



Doncaster and Bassetlaw
Teaching Hospitals
NHS Foundation Trust

Standing Orders

Council of Governors

2020

Name and title of author/reviewer:	Fiona Dunn, Company Secretary
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STANDING ORDERS OF THE COUNCIL OF GOVERNORS

1 INTERPRETATION AND DEFINITIONS

1.1 Save as permitted by law, at any meeting the Chair of the Trust, advised by the Chief Executive, shall be the final authority on the interpretation of Standing Orders.

1.2 These Standing Orders shall only be applied in accordance with the Constitution. Where any provision in these Standing Orders contradicts any provision in the Constitution, the Constitution shall be paramount.

1.3 In these Standing Orders:

“the 2006 Act” means the National Health Service Act 2006 and other acts as maybe introduced from time to time;

“the 2012 Act” means the Health and Social Care Act 2012 as amended from time to time;

“Annual Members Meeting” means the annual members meeting of the Trust as defined in paragraph 11 of this Constitution.

"Appointed Governors" means the Partner Governors;

“Chair” means the chair of the Trust appointed in accordance with the Trust Constitution;

“Chief Executive” means the Chief Executive Officer of the Trust appointed in accordance with the terms of the Trust Constitution;

“Committee” Means a committee appointed by the Council of Governors;

“Committee members” means those persons formally appointed by the Council of Governors to sit on or to chair specific committees;

"Constitution" means the Trust Constitution and all annexes to it;

“Council of Governors” means the Council of Governors as constituted in accordance with the Trust Constitution;

“Director” means a director on the Board of Directors;

"Elected Governor" means the Public Governors and the Staff Governors;

“Governor” means a Governor on the Council of Governors and being either an Elected Governor or an Appointed Governor;

“Health Service Body”	means a body which is a health service body for the purpose of section 9(4) of the 2006 Act;
“Lead Governor”	means a Governor elected to this role in accordance with the provisions of the Trust constitution;
“Member”	means a member of the Trust;
“Monitor”	Means the body corporate known as Monitor, as provided by Section 61 of the 2012 Act; incorporated into NHS improvement in 2016, itself now operating jointly with NHS England;
“Motion”	means a formal proposition to be discussed and voted on during the course of a meeting;
“Non-Executive Director”	means a non-executive director of the Trust;
“Officer”	means an employee of the Trust;
"Partner Governor"	means a member of the Council of Governors appointed by one of the organisations specified in the Constitution;
"Partner Organisation"	means those organisations designated as partnership organisations in the Trust Constitution;
“Public Governor”	means a member of the Council of Governors elected by the Members of the public constituency as set out in the Trust Constitution;
"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;
"Senior Independent Director"	means the Non-Executive Director appointed by the Board as the senior independent director of the Trust;
“SFIs”	means Standing Financial Instructions;
“SOs”	means Standing Orders;
“Staff Class”	means a class of Membership within the Staff Constituency as provided for in Schedule 7 to the 2006 Act and as set out in the Trust Constitution;

“Staff Governor”	means a member of the Council of Governors elected by a Staff Class in accordance with the provision of the Trust Constitution;
“the Trust”	means Doncaster & Bassetlaw Teaching Hospitals NHS Foundation Trust;

2 COMPOSITION OF THE COUNCIL OF GOVERNORS

- 2.1 In accordance with the 2006 Act, the composition of the Council of Governors of the Trust is outlined in Annexes 1, 2 and 3 of the Constitution.
- 2.2 The aggregate number of Public Governors is to be more than half the total membership of the Council of Governors.

3 CHAIR OF THE COUNCIL OF GOVERNORS

- 3.1 The Chair of the Trust is the Chair of the Council of Governors.
- 3.2 The Chair is appointed by the Council of Governors. The appointment shall be in accordance with the Constitution.
- 3.3 The regulations governing the tenure of office of the Chair shall be in accordance with the Constitution.
- 3.4 At any meeting of the Council of Governors, the Chair, if present, shall preside. If the Chair is absent from the meeting the Deputy Chair shall preside.
- 3.5 If the Chair is absent from a meeting temporarily on the grounds of a declared conflict of interest the Deputy Chair, if present, shall preside.
- 3.6 The Chair and Deputy Chair may not preside in respect of votes of the Council of Governors concerning Non-executive Directors. In this eventuality, the Lead Governor will preside and have a casting vote in respect of votes of the Council of Governors concerning Non-Executive Directors.
- 3.7 **Deputy Chair**
Where the Chair of the Trust has died or has otherwise ceased to hold office or where s/he has been unable to perform his/her duties as Chair owing to illness, absence from England and Wales or any other cause, references to the Chair in the Schedule to these Regulations shall, so long as there is no Chair able to perform his/her duties, be taken to include references to the Deputy Chair. The Deputy Chair shall act as Chair of the Council of Governors.
- 3.8 The appointment of the Deputy Chair shall be as prescribed in the Constitution.
- 3.9 The regulations governing the tenure of office of the Deputy Chair shall be in

accordance with the Constitution.

- 3.10 The election of the Lead Governor shall be as prescribed in the Constitution.
- 3.11 The regulations governing the tenure of office of the Lead Governor shall be in accordance with the Constitution.

4 PRACTICE AND PROCEDURE OF MEETINGS

4.1 All business at meetings of the Council of Governors shall be conducted in the name of the Trust.

4.2 The Trust has the functions conferred on it by the 2006 Act.

4.3 Admission of the Public and Press

The public and representatives of the press shall be afforded facilities to attend all formal meetings of the Council of Governors but shall be required to withdraw upon the Council of Governors resolving as follows:

“That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest”.

or

“That in the interests of public order the meeting adjourns for (the period to be specified) to enable the Council of Governors to complete business without the presence of the public”

4.4 Members, members of the public, or representatives of the press are not permitted to record proceedings in line with the Constitution.

4.5 Frequency of Meetings

Ordinary meetings of the Council of Governors shall be held at such times and places as the Council of Governors may determine:

- (a) The Council of Governors shall meet at least four times a year except in extreme circumstances (see Constitution, Section 16.5).
- (b) There may be times and reasons why Council of Governors meetings are held “virtually online” and not in person. The Chair will decide these times in consultation with the Lead Governor
- (c) The Trust will publicise and hold an Annual Members Meeting.
- (d) At the Annual Members Meeting, which will be held prior to 30 September each year, the Council of Governors is to receive and consider the annual accounts, any report of the auditor on them, and the annual report. (see Constitution Annex 7)

4.6 **Notice of Meetings**

Save in the case of emergencies or the need to conduct urgent business, the Secretary shall give at least fourteen days written notice of the date and place of every meeting of the Council of Governors to all Governors. Notice will also be published in communications to Trust members and on the Trust's website. The notice of the meeting will specify the business proposed to be transacted at it, and will be signed by the Chair or Company Secretary.

4.7 Lack of service of the notice on any Governor shall not affect the validity of a meeting.

4.8 In the case of a meeting called by Governors in default of the Chair, the notice shall be signed by the ten Governors who called the meeting, and no business shall be transacted at the meeting other than that specified in the notice.

4.9 Failure to serve such a notice on more than three 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.

4.10 The Chair may call a meeting of the Council of Governors at any time. If the Chair refuses to call a meeting after a requisition for that purpose signed by at least ten Governors has been presented to him specifying the business to be carried out, the Secretary shall call a meeting on 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 then the ten Council of Governors Members shall call such a meeting. No business shall be conducted at such a meeting other than that specified in the notice of the meeting.

4.11 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 of the Trust authorised by the Chair to sign on his/her behalf shall be delivered to every Governor, or sent by post to the usual place of residence of such Governor, so as to be available to him/her at least three clear days before the meeting.

4.12 **Quorum**

18 Council of Governors Members, of whom at least 10 must be Public Governors, shall form a quorum.

4.13 If a Governor has been disqualified 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, s/he 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.

4.14 Governors can participate in meetings by telephone or through the use of video conferencing facilities, where such facilities are available. Participation in a meeting

through any of these methods shall be deemed to constitute presence in person at the meeting. Video conferencing is the preference over telephone.

4.15 Voting

Every question at a meeting will be determined by a majority of the votes of the members of the Council of 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.

4.16 All questions put to the vote shall, at the discretion of the Chair, be determined by oral expression or by a show of hands. Other methods of voting will be at the discretion of the Chair dependant on the nature of the business being voted upon.

4.17 If a majority of the Governors present so request, the voting on any question may be recorded to show how each Governor present voted or abstained.

4.18 If a Governor so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).

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

4.20 Setting the Agenda

The Chair and Trust Board Office shall determine the agenda with the support of the Lead Governor, based on suggestions made at previous Governor Briefings and Governor Forums.

4.21 A Governor desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least ten clear days before the meeting is notified to Governors, subject to SO 4.11. Requests made less than ten days before a meeting is notified to Governors may be included on the agenda at the discretion of the Chair.

4.22 Minutes

The names of Governors present at the meetings shall be recorded.

4.23 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.

4.24 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.

4.25 Minutes shall be circulated and added to the Governor portal. Where providing a record of a meeting held in public, the minutes shall be made available on the trust website.

4.26 Notices of Motion

A Governor of the Trust desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting is notified to Governors 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 without notice during the meeting, on any business mentioned on the agenda subject to SO 4.11.

4.27 Any Governor who has submitted apologies for a meeting and desires to comment in relation to a matter on the agenda of that meeting shall make his/her request in writing/email to the Chair at least 3 clear days before the date of the meeting. The comment may then be reported to the Council of Governors at the discretion of the Chair.

4.28 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.

4.29 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 six calendar months shall bear the signature of the Governors who gives it and also the signature of four other Governors. When any such motion has been disposed of by the Trust, it shall not be competent for any Governor other than the Chair to propose a motion to the same effect within six months, however the Chair may do so if s/he considers it appropriate.

4.30 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.

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

- (i) An amendment to the motion.
- (ii) The adjournment of the discussion or the meeting.
- (iii) The appointment of an ad hoc committee to deal with a specific item of business.
- (iv) That the meeting proceed to the next business.*
- (v) That the motion be now put to a vote.*

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.

4.32 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. An amendment will be voted on before the original motion.

4.33 **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 observed at the meeting.

4.34 **Suspension of Standing Orders**

Any one or more of the Standing Orders may be suspended at any duly constituted meeting, provided that:

(i) at least two-thirds of the Trust's total Governors are present; and

(ii) a majority of those present, including no fewer than half of the elected Governors present, vote in favour of suspension; and

(iii) the variation proposed does not contravene any statutory provision or direction made by NHS Improvement/England (formerly Monitor).

4.35 A decision to suspend SOs shall be recorded in the minutes of the meeting.

4.36 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Governors.

4.37 No formal business may be transacted while SOs are suspended.

4.38 The Audit Committee shall review every decision to suspend SOs.

5 REMOVAL OF GOVERNORS

5.1 A Governor's tenure of office may be terminated in accordance with sections 3.1.3 and 3.1.4 of Annex 5 of the Constitution.

5.2 Removal under Section 3.1.3 of Annex 5 to the Constitution

If any Governor has missed two consecutive meetings, the Company Secretary, on behalf of the Chair, shall enquire as to the circumstances of the absence, and report back to the Chair, Vice-Chair and Senior Independent Director within 28 days of the Governor's failure to attend a second consecutive meeting.

5.3 If the Chair, Deputy Chair and Senior Independent Director are satisfied that the absence complies with Annex 5 of the Constitution, then the Governor's tenure of office shall not be terminated and this shall be reported at the next general meeting of the Council of Governors.

- 5.4 The Chair shall serve written notification to the Governor whose tenure of office is the subject of this motion not less than 14 days before the meeting of the Council of Governors when the motion is to be proposed.
- 5.5 The Governor shall have the right to make written and verbal representations to the Council of Governors at the meeting when the motion is proposed.
- 5.6 When a motion to terminate a Governor's tenure of office is to be discussed, the press and public shall be required by the Council of Governors to withdraw from the meeting.
- 5.7 Removal under Section 3.1.4 of Annex 5 to the Constitution**
Any member of the Council of Governors, including the Chair, may propose a motion to terminate a Governor's tenure of office in accordance with the provisions of Section 3.1.4 of Annex 5 to the Constitution.
- 5.8 Any member of the Council of Governors wishing to propose termination of tenure of another Governor must notify the Chair of this proposal in writing not less than 28 days before the general meeting of the Council of Governors when this motion is to be proposed.
- 5.9 The Chair shall serve written notification to the Governor whose tenure of office is the subject of this motion not less than 14 days before the meeting of the Council of Governors when the motion is to be proposed.
- 5.10 The Governor shall have the right to make written and verbal representations to the Council of Governors at the meeting when the motion is proposed.
- 5.11 When a motion to terminate a Governor's tenure of office is to be discussed, the press and public shall be required by the Council of Governors to withdraw from the meeting.

6 COMMITTEES

6.1 Appointment of Committees

The Council of Governors may appoint committees that are relevant and proportionate, consisting of its members to advise and assist the Council of Governors in carrying out its functions.

- 6.2 The Council of Governors may appoint or elect members to serve as observers on the Trusts five statutory committees, Audit and Risk Committee, Finance and Performance Committee, People Committee, Quality and Effectiveness Committee and Charitable Funds Committee. The Council of Governors may also appoint or elect members to observe on other Trust committees when required as per terms of reference of that committee.

- 6.3 The Standing Orders of the Council of Governors, as far as they are applicable, shall

apply with appropriate alteration to meetings of any established committee of the Council of Governors.

6.4 Each such committee shall have such terms of reference and functions and be subject to such conditions (as to reporting back to the Council of Governors), as the Council of Governors shall decide. Such terms of reference shall have effect as if incorporated into the Standing Orders.

6.5 Committees may not delegate their functions to a sub-committee unless expressly authorised by the Council of Governors.

6.6 **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 Council of Governors or shall otherwise have concluded on that matter.

6.7 Governors of the Trust shall not disclose any matter reported to the Council of Governors or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or committee shall resolve that it is confidential.

7 DECLARATION OF INTERESTS AND REGISTER OF INTERESTS

7.1 Pursuant to Section 20 of Schedule 7 of the 2006 Act, a register of Governors interests must be kept by the Trust

7.2 **Declaration of Interests**

Governors are required to declare interests, as outlined in the Constitution, Section 18 and Annex 5, Section 7, on appointment or election.

7.3 Interests which should be regarded as "relevant and material" and which, for the avoidance of doubt, should be included in the register are:

- a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
- b) Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
- c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.
- d) A position of 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 NHS services.

- f) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks.
 - g) Membership of any organisation likely to impact on the health and social care sector.
- 7.4 If Governors have any doubt about the relevance of an interest, this should be discussed with the Chair.
- 7.5 At the time the interests are declared, they should be recorded in the Council of Governors minutes as appropriate. Any changes in interests should be declared at the next Council of Governors meeting as appropriate following the change occurring. It is the obligation of the Governor to inform the Trust Board Secretary in writing within 7 days of becoming aware of the existence of a relevant or material interest. The Trust Board Secretary will amend the Register upon receipt within 3 working days.
- 7.6 During the course of a Council of Governors meeting, if a conflict of interest is established, the Director or Governor 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, majority will resolve the issue with the Chair having the casting vote.
- 7.7 There is no requirement for the interests of Governors' spouses or partners to be declared.
- 7.8 **Register of Interests**
The details of Governors' interests recorded in the Register will be kept up to date by means of a monthly review of the Register by the Company Secretary, in accordance with Section 7, Annex 5 of the Constitution.
- 8 DISABILITY OF GOVERNORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST**
- 8.1 Governors must follow the provisions of this Standing Order and the Constitution.
- 8.2 The Chair shall exclude a Governor from a meeting of the Council of Governors while any contract, proposed contract or other matter in which s/he has a pecuniary interest, is under consideration.
- 8.3 Any remuneration, compensation or allowances payable to a Governor shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- 8.4 For the purpose of this Standing Order the Chair or a Governor shall be treated as having indirectly a pecuniary or other interest in a contract, proposed contract or other matter, if:

(a) s/he, or a nominee of his/her, 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

(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 couples or persons living together the interest of one spouse shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

8.5 Where a Governor:

(a) has an indirect pecuniary interest in a contract, proposed 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 a beneficial interest does not exceed one-hundredth of the total issued share capital of that class,

this Standing Order shall not prohibit him/her from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it without prejudice however to his/her duty to disclose his/her interest.

8.6 Standing Order 8 applies to a committee of the Council of Governors as it applies to the Council of Governors and applies to any member of any such committee (whether or not s/he is also a Governor of the Trust) as it applies to a Governor of the Trust.

9 STANDARDS OF BUSINESS CONDUCT

9.1 Policy

Members of the Council of Governors shall act in accordance with the Nolan Principles Governing Conduct of Public Office Holders at all times.

9.2 The Council of Governors has adopted as good practice the national guidance contained in HSG(93)5 'Standards of Business Conduct for NHS staff', and Governors must comply with this.

9.3 Canvassing of, and Recommendations by, Governors in Relation to Appointments

Canvassing of Governors of the Trust or members of any committee of the Council of Governors directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.

9.4 A Governor of the Trust shall not solicit for any person any appointment under the Trust or recommend any person for such appointment: but this paragraph of this Standing Order shall not preclude a Governor from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

9.5 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

9.6 Relatives of Governors

The Governors of the Trust shall disclose to the Chair any relationship with a candidate of whose candidature that Governor is aware. It shall be the duty of the Chair to report to the Council of Governors any such disclosure made.

9.7 On appointment, Governors should disclose to the Trust whether they are related to any other Governor, Director or holder of any office under the Trust.

9.8 Where the relationship of an officer or another Director or Governor to a Governor of the Trust is disclosed, the Standing Order headed 'Disability of Governors in proceedings on account of pecuniary interest' (SO 7) shall apply.

9.9 Any Council of Governors member who receives or is offered or declines hospitality in excess of £25.00 is required to enter the details of the hospitality in the Trust's Hospitality Register.

10 SIGNATURE OF DOCUMENTS

10.1 Where the signature of any document will be a necessary step in legal documents involving the Council of Governors, it shall be signed by the Chair or Deputy Chair.

10.2 The Chair or Deputy Chair shall be authorised, by resolution of the Council of Governors, to sign on behalf of the Council of Governors any agreement or other document (not required to be executed as a deed) the subject matter of which has been approved by the Council of Governors or committee to which the Council of Governors has delegated appropriate authority.

11 APPOINTMENT OF AUDITOR

11.1 Pursuant to section 23 of Schedule 7 of the 2006 Act, the Trust is required to have an auditor. The Council of Governors shall appoint or replace the Trust's auditors at a general meeting of the Council of Governors or at the Annual Members' Meeting.

11.2 The appointment of the Auditor by the Council of Governors, and the monitoring of the auditor's functions by a committee of Non-Executive Directors are covered in the Constitution.

11.3 The Auditor is to carry out his/her duties in accordance with the 2006 Act and in accordance with any directions given by Monitor on standards, procedures and techniques to be adopted.

12 MISCELLANEOUS

12.1 Standing Orders to be given to Governors

It is the duty of the Chair to ensure that existing Governors and all new Governors are notified of and understand their responsibilities within Standing Orders and the Trusts Standing Financial Instructions. Updated copies shall be issued to Governors designated by the Chair. New Governors shall be informed in writing and shall receive copies where appropriate of SOs.

12.2 Documents having the standing of Standing Orders

Standing Financial Instructions shall have effect as if incorporated into SOs.

12.3 Review of Standing Orders

Standing Orders shall be reviewed annually by the Council of Governors. The requirement for review extends to all documents having the effect as if incorporated in SOs.

13 VARIATION AND AMENDMENT OF STANDING ORDERS

13.1 These Standing Orders shall be amended only if:

(i) a notice of motion under SO 4.26 has been given; and

(ii) at least two-thirds of the Trust's total Governors are present; and

(iii) a majority of those present, including no fewer than half of the elected Governors present, vote in favour of amendment; and

(iv) the variation proposed does not contravene any statutory provision or direction made by NHS Improvement/England.