

Derbyshire Healthcare NHS Foundation Trust

Extraordinary Public Board of Directors

To consider and approve an amendment to the Trust's constitution.

To be held digitally via MS Teams

6 April 2021 12:30 - 6 April 2021 13:00

**EXTRAORDINARY PUBLIC BOARD MEETING
TUESDAY 6 APRIL 2021
TO COMMENCE AT 12:30pm**

**Following national guidance on keeping people safe during COVID-19
this will be a virtual meeting conducted via MS Teams**

	TIME	AGENDA	LED BY
1.	12:30	Chair's welcome, opening remarks and apologies, declarations of interest	Caroline Maley
2.	12.35	Proposal to amend the Trust's public constituency boundaries and related amendment to the Trust's Constitution	Justine Fitzjohn
3.	12.55	Meeting close	Caroline Maley

Questions that are applicable to the agenda, and at the Chair's discretion, can be sent by email to the Board Secretary up to 48 hours prior to the meeting for a response provided by the Board at the meeting. Email: sue.turner17@nhs.net
The Trust Chair may, under the Foundation Trust's Constitution, request members of the public to withdraw for the Board to conduct its remaining business in confidence as special reasons apply or because of information which is likely to reveal the identities of an individual or commercial bodies.

The next meeting will be held at 9.30am on 4 May 2021. It is anticipated that this meeting will be held digitally via MS Teams
Users of the Trust's services and other members of the public are welcome to attend the meetings of the Board.

Participation in meetings is at the Chair's discretion

Proposal to amend the Trust’s public constituency boundaries and related amendment to the Trust’s Constitution

Purpose of Report

To propose an amendment to the Trust’s public constituency boundaries and seek approval for the related amendment to the Trust’s Constitution.

Executive Summary

The Board of Directors (the Board) met informally recently to gather its views on the upcoming recruitment process for the new Chair, following Caroline Maley’s announcement that she would be standing down from the role when her term ends in September 2021.

The recruitment process is led by the Nominations and Remuneration Committee (the Committee) on behalf of the Council of Governors (CoG) and the Committee should consider the views of the Board on the process in general and the qualifications, skills and experience required for the position.

At its meeting on 18 March 2021 the Committee supported a proposal put forward by the Board to widen the Trust’s current ‘surrounding areas’ public constituency to a ‘Rest of England’ public constituency. The rationale around this is primarily to support the inclusive approach the Trust is taking for the recruitment but also to align it with other Foundation Trusts in Derbyshire.

As the Trust’s public constituency areas are set out in the Trust’s constitution, approving the above amendment also requires both CoG and Board approval to amend the constitution. The CoG will meet on 1 April to consider the request.

Strategic Considerations

1) We will deliver great care by delivering compassionate, person-centred innovative and safe care	
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2) We will ensure that the Trust is a great place to work by attracting colleagues to work with us who we develop, retain and support by excellent management and leadership	x
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3) We will make the best use of our money by making financially wise decisions and will always strive for best value to make money go further	
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Assurances

- The Board and CoG is acting within its statutory duties.

Consultation

- The Board, Council of Governors and the Nominations and Remuneration Committee.

Governance or Legal Issues

- It is a statutory role of both the CoG and the Board to approve amendments to the Trust's constitution.

Public Sector Equality Duty & Equality Impact Risk Analysis

In compliance with the Equality Delivery System (EDS2), reports must identify equality-related impacts on the nine protected characteristics age, disability, gender reassignment, race, religion or belief, sex, sexual orientation, marriage and civil partnership, and pregnancy and maternity (REGARDS people (Race, Economic disadvantage, Gender, Age, Religion or belief, Disability and Sexual orientation)) including risks, and say how these risks are to be managed.

Below is a summary of the equality-related impacts of the report:

Extending the public constituency boundaries will enable a more inclusive recruitment approach. Foundation Trusts have a legal duty to make sure their public constituencies are representative of those eligible for membership and this is monitored through the CoG Governance Committee.

Recommendations

The Board of Directors is requested to:

- 1) Approve extending the boundaries of the Trust's current 'surrounding areas' public constituency to create a 'Rest of England' public constituency and;
- 2) Approve the required changes to the Trust Constitution as highlighted in the report.

**Report prepared and presented by: Justine Fitzjohn
Trust Secretary**

Report to the Extra-ordinary Board of Directors – 1 April 2021

Proposal to amend the Trust's public constituency boundaries and related amendment to the Trust's Constitution

Background

A person may only be appointed as a Chair/Non -Executive Director of a Foundation Trust if they are eligible to be a member of the Trust's public constituency, as set out in its constitution.

During a recent Board discussion on the process to recruit the new Chair, the overall view was the Trust's current public constituency outside of Derbyshire which is called the 'surrounding areas' (English Regions surrounding Derbyshire) could unfavourably restrict the search for candidates, going against the inclusive recruitment approach we are taking as a Trust.

To be as inclusive as possible, the Board suggested that 'surrounding areas' be extended to mean the 'Rest of England'. This change would also bring the Trust in line with rest of the Foundation Trusts in Derbyshire.

At the same time the Board wanted it recognised that the Chair is not a remote role; for example there would be the expectation of a regular presence in and around the Trust as high visibility is part of the Trust's culture and there is the ongoing and increasing expectation for engagement and attendance at system meetings and events by the Chair.

The above rationale was put to the Governor's Nominations and Remuneration Committee which is leading the recruitment on behalf of CoG and members generally supported the proposed change to the boundaries. However the Committee went further and agreed that that job description and person specification for the Trust Chair should make it clear about the requirements for visibility and that candidates would need to clearly demonstrate how they would be able to meet this requirement.

The proposed change would impact on the membership and the Governor seat representing the areas outside Derbyshire. The current Governor has been consulted on the implications and is supportive of the proposal to extend the boundaries to cover the Rest of England.

Constitution

Any changes to the Trust's constitution must be approved by both CoG and the Board. The CoG has an extra-ordinary public meeting scheduled on 1 April for this purpose and the decision will be reported back to this meeting. Extra-ordinary meetings have had to be called due to the recruitment timescales. Appendix 1 sets out the current and proposed extracts of Annex 1 and Annex 3 of the constitution. Once approved by both CoG and the Board the changes take immediate effect.

Recommendation

The Board of Directors is requested to:

- 1. approve extending the boundaries of the Trust's current 'surrounding areas' public constituency to create a 'Rest of England' public constituency and;**
- 2. approve the required changes to the Trust Constitution as highlighted in the report.**

Appendix 1

Annex 1 (The Public Constituency)

1 Name of the Public Constituency	2 Area of Public Constituency (as defined by electoral wards or Council areas)	3 Minimum number of Members	4 Number of Governors to be elected
Derby City – East	Alvaston Boulton Chaddesden Chellaston Derwent Oakwood Sinfin Spondon	100	2
Derby City – West	Abbey/Alleestree Arboretum Blagreaves Darley Littleover Mackworth Normanton Mickleover	100	2
Amber Valley	Alfreton Belper Central Belper East Belper North Belper South Codnor and Waingrove Crich Duffield Heage and Ambergate Heanor and Loscoe Heanor West Ironville and Riddings Kilburn Langley Mill and Aldrcar Ripley and Marehay Shipley Park Somercotes South West Parishes Swanwick Wingfield	100	2
Bolsover and North East Derbyshire	Bolsover District Council North East Derbyshire District Council	60	2
Chesterfield	Barrow Hill and New Wittington Brimington North Brimington South Brockwell Dunston Hasland Hollingwood and Indersal Holmesbrook Linacre Loundsley Green Lowgates and Woodthorpe Middlescroft and Poolsbrook Moor	100	2

1 Name of the Public Constituency	2 Area of Public Constituency (as defined by electoral wards or Council areas)	3 Minimum number of Members	4 Number of Governors to be elected
	Old Whittington Rother St Helens St Leonards Walton West		
High Peak and Derbyshire Dales	Derbyshire Dales District Council High Peak Borough Council	100	2
Erewash	Abbotsford Breaston Cotmanhay Derby Road East Derby Road West Draycott Hallam Fields Ilkeston Central Ilkeston North Kirk Hallam Little Eaton and Breadsall Little Hallam Long Eaton Central Nottingham Road Ockbrook and Borrowash Old Park Stanley Sandiacre North Sandiacre South Sawley West Hallam and Dale Abbey Wilsthorne	100	2
South Derbyshire	South Derbyshire District Council	50	1
Surrounding Areas	All regions, including cities within them, that border Derbyshire, including: East Midlands West Midlands Yorkshire and the Humber North West	25	1
Proposed - highlighted in yellow below - Replacing the surrounding areas row above only with			
Rest of England	All electoral areas in England (not falling within one of the electoral wards or council areas referred to above)	25	1

Annex 3 - Composition of the Council of Governors

Table 1

	Electing/Appointing Body)	Number of Governors	Total
1.	Public Constituencies		16
	1.1 Derby City - East	2	
	1.2 Derby City - West	2	
	1.3 Amber Valley	2	
	1.4 Bolsover and North East Derbyshire	2	
	1.5 Chesterfield	2	
	1.6 High Peak and Derbyshire Dales	2	
	1.7 Erewash	2	
	1.8 South Derbyshire	1	
	1.9 Surrounding Areas	1	
Proposed - highlighted in yellow below - Replacing the surrounding areas row above only with			
	1.9 Rest of England	1	