

ANNEX 7 TO CONSTITUTION

**STANDING ORDERS
FOR THE PRACTICE AND PROCEDURE OF THE
BOARD OF GOVERNORS (BoGSOs)**

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INTERPRETATION

1. Save as otherwise permitted by law and subject to the Constitution, at any meeting the Chair shall be the final authority on the interpretation of the Standing Orders, with a right of appeal to a committee of the Board of Governors convened for that purpose, whose decision shall be final and binding except in case of manifest error.
2. Any expression to which a meaning is given in the National Health Service Act 2006 and other Acts relating to the National Health Service or in the Financial Regulations made under the Act or regulations made under them shall have the same meaning in this interpretation and in addition:

Board of Governors and (unless the context requires otherwise) "Board"	The Board of Governors of the Trust as constituted by the Constitution
Board of Directors	Chair, Executive and Non-Executive Directors of the Trust collectively as a body
Chair of the Board or Chair of the Trust	Person appointed by the Board of Governors to lead the Board of Directors and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression "the Chair of the Trust" shall be deemed to include the Deputy Chair of the Trust if the Chair is absent from the meeting or otherwise unavailable
Chief Executive	Chief Executive Officer of the Trust
Clear days	Means days including weekends
Committee	A Committee of the Board of Governors
Constitution	The Constitution of the Trust
Committee members	Chair and the governors (and other people by invitation) formally appointed by the Board of Governors to sit on or to chair specific committees
Deputy Chair	The Non-Executive Director appointed from amongst the Non-Executive Directors as Deputy Chair by the Board of Governors to take on the Chair's duties if the Chair is absent for any reason
Executive Director	A member of the Board of Directors holding an executive office of the Trust
Member of the Board	A Governor of the Trust. (Member of the Board in relation to the Board of Governors does not include the Chair)
Monitor	Independent Regulator appointed under the terms of the NHS Act 2006 to monitor Foundation Trusts
Motion	A formal proposition to be discussed and voted on during the course of a meeting
Non-Executive Director	A member of the Board of Directors who does not hold an executive office of the Trust
SOs	Refers to the Standing Orders of the Board of Governors
Trust Secretary	A person appointed by the Chair of the Trust and Chief Executive jointly to act independently of the Board to provide advice on corporate governance issues to the Board and the Chair and monitor the Trust's compliance with the Regulatory Framework, guidance from Monitor and these Standing Orders

1. INTRODUCTION

1.1 Regulatory Framework

The Cambridgeshire and Peterborough NHS Foundation Trust is a statutory body which became a public benefit corporation following its authorisation as an NHS Foundation Trust by Monitor, the Independent Regulator of NHS Foundation Trusts (Monitor) pursuant to the National Health Service Act 2006.

NHS Foundation Trusts are governed by Act of Parliament, the National Health Service Act 2006, by their constitutions and by the terms of their authorisation granted by Monitor (the Regulatory Framework).

The Regulatory Framework requires the Board of Governors of the Trust to adopt Standing Orders for the regulation of its proceedings and business.

All business of the Board of Governors will be conducted in the name of the Trust.

2. THE BOARD OF GOVERNORS

2.1 Composition of the Board

In accordance with the Constitution, the composition of the Board shall be:

- 15 publicly elected governors
- 6 elected patients' governors
- 4 elected staff governors
- 14 appointed partner governors

2.2 Role of the Chair

The Chair is not a member of the Board of Governors. However, under the Regulatory Framework, the Chair presides at meetings of the Board of Governors and has a casting vote.

Where the Chair ceases to hold office, or where they have been unable to perform their duties as Chair owing to illness or any other cause, the Deputy Chair (a Non-Executive Director appointed by the Board of Governors) shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be. References to the Chair in these Standing Orders shall, so long as there is no Chair able to perform their duties, be taken to include references to the Deputy Chair.

3. MEETINGS OF THE BOARD

3.1 Calling meetings

Ordinary meetings of the Board of Governors shall be held at such times and places as the Chair may determine. Not less than 3 and not more than 4 meetings will be held in public each year.

- 3.2 The Chair may call meetings of the Board of Governors. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of governors including at least two elected and two appointed governors, has been presented to them, or if, without so refusing, the Chair does not call a meeting within 7 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 of the Board.

3.3 Notice of meetings

3.3.1 Before each meeting of the Board of Governors, a notice of the meeting, signed by the Chair or by an officer of the Trust authorised by the Chair to sign on their behalf shall be delivered to every member of the Board, or sent by post to the usual place of residence of such governor, no less than 14 days in advance of the meeting.

3.3.2 Notice of business to be transacted

Before each meeting of the Board of Governors, an agenda setting out the business of the meeting, signed by the Chair or by an officer of the Trust authorised by the Chair to sign on their behalf shall be delivered to every member of the Board of Governors, or sent by post to the usual place of residence of such governor specifying the business proposed to be transacted at it so as to be available to the governor at least 3 clear days before the meeting.

Agendas will be sent to members of the Board before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will be dispatched no later than 3 clear days before the meeting save in an emergency.

3.4 Lack of service of the notice on any governor shall not affect the validity of a meeting.

3.5 In the case of a meeting called by the governors in default of the Chair, the notice shall be signed by those respective governors and no business shall be transacted at the meeting other than that specified in the notice.

3.6 Failure to serve such a notice on more than 3 governors will invalidate the meeting. A notice shall be presumed to have been served at the same time on day after posting (including electronic communication).

3.7 Setting the agenda

The Board of Governors may determine that certain matters shall appear on every agenda for a meeting of the Board of Governors and shall be addressed prior to any other business being conducted. (Such matters may be identified within these BoGSOs or following subsequent resolution shall be listed in an appendix to the BoGSOs).

3.8 A governor desiring a matter to be included on an agenda shall make their request in writing to the Chair at least 10 clear days before the respective meeting. Requests made less than 10 days before a meeting may be included on the agenda at the discretion of the Chair.

3.9 Attendance and questions from the public

The public shall be welcome at all meetings of the Board of Governors unless the Board of Governors decides otherwise in relation to all or part of a meeting for reasons of commercial confidentiality or on other proper grounds. The Chair may exclude any member of the public from a meeting of the Board of Governors if they are interfering with or preventing the proper conduct of the meeting.

Up to 15 minutes will be set aside at the end of each ordinary meeting to enable members of the public or other interested parties to ask questions of the Board. Questions on any matter that has been discussed at the meeting can be raised at this point. Questions on general matters related to the business of the Trust should be sent in writing to the Chair at least 10 days prior to the meeting.

3.10 Nothing in these standing orders shall require the Trust to allow members of the public and representatives of the press to record proceedings in any manner whatsoever, other than in writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Chair.

3.11 Chair of meeting

At any meeting of the Board, the Chair of the Board, if present, shall preside. If the Chair is absent from the meeting, or absent temporarily on the grounds of a declared conflict of interest, the Deputy Chair, if there is one, and they are present, shall preside. If the Chair and Deputy Chair are absent, such Non-Executive Director as the members of the Board present shall choose, shall preside. Where the Chair, Deputy Chair, and other Non-Executive Director are all absent or have a conflict of interest, the Deputy Chair (to be appointed from amongst the Board of Governors) shall preside at the meeting and shall have a casting vote.

3.12 Notices of motion

A governor of the Trust desiring to move or amend a motion shall send a written notice thereof at least 10 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 emergency motion being moved during the meeting without notice, on any business mentioned on the agenda. The Chair's decision to include the motion shall be final.

3.13 Motions

Who may propose

A motion may be proposed by the Chair of the meeting or any member present. It must also be seconded by another member.

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

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

3.14.1 an amendment to the motion

3.14.2 the adjournment of the discussion or the meeting

3.14.3 that the meeting proceeds to the next business *

3.14.4 the appointment of an ad hoc committee to deal with a specific item of business

3.14.5 that a member be not further heard

3.14.6 that the motion now be put *

3.14.7 that the public, including the press, be excluded from the meeting

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.

3.15 Amendments to motions

A motion for amendment shall not be discussed unless it has been proposed and seconded.

Amendments to motions shall be moved relevant to the motion, and shall not have the effect of negating the motion before the Board.

If there are a number of amendments, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved.

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.

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3.16 **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 consent of the Chair.

3.17 **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 who gives it and also the signature of 4 other governors. When any such motion has been disposed of by the Board, 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.

3.18 **Chair's ruling**

Statements of governors made at meetings of the Trust 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 be final.

3.19 **Voting**

Every question at a meeting shall be determined by a majority of the votes of the Chair of the meeting and the governors present and voting on the question.

3.20 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.

3.21 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.

3.22 If a governor so requests their vote shall be recorded by name upon any vote (other than by paper ballot).

3.23 In no circumstances may an absent governor vote by proxy. Absence is defined as being absent at the time of the vote.

3.24 **Minutes**

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

3.25 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.

3.26 Minutes shall be circulated in accordance with the Board's wishes. Where providing a record of a public meeting the minutes shall be made available to the public.

3.27 **Variation and amendment of standing orders**

The Board of Governors can only make proposals to amend these Standing Orders if:

3.27.1 a notice of motion under BoGSO 3.12 has been given, and

3.27.2 a majority of the governors present vote in favour of amendment, and

3.27.3 the variation proposed does not contravene a statutory provision, the Terms of Authorisation or binding guidance issued by Monitor

3.27.4 any proposal for change is discussed with and ratified by the Board of Directors

Any variation or amendment is subject to due process and is approved by Monitor.

3.28 Record of attendance

The names of the Chair and governors, and any invited attendees present at the meeting shall be recorded in the minutes.

3.29 Quorum

No business shall be transacted at a meeting of the Board of Governors unless at least half of the total number of Governors, including not less than one third public governors, not less than one third patients' governors, not less than one third staff governors and not less than one third appointed governors are present

If insufficient members are in attendance within 30 minutes of the time fixed for a meeting, the meeting will stand adjourned for 7 days (same time same place) and at the reconvened meeting those present will constitute a quorum. The status of the meeting will be recorded in the minutes.3.30 If a governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution because of the declaration of a conflict of interest they 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.

4. DELEGATION OF FUNCTIONS AND STATUS OF STANDING ORDERS

4.1 Delegation of power to committees

The Board may not delegate any of its functions or powers to any sub-committees or committees of the Board.

4.2 Non-compliance with Standing Orders

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 Board for action or ratification. All members of the Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Trust Secretary as soon as possible.

5. COMMITTEES

5.1 Appointment of committees

Subject to such directions as may be given by Monitor, the Board of Governors may and, if directed by him, shall appoint committees of the Board of Governors consisting wholly or partly of members of the Trust (whether or not they include governors of the Trust) or wholly of persons who are not members of the Trust (whether or not they include governors of the Trust). The Board of Governors may not delegate any of its powers to a committee but committees may act in an advisory capacity to assist the Board of Governors in carrying out its functions.

5.2 A committee appointed under BoGSO 5.1 may, subject to such directions as may be given by Monitor or the Board of Governors appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include governors of the Trust) or wholly of persons who are not members of the Trust committee (whether or not they include governors of the Trust). No powers may be delegated to sub-committees, they exist to advise and assist the committee/Board of Governors.

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- 5.3 The standing orders of the Board of Governors, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committee established by the Board of Governors. The minimum quorum for any committee shall be two.
- 5.4 Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting to the Board) as the Board shall decide and shall be in accordance with the Regulatory Framework and any direction or binding guidance issued by Monitor. Such terms of reference shall have effect as if incorporated into the standing orders.
- 5.5 The Board of Governors shall approve the appointments to each of the committees which it has formally constituted. Where the Board determines that persons who are neither governors nor officers shall be appointed to a committee, the terms of such appointment shall be determined by the Board. The Board of Governors may request that external advisers assist them or any committee they appoint in carrying out its duties.
- 5.6 Where the Trust is required to appoint persons to a committee and/or to undertake statutory functions as required by Monitor, and where such appointments are to operate independently of the Trust such appointment shall be made in accordance with the regulations laid down by Monitor.
- 5.7 The committees and sub-committees established by the Board shall be such committees as are required to assist the Board in discharging its responsibilities.
- 5.8 **Confidentiality**
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 Board or shall otherwise have concluded on that matter.
- 5.9 A governor of the Trust or a member of a committee shall not disclose any matter reported to the Board or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board or committee shall resolve that it is confidential.

6. DECLARATION OF INTERESTS AND REGISTER OF INTERESTS

- 6.1 The Regulatory Framework requires Board members to declare interests which are relevant and material to the Board of which they are a member. Interests should be declared on appointment and updated to the Trust Secretary as circumstances change, or as directed by Monitor, and at least annually.
- 6.2 Interests which should be regarded as 'relevant and material' are set out in Section 16 of the Trust's constitution:
- 6.3 At the time Board members' interests are declared, they should be recorded in the Board minutes. Any in-year changes should be declared at the next Board meeting following the change occurring.
- 6.4 Board members' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Board's annual report. The information should be kept up to date for inclusion in succeeding annual reports.
- 6.5 During the course of a meeting, if a conflict of interest is established, the member of the Board concerned should withdraw from the meeting and play no part in the relevant discussion or decision.

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- 6.6 There is no requirement for the interests of Board members' spouses or partners to be declared. However, if the Board members' spouses or partners, if living together, has any pecuniary interest, direct or indirect, in contracts or proposed contracts with the Trust, this is regarded as relevant and should be disclosed.
- 6.7 If Board members have any doubt about the relevance of an interest this should be discussed with the Chair or the Trust Secretary.
- 6.8 **Register of interests**
The Trust Secretary shall maintain a register of members' interests. This will include details of all directorships and other relevant and material interests which have been declared by Board members as defined in BoGSO 6.2.
- 6.9 The register will be subject to regular review by the Trust Secretary (at least annually or as directed by Monitor). The register will be updated as and when members' declare an interest/revise a declaration. Any such changes made will be declared and noted at the next meeting of the Board of Governors.
- 6.10 The register will be available to the public and the Chair 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.
- 6.11 In establishing, maintaining, updating and publicising the register, the Trust shall comply with all binding guidance issued from time to time by Monitor.

7. PROCESS FOR THE APPOINTMENT OF NON-EXECUTIVE DIRECTORS

- 7.1 When a vacancy arises for a Non-Executive Director or is scheduled to arise within 6 months, a Nominations Committee shall be convened with clear terms of reference to advise the Board of Governors on the appointment of Non-Executive Directors.
- 7.2 The Nominations Committee will comprise the Chair (or the Deputy Chair) unless they are standing for appointment, in which case another non-executive director, two elected governors and one appointed governor. The committee will appoint an independent assessor.

8. PROCESS FOR THE APPOINTMENT OF THE CHAIR

- 8.1 Subject to the provisions within the constitution in relation to the appointment and removal of the Chair, the Chair shall be appointed in accordance with the process of open competition.
- 8.2 When a vacancy arises or is scheduled to arise within 6 months, a Nominations Committee shall be convened with clear terms of reference to advise the Board of Governors on the appointment of the Chair
- 8.3 The Nominations Committee will comprise the Chair (or the Deputy Chair) unless they are standing for appointment, in which case another non-executive director, two elected governors and one appointed governor. The committee will appoint an independent assessor.

9. PROCESS FOR THE APPOINTMENT OF AUDITORS

- 9.1 The Board of Governors shall create a duly authorised committee which shall be composed of two public governors, a patient governor, a staff governor and a nominated governor
- 9.2 The committee will consult the Chair of the Audit and Assurance Committee, Non-Executive Directors and the Chief Executive regarding the necessary skills required
- 9.3 The committee shall advertise in the national media to seek tenders from organisations they consider appropriate against a specification agreed by the Board of Governors to be appropriate to the task
- 9.4 The committee shall then shortlist appropriate firms to be considered
- 9.5 The committee shall then consult the Chair of the Audit and Assurance Committee, Non-Executive Directors and Chief Executive on the shortlist
- 9.6 The committee shall then interview representatives from each firm
- 9.7 The committee shall then consider those firms and recommend one to the full Board of Governors
- 9.8 The Board of Governors shall formally convey their decision to the successful firm's representatives and to the Chair of the Audit and Assurance Committee and the Chief Executive

10. STANDARDS OF BUSINESS CONDUCT

- 10.1 Governors should comply with the Trust's values, the Trust's code of conduct, the Trust's policy on Standards of Business Conduct and the requirements of the Regulatory Framework, including the constitution, and any guidance and directions issued by Monitor.
- 10.2 **Canvassing of, and recommendations by, members of the Board in relation to appointments**
Canvassing of directors or governors of the Trust or of any committee of the Trust directly or indirectly for any appointment with the Trust shall disqualify the candidate for such appointment. This clause of the Standing Orders shall be brought to the attention of candidates.
- 10.3 A member of the Board shall not solicit for any person any appointment with the Trust or recommend any person for such appointment. This clause of the Standing Orders shall not preclude a member of the Board from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.
- 10.4 Informal discussions outside appointments panels or committees, whether solicited or unsolicited should be declared to the panel or the committee.

11. DECLARATION OF ELIGIBILITY

At their first meeting, all governors shall be required to sign a declaration of their right to represent their constituency and vote at Board of Governors' meetings in the form as attached at Appendix 1. This declaration shall be valid for the duration of their term of office.

12. MISCELLANEOUS

12.1 Standing Orders to be given to members of the Board

It is the duty of the Trust Secretary to ensure that existing and new members of the Board are notified and understand their responsibilities within the constitution and these standing orders.

12.1 Review of Standing Orders

These Standing Orders shall be reviewed at least every three years (in line with the constitution) and more often if there are changes in the Regulatory Framework.

GOVERNORS' DECLARATIONS

PART 1

CAMBRIDGESHIRE AND PETERBOROUGH NHS FOUNDATION TRUST (the "Trust")

I, (insert name)

Of (insert address)

Hereby declare that I am entitled to stand for election to the Board of Governors as a Governor elected by *one of the public constituencies / a class of the patients' constituency / the staff constituency** because I am a member of one of the *public constituencies / a class of the patients' constituency / staff constituency* *and that I am not prevented from being a member of the Board of Governors of the Trust by paragraph 8 of Schedule 7 of the National Health Service Act 2006 or under the constitution of the Trust.

Signed

Print Name

Date of Declaration

* delete as appropriate

PART 2

CAMBRIDGESHIRE AND PETERBOROUGH NHS FOUNDATION TRUST (the "Trust")

I, (insert name)

Of (insert address)

Hereby declare that I am entitled to vote at meetings of the Board of Governors as a Governor elected by *one of the public constituencies / a class of the patients' constituency / the staff constituency** because I am a member of one of the *public constituencies / a class of the patients' constituency / staff constituency** or *I have been appointed as a Stakeholder or Partner Governor** and that I am not prevented from being a member of the Board of Governors of the Trust by paragraph 8 of Schedule 7 of the National Health Service Act 2006 or under the constitution of the Trust.

Signed

Print Name

Date of Declaration

* delete as appropriate