

TABLE OF CONTENTS

Paragraph

Page

South East Coast Ambulance Service NHS Foundation Trust Constitution October 2024

1.	Name	1
2.	Principal purpose.....	1
3.	Powers	1
4.	Membership and Constituencies	1
5.	Application for Membership.....	2
6.	Public Constituency	2
7.	Staff Constituency	2
8.	Automatic Membership by default - staff.....	3
9.	Restriction on Membership	3
10.	Annual Members' Meeting	3
11.	Council of Governors - composition	3
12.	Council of Governors - election of Governors	4
13.	Council of Governors - tenure	4
14.	Council of Governors - disqualification and removal.....	5
15.	Council of Governors – duties of governors	5
16.	Council of Governors - meetings of Governors.....	5
17.	Council of Governors - standing orders	6
18.	Council of Governors – referral to the Panel	6
19.	Council of Governors - conflicts of interest of Governors.....	6
20.	Council of Governors - travel expenses	7
21.	Council of Governors - further provisions	7
22.	Board of Directors - composition	7
23.	Board of Directors – general duty	7

TABLE OF CONTENTS

Paragraph		Page
24.	Board of Directors - qualification for appointment as a Non-Executive Director.....	8
25.	Board of Directors - appointment and removal of Chair and other Non-Executive Directors.....	8
26.	Board of Directors – appointment of Deputy Chair	8
27.	Board of Directors - appointment of the Senior Independent Director	8
28.	Board of Directors – appointment and removal of the Chief Executive and other Executive Directors.....	8
29.	Board of Directors - disqualification	8
30.	Board of Directors - standing orders	9
31.	Board of Directors - conflicts of interest of Directors	9
32.	Board of Directors - remuneration and terms of office	10
33.	Board of directors – meetings	11
34.	Registers	11
35.	Admission to and removal from the registers	11
36.	Registers - inspection and copies	12
37.	Documents available for public inspection	12
38.	Auditor	14
39.	Audit committee	14
40.	Accounts	14
41.	Annual report, forward plans and non-NHS work.....	14
42.	Presentation of the annual accounts and reports to the governors and members	15
43.	Instruments	15
44.	Amendment of the Constitution	16
45.	Dispute resolution procedures.....	16
46.	Indemnity.....	17
47.	Mergers etc. and significant transactions	17
48.	Interpretation and definitions.....	18

ANNEXURES

ANNEX 1 - THE PUBLIC CONSTITUENCY	[22]
ANNEX 2 - THE STAFF CONSTITUENCY.....	[24]
ANNEX 3 - COMPOSITION OF COUNCIL OF GOVERNORS	[25]
ANNEX 4 - THE MODEL ELECTION RULES.....	[28]
ANNEX 5 - ADDITIONAL PROVISIONS - COUNCIL OF GOVERNORS.....	[49]
ANNEX 6 - STANDING ORDERS - COUNCIL OF GOVERNORS.....	[56]
ANNEX 7 - STANDING ORDERS - BOARD OF DIRECTORS	[61]

TABLE OF CONTENTS

Paragraph	Page
ANNEX 8 - FURTHER PROVISIONS.....	[65]
ANNEX 9 – MEMBERS’ MEETINGS.....	[67]

1. Name

- 1.1. The name of the foundation trust is South East Coast Ambulance Service NHS Foundation Trust (the “Trust”).

2. Principal purpose

- 2.1. The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.
- 2.2. 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.
- 2.3. The Trust may provide goods and services for any purposes related to-
- 2.3.1. the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and
- 2.3.2. the promotion and protection of public health.
- 2.4. 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 better to carry on its principal purpose.

3. Powers

- 3.1. The powers of the Trust are set out in the 2006 Act, subject to any restrictions in the Terms of Authorisation.
- 3.2. All powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
- 3.3. Any of these powers may be delegated to a committee of Directors or to an Executive Director.

4. Membership and Constituencies

The Trust shall have Members, each of whom shall be a Member of one of the following Constituencies:

- 4.1. a Public Constituency;
- 4.2. a Staff Constituency.

5. Application for Membership

5.1. An individual who is eligible to become a Member of the Trust may do so on application to the Trust.

6. Public Constituency

6.1. 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.

6.2. Those individuals who live in an area specified as an area for any Public Constituency are referred to collectively as the Public Constituency.

6.3. The minimum number of Members in each area for the Public Constituency is specified in Annex 1.

7. Staff Constituency

7.1. 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:

7.1.1. they are 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

7.1.2. they have been continuously employed by the Trust under a contract of employment for at least 12 months.

7.2. 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 Constituency provided such individuals have exercised these functions continuously for a period of at least 12 months.

7.3. Those individuals who are eligible for Membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.

7.4. The Staff Constituency shall be divided into two descriptions of individuals who are eligible for Membership of the Staff Constituency, each description of individuals being specified within Annex 2 and being referred to as a class within the Staff Constituency.

7.5. The minimum number of Members in each class of the Staff Constituency is specified in Annex 2.

8. Automatic Membership by default - staff

8.1. An individual who is:

8.1.1. eligible to become a Member of the Staff Constituency, and

8.1.2. invited by the Trust to become a Member of the Staff Constituency and a Member of the appropriate class within the Staff Constituency,

shall become a Member of the Trust as a Member of the Staff Constituency and appropriate class within the Staff Constituency without an application being made, unless they inform the Trust that they do not wish to do so.

9. Restriction on Membership

9.1. 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.

9.2. An individual who satisfies the criteria for Membership of the Staff Constituency may not become or continue as a Member of any Constituency other than the Staff Constituency.

9.3. A Member must be at least 16 years old to be a Member of the Trust.

10. Annual Members' Meeting

10.1. 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.

10.2. Further provisions about the Annual Members' Meeting are set out in Annex 9 – Annual Members' Meeting.

11. Council of Governors - composition

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

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

11.3. The members of the Council of Governors, other than the appointed Governors, shall be chosen by election by their Constituency or,

where there are classes within a 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.

12. Council of Governors - election of Governors

- 12.1.** Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules.
- 12.2.** The Model Election Rules as published from time to time by the Department of Health form part of this Constitution. The Model Election Rules current at the date of the Trust Authorisation are attached at Annex 4.
- 12.3.** A subsequent variation of the Model Election Rules by the Department of Health shall not constitute a variation of the terms of this Constitution for the purposes of paragraph 41 of the Constitution (amendment of the Constitution).
- 12.4.** An election, if contested, shall be by secret ballot.

13. Council of Governors - tenure

- 13.1.** An elected Governor may hold office for a period of up to 3 years, subject to paragraph 9 of Annex 5.
- 13.2.** An elected Governor shall cease to hold office if they cease to be a Member of the Constituency or class by which they were elected.
- 13.3.** An elected Governor shall be eligible for re-election at the end of their term, but may not hold office for longer than 9 years.
- 13.4.** An appointed Governor may hold office for a period in accordance with Annex 3.
- 13.5.** An appointed Governor shall cease to hold office if the appointing organisation withdraws its sponsorship of them.
- 13.6.** An appointed Governor shall be eligible for reappointment at the end of their term but may not hold office for longer than 9 years.

14. Council of Governors - disqualification and removal

- 14.1.** The following may not become or continue as a member of the Council of Governors:
- 14.1.1.** a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
 - 14.1.2.** a person who has made a composition or arrangement with, or granted a Trust deed for, their creditors and has not been discharged in respect of it;
 - 14.1.3.** a 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 them.
- 14.2.** Governors must be at least 16 years of age at the date they are nominated for election or appointment.
- 14.3.** 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. Council of Governors – duties of governors

- 15.1.** The general duties of the Council of Governors are –
- 15.1.1.** to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors, and
 - 15.1.2.** to represent the interests of the members of the Trust as a whole and the interests of the public.
- 15.2.** The Trust must take steps to secure that the governors are equipped with the skills and knowledge they require in their capacity as such.

16. Council of Governors - meetings of Governors

- 16.1.** The Chair of the Trust (i.e. the Chair of the Board of Directors, appointed in accordance with the provisions of paragraph 20.1 or paragraph 21.1 below) or, in their absence the Deputy

Chair of the Trust (i.e. the Deputy Chair of the Board of Directors), shall preside at meetings of the Council of Governors. If the Chair or the Deputy Chair (as appropriate) is absent, or is disqualified from participating, then the Lead Governor shall preside for that meeting or part of the meeting. If the Lead Governor is absent or is disqualified from participating, then the Governors present shall choose by majority which public Governor present shall preside for that part of the meeting.

- 16.2. 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 at the discretion of the Chair of the meeting.
- 16.3. 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.

17. **Council of Governors - standing orders**

The standing orders for the practice and procedure of the Council of Governors are attached at Annex 6.

18. **Council of Governors – referral to the Panel**

- 18.1. 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 –
 - 18.1.1. to act in accordance with its constitution, or
 - 18.1.2. to act in accordance with provision made by or under Chapter 5 of the 2006 Act.
- 18.2. A governor may refer a question to the Panel only if more than half of the members of the Council of Governors voting approve the referral.

19. **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 they become 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.

20. 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.

21. Council of Governors - further provisions

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

22. Board of Directors - composition

22.1. The Trust is to have a Board of Directors, which shall comprise both Executive and Non-Executive Directors.

22.2. The Board of Directors is to comprise:

22.2.1. a Non-Executive Chair; and

22.2.2. Non-Executive Directors of such other number which will exceed the number of Executive Directors; and

22.2.3. Executive Directors.

22.3. For the avoidance of doubt, there must never be more Executive Directors than there are Non-Executive Directors.

22.4. One of the Executive Directors shall be the Chief Executive.

22.5. The Chief Executive shall be the Accounting Officer.

22.6. One of the Executive Directors shall be the finance Director.

22.7. One of the Executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

22.8. One of the Executive Directors is to be a registered nurse or a registered midwife.

23. 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.

24. Board of Directors - qualification for appointment as a Non-Executive Director

A person may be appointed as a Non-Executive Director only if -

24.1. they are a Member of the Public Constituency, and

24.2. they are not disqualified by virtue of paragraph 29 below.

25. Board of Directors - appointment and removal of Chair and other Non-Executive Directors

25.1. The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair of the Trust and the other Non-Executive Directors.

25.2. Removal of the Chair or another Non-Executive Director shall require the approval of three-quarters of the members of the Council of Governors.

26. Board of Directors – appointment of Deputy Chair

The Council of Governors at a general meeting of the Council of Governors shall appoint one of the Non-Executive Directors as a Deputy Chair.

27. Board of Directors - appointment of the Senior Independent Director

The Board of Directors shall appoint one of the Non-Executive Directors as a Senior Independent Director. Before making such an appointment the Board of Directors should take into consideration the views of the council of Governors.

28. Board of Directors – appointment and removal of the Chief Executive and other Executive Directors

The Non-Executive Directors shall appoint or remove the Chief Executive.

28.1. The appointment of the Chief Executive shall require the approval of a majority of the Governors present and voting at a meeting of the Council of Governors.

28.2. A committee consisting of the Chair, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

29. Board of Directors - disqualification

The following may not become or continue as a member of the Board of Directors:

- 29.1. a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- 29.2. a person who has made a composition or arrangement with, or granted a trust deed for, their creditors and has not been discharged in respect of it.
- 29.3. a 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 them.
- 29.4. They are a member of the Council of Governors.
- 29.5. They are the spouse, partner, parent or child of a member of the Board of Directors.
- 29.6. They are subject to a disqualification order made under the Company Directors' Disqualification Act 1986.
- 29.7. They have had their name removed from a list maintained under regulations pursuant to sections 91, 106, 123 or 146 of the 2006 Act.
- 29.8. In the case of a Non-Executive Director, they are no longer a member of the public constituency. This will take effect at the end of their current term of office, or 12 months after the change of primary residence, whichever is sooner.

30. Board of Directors - standing orders

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

31. Board of Directors - conflicts of interest of Directors

- 31.1. The duties that a director of the Trust has by virtue of being a director include in particular –
 - 31.1.1. 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;
 - 31.1.2. 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.
- 31.2. The duty referred to in sub-paragraph 31.1.1 is not infringed if -
 - 31.2.1. the situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or

- 31.2.2.** the matter has been authorized in accordance with the constitution.
- 31.3.** The duty referred to in sub-paragraph 31.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 31.4.** In sub-paragraph 31.1.2, “third party” means a person other than –
 - 31.4.1.** the Trust, or
 - 31.4.2.** a person acting on its behalf.
- 31.5.** 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.
- 31.6.** If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.
- 31.7.** Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.
- 31.8.** 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.
- 31.9.** A director need not declare an interest –
 - 31.9.1.** if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 31.9.2.** if, or to the extent that, the directors are already aware of it;
 - 31.9.3.** if, or to the extent that, it concerns terms of the director’s appointment that have been or are to be considered –
 - 31.9.3.1.** by a meeting of the Board of Directors, or
 - 31.9.3.2.** by a committee of the directors appointed for the purpose under the constitution.
- 31.10.** A matter shall be authorised for the purposes of paragraph 31.2.2:
 - 31.10.1.** the Board of Directors by majority applies the provision of the constitution which would otherwise prevent a director from being counted as participating in the decision-making process;
 - 31.10.2.** the director's interest cannot reasonably be regarded as

likely to give rise to a conflict of interest; or

- 31.10.3.** the director's conflict of interest arises from a permitted cause (as determined by the Board of Directors from time to time).

32. Board of Directors - remuneration and terms of office

- 32.1.** The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-Executive Directors.
- 32.2.** 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.

33. Board of directors – meetings

- 33.1.** Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.
- 33.2.** Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.

34. Registers

The Trust shall have:

- 34.1.** a register of Members showing, in respect of each Member, the Constituency to which they belong and, where there are classes within it, the class to which they belong;
- 34.2.** a register of members of the Council of Governors;
- 34.3.** a register of interests of Governors;
- 34.4.** a register of Directors; and
- 34.5.** a register of interests of the Directors.

35. Admission to and removal from the registers

- 35.1.** Any person entitled to be a Member who, as appropriate, applies or is invited to become a Member, shall have their name added to the register of Members. Such person's Membership of the Trust shall commence from the date of their name being added to the register of

Members.

- 35.2. Members will be removed from the register of Members if:
 - 35.2.1. the Member is no longer eligible or is disqualified;
 - 35.2.2. the Member is deceased;
 - 35.2.3. upon request of the Member
- 35.3. The register of Governors shall list the names of Governors, their category of membership of the Council of Governors and an address through which they may be contacted (which may be the Secretary).
- 35.4. The register of interests of Governors shall contain the names of each Governor, whether they have declared any interests and, if so, the interests declared in accordance with this Constitution.
- 35.5. The register of Directors shall list the names of Directors, their capacity on the Board of Directors and an address through which they may be contacted (which may be the Secretary).
- 35.6. The register of interests of Directors shall contain the names of each Director, whether they have declared any interests and, if so, the interests declared in accordance with this Constitution or the standing orders for Directors.

36. Registers - inspection and copies

- 36.1. The Trust shall make the registers specified in paragraph 34 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 any 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.

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, and
 - 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 a 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.

38. Auditor

- 38.1. The Trust shall have an auditor.
- 38.2. The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors.

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. 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 are to be audited by the Trust's 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-

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

44. Amendment of 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 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 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.

44.4. 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.

44.5. 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.

45. Dispute resolution procedures

The Board of Directors shall adopt such procedures and protocols in connection with the resolution of disputes between Members, Governors and Directors (and/or between the Trust and any such person) as it shall deem to be appropriate for the good governance of the Trust from time to time.

46. Indemnity

- 46.1.** 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.
- 46.2.** 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.

47. Mergers etc. and significant transactions

- 47.1.** 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.
- 47.2.** The Trust may enter into a significant transaction only if more than half of the members of the Council of Governors of the Trust voting approve entering into the transaction.
- 47.3.** In this paragraph 47, the following words have the following meanings:

“Significant transaction” means a transaction which meets any one of the tests below:

1.1.1 the gross asset test; or

1.1.2 the income test; or

1.1.3 the gross capital test (relating to acquisitions or divestments).

The gross asset test:

1.1.4 is met if the assets which are the subject of the transaction exceed 25% of the gross assets of the Trust;

The income test:

1.1.5 is met if, following the completion of the relevant transaction, the income of the Trust will increase or decrease by more than 25%;

The gross capital test:

- 1.1.6 is met if the gross capital of the company or business being acquired or divested represents more than 25% of the capital of the trust following completion (where “gross capital” is the market value of the relevant company or business’s shares and debt securities, plus the excess of current liabilities over current assets, and the Trust’s capital is determined by reference to its balance sheet);
- 1.1.7 for the purposes of calculating the tests in this paragraph 46.2, figures used to classify assets and profits must be the figures shown in the latest published audited consolidated accounts.

A transaction:

- 1.1.8 is any agreement (including an amendment to an agreement) entered into by the Trust in respect of the acquisition of or merger with a business or services or the disposal of a business or service;
- 1.1.9 excludes a transaction in the ordinary course of business (including the renewal, extension or entering into an agreement in respect of healthcare services carried out by the Trust);
- 1.1.10 excludes any agreement or changes to healthcare services carried out by the Trust following a reconfiguration of services led by the commissioners of such services; and
- 1.1.11 excludes any grant of public dividend capital or the entering into of a working capital facility or other loan, which does not involve the acquisition or disposal of any fixed asset the Trust.

48. Interpretation and definitions

- 48.1.** Unless a contrary intention is evident or the context requires otherwise, 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.
- 48.2.** Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa.
- 48.3.** References to any statute or statutory provision shall be deemed to include any instrument, order, regulation or direction issued under it

and shall be construed to include a reference to the same as it may have been, or may from time to time be, amended, modified, consolidated, re-enacted or replaced.

48.4. References to any statutory body shall or public organisation be deemed to include any successor body or bodies which may from time to time assume all or substantially all of the functions of that original statutory body.

“2006 Act” means the National Health Service Act 2006;

“2012 Act” is the Health and Social Care Act 2012;

“Annual Members’ Meeting” has the meaning given in paragraph 10 of the constitution;

“Accounting Officer” means the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act;

“Applicant NHS Trust” means the South East Coast Ambulance Service NHS Trust;

“Board of Directors” means the Board of Directors of the Trust as constituted in accordance with this Constitution and referred to in paragraph 22 of this Constitution and “Board” shall be construed accordingly;

“Chair” means the chair of the Trust appointed in accordance with paragraph 25 of this Constitution;

“Constituency” means the Public Constituencies and the Staff Constituency;

“Constitution” means this constitution and all annexes to it;

“Council of Governors”	means the Council of Governors of the Trust as constituted in accordance with this Constitution and which has the same meaning as the "Board of Governors" in the 2006 Act;
“Deputy Chair”	means a deputy chair, as appointed in accordance with paragraph 26 of the Constitution;
“Director”	means a director of the Board of Directors;
“Executive Director”	means an Executive Director of the Trust;
“Financial Year”	means: <ul style="list-style-type: none"> (a) the period beginning with the date on which the Trust is authorised and ending with the next 31st March; and (b) each successive period of twelve months beginning with 1st April;
“Governor”	means those Governors elected by the Public and Staff Constituencies;
“Initial Council of Governors”	means the first Council of Governors constituted under this Constitution;
“Member”	means a member of the Trust;
“Membership”	means membership of the Trust through being a Member of one of its Constituencies;
“Monitor”	is the body corporate known as Monitor, as provided by Section 61 of the 2012 Act;
“Non-Executive Director”	means a Non-Executive Director of the Trust;

"Officer"	means employee of the Trust or any other person holding a paid appointment or office with the Trust;
"Public Constituency"	means that part of the Trust's membership consisting of Members living in the area of the Trust;
"Public Governor"	means a Governor from the Public Constituency;
"Secretary"	means the company secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust;
"Senior Independent Director"	means a senior independent director, as appointed in accordance with paragraph 27 of the Constitution;
"Staff Constituency"	means (collectively) those members of staff Constituency specified in Annex 2;
"Staff Governor"	means a Governor from the Staff Constituency;
"Terms of Authorisation"	are the terms of authorisation issued by Monitor under Section 35 of the 2006 Act.

Annex 1

The Public Constituency

The following local authority areas shall be the areas for the Public Constituency each of which shall have the minimum number of members as indicated:

Brighton and East Sussex	[104]
Kent and Medway	[280]
Surrey	[249]

including the following wards of North East Hampshire and Berkshire:

- Blackwater and Hawley
- Church Crookham East
- Church Crookham West
- Cove and Southwood
- Crandall
- Empress
- Eversley
- Fernhill
- Fleet Central
- Fleet Courtmoor
- Fleet North

Fleet Pondtail
Fleet West
Frogmore and Darby Green
Grange
Hartley Wintney
Heron Wood
Knellwood
Manor Park
Mayfield
North Town
Odiham
Rowhill
St. John's
St. Mark's
Wellington
Westheath
Yateley East
Yateley North
Yateley West

Englefield Green East
Englefield Green West

West Sussex

[159]

Annex 2

The Staff Constituency

The Staff Constituency shall consist of the following classes each of which shall have the minimum number of members as indicated:

Operational Staff	[368]
Non-Operational Staff	[68]

Annex 3

Composition of Council of Governors

Governors for the following Constituency classes shall be elected in accordance with this Constitution:

Public Constituency

Brighton and East Sussex	3
Kent	4
Surrey (including certain wards of North East Hampshire and Berkshire identified in Annex 1)	4
West Sussex	3

Staff Constituency

Operational Staff	3
Non-Operational Staff	1

Governors shall be appointed in accordance with the following provisions:

1. One Governor appointed from a Category 1 Responders Network (a partnership organisation).
2. The Board of Directors shall invite the following entities (each of which are partnership organisations) to appoint a governor (subject to the number of

Governors stated) who shall be appointed to serve a three year term:

2.1. One Governor appointed from amongst:

Kent and Medway NHS and Social Care Partnership Trust

Surrey & Borders Partnership NHS Foundation Trust

Sussex Partnership NHS Foundation Trust

2.2. One Governor appointed from amongst:

University of Brighton

St George's University of London

University of Surrey

Canterbury Christ Church University

The University of Greenwich

2.3. One Governor appointed from:

Charitable or Voluntary Organisations

2.4. Two Governors appointed from amongst the following partnership organisations (provided that two Governors shall not be appointed from the same partnership organisation concurrently):

Ashford and St Peter's Hospitals NHS Trust

Brighton and Sussex University Hospitals NHS Trust

Dartford and Gravesham NHS Trust

East Kent Hospitals University NHS Foundation Trust

East Sussex Hospitals NHS Trust

Frimley Park Hospital NHS Foundation Trust

Maidstone and Tunbridge Wells NHS Trust

Medway NHS Foundation Trust

Queen Victoria Hospital NHS Foundation Trust

Sussex Community NHS Trust

Surrey & Sussex Healthcare NHS Trust

The Royal Surrey County Hospital NHS Trust

Western Sussex Hospitals NHS Trust

Any community service provider providing services within any of the areas of the councils listed above in paragraph 4.2

3. The Board of Directors shall invite one or (subject to paragraph 5 of this Annex 3) more qualifying local authorities to appoint a Governor, who shall be appointed to serve a three year term. A qualifying local authority shall mean a local authority for an area which includes the whole or part of an area specified in this Constitution as an area for a Public Constituency.
4. Notwithstanding the other provisions of this Annex 3, more than half of the Governors must be Public Governors.

Annex 4

Election Rules

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 consent and particulars
11. Declaration of interests
12. Declaration of eligibility
13. Signature of candidate
14. Decisions as to validity of nomination papers
15. Publication of statement of nominated candidates
16. Inspection of statement of nominated candidates and nomination papers
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

Action to be taken before the poll

22. List of eligible voters
23. Notice of poll
24. Issue of voting documents
25. Ballot paper envelope and covering envelope

The poll

26. Eligibility to vote
27. Voting by persons who require assistance
28. Spoilt ballot papers
29. Lost ballot papers
30. Issue of replacement ballot paper
31. Declaration of identity for replacement ballot papers

Procedure for receipt of envelopes

- 32. Receipt of voting documents
- 33. Validity of ballot paper
- 34. Declaration of identity but no ballot paper
- 35. Sealing of packets

Part 6 - Counting the votes

- 36. Arrangements for counting of the votes
- 37. The count
- 38. Rejected ballot papers
- 39. Equality of votes

Part 7 – Final proceedings in contested and uncontested elections

- 40. Declaration of result for contested elections
- 41. Declaration of result for uncontested elections

Part 8 – Disposal of documents

- 42. Sealing up of documents relating to the poll
- 43. Delivery of documents
- 44. Forwarding of documents received after close of the poll
- 45. Retention and public inspection of documents
- 46. Application for inspection of certain documents relating to election

Part 9 – Death of a candidate during a contested election

- 47. Countermand or abandonment of poll on death of candidate

Part 10 – Election expenses and publicity expenses

- 48. Election expenses
- 49. Expenses incurred by candidates
- 50. Expenses incurred by other persons

Publicity

- 51. Publicity about election by the corporation
- 52. Information about candidates for inclusion with voting documents
- 53. Meaning of “for the purposes of an election”

Part 11 – Questioning elections and irregularities

- 54. Application to question an election

Part 12 – Miscellaneous

- 55. Secrecy
- 56. Prohibition of disclosure of vote
- 57 Disqualifications
- 58 Delay in postal service through industrial action or unforeseen event

Part 1 – Interpretation

1. Interpretation –

- 1.1 In these rules, unless the context otherwise requires - “corporation” means the public benefit corporation subject to this constitution; “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; “the regulator” means the Independent Regulator for NHS Foundation Trusts; and “the 2006 Act” means the National Health Service Act 2006 Act.

1.2 Other expressions used in these rules and in Schedule 1 to the National Health Service Act 2006 Act have the same meaning in these rules as in that Schedule.

Part 2 – Timetable for election

2. Timetable - 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 papers 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

4. Returning officer –

4.1 Subject to rule 64, 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 – Subject to rule 64, the returning officer may appoint and pay such staff, including such technical advisers, as they consider necessary for the purposes of the election.

6. Expenditure - The Corporation is to pay the returning officer –

- (a) any expenses incurred by that officer in the exercise of their functions under these rules,
- (b) such remuneration and other expenses as the corporation may determine.

7. Duty of co-operation – The corporation is to co-operate with the returning officer in the exercise of their function under these rules.

Part 4 - Stages common to contested and uncontested elections

8. Notice of election –

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 papers may be obtained;
- (e) the address for return of nomination papers 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 Each candidate must nominate themselves on a single nomination paper.

9.2 The returning officer-

- (a) is to supply any member of the corporation with a nomination paper, and
- (b) is to prepare a nomination paper 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.

10. Candidate's particulars –

The nomination paper must state the candidate's

- (a) full name,
- (b) contact address in full, and
- (c) constituency, or class within a constituency, of which the candidate is a member.

11. Declaration of interests –

The nomination paper must state –

- (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 –

The nomination paper must include a declaration made by the candidate–

- (a) that they are 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 their 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 –

The nomination paper must be signed and dated by the candidate, 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.

14. Decisions as to the validity of nomination –

14.1 Where a nomination paper 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 paper 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 paper 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 papers, 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,
- (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, as required by rule 13.

14.3 The returning officer is to examine each nomination paper as soon as is practicable after they have 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 paper, 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 paper.

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, 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 paper.

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 papers to the corporation as soon as is practicable after publishing the statement.

16. Inspection of statement of nominated candidates and nomination papers –

16.1 The corporation is to make the statements of the candidates and the nomination papers supplied by the returning officer under rule 15(4) available for inspection by members of the public free of charge at all reasonable times.

16.2 If a person requests a copy or extract of the statements of candidates or their nomination papers, the corporation is to provide that person with the copy or extract free of charge.

17. Withdrawal of candidates –

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.

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 them in consultation with the corporation.

Part 5 – Contested elections

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.

20. The ballot paper –

20.1 The ballot of each voter 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,

(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,
- (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 In respect of an election for a public or patient constituency a declaration of identity must be issued with each ballot paper.

21.2 The declaration of identity is to include a declaration –

- (a) that the voter is the person to whom the ballot paper was addressed,
- (b) that the voter has not marked or returned any other voting paper in the election, and
- (c) for a member of the public or patient constituency, of the particulars of that member's qualification to vote as a member of the constituency or class within a constituency for which the election is being held.

21.3 The declaration of identity is to include space for –

- (a) the name of the voter,
- (b) the address of the voter,
- (c) the voter's signature, and
- (d) the date that the declaration was made by the voter.

21.4 The voter must be required to return the declaration of identity together with the ballot paper.

21.5 The declaration of identity must caution the voter that, if it is not returned with the ballot paper, or if it is returned without being correctly completed, the voter's ballot paper may be declared invalid.

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 26 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 mailing address where their ballot paper is to be sent.

23. Notice of poll –

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 within 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 address for return of the ballot papers, and the date and time of the close of the poll,
- (g) the address and final dates for applications for replacement ballot papers, and
- (h) the contact details of the returning officer.

24. Issue of voting documents by returning officer –

24.1 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 documents to each member of the corporation named in the list of eligible voters–

- (a) a ballot paper and ballot paper envelope,
- (b) a declaration of identity (if required),
- (c) information about each candidate standing for election, pursuant to rule 59 of these rules, and
- (d) a covering envelope.

24.2 The documents are to be sent to the mailing 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 –

- (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 declaration of identity if required, and
- (b) the ballot paper envelope, with the ballot paper sealed inside it.

The poll

26. Eligibility to vote – 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.

27. Voting by persons who require assistance –

27.1 The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.

27.2 Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as they consider necessary to enable that voter to vote.

28. Spoilt ballot papers –

28.1 If a voter has dealt with their ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to a “spoilt ballot paper”), that voter may apply to the returning officer for a replacement ballot paper.

28.2 On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if they can obtain it.

28.3 The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless they –
(a) is satisfied as to the voter’s identity, and
(b) has ensured that the declaration of identity, if required, has not been returned.

28.4 After issuing a replacement ballot paper for a spoilt ballot paper, the returning 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. Lost ballot papers –

29.1 Where a voter has not received their ballot paper by the fourth day before the close of the poll, that voter may apply to the returning officer for a replacement ballot paper.

29.2 The returning officer may not issue a replacement ballot paper for a lost ballot paper unless they –
(a) are satisfied as to the voter’s identity,
(b) have no reason to doubt that the voter did not receive the original ballot paper, and

(c) have ensured that the declaration of identity if required has not been returned.

29.3 After issuing a replacement ballot paper for a lost ballot paper, the returning officer shall enter in a list (“the list of lost ballot papers”) –

(a) the name of the voter, and

(b) the details of the unique identifier of the replacement ballot paper.

30. Issue of replacement ballot paper–

30.1 If a person applies for a replacement ballot paper under rule 28 or 29 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue a replacement ballot paper unless, in addition to the requirements imposed by rule 28(3) or 29(2), they are 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.

30.2 After issuing a replacement ballot paper under this rule, the returning officer shall enter in a list (“the list of tendered ballot papers”) –

(a) the name of the voter, and

(b) the details of the unique identifier of the replacement ballot paper issued under this rule.

31. Declaration of identity for replacement ballot papers (public and patient constituencies) –

31.1 In respect of an election for a public or patient constituency a declaration of identity must be issued with each replacement ballot paper.

31.2 The declaration of identity is to include a declaration –

(a) that the voter has not voted in the election with any ballot paper other than the ballot paper being returned with the declaration, and

(b) of the particulars of that member’s qualification to vote as a member of the public or patient constituency, or class within a constituency, for which the election is being held.

31.3 The declaration of identity is to include space for –

(a) the name of the voter,

(b) the address of the voter,

(c) the voter’s signature, and

(d) the date that the declaration was made by the voter.

31.4 The voter must be required to return the declaration of identity together with the ballot paper.

31.5 The declaration of identity must caution the voter that if it is not returned with the ballot paper, or if it is returned without being correctly completed, the replacement ballot paper may be declared invalid.

Procedure for receipt of envelopes

32. Receipt of voting documents –

32.1 Where the returning officer receives a –
(a) covering envelope, or
(b) any other envelope containing a declaration of identity 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 33 and 34 are to apply.

32.2 The returning officer may open any ballot paper envelope for the purposes of rules 33 and 34, 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.

32.3 The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

33. Validity of ballot paper –

33.1 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 a declaration of identity if required that it has been correctly completed, signed, and dated.

33.2 Where the returning officer is satisfied that paragraph (1) has been fulfilled, they are to –
(a) put the declaration of identity if required in a separate packet, and
(b) put the ballot paper aside for counting after the close of the poll.

33.3 Where the returning officer is not satisfied that paragraph (1) has been fulfilled, they are to –
(a) mark the ballot paper “disqualified”,
(b) if there is a declaration of identity accompanying the ballot paper, mark it as “disqualified” and attach it to the ballot paper,
(c) record the unique identifier on the ballot paper in a list (the “list of disqualified documents”); and
(d) place the document or documents in a separate packet.

34. Declaration of identity but no ballot paper (public and patient constituency)

–

Where the returning officer receives a declaration of identity if required but no ballot paper, the returning officer is to –

(a) mark the declaration of identity “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 declaration of identity in a separate packet.

35. Sealing of packets –

As soon as is possible after the close of the poll and after the completion of the procedure under rules 33 and 34, the returning officer is to seal the packets containing–

- (a) the disqualified documents, together with the list of disqualified documents inside it,
- (b) the declarations of identity if required,
- (c) the list of spoiled ballot papers,
- (d) the list of lost ballot papers,
- (e) the list of eligible voters, and
- (f) the list of tendered ballot papers.

Part 6 - Counting the votes

36. Arrangements for counting of the votes – The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

37. The count –

37.1 The returning officer is to –

- (a) count and record the number of ballot papers that have been returned, and
- (b) count the votes according to the provisions in this Part of the rules.

37.2 The returning officer, while counting and recording the number of ballot papers 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.

37.3 The returning officer is to proceed continuously with counting the votes as far as is practicable.

38. Rejected ballot papers –

38.1 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 paragraphs (2) and (3) below, be rejected and not counted.

38.2 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.

38.3 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 they can be identified by it.

38.4 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 paragraph (2) or (3) above, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.

38.5 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.

39. Equality of votes –

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

40. Declaration of result for contested elections –

40.1 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 they have declared elected—
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the South East Coast Ambulance NHS Trust by section 33(4) of the 2006 Act, to the Chair of the NHS Trust, or
 - (ii) in any other case, to the Chair of the corporation; and
- (c) give public notice of the name of each candidate whom they have declared elected.

40.2 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 38.5, available on request.

41. Declaration of result for uncontested elections –

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 they have declared elected to the Chair of the corporation, and
- (c) give public notice of the name of each candidate who they have declared elected.

Part 8 – Disposal of documents

42. Sealing up of documents relating to the poll –

42.1 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,
- (b) the ballot papers endorsed with “rejected in part”,
- (c) the rejected ballot papers, and
- (d) the statement of rejected ballot papers.

42.2 The returning officer must not open the sealed packets of –

- (a) the disqualified documents, with the list of disqualified documents inside it,
- (b) the declarations of identity,
- (c) the list of spoiled ballot papers,
- (d) the list of lost ballot papers,
- (e) the list of eligible voters, and
- (f) the list of tendered ballot papers.

42.3 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.

43. Delivery of documents –

Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 42, the returning officer is to forward them to the Chair of the corporation.

44. Forwarding of documents received after close of the poll –

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 too late to be resent, or
- (c) any applications for replacement ballot papers are made too late to enable new ballot papers to be issued, the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the Chair of the corporation.

45. Retention and public inspection of documents –

45.1 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 Regulator, cause them to be destroyed.

45.2 With the exception of the documents listed in rule 46(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.

45.3 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.

46. Application for inspection of certain documents relating to an election –

46.1 The corporation may not allow the inspection of, or the opening of any sealed packet containing –

- (a) any rejected ballot papers, including ballot papers rejected in part,
- (b) any disqualified documents, or the list of disqualified documents,
- (c) any counted ballot papers,
- (d) any declarations of identity, or
- (e) the list of eligible voters, by any person without the consent of the Regulator.

46.2 A person may apply to the Regulator to inspect any of the documents listed in (1), and the Regulator 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.

46.3 The Regulator'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,
- (d) production or opening,

and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

46.4 On an application to inspect any of the documents listed in paragraph (1), –

- (a) in giving its consent, the regulator, and
- (b) in making the documents available for inspection, the corporation, must 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 their vote was given, and
- (ii) that the regulator has declared that the vote was invalid.

Part 9 – Death of a candidate during a contested election

47. Countermand or abandonment of poll on death of candidate –

47.1 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 ballot papers have 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 them 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.

47.2 Where a new election is ordered under paragraph (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.

47.3 Where a poll is abandoned under paragraph (1) (a), paragraphs (4) to (7) are to apply.

47.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 33 and 34, and is to make up separate sealed packets in accordance with rule 35.

47.5 The returning officer is to –

- (a) count and record the number of ballot papers that have been received, and

(b) seal up the ballot papers into packets, along with the records of the number of ballot papers.

47.6) 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.

47.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to paragraphs (4) to (6), the returning officer is to deliver them to the Chair of the corporation, and rules 45 and 46 are to apply.

Part 10 – Election expenses and publicity

Election expenses

48. Election expenses –

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 to the regulator under Part 11 of these rules.

49. Expenses and payments by candidates –

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.

50. Election expenses incurred by other persons –

50.1 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 their 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.

50.2 Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 51 and 52.

Publicity

51. Publicity about election by the corporation –

51.1 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.

51.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 52, must be –

- (a) objective, balanced and fair,
- (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.

51.3 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.

52. Information about candidates for inclusion with voting documents –

52.1 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.

52.2 The information must consist of –

- (a) a statement submitted by the candidate of no more than 250 words,
- (b) a photograph of the candidate.

53. Meaning of “for the purposes of an election” –

53.1 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.

53.2 The provision by any individual of their own services voluntarily, on their 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

54. Application to question an election –

54.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to the Regulator.

54.2 An application may only be made once the outcome of the election has been declared by the returning officer.

54.3 An application may only be made to the Regulator 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.

54.4 The application must –
(a) describe the alleged breach of the rules or electoral irregularity, and
(b) be in such a form as the Regulator may require.

54.5 The application must be presented in writing within 21 days of the declaration of the result of the election.

54.6 If the Regulator requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.

54.7 The Regulator shall delegate the determination of an application to a person or persons to be nominated for the purpose of the Regulator.

54.8 The determination by the person or persons nominated in accordance with Rule 54(7) 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.

54.9 The Regulator may prescribe rules of procedure for the determination of an application including costs.

Part 12 – Miscellaneous

55. Secrecy –

55.1 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 a ballot paper or who has or has not voted,
- (ii) the unique identifier on any ballot paper,
- (iii) the candidate(s) for whom any member has voted.

55.2 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.

55.3 The returning officer is to make such arrangements as they think fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

56. Prohibition of disclosure of vote –

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 they have voted.

57. Disqualification –

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.

58. Delay in postal service through industrial action or unforeseen event –

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 and declarations of identity, the returning officer may extend the time between the publication of the notice of the poll and the close of the poll, with the agreement of the Regulator.

Additional Provisions – Council of Governors

1. Termination of tenure

1.1 An appointed Governor shall cease to hold office if the organisation which appointed them withdraws its appointment of them, or they leave the employ of the organisation which appointed them.

1.2 A Governor may resign from office at any time during the term of that office by giving notice in writing to the Secretary. A Governor shall give reasons for the resignation and detail any outstanding issues of which the Council of Governors should be aware within 14 days of notice in writing being given.

1.3 If a Governor fails to attend any meeting of the Council of Governors for a consecutive period of twelve months or alternatively for three successive meetings of the Council of Governors, the Council of Governors may by a resolution approved by three quarters of the remaining Governors present and voting terminate a Governor's tenure of office unless the Council of Governors is satisfied that:

1.3.1 the absence was due to reasonable cause; and

1.3.2 that the Governor will be able to start attending meetings of the Council of Governors within such period as it considers reasonable.

1.4 The Council of Governors may by a resolution approved by three quarters of the remaining Governors present and voting terminate a Governor's tenure of office if for reasonable cause it considers that:

1.4.1 They have knowingly or recklessly made a false declaration for any purpose provided for under this Constitution or in the 2006 Act;

1.4.2 They have knowingly or recklessly failed to declare a conflict of interest as required by paragraph 15 of this Constitution;

1.4.3 They continue to be a Governor would or would be likely to:

1.4.3.1 prejudice the ability of the Trust to fulfil its principal purpose or other of its purposes under this Constitution or otherwise to discharge its duties or functions;

1.4.3.2 harm the Trust's work with other persons or bodies with whom it is engaged or may be engaged in the provisions of goods or services;

1.4.3.3 adversely affect public confidence in the goods and services provided by the Trust; or

1.4.3.4 otherwise bring the Trust into disrepute.

1.4.4 They fail or refused to comply with the regulatory framework, the Standing Orders, or any Code of Conduct which the Trust shall have published from time to time;

1.4.5 they have refused without reasonable cause to undertake any training which the Trust requires all Governors to undertake;

1.4.6 they use their capacity as a Governor to represent the views of any professional body, political party or trade union or any other lobby group of which they are a member in a way which conflict with their duties as a member of the Council of Governors;

1.4.7 they have failed to act in the best interests of the Trust, or it is not in the interests of the Trust for the Governor to continue to hold office.

1.5 The following list provides examples of matters which may indicate to the Council of Governors that it is no longer in the interests of the Trust that a Governor continues in office. The list is not intended to be exhaustive or definitive; the Council of Governors will consider each case on its merits, taking account of all relevant factors.

- a. If the Governor loses the confidence of the Governors;
- b. If there is a terminal breakdown in essential relationships, e.g. between the Governor and the rest of the Council of Governors.

1.6 A Governor shall cease to hold office on death.

2. Exclusion from Membership

A person may not become or continue as a Governor if:

2.1 they are an Executive or Non-Executive Director of the Trust;

2.2 they are the spouse, partner, parent or child of a member of the Board of Directors of the Trust;

2.3 they are a member of a local authority's scrutiny committee covering health matters;

2.4 in the case of an elected Governor, they are a governor or director of another NHS Foundation Trust or NHS Trust;

- 2.5** in the case of an elected Governor they cease to be a member of the Constituency by which they were elected;
- 2.6** in the case of an appointed Governor the organisation which appointed them withdraws its appointment of them, or they leaves the employ of the organization which appointed them;
- 2.7** Monitor has exercised its powers to remove that person as a member of the Council of Governors of the Trust or has suspended them from office or have disqualified them from holding office as a Governor of the Trust for a specified period or Monitor has exercised any of those powers in relation to the person concerned at any time whether in relation to the Trust or some other NHS foundation trust;
- 2.8** they have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;
- 2.9** they are a person whose tenure of office as the chair or as a member or director of a health service body has been terminated on the grounds that their appointment was not in the interests of the health service, for non-attendance at meetings, or for nondisclosure of a pecuniary interest;
- 2.10** they have had their name removed from any list prepared under sections 91, 106, 123, 146 of the 2006 Act, and has not subsequently had their name included in such a list;
- 2.11** they have previously been or are currently subject to a sex offender order and/or required to register under the Sex Offenders Act 1997 or committed a sexual offence prior to the requirement to register under the current legislation;
- 2.12** they have failed or refused (upon request) to confirm in writing that they will abide by any code of conduct which the Trust shall have published from time to time;
- 2.13** they are incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs;
- 2.14** they are reasonably considered by the Trust's Board of Directors to be a vexatious complainant (including in circumstances where complaints have not been upheld);
- 2.15** they are a person who has been disqualified from being a member of a relevant authority under the provisions of the Local Government Act 2000; or
- 2.16** they are a person who, on the basis of disclosures obtained through an application to the Criminal Record Bureau, is considered unsuitable by the Trust's Board of Directors.

3. Vacancies

- 3.1** Where an elected Governor ceases to be a member of the Council of Governors for any of the reasons set out in this Constitution, they shall be replaced in accordance with paragraphs 3.2 to 3.4 of this Annex 5 below.
- 3.2** Where an elected Governor of the Council of Governors ceases to hold office during their term of office the Trust shall offer the candidate who secured the second highest number of first preference votes in the last election for the Constituency (or class of Constituency, as the case may be), in which the vacancy has arisen, the opportunity to assume the vacant office for the unexpired balance of the retiring Governor's tenure of office. If that candidate does not accept to fill the vacancy it will then be offered to that candidate who secured the next highest number of first preference votes until the vacancy is filled.
- 3.3** If no reserve candidate is available or willing to fill the vacancy, an election will then be held in accordance with Annex 4, The Model Rules for Elections, save that if an election is due to be held within twelve months of the vacancy having arisen the office will stand vacant until the next scheduled election unless by so doing this causes the aggregate number of Governors who are Public Governors to be less than half the total membership of the Council of Governors. In that event an election will be held in accordance with the Model Rules for Elections, as soon as reasonably practicable.
- 3.4** The returning officer under the Model Rules for Elections shall maintain a record of votes cast at each election under the Annex 4 for the above purposes and the returning officer shall conduct or shall oversee the conducting of the process set out in paragraphs 3.2 and 3.3 of this Annex 5 above.
- 3.5** Where an appointed Governor ceases to be a member of the Council of Governors for any of the reasons set out in paragraph 12 or this Annex 5, they shall be replaced by the organisation that appointed them as soon as reasonably practicable, in accordance with a process agreed with the Secretary.
- 3.6** Subject to applicable law and any applicable regulatory framework, no proceedings or decisions of the Council of Governors shall be invalidated by any vacancy in its membership or any defect in the appointment or election of any Governor.

4. Sharing of Posts

A post on the Council of Governors may not be shared by more than one person.

5. Representation

An elected Governor shall represent the members of their Constituency, and

not any professional body, political party or trade union of which they are a member.

6. Frequency of Meetings

The Council of Governors shall meet not less than four times each Financial Year.

7. Receipt of Annual Accounts

At a general meeting to take place in, or prior to, September of each year (the annual members' meeting) the Council of Governors shall receive from the Board of Directors in accordance with paragraph 37 of this Constitution and shall then consider the Trust's annual accounts, any report of the auditor on them and the Trust's annual report.

8. Qualification to Vote

A Governor may not vote at a meeting of the Council of Governors unless they have made a declaration on a form provided by the Secretary stating the Constituency of which they are a Member and that they are not prevented from being a member of the Council of Governors by paragraph 8 of Schedule 7 of the 2006 Act or otherwise under this Constitution and that they will at all times abide by any code of conduct that may be adopted by the Trust from time to time (such code (as amended) to be notified to Governors as soon as reasonably practicable).

9. Terms of Office of Initial Council of Governors

9.1 Notwithstanding the prior provisions of this Constitution, those Governors who are elected to the Initial Council of Governors shall hold office initially for those periods set out in Table 1 of this Annex 5 below.

9.2 Those elected Governors who secure the greatest number of votes in their Constituency shall serve for three years and those securing fewer votes in their Constituency shall serve for two years where appropriate.

9.3 In the event that an election is not required because a Constituency is uncontested, the terms of the Governors will be determined by drawing lots.

9.4 In the event that there is a vacancy or vacancies after the initial elections are held, the number of Governors who shall serve two years will be reduced accordingly.

9.5 For the avoidance of doubt, this paragraph 9 relates only to the

Initial Governors of the Council of Governors, any subsequent elected Governors shall serve for three years, save during elections in 2022 which shall be held in accordance with provisions 9.6 to 9.9.

Table 1

Constituency	Number of Governors who shall serve two years	Number of Governors who shall serve three years
Public - Brighton and Hove	0	1
Public – Medway	0	1
Public - West Sussex	1	1
Public - East Sussex	1	1
Public – Surrey (including certain wards of North East Hampshire and Berkshire identified in Annex 1)	2	2
Public - Kent	2	2
Operational Staff	2	1
Non-Operational Staff	1	

- 9.6** The following paragraphs and Table 2 apply only to elections held in 2022, in order to achieve closer to one third of Public Governors and Staff Governors being elected in each year.
- 9.7** Those elected Governors who secure the greatest number of votes in their Constituency shall serve for three years and those securing fewer votes in their Constituency shall serve for two years where appropriate.
- 9.8** In the event that an election is not required because a Constituency is uncontested, the terms of the Governors will be determined by drawing lots.
- 9.9** In the event that there is a vacancy or vacancies after the 2022 elections are held, the number of Governors who shall serve two years will be reduced accordingly.

Table 2

Constituency	Number of Governors who shall serve two years	Number of Governors who shall serve three years
Public - Brighton and East Sussex SECamb	1	1
Public – West Sussex	1	1

Public – Kent and Medway	0	1
Public – Surrey	2	1
Operational Staff	1	1
Non-Operational Staff	0	1

10. Lead Governor

10.1 The Council of Governors shall elect one of the Governors as the Lead Governor. The Lead Governor shall be re-elected on an annual basis.

10.2 The Lead Governor shall:

10.2.1 Chair meetings of, or parts of meetings of, the Council of Governors in accordance with Annex 6; and

10.2.2 Communicate directly with Monitor in circumstances where it would not be appropriate to communicate through the normal channels, which in most cases will be via the Chair of the Board of Directors or the Trust Secretary.

10.2.3 A deputy Lead Governor may also be elected by the Council of Governors. The deputy Lead Governor shall be re-elected on an annual basis

11. Senior Independent Director

11.1 The role of the Senior Independent Director is as defined in guidance issued by Monitor;

11.2 The Senior Independent Director shall provide a sounding board for the Chair and serve as an intermediary for the other directors, when necessary. The Senior Independent Director shall be available to members and governors if they have concerns which contact through the normal channels of Chair, Chief Executive or Trust Secretary has failed to resolve or for which such contact is inappropriate;

11.3 The Senior Independent Director shall lead the appraisal of the Chair.

STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

1. Meetings of the Council of Governors

Admission of the Public and the Press

All meetings of the Council of Governors are to be open to members of the public provided that members of the public may be excluded from a meeting for special reasons at the discretion of the Chair of the meeting.

Calling, Notice and Minutes of Meetings

The Council of Governors is to meet a minimum of four times in each financial year. Before each meeting of the Council of Governors, a notice of the meeting specifying the business proposed to be transacted shall be delivered to every Governor so as to be available to them at least five clear working days before the meeting. Notice will also be published on the Trust's website and, if practicable, in the Trust's membership newsletter.

Meetings of the Council of Governors may be called by the Secretary, the Chair, or by ten Governors (including at least two elected Governors and two appointed Governors) who give written notice (including by fax and email) to the Secretary specifying the business to be carried out. The Secretary shall send a written notice to all Governors as soon as possible after receipt of such a request and will call a meeting of the Council of Governors within the next twenty eight days. If the Secretary fails to convene such a meeting then the Chair or ten Governors, whichever is the case, shall convene such a meeting.

Minutes of any meeting of the Council of Governors shall be published on the website within 28 days of such meeting.

Chair of the Meeting

In accordance with paragraph 13 of the Constitution the Chair of the Trust (i.e. the Chair of the Board of Directors) or in their absence, the Deputy Chair of the Trust (i.e. the Deputy Chair of the Board of Directors), shall preside at meetings of the Council of Governors. If the Chair or the Deputy Chair (as appropriate) is absent, or is disqualified from participating, then the Lead Governor shall preside for that meeting or part of the meeting. If the Lead Governor is absent or is disqualified from participating then the Governors present shall choose by majority which Public Governor present shall preside for that part of the meeting.

Quorum

No business shall be transacted at a meeting of the Council of Governors unless at least one third of the all Governors are present, such number to include at least 5 Public Governors and 2 Staff Governors and 1 appointed Governor, who shall constitute a quorum.

Voting

Except on the issues which the Constitution requires to be settled by a larger majority (which include paragraph 25.2 of the Constitution and 1.3 and 1.4 of Annex 5), questions arising at a meeting of the Council of Governors shall be decided by a majority of votes. In any vote, in the case of an equality of votes the person presiding at or chairing the meeting shall have a second and casting vote.

Without prejudice to the right of the Chair to call for a vote at a meeting on such matters as they may in their absolute discretion deem appropriate, a Governor may require the Chair to take a vote at a meeting on the following matters:

- (i) if the meeting is a general meeting for the purposes of Schedule 7 to the National Health Service Act 2006, any matter in respect of the following:
 - (a) the appointment or removal of the Chair and the other Non- Executive Directors in accordance with paragraph 17(1) of Schedule 7 to the National Health Service Act 2006;
 - (b) any decision regarding the remuneration and allowances and the other terms and conditions of office of the Non-Executive Directors in accordance with paragraph 18(1) of Schedule 7 to the National Health Service Act 2006;
 - (c) the appointment or removal of the Trust's auditor in accordance with paragraph 23(2) of Schedule 7 to the National Health Service Act 2006;
 - (d) the presentation or consideration of the annual accounts, any report of the auditor on them or the annual report in accordance with paragraph 28 of Schedule 7 to the National Health Service Act 2006;
- (ii) any matter in respect of the following:
 - (a) to approve, by a majority of the Council of Governors voting, an appointment (by the Non-Executive Directors) of the Chief Executive other than the initial Chief Executive of the Trust appointed in pursuance of paragraph 19 of Schedule 7 to the National Health Service Act 2006;
 - (b) to give the views of the Council of Governors to Directors for the purposes of the preparation (by the Directors) of the document containing information as to the Trust's forward planning in respect of each financial year to be given to the Independent Regulator;

- (c) to respond as appropriate when consulted by the Directors in accordance with this Constitution.

All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if deemed appropriate by the Chair.

If a Governor so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).

In no circumstances may an absent Governor vote by proxy. Absence shall mean being absent at the time of the relevant vote.

Proposing Council of Governors' Written Resolutions

The Secretary, the Chair, or ten governors (including at least two elected governors and two appointed governors) who give written notice to the Secretary specifying the business to be carried out may propose a Council of Governors written resolution.

The following may be passed as a written resolution: votes relating to mergers, acquisitions, separations or dissolutions

A Council of Governors' written resolution is proposed by giving written notice of the proposed resolution to each governor. Notice by post, delivery in person, fax [or email] shall constitute written notice.

Notice of a proposed Council of Governors written resolution must indicate:

- i) the proposed resolution;
- ii) how to signify agreement to the resolution;
- iii) and the date by which it is proposed that the Council of Governors should adopt it. A proposed written resolution lapses if it is not passed before the end of the proposed adoption date

Electronic Meetings and Voting

A decision of the Council of Governors may be taken by any means when all eligible governors of the Council of Governors indicate to each other that they share a common view on a matter. References in this paragraph to eligible governors are to members of the Council of Governors who would have been entitled to vote on the matter had it been proposed at a meeting of the Council of Governors.

A decision may not be taken in accordance with this paragraph if the eligible governors would not have formed a quorum at such a meeting.

Where decisions of the Council of Governors are taken by means other than at a meeting or by written resolution, such decisions shall be recorded by the Secretary in permanent written form.

Committees

The Council of Governors may not delegate any of its powers to a committee or sub-committee, but it may appoint committees to assist the Council of Governors in carrying out its functions. The Council of Governors may appoint Governors to such committees and may invite Directors and other persons to attend in an advisory, non-voting capacity. The Council of Governors may, through the Secretary request that external advisors assist them or any committee they appoint in carrying out its duties. Committees established by the Council of Governors may meet in private for reasons of commercial confidentiality or other special reasons if the members of the Committee so decide.

Confidentiality

In the event of the Council of Governors, or any Committee established by the Governors, meeting in private for all or part of a meeting, Governors shall not, subject to any requirement of applicable law, disclose outside of the Council of Governors meetings the contents of the papers, discussions or minutes of the items taken in private.

2. Disclosure of interests

The Constitution requires Governors to declare any pecuniary, personal or family interest, 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. A family interest will include those of a Governor's spouse or partner. All Governors should declare such interests. Any Governors appointed or elected subsequently should do so on appointment or election.

Such interests should include:

- a) Directorships, including non-executive directorships held in private companies, plcs or public benefit corporations (with the exception of those of dormant companies).
- b) Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
- c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.
- d) A position of authority in a charity or voluntary organisation in the field of health and social care.
- e) Any connection with a voluntary or other organisation contracting for NHS services.
- f) Any other commercial interest in the decision before the meeting.

The following exceptions shall not be treated as interests:

- an employment contract with the Trust held by a Staff Governor;
- an employment contract with a local authority held by a local authority Governor;

- an employment contract with a partnership organisation held by a partnership Governor.

3. Declaring interests

At the time Governors' interests are declared, they shall be 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

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.

If a Governor has any doubt about the relevance of an interest, they should discuss it with the Chair or Secretary who shall advise them on whether or not to disclose the interest.

4. Code of Conduct

All members of the Council of Governors are required to comply with any Code of Conduct for Governors adopted by the Council of Governors or Board of Directors from time to time.

5. Additional Provisions

The Board of Directors may establish additional protocols and procedures for the operation of the Council of Governors as appropriate from time to time.

STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

1. Meetings of the Board of Directors

1.1. Calling and Notice of Meetings

Ordinary meetings of the Board shall be held on a bimonthly basis.

The Chair of the Trust may call a meeting of the Board at any time on not less than 14 and not more than 28 days' prior written notice, save in cases of urgency when, with the prior written consent of not less than three Executive Directors and three Non-Executive Directors, a meeting may be held on shorter notice.

One third or more Directors of the Board may requisition a meeting in writing. If the Chair refuses, or fails, to call a meeting within seven days of a requisition being presented, the Directors signing the requisition may forthwith call a meeting.

Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be delivered to every Director, or sent by post to the usual place of residence of each Director, so as to be available to Directors at least five clear days before the meeting. Want of service of such a notice on any Director shall not affect the validity of a meeting.

In the case of a meeting called by Directors in default of the Chair calling the meeting, the notice shall be signed by those Directors.

No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed.

A Director desiring a matter to be included on an agenda shall make their request in writing to the Chair at least 15 clear days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 15 days before a meeting may be included on the agenda at the discretion of the Chair.

Before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's principal offices, and prominently on the Trust's internet website, at least five clear days before the meeting.

1.2. Emergency Powers and Urgent Decisions

The powers which the Board has reserved to itself within these Standing Orders may in emergency or for an urgent decision be exercised by the Chief Executive and the Chair after having consulted at least two Non Executive Directors. The exercise of such powers by the Chief Executive and Chair shall be reported to the next formal meeting of the Trust Board in public session for formal ratification.

1.3. Admission of the Public and the Press

1.3.1 Admission and exclusion on grounds of confidentiality of business to be transacted

The public and representatives of the press may attend all public meetings of the Board, but shall be required to withdraw upon the Board resolving as follows:

- 'that representatives of the press, and other members of the public, be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest'.

1.3.2 General disturbances

The Chair or the person presiding over the meeting shall give such directions as they think fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Trust Board resolving as follows:

- 'That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Trust Board to complete its business without the presence of the public'.

1.3.3 Business proposed to be transacted when the press and public have been excluded from a meeting

Matters to be dealt with by the Board following the exclusion of representatives of the press, and other members of the public, as provided in (1.3.1) and (1.3.2) above, shall be confidential to the members of the Board. Members and Officers or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Trust, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the Board meeting which may take place on such reports or papers.

1.3.4 Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings

Nothing in these Standing Orders shall be construed as permitting the introduction by the public, or press representatives, of recording, transmitting, video or similar apparatus into meetings of the Board without express permission of the Chair.

1.4. Chair of the Meeting

1.4.1 At any meeting of the Trust Board the Chair, if present, shall preside. If the Chair is absent from the meeting, the Deputy Chair (if the Board has appointed one), if present, shall preside.

1.4.2 If the Chair and Deputy Chair are absent, such Director (who is not also an Executive Director of the Trust) as the Directors present shall choose shall preside.

1.5. Quorum

No business shall be transacted at a Board of Directors' meeting unless at least 2 Executive Directors and 2 Non-Executive Directors are present.

1.6. Voting

Every question put to a vote at a meeting shall be determined by a majority of the votes of Directors present and voting on the question.

1.7. Telephone Conference

Any Director or member of a committee of the Directors may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting.

1.8. Minutes

Minutes of any public meeting of the Board shall be published within 28 days of such meeting.

2. Committees and Delegation

The Board shall agree from time to time to the delegation of executive powers to be exercised by other committees, or sub-committees, or joint-committees. The Constitution and terms of reference of these committees, or sub-committees, or joint committees, and their specific executive powers shall be approved by the Board in respect of its sub-committees.

3. Disclosure of interests

The Constitution requires Directors to declare any pecuniary, personal or family interest, 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 Board of Directors. A family interest will include those of a Director's spouse or partner. All Directors should declare such interests. Any Directors appointed subsequently should do so on appointment.

Such interests should include:

- a) Directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies);
- b) Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
- c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;
- d) A position of authority in a charity or voluntary organisation in the field of health and social care;
- e) Any connection with a voluntary or other organisation contracting for NHS services;
- f) Research funding/grants that may be received by an individual or their department;
- g) Interests in pooled funds that are under separate management.

4. Declaring interests

At the time Board Directors' interests are declared, they should be entered on a register of interests of directors maintained by the Secretary.

Any changes in interests should be declared at the next Trust Board meeting following the change occurring and recorded in the minutes of that meeting.

During the course of Board of Directors' 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.

If a director has any doubt about the relevance of an interest, they should discuss it with the Chair or Secretary who shall advise them on whether or not to disclose the interest.

5. Additional Provisions

The Board of Directors may establish additional protocols and procedures for the operation of the Board of Directors and the economic, effective and efficient operation and good governance of the Trust generally, as appropriate from time to time.

FURTHER PROVISIONS

1. Appointment of the Chair and Non-Executive Directors

- 1.1.** Subject to the provisions of paragraph 21 of this Constitution, the process for appointing new Non-Executive Directors and the Chair will be as per the following paragraphs.
- 1.2.** The Chair and other Non-Executive Directors are to be appointed by the Council of Governors following a process of open competition. The current Chair or a Non-Executive Director may stand for reappointment.
- 1.3.** The Chair will chair the nominations committee.
- 1.4.** The Council of Governors shall agree with the nominations committee a clear process for the nomination of a new Chair and Non-Executive Directors.
- 1.5.** Once suitable candidates have been identified the nominations committee shall make recommendations to the Council of Governors.
- 1.6.** The nominations committee responsible for making recommendations regarding the appointment of Non-Executive Directors shall consist of a majority of Governors.
- 1.7.** When considering the appointment of Non-Executive Directors, the Council of Governors should take into account the views of the Board of Directors on the qualifications, skills and experience required for each position.
- 1.8.** For the appointment of a Chair, the nominations committee shall prepare a job specification defining the role and capabilities required including an assessment of the time commitment expected, recognising the need for availability in the event of emergencies. A Chair's other significant commitments shall be disclosed to the Council of Governors before appointment and included in the annual report. Changes to such commitments should be reported to the Council of Governors as they arise and included in the next annual report.
- 1.9.** The terms and conditions of appointment of Non-Executive Directors should be made available for inspection. The letter of appointment should set out the expected time commitment. Non-Executive Directors should undertake that they will have sufficient time to meet what is expected of them. Their other significant commitments should be disclosed to the Council of Governors before appointment, with a broad indication of the time involved and the Council of Governors should be informed of subsequent changes.

2. Appointment of the Chief Executive and other Executive Directors

2.1. The Chief Executive shall be appointed by the Non-Executive Directors subject to the approval of the Council of Governors.

2.2. A committee consisting of the Chair, the Chief Executive and the other Non-Executive Directors shall appoint the other Executive Directors.

MEMBERS' MEETINGS

1. Members' meetings

- 1.1. The Trust shall hold a members' meeting for all members (called the "Annual Members' Meeting") within six months of the end of each financial year of the trust.
- 1.2. Any members' meeting other than the Annual Members' Meeting shall be called a "Special Members' Meeting".
- 1.3. Both Annual Members' Meetings and any Special Members' Meetings shall be open to all members of the Trust, members of the Council of Governors and members of the Board of Directors, together with representatives of the Trust's auditors, and to members of the public. The Trust 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 any such meeting.
- 1.4. The Board of Directors may convene an Annual Members' Meeting or a Special Members' Meeting when it thinks fit. The Council of Governors may request the Board of Directors to convene a members' meeting.
- 1.5. The Board of Directors (or at least one member thereof) shall present to the members at the Annual Members' Meeting:
 - 1.5.1. the annual accounts;
 - 1.5.2. any report of the auditor on them;
 - 1.5.3. the annual report;
 - 1.5.4. a report on steps taken to secure that (taken as a whole) the actual membership of the Trust is representative of those eligible for such membership;
 - 1.5.5. the progress of the membership plan and
 - 1.5.6. the results of any election and appointments to the Council Governors, and any other reports or documentation it considers necessary or otherwise required by Monitor or the 2006 Act.
- 1.6. The Trust shall give notice of all members' meetings:
 - 1.6.1. by notice in writing to all members;
 - 1.6.2. by notice prominently displayed at the Trust's principal offices
 - 1.6.3. by notice on the Trust's website; and
 - 1.6.4. to the Council of Governors, the Board of Directors, and to the Trust's auditors,

stating whether the meeting is an Annual Members' Meeting or a Special Members' Meeting including the time, date, place of the meeting, and the business to be dealt with at the meeting at least 14 working days before the date of the relevant members' meeting (or, in the case of an Annual Members' Meeting, at least 21 working days before the date of the relevant meeting).

- 1.7. An accidental omission to give notice of a members' meeting or to send, supply or make available any document or information relating to the meeting, or the non-receipt of any such notice, document or information by a person entitled to receive any such notice, document or information shall not invalidate the proceedings at that meeting.
- 1.8. The Chair or in their absence the Deputy Chair shall preside at all members' meetings of the Trust. If neither the Chair nor the Deputy Chair is present, the governors present shall elect one of their number to act as Chair and if there is only one governor present and willing to act that person shall be Chair. If no governor is willing to act as Chair or if no governor is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to act as Chair.
- 1.9. The quorum for a members' meeting shall be 8 (eight) members present and entitled to vote. If a quorum is not present within thirty minutes from the time appointed for the meeting, the meeting shall stand adjourned for a minimum of seven days until such time as the Board of Directors determine.
- 1.10. The Chair may, with the consent of a members' meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn a members' meeting from time to time and from place to place or for an indefinite period.
- 1.11. A resolution put to the vote of a members' meeting shall be decided on a show of hands.
- 1.12. No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 1.13. If the Board of Directors, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a members' meeting at the time, date or place specified in the notice calling that meeting, it may move and/or postpone the general meeting to another time, date and/or place.
- 1.14. In the case of a members' meeting being adjourned or postponed for 14 days or more, at least seven working days' notice shall be given specifying the time and place of the adjourned members' meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
- 1.15. The Board of Directors may make any arrangement and impose any restriction it considers appropriate to ensure the security of a members' meeting.

- 1.16. Any approval to speak at a members' meeting must be given by the Chair. Speeches must be directed to the matter, motion or question under discussion or to a point of order. Unless in the opinion of the Chair it would not be appropriate or desirable to time limit speeches on any topic to be discussed having regard to its nature, complexity or importance, no proposal, speech or any reply may exceed three minutes. In the interests of time, the Chair may, in their absolute discretion, limit the number of replies, questions or speeches which are heard at any one members' meeting.
- 1.17. A person who has already spoken on a matter at a members' meeting may not speak again at that meeting in respect of the same matter except (i) in exercise of a right of reply, or (ii) on a point of order.
- 1.18. The Board of Directors shall cause minutes to be made and kept, in writing, of all proceedings at members' meetings.