

**Trust Board of Directors Meeting  
Report Summary**

<b>Date of Meeting: 11 January 2024</b>	
<b>Title of Document:</b> Trust Constitution	
<b>To be presented by:</b>  George Chalkias, Director of Governance	<b>Author:</b>  Ann Filby, Trust Secretary
<b>1. Status:</b> For Approval	
<b>2. Purpose:</b> Paragraph 45 of the Trust Constitution requires that amendments receive the approval of more than half of the Council of Governors and the Board of Directors. The Council considered and approved the proposed amendments at its meeting held on 6 December 2023, with further work required regarding appointed governor representation. NHS England are to be notified of any revisions.	
Relates to:	
Strategic Objective	All
Operational performance	N/A
Quality	Representation from governors enables views from the membership and the public to be taken account of in planning of services
Legal/Regulatory/Audit	NHS Act 2006, Schedule 7(1), requirements for Trust Constitution
Finance	N/A
Governance	That the use of the Trust Seal is properly regulated
NHS policy/public consultation	The Trust Constitution delivers requirements of the NHS Act 2006 to ensure that appropriate governance structures are in place. Additional stakeholder governor representation proposed to amplify the voice of key stakeholder groups
Accreditation/inspection	Governance structure reviewed annually. External Well-led governance review undertaken 2022 with reporting to Board on improvement plan progress in May and November 2023
Anchor institutions	N/A
ICS/ICB/Alliance	Proposal for enhanced representation on the Council of Governors from Suffolk and North East Essex Integrated Care System
Board Assurance Framework (BAF) Risk	BAF1 - Partnership working
Other	
<b>3. Summary:</b> As a Foundation Trust, ESNEFT is required to maintain a Trust Constitution that meets the requirements set out in Schedule 7 of the National Health Service Act 2006 (as amended). The Constitution must contain detailed information about how the Trust operates, the membership area, membership constituencies, composition of the Board and the Council of Governors, and details regarding the rules which apply to governor elections. Board members considered a range of proposals at its meeting held on 2 November 2023 prior to Council discussion.	

The Trust Constitution dated August 2020 has been reviewed, and as part of the review process, consideration has been given to how the membership constituencies could be updated to improve representation and engagement amongst our key stakeholders. The report presented to the Council of Governors on 6 December details the changes proposed.

Two documents are presented, a copy of the tracked changes and the final Constitution with all amendments accepted and page numbers revised. The major changes are:

- Staff constituency sub classes for Colchester and Ipswich replaced with a single ESNEFT constituency and an increase from five to six staff governors.
- Appointed governor increase from nine to 10. This includes removal of the second Healthwatch nomination, inclusion of one governor representing the Integrated Care System Voluntary Community, Faith and Social Enterprise (VCFSE) Assembly Addition (130 organisations) and one governor from a suitable organisation representing community diversity. A representative was sought from the Ipswich and Suffolk Council for Racial Equality (ISCRE). Unfortunately, whilst ISCRE were honoured to be considered, following lengthy discussion they are unable to take up this opportunity due to capacity constraints. Following approval, representation will be confirmed, and induction provided to new members of the Council.
- Lead Governor term of office amended from 12 months to three years or the remainder of a three-year term of office, with a limit of six years to align with the Chair and Non-Executive Directors' terms of office.
- Governor election voting system changed from First Past the Post to Single Transferable Vote. Implementation can lead to more diverse elections, and this means that all votes count.

#### **4. Recommendations / Actions**

The Board is invited to approve the revised Trust Constitution.