

## **Standing Orders**

### **Council of Governors Queen Victoria Hospital NHS Foundation Trust**

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## **INTRODUCTION**

Queen Victoria Hospital NHS Foundation Trust (the Trust) is a Public Benefit Corporation under the National Health Service Act, 2006 (the 2006 Act) which was established to provide goods and services for the purpose of the health service in England. A Public Benefit Corporation is a body corporate which is constituted in accordance with Schedule 7 of the 2006 Act.

The Council of Governors adopts these Standing Orders in order to make further provisions for the regulation of the practice and procedure to be followed at its meetings in matters not already provided for in the Constitution in that regard.

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# 1. INTERPRETATION

In these Standing Orders, the provisions relating to interpretation in the Constitution shall apply and the words and expressions defined in the Constitution shall have the same meaning in these Standing Orders. For ease of reference certain words and expressions defined in the Constitution appear below with their definitions:

<b>Word or expression</b>	<b>Meaning</b>
<b>"The 2006 Act"</b>	the National Health Service Act 2006(as amended);
<b>"The 2012 Act"</b>	the Health and Social Care Act 2012
<b>"Constitution"</b>	the Constitution for the time being of the Foundation Trust;
<b>"Board of Directors"</b>	the Board of Directors as constituted in accordance with the Constitution;
<b>"Clear Day"</b>	a day of the week not including a Saturday, Sunday or public holiday;
<b>"Standing Orders"</b>	these Standing Orders of the Council of Governors and as may be amended from time to time;
<b>"Chair"</b>	The person appointed in accordance with the Constitution to ensure that the Board of Directors and Council of Governors successfully discharge their overall responsibilities for the Foundation Trust as a whole. The expression "the Chair" shall include the Deputy Chair or any other Non-Executive Director appointed if the Chair or Deputy Chair is absent or is otherwise unavailable;
<b>"Chief Executive"</b>	the Chief Executive and Accounting Officer of the Foundation Trust;
<b>"Council of Governors"</b>	the Council of Governors as constituted in accordance with the Constitution;
<b>"Director"</b>	a member of the Board of Directors whether they be an "Executive Director" or a "Non-Executive Director" (as the case may be) as those terms are defined in the Constitution;
<b>"Governor"</b>	a member of the Council of Governors;
<b>"Licence"</b>	means the licence granted to the Foundation Trust under Section 88 of the 2012 Act

<b>“Monitor”</b>	the body corporate known as Monitor, as provided by Section 61 Of the 2012 Act; which in April 2016 became part of NHS Improvement;
<b>“Motion”</b>	a formal proposal to be discussed and voted on during the course of a meeting;
<b>“NHS Improvement”</b>	the operational name for the organisation that is responsible for overseeing foundation trusts, NHS trusts and independent providers of NHS-funded care. NHS Improvement is responsible for the functions provided until April 2016 by Monitor;
<b>“Officer”</b>	an employee of the Trust;
<b>"Register of Interests"</b>	the register of Governors interests declared from time to time and maintained by the Secretary;
<b>“Secretary”</b>	means the Secretary of the Foundation Trust as defined in the Constitution
<b>“Foundation Trust”</b>	means The Queen Victoria Hospital NHS Foundation Trust and has the same meaning as in the Constitution;
<b>“Deputy Chair”</b>	means the Deputy Chair of the Foundation Trust appointed in accordance with Paragraph 36 of the Constitution.

## **2. THE COUNCIL OF GOVERNORS**

### **Roles and Responsibilities**

2.1 The role of the Council of Governors is to function as representatives of the members of the Foundation Trust. The general duties of the Council of Governors are to hold the Non-Executive Directors, individually and collectively, to account for the performance of the Board of Directors and to represent the interests of the members of the Foundation Trust as a whole and the interests of the public.

2.2 The Council of Governors cannot delegate any of its powers but can appoint advisory committees to support it in its work.

## **3. MEETINGS OF THE COUNCIL OF GOVERNORS**

### **Setting the Agenda**

3.1 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.

### **Agenda**

3.2 A governor desiring a matter to be included on an agenda for a meeting of the Council of Governors shall specify the question or issue to be included in writing to the Chair or Secretary at least three Clear Days before notice of the meeting is given. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than three Clear Days before the notice is given may be included on the agenda at the discretion of the Chair. In order to facilitate the appropriate and timely receipt of any such question or issue the Chair of each meeting of the Council of Governors shall at each meeting advise those present and include in the minutes of such meeting details of the date of issue of the notice of the subsequent meeting.

## **4. PETITIONS**

4.1 Where a petition has been received by the Foundation Trust, the Chair shall include the petition as an item for the agenda for the next meeting of the Council of Governors.

4.2 A petition must be received a minimum of five Clear Days before the meeting so it may be included in the agenda papers.

## **5. NOTICES OF MOTION**

5.1 Any Governor desiring to move or amend a motion shall send a written notice thereof to the Chair or Secretary, in sufficient time to enable its inclusion in the agenda for the next following meeting of the Council of Governors, and the Chair or Secretary shall insert in the agenda for the meeting all notices so received. This Paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda, subject to the Chair's discretion.

## **6. WITHDRAWAL OF MOTIONS OR AMENDMENTS**

6.1 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.

## **7. MOTION TO RESCIND A RESOLUTION**

7.1 Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall be in writing, shall bear the signature of the Governor who gives it and also the signature of four other Governors. When any such motion has been disposed of by the Council of Governors, a motion to the same effect shall not be proposed within six months other than by the Chair.

## **8. MOTIONS**

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

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

8.2.1 an amendment to the motion;

8.2.2 the adjournment of the discussion or the meeting;

8.2.3 that the meeting proceed to the next business;

8.2.4 that the motion be now put;

8.2.5 that members of the public be excluded in accordance with paragraph 21.1 of the Constitution

8.2.6 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.

## **9. WRITTEN MOTIONS**

9.1 In urgent situations and with the consent of the Chair, business may be effected by a written motion to deal with business otherwise required to be conducted at a meeting of the Council of Governors.

9.2 If all members of the Council of Governors have been notified of the proposal and a simple majority of the member of the Council of Governors entitled to attend and vote at a meeting of the Council of Governors confirms acceptance of the written motion either in writing or electronically within five Clear Days of despatch then the motion will be deemed to have been resolved, notwithstanding that the Governors have not gathered in one place.

9.3 The effective date of the resolution shall be the date that the last confirmation is received by the Secretary and, until that date a member of the Council of Governors who has previously indicated acceptance can withdraw and the motion shall fail.

9.4 Once the resolution is passed, a copy certified by the Secretary shall be recorded in the minutes of the next ensuing meeting where it shall be signed by the person presiding at it.

## **10. CHAIR'S RULING**

10.1 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, relevancy, regularity and any other matters shall prevail and be observed at the meeting.

10.2 Save as permitted by law, at any meeting the person presiding shall be the final authority on the interpretation of Council of Governors' Standing Orders (on which she or he shall be advised by the Secretary).



## **11. MINUTES**

11.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where, once agreed, and if appropriate as amended, they shall be signed by the person presiding at it as a true record.

11.2 No discussion shall take place upon the subject matter of the minutes except upon their accuracy or where the Chair considers discussion appropriate.

11.3 Without prejudice to the provisions of the Constitution of the circulation of meeting papers, minutes of meetings will be taken and circulated in accordance with wishes of the Council of Governors.

## **12. SUSPENSION OF COUNCIL OF GOVERNORS' STANDING ORDERS**

12.1 Except where this would contravene any law or regulation (to which the Foundation Trust or the Council of Governors' is subject), or the Licence or the Constitution, any one or more of the Council of Governors Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Council of Governors' are present, including one Public Governor and one Staff Governor, and that a majority of those present vote in favour of suspension.

12.2 A decision to suspend Council of Governors' Standing Orders and the reason for such decision shall be recorded in the minutes of the meeting.

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

12.4 No formal business may be transacted while Council of Governors' Standing Orders are suspended.

## **13. VARIATION AND AMENDMENT OF STANDING ORDERS**

13.1 These Council of Governors' Standing Orders shall be varied or amended only:

13.1.1 if the variation or amendment proposed does not contravene the law or regulation to which the Foundation Trust or the Council of Governors' is subject, or the Licence or the Constitution; and

13.1.2 if a notice of motion under Standing Order 5 has been given; and

13.1.3 if at least two-thirds of the Governors are present; and provided that

13.1.4 no fewer than half the Governors present and entitled to vote, vote in favour of the variation or amendment.

## **14. RECORD OF ATTENDANCE**

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

## **15. DECLARATIONS OF INTERESTS**

### **Declaration of interests and conflicts of interest**

15.1 Provisions of the Constitution on conflicts of interests shall apply as if they were expressly set out as part of these Standing Orders.

15.2 If a Governor is present at a meeting of the Council of Governors and has an interest of any sort in any matter which is the subject of consideration, he shall at the meeting and on or before such consideration and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter and, if he has declared a pecuniary interest or other relevant and material interest, he shall not take part in the consideration or discussion of the matter. For the purpose of these Council of Governors' Standing Orders "relevant and material" interests shall have the same meaning as stated in Annex 8 of the Constitution:

15.3 Any travelling or other expenses or allowances payable to a Governor in accordance with the Constitution or these Standing Orders shall not be treated as a pecuniary or relevant and material interest.

### **Fit and proper persons test**

15.4 As established by regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 ("the regulations"), QVH has a duty not to appoint a person or allow a person to continue to be an executive director or equivalent, a non-executive director or a governor of the trust under given circumstances known as the "fit and proper person test".

15.5 In accordance with its fit and proper person requirements policy, the Trust requires Governors to declare on appointment and thereafter annually that they remain a fit and proper person to be appointed as a Governor.

15.6 If Governors have any doubt about the regulations or declarations, this should be discussed with the Secretary or Chair.

15.7 The consequences of false, inaccurate, or incomplete information by individuals subject to the Regulations may be their removal from office, pending the outcome of an investigation.

## **16. REGISTER OF INTERESTS**

16.1 The Secretary shall record any declarations of interest made in a Register of Interests kept by him in accordance with the Constitution. Any interest declared at a meeting shall also be recorded in the minutes of the meeting.

16.2 The Register will be available for inspection by members of the public free of charge at all reasonable times. A person who requests it is to be provided with a copy or extract from the register. If the person requesting a copy or extract is not a member of the Trust then a charge may be made for doing so.

## **17. STANDARDS OF BUSINESS CONDUCT**

17.1 In relation to their conduct as a Governor of the Trust, each Governor must comply with the codes of conduct or requirements set out in these Council of Governors' Standing Orders, the Licence and Constitution for the time being and otherwise as implemented by the Foundation Trust plus, in general terms the principles outlined in relation to standards of business conduct for NHS staff as may apply from time to time. In particular, the Foundation Trust must be impartial and honest in the conduct of its business and its office holders and staff must remain beyond suspicion. Governors are expected to be impartial and honest in the conduct of official business.

17.2 A Governor shall not solicit for any person any appointment in the Foundation Trust.

## **18. REMUNERATION**

18.1 Governors are not to receive remuneration but may receive reimbursement of expenses.

## **19. PAYMENT OF EXPENSES TO GOVERNORS**

19.1 The Foundation Trust may pay travelling and other expenses to Governors for attendance at general meetings of the Governors, or any other business authorised by the Secretary as being under the auspices of the Council of Governors.

19.2 Mileage claims will be reimbursed at the prevalent Inland Revenue Allowable Mileage Rate. Car parking and standard public transport fares will be reimbursed at the cost incurred subject to Trust policies.

19.3 Any other expenses relating to business may be reimbursed but will require the prior authorisation of the Secretary.

19.4 Expenses will be authorised and reimbursed through the Secretary's office at such rates as the Foundation Trust decides on receipt of a completed and signed expenses form provided by the Secretary.

19.5 A summary of expenses paid to Governors shall be published in the Annual Report.

## **20. RESOLUTION OF DISPUTES**

## **Resolution of disputes between the Board of Directors and the Council of Governors**

Subject to any provision in that regard in the Constitution, all disputes or conflicts between the Board of Directors and the Council of Governors shall be communicated, managed and resolved in accordance with the Constitution or in the absence of any provision in that regard in the Constitution, then in accordance with any written protocols that may be agreed by the Board of Directors and the Council of Governors.

## **21. MISCELLANEOUS**

### **Review of Standing Orders**

21.1 These Standing Orders shall be reviewed regularly and at least every 3 years, by the Council of Governors. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.

### **Confidentiality**

21.2 A Governor shall not disclose any matter or business of the Council of Governors notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors shall resolve that it is confidential.

### **Conflict of Terms**

21.3 For the avoidance of doubt in the event of any conflict between the terms or with regard to the interpretation of these Council of Governors' Standing Orders and the terms of the Foundation Trust's Licence or the Foundation Trust's Constitution the terms and interpretation of the Foundation Trust Licence and the Constitution shall prevail at all times.

### **Contact details for governors**

21.4 It shall be the responsibility of each Governor to ensure that the Secretary has accurate and up to date details of his or her full address, email address, telephone and if appropriate mobile telephone numbers. Notices or other communications sent to such addresses or numbers pursuant to these Council of Governors' Standing Orders shall be deemed to have been validly given.

### **Timely consideration of matters**

21.5 The Council of Governors shall always give due and proper and timely consideration to matters referred to the Council of Governors by the Trust or the Board of Directors whether regarding the business or forward planning of the Trust or otherwise.

### **Collective and individual responsibility of the governors**

21.6 In conducting the business and affairs of the Council of Governors the Governors for the time being both individually and collectively undertake to observe these and all future Council of Governors' Standing Orders, the Authorisation and the Trust Constitution for the time being effective.