

**Annual Members Meeting 2018**  
**To be held on 13 October 2018 at 1330-1430hrs**

## **Agenda**

- 1. Introduction – Robert Clarke, Chair**
- 2. Review of the Year 2017/18 – Kathy Thomson, Chief Executive**
- 3. Financial Performance 2017/18 & Forecast 2018/19 - Jenny Hannon, Director of Finance**
- 4. Council of Governors and members section – Pat Speed, Public Governor**
- 5. Changes to the Trust Constitution – Colin Reid, Trust Secretary**
- 6. Future Generations – Andrew Loughney, Medical Director**
- 7. Members Question and Answer**

**Colin Reid**  
**Trust Secretary**



## **Liverpool Women's NHS Foundation Trust**

### **Annual Members Meeting**

**13 October 2018**

### **Amendments to the Trust Constitution**

#### **Executive Summary**

An action was placed on the Trust Secretary by the Council of Governors to review the Trust Constitution and propose amendment to take account of changes to the Council of Governors membership regarding Student Appointed Governor Representative, dispute resolution and any ancillary areas that would be deemed appropriate such as consistency check, change of organisation names etc. Copies of the amended constitution can be found on the Trust website additional copies can be obtained from the Trust Secretary.

For the amendments of the Trust constitution to be effective both the Council of Governors and Board of Directors are required to approve the amendment in each forum and then presented to the members of the Trust at the next following Annual Members meeting those changes that relate to the powers and duties of Governors for ratification of the members

The Council of Governors at their meeting held on 24 January 2018 approved the following changes to the constitution and on the 2 February 2018 the Board of Directors ratified and approved the changes.

The Members are asked to ratify the amendments 2, 3, 5 and 7 set out below.

## Report

The following table set out the changes proposed and the reasons for the amendment to the Constitution.

	Constitution Reference	From	To	Reason
1.	Throughout	Monitor	NHS Improvement or NHSI	Change of regulator name
2.	Annex 3; 3.4	One governor appointed jointly by: <ul style="list-style-type: none"> <li>• Liverpool Hope University</li> <li>• Liverpool John Moores University</li> <li>• Edge Hill University</li> <li>• <b>Merseyside Learning &amp; Skills Council</b></li> </ul>	One governor appointed jointly by: <ul style="list-style-type: none"> <li>• Liverpool Hope University</li> <li>• Liverpool John Moores University</li> <li>• Edge Hill University</li> </ul>	Merseyside Learning and Skills Council ceased to exist and has been removed from the list.
3.	Annex 3; 3.5	New clause	One Student Governor appointed jointly by the student councils of: <ul style="list-style-type: none"> <li>• University of Liverpool</li> <li>• Liverpool Hope University</li> <li>• Liverpool John Moores University</li> <li>• Edge Hill University</li> </ul>	To support the Councils view that a representative was required, appointed by the students from the four main universities that the Trust has a link with. Following comments at the last CoG meeting agreement will be reached with the Student bodies that any appointment from each of the universities would be for a maximum of two years and that the appointee would be taken on a rota basis.
4.	Annex 6; 9	Further provisions as to eligibility to be a Director <p><b>1.</b> A person may not become a Director of the Trust, and if already holding such</p>	Further provisions as to eligibility to be a Director <p><b>9.</b> A person may not become a Director of the Trust, and if already holding such</p>	In 2015 the Council and Board agreed to remove the restriction on the appointment of Non-Executive Directors holding NED posts in other NHS bodies

		<p>office, will immediately cease to do so if:</p> <p><b>9.1</b> subject to 9.2 below, she is a member of the Council of Governors, or a Governor or Director of an NHS body or another NHS Foundation Trust;</p> <p><b>9.2</b> in the case of a non-executive Director of the Trust, a person so appointed may hold one or more additional non-executive directorships in other NHS bodies;....</p>	<p>office, will immediately cease to do so if:</p> <p><del>9.1 subject to 9.2 below,</del> she is a member of the Council of Governors, or a Governor <del>or Director</del> of an NHS body or another NHS Foundation Trust;</p> <p><del>9.2 in the case of a non-executive Director of the Trust, a person so appointed may hold one or more additional non-executive directorships in other NHS bodies;</del></p>	<p>The amendment supports the position that the Trust would be able to appoint an Executive Director who is also an Executive Director of another NHS Trust. The future direction of NHS Trusts has seen the move towards the sharing of executive director posts in order to reduce cost and provide continuity.</p>
5.	Annex 7; 37	<p>Quorum for a Council of Governors Meeting</p> <p><b>Ten</b> governors shall form a quorum, at least <b>five</b> of whom must be Public Governors.</p>	<p>Quorum for a Council of Governors Meeting</p> <p><del>Ten</del> Eight (8) governors shall form a quorum, at least <del>five</del> four (4) of whom must be Public Governors.</p>	<p>The number of public governors available for the meetings of the council is 14 when all seats are filled. The difficulties if not all seats are filled added to possible nonattendance placed a strain on quorum.</p>
6.	Annex 8; 31	<p>The composition of the Board shall be:</p> <ul style="list-style-type: none"> <li>• A Non-Executive Chair</li> <li>• Not more than <b>six</b> other non-executive Directors</li> </ul>	<p>The composition of the Board shall be:</p> <ul style="list-style-type: none"> <li>• A Non-Executive Chair</li> <li>• Not more than <del>six</del> <b>seven</b> other non-executive Directors</li> </ul>	<p>Consistency brings the maximum number of NEDs on the Board in line with the main body of the constitution.</p>
7.	Annex 9; 7&8	<p>Dispute Resolution Procedures</p> <p>7. Every unresolved dispute which arises out of this constitution between the Trust and:</p> <ul style="list-style-type: none"> <li>• a member; or</li> <li>• any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or</li> <li>• any person bringing a claim under this</li> </ul>	<p>Dispute Resolution Procedures</p> <p>NEW Clauses 7&amp;8</p> <p>7. In the event of any dispute about the entitlement to membership, the dispute shall be referred to the Chair who shall make a determination on the point in issue. If the person in dispute is aggrieved at the decision of the Chair she may appeal in</p>	<p>Advice received from the Trust Solicitors is that the Dispute Resolution Clause is not fit for purpose and creates confusion on how to implement the clause.</p> <p>The change gives greater clarity on any decision relating to member and governors is approved by the Council</p>

		<p>constitution; or</p> <ul style="list-style-type: none"> <li>• an office-holder of the Trust</li> </ul> <p>is to be submitted to an arbitrator agreed by the parties. The arbitrator's decision will be binding and conclusive on all parties.</p> <p>8. Any person bringing a dispute must, if required to do so, deposit with the Trust a reasonable sum (not exceeding £100) to be determined by the Council of Governors and approved by the Secretary. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.</p>	<p>writing within 14 days of the Chair's decision to the Council of Governors whose decision shall be final.</p> <p>8. In the event of any dispute about the eligibility and disqualification of a Governor the dispute shall be referred to the Council of Governors whose decision shall be final.</p>	
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