

# PAPER

BOD 108/2015

(Agenda Item: 14)

# Report to the Meeting of the

# Oxford Health NHS Foundation Trust

# Board of Directors

**29 July 2015**

**Trust Constitution – Board of Directors**

**For: Approval**

As the Trust enters into more partnership and joint working arrangements within the wider health service economy, it may become expedient for members of the Board to take on formal roles such as that of a governor in another NHS foundation trust.

The Trust Constitution, however, states at clause 10.8.1(h) that a person may not be a Director of the Trust if they are a member of the Council of Governors, or a governor or director of a health service body. The Trust’s solicitors have confirmed that the current wording of clause 10.8.1(h) exceeds the statutory requirements of Schedule 7 of the National Health Service Act 2006 (as amended) and may be removed.

It is therefore proposed to amend clause 10.8.1(h) of the Trust Constitution as follows (proposed deletion shown in strike-through): A person may not be a Director of the Trust if they are a member of the Council of Governors~~, or a governor or director of a health service body~~.

No other changes to the Trust Constitution are proposed at this time; as previously agreed, a wider review of the Constitution and, in particular, the conflict of interests’ sections will be undertaken and any amendments proposed to Board and Council later during 2015.

Following Board approval, the proposal to amend the Trust Constitution will be presented to the next meeting of the Council of Governors in September 2015 for final approval.

The Trust may amend its constitution in accordance with clause 23 if more than half of the members of the Board voting approve the amendments and if more than half of the members of the Council of Governors voting approve the amendments. Amendments can then be notified to Monitor.

**Recommendation**

The Board is asked to approve the proposed amendment to the Constitution before presentation to the Council of Governors for final approval.

**Author and Title:** Hannah Smith, Assistant Trust Secretary

 **Martin Howell, Trust Chair**

1. *A risk assessment has been undertaken around the legal issues that this paper presents and there are no issues that need to be referred to the Trust Solicitors.*
2. *This paper (including all appendices) has been assessed against the Freedom of Information Act and the following applies: [delete as appropriate]*
* *THIS PAPER MAY BE PUBLISHED UNDER FOI*