

**SALISBURY NHS FOUNDATION TRUST  
COUNCIL OF GOVERNORS  
STANDING ORDERS**

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## **1. INTRODUCTION**

- 1.1. Paragraph 14 of Schedule 7 to the National Health Service Act 2006 provides that the constitution of an NHS foundation trust must make provision for the practice and procedure of the Council of Governors. The Council made such provision in its standing orders adopted in 2006. Paragraph 3.13 of those orders provided that they might be amended as there set out. At a meeting of the Council on 25 February 2013 in accordance with paragraph 3.13, these standing orders as set out herein were adopted in substitution of those orders.

## **2. INTERPRETATION**

- 2.1. The expressions and terms used herein shall have the same meaning as in the Trust's Constitution.
- 2.2. 'The Constitution' means the constitution of the Trust.
- 2.3. 'The Council' means the Council of Governors.
- 2.4. A 'motion' means a formal proposition to be considered and voted on at a meeting of the Council.
- 2.5. An 'item for the agenda' means a matter to be considered at a meeting of the Council.
- 2.6. 'The Secretary' means the person appointed as the Secretary to the Trust.

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

- 3.1. Paragraph 19.3 of the Constitution provides that meetings of the Council shall be open to members of the public but that the public may be excluded as there set out.
- 3.2. The dates, times and venues of meetings of the Council shall be arranged by the Secretary in consultation with the Chairman and the Lead Governor. There shall be at least 4 meetings in any year, in respect of which the dates and times shall be arranged, and notice given to the governors, before December of the previous year. At least 4 days clear notice of other meetings must be given.
- 3.3. If the Lead Governor (or in case of the Lead Governor's unavailability the Deputy Lead Governor), or at least 10 governors, give notice to the Secretary requiring a meeting stating the proposed agenda, the Secretary shall arrange a meeting as soon as practicable.
- 3.4. Notice of meetings of the Council shall be given to the governors by email (or post where a governor so requests).
- 3.5. Notice of meetings of the Council will be posted on the Trust's website, as soon as practical after notice has been given to the governors.

## **4. AGENDA ITEMS AND MOTIONS**

- 4.1. Save as provided in 3.3 above and 4.2 below, the agenda for meetings shall be arranged by the Secretary in consultation with

the Chairman and the Lead Governor.

- 4.2. A governor wishing to have an item included in the agenda for a meeting of the Council or to propose a motion at a meeting shall give notice of the item or motion to the Secretary 10 clear days before the meeting unless the circumstances relating to the item make necessary a shorter period. In the case of a motion the notice shall name a governor who is prepared to second the motion, and shall otherwise be treated as invalid. The Secretary shall include in the agenda for the meeting all items and motions which have been duly notified. The Chairman of the meeting may, at his discretion, permit an item to be raised or a motion proposed where due notice has not been given.
- 4.3. A motion may be withdrawn at any time by the proposer with the agreement of the seconder and the consent of the chairman of the meeting.
- 4.4. No motion shall be proposed to amend or rescind any resolution, or the substance of any resolution, passed by the Council within the preceding 6 months unless it is signed by the proposer and seconder and by 4 other governors. Once such motion has been disposed of no motion to a similar effect may be proposed for 6 months without the consent of the Chairman of the Trust.
- 4.5. The proposer of a motion shall propose it and shall have a right to speak before a vote is taken.
- 4.6. During the consideration of a motion a governor may move:
  - 4.6.1. an amendment to the motion;
  - 4.6.2. that the consideration of motion be adjourned to a subsequent meeting;
  - 4.6.3. that the motion be summarily dismissed and the meeting to proceed to the next business;
  - 4.6.4. that the motion be voted on immediately.
- 4.7. No amendment to a motion may be submitted if its effect would be to negate the substance of the motion as determined by the chairman of the meeting.
- 4.8. Save where the chairman of a meeting permits otherwise, the agenda and any papers for the meeting shall be provided to the governors not less than 5 working days before the meeting.

## **5. QUORUM**

- 5.1. No business may be transacted at a meeting of the Council of Governors unless more than half of the governors are present.

## **6. RELEVANCE AND CONCISION**

- 6.1. Statements made by governors at a meeting of the Council must be concise and relevant to the matter under discussion at the time.
- 6.2. The chairman of the meeting shall have power to rule on the relevance and regularity any statement, and to determine any issue arising as to the conduct of the meeting.

- 6.3. In any matter relating to the interpretation of the Constitution and Standing Orders the chairman of the meeting shall consider the advice of the Secretary.

## **7. VOTING**

- 7.1. Save where it is otherwise provided by the constitution or these orders any matter on which a vote is taken shall be determined by a majority vote of the governors present and voting.
- 7.2. In the case of an equality of votes the person presiding shall have a vote to decide the matter (if that person is a governor, a second vote).
- 7.3. At the discretion of the chairman of the meeting, the vote may be taken orally, or by show of hands. If a majority of governors present so request, it shall be by secret paper ballot.
- 7.4. Save in the case of a secret paper ballot, if at least one third of the governors present request, the voting for and against of each governor shall be minuted.
- 7.5. If a governor requests, his vote shall be minuted.
- 7.6. No one may vote unless physically present: there shall be no votes by proxy.

## **8. MINUTES**

- 8.1. Minutes of meetings shall be drawn up and circulated in draft as soon as practical after the meeting. They shall be submitted for approval at the next meeting and signed by the chairman of that meeting.
- 8.2. The minutes shall record the names of those attending.

## **9. SUSPENSION OF STANDING ORDERS**

- 9.1. Except where to do so would contravene any statutory provision, the terms of the Trust's authorisation or the Constitution, the chairman of any meeting of the Council may suspend any one or more of the Standing Orders.
- 9.2. A decision to suspend standing orders shall be recorded in the minutes.
- 9.3. A separate record of matters while the orders were suspended shall be made, and shall be provided to the governors with the minutes.

## **10. COMMITTEES**

- 10.1. The Council may set up committees (with sub-committees) or working groups to consider aspects of the Council's business. They shall report to the Council.
- 10.2. The powers of the Council may be delegated to a committee for a specific purpose if the law and the Constitution permit, but otherwise the power of any committee is limited to making recommendations to the Council.
- 10.3. The powers of the Council shall be exercised in general meeting.
- 10.4. The Council shall approve the membership of committees, sub-

committees and working groups, and may appoint persons with specialised knowledge or expertise useful to the committee on such terms as the Council may determine.

- 10.5. Meetings of the Council's committees, sub-committees and working groups shall be private. Their proceedings shall remain confidential until reported in public to a meeting of the Council.

## **11. NOMINATION COMMITTEES**

- 11.1. Paragraph 28 of the Constitution provides for the appointment and removal of the Chairman of the Trust and the other non-executive directors by the Council. Paragraph 28.3 provides that the Council's standing orders shall provide for there to be a Nominations Committee or Committees to put forward persons for the Council to consider for appointment.

- 11.2. For the appointment of the Chairman, the Nominations Committee shall consist of:

- 2 public governors, one of whom will chair the Committee
- 1 staff governor
- 1 appointed governor
- 1 non-executive director
- the Chief Executive.

- 11.3. For the appointment of non-executive directors, the Nominations Committee shall consist of:

- the Chairman, who will chair the Committee (or, at the Chairman's request the Deputy Chairman)
- 2 public governors
- 1 staff governor
- 1 appointed governor
- the Chief Executive.

- 11.4. When the formation of a Nomination committee is required the Secretary shall:

- 11.4.1. ask governors to put themselves forward as members within 10 days of his request, and if more governors put themselves forward than are places for particular categories of governor shall conduct an election or elections for each category with each governor having one vote in respect of each governor place on the committee;

- 11.4.2. In the case of a nomination for Chairman invite the non-executive directors to appoint a non-executive director to serve on the committee.

- 11.5. If a majority of the governors present at a meeting of the Council of Governors decide that the circumstances of a particular situation require the membership of a Nominations Committee to differ from that set out in paragraph 2 or 3 above, the membership of that Committee shall be as determined by that majority.

## **12. DECLARATIONS AND REGISTER OF INTERESTS**

- 12.1. Paragraph 22 of the Constitution provides for declarations of

interest. It states:

*22.1 If a governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the governor shall disclose that interest to the members of the Council of Governors as soon as he becomes aware of it. The Standing Orders for the Council of Governors shall make provision for the disclosure of interests and arrangements for the exclusion of a governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.*

*22.2. For the avoidance of doubt a governor has a personal interest where the governor or a person close to the governor has had a personal experience which might be considered to affect the governor's view of the matter in question.*

- 12.2. Interests should be declared to the Secretary within 28 days of appointment, or, if arising later, within 7 days of the governor becoming aware of the interest.
- 12.3. If a governor only becomes aware of an interest at a meeting of the Council (or at a meeting of any committee, sub-committee or working group) he must declare it immediately.
- 12.4. Subject to the exceptions below, material interests include:
  - 12.4.1. any directorship of a company;
  - 12.4.2. any interest held in any firm, company or business, which, in connection with the matter, is trading with the Trust, or is likely to be considered as a potential trading partner with the Trust;
  - 12.4.3. any interest in an organisation providing health and social care services to the National Health Service;
  - 12.4.4. a position of authority in a charity or voluntary organisation in the field of health and social care;
  - 12.4.5. any other interest which, in the opinion of a reasonable bystander would be liable to prejudice the ability of the governor to consider the matter before the Council fairly.
- 12.5. The exceptions are:
  - 12.5.1. shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange;
  - 12.5.2. an employment contract with the Trust held by a staff governor;
  - 12.5.3. an employment contract held with the appointing body by an appointed governor;
- 12.6. If a governor has any uncertainty as to an interest, he should discuss it in advance of any meeting with the Secretary. In case of doubt the interest should be declared.
- 12.7. The Secretary shall keep a record in a Register of Interests of all interests declared by governors. Any interest declared at a meeting

shall also be recorded in the minutes of the meeting.

- 12.8. The Register shall be open to inspection by members of the public free of charge. A copy of any part will be provided on request and a reasonable charge for it may be made to persons who are not members of the Trust.
- 12.9. If a question arises at a meeting of the Council whether or not an interest of a governor is such that he should not be present when a matter is considered and should not vote on it, the chairman of the meeting shall rule on the question having taken the advice of the Secretary.
- 12.10. A governor who has an interest in a matter under consideration by the Council shall not be present during such consideration and shall not take part in any vote in connection with it.
- 12.11. A failure to comply with any of the provisions of this paragraph may be considered by the Council as grounds for removal under paragraph 17.4 of the Constitution.

### **13. CODE OF CONDUCT**

- 13.1. Governors shall agree to, and shall upon appointment sign a copy of, the Code of Conduct set out in the Appendix to these orders, and shall at all times comply with the Code.

### **14. CONFIDENTIALITY**

- 14.1. It is the duty of a governor not to divulge any information which he receives in confidence, whether that confidence is expressed or arises from circumstances relating to the information.
- 14.2. Governors must keep secure all confidential matter recorded on paper or electronically, and must ensure that their NHS mail and forum details are not disclosed.
- 14.3. Agendas and minutes and information relating to those parts of meetings of the Board of Directors, or of meetings of the Council, which are not open to the public, are confidential.
- 14.4. The proceedings of committees and working groups which take place in private are confidential until reported to the Council at a meeting open to the public.
- 14.5. A governor should keep confidential any information which may come into his possession concerning a patient, a person associated with a patient, or a member of staff or a person associated with a member of staff, unless the information has entered the public domain.
- 14.6. Any matter which the Council has resolved shall be treated as confidential shall be so treated.

### **15. EXPENSES**

- 15.1. Paragraph 23 of the Constitution provides that the Trust shall on application pay travelling and other expenses of governors incurred for the purpose of his duties at rates to be decided by the Trust.
- 15.2. Payment shall be made by the Secretary following receipt of a

signed expenses form backed by receipts.

- 15.3. The total of the expenses paid to governors will be published in the Annual Report.

## **16. LEAD AND DEPUTY LEAD GOVERNOR'S APPOINTMENT**

- 16.1. The Lead Governor and the Deputy Lead Governor must be elected governors.
- 16.2. The Lead Governor may serve for two years subject to a vote of approval at the meeting of the Council closest to the end of the first year. He may not serve again until at least one year has elapsed since he was Lead Governor.
- 16.3. 4 months before the termination of a Lead Governor's service, the Secretary shall ask for nominations by the completion of a nomination form within 21 days. Nominations must be proposed and seconded by two other governors with the permission of the nominee.
- 16.4. If more than one governor is nominated, a secret ballot will be arranged by the Secretary with each governor having one vote. The candidate securing the most votes is elected. If only one person is nominated, that person is chosen.
- 16.5. When a new Lead Governor has been chosen as set out in paragraphs 16.3 and 16.4, that governor shall act as Deputy Lead Governor until he becomes Lead Governor and in place of the person previously acting.
- 16.6. Following election, the Lead Governor shall nominate a governor to act as Deputy Lead Governor when the Lead Governor assumes office. The nomination shall come into effect following a vote approving the nomination at the next meeting of the Council. If the nominee is not approved, the Lead Governor shall nominate another governor. A nominee shall require a further vote of approval at the end of the first year.
- 16.7. In a case where a Lead Governor or Deputy Governor stands down or is unable to continue, whether by not securing a vote of approval at the end of the first year, by not obtaining re-election as a governor, or otherwise, a replacement shall be chosen by the processes set out above.

## **17. LEAD GOVERNOR AND DEPUTY LEAD GOVERNOR - ROLES**

- 17.1. The role of the Lead Governor is:
  - 17.1.1. to chair meetings of the Council which cannot for any reason be chaired by the Chairman or the Deputy Chairman;
  - 17.1.2. to consult routinely with the governors regarding the planning and preparation of the agendas for Council meetings and work programme, and to agree them with the Chairman;
  - 17.1.3. to communicate regularly with the Chairman, to receive reports, as appropriate, on matters considered by the Board at closed meetings, and to provide updates/information to all governors as may be appropriate in the circumstances and respecting the

confidentiality of matters of which he has been informed on a confidential basis.

- 17.1.4. to be a point of contact for Monitor when appropriate;
- 17.1.5. to provide input into the appraisal of the Chairman;
- 17.1.6. to take an active role in the activities of the Council;
- 17.1.7. to be a point of contact for governors when they have concerns;
- 17.2. The role of the Deputy Lead Governor is to support and assist the Lead Governor, and to deputise for the Lead Governor when the Lead Governor is not available to act.

## **18. LEAD AND DEPUTY LEAD GOVERNORS - VOTE OF NO CONFIDENCE**

- 18.1. If 8 governors sign a motion of no confidence in the Lead Governor or Deputy lead Governor and present it to the Chairman, the Chairman shall call an emergency meeting of the Council to be held within no more than 4 weeks from his receipt of the motion.
- 18.2. The Chairman will inform the Lead Governor (or Deputy Lead Governor) of his receipt of the motion but not of the names of the signatories, and he shall be invited to attend the meeting.
- 18.3. The meeting shall not proceed unless at least two thirds of the governors are present, and if they are not the motion will lapse.
- 18.4. At the meeting the Chairman will present the reasons for the motion and it will be debated. The Lead Governor (or Deputy Lead Governor) may address the meeting.
- 18.5. A secret ballot shall be taken (in which the Lead Governor - or Deputy Lead Governor - shall be entitled to vote). If more than half of the governors present support the motion, then the Lead Governor (or Deputy Lead Governor) shall stand down.
- 18.6. A Lead Governor or a Deputy Lead Governor against whom a motion of no confidence succeeds shall not be eligible to be Lead Governor or Deputy Lead Governor for 2 years.

## **19. DIRECTORS' ATTENDANCE**

- 19.1. Paragraph 19.6 of the Constitution provides that the Council may require the attendance of one or more of the directors to attend a meeting for the purposes set out in the paragraph, which include the purpose of obtaining information about the Trust's performance of its functions.
- 19.2. The attendance of a director pursuant to paragraph 19.6 of the Constitution shall be obtained by request of the Lead Governor made to the Chairman. The Lead Governor may make a request at his discretion but shall make one if 5 governors sign a notice requiring the attendance of a named director or directors stating the reason why the request is made.

## **20. FORWARD PLAN**

- 20.1. Paragraph 45.5 of the Constitution provides that in preparing the Trust's forward plan the directors must have regard to the views of the governors, and that the directors shall provide the governors

with information appropriate for them to be able to form their views.

- 20.2. The Trust's Strategic Development Working Group shall consider aspects of the proposed plan as they become available.
- 20.3. The proposed plan shall be considered at a joint meeting of the directors and the governors. It shall be provided to the governors, with the information required to form their views, in good time, at least 7 days, for the governors to consider it in advance of the meeting.

# APPENDIX

## CODE OF CONDUCT

### Governors will:

1. Actively support the purpose and aims of Salisbury NHS Foundation Trust;
2. Act in the best interests of the Trust at all times, with integrity and objectivity, recognising the need for corporate responsibility, without expectation of personal benefit;
3. Contribute to the work of the Council of Governors so it may fulfil its role, in particular attending meetings of the Council and training events, serving on the committees and working groups of the Council, and attending members meetings, on a regular basis;
4. Recognise that the Council exercises collective decision-making on behalf of patients, public and staff;
5. Acknowledge that, other than when carrying out their duties as governors, they have no rights or privileges different from other members of the Trust;
6. Recognise that the Council has no managerial role within the Trust other than as provided by statute;
7. Respect the confidentiality of all confidential information received by them as governors as more particularly set out in paragraph 15 of the Council's Standing orders;
8. Conduct themselves in a manner to reflect positively on the Trust and not to conduct themselves so as to reflect badly on the Trust;
9. Recognise that the Trust is a non-political organisation;
10. Recognise that they are not, save in the case of appointed governors and their appointing body, representing any trade union, political party or other organisation to which they may belong, or its views, but are representing the constituency which elected them;
11. Seek to ensure that no one is discriminated against because of their religion, race, colour, gender, marital status, sexual orientation, age, social or economic status, or national origin;
12. Comply with the Council's Standing Orders;
13. Not make, or permit to be made, any statement concerning the Trust which they know or suspect to be untrue or misleading;
14. Recognise the need for great care in making public pronouncements, in particular any statement to the media, and will recognise the harm that ill-judged statements can cause to the Trust and to the patients and public the Trust and its governors serve. To this end:
  - (a) before making any statement for publication in the media a governor should take the advice of the Trust's press officer and of the Lead Governor, and take their observations into account;

- (b) any request by the media for comment should be forwarded to the Trust's press officer;
  - (c) if a governor considers that a media story requires a response, he will communicate his concern to the Lead Governor and the Trust's press officer rather than responding himself;
  - (d) it is not the role of a governor to speak in public on operational matters or matters concerning individual patients or staff;
15. Uphold the seven principles of public life as set out by the Nolan Committee, namely:

**Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

**Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

**Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**Openness**

Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**Leadership**

Holders of public office should promote and support these principles by leadership and example.

### **Governor's undertaking**

I, \_\_\_\_\_, of \_\_\_\_\_,  
undertake as a governor of Salisbury NHS Foundation Trust to abide by the above Code  
of Conduct including the obligations as to confidentiality and as to dealing with  
the media there set out.

Signed Date