



**STANDING ORDERS OF THE
GOVERNORS COUNCIL**

JULY 2006

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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 and, in addition:-

“TERMS OF AUTHORISATION” shall mean the Authorisation of the Trust issued by the Independent Regulator with any amendments for the time being in force.

“TRUST” means James Paget University Hospitals NHS Foundation Trust, which is a public benefit corporation.

“CHAIRMAN” means the person appointed to be Chairman of the Trust pursuant to sections 9.5.1 of the Constitution.

“CHIEF EXECUTIVE” shall mean the chief officer of the Trust.

“CONSTITUTION” shall mean the Constitution attached to the Authorisation with any variations from time to time approved by the Independent Regulator.

“GOVERNOR” shall mean a member of the Governors Council as defined in section 8 of the Constitution.

“MOTION” means a formal proposition to be discussed and voted on during the course of a meeting.

“OFFICER” means an employee of the Trust.

“VICE-CHAIRMAN” means the Vice-Chairman of the Trust, pursuant to section 8.17.1 of the Constitution, who will preside at meetings of the Governors Council in the Chairman's absence

[“DEPUTY CHAIRMAN” means the Deputy Chairman of the Governors Council, pursuant to section 8.17.1 of the Constitution, who will preside at meetings in the absence of the Chairman and Vice Chairman.](#)

“SECRETARY” means the Secretary of the Trust or any other person appointed to perform the duties of the Secretary of the Trust, including a Joint, Assistant or Deputy Secretary (Head of Communications & Foundation Secretary).

SECTION A: CONDUCT OF MEETINGS

Admission of the Public and the Press

1. Meetings of the Governors Council, which may also be attended by members of the Board of Directors by invitation, are to be open to members of the public except in the following circumstances:-
 - a. Where issues concerning confidential details of a personal nature are to be discussed – in which case such items will be discussed as closed items at the end of the meeting from which members of the public and press will be excluded.
 - b. Where the Governors Council resolves that the public and members of the press be excluded from the meeting because the business to be conducted is confidential and/or publicity would be prejudicial to the public interest and/or the interests of the Trust.
 - c. Where the Governors Council resolves that the meeting be adjourned in the interests of public order and to allow them to conclude the business in hand in private. The resolution shall specify the period of any adjournment.

Calling and notice of meetings

2. The Governors Council is to meet at least five times per year, of which one will be the Annual General Meeting. Deleted: three
3. Save in the case of emergencies or the need to conduct urgent business, the Secretary shall give at least **fourteen (14)** days written notice (including Saturday and Sunday and any bank holiday) of the date and place of every meeting of the Governors Council to all governors. Notice will also be published on the Trust's website www.jpaget.nhs.uk.
4. The names of governors present at the meetings shall be recorded.
5. The Chairman may call a meeting of the Governors Council at any time.
6. If the Chairman refuses to call a meeting after a requisition for that purpose signed by at least ten governors has been presented to her/him specifying the business to be carried out, the Secretary shall call a meeting with at least fourteen but not more than twenty-eight days notice to discuss the specified business. If the Secretary fails to call such a meeting, the ten governors shall call such a meeting.
7. In the case of a meeting called by governors in default of the Chairman, the notice shall be signed by those governors and no business shall be transacted at the meeting other than that specified on the notice.
8. Following notice of the meeting per paragraph 3, an agenda for the meeting, specifying the business proposed to be transacted at it and signed by the Chairman or by the Secretary, shall be delivered to every governor, or sent by post to the usual place of residence of such persons, so as to be available to her/him at least **five (5)** clear days (including Saturday and Sunday and any bank holiday) before the meeting. Formatted: Font: 9 pt, Complex Script Font: 9 pt

9. The agendas will include all supporting papers available at the time of posting. Further supporting papers will be received no later than **three (3)** clear days (including Saturday and Sunday and any bank holiday) before the meeting.
10. Lack of service of the notice on any one person above shall not affect the validity of the meeting, but failure to serve such a notice on more than six governors will invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.

Quorum

11. The quorum for transaction of business shall be 9 governors present in person of which at least seven are drawn from the public constituency. If at any meeting there is no quorum within 30 minutes of the time fixed for the start of the meeting, the meeting shall stand adjourned for seven days and upon reconvening, those present shall constitute a quorum.

Setting the agenda

12. The Governors Council may determine that certain matters shall appear on every agenda for a meeting of the Governors Council and shall be addressed prior to any other business being conducted.
13. A governor desiring a matter to be included on an agenda shall make the request in writing to the Chairman at least **fourteen (14)** clear days (including Saturday and Sunday and any bank holiday) before the meeting. Requests made less than fourteen clear days before a meeting may be included on the agenda at the discretion of the Chairman or the Secretary.

Chairmanship of meeting

14. The Chairman of the Trust or, in his absence the Vice-Chairman of the Trust, or in his absence one of the non-executive directors is to preside at meetings of the Governors Council and will have a casting vote.
15. The Deputy Chairman will preside over meetings where both the Chairman and the Vice-Chairman are absent or have a conflict of interest.

Notices of motion

16. A governor desiring to move or amend a motion shall send a written notice thereof at least **fourteen (14)** clear days (including Saturday and Sunday and any bank holiday) before the meeting to the Chairman, 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 preceding provisions.

Withdrawal of motion or amendments

17. 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 Chairman.

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Motion to rescind a resolution

18. Notice of motion to amend or rescind any resolution (or general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the governors who give it and also the signature of four other governors, of whom at least two shall be public or patient governors. When any such motion has been disposed of by the Trust, it shall not be competent for any governor other than the Chairman to propose a motion to the same effect within six months, although the Chairman may do so if s/he considers it appropriate.

Motions

19. The mover of a motion shall have the right of reply at the close of any discussions on the motion or any amendment thereto.
20. 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. (*)

[* In the case of sub-paragraphs denoted by (*) above, to ensure objectivity motions may only be put by a governor who has not previously taken part in the debate.]

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

Chairman's ruling

22. The decision of the Chairman of the meeting on the question of order, relevancy and regularity shall be final. The Chairman of the Trust, advised by the Secretary, shall be the final authority in the interpretation of this.

Voting

23. Every question at a meeting will be determined by a majority of the votes of the governors present and voting on the question and, in the case of an equality of votes, the person presiding shall have a second or casting vote.

24. All questions put to the vote shall, at the discretion of the Chairman, 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, or the Secretary deems it advisable or necessary.
25. If a governor so requests her/his vote shall be recorded by name upon any vote (other than by paper ballot).
26. In no circumstances may an absent governor vote by proxy. Absence is defined as being absent at the time of the vote.

Minutes

27. 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.
28. No discussion shall take place upon the minutes, except upon their accuracy, or where the Chairman considers discussion appropriate. Any amendments to the minutes shall be agreed and recorded at the next meeting.

SECTION B: COMMITTEES

Appointment of Committees

29. Subject to paragraph 37 below and such directions as may be given by the Independent Regulator, the Governors Council may and, if directed by her/him, shall appoint committees of the Governors Council, consisting wholly or partly of governors. In all cases, each committee shall have a majority of public or patient governors.
30. A committee appointed under paragraph 31 may, subject to such directions as may be given by the Independent Regulator or the Governors Council, appoint sub-committees consisting wholly or partly of members of the committee.
31. These Standing Orders, as far as it is applicable, shall apply with appropriate alteration to meetings of any committees or sub-committee established by the Governors Council.
32. Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Governors Council), as the Governors Council shall decide. Such terms of reference shall have effect as if incorporated into these Standing Orders.
33. The Governors Council may not delegate any of its powers to committees or sub-committees. Committees may not delegate their powers to a sub-committee unless expressly authorised by the Governors Council.
34. The Governors Council shall approve the appointments to each of the committees which it has formally constituted. Where the Governors Council determines that persons who are neither governors, nor directors or officers, shall be appointed to a committee, the terms of such an appointment shall be determined by the Governors Council subject to the payment of travelling and other expenses being

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in accordance with such sum as may be determined by the Board of Directors or the Independent Regulator.

- 35. Where the Governors Council is required to appoint persons to a committee or to undertake statutory functions as required by the Independent Regulator, and where such appointments are to operate independently of the Governors Council or the Board of Directors, such appointment shall be made in accordance with any regulations laid down by the Chief Executive or her/his nominated officer or any directions or guidance issued by the Independent Regulator from time to time.

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Confidentiality

- 36. A member of a committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Governors Council or shall otherwise have concluded on that matter.

- 37. A governor or a member of a committee shall not disclose any matter reported to the Governors Council or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Governors Council or committee shall resolve that it is confidential.

- 38. In relation to patient confidentiality, the provisions at paragraphs 36 and 37 above for disclosure of information by governors or members of committees established by the Governors Council shall not apply, and such information shall not be disclosed under any circumstances.

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Appointment of the Chairman and Non Executive Directors

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- 39. For the appointment of a Chairman of the Trust and non executive directors other than those initially appointed to the Board of Directors and the determination of their terms and conditions, the Governors Council will establish a Nomination & Remuneration Committee.

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- 40. The arrangements for the composition and functioning of the Nomination & Remuneration Committee will be as set out in the Terms of Reference of that Committee and agreed by the Governors Council.

SECTION C: REGISTER AND DECLARATION OF GOVERNORS' INTERESTS

- 41. If a governor has a relevant and material interest, whether direct or indirect, in any contract, proposed contract or other matter which is under consideration by the Governors Council, s/he shall disclose that to the rest of the Governors Council as soon as s/he is aware of it. If a governor is in any doubt whether an interest should be disclosed, s/he shall discuss the position with the Chairman. Interests which should be regarded as "relevant and material" are:-

- a. Directorships, including non executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
- b. Ownership, part-ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.

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- c. Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.
- d. A position or authority in a charity or voluntary organisation in the field of health and social care.
- e. Any connection with a voluntary or other organisation contracting for N.H.S. services or commissioning NHS services.
- f. Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to, lenders or banks.

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42. At the time the interests are declared, they should be recorded in the minutes of the Governors Council. Any changes in interests should be officially declared at the next meeting as appropriate following the change occurring.

43. It is the obligation of a governor to inform the Secretary in writing within seven days of becoming aware of the existence of a relevant or material interest. The Secretary will amend the register upon receipt within three working days.

44. The details of governors' interests recorded in the register will be kept up to date by means of a regular review of the register carried out by the Secretary, during which any changes of interests declared will be incorporated.

45. Subject to the requirements of the Public Benefit Corporation (Register of Members) Regulations 2004 and the Data Protection Act 1998, the register will be available for inspection by the public free of charge. The Chairman will take reasonable steps to bring the existence of the register to the attention of the local population and to publicise arrangements for viewing it.

46. Copies or extracts of the register must be provided to members of the Trust free of charge and within a reasonable time period of the request. A reasonable charge may be imposed on non-members for copies or extracts of the register.

47. Any travelling or other expenses or allowances payable to a governor shall not be treated as a pecuniary interest.

48. During the course of a meeting of the Governors Council, if a conflict of interest is established the governor(s) concerned should withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt, this includes voting on such an issue where a conflict is established. If there is a dispute as to whether a conflict of interest does exist, the majority will resolve the issue with the Chairman having the casting vote.

49. If, in relation to paragraph 48, the Chairman has a conflict of interest, the Vice-Chairman will exercise the casting vote. If the Vice-Chairman has a conflict of interest, the Deputy Chairman will preside and exercise the casting vote.

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50. Subject to any other provision of the Constitution a governor shall be treated as having indirectly a pecuniary interest in a contract, proposed contract or other matter if:-

- a. s/he or a nominee of her's/his is a Director of a company or other body not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or

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- b. s/he is a partner of, or is in the employment of, a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration, and in the case of married persons living together the interest of one spouse shall, if known to the other, be deemed for the purpose of these Standing Orders to be also an interest of the other.

51. A governor shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:-

- a. of her/his membership of a company, or other body if s/he has no beneficial interest in any securities of that company or other body:-
- b. of an interest in any company, body or person with which s/he is connected as mentioned in paragraph 50 which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a governor in the consideration of discussion, or in voting on, any question with respect to that contract or matter.

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52. Where a governor:-

- a. has an indirect pecuniary interest in a contract or other matter by reason only of a beneficial interest in securities of a company or other body; and
- b. the total nominal value of those securities does not exceed £5,000 or one hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less; and
- c. if the share capital is of more than one class, the total nominal value of shares of any one class in which s/he has the beneficial interest does not exceed one hundredth of the total issued share capital of that class;

the governor shall not be prohibited from taking part in consideration or discussion of the contract or other matter or from voting on any question in respect to it without prejudice however to her/his duty to disclose her/his interest.

53. Section C applies to a committee or sub-committee of the Governors Council as it applies to the Governors Council and applies to any member of any such committee or sub-committee (whether or not s/he is also a governor) as it applies to a governor.

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SECTION D: DISQUALIFICATION

54. The Trust's Constitution identifies the circumstances in which a person may not become or continue to be a governor. These are set out in paragraph 55 below.

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55. A person may not become or continue as a governor of the Trust if:-

- a. in the case of a staff governor, public governor or patient governor s/he ceases to be a member of the constituency s/he represents;
- b. in the case of a PCT governor, Local Authority governor, University governor or other Partnership governor, the sponsoring PCT, Local Authority, University or organisation withdraw their sponsorship of her/him;
- c. s/he has been adjudged bankrupt or her/his estate has been sequestrated and in either case s/he has not been discharged;
- d. s/he has made a composition or arrangement with, or granted a trust deed for, her/his creditors and has not been discharged in respect of it;
- e. s/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 her/him;
- f. s/he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body.
- g. s/he is a person whose tenure of office as the chairman or as a member or director of a health service body has been terminated on the grounds that her/his appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest.
- h. s/he is an executive or non-executive director of the Trust, or a governor, non-executive director, chairman or chief executive officer of another NHS Foundation Trust;
- i. s/he has had her/his name removed, by a direction under section 46 of the 1977 Act from any list prepared under Part II of that Act or has otherwise been suspended or disqualified from any healthcare profession and has not subsequently had her/his name included in such a list or had her/his suspension lifted or qualification re-instated (as applicable);
- j. s/he is incapable by reason of mental disorder, illness or injury of managing and administering her/his property and affairs;
- k. s/he has made a claim against the Trust (or the James Paget Healthcare NHS Trust where such claim relates to the period prior to creation of the Trust) and has issued legal proceedings in respect of such claim;
- l. s/he brings the Trust into disrepute;
- m. s/he, being a member of a staff class of the staff constituency, is suspended from work for whatever reason;
- n. s/he, being a member of a staff class of the staff constituency, is in receipt of a final written warning under the Trust's disciplinary procedure and the time period for such warning has not expired;
- o. s/he does not agree to (or, having agreed to, fails to abide by) the Governors' Code of Conduct.
- p. s/he has had his name added to the register of sexual offenders;
- q. s/he has been convicted of any offense against children;
- r. s/he has been identified as a vexatious complainant;

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56. Where a person has been elected or appointed to be a governor and s/he becomes disqualified for appointment under paragraph ~~55~~, s/he shall notify the Secretary in writing of such disqualification.

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57. If it comes to the notice of the Secretary at the time of her/his appointment or later that the governor is so disqualified, s/he shall immediately declare that the person in question is disqualified and notify her/him in writing to that effect. Upon receipt of any such notification, that person's tenure of office, if any, shall be terminated and s/he shall cease to act as a governor.

58. Where a person has been declared disqualified by the Secretary under paragraph ~~57~~ above, s/he may appeal the Secretary's decision to the Chairman, whose decision on the matter will be final.

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SECTION E: REMUNERATION AND PAYMENT OF EXPENSES

Remuneration

59. Governors are not to receive remuneration.

Payment of expenses

60. The Trust may pay travelling and other expenses to governors at such rates as it decides.

61. Expenses will be administered through the Secretary's office, and authorised by the Director of Finance & Performance. Reimbursement will be on receipt of a completed and signed expenses form, evidenced by receipts.

SECTION F: STANDARDS OF CONDUCT OF GOVERNORS

Policy

62. In relation to their conduct as a member of the Governors Council, each governor must comply with the Trust's Code of Conduct. In particular, the Governors Council 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.

Interest of governors in contracts

63. If it comes to the knowledge of a governor that a contract in which s/he has any pecuniary interest not being a contract to which s/he is himself a party, has been, or is proposed to be, entered into by the Trust, s/he shall, at once, give notice in writing to the Secretary of the fact that s/he has such an interest.

64. A governor shall not solicit for any person any appointment in the Trust.

65. Informal discussions outside Nomination & Remuneration Committee, whether solicited or unsolicited, should be declared to the committee.

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SECTION G: MISCELLANEOUS PROVISIONS

Suspension of Standing Orders

66. Standing Orders may be suspended at any general meeting provided that:-
- a. at least two-thirds of the Governors Council are present, including at least seven drawn from the public constituency or patients' constituency, and
 - b. the Secretary does not advise against it, and
 - c. a majority of those present vote in favour.
67. Standing Orders cannot be suspended if to do so would contravene any statutory provision, or the Trust's Terms of Authorisation, or the Trust's Constitution.
68. A decision to suspend Standing Orders shall be recorded in the minutes of the meeting and any matters discussed during the suspension of Standing Orders shall be recorded separately and made available to all members of the Governors Council.
69. No formal business may be transacted while Standing Orders are suspended.

Variation and amendment of Standing Orders

70. Standing Orders may only be varied or amended if:-
- a. the proposed variation does not contravene any statutory provision, or the Trust's Terms of Authorisation, or the Trust's Constitution, and
 - b. unless proposed by the Chairman or the Chief Executive or the Secretary, a notice of motion under paragraph 18 has been given, and
 - c. at least two-thirds of the Governors Council are present, including at least seven drawn from the public constituency or patients' constituency, and
 - d. a majority of those present vote in favour.

Review of Standing Orders

71. Standing Orders shall be reviewed annually by the Governors Council. The requirement for review shall extend to all and any documents having effect as if incorporated in Standing Orders.