

Annual General Meeting

7.00* Tuesday 25th September 2007, 5th Floor Lecture Theatre

Agenda

- 1 Chair's opening remarks
Nicholas Selbie, Trust Chair
- 2 Apologies for absence
- 3 Proposed changes to the constitution
[paper Sep 07/1, enclosed] For agreement
Nicholas Selbie, Trust Chair
- 4 To receive the 2006/7 annual report and
abridged accounts For information
[previously made available by internet or on
request, copies also available at the meeting]
- 5 Panel Discussion
Nicholas Selbie, Trust Chair
Richard Strang, Chair of the Audit Committee
Professor Sir Andrew Likierman, Senior
Independent Director
Dr Nicholas Temple, Chief Executive
Simon Young, Director of Finance
Trudy Klauber, The Dean
Matthew Patrick, Trust Director

*This meeting will follow a talk by Mr Sebastian Faulks starting at 6pm;
therefore, the formal business meeting will not start at 6pm but at about 7pm.

Annual General Meeting : September 2007

Item : 3

Title : Proposed changes to the constitution

Summary:

The trust is obliged to review the constitution and standing orders annually to ensure they remains up to date.

The Governors considered the constitution, and having also considered the size of each constituency in relation to the number of governors, it was apparent that there should be more governors to represent members outside London and fewer in Camden. This is the only significant amendment.

Other amendments propose deleting obsolete parts and updating out of date parts.

The senior managers and the Board of Directors also considered the proposed changes and those presented below are the final proposals agreed by all parties.

Members are asked to approve these changes.

For : Agreement

From : Trust Chair

Review of Constitution, Election Rules, and Standing Orders

A: Obsolete sections, formatting, minor amendments

- 1** ***Transition to NHS FT status***
 The references to the transition period between NHS trust and NHS foundation trust status); this period has passed:

Recommendation: delete and renumber

20, 21, 22.2, 23.3, 24

- 2** ***Para 29 -registers***
 Monitor's *Code of Governance* requires that the trust note independence of Non-Executive Directors

Recommendation: add

"29.6 a register of the independent status of Non-Executive Directors"

- 3** ***Para 36 Annual report and annual plan***
 This section is ambiguous

Recommendation: amend heading, add sub headings, and correct grammar

New heading "Annual Report and Annual Plan"

Above 36.1 add in italics "Annual Report"

Above 36.3 add in italics "Annual Plan"

Delete "forward" (this is a tautology) in all sections

- 4** ***BDSO Annex 1.2***
 The reference is incorrect

Recommendation: replace with

"BDSO¹ 3"

- 5** ***Trust Secretary***
 Since adopting the constitution, the trust appointed a Trust Secretary responsible for corporate administration

Recommendation: replace references to "secretary" to "Trust Secretary"

Para	30
BDSO ² s	6.3, 7.3, 7.6, 7.11, 7.12, 7.15, 7.22
Annex 7a	10j, 11j
Annex 7b	as stated

¹ BGSO stands for Board of Governors' Standing Orders

² BDSO stands for Board of Directors Standing Orders

6 Mis-numbering

Annex 7a 11 & 12 c-h should be listed as i-vi. BDSO 2.4 should be 2.3

Recommendation: renumber as appropriate

7 Appointments Committee

This committee is in fact a nomination panel

Recommendation –replace

BGSO 4 replace “Appointments Committee” with “Nomination Panel”

8 Conflict of interest of the Trust Chair in proceedings related to the Trust Chair’s remuneration

Good practice recommends the Trust Chair not be present during discussions

Recommendation –add

To para 28.1 “The Trust Chair shall not be present during discussion relating to the Trust Chair’s pay, a temporary chair may be elected for this part of the meeting if the Deputy Chair of the Trust is not available”.

9 Powers of the trust

This section is not consistent with the Act³

Recommendation –add

To 3.2 insert “all” before “powers”

10 Appointed governors

The list of appointing bodies does not indicate the function of the governors

Recommendation replace with:

Annex 3

“Patient service commissioning [nominated by Camden PCT]	1	
Local authorities [as nominated by the London Borough of Camden]	1	
Non-statutory sector [as nominated by Voluntary Action Camden]	1	
Specialist Commissioning [due to NHS reorganisation currently the Director, Mental Health, Prison Health & Substance Misuse Strategy & Commissioning, London SHA]	1	
University of Essex		1
University of East London		1
Education commissioning [as nominated by the London Strategic Health Authority]	1	
		7

The text in the square brackets is included here for information; this would be omitted from the final text in annex 3 but would be published on the trust’s website.

11 Nomenclature

References to “sub-committee” in BGSOs 5, 6 and 7 should read “panel”

³ National Health Service act 2006, Schedule 7, para 15 (2)

Recommendation:

Replace all.

12 BGSO 9.1
Confused wording

Recommendation –replace

first “committee” with “Board of Governors” delete remainder

13 Board of Governors meetings
Apparent restriction on number of meetings

Recommendation –insert

Before 3 “not less than”

14 Committees
Some wording is confusing, and in the case of the Board of Directors restrictive.

Recommendations

a) In BGSO 9.1 delete first “committee” and replace with “Board of Governors and delete remainder.

b) In BDSO 4.1 insert at then end add “and other advisory committees reporting to the Board of Directors consisting wholly or partly of directors of the Trust, including the Executive director to whom specified powers of the trust have been delegated”.

15 Distribution of Papers
Members of boards and committee wish to receive papers sooner.

Recommendation: increase from “5 days” to “five working days” in:

BGSO 2.3.2

BDSO 2.4.3

B: Substantive Changes

16 Balance of Representation
As was seen in the membership report, there is an imbalance of governors to members. The trust could not have known the number of members in each class until the close of the nomination period, it was suggested that this be reviewed following the election.

Recommendation

- a) *adjust Annex 1 to take effect for the 2009 elections*
- b) *If a governor leaves in an over-represented class in the interim then the seat will be allocated to the new class and filled according to para 10.4*

To read:

<u>Area</u>	<u>Governor Seats</u>	<u>Minimum membership of class</u>
Camden	3	200
Rest of England2 And Wales”		200

17 Appointment of auditors

Since the development of the BGSOs, the Code of Governance was published. The code indicates a process different to that outlined.

Recommendation: delete BGSO 7 & and replace with:

- i) The Board of Governors shall take a lead in agreeing with the Audit Committee the criteria for appointing, reappointing, and removing the external auditors.
- ii) The Audit Committee shall make recommendations to the Board of Governors, in relation to the appointment, reappointment, and removal of the external auditors.
- iii) If the Board of Governors does not accept the Audit Committee’s recommendation, the Board of Directors should include shall include in the annual report statement from the Audit Committee explaining its recommendation and a statement on the position of the Board of Governors’.

Recommendation

That all above changes are agreed.

Nicholas Selbie
 Trust Chair

30th August 2007