

Board of Directors - Public

SUMMARY REPORT

Meeting Date: 27 November 2024

Agenda Item: 23

Report Title:	Governance Report	
Author(s):	Dawn Pearson, Associate Director of Communications and Corporate Governance and Amber Wild, Corporate Assurance Manager	
Accountable Director:	Dawn Pearson, Director of Communications and Corporate Governance	
Other Meetings presented to or previously agreed at:	Committee/Group:	Audit and Risk Committee Council of Governors
	Date:	14 October 2024 24 October 2024
Key Points recommendations to or previously agreed at:	Audit and Risk Committee and the Governors confirmed their support for the changes in advance of discussion and approval at the November Board of Directors.	

Summary of key points in report

Alert

None

Advise

The Annual members meeting approved changes to the Constitution as recommended by the Council of Governors and Board of Directors on 26 September 2024.

Additional changes are required to the Constitution at the recommendation of the Trust Secretary. These do not relate to elements which require the approval of the Annual Members Meeting. The Audit and Risk Committee confirmed their support for these changes in advance of discussion and approval at the November Board of Directors, and they have also been shared at the Council of Governors meeting in October.

The additional changes relate to the following:

Amendments required to Section 5 Annex 8 Board of Directors Standing Orders

To recommend inclusion of a paragraph related to our arrangements in respect of the Committee in Common of the Mental Health, Learning Disability and Autism Collaborative. This is referenced in our Annual Report 2023/24 and for completeness should be reflected as follows:

The Trust is part of the South Yorkshire Mental Health Learning Disability and Autism

Collaborative which is made up of four Trusts – Sheffield Health and Social Care NHS FT, Rotherham Doncaster and South Humber NHS FT, Sheffield Children’s NHS FT and South West Yorkshire Partnership NHS FT. This is structured as a joint working agreement which sets out the vision, role, priorities, rules of working and key workplan of the collaborative and terms of reference for the Collaborative have been agreed by the constituent Boards. Each of the four Trusts has its own committee in common with these then coming together as a joint committee in common (Provider Collaborative Board). The Committee in Common arrangement provides a flexible framework for aligned decision making.

Amendments required to Section 9 Annex 8 Board of Directors Standing Orders

Note - changes to the scheme of delegation post approval by the Board in March 2024 have been made. To recommend it be noted that changes required by, and approved by, the Board of Directors to their Standing Orders, Standing Financial Instructions or Scheme of Delegation where these affect the Constitution, will be made as required and noted to the Council of Governors and Board of Directors in regular governance reporting. This is a matter for Board of Directors approval.

Appendix 1 provides an extract from the Constitution outlining the process for approval amendments to the document.

Recommendation for the Board/Committee to consider:

Consider for Action		Approval	x	Assurance	x	Information	
The Board of Directors is asked to consider the changes presented and approve the proposed changes to the Constitution							

Please identify which strategic priorities will be impacted by this report:

Effective Use of Resources	Yes	X	No	
Deliver Outstanding Care	Yes	X	No	
Great Place to Work	Yes	X	No	
Ensuring our services are inclusive	Yes	X	No	

Is this report relevant to compliance with any key standards ? State specific standard

Care Quality Commission Fundamental Standards	Yes	X	No		WL4: Well-Led Development plan ‘The Trust must ensure that effective governance systems are in place to assess, monitor and improve the quality and safety of services’
Data Security Protection Toolkit	Yes		No	X	
Any Other Standards	Yes		No	X	

Have these areas been considered? YES/NO

If Yes, what are the implications or the impact?
If no, please explain why

Service user/Carer Safety, Engagement and Experience	Yes	X	No		Detail would be covered within the assurances referenced
Financial (revenue & capital)	Yes	X	No		
OD/Workforce	Yes	X	No		
Equality, Diversity & Inclusion	Yes	X	No		
Legal	Yes	X	No		
Environmental Sustainability	Yes	X	No		

Appendix 1

For reference. Extract from the Constitution on process for approving changes to the Constitution

43. AMENDMENT OF THE CONSTITUTION

- 43.1 The Trust may make amendments of its constitution only if:
- 43.1.1 more than half of the members of the Council of Governors of the Trust voting approve the amendments, and
 - 43.1.2 more than half of the members of the Board of Directors of the Trust voting approve the amendments.
- 43.2 Amendments made under paragraph 43.1 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.
- 43.3 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 Trust):
- 43.3.1 At least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment, and
 - 43.3.2 The Trust must give the members an opportunity to vote on whether they approve the amendment.
- 43.4 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.
- 43.5 Amendments by the Trust of its constitution are to be notified to the Independent Regulator. For the avoidance of doubt, the Independent Regulator's functions do not include a power or duty to determine whether or not the constitution, as a result of the amendments, accords with Section 7 of the 2006 Act.