

Standing Orders for the Practice and Procedure of The Council of Governors

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1.0 INTRODUCTION

1.1. The Rotherham NHS Foundation Trust (the Trust) is a Public Benefit Corporation established on 1st June 2005 by the granting of Authorisation by the Independent Regulator of NHS Foundation Trusts pursuant to the 2006 Act.

1.2. The Trust is governed by:

1.2.1 the 2003 Act (as defined below);

1.2.2 the 2006 Act (as defined below);

1.2.3 the 2012 Act (as defined below);

1.2.4 Independent Regulators Provider Licence (as defined below); and

1.2.5 Any directions or guidance issued by the Independent Regulator

1.3 The functions of the Trust are conferred by the Regulatory Framework. The Regulatory Framework and the Constitution requires the Council of Governors to adopt standing orders for the regulation of its proceedings and business. This document contains those standing orders.

1.4 Members of the Council of Governors are also required to adhere at all times to their separate Code of Conduct.

1.5 Role of the Council of Governors

The Council of Governors will function as representatives of the members of the 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 interest of the members of the Trust as a whole and the interests of the public. Further detail is provided in the Constitution.

1.6 Delegation of Powers

The Council of Governors cannot delegate its powers but can appoint advisory committees

2.0 **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:

“The 2003 Act” means the Health and Social Care (Community Health Standards) Act 2003.

“The 2006 Act” means the National Health Service Act 2006

“The 2012 Act” means the Health and Social Care Act 2012

“Authorisation” means the Authorisation of the Trust issued by the Independent Regulator including the Trust's Constitution with any amendments for the time being in force;

“Annual Members Meeting” means the annual members meeting of the Trust as defined in the Constitution;

“Appointed Governors” means the Partner Governors

“Board of Directors” means the Board of Directors as constituted in accordance with the Constitution;

“Business Day” means any Monday to Friday of any week but excluding Bank Holidays;

“CoG Standing Orders” means Council of Governors Standing Orders for the time being in force;

“Chairman” means the person appointed by the Council of Governors (in accordance with the Constitution to be Chairman of the Trust;

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

“Constitution” means the Constitution for the time being of the Trust incorporated within and part of the Authorisation and "Constitution" shall be construed accordingly;

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

“Director” means a person appointed as a director of the Trust in accordance with the Constitution;

“Executive Director” means a Director who holds an executive office of the Trust and is a member of the Board of Directors;

“Governor” means a person elected or appointed as a governor of the Trust in accordance with the Constitution;

“Independent Regulator” means the independent regulator of NHS Foundation Trusts known as “NHS Improvement”;

“Independent Regulator’s Provider Licence” means the tool by which NHS Improvement regulates providers of NHS services. The Licence sets out a range of conditions that providers must meet so that NHS foundation trusts play their part in continually improving the effectiveness and efficiency of NHS health care services. NHS foundation trusts authorised before 1 April 2013 were automatically issued with a licence which replaces its previous Terms of Authorisation;

“Member” means a member of the Trust;

“Motion” means a formal proposal to be discussed and voted on during the course of a meeting;

“NHS Improvement (NHSI)” means the umbrella sector regulator for health care in England;

“Non-Executive Director” means a Director who does not hold an executive office 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;

“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;

“Register of Interests” means the Register maintained by the Trust Secretary of Governors interests declared from time to time;

“Staff Governor” means a member of the Council of Governors elected by Members of the Staff Constituency as set out in the Trust Constitution;

“The Trust” means The Rotherham NHS Foundation Trust;

“Company Secretary” means the Secretary of the Trust or any other person appointed to perform the duties of the Company Secretary including a joint, assistant or deputy secretary appointed in accordance with the Constitution;

“Vice Chairman” means Non-Executive Director appointed as the Vice Chairman of the Trust.

3.0 THE COUNCIL OF GOVERNORS

3.1 Composition of the Council of Governors

The composition of the Council of Governors shall be as set out in Paragraph 12 of the Constitution, however, there may, from time-to time, be vacant seats on the Council of Governors.

The aggregate number of Public Governors is to be more than half the total membership of the Council of Governors.

The Council of Governors shall have a Chair. This shall be the Chair of the Trust.

The Chair of the Trust shall be responsible for the leadership of the Council of Governors.

The Company Secretary shall be present at all Council of Governors meetings.

3.2 Roles and Responsibilities

The principal roles and responsibilities of the Council of Governors are set out in paragraph 16.1 of the constitution, but in summary are:

The general duties of the Council of Governors are:

- (a) To hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors; and
- (b) To represent the interests of the Members of the Trust as a whole and the interests of the public.

3.3 Terms of Office of the Governors and Termination of Tenure

The provisions governing the terms of office and termination of tenure of the Governors are contained in Paragraph 14. of the Constitution.

3.4 Disqualification of Governors and dealing with vacancies

The provisions governing the disqualification of Governors and dealing with vacancies are contained in Paragraph 15 of the Constitution.

3.5 Appointment and Terms of Office of the Chairman and Non-Executive Directors

The Chairman and Non-Executive Directors shall be appointed by the Council of Governors at a General Meeting of the Council of Governors in accordance with Paragraph 26 of the Constitution.

The Chair and Non-executive Directors of the Board of Directors may be reappointed by the Council of Governors for a further term following successful appraisal.

3.6 Role of the Chair

The Chair, as a member of the Board of Directors, will lead the Board and ensure it successfully discharges its overall responsibility for the Trust as a whole.

They shall have responsibility for the leadership of the Council of Governors, and unless otherwise stated in the Standing Orders shall chair the meetings of the Council of Governors

The expression “the Chair of the Trust” shall be deemed to include the Vice Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable and the vice Chair takes their place.

3.7 Appointment of Vice-Chairman of the Council of Governors and his role

The provisions concerning the appointment of the Vice Chairman of the Council of Governors are contained in Paragraph 17.1 of the Constitution.

3.8 Role of the Lead Governor

To act as a conduit between the Governors and NHS Improvement (NHSI) when individual Governors have concerns they wish to raise with the regulator where it may not be appropriate through other normal communication channels.

To act as a conduit between the Governors and NHSI where there is a real risk that the Trust is in significant breach of one or more of the conditions of its licence and where NHSI has concerns about leadership of the Trust.

To contact NHSI when there is concern that the process of appointment of the Chair or other members of the Board, or elections for Governors, or other material decisions may not have complied with the Trust’s Constitution, or alternatively, whilst complying with the Constitution may be inappropriate.

To facilitate communications and a good working relationship between the Governors and the Board of Directors including acting as the principle independent channel for communications between the Governors and Board of Directors through the Chairman, Chief Executive or Senior Independent Director.

To chair meetings of the Council of Governors in circumstances where it may not be appropriate for the Chair or another Non-Executive Director to do so, for example when discussing the appointment, or removal of the Chair, or the outcome of their appraisal.

3.9 Selection of Lead Governor

The Lead Governor role is open to all Public Governors who have been in office for at least one year.

The Company Secretary will establish a process for the appointment of the Lead Governor, which, subject to the number of nominations received may include a confidential ballot. The process will outline the term of office.

The appointment of the Lead Governor will be subject to approval of the Council of Governors.

3.10 Appointment of Senior Independent Director

The Board of Directors shall appoint one of the independent Non-Executive Directors to be the Senior Independent Director in consultation with the Council of Governor.

The Senior Independent Director should be available to Directors and Governors if they have concerns which through normal contact with the Chair and Chief Executive has failed to be resolved, or for which such contact would be inappropriate.

The Senior Independent Director will lead the Non-Executive Directors in the appraisal of the Chair in conjunction with the Lead Governor on behalf of the Council of Governors.

3.11 Relationship between Board of Directors and Council of Governors

It is the role and responsibility of the Board of Directors to manage the business of the Trust in accordance with the Constitution.

The powers of the Council of Governors are documented in the Constitution.

4.0 MEETINGS OF THE COUNCIL OF GOVERNORS

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

4.1 Frequency of Meetings

The Secretary shall ensure that within the meeting cycle of the Council of Governors, general meetings are called at appropriate times to consider matters as required by the 2006 Act and the Constitution.

Meetings of the Council of Governors shall be held not less than four (4) times per year.

In addition, the Trust will publicise and hold an annual members meeting.

At the annual members meeting, the Council of Governors shall receive and consider the annual accounts, any report of the auditor on them and the annual report.

4.2 Calling 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 on the Foundation Trust's website, and in the Members' newsletter.

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

The Council of Governor may invite the Chief Executive or any other member or members of the Board of Directors, or a representative of the auditor or other advisors to attend a meeting of the Council of Governors.

The Council of Governors may require one or more of the Directors to attend a meeting for the purposes of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties (and deciding whether to propose a vote on the Trust's or Directors' performance), Unless otherwise agreed, at least five working days' notice of the meeting must be provided.

4.3 Agenda and Supporting Papers

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.

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 Chairman or Secretary at least three clear Business Days before Notice of the meeting is given. Requests made less than three Business Days before the Notice is given may be included on the agenda at the discretion of the Chairman. In order to facilitate the appropriate and timely receipt of any such question or issue the Chairman 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.

An agenda for the meeting specifying the business proposed to be transacted will be delivered to every Governor electronically, unless the Governor does not have access to electronic communications when it shall be posted to the usual place of residence of such persons, at least five (5) clear working days before the meeting.

4.4 Administration of meetings

The Chairman of the Trust or in his absence the Vice Chairman shall preside over meetings of the Council of Governors. The Governors shall at their first meeting in each year approve the appointment of the Vice Chairman as recommended by the

Board of Directors. Only those persons who are Non-Executive Directors shall be eligible to be considered for the office of Vice Chairman.

If the Chair and Vice Chair are absent such Non-Executive Director as members of the Council of Governors present shall choose shall preside.

The Chairman or in his absence the Vice Chairman shall be entitled to exercise a casting vote where the number of votes for or against a motion is equal.

If any matter for consideration at a meeting of the Council of Governors relates to the conduct or interest of the Chairman or to the conduct or interest of the Vice Chairman or Non-Executive Directors as a class, neither the Chairman, Vice Chairman nor any of the Non-Executive Directors shall preside over that period of the meeting during which the matter is under discussion and the Council of Governors shall elect one of their numbers to preside during that period and that person shall exercise all the rights and obligations of the Chairman including the right to exercise a casting vote where the number of votes for and against a motion is equal.

All decisions taken in good faith at a meeting of the Council of Governors or of any committee, shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of the Governors attending the meeting.

4.5 Quorum

A meeting of the Council of Governors shall be quorate if not less than half of the elected Governors (public and staff) are present as required by Paragraph 17.4 of the Constitution.

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, 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 the meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

4.6 Admission of the Public and Press

Meetings of the Council of Governors shall be open to members of the public or representatives of the press unless, in accordance with paragraph 13(1) of Schedule 7 of the 2006 Act, they resolve to exclude the public for special reasons.

The Council of Governors shall resolve:

“That representative 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 other special reasons.”

The Chair may exclude any member of the public from the meeting of the Council of Governors if they are interfering with, or preventing, the proper or reasonable conduct of the meeting.

Where the Council of Governors resolves that the meeting be adjourned in the interest of public order and to allow them to conclude the business in private, the resolution shall specify the period of any adjournment.

The Resolution shall state as follows:

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

At the discretion of the Chairman, members of the public may request that they address a question to the Council of Governors. Questions put forward shall only relate to matters on the agenda of the Council of Governors at which the question is to be raised.

Members of the Council of Governors, members of the public or representatives of the press are not permitted to record proceedings in any manner unless with the express prior agreement of the Chairman. Where permission has been granted, the Chairman retains the right to give directions to halt recording of proceedings at any point during the meeting. For the avoidance of doubt, “recording” refers to any audio or visual recording, including still photography.

4.7 Voting

Save as otherwise provided in the Constitution and/or the 2006 Act, if the Chairman so determines or if a Governor requests, a question at a meeting shall be determined by a majority of the votes of the Governors present.

Where any matter is to be put to a vote each Governor shall be entitled to exercise one vote.

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

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 Members of the Council present so request.

A Governor elected to the Council of Governors shall not vote at a meeting of the Council of Governors unless the Secretary is satisfied that each duly elected Governor is eligible to vote at any meeting where a vote, either on a poll or a show of hands, is proposed, by seeking from each duly elected Governor a declaration to the effect that he is eligible to vote or not, as the case may be.

The form referred to in Paragraph 3.11 shall be such declaration of eligibility as the Trust may from time to time specify in accordance with the requirement of Section 60 of the 2006 Act.

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.

If a member of the Council of Governors so requests, his/her vote shall be recorded by name upon any vote (other than paper ballot).

In the case of an equality of votes the person presiding at or chairing the meeting shall have the casting vote.

The Chairman may not preside in respect of votes of the Council of Governors concerning Non-Executive Directors. The Council of Governors should provide for the Lead Governor, to preside and have a casting vote in respect of votes of the Council of Governors concerning Non-Executive Directors.

4.8 Notices of Motion

Any Governor desiring to move or amend a motion shall send a written notice thereof, at least ten (10) clear working days before the meeting to the Chairman or Secretary, in sufficient time to enable its inclusion in the agenda for the next meeting of the Council of Governors, and the Chairman 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 Chairman's discretion.

4.9 Emergency Motion

Subject to the agreement of the Chair, a Governor may give written notice of an emergency Motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the next meeting. This notice shall state the grounds for the urgency. If in order it shall be declared to the Council of Governors at the commencement of the business of the meetings as an additional item included on the agenda. Emergency is defined as a matter, which will adversely affect the Trust in the next seven days. The Chair's decision to include the item shall be final.

4.10 Withdrawal of Motions 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 Chairman.

4.11 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 (6) calendar months shall be in writing, and 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, it shall not be competent for any Governor other than the Chairman to propose a motion to the same effect within six (6) months. However, the Chairman may do so if he considers it appropriate.

4.12 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.

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

- An amendment to the motion.
- The adjournment of the discussion or the meeting.
- The appointment of an ad hoc committee to deal with specific items of business
- That the meeting proceed to the next business*.
- 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 previously not taken part in the debate and who is eligible to vote.

If a Motion to 'proceed to next business' or 'that the question now be put' is carried, the Chair should give the mover of the substantive Motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

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.

4.13 Chairman's Ruling

Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chairman of the meeting on questions of order, relevancy, regularity and any other matters shall prevail and be observed at the meeting.

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 Chief Executive).

4.14 Minutes

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.

No discussion shall take place upon the subject matter of the minutes except upon their accuracy or where the Chairman considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded.

Minutes of meetings will be taken and circulated in accordance with wishes of the Council of Governors'. Where providing a record of a public meeting the minutes shall be made available to the public through the Trust's website or upon request.

4.15 Record of Attendance

The names of the Governors present at the meeting and those who gave apologies for each meeting shall be recorded in the minutes.

Governors must make every effort to attend meetings of the Council of Governors where appropriate and practicable.

Where it is not possible for a Governor to attend apologies should be sent to the Company Secretary no later than three (3) working days prior to the meeting.

4.16 Suspension of Council of Governors' Standing Orders

Except where this would contravene any law or Regulation to which the Trust or the Council of Governors' is subject, the Authorisation 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.

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

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.

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

The Audit Committee shall review every decision to suspend Standing Orders.

4.17 Variation and Amendment of Standing Orders

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

- If the variation or amendment proposed does not contravene the law or Regulation to which the Trust or the Council of Governors' is subject, the Authorisation or the Constitution; and
- if presented by the Chairman or the Chief Executive, notice of motion has been given; and
- If at least two-thirds of the Governors are present, including one Public Governor and one Staff Governor; and provided that
- No fewer than half the elected Governors present and entitled to vote, vote in favour of the variation or amendment.

4.18 Confidentiality

Governors, Directors, Officers or any employee or representative of the Trust in attendance at a private meeting or private part of any meeting, including following exclusion of members of the public, shall be confidential to the Council of Governors. They shall not disclose or reveal the content of papers, discussions or

minutes of the items taken in private, outside the Council of Governors meeting without the express permission of the Council of Governors. Any such occurrence will be treated as a potential breach of the relevant Governor/Director Code of Conduct.

5.0 COMMITTEES

The Council of Governors may appoint committees consisting of its members to assist it in carrying out its functions in accordance with Paragraph 26 of the Constitution. A committee appointed under Paragraph 26 of the Constitution may appoint a Sub-Committee.

The Standing Orders of the Council of Governors, as far as is applicable, shall apply with appropriate alteration, to meetings of any committees so established by the Council of Governors.

Each such committee shall have such terms of reference and powers 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.

Committees may not delegate any of their powers or functions unless expressly authorised by the Council of Governors.

There is no requirement to hold meetings of committees established by the Council of Governors in public.

Such committees or sub-committees may call upon outside advisers to help them in their tasks.

6.0 DUTIES AND OBLIGATIONS OF GOVERNORS UNDER THESE STANDING ORDERS

6.1 Declaration of interests and conflicts of interest

All existing Governors shall declare interests which are pecuniary (which includes monetary), personal or family interest, whether direct or indirect, that they have and which are relevant to the Trust. Any Governor elected or appointed subsequently should do so on appointment. A nil return should be submitted as such.

For the purpose of these Council of Governors' Standing Orders "relevant and material" interests include but are not limited to the following:

- Directorships, including Non-Executive directorships held in private companies or Public Limited Companies (with the exception of those of dormant companies).
- Ownership, part-ownership or directorship of private companies, business or consultancies likely or possibly seeking to do business with the NHS.
- Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.

- A position of Authority in a charity or voluntary organisation in the field of health and social care.
- Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.
- Any substantial or influential 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.
- Any other commercial interest in the decision before the meeting.
- Any situations where a close relative works or performs services for, or has a material financial interest in, any competitor, supplier, customer or other business with which the Trust has significant business dealings.

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

For the avoidance of doubt, any Governor who comes to know that the Trust has entered into or proposes to enter into a contract or proposed contract or other matter in which the Governor or any person connected with the Governor has any pecuniary interest direct or indirect, the Governor shall declare their interest by giving written notice in writing of such fact to the Trust as soon as practicable.

A Governor must also declare to the Secretary any other interests which are relevant and material to matters under consideration by the Council of Governors.

Such a disclosure shall be made by completing and signing a form, as prescribed by the Secretary from time to time, setting out any interests required to be disclosed in accordance with the Constitution or these Council of Governors' Standing Orders and delivering it to the Secretary within twenty Business Days of a Governor's election or appointment or otherwise within five Business Days of becoming aware of the existence of a relevant or material interest. The Secretary shall amend the Register of Interests upon receipt of notification within three Business Days of such receipt.

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 disclose that to the Council of Governors as soon as he is aware of it and shall retire from the meeting or that part of it where that matter is under consideration. He 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.

6.2 Exclusion of the Chair of the Council of Governors or a Governor in Proceedings on Account of a Pecuniary Interest

Definition of Terms Used in Interpreting ‘Pecuniary Interest’: For the sake of clarity, the following definition of terms is to be used in interpreting this Standing Order:

“**Spouse**” shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse;

“**Contract**” shall include any proposed contract or other course of dealing;

“**Pecuniary Interest**” subject to the exceptions set out in the Standing Order, a Governor shall be treated as having an indirect pecuniary interest in a contract if:

- the Governor, or a nominee of theirs, 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 matter under consideration; or
- 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 matter under consideration.

and in the case of family or close personal relationships the interest of one party, shall if known to the other, be deemed for the purpose of this Standing Order to also be an interest of the other.

6.3 Exception to Pecuniary Interests

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

- Neither that person nor any person connected with them has any beneficial interest in any securities of that company or other body which they or such person appear as a member, or any interest in any company, body or person with which he is connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Governor in the consideration or discussion of or in voting on, any question with respect to that interest or related contract or matter.

Where a Governor:

- 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
- 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 lesser, and

- if the share capital is of more than one class, the total nominal value of shares of any one class in which he has a 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 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 duty to disclose his interest.
- Any remuneration, compensation or allowance payable to the Chair or a Governor shall not be treated as a pecuniary interest for the purpose of this Standing order

These principles apply 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 he is also a Governor of the Trust).

If a Governor is in any doubt about whether an interest should be disclosed, this should be discussed with the Chairman and subject to the views of the Chairman should be disclosed.

6.4 Register of Interests

The Company Secretary will ensure that a Register of Interest is established to record formally declarations of interest of Governors. The register will include details of all interests (as defined in these Standing orders) which have been declared. Any interest declared at a meeting shall also be recorded in the minutes of the meeting.

Any interest declared by the Chair of the Trust will be recorded in the Board of Directors Register of Interest.

Details of the Register will be kept up to date by the Company Secretary who will ensure that all declarations made are incorporated as they arise or are notified in writing to the Company Secretary by Governors by completion of a declaration form.

It is the obligation of a Governor to inform the Company Secretary in writing within seven (7) days of becoming aware of the existence of a relevant or material interest. The Company Secretary will amend the Register upon receipt of such notification.

Subject to contrary regulations being passed, 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 reasonable charge may be made for doing so.

The register will be published on the Trust's website and details of how to obtain copies will be documented in the Annual Report & Accounts.

7.0 STANDARDS OF BUSINESS CONDUCT

7.1 Policy

Governors must comply with the Trust's Standards of Business Conduct and Conflicts of Interest Policy and act in accordance with the Nolan Principles Governing Conduct of Public Office Holders at all times.

7.2 Canvassing of and Recommendations by Governors in Relation to Appointments

Canvassing of any Governor, 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.

A Governor shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but 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.

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

7.3 Relatives of Governors

Governors shall disclose to the Company Secretary any relationships with a candidate of whose candidature that Governor is aware. It shall be the duty of the Company Secretary to report to the Council of Governors any such disclosure made.

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

No formal definition of relationship is made. In considering whether a disclosure is required the influence rather than immediacy of relationship is more important. In cases of doubt disclosure should be made.

8.0 REMUNERATION AND PAYMENT OF EXPENSES

8.1 Remuneration

Governors are not to receive remuneration.

8.2 Payment of Expenses

The 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.

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.

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

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

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

9.0 RELATIONSHIPS BETWEEN THE COUNCIL OF GOVERNORS AND BOARD OF DIRECTORS

9.1 Communication and Conflict

Annex 6 of the Constitution describes the processes intended to ensure a successful and constructive relationship between the Council of Governors and the Board of Directors. It emphasises the importance of informal and formal communication, and confirms the formal arrangements for communication within the Trust. It suggests an approach to informal communications, and sets out the formal arrangements for resolving conflicts between the Council of Governors and the Board of Directors.

10.0 MISCELLANEOUS

10.1 Standing Orders to be given to Governors

It is the duty of the Chairman to ensure that existing Governors and all new Governors are notified of and understand their responsibilities within these Standing Orders. Updated copies shall be issued to Governors designated by the Chairman. New Governors will receive a copy as part of their induction.

10.2 Review of Standing Orders

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

10.3 Conflict of Terms

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 Trust's Authorisation (including the Trust's Constitution) the latter shall prevail.

10.4 Contact Details for the Governors

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, telephone and if appropriate mobile and facsimile 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.

10.6 Timely consideration of matters

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.

10.7 Collective and individual responsibility of the Governors

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.