

## Mid Cheshire Hospitals NHS Foundation Trust

(c) which is unmarked or rejected because of uncertainty,  
shall, subject to rules FPP44.7 and FPP44.8, be rejected and not counted.

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

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

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

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

FPP44.9 The returning officer is to:

- (a) endorse the word “rejected” on any text voting record which under this rule is not to be counted, and
- (b) in the case of a text voting record on which any vote is counted under rules FPP44.7 and FPP 44.8, endorse the words “rejected in part” on the text voting record and indicate which vote or votes have been counted.

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

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

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

### STV45. First stage

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

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

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

### STV46. The quota

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

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

## Mid Cheshire Hospitals NHS Foundation Trust

- 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.



## Mid Cheshire Hospitals NHS Foundation Trust

- 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

## Mid Cheshire Hospitals NHS Foundation Trust

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

## Mid Cheshire Hospitals NHS Foundation Trust

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.

## **Mid Cheshire Hospitals NHS Foundation Trust**

- STV51.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.
- STV51.3 Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.
- STV51.4 Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

### **FPP51. Equality of votes**

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

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

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

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

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

FPP52.2 The returning officer is to make:

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

available on request.

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

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

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

STV52.2 The returning officer is to make:

- (a) the number of first preference votes for each candidate whether elected or not,

## **Mid Cheshire Hospitals NHS Foundation Trust**

- (b) any transfer of votes,
- (c) the total number of votes for each candidate at each stage of the count at which such transfer took place,
- (d) the order in which the successful candidates were elected, and
- (e) the number of rejected ballot papers under each of the headings in rule STV44.1,
- (f) the number of rejected text voting records under each of the headings in rule STV44.3,

available on request.

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

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

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

**PART 8: DISPOSAL OF DOCUMENTS**

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

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

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

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

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

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

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

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

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

**55. Delivery of documents**

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

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

56.1 Where:

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

## Mid Cheshire Hospitals NHS Foundation Trust

too late to be resent, or

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

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

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

57.1 The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the board of directors of the corporation, cause them to be destroyed.

57.2 With the exception of the documents listed in rule 58.1, the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

57.3 A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

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

58.1 The corporation may not allow:

- (a) the inspection of, or the opening of any sealed packet containing –
  - (i) any rejected ballot papers, including ballot papers rejected in part,
  - (ii) any rejected text voting records, including text voting records rejected in part,
  - (iii) any disqualified documents, or the list of disqualified documents,
  - (iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
  - (v) the list of eligible voters, or
- (b) access to or the inspection of the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,

by any person without the consent of the board of directors of the corporation.

58.2 A person may apply to the board of directors of the corporation to inspect any of the documents listed in rule 58.1, and the board of directors of the corporation may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.

58.3 The board of directors of the corporation's consent may be on any terms or conditions that it thinks necessary, including conditions as to –

- (a) persons,
- (b) time,
- (c) place and mode of inspection,



## **Mid Cheshire Hospitals NHS Foundation Trust**

(d) production or opening,

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

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

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

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

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

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

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

- FPP59.1 If at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:
- (a) countermand notice of the poll, or, if voting information has been issued, direct that the poll be abandoned within that constituency or class, and
  - (b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.
- FPP59.2 Where a new election is ordered under rule FPP59.1, no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.
- FPP59.3 Where a poll is abandoned under rule FPP59.1(a), rules FPP59.4 to FPP59.7 are to apply.
- FPP59.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39 and is to make up separate sealed packets in accordance with rule 40.
- FPP59.5 The returning officer is to:
- (a) count and record the number of ballot papers, internet voting records, telephone voting records and text voting records that have been received,
  - (b) seal up the ballot papers, internet voting records, telephone voting records and text voting records into packets, along with the records of the number of ballot papers, internet voting records, telephone voting records and text voting records and
- ensure that complete electronic copies of the internet voting records telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.
- FPP59.6 The returning officer is to endorse on each packet a description of:
- (a) its contents,
  - (b) the date of the publication of notice of the election,
  - (c) the name of the corporation to which the election relates, and
  - (d) the constituency, or class within a constituency, to which the election relates.
- FPP59.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to rules FPP59.4 to FPP59.6, the returning officer is to deliver them to the chairman of the corporation, and rules 57 and 58 are to apply.

## **Mid Cheshire Hospitals NHS Foundation Trust**

### **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 £100.

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

- 62.1 No person may:

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

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

*Publicity*

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

- 63.1 The corporation may:

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

as it considers necessary.

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

- (a) objective, balanced and fair,

## Mid Cheshire Hospitals NHS Foundation Trust

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

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

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

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

64.2 The information must consist of:

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

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

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

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

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

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**66. Application to question an election**

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

## Mid Cheshire Hospitals NHS Foundation Trust

### PART 12: MISCELLANEOUS

#### **67. Secrecy**

67.1 The following persons:

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

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

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

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

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

#### **68. Prohibition of disclosure of vote**

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

#### **69. Disqualification**

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

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

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

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

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

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

## **Annex 5**

### **Council of Governors: Additional Provisions**

#### **Contents**

- 1 Eligibility to be a Governor
- 2 Requirement of Governor to Notify Trust
- 3 Termination of Office and Removal of Governors
- 4 Election of Governors
- 5 Roles and Responsibilities
- 6 Appointment of Non-Executive Directors (including Chairman and Deputy Chair)
- 7 Remuneration of the Chairman and other Non-Executive Directors

#### **1 Eligibility to be a Governor**

A person may not become a governor of the Trust, and if already holding such office will immediately cease to do so, if he:

- 1.1 is or has been subject to a Sexual Harm Prevention Order, Sexual Offences Prevention Order, a Foreign Travel Order, or a Risk of Sexual Harm Order made under the provisions of the Sexual Offences Act 2003;
- 1.2 is incapable by reason of mental disorder, illness or injury of managing or administering his property and affairs;
- 1.3 on the basis of disclosures obtained through an application to the Disclosure and Barring Service, is not considered suitable by the Trust's executive director responsible for workforce;
- 1.4 is a director of the Trust, or a governor or director of another NHS Foundation Trust or any other NHS body, unless such Foundation Trust or NHS body is an appointing organisation which is appointing him under this Constitution;
- 1.5 has had his tenure of office as the Chairman or as a member or director of a health service body terminated on the grounds that his appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- 1.6 has previously been removed from office as a governor of the Trust;
- 1.7 being a member of the Public Constituency, or the Patients and Carers' Constituency, fails to sign a declaration in the form specified by the Council of Governors of the particulars of his qualification to vote as a member of the Trust, and that he is not prevented from being a member of the Council of Governors;
- 1.8 has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;
- 1.9 has had his name removed from any list maintained by the NHS Commissioning Board pursuant to Parts 4, 5, 6 and 7 of the 2006 Act, and has not subsequently had his name included in such a list, and due to the reason(s) for such removal, he is not considered suitable by the Trust's executive director responsible for workforce after due enquiry.
- 1.10 is the spouse, partner, parent or child of a member of the Council of Governors or Board of Directors of the Trust;
- 1.11 fails to agree to comply with the Trust's Code of Conduct for Governors;
- 1.12 is under eighteen years of age, though eligible to become a member at sixteen years of age;
- 1.13 is a member of a local authority's scrutiny committee covering health matters;
- 1.14 is a Member of Parliament or a candidate for election
- 1.15 is a CCG Chair or member of the Governing Body (unless appointed as the representative partnership Governor of the CCG)
- 1.16 Care Quality Commission Chair, member or employee

#### **2 Requirement of Governor to notify Trust**

Where a person has been elected or appointed to be a governor and he becomes disqualified from office under the provisions of this constitution, he shall notify the Trust Secretary in writing of such disqualification as soon as practicable upon becoming aware of it.



## Mid Cheshire Hospitals NHS Foundation Trust

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

A person holding office as a governor shall immediately cease to do so if:

- 3.1 he resigns by notice in writing to the Trust Secretary;
- 3.2 it otherwise comes to the notice of the Trust Secretary at the time that the governor takes office or later that the governor is disqualified,
- 3.3 he fails to attend two Council of Governor meetings in any financial year, unless the other governors are satisfied that:
  - (a) the absences were due to reasonable causes; and
  - (b) he will be able to start attending meetings of the Trust again within such a period as they consider reasonable.
- 3.4 in the case of an elected governor, he ceases to be a member of the Trust;
- 3.5 in the case of an appointed governor, the appointing organisation terminates the appointment;
- 3.6 he has failed to undertake any training which the Council of Governors requires all governors to undertake
- 3.7 he has failed to sign and deliver to the Trust Secretary a statement in the form required by the Council of Governors confirming acceptance of the Trust's Code of Conduct;
- 3.8 he is removed from the Council of Governors by a resolution approved by a majority of the remaining governors present and voting at a General Meeting on the grounds that:
  - (a) he has committed a serious breach of the Trust's Code of Conduct, or
  - (b) he has acted in a manner detrimental to the interests of the Trust, or
  - (c) he has failed to discharge his responsibilities as a governor.

### **4 Election of Governors**

- 4.1 A member of one of the constituencies may nominate himself for election as a governor in his constituency and class and does not require sponsors.

### **5 Roles and Responsibilities**

- 5.1 The statutory duties of the Governors are to:
  - 5.1.1 Hold the Non-Executive Directors, individually and collectively, to account for the Performance of the Board of Directors
  - 5.1.2 Represent the interests of the members of the Trust as a whole and the interests of the public
  - 5.1.3 Appoint and, if appropriate, remove the Chair
  - 5.1.4 Appoint and, if appropriate, remove the other Non-Executive Directors
  - 5.1.5 Decide the remuneration and allowances and other terms and conditions of office of the Chair and other Non-Executive Directors
  - 5.1.6 Approve (or not) any new appointment of a Chief Executive
  - 5.1.7 Appoint and, if appropriate, remove the NHS Foundation Trust's Auditor; and
  - 5.1.8 Receive the Trust's annual accounts, any report of the auditor on them, and the annual report at a meeting of the Council of Governors
  - 5.1.9 Approve a Significant Transaction
  - 5.1.10 Approve an application by the Trust to enter into a merger, acquisition, separation or dissolution
  - 5.1.11 Approve proposals to increase by 5% or more the proportion of the Trust's 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
  - 5.1.12 Determine whether the level of non-NHS work specified in any financial plan by the Trust would significantly interfere with its principal purpose which is to provide goods and services for the health service in England, or performing its other functions and to notify the Board of Directors of its determination
  - 5.1.13 Approve amendments to the Trust's Constitution.
- 5.2 Additional Powers  
The Council of Governors also has a number of additional functions, as follows:

## Mid Cheshire Hospitals NHS Foundation Trust

- 5.2.1 In preparing the Trust's forward plan, the Board of Directors must have regard to the views of the Council of Governors
- 5.2.2 The Council of Governors may require one or more of the Directors to attend a Governors' meeting to obtain information about performance of the Trust's functions or the Directors' performance of their duties and to help the Council of Governors to decide whether to propose a vote on the Trust's or Directors' performance
- 5.2.3 The Council of Governors may refer a question to Monitor's new Advisory Panel for Governors as to whether the Trust has failed or is failing to act in accordance with its constitution or the NHS Act 2006
- 5.3 Before each Board meeting, the Board must send a copy of the agenda to the Council of Governors. As soon as practicable after each Board meeting, the Board must send a copy of the minutes to the Council of Governors. The Trust must also take steps to ensure that Governors have the skills and knowledge they require to undertake their role.
- 5.4 Governors may also become involved in other areas not detailed under the 2006 Act as amended by the 2012 Act. Details of how Governors can become involved are noted in the Governor Handbook.
- 6 Appointment of Non-Executive Directors (including Chairman and Deputy Chairman)**
- 6.1 The Council of Governors shall establish a nominations committee of the Council of Governors and the Board of Directors to assist in the process of appointment of non-executive directors (including the Chairman and Deputy Chair). The committee shall comprise six governors and two directors (at least one of whom will be a non-executive director who is not being considered for re-appointment). The committee may have an independent assessor in attendance if appropriate. The committee shall be chaired by the Chairman except where the Chairman is being considered for re-appointment, when it shall be chaired by another non-executive director who is not standing for appointment as the Chairman.
- 6.2 The nominations committee shall identify the balance of individual skills, knowledge and experience that is required at the time a vacancy arises and, accordingly, draw up a job description and person profile for each new appointment.
- 6.3 Suitable candidates shall be identified, after public advertisement, by the nominations committee, which may, if it considers it appropriate in particular circumstances, engage an external organisation, recognised as an expert in this field, to assist it in the whole process.
- 6.4 On expiry of the initial non-executive directors' current terms of appointment and on any subsequent vacancy, the nominations committee shall consider whether to recommend to the Council of Governors to reappoint the retiring non-executive director, or Chairman, or Deputy Chair. The nominations committee would not expect to make any such recommendation other than for a first renewal of the appointment of a non-executive director or Chairman without first taking the steps outlined in 6.2 and 6.3 above.
- 6.5 In exceptional circumstances an extension of twelve months may be considered due to one or more of the following being met:
- Loss of more than three non-executive directors in a twelve month period at the time an individual's term of office comes to an end
  - An absence of essential expertise in the remaining non-executive directors in post
  - The need to complete a specific piece of time limited work i.e. covering Audit Committee if the Chair was incapacitated for a significant period

## Mid Cheshire Hospitals NHS Foundation Trust

- Inability to recruit to the role and impact on the required quorum for the Board of Directors

In the case of the Chair these circumstances would also include:

- Significant organisational change i.e a merger, acquisition or significant transaction during the next twelve months
- A new Chief Executive has been appointed in the last six months or is due to be appointed in the next twelve months

- 6.6 If a twelve month extension is considered then a rigorous review should take place by the nominations committee to ensure the independence of the non-executive director and this should be declared in the Annual Report of the Trust.
- 6.7 If the Council of Governors does not so appoint, or if the individual does not wish to continue, or if the committee does not consider reappointment appropriate, then suitable new candidates will be identified in accordance with the procedure outlined in 6.2 and 6.3 above.

### **7 Remuneration of the Chairman and other Non-Executive Directors**

In order to determine the proper level of remuneration and allowances that should be paid to the Chairman and other non-executive directors, the Council of Governors may, from time to time, and at least every three years shall, consult, at the Trust's expense, with external professional advisers recommended by the Trust Secretary and the Director responsible for Workforce.

## **Annex 6**

### **Council of Governors: Standing Orders**

#### **Contents**

<b>1</b>	<b>Introduction</b>
1.1	Statutory Framework
1.2	Principal Purposes
1.3	NHS Codes
1.4	Powers
1.5	Delegation of Powers to Committees and/or Individual Governors
1.13	Emergency Powers
1.14	Derogation of Standing Orders
1.15	Amendment of Standing Orders
<b>2</b>	<b>Interpretation</b>
<b>3</b>	<b>The Council of Governors</b>
<b>4</b>	<b>Accountabilities, Duties and Responsibilities</b>
<b>5</b>	<b>The Role of Chairman</b>
<b>6</b>	<b>Appointment of Non-Executive Directors</b>
<b>7</b>	<b>Meetings of the Council of Governors</b>
7.1	Frequency
7.2	Chairman of Meeting
7.3	Attendance by the Public and Press
7.6	Attendance by Officers of the Trust
7.7	Calling Meetings
7.8	Notice of Meetings
7.12	Setting the Agenda
7.14	Notices of Motions
7.22	Chairman's Ruling
7.23	Voting
7.30	Suspension of Standing Orders
7.34	Record of Attendance
7.35	Minutes
7.38	Quorum
7.40	Conduct of the Meeting
7.41	Confidentiality
<b>8</b>	<b>Compliance: Other Matters</b>
<b>9</b>	<b>Council of Governors Performance</b>
<b>10</b>	<b>Declaration of Governor Interests</b>
10.7	Register of Interests

# Mid Cheshire Hospitals NHS Foundation Trust

## 1 Introduction

### 1.1 Statutory Framework

Mid Cheshire Hospitals NHS Foundation Trust (the Trust) is a public benefit corporation. It was established, and it functions, in accordance with the provisions of the National Health Service Act 2006.

The purpose of these standing orders is to ensure:

- the regulation of the Trust's Council of Governors' proceedings and business.
- that, along with the Board of Directors and the Trust overall, the Council of Governors achieves the highest standard of corporate governance and conduct.

### 1.2 Principal Purposes

The Council of Governors is accountable for several key functions within the Trust's corporate governance framework. Further details of those functions are set out in Annex 5 and within the Governor Handbook.

### 1.3 NHS Codes

Governors must behave in accordance with the seven Nolan Principles of Behaviour in Public Life:

- selflessness,
- integrity
- objectivity,
- accountability,
- openness
- honesty, and
- leadership

Three crucial public service values shall underpin the work of the Trust:

- **Accountability:** Everything done by those who work in or for the Trust must be able to stand the test of parliamentary scrutiny, public judgments on propriety and professional codes of conduct;
- **Probity:** There shall be an absolute standard of honesty in dealing with the assets of the Trust; integrity shall be the hallmark of all personal conduct in decisions affecting patients, staff and suppliers, and in the use of information acquired in the course of Trust duties;
- **Openness:** There shall be transparency about the Trust's activities to promote confidence between the Trust and its patients, members, staff, and the public.

The Council shall at all times seek to comply with the NHS Foundation Trust Code of Governance, which builds on the Combined Code of Corporate Governance.

### 1.4 Powers

See also **Constitution** and **Board of Directors: Standing Orders** in respect of:

- specified powers to contract in the Trust's own name.
- the conduct of all business in the Trust's own name.
- the Trust's common law duty as a Bailee for patients' property held by the Trust on behalf of patients.
- the holding of all funds received in trust in the name of the Board as corporate trustee, and the exercise of the Board's powers in relation to funds held on trust.
- the Board's accountability to the Charity Commission for those funds deemed to be charitable.

### 1.5 Delegation of Powers to Committees and/or to Individual Governors

Subject to the powers that the Council of Governors retains for itself, the Council may agree from time to time to the delegation of its duties to committees or working groups that it has formally constituted and consisting wholly of persons who are governors. To ensure clarity of purpose, the constitution, terms of reference, and specific powers of each committee or working group (and, if necessary, those

## Mid Cheshire Hospitals NHS Foundation Trust

retained by the Council), and other conditions (such as to reporting back to the Council of Governors), shall be laid out in accordance with Trust policy, and approved by the Council. For the avoidance of doubt, such committees or working groups shall be non-executive committees of the Council and have no remit other than that specifically delegated to them in their terms of reference. Committees and working groups shall not delegate their tasks to further committees or working groups, unless expressly authorised to do so by the Council of Governors.

- 1.6 Committees and working groups established by the Council shall investigate any activity within their terms of reference. In doing so, they may request relevant reports and briefings from Directors and managers; and may request the attendance, with due notice, of any director, clinician or other member of staff at one or more of its meetings. All reasonable requests shall be complied with.
- 1.7 The Council of Governors shall approve the membership to all committees and working groups and shall determine the governors to chair each committee or working group. Each chairman is to ensure that his committee or working group fulfils the purpose for which the Council has established it. In the absence of the chairman appointed by the Council, a committee or working group may nominate another governor to chair the meeting concerned.
- 1.8 With the agreement of the chairman of the committee or working group, non-governors may attend such committees and working groups, if appropriate under the committee's terms of reference, but they shall have no vote.
- 1.9 A management lead identified by the Chief Executive shall support the chairman of any committee or working group, ensuring that appropriate material is referred to the committee, and that committee actions approved by the Council are carried out. Together, the chairman and lead of each committee or working group shall:
  - schedule all meetings to allow relevant papers to be circulated to the full Council meeting that falls immediately after the committee meeting concerned.
  - produce their minutes and agenda to a standard format for presentation to the committee chairman within one week after the meeting, and for approval and distribution within two weeks.
  - unless otherwise indicated, place a copy of the draft minutes on the Trust's intranet.
  - include routinely on their agenda, discussion of minutes received from any committee that reports to them.
  - maintain a list of senior staff who may receive copies of the papers but are not full members of the committee or required to attend its meetings.
  - ensure that, if an issue to be considered is known to impact on another committee, the optimum timing is considered to allow transfer of business between committees, so that any necessary recommendations can reach the full Board meeting that falls immediately after the meeting of the committee(s) concerned.
  - at its discretion, by 31 May each year, prepare for the Council an annual report on its work during the year beginning 1 April of the previous calendar year. This will include a report by internal audit or the Trust Secretary to validate the extent to which business plans and action plans have been followed, and to assist the committee in identifying skills gaps.
  - at its discretion, produce a work plan by 1 March each year, for the subsequent year beginning 1 April, for consideration by the Council.
- 1.10 These standing orders, as far as they are applicable, shall apply also, with appropriate alteration, to meetings of any committees and working groups so established by the Council of Governors.
- 1.11 The Council will review the function and value of each committee or working group each year, reviewing its terms of reference as necessary.

## Mid Cheshire Hospitals NHS Foundation Trust

- 1.12 The Council of Governors may also delegate duties to an individual governor, but only under a clear remit approved by the Council, and subject to such restrictions and conditions as the Council deems fit.

**1.13 Emergency Powers**

The powers which the Council of Governors has retained to itself within these standing orders may in emergency be exercised by the Chairman after having consulted at least five elected governors. The exercise of such powers by the Chairman shall be reported to the next formal meeting of the Council for ratification.

**1.14 Derogation of Standing Orders**

If, for any reason, these standing orders are not complied with, full details of the non-compliance, and any justification for non-compliance, and the circumstances around the non-compliance, shall be recorded in the minutes and reported to the next meeting of the Council for action or ratification. All governors have a duty to disclose any non-compliance with these standing orders to the Chairman as soon as possible. Serious or deliberate non-compliance by staff will be dealt with through the Trust's disciplinary procedures.

**1.15 Amendment of Standing Orders**

These standing orders shall only be amended in accordance with paragraph 43 of the Constitution.

## **2 Interpretation**

- 2.1 Save as otherwise permitted by law, at any meeting the Chairman of the Trust shall be the final authority on the interpretation of standing orders (on which he should be advised by the Chief Executive, the Director of Finance, or the Trust Secretary).
- 2.2 Any expression to which a meaning is given in the 2006 Act, or in regulations made under the Act shall have the same meaning in such interpretation.

## **3 The Council of Governors**

- 3.1 The powers of the Trust established under statute shall be exercised by the Board of Directors. The Board shall be required to retain full and effective control over the Trust. The Chairman and non-executive directors are responsible for monitoring the executive management of the Trust.
- 3.2 The Council of Governors may resolve that certain powers and decisions may only be exercised by the Council in formal session.
- 3.3 For the composition of the Council, see **Constitution: 11**.
- 3.4 For the process and terms of appointment, including tenure, of the governors, see **Constitution 12, 13 and 14**.

## **4 Accountabilities, Duties and Responsibilities**

- 4.1 The purpose of the Council of Governors' standing orders is to ensure that the highest standards of corporate governance and conduct are applied to all meetings of the Council and its associated deliberations. The Trust believes that public service values lie at its heart. High standards of corporate and personal integrity, based on a recognition that patients come first, is a fundamental value of the Trust. There should be sufficient transparency about the Trust's activities to promote confidence between the Trust and its staff, patients and the public. Everything that the Trust does should

## Mid Cheshire Hospitals NHS Foundation Trust

be able to stand the test of scrutiny, public judgement on propriety, and professional codes of conduct.

- 4.2 The Council shall at all times seek to comply with the NHS Foundation Trust Code of Governance which builds on the Combined Code of Corporate Governance. On appointment, the governors, whether elected or appointed, shall be required to subscribe to the Code.
- 4.3 A governor who has acted honestly and in good faith will not have to meet out of his own personal resources any personal civil liability which is incurred in the execution or purported execution of his function as a governor, save where the governor has acted recklessly. On behalf of the Council of Governors, and as part of the Trust's overall insurance arrangements, the Board of Directors shall put in place appropriate insurance provision to cover such indemnity.
- 4.4 The Council of Governors is accountable for several key functions within the Trust's corporate governance framework. Further details of those functions are set out in Annex 5 and within the Governor Handbook.
- 4.5 The Board of Directors has overall responsibility for running the affairs of Trust. Its role is to:
- take advice from the Council
  - set a strategic direction
  - set organisational and operational targets
  - identify and manage risk
  - assess achievement against the above objectives
  - ensure that action is taken to eliminate or manage, as appropriate, adverse deviations from objectives
  - ensure that the highest standards of Corporate Governance are applied throughout the organisation.
- 4.6 Should a dispute arise between the Council of Governors and the Board of Directors, then the disputes resolution procedure set out below recognises the different roles of the Council of Governors and the Board of Directors as described above.
- 4.7 The Chairman (or Deputy Chair if the dispute involves the Chairman) shall first endeavour, through discussion with governors and directors or (to achieve the earliest possible conclusion) appropriate representatives of them, to resolve the matter to the reasonable satisfaction of both parties.
- 4.8 Failing resolution under 4.7 above, then the Council of Governors or the Board of Directors, as appropriate, shall at its next formal meeting approve the precise wording of a disputes statement setting out clearly and concisely the issue or issues giving rise to the dispute.
- 4.9 The Trust Chairman shall ensure that the Disputes Statement, without amendment or abbreviation in any way, shall be an agenda item and agenda paper at the next formal meeting of the Council of Governors or the Board of Directors as appropriate. That meeting shall agree the precise wording of a Response to Disputes Statement.
- 4.10 The Chairman (or Deputy Chair if the dispute involves the Chairman) shall immediately, or as soon as is practical, communicate the outcome to the other party and deliver the written Response to Disputes Statement. If the matter remains unresolved or only partially resolved, then the procedure outlined above shall be repeated.
- 4.11 If, in the opinion of the Chairman (or Deputy Chair if the dispute involves the Chairman) and following the further discussions prescribed in 4.10, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chairman or Deputy Chair, as the case may be, there is no prospect of a



## Mid Cheshire Hospitals NHS Foundation Trust

resolution (partial or otherwise) then he shall advise the Council of Governors or Board of Directors accordingly.

- 4.12 On the satisfactory completion of this disputes process, the Board of Directors shall implement agreed changes.
- 4.13 On the unsatisfactory completion of this disputes process, the view of the Board of Directors shall prevail.
- 4.14 Nothing in this procedure shall prevent the Council of Governors, if it so desires, from informing Monitor that, in the Council of Governors' opinion, the Board of Directors has not responded constructively to concerns of the Council of Governors that the Trust is not meeting the terms of its NHS Provider Licence.

### 5 Role of Chairman

The Chairman is responsible for leading the Council of Governors and the Board of Directors. Full detail on the role of the Chairman can be found in the Corporate Governance Handbook.

### 6 Appointment of Non-Executive Directors

The Council of Governors appoints non-executive directors to bring independent judgment and critical detachment to bear on issues of strategy, performance, key appointments, and accountability to the local community; and the Council determines their remuneration. See the Constitution and Board of Directors: Standing Orders for the functions of non-executive directors.

### 7 Meetings of the Council of Governors

#### 7.1 Frequency

Meetings of the Council of Governors shall be held at least four times each year, at times and places that the Council may determine.

#### 7.2 Chairman of Meeting

At any meeting of the Council of Governors, the Chairman, if present, shall preside. If the Chairman is absent from the meeting (including absence due to a declared conflict of interest) **or the Council of Governors is meeting to appoint or remove the Chair or decide his remuneration and allowances and other terms and conditions of office or outcome of annual appraisal**, the Deputy Chair shall preside. Otherwise, another Non- Executive Director, as requested by the Chairman shall preside.

#### Attendance by the Public and Press

- 7.3 Meetings of the Council of Governors must be open to the public, subject to the provisions below.

- 7.4 The Chairman may exclude any member of public from the whole or part of any meeting of the Council of Governors if:

- he is interfering with, or preventing the reasonable conduct of, the meeting;
- publicity would be prejudicial to the public interest, by reason of the confidential nature of the business to be transacted in the judgement of the Chairman;
- there are other special reasons stated in the resolution and/or arising from the nature of the business of the proceedings.

- 7.5 Nothing in these standing orders shall allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or

## Mid Cheshire Hospitals NHS Foundation Trust

to make any oral report of proceedings as they take place, without the prior agreement of the Council.

### 7.6 **Attendance by Officers of the Trust**

The Council of Governors may invite individual directors, officers, or members, to attend all or some of its meetings to assist the Council in its deliberations. Such invitees will not contribute to the numbers required for a quorum (as defined in standing order 7.38) and shall not vote on resolutions.

Furthermore, 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.

### **Calling Meetings**

#### 7.7 Notwithstanding 7.1 above, the Chairman may at any time call a meeting of the Council of Governors.

Governors can also request the Chairman call a meeting. If the Chairman refuses to call a meeting after a requisition for that purpose, signed by a majority of the governors, or if without so refusing the Chairman does not call a meeting within fourteen days after requisition to do so, then the governors may forthwith call a meeting provided that:

- they have been requisitioned to do so by more than 50% of governors who shall sign the notice of the meeting; and
- no business is transacted at the meeting other than that specified in the notice.

### **Notice of Meetings**

#### 7.8 Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chairman, or in his absence by the Trust Secretary or by another officer of the Trust authorised by the Chairman to sign on his behalf, shall be delivered to every governor, or sent by post to the usual place of residence of such governor, in order to be available to him at least five clear days before the meeting. Lack of service of the notice on any governor shall not affect the validity of a meeting subject to paragraph 7.10.

#### 7.9 Notwithstanding the above requirement for notice, the Chairman may waive notice on written receipt of the agreement of at least 50% of governors.

#### 7.10 In the case of a meeting called by governors in default of the Chairman, the notice shall be signed by those governors calling the meeting and no business shall be transacted at the meeting other than that specified in the notice.

#### 7.11 Failure to serve such a notice on more than three quarters of governors will invalidate the meeting. A notice will be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.

### **Setting the Agenda**

#### 7.12 The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council and shall be addressed prior to any other business being conducted. The Council of Governors shall review these topics and their sequence annually.

#### 7.13 A governor desiring a matter to be included on an agenda shall make his request in writing to the Chairman at least ten clear days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chairman.

### **Notices of Motions**

## Mid Cheshire Hospitals NHS Foundation Trust

- 7.14 A governor desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the Meeting to the Chairman, who shall insert in the agenda for the meeting. All notices so received are subject to the notice given being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to 7.16 below.
- 7.15 A motion or amendment, once moved and seconded, may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chairman.
- 7.16 Notice of a motion to amend or rescind any resolution (or the general substance of any resolution), which has been passed within the preceding six calendar months, shall bear the signature of the governors who give it and also the signature of four other governors. When any such motion has been disposed of by the Council it shall not be competent for any governor, other than the Chairman, to propose a motion to the same effect within six months; however, the Chairman may do so if he considers it appropriate.
- 7.17 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 7.18 When a motion is under discussion or immediately prior to discussion it shall be open to a governor to move:
- an amendment to the motion;
  - the adjournment of the discussion or the meeting;
  - that the meeting proceed to the next business (\*);
  - the appointment of an ad hoc committee to deal with a specific item of business;
  - that the motion be now put (\*);
- \*In the case of sub-paragraphs denoted by (\*) above to ensure objectivity, motions may only be put by a member who has not previously taken part in the debate and who is eligible to vote.
- 7.19 Such a motion, if seconded, shall be disposed of before the motion which was originally under discussion or about to be discussed.
- 7.20 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 7.21 No amendment to the motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the motion.
- 7.22 **Chairman's Ruling**  
Statements of governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time, and the decision of the Chairman of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.
- Voting**
- 7.23 Subject to the provisions of the Constitution and as otherwise required by law, each question at a meeting shall be determined by a majority of the votes cast on it by the Chairman of the meeting, and by the governors present and voting. In the case of any equality of votes, the person presiding shall have a second or casting vote.
- 7.24 All decisions put to the vote shall, at the discretion of the Chairman of the meeting, be determined by oral expression or by a show of hands. A majority of Governors present may require a vote to be taken by anonymous paper ballot.
- 7.25 If at least one-third of the governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each governor present voted or abstained.

## Mid Cheshire Hospitals NHS Foundation Trust

- 7.26 If a governor so requests, his vote shall be recorded by name upon any vote (other than by paper ballot).
- 7.27 In no circumstances may an absent governor vote by proxy. Absence is defined as being absent at the time of the vote.
- 7.28 If an equal number of votes are cast for and against the motion, the Chairman of the meeting shall have a second or casting vote.
- 7.29 If a governor so requests, his vote shall be recorded by name upon any vote (other than by paper ballot).

### **Suspension of Standing Orders**

- 7.30 Except where this would contravene any statutory provision, any one or more of these standing orders may be suspended at any meeting, provided that at least two-thirds of members of the Council of Governors are present and that a majority of those present vote in favour of suspension.
- 7.31 A decision to suspend standing orders shall be recorded in the minutes of the meeting.
- 7.32 A separate record of matters discussed during the suspension of standing orders shall be made and shall be available to the Chairman and governors and also reviewed by the Audit Committee.
- 7.33 No formal business may be transacted while standing orders are suspended.

### **Record of Attendance**

The names of the Chairman, governors, and any other person present at the meeting shall be recorded in the minutes, by surname and initials, and by constituency and class, or by professional capacity as applicable.

### **Minutes**

- 7.35 Minutes of the proceedings of each meeting shall be drawn up and the Chairman will ensure that all matters of significance in the meeting are recorded and maintained as a public record. The minutes shall include details of any action to be taken, who will take the specified action, and the dates for its completion where appropriate. The Chairman will also ensure that the draft minutes are promptly circulated to Governors and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding.
- 7.36 No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 7.37 The wider circulation of the minutes shall be in accordance with the governors' wishes. The minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public are excluded in accordance with these standing orders.

### **Quorum**

- 7.38 No business shall be transacted at a meeting of the Council of Governors unless at least one-third of the whole number of the governors are present, of which half shall be governors from the Public Constituency and the Patients and Carers' Constituency, and at least one governor from the Staff and Volunteers Constituency.
- 7.39 If a governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of

## **Mid Cheshire Hospitals NHS Foundation Trust**

interest he shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

### **7.40 Conduct of the Meeting**

The Chairman of the Meeting will ensure that adequate time is afforded for the proper consideration of each item on the agenda. Contributions by governors, and other persons invited to speak, shall be relevant to the matter under discussion and the decision of the Chairman of the Meeting on questions of order, relevancy and any other matter concerning the conduct of the Meeting shall be observed.

### **Confidentiality**

- 7.41 If the Council, at a Council of Governors meeting at which the public are excluded, or one of its committees resolves that a matter is confidential, a governor, a committee member or any other non-governor in attendance at any of its meetings shall not disclose that matter, even if it has been reported to the Council; or otherwise dealt with by, or brought before, the Council or committee, even if any associated action has been concluded, subject to any legal duties/requirements to disclose.

## **8 Compliance: Other Matters**

Governors of the Trust shall comply with Standing Financial Instructions prepared by the Director of Finance and approved by the Board of Directors.

## **9 Council of Governors Performance**

The Chairman shall, at least annually, lead a performance assessment process for the Council of Governors to enable the Council to review its roles, structure, composition and procedures taking into account emerging best practice.

## **10 Declaration of Governors' Interests**

- 10.1 Governors are required to comply with the Trust's standards of business conduct and to declare to the Council any interests required to be declared by the Constitution or any other interests they have or that their family might have which are relevant and material. Governors shall declare to the Council their interests and the interests of their family which are relevant and material on appointment or as soon as practical as such interests are acquired subsequent to appointment. At the time governors' interests are declared, they will be recorded in the Council minutes. Any changes in interests shall be declared at the next Council meeting following the change occurring.

- 10.2 Interests regarded as relevant and material are:

- Directorships, including non-executive directorships held in private companies or Public limited companies (with the exception of those of dormant companies).
- Ownership of, part-ownership of, or employment with private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
- Employment with any private company, business or consultancy.
- Significant share holdings (more than 5%) in organisations likely or possibly seeking to do business with the NHS.
- A position of authority in a charity or voluntary organisation in the field of health and social care.
- Any connection with a voluntary or other organisation contracting for NHS services.

- 10.3 If a governor has any doubt about the relevance of an interest, he should discuss it with the Chairman who shall advise him whether or not to disclose the interest.

## Mid Cheshire Hospitals NHS Foundation Trust

- 10.4 At the time governors' interests are declared, they should be recorded in the Council of Governors minutes and entered on a register of interests of governors to be maintained by the Trust Secretary. Any changes in interests should be declared at the next Council of Governors meeting following the change occurring.
- 10.5 Governors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's Annual Report. The information shall be kept up to date for inclusion in succeeding Annual Reports.
- 10.6 During the course of a Council of Governors meeting, if a conflict of interest is established, the governor concerned shall disclose the fact, and withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt, the Council of Governors shall exclude the governor from any meeting of the Council while any matter in which he has a pecuniary interest is under discussion.

### **Register of Interests**

- 10.7 The Trust Secretary will ensure that a register of interests is established to record formally declarations of interests of governors.
- 10.8 Details of the register will be kept up to date and reviewed annually.
- 10.9 The register will be available to the public.
- 10.10 Interests that are regarded as "relevant and material" are set out in 10.2 above.
- 10.11 Any allowances payable to the governor by virtue of the 2006 Act shall not be treated as a pecuniary interest for the purpose of this standing order.
- 10.12 For the purpose of this standing order, and subject to other standing orders, the governor shall be treated as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:
- he, or a nominee, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or
  - he is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration; or
  - the interest is regarded as "relevant and material" in accordance with standing order 10.2 above.
- The interests of the governor shall include members of his family as defined above.
- 10.13 The Chairman or governor shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only of an interest in any company, body or person with which he is connected as mentioned in standing order 10.2 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Chairman or governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

## Mid Cheshire Hospitals NHS Foundation Trust

- 10.14 Where the Chairman or governor has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and the total nominal value of those securities does not exceed £10,000 or one-hundredth of the total nominal value of the issued share capital of the company or other body, whichever is the less, and if the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class, this standing order shall not prohibit him/her from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it, without prejudice however to his duty to disclose his interest.
- 10.15 The provisions of this standing order apply to members of a committee, sub-committee or joint committee as they apply to the Chairman and governors.
- 10.16 Governors shall discuss any personal doubt about the relevance of an interest with the Chairman, who shall take account of current guidance. The Accounting Standards Board's *Financial Reporting Standard No 8* specifies that, in assessing the relevance of an interest, influence is more important than the immediacy of the relationship.
- 10.17 The Trust Secretary will ensure the maintenance of register of interests in which declarations of interests of directors are formally recorded.
- 10.18 These details will be kept up to date by means of an annual review of the register, in which any changes to interests declared during the preceding twelve months will be incorporated.
- 10.19 The register shall be available to the public, and the Trust Secretary will take reasonable steps to bring to public attention the existence of the register and arrangements for viewing it.

**Annex 7**  
**Board of Directors Standing Orders:**

***Contents***

<b>1</b>	<b>Introduction</b>
1.1	Statutory Framework
1.2	Principal Purposes
1.3	NHS Codes
1.4	Documents incorporated into Standing Orders
1.5	Powers
1.6	Delegation of Powers
1.7	Emergency Powers
1.8	Derogation of Standing orders
1.9	Amendment of Standing Orders
<b>2</b>	<b>Interpretation</b>
<b>3</b>	<b>The Board</b>
3.1	Composition of the Board
3.2	Appointment, Tenure and Resignation of Non-Executive Chairman and Deputy Chair, and of Non-Executive Directors
3.3	Eligibility and Appraisal of Non-Executive Chairman and Non-Executive Directors
3.4	Appointment and Powers of Deputy Chair
3.5	Appointment of Chief Executive
3.7	Appointment of Executive Directors
3.8	Jointly-Held Executive Director Posts
3.9	Attendees at Board Meetings
3.10	Trust Secretary
3.11	Directors' Liability
<b>4</b>	<b>Meetings of the Board</b>
4.1	Admission of Members, the Public and the Press
4.3	Calling Meetings
4.6	Notice of Meetings
4.9	Setting the Agenda
4.13	Chairman of Meetings
4.14	Notices of Motion
4.16	Withdrawal of Motion or Amendments
4.17	Motions
4.20	Conduct of Meetings
4.21	Voting
4.27	Minutes
4.30	Joint Members
4.31	Suspension of Standing Orders
4.36	Variation and Amendment of Standing Orders
4.37	Record of Attendance
4.38	Quorum
<b>5</b>	<b>Arrangements for the Exercise of Functions by Delegation</b>
5.3	Delegation to Committees
5.4	Delegation to Officers
5.9	Non-Compliance with Standing Orders
<b>6</b>	<b>Committees</b>
6.1	Appointment of Committees
6.8	Confidentiality



# Mid Cheshire Hospitals NHS Foundation Trust

## 7 Incorporation of Standing Orders into Employment Contracts

### Codes of Conduct for Directors and Managers

## 8 Declarations of Interest

### 8.1 Interests of Directors

## 9 Custody of Seal and Sealing of Documents

### 9.1 Custody of Seal

### 9.2 Sealing of Documents

### 9.3 Register of Sealing

## 10. Signature of Documents

## 1 Introduction

### 1.1 Statutory Framework

Mid Cheshire Hospitals NHS Foundation Trust (the Trust) is a public benefit corporation. It was established, and it functions, in accordance with the provisions of the National Health Service Act 2006 (hereafter referred to as the 2006 Act).

The purpose of these standing orders is to ensure:

- the regulation of the Trust's Board of Directors' proceedings and business.
- that, along with the Council of Governors and the Trust overall, the Board achieves the highest standard of corporate governance and conduct.

### 1.2 Principal Purposes

The Board of Directors has overall responsibility for running the affairs of the Trust. Its role is to:

- ensure compliance with the Constitution and the Provider Licence, **statutory requirements and contractual obligations**
- **ensure the quality and safety of health care services, education and training**
- **ensure the Trust functions effectively, efficiently and economically**
- **set and communicate the Trust strategic direction and vision with due regard to the views of the Council of Governors**
- **define and demonstrate the culture and values of the organisation**
- **assess performance against agreed objectives and targets**
- **manage and minimise risk**
- assess achievement against the above objectives
- ensure that action is taken to eliminate or minimise, as appropriate, adverse deviations from objectives
- **make well-informed and high-quality decisions based on intelligent information**
- ensure that the highest standards of Corporate Governance are applied throughout the organisation. The Board shall at all times seek to comply with the NHS Foundation Trust Code of Governance which builds on the Combined Code of Corporate Governance
- have regard to the NHS Constitution in performing the Trust's NHS functions

### 1.3 NHS Codes

Directors must behave in accordance with the seven Nolan principles of behaviour in Public Life:

- selflessness,
- integrity,
- objectivity,
- accountability,
- openness,
- honesty and

## Mid Cheshire Hospitals NHS Foundation Trust

- leadership

### 1.4 Documents Incorporated into Standing Orders

The Board shall approve, and from time to time revise, Schedules to the standing orders of the Board of Directors, which shall have effect as if incorporated into standing orders:

- The Standing Financial Instructions;
- The Standing Financial Instructions for Non-Financial Risk;
- The Reservation of Powers to the Board of Directors;
- The Delegation of Powers from the Board of Directors;
- The Fraud Policy and Response Plan
- The Bribery Act 2010

New or revised Financial Codes of Procedures shall have effect as if incorporated into standing orders by virtue of the Director of Finance issuing them and reporting their issue to the Board through the Audit Committee.

### 1.5 Powers

The Board of Directors shall exercise the powers of the Trust established under statute, in accordance with the terms of its NHS Provider Licence and its Constitution. The Board shall be required to retain full and effective control over the Trust. The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in Reservation of Powers to the Board, and Delegation of Powers from the Board, and have effect as if incorporated into these standing orders.

As a statutory body, the Trust has specified powers to contract in its own name, and all business shall be conducted in the name of the Trust. See also **Constitution: 3**.

The Chairman and non-executive directors are responsible for monitoring the executive management of the Trust.

The Trust also has a common law duty as a Bailee for patients' property held by the Trust on behalf of patients. All such funds received in trust shall be held in the name of the Board as corporate trustee.

In relation to funds held on trust, powers exercised by the Board as corporate trustee shall be exercised separately and distinctly from those powers exercised as a NHS Trust. The Board of Directors shall be accountable to the Charity Commission.

### 1.6 Delegation of Powers

Save as set out in this Constitution and as otherwise permitted by law, the Board has powers to delegate, and to make arrangements for delegation. The standing orders set out the detail of these arrangements. Under standing order 5, the Board has powers to make arrangements for the exercise, on behalf of the Trust of any of their functions by a committee, sub-committee or joint committee appointed by virtue of standing order 6 or by an officer of the Trust, in each case subject to such restrictions and conditions as the Trust thinks fit. The Board shall approve, and shall annually review, Schedules concerning Reservation of Powers to the Board of Directors, and Delegation of Powers by the Board of Directors, which shall have effect as if incorporated into these standing orders

Save as stipulated in **Constitution: 25** (Appointment of Non-Executive Directors) and as otherwise required by the Constitution and permitted by law, the Board shall from time to time agree the delegation of executive powers to be exercised by committees or sub-committees that it has formally constituted. The Board shall approve the constitution and terms of reference of these committees, or sub-committees, and their specific executive powers

## Mid Cheshire Hospitals NHS Foundation Trust

Under Schedule 7 of the 2006 Act these powers may only be delegated to a committee of Directors. The Board shall approve, and shall annually review, Schedules concerning Reservation of Powers to the Board of Directors, and Delegation of Powers by the Board of Directors, which shall have effect as if incorporated into these standing orders.

Those functions of the Trust which have not been retained as reserved by the Board, or delegated to one of its committees, shall be exercised on behalf of the Board by the Chief Executive. He shall determine which functions he will perform personally and shall nominate officers to undertake remaining functions but still retain accountability for these to the Board.

### **1.7 Emergency Powers**

The powers which the Board resolves to retain to itself may in emergency be exercised by the Chief Executive and the Chairman provided that they first consult at least two non-executive directors, and subsequently report the exercise of such powers to the next formal meeting of the Board for ratification.

### **1.8 Derogation from Standing Orders**

If, for any reason, these standing orders are not complied with, full details of the non-compliance, and any justification for non-compliance, and the circumstances around the non-compliance, shall be recorded in the minutes and reported to the next meeting of the Board of Directors (through its Audit Committee) for action or ratification.

All directors have a duty to disclose any non-compliance with these standing orders to the Chairman as soon as possible. Serious or deliberate non-compliance by staff will be dealt with through the Trust's disciplinary procedures.

### **1.9 Amendment of Standing Orders**

The Audit Committee shall review standing orders at least every three years and make any recommendations for change to the Board. This review shall include all documents having the effect as if incorporated in standing orders, including those reviewed annually. These standing orders shall only be amended in accordance with paragraph 43 of the Constitution.

## **2 Interpretation**

2.1 Save as otherwise permitted by law, at any meeting the Chairman of the Trust shall be the final authority on the interpretation of standing orders, on which he should be advised by the Chief Executive, the Director of Finance & Strategic Planning, or the Trust Secretary.

2.2 Unless otherwise stated, words or expressions contained in this Constitution shall bear the same meaning as in the 2006 Act as amended by the 2012 Act.

## **3 The Board**

### **3.1 Composition of the Board**

See **Constitution: 22**

### **3.2 Appointment, Tenure and Resignation of the Non-Executive Chairman and Deputy Chair, and Non-Executive Directors**

The Chairman and non-executive directors are appointed and removed by the Council of Governors. Any non-executive director may at any time resign by giving notice in writing to the Chairman.

## Mid Cheshire Hospitals NHS Foundation Trust

- 3.3** The Board of Directors will normally work with an external organisation recognised as expert at appointments to identify the skills and experience required for non-executive directors.
- 3.4** Appropriate candidates will be identified by a Nominations Committee through a process of open competition, which takes account of skills and experience required.
- 3.5** The Nominations committee will comprise the Chairman (or, when a Chairman is being appointed, the Deputy Chairman unless they are standing for appointment, in which case another non-executive director), and representative Governors. The Committee would be advised by an independent assessor, who may be chair of another NHS foundation trust. The Chief Executive will be entitled to attend meetings of the Nominations committee unless the Committee decides otherwise and the Committee shall take into account the Chief Executive's views.
- 3.6** The Nominations Committee will make a recommendation to the Council of Governors for approval.

**3.7 Eligibility and Appraisal of the Non-Executive Chairman and Non-Executive Directors**

The Board shall approve a formal process to enable it to assess and declare (or otherwise) the independent status of each non-executive director. The process shall apply to all proposed new appointees, and annually thereafter to those appointed. The Chief Executive and Chairman of the Audit Committee shall review the declarations and shall report the outcome to the Board. The Constitution requires the Chairman of the Audit Committee to be a non-executive director, and his declaration shall be reviewed, and the outcome reported to the Board, by the Chairman and the Chief Executive. The Board shall then determine the status of each non-executive director.

The Trust Constitution requires all Directors to declare that they are considered a fit or proper person, as set out in paragraph (3) of Regulation 5 of The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014. This declaration shall be made on appointment and annually thereafter. Where concerns are raised an investigation may take place in line with the Recruitment and Selection Policy.

The Board shall appoint one of the non-executive directors, not being the Chairman, as the Senior Independent Director in consultation with the Council of Governors.

**3.8 Appointment and Powers of Deputy Chair**

Where the Chairman of the Trust has died, or has ceased to hold office, or been unable to perform his duties as Chairman owing to illness or any other cause, the Deputy Chair shall act as Chairman until a new Chairman is appointed, or the existing Chairman resumes his duties, as the case may be; and references to the Chairman in these standing orders shall, as long as there is no Chairman able to perform his duties, be taken to include references to the Deputy Chair.

**3.9 Appointment of Chief Executive**

Collectively, the Chairman and non-executive directors of the Trust shall comprise the Appointments and Remuneration Committee. In accordance with **Constitution: 27**, the Appointments and Remuneration Committee shall appoint the Chief Executive (which appointment shall be approved by the Council of Governors), determine his remuneration and terms of employment, and if necessary terminate his employment. His appointment shall be subject to the approval of the Council of Governors. If the post of Chief Executive is unfilled for any reason, the Appointments and Remuneration Committee may make such appointments as it deems appropriate within its terms of reference.

## Mid Cheshire Hospitals NHS Foundation Trust

- 3.10 Non-executive directors may, at the Trust's expense, seek external advice, or appoint an external adviser, on any material matter of concern provided that the decision to do so is a collective one by the majority of non-executive directors. In doing so, they will normally seek the advice of the relevant executive director or the Trust Secretary.

**3.11 Appointment of Executive Directors**

The Board shall appoint a committee of the Chairman, the Chief Executive and the non-executive directors to appoint or remove executive directors; and an Appointments and Remuneration Committee comprising the Chairman and non-executive directors to determine the remuneration and allowances and other terms and conditions of office of the executive directors.

**3.12 Jointly-Held Executive Director Appointments**

Where more than one person is appointed jointly to a post, then those persons may, with the approval of the Board, be appointed as an executive director jointly, and shall count as one person.

**3.13 Attendees at Board Meetings**

The Board may resolve that certain officers, members, or elected or appointed governors of the Trust may be invited to attend all or some of the meetings of the Board to assist the Board in its deliberations. Such invitees will not contribute to the numbers required for a quorum (as defined in standing order 4 below) and shall not vote on resolutions. Such invitees shall be required to undertake to comply with standing orders if they are not officers of the Trust.

**3.14 Trust Secretary**

The Board shall appoint a Trust Secretary who, under the direction of the Chairman and the Chief Executive, and reporting to the Chief Executive, shall ensure full and effective information flows within the Board of Directors, and between the Board of Directors and the Council of Governors, and their committees; between directors and governors, and between senior management and non-executive directors. The Trust Secretary shall also advise the Board and Council on all governance matters and shall facilitate induction and professional development as required for members of the Board of Directors and Council of Governors.

**3.15 Directors' Liability**

On appointment, the Chairman, non-executive directors and executive directors shall be required to subscribe to the NHS Foundation Trust Code of Governance and Board Code of Conduct.

A director or officer of the Trust who has acted honestly and in good faith will not have to meet out of his or her own personal resources any personal civil liability which is incurred in the execution, or purported execution, of his or her function as a director save where the director has acted recklessly. On behalf of the directors, and as part of the Trust's overall insurance arrangements, the Board of Directors shall put in place appropriate insurance provision to cover such indemnity.

## **4 Board Meetings**

**Admission of Members, the Public and the Press**

- 4.1 Board of Director meetings shall be held in public. Members of the public may be excluded from a meeting for special reasons. A non-exhaustive list of such special reasons will be held by the Trust Secretary.

- 4.2 Nothing in these standing orders shall allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Board.

## Mid Cheshire Hospitals NHS Foundation Trust

### **Calling Meetings**

- 4.3 The Board of Directors will meet at a frequency (but not less than quarterly), and at a time, date and place that it shall decide.
- 4.4 Notwithstanding the requirement in 4.6 below for notice, the Chairman may waive notice on written receipt of the agreement of at least two-thirds of directors (non-executive and executive directors taken together) but to include a minimum of two executive directors and two non-executive directors.
- 4.5 The Chairman may call a meeting of the Board at any time. If the Chairman refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of directors, has been presented to him, or if, without so refusing, the Chairman does not call a meeting within seven days after such a requisition has been presented to him, at the Trust's head office, such one third or more directors may forthwith call a meeting. In the case of a meeting called by directors in default of the Chairman, the notice shall be signed by those directors, and no business shall be transacted at the meeting other than that specified in the notice.

### **Notice of Meetings**

- 4.6 Before each meeting of the Board, a notice of the meeting, specifying the business proposed to be transacted at it, and attaching relevant papers, shall be sent to each director five consecutive calendar days before the meeting. In exceptional circumstances, the Chairman may agree to unavoidably late papers to be sent after this deadline.
- 4.7 Failure to serve such a notice on more than three directors will invalidate the meeting. A notice will be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.
- 4.8 Before each meeting takes place, notice of the meeting, including specification of the business proposed to be transacted at it will be made available to the Council of Governors and (on request) to any member of the public. Notice will also be given on the Trust's website.

### **Setting the Agenda**

- 4.9 On an annual basis, the Board shall determine regular agenda items, and their frequency.
- 4.10 In considering the agenda, the Board and the Chairman shall balance:
- reporting and analysing past performance;
  - examining the critical levers which will influence the future;
  - operational issues, properly the function of the executive directors;
  - strategic issues, deriving from the Board Assurance Framework and the Board's objectives, that will impact on performance;
  - local interest, as represented by the Council of Governors;
  - the interests of the wider population of NHS users.
- 4.11 The Board may determine that certain matters shall appear on every agenda for a meeting of the Board and shall be addressed prior to any other business being conducted.
- 4.12 A director desiring a matter to be included on an agenda shall make his request to the Chairman at least ten clear days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chairman.
- 4.13 **Chairman of Meetings**

## Mid Cheshire Hospitals NHS Foundation Trust

At any meeting of the Board, the Chairman, if present, shall preside. If the Chairman is absent from the meeting (including absence due to a declared conflict of interest), the Deputy Chair, if there is one and he is present, shall preside. If the Chairman and Deputy Chair are absent, a non-executive director, as the directors present shall choose, shall preside.

### **Notices of Motion**

4.14 A director desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Chairman, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting without notice on any business mentioned on the agenda.

4.15 Notice of a motion to amend or rescind any resolution (or the general substance of any resolution), which has been passed within the preceding six calendar months, shall bear the signature of the directors who gives it and also the signature of four other directors. When any such motion has been disposed of by the Board, it shall not be competent for any director, other than the Chairman, to propose a motion to the same effect within six months; however, the Chairman may do so if he considers it appropriate.

### **4.16 Withdrawal of Motion or Amendments**

A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chairman.

### **Motions**

4.17 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

4.18 When a motion is under discussion or immediately prior to discussion it shall be open to a director to move:

- an amendment to the motion;
- the adjournment of the discussion or the meeting;
- that the meeting proceed to the next business (\*);
- the appointment of an ad hoc committee to deal with a specific item of business;
- that the motion be now put (\*);

\*In the case of sub-paragraphs denoted by (\*) above, to ensure objectivity motions may only be put by a director who has not previously taken part in the debate and who is eligible to vote.

Such a motion, if seconded, shall be disposed of before the motion which was originally under discussion or about to be discussed.

4.19 No amendment to the motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the motion.

### **4.20 Conduct of the meeting and Chairman's Ruling**

The Chairman of the meeting will ensure that adequate time is afforded for the proper consideration of each item on the agenda. Contributions by directors, and other persons invited to attend, shall be relevant to the matter under discussion and the decision of the Chairman of the meeting on questions of order, relevancy and any other matter concerning the conduct of the Meeting shall be final.

### **4.21 Voting**

Each question at a meeting shall be determined by a majority of the votes cast on it by the Chairman of the meeting, and by other directors present. At his discretion, the Chairman of the meeting may determine such questions either by oral expression or by show of hands. A majority of directors present may require a vote to be taken by anonymous paper ballot.

## Mid Cheshire Hospitals NHS Foundation Trust

- 4.22 If an equal number of votes are cast for and against the motion, the Chairman of the meeting shall have a second or casting vote.
- 4.23 If at least one-third of the directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each director present voted or abstained.
- 4.24 If a director so requests, his vote shall be recorded by name upon any vote (other than by paper ballot).
- 4.25 In no circumstances may an absent director vote by proxy. Absence is defined as being absent at the time of the vote. Attendance may be permitted by telephone or video media link, if available, at the discretion of the Chairman.
- 4.26 An officer who has been appointed formally by the Board to act up for an executive director during a period of incapacity or temporarily to fill an executive director vacancy, shall be entitled to exercise the voting rights of the executive director. An officer attending the Board to represent an executive director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the executive director. An officer's status when attending a meeting shall be recorded in the minutes.

### **Minutes**

- 4.27 The Chairman shall ensure that the minutes of the proceedings of a meeting are drawn up under the supervision of the Trust Secretary and maintained as a permanent record. The minutes shall record all matters of significance, with details of any action to be taken, who will take the specified action, and the dates for its completion where appropriate.
- 4.28 The Trust Secretary shall ensure that a draft of the minutes, endorsed by the Chairman (or the person who presided at the meeting of which they are a record) are promptly circulated to directors, and submitted for agreement at the next ensuing meeting, where they will be signed by the person presiding. No discussion shall take place upon the minutes except upon their accuracy, or where the Chairman considers discussion appropriate. Any amendment to the minutes shall be recorded and agreed at the next meeting.
- 4.29 Minutes shall be circulated to each Governor as soon as is practicable after the meeting and may be further circulated in accordance with directors' wishes. Where providing a record of a public meeting, the minutes shall be made available to the public.

### **4.30 Joint Members**

Where the office of an executive director is shared jointly by more than one person:

- either or both of those persons may attend or take part in meetings of the Board;
- if both are present at a meeting, they should cast one vote if they agree;
- if they disagree, no vote should be cast;
- the presence of either or both of those persons should count as the presence of one person for the purposes of standing order 4.38.

### **4.31 Suspension of Standing Orders**

Except where this would contravene any statutory provision, any one or more of the standing orders may be suspended at any meeting, provided that at least two-thirds of the Board are present, including one non-executive and one executive director, and that a majority of those present vote in favour of suspension.

- 4.32 A decision to suspend standing orders shall be recorded in the minutes of the meeting.



## Mid Cheshire Hospitals NHS Foundation Trust

- 4.33 A separate record of matters discussed during the suspension of standing orders shall be made and shall be available to the Chairman and directors.
- 4.34 No formal business may be transacted while standing orders are suspended.
- 4.35 The Audit Committee of the Trust shall review every decision to suspend standing orders.
- 4.36 **Variation and Amendment of Standing Orders**  
These standing orders shall be amended only in accordance with the **Constitution 43**, and in consultation with the Council of Governors.
- 4.37 **Record of Attendance**  
The names of the Chairman, directors, and any person invited by the Chairman to attend shall be recorded in the minutes by surname and initials, and by post, function or representative capacity.
- Quorum**
- 4.38 No business shall be transacted at a meeting unless at least one-third of the whole number of the Chairman and directors, including at least one non-executive director and one executive director are present.
- 4.39 An officer in attendance for an executive director, but without formal acting up status approved by the Appointments and Remuneration Committee, may not count towards the quorum.
- 4.40 If the Chairman or a director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest he shall no longer count towards the quorum.
- 4.41 If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the Minutes of the meeting. The meeting must then proceed to the next business.

## 5 Arrangements for the Exercise of Functions by Delegation

- 5.1 The Board may make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee, appointed by virtue of these Standing Orders, or by a director or an officer of the Trust, in each case subject to such restrictions and conditions as the Board thinks fit.

### 5.3 Delegation to Committees

Subject to the powers that the Board retains for itself, the Board may determine from time to time to delegate certain of its responsibilities to be exercised by committees, or sub-committees, or joint-committees, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, or joint committees, and their specific powers (and, if necessary, those retained by the Board) shall be approved by the Board. These committees, sub-committees and joint committees must be formally constituted of Directors of the Board only.

### 5.4 Delegation to Officers

Those functions of the Trust which have not been retained as reserved by the Board or delegated to a committee or sub-committee or joint-committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive, subject to approval by the Board, shall determine which functions he will perform personally, and shall determine a management structure and nominate officers to undertake the remaining functions for which he will still retain an accountability to the Board.

## Mid Cheshire Hospitals NHS Foundation Trust

- 5.5 The Chief Executive shall prepare a Scheme of Delegation to Officers for consideration and approval by the Board. The Chief Executive may periodically propose amendments to the Scheme of Delegation for consideration and approval by the Board.
- 5.6 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Director of Finance to provide information and advise the Board in accordance with statutory requirements. Outside these statutory requirements, the Director of Finance shall be accountable to the Chief Executive for operational matters.
- 5.7 The arrangements made by the Board as set out in the Reservation of Powers to the Board and Delegation of Powers (to Officers) document shall have effect as if incorporated in these standing orders.
- 5.8 The Trust Secretary shall maintain a current management structure approved by the Board.
- 5.9 **Non-Compliance with Standing Orders**  
If for any reason these standing orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be recorded in the minutes and:
- for standing orders 2, 3 and 4 above, reported to the next formal meeting of the Board for action or ratification, and
  - for all other paragraphs of these standing orders to the next meeting of the Board committee responsible for audit, for its consideration and referral to the Board.
- 5.10 All members of the Board and staff have a duty to disclose any non-compliance with these standing orders to the Chief Executive as soon as possible. Serious or deliberate non-compliance by staff will be dealt with through the Trust's disciplinary procedures.

## 6 Committees and Convenors

- 6.1 **Appointment of Committees**  
Subject to the provisions of the Constitution, these standing orders and any other legal requirements, the Board shall appoint committees of the Trust, consisting wholly or partly of directors of the Trust, or wholly of persons who are not directors of the Trust, and reporting to the Board through the committee chairman.
- 6.2 The Board shall approve the appointment of committee chairmen, on the Chairman's recommendation.
- 6.3 Standing orders, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committee established by the Trust.
- 6.4 Each such committee shall have such terms of reference and powers and be subject to such conditions (including reporting back to the Board), as the Board shall decide and shall be in accordance with any legislation and regulation. After taking advice from each committee, the Board shall review the terms of reference of each committee annually, and those terms of reference, as reviewed and revised periodically, shall have effect as if incorporated into standing orders.

The Board may make, vary and revoke standing orders relating to the quorum, proceedings and place of meeting of a committee or sub-committee but otherwise the committee or sub-committee may determine these matters as it thinks fit.

## Mid Cheshire Hospitals NHS Foundation Trust

The committee shall be empowered to establish the necessary infrastructure, to enable the committee to undertake their required responsibilities

- 6.5 Committees of the Board may establish subcommittees. In doing so, they:
- may not delegate executive powers to the sub-committee unless the Board has expressly authorised them to do so;
  - must determine the membership and terms of reference of such subcommittees;
  - must require sight of the minutes of each subcommittee meeting at their own meetings.
- 6.6 The Board may agree to the establishment of joint committees with the Council of Governors, and with other organisations, and appoint directors and staff as may be appropriate to such joint committees.
- 6.7 Committees, subcommittees and joint committees have no powers to commit expenditure by the Trust, except where budgets have been specifically delegated by the Board.
- 6.8 **Confidentiality**  
If the Board or a committee resolves that a matter is confidential, a director or a member of the Board or that committee shall not disclose that matter, even if it has been reported to the Board, or otherwise dealt with by, or brought before, the committee, even if any associated action has been concluded, subject to any legal duties/requirements to disclose.

## 7 Incorporation of Standing Orders into Employment Contracts

- 7.1 The Chairman (for non-executive directors) and Chief Executive (for executive directors, managers, consultant medical staff and officers having delegated authority defined by the Delegation of Powers to Officers) shall ensure that these standing orders are incorporated into contracts of employment and are brought to the attention of all such persons on appointment or when revised, and through the Trust's Intranet.
- 7.2 The Chief Executive shall ensure that appropriate training is put into place to reinforce these standing orders.

## 8 Declaration of Interest

### 8.1 Interests of Directors

In accordance with the Health and Social Care Act 2012 Directors will be open and transparent in the manner in which actual and potential conflicts of interest are managed. Directors must declare to the Board their interests and the interests of their family which are relevant and material on appointment, or as soon as practical as such interests are acquired subsequent to appointment.

### 8.2 Interests which are regarded as "relevant and material" are:

- Any position of authority or trust, i.e. Directorships, Senior Management, in another NHS organisation or commercial, charity, voluntary, professional, statutory or other body
- Any decision-making role in any advisory groups or other unpaid or paid forums that can influence how that organisation spends taxpayers' money
- Employment with any private company, business or consultancy
- Any shareholdings and other ownership interests in any publicly listed, private or not-for-profit company, business, partnership or consultancy which is doing, or might be reasonably expected to do, business with the Trust. This does not include shares held as part of a managed fund, pension fund or unit trust.

## Mid Cheshire Hospitals NHS Foundation Trust

Research funding or grants that may be received by an individual or their department

- Any patents or intellectual property rights held in the fields of health or social care or that could be utilised by the Trust in its day to day operations

“Family” shall mean spouse, partner, children, grandchildren, other dependents, parents, grandparents and close associates. There is no requirement for the interests of directors’ spouses or partners to be declared. However, the Membership and Procedure Regulations require that the interests in contracts of directors’ spouses, if living together, should be declared.

- 8.3 Any changes in interests shall be declared at the next Board meeting following the change occurring. At the time that directors declare an interest, it will be recorded in the Board minutes.
- 8.4 Directors’ directorships of companies likely or possibly seeking to do business with the NHS shall be published in the Board’s Annual Report. The information shall be kept up to date for inclusion in succeeding annual reports.
- 8.5 During the course of a Board meeting, if a conflict of interest is established, if the Chairman or a director concerned shall disclose the fact and withdraw from the meeting and play no part in the relevant discussion or decision.

If the Chairman or a director of the Trust has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter, and is present at a meeting of the Board of Directors at which the contract or other matter is the subject of consideration, he or she shall at the meeting, and as soon as practicable after its commencement, disclose the fact, and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it. For the avoidance of doubt, the Board shall exclude the director from a meeting of the Board while any contract, proposed contract or other matter in which he has a pecuniary interest, is under consideration.

The Board of Directors, as it may think fit, may remove any disability imposed by this standing order in any case in which it appears to the Board that, in the interests of the National Health Service, the disability shall be removed. Such action shall have the support of at least two-thirds of the directors (including two executive and two non-executive directors).

- 8.6 Any remuneration, compensation or allowances payable to the director by virtue of the Act shall not be treated as a pecuniary interest for the purpose of this standing order.
- 8.7 For the purpose of this standing order, and subject to other standing orders, the director shall be treated as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:
- he, or a nominee, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or
  - he is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration; or
  - the interest is regarded as “relevant and material” in accordance with standing order 8.2 above.

The interests of the director shall include members of his family as defined in standing order 8.2

- 8.8 The Chairman or a director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

## Mid Cheshire Hospitals NHS Foundation Trust

- (a) of his membership of a company or other body, if he has no beneficial interest in any securities of that company or other body;
- (b) of an interest in any company, body or person with which he is connected as mentioned above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Chairman or a director in the consideration or discussion of, or in voting on, any question with respect to that contract or matter.

8.9 Where the Chairman or a director:

- (a) has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and
- (b) the total nominal value of those securities does not exceed £10,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and
- (c) if the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class, this standing order shall not prohibit him from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it without prejudice however to his duty to disclose his interest.

8.10 The above provisions apply to member of a committee, sub-committee or joint committee as they apply to the Chairman and directors.

8.11 Directors shall discuss any personal doubt about the relevance of an interest with the Chairman, who shall take account of current guidance. The Accounting Standards Board's *Financial Reporting Standard No 8* specifies that, in assessing the relevance of an interest, influence is more important than the immediacy of the relationship.

8.12 The Chief Executive will ensure that a register of interests is established, and maintained by the Trust Secretary to record formally declarations of interests of directors. In particular, the register will include details of all directorships and other relevant and material interests that have been declared by both Executive and Non-executive directors.

8.13 These details will be kept up to date by means of an annual review of the register, in which any changes to interests declared during the preceding twelve months will be incorporated.

8.14 The register shall be available to the public, and the Trust Secretary will take reasonable steps to bring to local public attention the existence of the register and arrangements for viewing it.

## 9 Custody of Seal and Sealing of Documents

### 9.1 Custody of Seal

The common seal of the Trust shall be kept by the Trust Secretary in a secure place and shall be secured by two separate locks.

### Sealing of Documents

9.2 The Seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board. In exceptional circumstances the Chairman and the Trust Secretary may affix the Seal to any document provided that all such instances are reported to the next meeting of the Board.

### 9.3 Register of Sealing

An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose and shall be signed by the persons who shall have

## **Mid Cheshire Hospitals NHS Foundation Trust**

approved and authorised the document and those who attested the seal. A report of all sealings shall be made to the Board at least annually.. (The report shall contain details of the seal number, the description of the document, date of sealing and date of Board approval).

### **10 Signature of Documents**

- 10.1 Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Director of Finance when the proceedings are to recover debts due to the Trust and by the Chief Executive in all other circumstances, unless any enactment otherwise requires or authorises or the Board shall have given the necessary authority to some other person for the purpose of such proceedings.
- 10.2 All written contracts shall be signed by the Chief Executive and Director of jointly subject to approvals contained in these standing orders.

## Annex 8

### Further Provisions in Relation to Members

#### Contents

- 1 Disqualification from Membership
- 2 Termination of Membership
- 3 Expulsion
- 4 Voting at Elections for governors by the Public Constituency and/or the Patients and Carers' Constituency
- 5 Members Meetings

#### **1 Disqualification from Membership**

- 1.1 A person may not become a Member of the Trust if within the last five years he has received a sanction under any policy or procedure approved by the Board of Directors for the care of patients who are violent or abusive, or if he has been involved in a serious incident of violence at any of the Trust's hospitals or facilities, or against any of the Trust's staff, or registered volunteers.
- 1.2 A person may not become a member of the Trust unless he is age 16 or above.
- 1.3 A member of Staff may not become or remain a member of the Public Constituency, or of the Patients and Carers' Constituency if he is eligible to become a member of the Staff and Volunteers Constituency.
- 1.4 A registered volunteer as described in Annex 2 may choose to remain a member of the Public Constituency even once eligible to become a member of the Staff and Volunteers Constituency.
- 1.5 A person may not be a member of more than one constituency, or of more than one class in any constituency.
- 1.6 Where the Trust is on notice that a member may be disqualified from membership, or may no longer be eligible to be a member, it shall give the member 14 days written notice to show cause why his name should not be removed from the register of members. On receipt of any such information supplied by the member, the Trust Secretary may, if he considers it appropriate, remove the member from the register of members. In the event of any dispute the Trust Secretary shall refer the matter to the Council of Governors to determine. All members of the Trust shall be under a duty to notify the Trust Secretary of any change in their particulars which may affect their entitlement as a member.

#### **2 Termination of Membership**

A member shall cease to be a member if:

- 2.1 he resigns on notice to the Trust Secretary;
- 2.2 he ceases to be entitled under this Constitution to be a member of his respective Constituency;
- 2.3 he is expelled under this Constitution.
- 2.4 if it appears to the Trust Secretary that he no longer wishes to be a member and, after enquiries made in accordance with a process approved by the Council of Governors, he fails to confirm that he wishes to continue to be a member of the Trust.

#### **3 Expulsion**

A member may be expelled by a resolution of the Council of Governors. The following procedure is to be adopted:

- 3.1 Any member may complain to the Trust Secretary that another member has acted in a way detrimental to the interests of the Trust.

## Mid Cheshire Hospitals NHS Foundation Trust

- 3.2 If a complaint is made, the Council of Governors may itself consider the complaint having taken such steps as it considers appropriate to ensure that each member's point of view is heard and may either:
- (a) dismiss the complaint and take no further action; or
  - (b) arrange for a resolution to expel the member complained of to be considered at the next meeting of the Council of Governors.
- 3.3 If a resolution to expel a member is to be considered at a meeting of the Council of Governors, details of the complaint must be sent to the member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.
- 3.4 At the meeting, the Council of Governors will consider any oral and written evidence produced in support of the complaint and any oral and written evidence submitted for or on behalf of the member about whom complaint has been made.
- 3.5 If the Member complained of fails to attend the meeting without due cause the meeting may proceed in their absence. A person expelled from membership will cease to be a member upon the declaration by the Chairman of the meeting that the resolution to expel them is carried.
- 3.6 No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of two-thirds of the members of the Council of Governors present and voting at a meeting of the Council of Governors.

## **4 Voting at Elections for Governors by the Public Constituency and/or the Patients and Carers' Constituency**

- 4.1 A person may not vote at an election for an elected governor in the Public Constituency, or in the Patients and Carers' Constituency, unless within the specified period he has made a declaration in the specified form setting out the particulars of his qualification to vote as a member of the constituency for which the election is being held. It is an offence to knowingly or recklessly make such a declaration which is false in a material particular.

## **5 Members Meetings**

- 5.1 The Trust is to hold a members' meeting (called the Annual Members' Meeting) within nine months of the end of each financial year. Additional members' meetings may be held as and when considered necessary.
- 5.2 Members' meetings are open to all members of the Trust, governors and directors, and representatives of the financial auditor, and to members of the public. The Council of Governors may invite representatives of the media, and any experts or advisors whose attendance they consider to be in the best interests of the Trust, to attend a Members meeting.
- 5.3 All members' meetings are to be convened by the Trust Secretary by order of the Council of Governors.
- 5.4 The Council of Governors may decide whether a Members' meeting is to be held and may also for the benefit of members arrange for the Annual Members' Meeting to be held in a different venue each year.
- 5.5 At the Annual Members' Meeting:
- 5.5.1 the Board of Directors shall present to the members:
    - the annual accounts
    - any report of the financial auditor
    - any report of any other external auditor of the Trust's affairs
    - forward planning information for the next financial year.
  - 5.5.2 the Council of Governors shall present to the members:
    - the progress of the Membership Strategy
    - any proposed changes to the policy for the composition of the Council of Governors and of the non-executive directors



## Mid Cheshire Hospitals NHS Foundation Trust

- the results of any election, or appointment, to the Council of Governors; and the appointment of any non-executive director.
- 5.6 Notice of a members meeting is to be given:
- by notice prominently displayed at the Trust's head office; and
  - by notice on the Trust's website
  - by advertisement in the local press
  - by notices in public places as appropriate
  - at least fourteen clear days before the date of the meeting.
- 5.7 The notice must:
- be given to the Council of Governors and to the Board of Directors, and to the financial auditor;
  - state whether the meeting is an Annual Members Meeting;
  - give the time, date and place of the meeting; and
  - indicate the business to be dealt with at the meeting.
- 5.8 Before a members' meeting can undertake business, there must be a quorum present. Except where this Constitution says otherwise, a quorum is one member present from each of the Trust's Constituencies. In the case of the Annual Members Meeting, a quorum shall be one member present from each of the Trust's Constituencies, one governor elected from each of the Trust's Constituencies, one appointed governor, one executive director, the Chairman (or, in his absence, the Deputy Chair, or, in his absence, a non-executive director appointed by the Council of Governors to fulfil the role of Chairman) and one other non-executive director.
- 5.9 The Trust may make arrangements for members to vote by post, or by using electronic communications.
- 5.10 It is the responsibility of the Chairman of the meeting to ensure that at any members meeting:
- the issues to be decided are clearly explained;
  - sufficient information is provided to members to enable rational discussion to take place.
- 5.11 The Chairman of the Trust, or in his absence the Deputy Chair, or in their absence one of the non-executive directors shall act as Chairman at all members meetings of the Trust.
- 5.12 If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Council of Governors determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of members present during the meeting is to be a quorum.
- 5.13 A resolution put to the vote at a members meeting shall be decided upon by a poll.

## **Mid Cheshire Hospitals NHS Foundation Trust**

- 5.14 Every member present and every member who has voted by post or using electronic communications is to have one vote. In the case of an equality of votes, the Chairman of the meeting is to have a second or casting vote.
- 5.15 The result of any vote will be declared by the Chairman and entered in the minute book. The minute book will be conclusive evidence of the result of the vote.

# Mid Cheshire Hospitals NHS Foundation Trust

## Annex 9

### Glossary of Terms

The list of definitions, below, apply to the Constitution of Mid Cheshire Hospitals NHS Foundation Trust and the attaching Annexes

**Accounting Officer** means the **Chief Executive** of the **Trust**, who is responsible for ensuring the proper stewardship of public funds and assets.

**Act** means the National Health Service Act 2006.

**Board** or **Board of Directors** means the collective body formally constituted in accordance with the Constitution and comprising the Non-Executive **Chairman**, the **Non-Executive Directors**, and the **Executive Directors**.

**Budget** means a resource, expressed in financial terms, proposed by the **Board** for the purpose of carrying out, for a specific period, any or all of the functions of the **Trust**.

**Budget Holder** means the **Director** or a member of staff with delegated authority to manage finances (income and expenditure) for a specific area of the Trust.

**Chairman** means the person appointed by the **Council of Governors** to lead the Council and the **Board of Directors**, and to ensure that the Board successfully discharges its overall responsibility for the **Trust** as a whole. The **Deputy Chair** shall be deemed to include the Non-Executive Director appointed by the Council of Governors to take on the Chairman's duties if the Chairman is absent from the meeting or is otherwise unavailable.

**Chief Executive** means the chief executive officer of the **Trust**, whose appointment is made by the **non-executive directors** and approved by the **Council of Governors**.

**Class** means a subdivision of a **Constituency**.

**Commercial Sponsorship** means **Trust** funding from an external source, including funding of all or part of the costs of a member of staff, NHS research, staff training, pharmaceuticals, equipment, meeting rooms, costs associated with meetings, meals, gifts, hospitality, hotel and transport costs (including trips abroad), provision of free services (including speakers), buildings or premises.

**Commissioning** means the process for determining the need for, and for obtaining the supply of, healthcare and related services by the **Trust** within available resources.

**Committee of the Board of Directors** means a committee appointed by the **Board of Directors** with specific terms of reference, chairman, and membership approved by the Board.

**Committee of the Council of Governors** means a committee appointed by the **Council of Governors** with specific terms of reference, chairman, and membership approved by the Council.

**Committee members** mean persons formally appointed to sit on, or to chair specific committees; or persons co-opted as members of any specific committee.

**Constituency** means either one of the Public constituencies, the Staff and Volunteers constituency or Patients and Carers constituency as the context requires and "constituencies" means two or more of them together.

## Mid Cheshire Hospitals NHS Foundation Trust

**Contracting and procuring** means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets.

**Council of Governors** means the body formally constituted in accordance with the Constitution, meeting in public (other than exceptionally) and presided over by the **Chairman**.

**Deputy Chair** means the **Non-Executive Director** appointed by the **Council of Governors** to take on the Chairman's duties if the **Chairman** is absent for any reason.

**Director** means the **Chairman**, a **Non-Executive Director** or an **Executive Director** appointed in accordance with the Constitution.

**Director of Finance** means the chief financial officer of the **Trust**.

**Emergency** shall comprise those events that put the **Trust**, its staff or patients at significant risk and their immediate actions shall be required to effectively control that risk without delay until the next scheduled **Board** meeting.

**Executive Director** means a member of the Board who is appointed by the **Non-Executive Directors** and the **Chief Executive** (other than for the appointment of a Chief Executive) as an **officer** of the **Trust**.

**EU** means the European Union.

**Family** means the spouse, partner, children, grandchildren, other dependants, parents or grandparents of any **Governor**, **Director**, or **officer** of the **Trust**.

**Funds Held on Trust** means those funds which the **Trust** held on the date of incorporation, received on distribution by statutory instrument or which it has chosen subsequently to accept under powers defined by legislation. Such funds may or may not be charitable.

**Governor** means a person elected or appointed to the **Council of Governors** in accordance with the Constitution.

**Legal Adviser** means a properly qualified person appointed by the **Trust** to provide legal advice.

**Manager** means any member of staff of the **Trust**, or other person on contract to the **Trust**, who shall exercise management control and/or direction over other staff either on a continuous basis or for a period of time (for instance, during a clinical procedure). This includes staff at all levels and disciplines who supervise other clinical staff.

**Member** means a person registered as a member of a Constituency of the **Trust** in accordance with the Constitution.

**Monitor** is the body corporate known as Monitor, as provided by Section 61 of the 2012 Act

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

**NAO** means National Audit Office.

**Nominated Officer** means an officer charged with the responsibility for discharging specific tasks within **Standing Orders** and Standing Financial Instructions.

**Non-Executive Director** means a person appointed to the **Board of Directors** by the **Council of Governors**, who is not an officer of the **Trust** and is not to be treated as an officer.

## Mid Cheshire Hospitals NHS Foundation Trust

**Officer** means a member of staff of the Trust or any other person holding a paid appointment or office with the **Trust**.

**SFI** means **Standing Financial Instructions**.

**Staff** shall include those persons employed by the Trust and those on contract from third party organisations whose duties and responsibilities require them to act as if they were staff. For avoidance of doubt, it does not include persons employed by a contractor where the contractor supervises the persons on a day to day basis.

**Standing Orders** mean the document regulating the proceedings of the Trust's **Board of Directors** or its **Council of Governors**.

**Trust** means Mid Cheshire Hospitals NHS Foundation Trust.

**Trust Secretary** means a person who must be appointed by the **Board** to fulfil the formal role of Trust Secretary but may be known as the Company Secretary. They shall provide advice on corporate governance issues to the **Board** and the **Chairman** and monitor the Trust's compliance with **Standing Orders**, legislation, and related guidance.