

Special Members' Meeting

Tuesday 8th January 2013
12.00 noon

Lecture Theatre, Education Centre, Arrowe Park Hospital

AGENDA

	Item	Attachment
1	Welcome Chairman	
2	Amendments to the Constitution - Rationale and Overview Chairman	
3	Questions from Members Chairman	
4	Resolution 1: To approve changes to the boundaries, size and composition of the Council of Governors and proposed transitional arrangements Refer tracked changes to Annexes 1-3 and Paragraph 44 re transitional plan (attached)	
5	Resolution 2: To support the other changes to the constitution, including amendments to Paragraphs 40 and 41 Refer tracked changes to paragraphs 40-41 (attached) A full copy of the constitution showing tracked changes is available to view on the Trust's website up until the close of the meeting on 8 th January 2013; copies will also be available at the meeting.	

ANNEX 1 – THE PUBLIC CONSTITUENCY

(Paragraphs 6.1 and 6.3)

Bebington and Clatterbridge
 Bidston and Cloughton
 Birkenhead, Tranmere and Rock Ferry
 Bromborough and Eastham
~~Burton, Ness, Willaston and Thornton~~
 Cloughton
~~Ellesmere Port~~
 Greasby, Frankby, Irby, ~~and~~ Upton and Woodchurch
 Heswall, Pensby and Thingwall
 Leasowe, Moreton and Saughall Massie
 Liscard and Seacombe
 Neston, Little Neston, Parkgate, ~~and~~ Riverside, Burton, Ness, Willaston and Thornton
 New Brighton and Wallasey
North West and North Wales¹
 Oxton and Prenton
~~Rock Ferry~~
~~Seacombe~~
~~Tranmere~~
 West Wirral
~~Woodchurch~~

The minimum number of members of each of the areas of the Public Constituency is to be four.

¹ This area of the Public Constituency comprises:

- the geographical area covered by the Betsi Cadwaladr University Local Health Board as set out in the Local Health Boards (Establishment and Dissolution) (Wales) Order 2009; and
- any other geographical area covered by the North West Strategic Health Authority, as set out in the Strategic Health Authorities (Establishment and Abolition) (England) Order 2006, which is not already included within any other area of the Public Constituency.

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ANNEX 2 – THE STAFF CONSTITUENCY

(Paragraphs 7.43 and 7.54)

~~1. 2.1 — r~~Registered medical practitioners and registered dentists

~~2. Registered nurses and registered midwives~~

~~3. Other healthcare professional staff~~

~~2.2 — registered nurses and registered midwives based at Arrowe Park Hospital~~

~~2.3 — registered nurses and registered midwives based at Clatterbridge Hospital and other sites~~

~~2.4 — other healthcare professional staff~~

~~4. 2.5 — e~~Other Trust staff

The minimum number of members of each class of the Staff Constituency is to be four.

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ANNEX 3 – COMPOSITION OF ASSEMBLY COUNCIL OF GOVERNORS

(Paragraphs 9.2 and 9.3)

~~1~~ The aggregate number of Public Governors is to be more than half of the total number of members of the Assembly Council of Governors.

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~~2~~ The Assembly Council of Governors, subject to the 2006 Act, shall seek to ensure that through the composition of the Assembly Council of Governors:

~~2.1~~ the interests of the community served by the Foundation Trust are appropriately represented;

~~2.2~~ the level of representation of the Public Constituency, the classes of the Staff Constituency and the appointing organisations strikes an appropriate balance having regard to their legitimate interest in the Foundation Trust's affairs;

and to this end, the Assembly Council of Governors:

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~~2.3~~ shall at all times maintain a policy for the composition of the Assembly Council of Governors which takes account of the membership strategy; and

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~~2.4~~ shall from time to time and not less than every three years review the policy for the composition of the Assembly Council of Governors; and

~~2.5~~ when appropriate shall propose amendments to this constitution in respect of the composition of the Assembly Council of Governors.

~~3~~ The Assembly Council of Governors of the Foundation Trust is to comprise:

~~3.1~~ nineteen Public Governors from the following areas of the Public Constituency:

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~~3.1.1.1~~ Bebington and Clatterbridge – one Public Governor;

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~~3.1.2.1.2~~ Bidston and Cloughton – one Public Governor;

~~3.1.3.1.3~~ Birkenhead, Tranmere and Rock Ferry – one Public Governor;

~~3.1.4.1.4~~ Bromborough and Eastham – one Public Governor;

~~3.1.5~~ Burton, Ness, Willaston and Thornton – one Public Governor

~~3.1.6 Claughton – one Public Governor~~

~~3.1.7 Ellesmere Port – one Public Governor~~

~~3.1.8~~1.5 Greasby, Frankby, Irby, ~~and~~ Upton ~~and~~
Woodchurch – one Public Governor;

~~3.1.9~~1.6 Heswall, Pensby and Thingwall – one Public
Governor;

~~3.1.10~~1.7 Leasowe, Moreton and Saughall Massie – one
Public Governor;

~~3.1.11~~1.8 Liscard ~~and~~ Seacombe – one Public Governor;

~~3.1.12~~1.9 Neston, Little Neston, Parkgate, ~~and~~ Riverside,
Burton, Ness, Willaston and Thornton – one Public Governor;

~~3.1.13~~1.10 New Brighton and Wallasey – one Public
Governor;

1.11 North West and North Wales – one Public Governor;

~~3.1.14~~1.12 Oxton and Prenton – one Public Governor; ~~and~~

~~3.1.15 Rock Ferry – one Public Governor~~

~~3.1.16 Seacombe – one Public Governor~~

~~3.1.17 Tranmere – one Public Governor~~

~~3.1.18~~1.13 West Wirral – one Public Governor;

~~3.1.19 Woodchurch – one Public Governor~~

~~3.22~~ five Staff Governors from the following classes;

~~3.2.12~~1 registered medical practitioners and registered
dentists – one Staff Governor;

~~3.2.22~~2 registered nurses and registered midwives
~~based at Arrowe Park Hospital – one~~two Staff Governors;

~~3.2.3 registered nurses and registered midwives based at Clatterbridge
Hospital and other sites – one Staff Governor~~

~~3.2.4~~2.3 other healthcare professional staff – one Staff
Governor; ~~and~~

~~3.3 other Trust staff – one Staff Governor;~~

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3.4 ~~three PCT Governors, two to be appointed by NHS Wirral PCT and one to be appointed by Western Cheshire NHS PCT;~~

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3.53 ~~four~~two Local Authority Governors; ~~three~~ to be appointed by Wirral Metropolitan Borough Council ~~and one to be appointed by Cheshire West and Chester Council;~~

3.64 ~~six~~four Partnership Governors to be appointed by ~~Partnership Organisations;~~

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4 ~~The Partnership Organisations that may appoint a Partnership Governor are:~~

4.1 Liverpool University – one Partnership Governor;

4.2 ~~Wirral Chamber of Commerce – one Partnership Governor~~

4.34.2 Foundation Trust Partnership Steering Group – two Partnership Governors; and

4.44.3 Wirral Third Sector Assembly – ~~one~~two Partnership Governors.

44. Transitional provisions relating to amendments to public and staff constituencies and Council of Governors in 2013

44.1 For the purposes of this paragraph, the "Date of Approval" shall mean the date on which Monitor approves the amendments to this constitution relating to the public constituency, staff constituency and the Council of Governors made by the Foundation Trust in 2013.

44.2 From the Date of Approval:

44.2.1 members of the following classes of the public constituency (specified in columns 1 to 3 inclusive) will be merged to form a new class of the public constituency (specified in column 4) as follows:

<u>Column 1</u>	<u>Column 2</u>	<u>Column 3</u>	<u>Column 4 – new class of the public constituency</u>
<u>Bidston</u>	<u>Claughton</u>	<u>N/A</u>	<u>Bidston and Claughton</u>
<u>Birkenhead</u>	<u>Tranmere</u>	<u>Rock Ferry</u>	<u>Birkenhead, Tranmere and Rock Ferry</u>
<u>Greasby, Frankby, Irby and Upton</u>	<u>Woodchurch</u>	<u>N/A</u>	<u>Greasby, Frankby, Irby, Upton and Woodchurch</u>
<u>Liscard</u>	<u>Seacombe</u>	<u>N/A</u>	<u>Liscard and Seacombe</u>
<u>Neston, Little Neston, Parkgate and</u>	<u>Burton, Ness, Willaston and Thornton</u>	<u>N/A</u>	<u>Neston, Little Neston, Parkgate, Riverside, Burton,</u>

<u>Riverside</u>			<u>Ness, Willaston and Thornton</u>
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44.2.2 members of the Ellesmere Port class of the public constituency will be transferred to the newly formed North West and North Wales class of the public constituency.

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44.2.3 members of the following two classes of the staff constituency will merge:

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44.2.3.1 registered nurses and registered midwives based at Arrowe Park Hospital; and

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44.2.3.2 registered nurses and registered midwives based at Clatterbridge Hospital

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to become the newly formed "registered nurses and registered midwives" class of the staff constituency.

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44.2.4 Subject to paragraph 44.2.5, any Public or Staff Governor who is in office at the Date of Approval may remain in such office for the remainder of their term, unless his term in office is terminated or he is removed from office in accordance with the terms of this constitution.

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44.2.5 From the Date of Approval:

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44.2.5.1 The Governors representing a class of the public constituency specified in either columns 1, 2 or 3 of the table at paragraph 44.2 shall represent the corresponding class within column 4 of that table.

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44.2.5.2 The Governor representing the Ellesmere Port class of the public constituency will represent the newly formed North West and North Wales class of the public constituency.

44.2.5.3 the Governors representing the two classes at paragraph 44.2.3.1 or paragraph 44.2.3.2 shall represent the newly formed "registered nurses and registered midwives" class of the staff constituency.

44.2.6 Following the Date of Approval, elections for a new Governor to represent any of the new classes specified within column

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4 of the table at paragraph 44.2 shall not take place until such time as all of the Governors representing that respective class by virtue of the transitional provisions in this paragraph 44 have either:

44.2.6.1 reached the end of their term in office;

44.2.6.2 are removed from office; or

44.2.6.3 had their office terminated in accordance with this constitution.

whichever is the earlier.

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40. Amendment of the Constitution

~~38.~~

~~38.1~~ The Foundation Trust Subject to paragraph 39.2 below no amendment to this Constitution shall be valid unless it has been approved by two thirds of those Governors present and voting at a meeting of the Assembly Council of Governors and has subsequently been approved by Monitor.

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~~38.2~~ Any amendment to this Constitution which requires:

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~~38.2.1~~ any amendment to the boundaries of the Public Constituency (as set out in Annex 1 of the Constitution) and/or the boundaries of the Staff Constituency (as set out in Annex 2 of the Constitution); or

~~38.2.2~~ any amendment to the numbers of Governors comprising the Assembly Council of Governors as set out in Annex 3 of the Constitution;

40.1 shall only be valid where it has been approved by two thirds of the Members present and voting at a meeting duly called by order of the Assembly Council of Governors in accordance with this Constitution and has subsequently been approved by Monitor. Trust may make amendments of its constitution only if:

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40.1.1 More than half of the members of the Council of Governors of the Foundation Trust voting approve the amendments; and

40.1.2 More than half of the members of the Board of Directors of the Foundation Trust voting approve the amendments.

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40.2 Amendments made under paragraph 40.1 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.

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40.3 Where an amendment is made to the constitution in relation to 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 Foundation Trust):

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40.3.1 At least one member of the Council of Governors must attend the next Annual Members' meeting and present the amendment; and

40.3.2 The Foundation Trust must give the members an opportunity to vote on whether they approve the amendment.

40.4 If, in accordance with paragraph 40.3, more than half of the members voting approve the amendment to the constitution in relation to the powers or duties of the Council of Governors, the amendment continues to have effect. Otherwise, the amendment ceases to have effect and the Foundation Trust must take such steps as are necessary as a result.

40.5 Amendments by the Foundation 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.

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30.41. Mergers

The Foundation Trust may only apply for a merger, acquisition, separation or dissolution of the Foundation Trust with the approval of more than half of the members of the Council of Governors. The Foundation Trust may in accordance with section 56 of the 2006 Act apply to Monitor jointly with another NHS Foundation Trust or an NHS Trust for authorisation of the dissolution of the Foundation Trust and the transfer of some or all of their property and liabilities to a new NHS Foundation Trust established under that section. Such application shall only be made if it is approved by not less than two thirds of the present and voting members of the Foundation Trust present and voting at a members' meeting duly called by order of the Assembly Council of Governors in accordance with this eConstitution.

Comment [JTS1]: Awaiting decision by L