



North East Ambulance Service
NHS Foundation Trust

Constitution

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**CONSTITUTION OF THE NORTH EAST AMBULANCE
NHS FOUNDATION TRUST**

1. Definitions

1.1. In this Constitution:

“the 2006 Act”	means the National Health Service Act 2006
“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
“Area of the Trust”	means the area consisting of all the areas specified in Annex 1 as an area for a Public Constituency
“Authorisation”	means the authorisation issued by the Independent Regulator under Section 35 of the 2006 Act which can be given on any terms the Regulator so wishes
“Board of Directors”	means the Board of Directors as constituted in accordance with this Constitution
“Chairman”	means the person who is the Chairman of the Board of Directors and the Council of Governors
“Chief Executive”	means the Chief Executive of the Trust appointed in accordance with the terms of this Constitution
“Class”	means a category (class) of membership within the Staff Constituency as provided for in Schedule 7 to the 2006 Act and more particularly set out in this Constitution
“Council of Governors”	means the Council of Governors as constituted in accordance with this Constitution
“Deputy Chairman”	means in relation to the: Board of Directors – a Non-Executive Director appointed as Deputy Chairman in accordance with the provisions of this Constitution who will preside over a meeting of the Board of Directors when the Chairman is absent or when the Chairman declares a conflict of interest which precludes him from presiding as Chairman at that meeting
“Director”	means a member of the Board of Directors
“Executive Director”	means an Executive Director of the Board of Directors including the Chief Executive where the context so permits
“Financial Year”	Means: (a) the period beginning with the date on which the Foundation Trust is authorised and ending with the next 31 st March; and (b) each successive period of twelve months beginning with 1 st April
“Governor”	Means a member elected or a person appointed as a member of the Council of Governors, according to the arrangements applicable to that class of membership of the Council of Governors

“Independent Regulator”	means the regulator for the purposes of Part 2 of the 2006 Act (otherwise known as Monitor – The Independent Regulator of NHS Foundation Trusts)
“Local Authority Governor”	means a Governor appointed by one of more local authorities whose area includes the whole or part of one of the areas of the Trust
“Member”	means a member of the Trust
“Non-Executive Director”	means a Non-Executive Director of the Board of Directors including the Chairman where the context so permits
“Partnership Governor”	means a Governor appointed by one of the partnership organisations specified in this Constitution
“PCT Governor”	means a Governor appointed by a Primary Care Trust for which the Trust provides goods or services
“Public Constituency”	means those constituencies referred to in Annex 1 and “Public Constituency” shall mean each of those constitutions singly and all of them collectively
“Public Governor”	means a Governor elected by the members of the Public Constituency
“Register of Sex Offenders”	means the register to be maintained for the purposes of Part II of the Sexual Offenders Act 2003
“Secretary”	means the Secretary of the Trust or any other person appointed by the Trust to perform the duties conferred on the Secretary by this Constitution, including a joint, assistant or deputy Secretary
“Staff Constituency”	means that part of the Trust’s membership consisting of the staff of the Trust and which is divided into the classes as provided by this Constitution as referred to in Annex 2
“Staff Governor”	means a member of the Council of Governors elected by the members of the relevant class within the Staff Constituency in accordance with the provisions of this Constitution
“The Trust”	means the North East Ambulance Service NHS Foundation Trust

- 1.2. Unless the contrary intention appears or the context otherwise requires, words or expressions contained in this Constitution bear the same meaning as in the 2006 Act
- 1.3. Reference in this Constitution to legislation include all amendments, replacements or re-enactments made, and all regulations, statutory guidance or directions
- 1.4. Headings are for ease of reference only and are not to affect interpretation
- 1.5. Words importing the masculine gender shall include the feminine gender and words importing the singular shall include the plural and vice-versa
- 1.6. References in the Constitution to paragraphs are to paragraphs in this Constitution
- 1.7. All Annexes referred to in this Constitution form part of it

2. **Name**

The name of the Foundation Trust is **North East Ambulance Service NHS Foundation Trust** (the Trust)

3. **Principal Purpose**

The Trust's principal purpose is the provision of goods and services for the purposes of the health service in England

4. **Functions**

- 4.1. The Trust shall provide goods and services related to the provision of health care in accordance with its statutory duties and the terms of the Authorisation
- 4.2. The Trust may also carry out other activities, subject to any restrictions in its Authorisation, for the purpose of making additional income available in order to carry on the Trust's principal purpose better
- 4.3. The profits or surpluses of the Trust are not to be distributed (either directly or indirectly) amongst members
- 4.4. The Trust shall exercise its functions effectively, efficiently and economically

5. **Powers**

- 5.1. The powers of the Trust are set out in the 2006 Act, subject to any restrictions in the terms of Authorisation. In fulfilling its objectives, the Trust may exercise all the statutory and other powers available to it
- 5.2. Without prejudice to the generality of those powers, the Trust may in particular:
 - 5.2.1. acquire and dispose of property;
 - 5.2.2. enter into contracts;
 - 5.2.3. accept gifts of property (including property to be held on trust for the purposes of the Trust or for any purpose relating to health services);
 - 5.2.4. employ staff;
 - 5.2.5. borrow money for the purposes of or in connection with its functions, subject to the limit set by the Independent Regulator;
 - 5.2.6. invest money (other than money held by it as a trustee) for the purpose of or in connection with its functions;
 - 5.2.7. give financial assistance (whether by way of a loan, guarantee or otherwise) to any person for the purpose of or in connection with its functions; and
 - 5.2.8. pay remuneration and allowances to any person, including the power to make arrangements for providing or securing the provision of pensions or gratuities (including payable by way of compensation for loss of employment or loss or reduction in pay)
- 5.3. The powers of the Trust shall be exercised by the Board of Directors
- 5.4. Any of these powers may be delegated to a Committee of Directors or to an Executive Director

6. **Framework**

The following paragraphs describe the governance arrangements within the Trust. The affairs of the Foundation Trust are to be conducted by the Board of Directors, the Council of Governors and the members in accordance with this Constitution

6.1. Members

The Trust shall have members, each of whom shall be members of either a Public or a Staff Constituency

- 6.1.1. The members may vote at the elections to the Council of Governors. They may take part in consultation and opinion-testing exercises conducted by the Trust and attend open meetings of the Trust
- 6.1.2. A member can stand for election to the Council of Governors
- 6.1.3. A member will receive care and treatment in the Trust on exactly the same basis as any other NHS patient (that is, whether they are a member or not)
- 6.1.4. Members will not be required to pay a subscription
- 6.1.5. The Council of Governors may ask members for their views
- 6.1.6. Members of the Public Constituencies are eligible for appointment as Non-Executive Directors, including appointment as the Chairman

6.2. Council of Governors

- 6.2.1. The Trust is to have a Council of Governors which shall comprise both elected and appointed Governors.
- 6.2.2. The composition of the Council of Governors is specified in **Annex 3** of this Constitution
- 6.2.3. The role and responsibilities of the Council of Governors are to be carried out in accordance with the Constitution and the Trust's Authorisation. The role and responsibilities are set out in **Annex 5** of this Constitution
- 6.2.4. All Governors shall, in discharging their roles and responsibilities under the 2006 Act and under this Constitution, act at all times in the best interests of the Trust

6.3. Board of Directors

- 6.3.1. The Trust shall be managed by the Board of Directors, who shall exercise all the powers of the Trust subject to any contrary provisions of the 2006 Act as given effect by this Constitution
- 6.3.2. The role of Directors as members of the Board of Directors is to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

6.4. General Provision

Any dispute or complaint arising from application of the procedures set out in the Constitution, or any aspect of the membership or election arrangements for the Trust will be resolved by the Secretary, in consultation with the Chairman and Chief Executive

7. **Membership and Constituencies**

- 7.1. The Trust shall have members; each of whom shall be a member of one of the following two Constituencies:

- a) a Public Constituency; or
- b) a Staff Constituency

7.2. Membership Application

- 7.2.1. A person may become a member by application to the Trust in accordance with the Constitution or, where so provided for in this Constitution, by being invited by the Trust to become a member of a class of the Staff Constituency in accordance with paragraph 7.2.4
- 7.2.2. Where a person applies to become a member, the Trust will consider his application for membership as soon as reasonably practicable following its receipt and unless that person is ineligible or is disqualified from membership, the Secretary shall cause his name to be entered into the register of members and that person shall thereupon become a member
- 7.2.3. A person shall become a member on the date upon which his name is entered on the Register of Members and that person shall cease to be a member upon the date on which his name is removed from the Register of Members as provided for in this Constitution
- 7.2.4. Where a person is invited by the Trust to become a member of a class of the Staff Constituency in accordance with paragraph 7.8 that person shall automatically become a member and shall have their name entered on the Register of Members unless, within the period specified in the said invitation, that person has informed the Trust that he does not wish to become a member

7.3. Restriction on Membership

- 7.3.1. A person who is a member of a Constituency or a class within that Constituency, may not (while that membership continues) be a member of any other Constituency or class
- 7.3.2. A person 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. He may however, transfer existing membership of a Constituency, or of a class within a Constituency, to an alternative Constituency, or of an alternative class within a Constituency, of which he meets the qualifying criteria
- 7.3.3. Further restrictions as to the circumstances in which an individual may not become or continue as a member of the Trust are set out in **Annex 8** of this Constitution
- 7.3.4. All membership is individual and there shall be no facility for corporate membership

7.4. Disqualification from Membership

- 7.4.1. A person is disqualified from being a member of the Trust if:
 - a) he is under the age of 12 years;
 - b) does not live within an area specified in **Annex 1** as an area for a Public Constituency of the Trust;
 - c) he has caused harm or causes harm to a NHS staff member or registered volunteer whether that be verbal or physical assault, violence or serious harassment or has been issued with a Personal Safety and Security Warning by the Trust;

- d) the Council of Governors resolves that him doing so would or would likely to:
 - i) prejudice or impede the ability of the Trust to fulfil its purpose under this Constitution or otherwise discharge its duties or functions;
 - ii) harm the Trust's work with other persons or bodies with whom it is engaged or may be engaged in the provision of goods and services;
 - iii) adversely affect public confidence in the goods or services provided by the Trust; or
 - iv) otherwise bring the Trust into disrepute

7.4.2. It is the responsibility of each member, not the Trust, to ensure his eligibility. A member who becomes aware of his ineligibility shall inform the Trust as soon as practicable and that person shall be removed forthwith from the Register of Members and shall cease to be a member. The Secretary will however, take reasonable steps to verify eligibility from the information collected through membership registrations and where the Trust considers that a member may have ceased to be eligible for membership, the Secretary shall carry out all reasonable enquiries to establish if this is the case

7.4.3. Where the Trust considers that there may be reasons for concluding that a member or an applicant for membership may be ineligible or be disqualified for membership, the Secretary shall advise that individual of those reasons in summary form and invite representations from the member or applicant within 14 days or such other reasonable period as the Secretary may in absolute discretion determine. Any representations received shall be considered by the Secretary who shall make a decision, in conjunction with the Chairman and/or Chief Executive, on the member or applicant's eligibility or disqualification as soon as reasonably practicable and shall give notice in writing within 14 days of the decision being made

7.4.4. If no representations are received within the period specified in 7.4.3 the Secretary shall be entitled nonetheless to proceed and make a decision, notwithstanding the absence of any such representations from him

7.4.5. Upon a decision being made under paragraphs 7.4.3 and 7.4.4 above, where appropriate the member's name shall be removed from the Register of Members forthwith and he shall thereupon cease to be a member. In the event of a dispute, the Secretary shall refer the matter to the Council of Governors

7.5. Termination of Membership

7.5.1. A member shall cease to be a member if he:

- a) resigns by notice to the Secretary;
- b) ceases to fulfil the requirements of paragraphs 7.7 or 7.8;
- c) becomes disqualified by reasons set out in paragraph 7.4;
- e) is expelled under this Constitution as specified in **Annex 8**; or
- f) is deemed to be disqualified by the application of paragraph 7.4

7.5.2. Staff will automatically cease to be eligible for membership of the Staff Constituency upon termination of their employment with the Trust

7.5.3. Former employees will be eligible to become a member of the Public Constituency if they live within the area of the Trust

7.6. Membership and Meetings

7.6.1. A general members' meeting shall be held prior to 31st October each year at which the Board of Directors will present the Annual Accounts, any report of the Auditor on them and the Annual Report. An invitation will be extended to all members.

7.7. Membership - Public Constituency

7.7.1. 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

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

7.7.3. The minimum number of members in each area for the Public Constituency is specified in **Annex 1**

7.7.4. The individual areas that make up the composite "Public Constituency" area may not be sub-divided

7.8. Membership - Staff Constituency

7.8.1. 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:

- a) he is 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
- b) he has been continuously employed by the Trust under a contract of employment for at least 12 months

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

7.8.3. An individual who is eligible to become a member of the Staff Constituency and is invited by the Trust to become a member of the relevant class of the Staff Constituency shall become a member of the Trust as a member of the relevant class within the Staff Constituency without an application being made, unless he informs the Trust that he does not wish to do so

7.8.4. The Staff Constituency shall be divided into 4 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

7.8.5. The minimum number of members in each class of the Staff Constituency is specified in **Annex 2**

7.8.6. The Secretary shall make the final decision about the class of which an individual is eligible to be a member, in conjunction with the Chairman and the Chief Executive

8. Council of Governors

8.1. Composition of Council of Governors

- 8.1.1. The Trust is to have a Council of Governors which shall comprise both elected and appointed Governors. Only persons elected or appointed under the provisions of paragraphs 8.3, 8.4, 8.5 and 8.6, may serve as members of the Council of Governors
- 8.1.2. The composition of the Council of Governors is specified in **Annex 3**
- 8.1.3. More than half of the Council of Governors must be from the Public Constituency
- 8.1.4. The Council of Governors may appoint advisors to assist it. The advisors may not be designated as Governors and may not be given voting rights. The appointment of advisors to the Council of Governors must be approved by the Board of Directors

8.2. Election of Governors

- 8.2.1. Elections for elected members of the Council of Governors shall be conducted in accordance with the [Model] Rules for Elections, as may be varied from time to time
- 8.2.2. The [Model] Rules for Elections, as may be varied from time to time, form part of this Constitution and are attached at **Annex 4**
- 8.2.3. A variation of the [Model] Rules for Elections by the Department of Health shall not constitute a variation of the terms of this Constitution. For the avoidance of doubt, the Trust cannot amend the [Model] Rules
- 8.2.4. If contested, the election must be by secret ballot

8.3. Public Governors - Elections

- 8.3.1. Members of a Public Constituency may elect any of their number to be a Public Governor from within their Constituency in accordance with the [Model] Rules for Elections. The Rules are set out in **Annex 4**
- 8.3.2. Members of a Public Constituency may stand for election as a Public Governor for that Public Constituency
- 8.3.3. A member of a Public Constituency standing for election as a Public Governor must make a declaration as to his eligibility in accordance with the 2006 Act. Under Section 60 of the 2006 Act, it is an offence to knowingly or recklessly make a declaration which is false in a material particular

8.4. Staff Governor - Elections

- 8.4.1. Members of a class of the Staff Constituency may elect any of their number to be a Staff Governor from within their class in accordance with the [Model] Rules for Elections as set out in **Annex 4**
- 8.4.2. Members of the Staff Constituency may stand for election as a Staff Governor

- 8.4.3. A member of the Staff Constituency standing for election as a Staff Governor must make a declaration as to his eligibility in accordance with the 2006 Act. Under Section 60 of the 2006 Act, it is an offence to knowingly or recklessly make a declaration which is false in a material particular
- 8.5. Partnership Governors
- 8.5.1. The Secretary, in conjunction with the Chairman and Chief Executive, shall agree and implement the process for appointing of PCT, Local Authority and Partnership Governors
- 8.5.2. If and to the extent that an partnership organisation referred to in **Annex 1** fails to make an appointment within three months of being invited to do so by the Trust, the Trust may seek an appointment from an alternative organisation which in the Trust's opinion has similar objectives or provides similar services to the organisation for which it shall stand in substitution
- 8.6. PCT and Local Authority Governors
- At least one member of the Council of Governors shall be appointed by a PCT for which the Trust provides goods and services and at least one member shall be appointed by a qualifying Local Authority; pursuant to a process agreed with the Secretary, in conjunction with the Chairman and with the organisations concerned
- 8.7. Council of Governors - Tenure
- 8.7.1. An elected Governor may hold office for a period of up to 3 years
- 8.7.2. An elected Governor shall cease to hold office if he ceases to be a member of the Constituency or class by which he was elected
- 8.7.3. An elected Governor shall be eligible for re-election at the end of his term but may not serve more than three consecutive terms or nine years, whichever is the less
- 8.7.4. An appointed Governor may hold office for a period of up to 3 years
- 8.7.5. An appointed Governor shall cease to hold office if the appointing organisation withdraws its sponsorship of him
- 8.7.6. An appointed Governor shall be eligible for re-appointment at the end of his term but may not serve more than three consecutive terms or nine years, whichever is the less
- 8.7.7. Appointed and elected Governors will be deemed to have held successive periods of office for more than nine years if they are elected for three successive terms of three years, whether or not they serve the full term and whether or not one of those terms was as a Governor of another Constituency or class within a Constituency
- 8.8. Council of Governors – Disqualification and Removal
- 8.8.1. A person may not become a Governor (and if already holding office shall cease to do so) if:
- a) he was not 18 years of age at the date he was nominated for election or appointment;

- b) he is a Director or Non-Executive of the Trust or a Director, Non-Executive Director or Governor of another NHS Foundation Trust;
- c) he has been adjudged bankrupt or his estate has been sequestrated and in either case, he has not been discharged;
- d) he has been made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
- e) he has within the preceding five years 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 him;
- f) he has in the preceding ten years been dismissed by the Trust or its predecessor on any grounds, or in the case of another organisation, on any grounds other than redundancy or ill health
- g) he has been convicted of an offence against children or is a registered sex offender pursuant to the Sex Offenders Act 2003;
- h) he has verbally or physically abused any member of NHS staff or registered volunteers, or has been issued with a Personal Safety and Security Warning Letter by the Trust.

8.8.2. Where a person appointed as a Governor becomes disqualified from serving in that capacity by virtue of paragraph 8.8.1 he shall notify the Secretary in writing without delay

8.8.3. 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**

8.8.4. This Constitution makes provisions for the termination of office and removal of Governors which are set out in **Annex 5**

8.9. Council of Governors - Vacancies

8.9.1. Where the membership of any member of the Council of Governors ceases for one of the reasons set out in paragraph 8.8 or in the further provisions set out in **Annex 5**, Public and Staff Governor vacancies shall be filled in accordance with the process set out in **Annex 5**

8.9.2. PCT Governors, Local Authority Governors and Partnership Governors are to be replaced in accordance with the processes agreed with the appointing organisations and the initial terms of office of those replacement Governors shall be as for the unexpired balance of the retiring Governor's terms of office

8.10. Council of Governors - Meetings

8.10.1. The Chairman of the Trust (i.e., the Chairman of the Board of Directors, appointed in accordance with the provisions of paragraph 9.3 or 9.4 below) or in his absence, the Deputy Chairman (appointed in accordance with the provisions of paragraph 9.5 below), shall preside at meetings of the Board of Governors

- 8.10.2. Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from all or part of any meeting for confidential or special reasons, following appropriate resolution by the Council of Governors made in accordance with its Standing Orders. The Chairman of the Council of Governors may exclude any members of the public from a meeting if they are interfering with or preventing proper conduct of the meeting
- 8.10.3. For the purposes of 8.10.2 and without limitation, the Council of Governors may treat the following matters of a confidential or special reasons:
- a) any matter arising from a contract of employment;
 - b) any matter which involves the consideration of confidential information held by the Trust;
 - c) commercial matters;
 - d) legal matters;
 - e) actual or anticipated litigation, including any arbitration or dispute resolution process; or
 - d) recommendations or advice from sources other than the Board of Directors and any Committee or sub-committee referred to in this Constitution
- 8.10.4. The Council of Governors is to meet at least three times per year
- 8.10.5. A general meeting shall be held prior to 31st October each year at which the Council of Governors is to be presented with the Annual Accounts, any report of the Auditor on them and the Annual Report
- 8.10.6. Joint meetings between the Council of Governors and Board of Directors may be held
- 8.10.7. A Governor may only vote at a meeting of the Council of Governors if he is not within paragraph 8.8 or in the further provisions set out in **Annex 5**
- 8.11. Council of Governors – Committees and Sub-Committees
- 8.11.21 The Council of Governors may appoint committees consisting of its members to assist in carrying out its functions. A committee appointed under this paragraph may appoint a sub-committee
- 8.11.3. These committees or sub-committees may call upon outside advisers to help them in their tasks. The advisers may not be designated as Governors, may not be given voting rights or count towards the total members on the Council or its committees. The appointment of advisers to the Council of Governors must be approved by the Board of Directors
- 8.11.4. Meetings of any committee or sub-committees of the Council of Governors shall not be open to the public
- 8.12. Council of Governors – Standing Orders
- 8.12.1. The Council of Governors is to adopt its own Standing Orders for the practice and procedure, in particular for its procedure at meetings, as may be varied from time to time. These Standing Orders are attached as **Annex 6**
- 8.12.2 The Council of Governors shall review its Standing Orders as and when necessary but at least every three years. This review shall include all documents having the effect as if incorporated in Standing Orders

8.13. Council of Governors – Conflicts of Interest

8.13.1. 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 he becomes 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 the interest has been disclosed

8.14. 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, subject to the Trust's policy on payment of such expenses.

Governors shall not receive remuneration for serving as a Governor.

8.15. Council of Governors – Further Provisions

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

9. Board of Directors

9.1. Composition of Board of Directors

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

- a) a Non-Executive Chairman
- b) 5 – 7 other Non-Executive Directors, and
- c) 5 – 7 Executive Directors

9.1.2. At least half of the Board of Directors, excluding the Chairman, shall be Non-Executive Directors

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

9.1.4. The Chief Executive will be the Accounting Officer

9.1.5. One of the Executive Directors shall be the Finance Director

9.1.6. One of the Executive Directors is to be a Registered Medical Practitioner or a Registered Dentist (within the meaning of the Dentists Act 1984)

9.1.7. One of the Executive Directors is to be a Registered Nurse or a Registered Midwife

9.1.8. Each Director shall be able to exercise one full vote; save where any job-sharing arrangement exists in respect an Executive Director post when only one vote is to be cast at any time and no vote cast where there is disagreement between the joint post-holders

- 9.1.9. The Trust shall have a Trust Secretary who shall be neither a Governor nor a Director but a senior manager who is accountable to the Board of Directors and reports to the Chief Executive. The Board of Directors shall approve the appointment of the first Trust Secretary and thereafter appoint or remove the Trust Secretary in consultation with the Board of Governors
- 9.1.10. It is for the Board of Directors to decide any changes to the title or function of the posts designated as Executive Directors, subject to Section 16 of Schedule 7 of the 2006 Act
- 9.2. Board of Directors – Qualification for Appointment as a Non-Executive Director
- 9.2.1. A person may be appointed as a Non-Executive Director only if:
- a) he is a member of the Public Constituency;
 - b) he is not disqualified by virtue of paragraph 9.8 below
- 9.3. Board of Directors – Appointment and Removal of Chairman and Other Non-Executive Directors
- 9.3.1. The Council of Governors at a General meeting of the Council of Governors shall appoint or remove the Chairman of the Trust and the other Non-Executive Directors. Further provisions for the appointment of the Chairman and the other Non-Executive Directors and the role of the Council of Governors in the said appointments are set out in **Appendix 5**
- 9.3.2. Removal of the Chairman or another Non-Executive Director shall require the approval of three-quarters of the members of the Council of Governors present
- 9.3.3. Removal of the Chairman or another Non-Executive Director shall require a resolution to be submitted by one Governor which must be seconded by not fewer than ten Governors including at least two Elected Governors and two Appointed Governors, and requires the resolution in question to be approved by three-quarters of the members of the Council of Governors present
- 9.3.4. The Governor sponsoring the resolution mentioned in paragraph 9.3.3 above shall provide written reasons in support of the resolution to the Chairman or Non-Executive Director in question and who shall be given the opportunity to respond to such reasons
- 9.3.5. The Chairman or another Non-Executive Director can be suspended while a decision to remove them is made
- 9.3.6. The initial Chairman and the initial Non-Executive Directors are to be appointed in accordance with paragraph 9.4 below
- 9.4. Board of Directors – Appointment of Initial Chairman and Initial Other Non-Executive Directors
- 9.4.1. The Chairman of the applicant NHS Trust shall be appointed as the initial Chairman of the Trust if he wishes to be appointed
- 9.4.2. The appointment of the Chairman of the applicant NHS Trust as the initial Chairman of the Trust shall not require the approval of the Council of Governors

- 9.4.3. The power of the Council of Governors to appoint the other Non-Executives of the Trust is to be exercised, so far as possible, by appointing as the initial Non-Executive Directors of the Trust any of the Non-Executive Directors of the applicant NHS Trust (other than the Chairman) who wish to be appointed
- 9.4.4. The criteria for qualification of appointment as a Non-Executive Director set out in paragraph 9.2., above (other than disqualification by virtue of paragraph 9.8 below) do not apply to the appointment of the initial Chairman and the initial other Non-Executive Directors in accordance with the procedures set out in this paragraph
- 9.4.5. An individual appointed as the initial Chairman or as an initial Non-Executive Director in accordance with the provisions of this paragraph shall be appointed for the unexpired period of his term of office as Chairman or (as the case may be) Non-Executive Director of the applicant NHS Trust; but if, on appointment, that period is less than 12 months, he shall be appointed for 12 months
- 9.4.5. On expiry of the initial Chairman and Non-Executive Directors' current terms of appointment (or a period of 12 months from appointment as a Director of this Foundation Trust whichever is the greater) and on any subsequent vacancy, a Committee of the Council of Governors shall consider whether to recommend to the Council of Governors to reappoint the retiring Non-Executive director, or Chairman, or Deputy Chairman. That Committee may not make any such recommendation other than for a first renewal of the appointment of a Non-Executive director or Chairman
- 9.5. Board of Directors – Appointment of Deputy Chairman
- The Chairman shall appoint a Deputy Chairman from the Non-Executive Directors after due consultation with the Council of Governors for such a period as they may specify (to not exceed the remainder of his term as a Non-Executive Director)
- 9.6. Board of Directors – Appointment of Senior Independent Director
- The Board of Directors may appoint one of the Non-Executive Directors to be the Senior Independent Director, in consultation with the Council of Governors. The Senior Independent Director could be the Deputy Chairman
- 9.7. Board of Directors – Appointment and Removal of the Chief Executive and other Executive Directors
- 9.7.1. The Non-Executive Directors shall appoint or remove the Chief Executive
- 9.7.2. The appointment of the Chief Executive shall require the approval of the Council of Governors
- 9.7.3. The initial Chief Executive is to be appointed in accordance with the paragraph 9.8 below
- 9.7.4. A committee consisting of the Chairman, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors
- 9.7.5. On termination of his contract of employment, an Executive Director (including the Chief Executive) shall cease to be a member of the Board of Directors

- 9.7.6. If an Executive Director is suspended from his contract of employment or is on long-term sick leave, the Chairman and Non-Executive Directors in the case of the Chief Executive, and the Chief Executive in the case of other Executive Directors, may appoint another person as Executive Director in an acting capacity in his place
- 9.8. Board of Directors – Appointment and Removal of the Initial Chief Executive
- 9.8.1. The Chief Executive of the applicant NHS Trust shall be appointed as the initial Chief Executive of the Trust if he wishes to be appointed
- 9.8.2. The appointment of the Chief Executive of the applicant NHS Trust as the initial Chief Executive of the Trust shall not require the approval of the Board of Governors
- 9.9. Board of Directors – Disqualification and Termination
- A person may not become or continue as a member of the Board of Directors if:
- 9.9.1. he has been adjudged bankrupt or his estate has been sequestrated and (in either case) he has not been discharged;
- 9.9.2. he has made a composition or arrangement with, or granted a trust deed for, his creditors and he has not been discharged in respect to it;
- 9.9.3. he has, within the preceding five years, been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on him;
- 9.9.4. in the case of the Chairman and Non-Executive Directors, he does not meet the requirements of Section 16 of Schedule 7 to the 2006 Act;
- 9.9.5. he is a person whose tenure of office as Chairman or as a Director of a Health Service Body has been terminated on the grounds that his appointment is not in the interests of public service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- 9.9.6. he has in the preceding ten years been dismissed by the Trust or its predecessor on any grounds, or in the case of another organisation, on any grounds other than redundancy or ill-health;
- 9.9.7. he has failed to declare an interest in accordance with Standing Orders or, contrary to Standing Orders, has voted at a meeting on a matter on which he has an interest, or, has failed to declare any interests to the Secretary as required by this Constitution or the Standing Orders and in this sub-paragraph, interest includes a pecuniary and a non-pecuniary interest, in either case whether direct or indirect;
- 9.9.8. he has become a member of the Council of Governors;
- 9.9.9. he has resigned from office by giving notice; or
- 9.9.10. in the case of a Non-Executive Director, he is no longer a member of the Public Constituency

9.10. Board of Directors - Meetings

- 9.10.1. The Chairman of the Trust is to preside at meetings of the Board of Directors. In the absence of the Chairman, a Non-Executive Director appointed by the Council of Governors as Deputy Chairman of the Board of Directors will preside at meetings
- 9.10.2. Meetings of the Board of Directors shall not be open to the public, unless the Board of Directors determine otherwise
- 9.10.3. Joint meetings between the Council of Governors and the Board of Directors may be held
- 9.10.4. The Chairman of the Trust shall preside at joint meetings or in the absence of, or at the request of the Chairman due to a conflict of interest affecting the Chairman, the Deputy Chairman will preside
- 9.10.5. Joint meetings of the Council of Governors and Board of Directors will not be open to the public, unless the Board determines otherwise
- 9.10.6. Decisions made at joint meetings will be formally recorded

9.11. Board of Directors – Committees and Sub-Committees

- 9.11.1. The Board of Directors shall establish Audit, Appointments and Remuneration Committees comprising Non-Executive Directors and where appropriate, the Chairman and Chief Executive
- 9.11.2. The Board of Directors may appoint other committees consisting of its members to assist in carrying out its functions. A committee appointed under this paragraph may appoint a sub-committee. These committees or sub-committees may call upon external advisers to help them in their tasks.
- 9.11.3. Meetings of any committees or sub-committees of the Board of Directors shall not be open to the public

9.12. Board of Directors – Standing Orders

The Board of Directors is to adopt Standing Orders for the practice and procedure of its business and conduct at meetings, as may be varied from time to time, are attached at **Annex 7**. The proceedings shall not be invalidated by any vacancy in its membership or any defect in a Director's appointment

Trust Standing Financial Instructions, Scheme of Delegation and Scheme of Matters Reserved to the Board of Directors will be appended to the Standing Orders for the Practice and Procedure of the Board of Directors

9.13. Board of Directors – Conflicts of Interest

If a Director 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 Board of Directors, the Director shall disclose that interest to the members of the Board of Directors as soon as he becomes aware of it. The Standing Orders for the Board of Directors shall make provision for the disclosure of interests and arrangements for the exclusion of a Director declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed

9.14. Board of Directors – Remuneration and Terms of Office

- 9.14.1. 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 Chairman and Non-Executive Directors
- 9.14.2. The Chairman shall not be present during discussion relating to the Trust Chairman's remuneration and allowances, and the other terms and conditions of office; a temporary Chairman of this meeting may be nominated for this part of the meeting if the Deputy Chairman is not available.
- 9.14.3. 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. The remuneration and allowances, and the other terms of conditions of office of the Chief Executive and other Executive Directors shall remain those applying to the same Directors of the applicant NHS Trust at the time that the Foundation Trust is authorised, until such time as the committee is constituted and considers this issue
- 9.14.4. The remuneration and allowances for Non-Executive Directors are to be published in the Annual Report
- 9.14.5. The Secretary, in liaison with the Director of Human Resources shall set out guidelines for the Council of Governors on remuneration and allowances for Non-Executive Directors and facilitate external advice where required

10. Registers

- 10.1. The Trust shall have:
 - 10.1.1. a register of members showing, in respect of each member, the constituency to which he belongs and, where there are Classes within it, the Class to which he belongs
 - 10.1.2. a register of members of the Council of Governors
 - 10.1.3. a register of interests of members of the Council of Governors
 - 10.1.4. a register of the members of the Board of Directors, and
 - 10.1.5. a register of interests of the members of the Board of Directors
- 10.2. Admission to and removal from the Registers

The Secretary shall be responsible for compiling and maintaining the registers and will in accordance with the provisions of this Constitution, update the registers with new or amended information as soon as it is practical through a regular review of the registers

The Secretary shall send to the Independent Regulator a list of persons who were first elected or appointed to the Council of Governors and Board of Directors
- 10.3. Registers - Inspection and Copies
 - 10.3.1. The Trust shall make the registers specified in 10.1 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations

- 10.3.2. 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 that member so requests
- 10.3.3. So far as the registers are required to be available:
 - a) they are to be available for inspection free of charge at all reasonable times; and
 - b) a person who requests a copy of, or an extract from, the registers is to be provided with a copy or extract
- 10.3.4. 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

10. Documents Available for Public Inspection

- 11.1. The Trust shall make the following available for inspection by members of the public free of charge at all reasonable times:
 - 11.1.1. a copy of the current Constitution
 - 11.1.2. a copy of the current Authorisation
 - 11.1.3. a copy of the latest Annual Accounts and of any report of the Auditor on them
 - 11.1.4. a copy of the latest Annual Report
 - 11.1.5. a copy of the latest information as to its forward planning
 - 11.1.6. a copy of any notice given under Section 52 of the 2006 Act
- 11.2. Any person who requests a copy of, or extract from, any of the above documents is to be provided with a copy
- 11.3. 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

12. Auditor

- 12.1. The Trust shall have an Auditor and is to provide the auditor with every facility and all information which he or it may reasonable require for the purposes of its functions under Schedule 10 of the 2006 Act
- 12.2. The Council of Governors shall appoint or remove the Auditor at a general meeting of the Council of Governors
- 12.3. The appointed auditor must be a member of one or more of the bodies referred in paragraph 23(4) of Schedule 7 of the 2006 Act
- 12.4. The Auditor is to carry out duties in accordance with Schedule 10 of the 2006 Act and in accordance with directions given by the Independent Regulator on standards, procedures and techniques to be adopted
- 12.5. An officer off the Audit Commission may be appointed as Auditor with the agreement of the Audit Commission
- 12.6. The Trust will formally reappoint the Auditor annually at a general meeting of the Council of Governors

13. 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

14. Accounts

- 14.1. The Trust shall keep accounts in such form as the Independent Regulator may, with the approval of HM Treasury, direct
- 14.2. The accounts are to be audited by the Trust's Auditor
- 14.3. The Trust shall prepare in respect of each financial year, annual accounts in such form as the Independent Regulator of NHS Foundation Trusts may, with the approval of HM Treasury, direct
- 14.4. The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer
- 14.5. The Trust must lay a copy of the annual accounts and any report of the auditor on the, before Parliament; and
- 14.6. Once it has done so, send copies of those documents to the Independent Regulator

15. Annual Report and Forward Plans

- 15.1. The Trust shall prepare an Annual Report and send it to the Independent Regulator
- 15.2. The Report is to give:
 - a) information on steps taken by the Trust to secure (taken as a whole) the actual membership of its public constituency is representative of those eligible for membership
 - b) any other information the Independent Regulator requires
- 15.3. The Trust shall give information as to its forward planning in respect of each financial year to the Independent Regulator and the information shall be prepared by the Directors
- 15.4. In preparing the document containing the information above, the Directors shall have regard to the views of the Council of Governor

16. Meeting of the Council of Governors to Consider the Annual Accounts and Reports

The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:

- 16.1. the Annual Accounts
- 16.2. any report of the Auditor on the Accounts
- 16.3. the Annual Report

17. Indemnity

Members of the Council of Governors, members of the Board of Directors and other officers 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 or purported execution of their Board and Council functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust and the Trust shall maintain insurance arrangements for this purpose

18. Instruments

18.1. The Trust shall have a seal and this will be affixed under the authority of the Board of Directors

19. Communication between the Council of Governors and the Board of Directors

19.1. The Board of Directors shall promote effective communication between the Council of Governors and the Board of Directors and shall have regard to the views of the Council of Governors on this

19.2. The Council of Governors and the Board of Directors shall each use their best endeavours to resolve any difference of view through discussion but in the event of any conflict, the Board of Directors, pursuant to Section 15(2) of Schedule 7 of the 2006 Act, will decide the disputed matter

19.3. Disputes between the Board of Directors and the Council of Governors are to be resolved in accordance with **Annex 9**

19.4. The Trust is to establish appropriate disputes resolution procedures with its employees, contractors and members

20. Amendment of the Constitution

20.1. The Trust may make amendments to this Constitution with the approval of the Independent Regulator. For the avoidance of doubt, any amendments to the Annexes attached to this Constitution must also be approved by the Independent Regulator.

20.2. Only the Board of Directors, pursuant to Section 15(2) of Schedule 7 to the 2006 Act, may propose amendments to the Constitution to the Independent Regulator

20.3. The Board of Directors in proposing any amendment to the Constitution will have regard to the views of the Council of Governors

20.4. Save as permitted by law, at any meeting of the Trust, the Chairman shall be the final authority on the interpretation of the Constitution and Standing Orders (on which he should be advised by the Chief Executive and Secretary)

ANNEX 1 – THE PUBLIC CONSTITUENCY
(Paragraphs 7.7.1 – 7.7.4)

OPTION 1

A1 1.0 Provides for four Public Constituencies. The number of Governors positions for election within each Constituency being proportionate to the people residing within that area

Constituencies defined by ambulance divisions	Areas defined by electoral districts	Number of Governors	Minimum Number of Members
North of Tyne	Northumberland		
	Newcastle upon Tyne		
	North Tyneside		
		6	200
South of Tyne	Gateshead		
	South Tyneside		
	Sunderland		
		5	150
Durham	Chester-le-Street		
	City of Durham		
	Darlington		
	Derwentside		
	Easington		
	Sedgefield		
	Teesdale		
	Wear Valley		
		5	150
Teesside	Hartlepool		
	Middlesbrough		
	Redcar and Cleveland		
	Stockton-on-Tees		
		5	100

A1 1.1. The Trust's volunteers will be invited to become members of this Constituency

A1 1.2. The Trust will have a **minimum of 3,200** public constituency members

A1 1.3. Should an individual area within the Public Constituency fail to achieve the minimum number specified above, no election shall take place in that area until such time as the minimum number is reached. An election within that individual area will then take place within a time period determined jointly by the Council of Governors and the Board of Directors.

OPTION 2

A1.2.0 Provides for seven Public Constituencies. The number of Governors available for election within each Constituency being proportionate to the people residing within that area

Constituencies defined by ambulance divisions	Areas defined by electoral districts	Number of Governors	Minimum Number Of Members
Kielder & Coast	Berwick		
	Alnwick		
	Tynedale		
		1	50
South East Northumberland	Wansbeck		
	Blyth Valley		
	Castle Morpeth		
		2	50
North of Tyne	Newcastle upon Tyne		
	North Tyneside		
		5	100
South of Tyne and Wear	Gateshead		
	South Tyneside		
	Sunderland		
		6	150
Durham Dales	Teesdale		
	Wear Valley		
		1	50
County Durham And Darlington	Chester-le-Street		
	City of Durham		
	Darlington		
	Derwentside		
	Easington		
	Sedgefield		
		5	100
Teesside	Hartlepool		
	Middlesbrough		
	Redcar and Cleveland		
	Stockton-on-Tees		
		6	100

A1 2.1. The Trust's volunteers will be invited to become members of this Constituency

A1 2.2. The Trust will have a **minimum of 3,200** public constituency members

A1 2.3. Should an individual area within the Public Constituency fail to achieve the minimum number specified above, no election shall take place in that area until such time as the minimum number is reached. An election within that individual area will then take place within a time period determined jointly by the Council of Governors and the Board of Directors.

ANNEX 2 – THE STAFF CONSTITUENCY

(Paragraphs 7.8.1 – 7.8.6)

A2 1.0 Staff membership will be constructed via an ‘opt out’ process and will be broken down into the following role definitions or **classes**. The table below illustrates how the NEAS role structure relates to the staff classes. The Staff Constituency shall have four staff classes with one Governor elected by the staff from each class:

Staff Class	Job Role	Number of Governors	Minimum number of Members
Accident and Emergency (A&E)		1	100
	Team Leader		
	Registered Paramedic		
	Student Paramedics		
	Advanced Technician		
	Urgent Care Assistant		
	Emergency Care Support Worker		
	Managers		
		1	100
Patient Transport Services (PTS)			
	PTS staff		
	Managers		
		1	100
Control & Contact Centres			
	A&E Control		
	PTS Control		
	Nursing staff		
	Managers		
		1	20
Support			
	Support staff		
	A&C staff		
	Managers not included in one of the other classes above		
		1	100

A2 1.1 The **minimum membership** of the Staff Constituency is **600**

A2 1.2 Should an individual class within the Staff Constituency fail to achieve the minimum number as specified above, no election shall take place in that class until such time as the minimum number is reached. An election within that class will then take place within a time period determined jointly by the Council of Governors and the Board of Directors

A2 1.3 Staff will only be able to become a member and vote in one class within the Staff Constituency. Staff will identify which class they will be registered to however, the Secretary, in conjunction with the Chairman and Chief Executive, will have the final decision about the class of which an individual is eligible to be a member.

ANNEX 3 – COMPOSITION OF COUNCIL OF GOVERNORS
(Paragraphs 8.1.1 – 8.1.4)

OPTION 1

A3 1.0 The composition of the Council of Governors shall comprise:

MEMBERS OF THE COUNCIL OF GOVERNORS		
Constituency	Area/Class	Number of members
Public	North of Tyne	6
	South of Tyne	5
	Durham	5
	Teesside	5
Staff	Accident & Emergency (A&E) Class	1
	Patient Transport Service and Managers	1
	Emergency Control/Contact Centre and Managers	1
	Support Staff and Managers not included in one of the above classes	1
Appointed	Primary Care Trust Governor – to be appointed by the lead commissioner of the Emergency Ambulance Service (NHS North of Tyne)	1
	Local Authority Governor	1
Partnership	University of Teesside University of Northumbria Newcastle University Sunderland University Durham University	1
	North East Resilience Forum	1
	Northumbria Healthcare NHS FT The Newcastle upon Tyne Hospitals NHS FT Gateshead Health NHS FT South Tyneside Health Care NHS FT City Hospitals Sunderland NHS FT County Durham & Darlington NHS FT North Tees & Hartlepool NHS FT South Tees Hospitals NHS Trust	1
	Northumberland, Tyne and Wear NHS Trust Tees Esk & Wear Valley NHS FT	1
	British Red Cross Society St John's Ambulance Service Mountain Rescue Services Great North Air Ambulance Service Voluntary Sector - umbrella organisation to appoint representative	1
TOTAL:		32

A3.1.1 The process for the appointment of the Partnership Governor will be agreed by the Secretary, in conjunction with the Chairman and Chief Executive

OPTION 2

A3 2.0 The composition of the Council of Governors shall comprise:

MEMBERS OF THE COUNCIL OF GOVERNORS		
Constituency	Area/Class	Number of members
Public	Keilder & Coast	1
	South East Northumberland	2
	North of Tyne	5
	South of Tyne & Wear	6
	Durham Dales	1
	Durham & Darlington	5
	Teesside	6
Staff	Accident & Emergency (A&E) Class	1
	Patient Transport Service and Managers	1
	Emergency Control/Contact Centre and Managers	1
	Support Staff and Managers not included in one of the above classes	1
Appointed	Primary Care Trust Governor – to be appointed by the lead commissioner of the Emergency Ambulance Service (NHS North of Tyne)	1
	Local Authority Governor	1
Partnership	University of Teesside University of Northumbria Newcastle University Sunderland University Durham University	1
	North East Resilience Forum	1
	Northumbria Healthcare NHS FT The Newcastle upon Tyne Hospitals NHS FT Gateshead Health NHS FT South Tyneside Health Care NHS FT City Hospitals Sunderland NHS FT County Durham & Darlington NHS FT North Tees & Hartlepool NHS FT South Tees Hospitals NHS Trust	1
	Northumberland, Tyne and Wear NHS Trust Tees Esk & Wear Valley NHS FT	1
	British Red Cross Society St John's Ambulance Service Mountain Rescue Services Great North Air Ambulance Service Voluntary Sector - umbrella organisation to appoint representative	1
TOTAL:		37

A3 2.1 The process for the appointment of the Partnership Governor will be agreed by the Secretary, in conjunction with the Chairman and Chief Executive