

Appendix 2: Governance Rationale

Issue	Details	Rationale
Membership		
Public membership		
1. Definition of the public constituency (ies)	<p>People resident in the following electoral areas:</p> <ul style="list-style-type: none"> · Mole Valley District · Reigate and Banstead · Tandridge District · Crawley District · Horsham · Mid Sussex · Croydon (Coulsdon East, Coulsdon West, Kenly, Sanderstead and Purley wards only) 	<p>These are the local authority areas which the Trust serves and from which the majority (>90%) of the Trust's patients are drawn</p>
2. How the membership will reflect the full diversity of the potential community and be representative of the community served by the trust	<p>Targeted recruitment campaigns to ensure membership is representative of the population served</p> <p>Quarterly analysis of the membership will ensure the membership is representative of the local community. Any groups that are under-represented will be engaged with directly to address any imbalances.</p>	<p>The Trust is a local DGH and so the membership should be representative of the local community from which patients and service users are drawn</p>
3. Plans to develop, maintain and grow the membership	<p>The Trust has a Membership Strategy that is designed to ensure that the numbers of members recruited continue to increase and are retained over time. Activities include:</p>	<p>To pursue a strategy designed to continually develop the membership of the Trust. This then assures the Trust that is truly representing the community it serves.</p>

	<ul style="list-style-type: none"> · Approaching patient, public, stakeholder and charitable supports who are interested in our services · Developing a range of engagement activities to recruit members · Information, and application, via trust web site · Public meetings as part of consultation process · Meetings with service user groups and others as as part of consultation process · Membership information to members of the trust's existing patient groups · Younger persons patient panel to encourage younger members 	
4. Any exclusions to membership that are to apply over and above the minimum	<ul style="list-style-type: none"> · Anyone who has physically or verbally abused a member of staff 	To protect the safety of patients, staff and members which is in accordance with the NHS Zero Tolerance policy.
5. Expected minimum number of members in the public constituency(ies)	<ul style="list-style-type: none"> · Mole Valley District – 405 members · Reigate and Banstead – 1037 members · Tandridge District – 829 members · Crawley District – 1065 members · Horsham – 988 members · Mid Sussex – 465 members · Croydon – 680 members 	Minimum membership numbers are based on 1% of the relevant local population (Independent expert analysis of 2011 Census data)
Patient membership		
6. Will there be a patient or service user constituency?	Yes	Whilst the majority of patients and service users are drawn from the local population and so will be represented through the public constituencies,

		approximately 7% of our patients are from outside the catchment area.
7. If there is a patient or service user constituency will it include carers/	Yes	We don't want to exclude carers who live outside the public constituencies
8. If there is a patient or service user constituency what are your plans for sub-division of the constituency?	None	The majority of members are expected to come from the public constituencies with relatively few from the patient constituency. Given this there no perceive benefit in splitting the patient constituency in to classes
9. If there is a patient or service user constituency what are your plans to develop, maintain and grow the membership, what are the timescales and milestones for growth?	Recruitment of all members, including patients and carers, will be ongoing at all of the trust's facilities	In line with the Membership Strategy the patient membership is expected to continue to grow annually for at least the first few years until the number of patient members leaving starts to increase to the level of those joining (as people die or move away from the area)
10. If there is a patient or service user constituency are there any exclusions to membership that are to apply over and above the minimum?	Anyone who has physically or verbally abused a member of staff	In order to protect the safety of patients, staff and members which is in accordance with NHS Zero Tolerance policy.
11. If there is a patient or service user constituency what are the expected minimum number of members in the constituency?	546	This is approximately 10% of the total public and patient membership target which reflects that currently 7% of patients live outside our public constituencies but that this number is growing
12. Are there any plans to recruit patients or service user members on an opt-out basis?	No	This is consistent with our approach to recruitment to the public constituencies to which the majority of patients will be eligible

13. If you plan to use an opt-out system how will you communicate with patients and service users to ensure they are adequately informed?	n/a	
Staff constituency		
14. Definition of the staff constituency	All staff who have either a permanent or temporary contract of employment with the Trust, a contract of employment with a term of at least 12 months or have been employed continuously for at least 12 months. Independent Contractors, bank staff and volunteers registered for at least 12 months will also be included in the staff constituency	To allow staff throughout the Trust to be represented through membership and also on the Governor's Council.
15. Plans for sub-division of the constituency	There will be four classes within the constituency: <ul style="list-style-type: none"> · Medical and Dental · Nursing & Midwifery · Other clinical staff not included above · All other staff not included above 	To ensure staff governor representation from all s of the staff constituencies from medical, nursing and midwifery, allied health professionals through to non-clinical support staff. This covers the range and categories of staff employed by the organisation. We want staff to continue and extend staff engagement and empowerment.
16. Plans to develop, maintain and grow the membership. What are the timescales and milestones for growth? How membership will reflect the diversity of local staff	Membership of the Staff Constituency will be automatic unless staff choose to opt out. All new staff who are eligible for membership will be automatically become members unless they choose to opt out. Quarterly analysis of the staff membership will ensure the membership is representative of the total staff. Any groups that under-represented will be engaged with directly to address any imbalances.	To pursue a strategy designed to continually develop the membership of the Trust. This then assures the Trust that is truly representing the staff it employs.

17. Expected minimum number of members in the staff constituency	3152	Assumes that 90% of staff become members
18. Are there any plans to recruit staff members on an opt-out basis? How will you communicate with staff to ensure they are adequately informed?	Yes A detailed communication plan includes provision for staff briefings and meetings at Division, department and team levels	To ensure all staff are aware of plans for staff membership and can exercise choice
Disqualification for membership		
19. Any exclusions that are to be applied for disqualification of membership	None, other than the reasons for termination summarised below	To be as inclusive as possible
Termination of membership		
20. Under what circumstances will you terminate membership and how will you enforce it?	If a member is violent or no longer eligible for membership. This would be confirmed by letter to the member whose membership was being terminated explaining the reasons for the termination of membership Staff members who leave employment will be transferred to the relevant public or patient constituency if they are eligible. This will be discussed at their exit interview and confirmed as part of their leaving arrangements.	There needs to be a process and mechanism to terminate members who abuse their role as a member of the Trust or who are no longer eligible to be members
Board of Governors / Council		
21. The size and composition of the Council of Governors	Attached as Appendix 1	To ensure that the Council of Governors is a representative body, the size and composition of the Council of Governors has been proposed in this way.
22. How will you ensure the size of the Council of Governors is manageable?	Effective chairmanship of the Council of Governors is crucial and we are confident that our chair will be inclusive and motivating. Members	We want to get the best contributions we can, from what will be a large cross section of our stakeholders. Guidance will be offered

	<p>will be supported (as outlined in The Role of Governors document) through-</p> <ul style="list-style-type: none"> · a detailed induction pack · an individual session with the Company Secretary to discuss interests, preferences, skills and development needs · A chance to spend a day in the Trust <p>Further and ongoing education and support will be offered.</p> <p>Secretariat support will be provided to the Council of Governors.</p>	<p>throughout and we are determined that all governors feel confident about their role, how to express their views and how they contribute.</p> <p>28 members is a number which can represent the interests of members and the communities they serve.</p>
<p>23. What part do you want the Council of Governors to play in the NHS Foundation Trust and how will you empower them?</p>	<p>The Council of Governors will be responsible for representing the interests of the foundation trust members and the public and as part of its new duties under the Health and Social Care Act 2012 will hold the non-executive directors, individually and collectively, to account for the performance of the Board of Directors.</p> <p>On appointment, all Governors to be provided with a welcome pack, which will include our latest corporate publications and Monitor's publication, <i>Your statutory duties: A reference guide for NHS foundation trust Governors</i>;</p> <p>An induction programme will be developed for the Council of Governors.</p> <p>An annual joint meeting with the Board of</p>	<p>In the interests of good governance, we will be clear about the distinct and separate roles of the Council of Governors and the Board of Directors and what we would like each to contribute to the good governance of our organisation. The Governors will play an important and valuable role in supporting our engagement with and responsiveness to our members and Stakeholders.</p>

	<p>Directors;</p> <p>Arrangements will be made for executive and non-executive directors to attend meetings of the Council of Governors;</p> <p>Seminars and workshops will educate and inform Governors on their role and on our strategy and plans; and</p> <p>Specific discussions on the draft Annual Plan prepared by the Board of Directors as part of the Council of Governors expressing their views</p>	
Public Governors		
24. The process to be followed for nominating public governors and details of the election process	<p>Elections for elected members of the Council of Governors will be conducted in accordance with the Model Election Rules as laid out by the Department of Health and Monitor.</p> <p>The First Past the Post electoral process will be used</p> <p>The Trust plans to engage an expert organisation to undertake the election process in partnership with the Trust.</p>	This is a simple and fair and independent way of undertaking the election process.
25. Circumstances in which people are not eligible to be governors over and above the mandatory circumstances	<p>A person may not become a Governor of the trust, and if already holding such office will immediately cease to do so, if:</p> <ul style="list-style-type: none"> · in the case of an elected governor, they cease to be a member of the constituency, or class 	<p>Governors must be 'fit and proper' persons as defined in the FT licence</p> <p>People should not be eligible to be Governors if either they do not meet the membership criteria, are no longer supported by their nominating</p>

	<p>of the constituency, by which they were elected, which, for the avoidance of doubt, includes in respect of a public governor, a governor moving their principal residence from public constituency to another;</p> <ul style="list-style-type: none"> • in the case of an appointed governor, the appointing organisation withdraws its appointment of them; • they are the spouse, partner, parent or child of a member of the Board of Directors (including the Chairman) or the Council of Governors of the Trust; • they hold a position with a partner organisation that may present a conflict of interest for example being a member of a local authority's Health Overview and Scrutiny Committee or a CCG Board; • being a member of the public constituency, they refuse to sign a declaration confirming their eligibility to be a member of the Council of Governors; • they are a vexatious complainant; • on the basis of disclosures obtained through an application to the Criminal Records Bureau, they are not considered suitable by the Trust's director responsible for human resources; 	<p>organisation (in the case of appointed Governors) or they are not acting in the interests of the Trust, patients and staff</p> <p>CRB checks are necessary to protect vulnerable patients</p>
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	<ul style="list-style-type: none"> • they have within the preceding five years been lawfully dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a health service organisation; • they are a person whose tenure of office as the chairman or as a member or director of a health service organisation has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest; • they have previously been or are currently subject to a sex offender order and/or required to register under the Sexual Offences Act 2003 or have committed a sexual offence prior to the requirements to register under current legislation coming into force. 	
Patient Governors (if applicable)	n/a	
26. The process to be followed for nominating patient governors and details of the election process. The explanation needs to include the specific circumstances in which people are not eligible to be governors over and above the mandatory circumstances	<p>Elections for all elected members of the Council of Governors will be conducted in accordance with the Model Election Rules as laid out by the Department of Health and Monitor</p> <p>The election will be by the First Past the Post method</p>	This is the same process as for the other elected governors
Staff Governors		
27. The process to be followed for nominating staff governors and details of the election process	Elections for all elected members of the Council of Governors will be conducted in accordance with the Model Election Rules as laid out by the	To ensure compliance

	Department of Health and Monitor The election will be by the First Past the Post method	
28. Circumstances in which staff are not eligible to be governors over and above the mandatory circumstances	As for other Governors	To ensure consistency of approach
CCG Governors		
29. CCGs that are eligible to appoint governors and details of the appointment process	<p>At any one time, there shall be one appointee from each of the following of the Trust's Clinical Commissioning Groups:</p> <ul style="list-style-type: none"> · Crawley CCG · East Surrey CCG · Horsham and Mid Surrey CCG · Surrey Downs CCG <p>The Chair of the Trust shall invite each CCG to appoint one Governor by notice in writing signed by the Chief Officer and Lay Chair of the CCG Board. Governors from CCGs may not be a member of the Board of the CCG.</p>	Constructive relationships with commissioners are key to the health of Surrey & Sussex Healthcare NHS Trust. We work in partnership with CCGs in delivery of healthcare to the people we both serve.
Local Authority Governors		
30. Local Authorities that are eligible to appoint governors and details of the appointment process	<p>At any one time, there shall be one appointee from each of the following local authorities:</p> <ul style="list-style-type: none"> · Surrey County Council · West Sussex County Council <p>The Chair of the Trust shall invite the leaders of the Councils each to appoint one such Local Authority Governor.</p>	We work in partnership with our local authorities in the co-ordination and delivery of healthcare and also as one of the major employers in the region.

University Governors		
31. Where applicable, the universities that are eligible to appoint governors and details of the appointment process	<p>At any one time, there will be one appointee Governor from Brighton and Sussex Medical School</p> <p>The Chair of the Trust shall invite the Vice Chancellor to appoint one such Governor.</p>	The Trust is an associated hospital of Brighton & Sussex Medical School
Partnership Governors		
32. Why those organisations were selected and details of the appointment process (eg. colleges, voluntary organisations etc)	<ul style="list-style-type: none"> · Health Watch · Council for Voluntary Services <p>The Chair of the Trust shall invite the Chairs of Healthwatch Surrey & Healthwatch Sussex to jointly appoint one such governor.</p> <p>The Chair of the Trust shall invite the Chair of Council for Voluntary Services to appoint one such governor to jointly represent Surrey and Sussex.</p>	<p>Healthwatch Surrey & Healthwatch Sussex are both part of the Healthwatch England national network; an independent organisation that local people a voice to improve and shape services and help them get the best out of health and social care services.</p> <p>Voluntary and Community organisations play an important role in engagement and involvement and are usually supported through a network of Councils for Voluntary services. The Trust will use these links to work in partnership with the voluntary and community sector.</p>
33. Are you considering representatives of any organisation who will be allowed to attend board meetings in an official capacity (eg chair of neighbouring trust) but who will have no voting rights?	No	Board meetings will be held in public and representatives of partner organisations are welcome to attend. They may be invited to attend where this is beneficial to the matter under discussion
Terms of office		
34. Any cap on the total time served for each category of governor (whether elected or appointed) and for non-elected governors the term of office before new or re-appointment	Governors will be able to serve a maximum of two 3yr terms i.e. 6 years in total	To provide the opportunity for new Governors to be appointed bringing new perspectives to the organisation

<p>Disqualification</p> <p>35. The provisions for the removal of governors that are intended to apply and any other additional reasons for exclusion</p>	<p>A process for disqualifying a governor member in accordance with the Health and Social Care Act would be applied.</p>	<p>To ensure that governors who stand are eligible to stand under the Act .</p>
<p>Termination as a Governor</p> <p>36. What conditions or requirements apply including the requirements of Schedule 7, paragraphs 8 (1) and (2) of the NHS Act 2006</p>	<p>A Governor's office shall be terminated in the following circumstances:</p> <ul style="list-style-type: none"> · They resign by notice in writing to the Secretary; · They fail to attend three consecutive Council of Governor's meetings, unless the Secretary is satisfied that: · The absences were due to reasonable causes; and they will be able to start attending meeting of the Council of Governor again within such a period as the Secretary considers reasonable; · They have refused without reasonable cause to undertake any training which the trust requires all Governors to undertake; · They have failed to sign and deliver to the Secretary a statement in the form required by the Secretary confirming acceptance of the Code of Conduct; <p>If the Council of Governors resolves to terminate their term of office on the grounds that in the reasonable opinion of three quarters of the Governors present and voting at a meeting of the Council of Governors convened for that purpose that their continuing as a Governor would or would be likely to:</p>	<p>These provisions reflect the requirements of the NHS and Health and Social Care Acts and also ensure good corporate governance</p>

	<ul style="list-style-type: none"> · Prejudice the ability of the trust to fulfil its principle purpose or its purposes under this Constitution or otherwise discharge its duties and functions; or · Prejudice the trust's work with other persons or body with whom it is engaged or may be engaged in the provision of goods and services; or · Adversely affect public confidence in the goods and services provided by the trust; or · Otherwise brings the trust into disrepute or is detrimental to the interest of the trust; or · If the Council of Governors resolves that it would not be in the best interest of the trust for that person to continue in office as a Governor e.g. because; <ul style="list-style-type: none"> · he/she in their conduct as a Governor failed to comply in a material way with the values and principles of the National Health Service of the trust · he/she has committed a material breach of Code of Conduct applicable to Governors of the trust 	
Vacancies		
37. The process for handling vacancies on the Board of Governors / Council	In the case of appointed Governors, the Secretary shall request that the appointing organisation appoints a replacement to hold office for the remainder of the term of office.	The intention is to ensure that the Council of Governors is quorate at all times and that all membership constituencies and partner organisations are effectively represented

	<p>In the case of elected Governors, the Council of Governors shall have freedom to either;</p> <ul style="list-style-type: none"> · call an election within four months to fill the seat for the remainder of the term of office of the Governor who is being replaced (unless they are in the last year of their term of office, in which case the seat may be left vacant until the next election due in respect of that seat is held) or · invite the next highest polling candidate for that seat at the most recent election, who is willing to take office, to fill the seat for the unexpired balance of the former Governor's term of office until the next election due in respect of that seat is held, at which time the seat will fall vacant. 	
Roles and responsibilities of Governors		
<p>38. The process to remove the chair and other non-executive directors. This may not apply for the initial chair and non-executives</p>	<p>The Council of Governors standing orders [will] include a clear process for the nomination and removal of the Chair and other non-executive directors. The process will be agreed with the Council of Governors as part of its establishment.</p> <p>The process will be coordinated and managed through the Council of Governors nominations and remuneration committee which is constituted as a standing committee.</p> <p>The process to remove the Chair or other non-executive will only be used as a last resort and will follow the guidance provided by Monitor. The key</p>	<p>To comply with principles of good governance. Based on Monitor in its reference guide for Foundation Trust governors and the Foundation Trust Network compendium of best practice</p>

	<p>stages will be</p> <ol style="list-style-type: none"> 1. Investigation, advice and consultation by the nominations committee 2. Report of findings by the nominations committee to the Council of Governors 3. Vote of no confidence by the Council of Governors 4. Decision on need for suspension by Council 5. Removal vote by Council (requires three quarters of the members of the whole Council not just those attending the meeting) 6. Explanation in Annual Report and appointment of replacement <p>The process will include consideration of the most recent appraisal of the non-executive concerned and may require independent professional advice</p> <p>In considering the removal of the Chair the committee and Council of Governors will be chaired by the senior independent director or the lead governor / a governor member of the committee</p> <p>Legal advice will be sought throughout and advice and guidance may also be sought from Monitor.</p>	
<p>39. The process to approve the appointment of the chief executive (may not apply to the initial chief executive)</p>	<p>The non Executive Directors, including the chair, are responsible for appointing or removing the Chief Executive</p>	<p>This reflects the guidance provided by Monitor in its reference guide for FT governors</p>

	<p>The Council of Governors has to approve the decision. The Council of Governors will consider the recommendation of the appointments committee at the next scheduled meeting of the Council of Governors. If a majority of the governors attending the meeting approves the appointment it is confirmed.</p> <p>If the Council of Governors does not approve the candidate it must provide legitimate, factual and legally sound reasons for withholding its approval.</p>	
40. The process to decide the remuneration and allowances of the non-executive directors	<p>The Council of Governors is responsible for setting the remuneration of non-executive directors and the chairman.</p> <p>A sub-committee of the Council of Governors will consult external professional advisers to market test the remuneration levels at least once every three years and when they intend to make a material change to the remuneration of a non-executive.</p> <p>The final decision will be taken by the full Council of Governors</p>	Reflects the NHS Foundation Trust Code of Governance
41. Details of the relationship between the board of directors and the Board of Governors / Council	<p>The respective roles of the Board of Directors and Council of Governors will be defined in the SaSH "Rules of Procedure" that apply as a foundation trust. We will arrange:</p> <ul style="list-style-type: none"> · An annual joint meeting between the Council of Governor's and the Board of 	We support the development of an open and effective working relationship between the Board of Directors and the Council of Governors which recognises and supports respective statutory roles.

	<p>Directors;</p> <ul style="list-style-type: none"> · For executive directors to attend meetings of the Council of Governors · Seminars and workshops to educate, inform and update Governors on their role and on our strategy and plans; and · Specific disclosures on the draft Annual Plan prepared by the Board of Directors as part of the Council of Governors expressing their views 	
<p>42. Any other provisions about the Board of Governors / Council. This should include outline details of how the board of governors intends to maintain a dialogue with the staff and public membership</p>	<p>The Council of Governors will maintain a dialogue with members through:</p> <ul style="list-style-type: none"> · targeted membership magazine; · public and community meetings and by encouraging the public to attend hospital events, Council of Governors meetings and the Trust's Annual General Meeting; · working with the hospital volunteers and League of Friends; · a dedicated foundation trust area on the SaSH website; <p><i>Nominated Lead Governor</i></p> <p>The Council of Governors shall nominate one of its Governors as the nominated lead Governor (the "Nominated Lead Governor").</p> <p>The Nominated Lead Governor shall provide their contact details to Monitor and continue to update Monitor with their contact details as and when they change.</p>	<p>To respond to Monitor's recommendation that there should be a Lead Governor.</p>

	<p>The role of the Nominated Lead Governor is to facilitate direct communication between Monitor and the Council of Governors in the limited circumstances where it may not be appropriate to communicate through the normal channels.</p> <p>The Nominated Lead Governor shall take steps to understand Monitor's role, the available guidance and the basis on which Monitor may take regulatory action.</p> <p>In the event that an individual Governor wishes to make contact with Monitor, this contact will be through the Nominated Lead Governor.</p>	
<p>43. Details on payment of travel and other expenses (but not remuneration) for governors</p>	<p>The Trust may reimburse Governors for travelling and other costs and expenses incurred in carrying out their duties as the Board of Directors decides.</p> <p>The Trust may at its discretion decide to reimburse the cost and expense of a Governor's carer arrangements necessarily and reasonably incurred in the Governor carrying out their duties.</p> <p>In respect of a Staff Governor who is an employee of the Trust, the Secretary shall seek to facilitate such employee's reasonable participation as a Staff Governor during normal working hours to the extent reasonably necessary for the performance of their duties as a Staff Governor (including reasonable time off from his contractual duties) and shall not make any corresponding deduction from salary.</p>	<p>To support adequate levels of Governors participation.</p>
<p>Meetings</p>		

44. Who will deputise in the chair's absence at the board of governors	The Deputy Chair (Senior Independent Director) of the Board of Directors.	This will provide a consistency of approach in the relationship with the Board of Directors
45. Any special reasons as to why meeting of the Council of Governors would not, on an exceptional basis, be open to the public	<p>All meetings of the Council of Governors are open to members of the public unless two thirds of the members of the Council of Governors present decides otherwise in relation to all or part of the meeting for reasons of commercial confidentiality or other special reasons.</p> <p>The Chairman may exclude any member of the public from a meeting of the Council of Governors if they are interfering with or preventing the proper conduct of the meeting.</p>	We are committed to openness and transparency in decision making.
46. The frequency of meetings of the Council of Governors	A minimum of 4 times a year	This is considered optimal to support effective engagement without being too onerous. To be ratified by the Council of Governors when established
47. The number of governors by type that must be present at any meeting of the Council of Governors	At least 15 with a majority being elected governors	To ensure good governance
48. The wording of the declaration for governors to give the particulars of their qualification to vote as a member of the Council of Governors and for members to vote or to stand for election as a governor	<p>To vote as a member of the Council of Governors:</p> <p>I [<i>insert name</i>] hereby declare that I am entitled to vote at meetings of the Council of Governors as a Governor elected by one of the public or patient constituencies OR the staff constituency OR because I am an appointed Governor (delete as applicable) and that I am not prevented from being a member of the Council of Governors of the Trust by paragraph xx of Schedule 7 to the</p>	To ensure that elections are carried out in accordance with the DH Model Election Rules, which are set out an Annex 5 to the constitution.

	National Health Service Act 2006 or under the constitution of the Trust	
Conflicts of interest of governors		
49. Details of how conflicts of interest should be handled	<p>Governors shall declare interests which are relevant and material (as defined in the Constitution) to the Council of Governors. All existing Governors shall declare such interests. Any Governors appointed or elected subsequently should do so on election or appointment.</p> <p>If a Governor has any doubt about the relevance of an interest, he should discuss it with the Director of Corporate Affairs who shall advise on whether or not to disclose the interest.</p> <p>At the time Governors' interests are declared, they should be recorded in the Governors' minutes as appropriate and entered on a register of interests of Governors to be maintained by the Secretary. Any changes in interests should be declared at the next Council of Governors' meeting following the change occurring.</p> <p>Governor's directorships of companies likely or possibly seeking to do business with the NHS should be published in the trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports.</p> <p>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</p>	We are committed to ensuring the highest standards of probity and integrity.

	<p>the relevant discussion or decision.</p> <p><i>Pecuniary Interests</i></p> <p>In addition, if a Governor has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Council of Governors at which the contract or other matter is the subject of consideration, he 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.</p> <p>The Council of Governors may require the Governor to withdraw from a meeting of the Council of Governors while any contract, proposed contract or other matter in which that person has a pecuniary interest, direct or indirect, is under consideration.</p>	
<p>Committees and sub-committees</p>		
<p>50. Any other provisions about committees that may be set up to advise the Council of Governors</p>	<p>The nominations committee is a statutory requirement.</p> <p>Other committees may be set up from time to time as required</p>	<p>It is the role of the Board of Directors to run the Trust and so it is not intended to mirror the Board committee structure with the Council of Governors. However there may be occasion when a committee is required eg to advise on the strategic direction of the Trust if external factors significantly impact on the previously agreed strategic direction; to advise on the appointment of the external auditor</p>

Board of directors		
<p>51. The overall size and constitution of the board of directors including the numbers and roles of non-executive and executive directors</p>	<p>The Board of Directors has five executive directors and seven non-executive directors (NEDs) including the Chairman and one NED designate who is non-voting. The executive directors are:</p> <ul style="list-style-type: none"> · Chief Executive (CEO) · Chief Finance Officer (and Deputy CEO) · Chief Operating Officer · Chief Nurse · Medical Director <p>Section 9.2 of the Integrated Business Plan describes the Board sub-committees and their membership</p>	<p>The composition of the Board of Directors is compliant with the <i>NHS Foundation Trust Code of Governance</i> since there is a majority of independent non-executive members. The size of the Board of Directors is considered to be manageable and, on the executive side, covers the skills and attributes required in an organisation of our size.</p>
<p>52. The eligibility criteria for non-executive director posts</p>	<p>Non Executive Directors must be members of the Foundation Trust.</p> <p>The nominations committee (or working group) of the Council of Governors and the Board nominations committee will jointly agree the process which will include taking advice from the Trust's HR department</p> <p>The Trust Nominations Committee will determine the job description, person specification, terms and conditions and the time commitment required to fulfil the role. These will be agreed by the Nomination Committee (or working party) of the Council of Governors</p>	<p>The process will follow the guidance provided by Monitor its reference guide for FT governors</p>

Terms of office		
<p>53. Terms of office for the chair and non-executive directors</p>	<p>Non-executive directors, including the Chairman, shall be appointed by the Council of Governors at a general meeting on specified terms as agreed by the Council of Governors at a general meeting.</p> <p>Any re-appointment of a non-executive director by the Council of Governors shall be subject to a satisfactory appraisal carried out in accordance with any procedures the Board of Directors may approve from time to time, and shall take into account the need for progressive refreshing of the Board in accordance with Monitor's Code of Governance e.g.</p> <ul style="list-style-type: none"> • the Chairman shall confirm to the Council of Governors that, following formal performance evaluation, the individual proposed for re-appointment continues to be effective and to demonstrate commitment to the role • any term beyond six years (e.g. two three year terms) for a non-executive director shall be subject to particularly rigorous review, and shall take into account the need for progressive refreshing of the Board. • non-executive directors may in exceptional circumstances serve longer than six years (e.g. two three-year terms following authorisation of the NHS foundation trust), but subject to annual re-appointment. • The initial Chair and the initial non-executive Directors are to be the current chair and non- 	<p>Compliance with Monitor's publication: <i>The NHS Foundation Trust Code of Governance</i>.</p>

	<p>executive Directors of the Trust, who will be appointed for the unexpired period of their respective terms of office as chair or non-executive director of the Trust unless they notify the Council of Governors in writing that they do not wish to be appointed.</p>	
<p>54. Terms and conditions for the chief executive and executive directors</p>	<p>The Chief Executive and executive directors shall be employed by the Trust through contracts of employment with no fixed term, unless this is considered necessary in the short-term interests of the Trust. They will serve in the roles to which they were appointed until such time as they resign or are otherwise removed from the Trust.</p> <p>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.</p>	<p>Best practice.</p>
<p>Disqualification</p>		
<p>55. Any exclusions to the board of directors over and above the legal minimum</p>	<p>None</p>	<p>None</p>
<p>Roles and responsibilities</p>		
<p>56. The process for a committee of non-executive directors to monitor, review and carry out their other audit committee functions. Proposals for the audit committee's function are also required</p>	<p>On behalf of the Board of Directors, the Audit and Assurance Committee has primary responsibility for financial risk and associated controls and for reviewing the establishment and maintenance of an effective system of corporate governance, risk management and internal control across the whole of the Trust's activities that supports the achievement of the Trust's corporate objectives.</p>	<p>Reflects the Monitor FT Code of Governance</p>

	<p>The Audit Committee provides independent scrutiny of the arrangements in place whose membership is drawn exclusively from independent non-executive directors and is supported by the work programmes of internal and external audit. This ensures independence from executive and operational management. The terms of reference of the committee are set out in the SaSH Rules of Procedure.</p> <p>The Trust Chair is not permitted to be a member of the committee</p> <p>The principal purpose of the Committee is to conclude upon the adequacy and effective operation of the Trust's overall internal control system. The Committee provides independent monitoring and scrutiny of the processes implemented in relation to governance, risk and internal control. The Committee reviews and challenges the Trust's Information Assurance Framework to ensure that there are appropriate controls in relation to data quality.</p>	
<p>57. The process for the non-executive directors to appoint or remove the chief executive and the committee of chief executive, chair and non-executive directors to appoint or remove other executive directors</p>	<p>The Chief Executive will be appointed or removed by the Non-Executive Directors subject to approval by the Council of Governors.</p> <p>The Trust will appoint a Nominations and Remuneration Committee whose members shall be the Chairman, Non-Executive Directors and the Chief Executive whose function will be to appoint</p>	<p>Compliance with best practice</p>

	<p>or remove the other Executive Directors of the Trust.</p> <p>The Nominations and Remuneration Committee shall take into account the advice of the Chief Executive. The Committee shall not make an appointment to an executive director position which the Chief Executive does not support, rather a further recruitment process would commence for the role in question.</p> <p>The Committee shall ensure that contractual terms on termination and any payments made:</p> <ul style="list-style-type: none"> · are lawful and otherwise within the powers of the Trust by Department of Health and HM Treasury, if required; · represent value for money within the meaning set out in HM Treasury and Department of Health guidance; · are fair to the individual; • do not reward failure; and • fully recognise the duty to mitigate loss, ensuring transparency, fairness and consistency. <p>The Nominations and Remuneration Committee may appoint independent advisors if it considers this necessary or appropriate to assist in the process</p> <p>The Committee is also responsible for developing and implementing an effective succession plan to identify and develop internal personnel to fill key</p>	
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	senior management posts; as part of ensuring the availability of experienced and skilled employees when posts become available.	
58. The process for a committee of non-executive directors to decide remuneration and allowances for executive directors and (if relevant) the provisions on remuneration and allowances that might be set out in the constitution, pending appointment of such a committee [? Text missing as doesn't make sense]	As above	
59. The process for the directors to have regard to the views of the Council of Governors on the trust's forward planning	<p>The Board of Directors will actively seek feedback, via the Council of Governors, of the views of members on the Trust's planning priorities</p> <p>Once strategic development plans have been approved the Board of Directors will keep governors informed of progress with implementation so that the interests of members continue to be represented.</p> <p>The mechanism by which this will be undertaken will be developed in conjunction with the Council of Governors once established.</p>	Reflects the Monitor FT Code of Governance
60. The process for the board of directors to present to the Council of Governors at a general meeting the annual accounts, and report of the auditor on them, and the annual report	The annual report and accounts and any auditors report on them will be presented by one of the Directors to the Annual General Meeting of the Council of Governors. This meeting will be within a reasonable period from the end of the financial year but not before the annual report and accounts have been laid before Parliament. Governors will be able to comment on the	Reflects the Monitor FT Code of Governance

	<p>documents but not make changes to them.</p> <p>The meeting will be notified to all members and will be advertised in the local media.</p>	
Meetings of the board of directors		
61. Details of how meetings should take place including when meetings should take place in public or private	<p>Meetings of the Board of Directors will be open to members of the public. Members of the public may be excluded for special reasons (Clause 34.1 of Model Constitution)</p> <p>The Board of Directors shall meet a minimum of 10 times per year. The meeting shall be held on the last Thursday of each month in order to ensure timely consideration of performance and financial information relating to the previous month. The meeting shall occur following the completion of the Board Committee meetings taking place that month (Audit and Assurance Committee, Remuneration Committee, Nominations Committee, as programmed) to ensure that any matters that the Chairmen of these Committees believe need to be considered by the Board of Directors are considered on a timely basis.</p> <p>The Board of Directors shall meet in public. It reserves the right to exclude members of the press and public from part or all of the meeting to consider confidential business, publicity on which would be prejudicial to the public interest (as defined in the Public Meetings Act 1960). When exercising this provision, the Chairman presiding</p>	Compliance with best practice and in the interests of transparency and accountability

	at the meeting shall summarise the nature of the business to be considered in closed session.	
Conflicts of interests of directors		
62. Details of how conflicts of interest should be handled	<p>Directors shall declare interests which are relevant and material (as defined in the Constitution) to the Board of Directors All existing Directors shall declare such interests. Any Directors appointed or elected subsequently should do so on election or appointment.</p> <p>If a Director has any doubt about the relevance of an interest, he should discuss it with the Chairman or Company Secretary who shall advise him on whether or not to disclose the interest.</p> <p>At the time Directors' interests are declared, they should be recorded in the Directors' minutes as appropriate and entered on a register of interests of Directors to be maintained by the Company Secretary. Any changes in interests should be declared at the next Board meeting following the change occurring.</p> <p>Director's directorships of companies likely or possibly seeking to do business with the NHS should be published in the trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports. During the course of a Board meeting, if a conflict of interest is established, the Director concerned shall disclose the fact, and withdraw from the meeting and play no part in the relevant discussion or decision. When a Director has declared an interest arising solely from a position with a</p>	Compliance with best practice and in the interests of transparency and accountability.

	<p>charity or voluntary body, the Board or committee may resolve the Director may remain in the meeting and take part in the discussion, but not vote on the relevant item.</p> <p><i>Pecuniary Interests</i></p> <p>In addition, if a Director has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board at which the contract or other matter is the subject of consideration, he 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.</p> <p>The Board may require the Director to withdraw from a meeting of the Board while any contract, proposed contract or other matter in which that person has a pecuniary interest, direct or indirect, is under consideration.</p>	
Registers		
63. How the register of members will be maintained including admission to and removal from the register	The register of members will be maintained by the Secretary, who will oversee the management of the register on the Trust's behalf by an external membership provider. The register will show, in respect of each member, the constituency to which they belong, and, where there are classes within it, the class to which they belong.	Compliance with statutory requirements and the constitution.

64. How the register of the Council of Governors will be maintained including admission to or removal from the register	The register of members of the Council of Governors will be maintained by the Company Secretary and will be reviewed on at least a quarterly basis to ensure accuracy.	Compliance with statutory requirements and the constitution.
65. How the register of members of the Council of Governors' interests will be maintained including admission to and removal from the register	The register of members of the Council of Governors interests will be maintained by the Secretary and will be reviewed on at least a quarterly basis to maintain its ongoing accuracy	Compliance with statutory requirements and the constitution.
66. How the register of members of the board of directors' interests will be maintained including admission to and removal from the register	The register of members of the board of directors' interests will be maintained by the Secretary and will be reviewed on at least a Quarterly basis to ensure its on-going accuracy.	Compliance with statutory requirements and the constitution.
Public documents		
67. How the trust will make provision for the public to receive the documents set out in the 2006 Act and the charges that will apply (regulations may prescribe circumstances in which there is not to be public access to the register)	<p>The Trust Publication Scheme is summarised on the Trust website and all requests for information are managed by the Freedom of Information Officer.</p> <p>The trust does not currently charge for hard copies of publications but will keep this under review</p>	<p>Our Publication Scheme supports our commitment to greater openness and transparency by acting as a guide to the information we routinely publish and how the public can access it.</p> <p>We have a commitment to:</p> <ol style="list-style-type: none"> 1. Proactively publish information, which is held by our Trust and falls within the classifications below. 2. Specify the information which is held by our Trust.

		<p>3. Proactively publish information in line with the statements contained within the scheme.</p> <p>4. Produce and publish the methods by which the information is made available, so that it is easily identified and accessed by the public.</p> <p>5. Review and update on a regular basis.</p> <p>6. Produce a schedule of fees charged for access to the information (although currently there is no charge).</p> <p>7. Make this publication scheme available to the public.</p>
Auditor		
68. Details of the auditor's appointment and roles and responsibilities	<p>The Council of Governors will take the lead in agreeing with the audit committee the criteria for appointing the external auditors. The decision to appoint the external auditor will be taken by a full meeting of the Council of Governors. They will be supported in this task by the audit committee, which reports to the Council of Governors</p> <p>The external auditor has statutory duties to ensure that:</p> <ul style="list-style-type: none"> · The accounts are prepared in accordance with all relevant directions set by Monitor and any other statutory provisions · Proper practices are observed in compiling the accounts 	Reflects the requirements of the 2006 and 2012 Acts and the NHS Foundation Trust Code of Governance

	<ul style="list-style-type: none"> The trust is using its resources economically, efficiently and effectively and is a going concern 	
Accounts		
69. Details of the process to make the accounts available	These are available either via the Trust web site or via the Freedom of Information Officer (ref Publication Scheme above)	Our Publication Scheme supports our commitment to greater openness and transparency by proactively publishing information which is held by our Trust
Annual reports and forward plans		
70. Details of the process to make the annual reports and forward plans available	These are available either via the Trust web site of via the Freedom of Information Officer (ref Publication Scheme above)	Our Publication Scheme supports our commitment to greater openness and transparency by proactively publishing information which is held by our Trust
Indemnity		
71. Details of any indemnity clause	<p>Members of the Board of Directors and Council of Governors who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution of their functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust.</p> <p>The Trust may purchase and maintain for members of the Board of Directors and Council of Governors insurance in respect of directors' and officers' liability, including, without limitation, liability arising by reason of the Trust acting as a corporate trustee of an NHS charity.</p>	Directors and Governors that have acted reasonably and in good faith should not be held personally liable. This is a well established principle in corporate governance, for example, in the charitable sector and in NHS Trusts, as well as public and private companies
Dispute resolution procedures		

<p>72. Details of any dispute resolution procedures in the constitution eg issues relating to the constitution or other disputes eg contract</p>	<p><i>Membership</i></p> <p>In the event of any dispute about membership entitlement, the dispute shall be referred to the Secretary who shall make a determination on the point in issue. If the member or applicant is aggrieved at the decision of the Secretary, he may appeal in writing within 14 days of the Secretary's decision to the Council of Governors whose decision shall be final.</p> <p><i>Governor</i></p> <p>In the event of any dispute about eligibility and disqualification of a Governor, the dispute shall be referred to an independent assessor agreeable to both parties who will consider the evidence and conclude whether the proposed removal is reasonable or otherwise.</p> <p><i>Boards</i></p> <p>In the event of any dispute between the Board of Directors and Council of Governors or between a Governor and the Council of Governors:</p> <ul style="list-style-type: none"> · in the first instance, the Chairman, on the advice of the Company Secretary, and other advice the Chairman may obtain, shall seek to resolve the issue; · if the Chairman is unable to resolve the dispute, he shall appoint a special committee comprising equal numbers of directors and Governors to consider the circumstances and to make recommendations to the Council of Governors with a view to resolving the dispute. The special committee may include 	<p>In order to ensure that there is a structured process in place to support overall objective of achieving good corporate governance.</p>
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	<p>an advisor from another foundation trust</p> <ul style="list-style-type: none"> · if the recommendations (if any) of the special committee are unsuccessful, the Chairman may refer the dispute back to the Board of Directors who shall make the decision 	
Amending the constitution		
73. Details of the procedure for amending the constitution.	<p>Any proposals to amend the constitution will be considered by the Council of Governors and the Board of Directors. Any decision to amend the constitution requires more than half the members of the Council of Governors and more than half the members of the Board of Directors voting to approve the amendments.</p> <p>Where an amendment to the constitution relates to the powers or duties of the Council of Governors at least one governor will present the amendment to the next Annual Members meeting</p>	Reflects the provisions of the model constitution

Appendix 1. Proposed size and composition of Council of Governors

Elected Governors		Number of Governors
Constituency	Class	
Public	Mole Valley District	1
Public	Reigate and Banstead	2
Public	Tandridge District	2
Public	Crawley District	2
Public	Horsham	3
Public	Mid Sussex	1
Public	Croydon	1
Total Public Governors		15
Patient		4
Staff	A – Medical and Dental	1
Staff	B – Nursing and Midwifery	1
Staff	C- Other clinical	1
Staff	D – other not included above	1
Total Staff Governors		4

Total elected Governors	19
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Appointed Governors		
Organisation type	Name	Number of Governors
Local Authority	Surrey County Council	1
Local Authority	West Sussex County Council	1
Clinical Commissioning Group	Crawley CCG	1
Clinical Commissioning Group	East Surrey CCG	1
Clinical Commissioning Group	Horsham and Mid Sussex CCG	1
Clinical Commissioning Group	Surrey Downs CCG	1
University	Brighton & Sussex Medical School	1
Partner	Health Watch	1
Partner	Council for Voluntary Services	1
Total Appointed Governors		9

Summary of Council	
Total Elected Governors	19
Total Appointed Governors	9
Total Number of Governors	28

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