

2GETHER NHS FOUNDATION TRUST

STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

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| <i>Section</i> | CONTENTS | <i>Page</i> |
|----------------|---|-------------|
| 1 | Interpretation | 3 |
| 2 | The Trust | 3 |
| 3 | Meetings of the Council of Governors | 3 |
| 3.1 | Admission of the Public and Press | 3 |
| 3.4 | Confidentiality | 4 |
| 3.7 | Calling Meetings | 4 |
| 3.9 | Notice of Meetings | 5 |
| 3.13 | Setting the Agenda | 5 |
| 3.15 | Chair of Meeting | 6 |
| 3.18 | Notices of Motion | 6 |
| 3.19 | Withdrawal of Motion or Amendments | 6 |
| 3.20 | Motion to rescind a Resolution | 6 |
| 3.21 | Motions | 7 |
| 3.22 | Chair's Ruling | 7 |
| 3.26 | Voting | 7 |
| 3.31 | Minutes | 8 |
| 3.34 | Suspension of Standing Orders | 8 |
| 3.39 | Record of Attendance | 9 |
| 3.40 | Quorum | 9 |
| 3.42 | Adjournment of Meetings | 9 |
| 3.44 | Termination of tenure of Governors and Non-Executive members of the Board | 9 |
| 4 | Lead Governor | 10 |
| 5 | Committees of the Council of Governors | 10 |
| 6 | Nominations and Remuneration Committee | 11 |
| 7 | Miscellaneous | 11 |
| 7.4 | Variation and Amendment of Standing Orders | 11 |

1. INTERPRETATION

- 1.1 The Chair shall be the final authority on the interpretation of Standing Orders.
- 1.2 Any expression to which a meaning is given in the National Health Service Act 2006 or the constitution shall have the same meaning in these Standing Orders
- 1.3 In these Standing Orders:

Governor is a member of the Council of Governors, whether elected or appointed;

Board of Directors is the Board of Directors of the Trust as constituted in accordance with the constitution and National Health Service Act 2006;

Director is a director on the Board of Directors whether non-executive (including the Trust Chair) or executive (including the Chief Executive);

Chair is the Chair of the Trust;

Clear day is a normal working day excluding the day on which the notice or step is taken;

Member of the public is any person who is not a governor or director of the Trust

2. THE TRUST

All business shall be conducted in the name of the Trust.

3. MEETINGS OF THE COUNCIL OF GOVERNORS

3.1 Admission of the Public and the Press

Members of the public (including members of the Trust) and representatives of the press shall be afforded facilities to attend all formal meetings of the Council of Governors except where the Council of Governors resolves that the public (including members of the Trust) and representatives of the press be excluded from all or part of a meeting on the following grounds:

- a) that any publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted, or;

- b) for other reasons stated in the resolution and arising from the nature of the business or the proceedings that the Council of Governors believes are special reasons for excluding the public and representatives of the press from the meeting in accordance with the constitution, or;
- c) to enable the business of the meeting to be conducted without interruption or disruption

3.2 The right of attendance referred to above carries no right to ask questions or otherwise participate in the meeting.

3.3 If the Council of Governors resolves to exclude the press and public under Standing Order 3.1, the directors shall be entitled to remain at the meeting unless:

- a) the Council of Governors resolves that the directors withdraw, or
- b) the directors have a declarable interest (but this shall require the withdrawal only of those directors with that interest)

3.4 **Confidentiality**

Nothing in these Standing Orders shall require the Council of Governors to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place without the prior agreement of the Council of Governors.

3.5 Matters to be dealt with by the Council of Governors following the exclusion of representatives of the press, and other members of the public shall be confidential to the Governors.

3.6 Governors, directors and officers or any employee of the Trust in attendance shall not reveal or disclose the contents of confidential papers or minutes relating to confidential papers outside of the Council of Governors meeting, without the express permission of the Chair. This prohibition shall apply equally to the content of any discussion during the Council of Governors meeting which may take place on such reports or papers.

3.7 **Calling Meetings**

Ordinary meetings of the Council of Governors shall be held at such times and places as the Council of Governors may determine. There shall be up to six such meetings in every calendar year.

3.8 The Chair may call a meeting of the Council of Governors at any time. If the Chair refuses to call a meeting after a written request for that purpose, signed by at least one-third of the whole number of governors, has been presented to him/her, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to him/her, at the Trust's Headquarters, such one third or more governors may forthwith call a meeting.

3.9 **Notice of Meetings**

Before each meeting of the Council of Governors a notice of the meeting, specifying the business proposed to be transacted at it and signed by the Chair or by an officer authorised by the Chair to sign on his/her behalf shall be despatched to every governor or to the usual place of residence of the governor so as to be available to him/her at least five clear days before the meeting. The agenda shall normally constitute notice of a meeting.

3.10 Want of service of the notice on any governor shall not affect the validity of a meeting.

3.11 In the case of a meeting called by governors in default of the Chair, the notice shall be signed by those governors and no business shall be transacted at the meeting other than that specified in the notice. Failure to serve such a notice on more than three governors will invalidate the meeting. A notice shall be presumed to have been served one day after despatch.

3.12 Before each meeting of the Council of Governors a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed on the Trust's website at least three clear days before the meeting.

3.13 **Setting the Agenda**

The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted.

3.14 A governor desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least 10 clear days before the meeting. The request should include appropriate supporting information. Requests made fewer than 10 days before a meeting may be included on the agenda at the discretion of the Chair.

3.15 **Chair of Meeting**

At any meeting of the Council of Governors, the Chair, if present, shall preside and shall be entitled to exercise a casting vote where the number of votes for and against a motion is equal.

3.16 In the absence of the Chair, the Deputy Chair of the Board of Directors or another non-executive director of the Trust nominated by the Chair will preside and he/she shall exercise all the rights and obligations of the Chair including the right to exercise a casting vote where the number of votes for and against a motion is equal.

3.17 If any matter for consideration at a meeting of the Council of Governors relates to the conduct or interests of the Chair or to the conduct or interest of the non-executive directors as a class, neither the Chair nor any of the non-executive directors shall preside over the period of the meeting during which the matter is under discussion. The Lead Governor shall normally preside under these circumstances, and will exercise all the rights and obligations of the Chair including the right to exercise a second or casting vote where the number of votes for and against a motion is equal. Where the Lead Governor is absent, the Council of Governors will elect one of their number to preside for the duration of the matter under discussion.

3.18 **Notices of Motion**

A member of the Council of Governors desiring to move or amend a motion shall send a written notice thereof at least 10 clear days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda subject to Standing Order 3.11.

3.19 **Withdrawal of Motion or Amendments**

A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

3.20 **Motion to Rescind a Resolution**

Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding 6 calendar months shall bear the signature of the governor(s) who gives it and also the signature of 4 other governors. When any such motion has been disposed of by the Council of Governors, it shall not be competent for any governor other than the Chair to propose a motion to the same effect within 6 months; however the Chair may do so if he/she considers it appropriate.

3.21 **Motions**

The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

3.22 When a motion is under discussion or immediately prior to discussion it shall be open to a governor to move:

- a) An amendment to the motion.
- b) The adjournment of the discussion or the meeting.
- c) That the meeting proceed to the next business.
- d) The appointment of an ad hoc committee to deal with a specific item of business.
- e) That the motion be now put.

3.23 In the case of sub-paragraphs 3.22 c and 3.22 e above to ensure objectivity, motions may only be put by a Governor who has not previously taken part in the debate and who is eligible to vote.

3.24 No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

3.25 **Chair's Ruling**

Statements of governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevance, regularity and any other matters shall be final.

3.26 **Voting**

If, in the opinion of the Chair, a vote should be required on a question at a meeting, the result shall be determined by a majority of the votes of the governors present and voting on the question, save where indicated otherwise in the constitution or elsewhere in these Standing Orders.

3.27 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the governors present so request.

3.28 If at least one-third of the governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each governor present voted or abstained.

- 3.29 If a governor so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- 3.30 An absent governor may not vote at a meeting of the Council of Governors, save in exceptional circumstances such as the inability to attend a meeting of the Council of Governors (either physically or via teleconference, video conference or other electronic means) at which a vote will take place, due to a previously booked holiday. Absence is defined as being not present (either physically or via teleconference, video conference or other electronic means) at the time of the vote. Where a Governor seeks to vote in absence, such requests must be submitted in writing to the Trust Secretary at least one week in advance of the relevant meeting of the Council of Governors, and agreed by the Trust Chair, having taken the advice of the Trust Secretary. Voting in absence will be permitted only on matters concerning significant transactions, mergers and acquisitions where a vote is required. The Trust Chair will indicate (either at the previous meeting of the Council, or in an email communication to Governors) where such voting arrangements may apply. Where voting in absence is agreed, the Governor may register his/her vote by email to the Trust Secretary, to be received at least three days prior to the relevant Council of Governors meeting. In no circumstances may an absent governor vote by proxy. Absence is defined as being absent at the time of the vote.

3.31 **Minutes**

The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.

- 3.32 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 3.33 Minutes shall be circulated in accordance with the wishes of the Council of Governors. Where providing a record of a public meeting, the minutes shall be made available to the public.

3.34 **Suspension of Standing Orders**

Except where this would contravene any provision of the constitution or any statutory provision, any one or more of the Standing Orders may be suspended at any meeting, provided that:

- a) at least two-thirds of the governors are present, including one elected governor and one appointed governor, and

b) a majority of those present vote in favour of suspension.

3.35 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.

3.36 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Council.

3.37 No formal business may be transacted while Standing Orders are suspended.

3.38 The Audit Committee of the Board of Directors shall review every decision of the Council of Governors to suspend Standing Orders.

3.39 **Record of Attendance**

The names of the governors present at the meeting shall be recorded in the minutes.

3.40 **Quorum**

No business shall be transacted at a meeting of the Council of Governors unless at least one-third of the whole number of the sitting governors are present, to include representatives from at least two of the following classes of governor:

- Public governors
- Staff governors
- Appointed governors

3.41 If a governor has been disqualified (under the provisions of section 20 of the Trust constitution) from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest he/she shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

3.42 **Adjournment of Meetings**

The Council of Governors may, by resolution, adjourn any meeting to some other specified date, place and time and such adjourned meeting shall be deemed a continuation of the original meeting. No business shall be transacted at any adjourned meeting which was not included in the agenda of the meeting of which it is an adjournment.

3.43 When any meeting is adjourned to another day, other than the following day, notice of the adjourned meeting shall be sent to each governor specifying the business to be transacted.

3.44 **Termination of Tenure of governors and non-executive members of the Board.**

In respect of any resolution to remove a governor pursuant to section 14 of the constitution, or a non-executive director of the Trust, including the Chair pursuant to section 28 of the constitution, the following provisions shall apply in place of those set out above.

3.45 28 days' notice must be given of any meeting or resolution or notice of motion to remove a governor or non-executive director (referred to as the respondent)

3.46 In addition to notice to the governors in accordance with paragraphs 3.9 and 3.43, 28 days notice of the meeting shall be given to the respondent together with copies of the proposed resolution and any supporting papers.

3.47 The respondent may submit written representations in response to the proposed resolution not less than 10 days prior to the meeting at which the resolution is to be considered, and if so the Trust shall (if it is satisfied that the representations are proper, are not defamatory, and are not excessive in length) send copies of the representations to the governors in advance of the meeting.

3.48 The respondent may attend and speak at the meeting on the resolution.

3.49 Any resolution for the removal of a non-executive director shall require the approval of three-quarters of the whole of the Council of Governors at a quorate meeting.

3.50 Any resolution for the removal of a member of the Council of Governors shall require the approval of three quarters of the governors present at a quorate meeting.

4. LEAD GOVERNOR

4.1 The Council of Governors shall appoint one of its number to act as Lead Governor, following a request for expressions of interest. Should more than one governor express an interest, a vote of governors will take place using the 'first past the post' method. The Lead Governor will be appointed by the majority vote for a period determined by the Council of Governors, and may stand for re-election as determined by the Council of Governors.

4.2 The Lead Governor will carry out those functions described in relevant guidance from NHS Improvement. Any resolution for the removal of a Lead

Governor shall require the approval of three quarters of the governors present at a quorate meeting.

5. COMMITTEES OF THE COUNCIL OF GOVERNORS

- 5.1 The Council of Governors may establish committees of the Council. The Council of Governors will approve the terms of reference and powers for any committee. Such terms of reference shall have effect as if incorporated into the Standing Orders. The committee will be subject to such conditions (such as reporting back to the Council) as the Council of Governors shall decide subject to the provisions of the constitution. The committee will carry out only those functions delegated to it.
- 5.2 The Standing Orders of the Council of Governors, as far as they are applicable, shall apply with appropriate alteration to meetings of the committee.
- 5.3 Membership of a committee shall be determined by the Council of Governors following a request for expressions of interest. If the number of governors prepared to serve on the committee is greater than the number of places available, the committee members will be selected by election by their peer governors.
- 5.4 Each member of the committee will have one vote. Governors shall be a member of a committee for a period set out in the Committee terms of reference, or until their current term of office expires or they resign from the committee. The Trust Chair shall be an ex-officio member of all committees.
- 5.5 Subject to the provisions in Standing Order 6.2, the chair of the committee will be appointed by the committee annually from amongst its members following a request for expressions of interest and a vote of the committee members.

6. NOMINATIONS AND REMUNERATION COMMITTEE

- 6.1 The Council of Governors will establish a Nominations and Remuneration Committee to advise it on the appointment and remuneration of the Trust Chair and non-executive directors.
- 6.2 The membership, quorum, duties and procedures for the Nominations and Remuneration Committee shall be as set out in the terms of reference of that committee.
- 6.3 The Council of Governors or the Nominations and Remuneration Committee may seek such external advice and assistance as they consider necessary in connection with an appointment or remuneration.

7. MISCELLANEOUS

- 7.1 The Trust Secretary shall make each governor aware of these Standing Orders and endeavour to ensure that each governor understands his/her responsibilities within these Standing Orders.
- 7.2 These Standing Orders including all documents having effect as if incorporated in them shall be reviewed every three years by the Council of Governors.
- 7.3 If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Council of Governors for action or ratification. All governors have a duty to disclose any non-compliance with these Standing Orders to the Trust Chair as soon as possible.

Variation and Amendment of Standing Orders

- 7.4 These Standing Orders do not form part of the constitution of the Trust. Any amendments to Standing Orders shall not constitute a variation of the terms of the constitution.