

**STANDING ORDERS
FOR THE COUNCIL OF GOVERNORS**

STANDING ORDERS FOR THE COUNCIL OF GOVERNORS

1	INTRODUCTION.....	3
2	INTERPRETATION.....	3
3	THE COUNCIL OF GOVERNORS.....	5
4	MEETINGS OF THE COUNCIL OF GOVERNORS	6
5	ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION.....	14
6	DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS.....	15
7	STANDARDS OF BUSINESS CONDUCT	16
8	MISCELLANEOUS	17

1 INTRODUCTION

- 1.1 The Sherwood Forest Hospitals NHS Foundation Trust (the “**Trust**”) became a Public Benefit Corporation on 1 February 2007 following approval by the Independent Regulator pursuant to 2006 Act (as defined below).
- 1.2 The principal place of business of the Trust is at King’s Mill Hospital, Mansfield Road, Sutton in Ashfield, Nottinghamshire, NG17 4JL (the “**Trust Headquarters**”).
- 1.3 The Trust is governed by:
 - 1.3.1 the 2003 Act (as defined below);
 - 1.3.2 the 2006 Act (as defined below);
 - 1.3.3. the 2012 Act (as defined below);
 - 1.3.4. Independent Regulators Provider Licence (as defined below); and
 - 1.3.5 any directions or guidance issued by the Independent Regulator
(the “**Regulatory Framework**”).
- 1.4 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.
- 1.5 Members of the Council of Governors are also required to adhere at all times to the Code of Conduct.

1.6 ***Role of Members of 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 interests of the members of the Trust as a whole and the interests of the public. Further detail is provided in the Constitution.

1.7 ***Delegation of Powers***

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

2 INTERPRETATION

- 2.1 In these SOs:

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

“**2006 Act**” shall mean the National Health Service Act 2006;

“**2012 Act**” shall mean the Health and Social Care Act 2012;

"Board of Directors"

means the board of directors of the Trust as constituted in accordance with the Constitution;

"Chair"

the person appointed as such in accordance with the Constitution. The expression the "Chair" shall be deemed to include any individual who may be appointed to act in such role where SOs 4.11.2 to 4.11.4 apply;

"Chief Executive"

means the chief executive officer of the Trust appointed in accordance with the Constitution;

"Clear Day"

means a day of the week not including Saturday, Sunday or a bank holiday;

"Code of Conduct" means the Trust's code of conduct for the Council of Governors as amended from time to time;

"Committee"

means an advisory committee appointed by the Council of Governors;

"Constitution"

means the constitution of the Trust;

“

"Council of Governors"

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

"Director"

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

"Executive Director"

means Directors who holds an executive office of the Trust;

"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 "Monitor" as provided by Section 61 of the 2012 Act; Monitor is now part of NHS Improvement

"Independent Regulator's Provider Licence"

means a licence granted by the Independent Regulator under section 87 of the 2012 Act;

"Member of the Council of Governors"

means a Governor of the Trust but does not include the Chair;

"Motion"

means a formal proposition to be discussed and voted on during the course of a meeting of the Council of Governors;

"Non-Executive Director"

means a Director who does not hold an executive office of the Trust;

"Officer"

means an employee of the Trust or any other person holding a paid appointment or office with the Trust;

"Register of Interests"

means the Trust's register of interests as amended from time to time;

"Scheme of Delegation"

means the Trust's scheme of delegation as amended from time to time;

"SFIs"

means the Trust's standing financial instructions as amended from time to time.

"Simple Majority"

means fifty percent (50%) plus one (1) of the total number of Governors;

"SOs"

means these standing orders together with the attached Schedules and Appendices;

"Sub-Committee"

means an advisory sub-committee appointed by a Committee;

"Trust"

means the Sherwood Forest Hospitals NHS Foundation Trust;

"Trust Secretary"

means a person appointed by the Trust in accordance with the Constitution to fulfil the role of Trust secretary;

"Vice Chair"

means the Non-Executive Director appointed as the vice chairman of the Trust by the Council of Governors in general meeting.

2.2 Words importing the singular shall include the plural and vice-versa.

2.3 Any reference to "Chair" in these standing orders shall, so long as there is no Chair able to perform his duties, be taken to include a reference to the Vice-Chair.

3 THE COUNCIL OF GOVERNORS

3.1 The composition of the Council of Governors shall be in accordance with the Constitution.

3.2 **Appointment of the Chair and other Members of the Council of Governors**

3.2.1 The Chair and other Members of the Council of Governors are to be elected or appointed in accordance with the Constitution.

3.3 Terms of Office of the Chair and other Members of the Council of Governors

3.3.1 The Chair and other Members of the Council of Governors are to be elected or appointed for a period of office in accordance with the Constitution.

3.4 Appointment and Powers of Vice-Chair

3.4.1 For the purpose of enabling the proceedings of the Council of Governors to be conducted in the absence of the Chair, a Vice-Chair may be appointed in accordance with the Constitution.

3.4.2 The Vice-Chair may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair and another Vice-Chair may be selected in accordance with the Constitution.

3.4.3 Where the Chair has died or has otherwise ceased to hold office, or where they are been unable to perform their duties as Chair owing to illness, conflict of interest or any other cause, the Vice-Chair shall act as Chair until a new Chair is appointed in accordance with the Constitution or the existing Chair resumes their duties, as the case may be.

3.4.4 Where both the Chair and Vice Chair are unable to perform their duties owing to illness conflict of interest or any other cause, another Member of the Council of Governors as may be appointed by the Council of Governors shall act as Chair until such time as the Chair or Vice-Chair is available to resume duties or a new Chair is appointed in accordance with the Constitution.

4 MEETINGS OF THE COUNCIL OF GOVERNORS

4.1 Admission of the Public and the Press

The public and representatives of the press shall be afforded facilities to attend all formal meetings of the Council of Governors except where the Council of Governors resolves:

4.1.1 that members of the public and representatives of the press be excluded from the remainder of a meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest; and/or

4.1.2 that for other reasons stated in the resolution and arising from the nature of the business or the proceedings that the Council of Governors believe are special reasons for excluding the public from the meeting.

4.2 The Chair shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Council of Governor's business shall be conducted

without interruption and disruption and, without prejudice to the power to exclude in accordance with SO 4.1.1 and SO 4.1.2.

4.3 The right of attendance set out in SO 4.1 carries no right to ask questions or otherwise participate in the meeting.

4.4 Nothing in these SOs shall require the Council of Governors to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Chair.

4.5 **Observers at Council of Governors Meetings**

The Council of Governors will decide what arrangement (if any) and terms and conditions (if any) it feels are appropriate to offer in extending an invitation to observers to attend and address any of the Council of Governors' meetings and may change, alter or vary these terms and conditions if it sees fit.

4.6 **Representatives from the Board of Directors**

The Council of Governors may, in accordance with the Constitution, require one or more Directors (including the Chief Executive) to attend a meeting of the Council of Governors 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 Director's performance), unless otherwise agreed, at least five working days' notice of the meeting must be provided.

4.7 **Calling Meetings**

4.7.1 Meetings of the Council of Governors shall be held at such times and places as the Council of Governors may determine provided that there is at least 4 meetings in any year including an Annual General Meeting.

4.7.2 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 one third of the whole number of Members of the Council of Governors, has been presented to them, or if, without so refusing, the Chair does not call a meeting within 7 Clear Days after such requisition has been presented to them at the Trust's Headquarters, such one third or more Members of the Council of Governors may forthwith call a meeting.

4.8 **Notice of Meetings**

4.8.1 Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted at it, and advised by the Chair or by an Officer authorised by the Chair on their behalf, shall be delivered to every Member of the Council of Governors, sent by email, so as to be available at least 10 Clear Days before the meeting save in the case of emergencies.

4.8.2 Before each meeting of the Council of Governors a public notice of the time and place of the meeting, and where possible the public part

of the agenda and papers, shall be displayed on the Trust's website at least 3 Clear Days before the meeting, save in the case of emergencies.

- 4.8.3 Failure to serve notice on any Member of the Council of Governors shall not affect the validity of a meeting but failure to serve such a notice on more than three Governors will invalidate the meeting. A notice shall be presumed to have been served if by email delivery shall be deemed to take effect immediately.
- 4.8.4 In the case of a meeting called by Members of the Council of Governors in default of the Chair, the notice shall be signed by those Members of the Council of Governors and no business shall be transacted at the meeting other than that specified in the notice.
- 4.8.5 Agendas will be sent to Members of the Council of Governors before the meeting and supporting papers, whenever possible, shall be made available on the Trust's website. The agenda shall be delivered to every Member of the Council of Governors, by email no later than 5 Clear Days before the meeting, save in the case of emergencies.
- 4.8.6 In the event of an emergency giving rise to the need for an immediate meeting SO 4.8.1 to 4.8.5 above shall not prevent the calling of such a meeting without the requisite 10 Clear Days' notice provided that every effort is made to make personal contact with every Governor who is not absent from the United Kingdom and the agenda for the meeting is restricted to matters arising in that emergency.

4.9 Setting the Agenda

- 4.9.1 The Council of Governors may determine that certain matters shall appear on every agenda for a meeting and shall be addressed prior to any other business being conducted.
- 4.9.2 The Secretary shall ensure that matters which are required to be considered at defined intervals by the Regulatory Framework are included on the agenda for meetings as and when necessary.
- 4.9.3 A Member of the Council of Governors desiring a matter to be included on an agenda shall make his request in writing to the Chair at least 10 Clear Days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 10 Clear Days before a meeting may be included on the agenda at the discretion of the Chair.

4.10 Petitions

- 4.10.1 Where a petition has been received by the Trust, the Chair shall include the petition as an item for the agenda of the next meeting of the Council of Governors.
- 4.10.2 A petition must be received a minimum of 10 Clear Days before the meeting so it may be included in the agenda and papers.

4.11 Chair of Meeting

- 4.11.1 At any meeting of the Council of Governors, the Chair if present, shall preside and shall have the casting vote.
- 4.11.2 If the Chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest the Vice-Chair shall preside and shall have a casting vote.
- 4.11.3 If the Vice-Chair as well as the Chair is absent from the meeting or are absent temporarily on the grounds of a declared conflict of interest such other person as has been appointed to act as Chair shall preside and have a casting vote.
- 4.11.4 Where the Council of Governors is exercising functions in accordance with Paragraph 7.12 of the Constitution in relation to the appointment or removal of the Chair and the Non-Executive Directors, the Council of Governors shall only be chaired by either the Chair or in their absence either temporarily or on the grounds of a declared conflict of interest, the Vice-Chair.

4.12 Notices of Motion

- 4.12.1 A Member of the Council of Governors desiring to move or amend a motion shall send a written notice to that effect at least 10 Clear Days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the Regulatory Framework. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda, at the discretion of the Chair.
- 4.12.2 Any motion proposed by a Governor must be seconded before it is put to a resolution.

4.13 Withdrawal of Motion or Amendments

- 4.13.1 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.

4.14 Motion to Rescind a Resolution

- 4.14.1 Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding 6 calendar months shall be in writing, shall bear the signature of the Member(s) of the Council of Governors who gives it and also the signature of 4 other Members of the Council of

Governors. When any such motion has been disposed of by the Council of Governors, no Member of the Council of Governors other than the Chair if considered appropriate may propose a motion to the same effect within 6 months.

4.15 **Motions**

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

4.15.2 When a motion is under discussion or immediately prior to discussion it shall be open to a Member of the Council of Governors to move:

4.15.2.1 an amendment to the motion;

4.15.2.2 the adjournment of the discussion or the meeting;

4.15.2.3 that the meeting proceed to the next business*;

4.15.2.4 the appointment of an ad hoc Committee to deal with a specific item of business;

4.15.2.5 that the motion be now put*; and/or

4.15.2.6 A motion resolving to exclude the public under SO 4.1.1

In the case of sub-paragraphs denoted by () above to ensure objectivity motions may only be put by a Member of the Council of Governors who has not previously taken part in the debate and who is eligible to vote.

4.15.3 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.

4.15.4 **Written Motions**

4.15.4.1 In urgent situations and with the consent of the Chair, business may be effected by a Governor's written motion to deal with business otherwise required to be conducted at general meetings.

4.15.4.2 If all Members of the Council of Governors have been notified of the proposal and a simple majority of Governors entitled to attend and vote at a general meeting of the Council of Governors sign and return a copy of a written motion within 5 Clear Days of dispatch then the motion will be deemed to have been resolved notwithstanding that the Governors have not gathered in one place.

4.15.4.3 The effective date of the resolution shall be the date that the last copy is signed and, until that date a

Governor who has previously indicated acceptance can withdraw and the motion shall fail.

- 4.15.4.4 Once the resolution is passed, a copy certified by the Secretary shall be recorded in the minutes of the next Council of Governors' meeting where it will be signed by the person presiding at it.

4.16 Chair's Ruling

- 4.16.1 Statements of Members of the Council 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 Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be final.
- 4.16.2 Save as permitted by law, at any meeting the person presiding shall be the final authority on the interpretation of these SOs (on which they shall be advised by the Trust Secretary).

4.17 Voting

- 4.17.1 A Governor must notify the Chair immediately if in the course of a meeting, for any reason, they are prevented from being a member of the Council of Governors under the Regulatory Framework. If as a consequence of this notification the Chair determines that the Governor is not eligible to be a member they may not take any part in the meeting including, for the avoidance of doubt any vote. The notification to the Chair is without prejudice to a Governor's obligation to notify the Trust Secretary pursuant to the Constitution (paragraphs 7.8 and 7.13.7).
- 4.17.2 Save as otherwise provided in the Regulatory Framework if the Chair 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 and voting on the question and each Governor shall be entitled to exercise one vote. In the case of any equality of votes, the Chair shall have a casting vote.
- 4.17.3 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.
- 4.17.4 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 Member of the Council of Governors present voted or abstained.
- 4.17.5 If a Governors so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).
- 4.17.6 In no circumstances may an absent Governors vote by proxy. Absence is defined as being absent at the time of the vote.

4.17.7 In certain circumstances which must be approved in advance by the Council of Governors and which may be included in a schedule to these SOs, the Chair may specify in a notice of a meeting any matter which requires approval by a written resolution and such a matter may be approved in writing provided at least three quarters of the Members of the Council of Governors and there is a majority of Public Governors, approve the resolution in writing within the timescale imposed in such a notice.

4.18 **Minutes**

4.18.1 The Minutes of the proceedings of a meeting shall be drawn up by the Trust Secretary or their authorised representative and submitted for agreement at the next Council of Governors' meeting where they will be signed by the person presiding at it.

4.18.2 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.

4.18.3 Minutes shall be circulated in accordance with Members of the Council of Governors' wishes.

4.18.4 Where providing a record of a Council of Governor's meeting held in public, the minutes shall be made available to the public.

Suspension of SOs

Except where this would contravene any part of the Regulatory Framework any one or more of the SOs may be suspended at any meeting, provided that at least two-thirds of the Members of the Council of Governors are present, there is a majority of public Governors, and that a majority of those present vote in favour of suspension.

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

4.18.6 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Chair and Members of the Council of Governors.

4.18.7 No formal business may be transacted while the SOs are suspended.

4.18.8 The Audit Committee shall review every decision to suspend SOs to assess whether the suspension was appropriate and determine whether any further action is required.

4.19 **Variation and Amendment of SOs**

4.19.1 These SOs shall be varied or amended only if:

4.19.1.1 relevant notice of a meeting has been served in accordance with SO 4.8; and

- 4.19.1.2 a notice of motion under SO 4.12 has been given; and
- 4.19.1.3 no fewer than half the total of the Members of the Council of Governors vote in favour of amendment; and
- 4.19.1.4 at least two-thirds of the Members of the Council of Governors are present; and
- 4.19.1.5 the variation proposed does not contravene the Regulatory Framework.

4.20 Record of Attendance

- 4.20.1 The names of the Chair and Members of the Council of Governors present at the meeting shall be recorded in the minutes.

4.21 Quorum

- 4.21.1 No business shall be transacted at a meeting unless a Simple Majority of the total number of Members of the Council of Governors is present, a majority of whom are public Governors.
- 4.21.2 If at any meeting there is no quorum present within 30 minutes of the time fixed for the start of the meeting, the meeting shall stand adjourned for 7 Clear Days (or as otherwise directed by the Chair) and upon reconvening (if reconvened), those present shall constitute a quorum, however there must be a majority of public Governors at any meeting in order for the meeting to be quorate.
- 4.21.3 If a Member of the Council of Governors 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 (see SO 6) they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

4.22 Meetings: Electronic Communication

In this SO “communication” and “electronic communication” shall have the meanings set out in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.

- 4.22.1 A Governor in electronic communication with the Chair and all other parties to a meeting of the Council of Governors or of a Committee or Sub-Committee of the Council of Governors shall be regarded for all purposes as personally attending such a meeting provided that, but only for so long as, at such a meeting they have the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.

- 4.22.2 A meeting at which one or more of the Governors attends by way of electronic communication is deemed to be held at such a place as the Governors shall at the said meeting resolve. In the absence of such a resolution, the meeting shall be deemed to be held at the place (if any) where a majority of the Governors attending the meeting are physically present, or in default of such a majority, the place at which the Chair of the meeting is physically present.
- 4.22.3 Meetings held in accordance with this SO are subject to SO 4.21. For such a meeting to be valid, a quorum must be present and maintained throughout the meeting.
- 4.22.4 The Minutes of a meeting held in this way must state that it was held by electronic communication and that the Governors were all able to hear each other and were present throughout the meeting.

5 ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

- 5.1 Subject to SO 1.7 and the Regulatory Framework, the Council of Governors may appoint advisory committees subject to such restrictions and conditions as the Council of Governors see fit.
- 5.2 A Committee appointed under SO 5.1 may, subject to such directions as may be given by the Council of Governors, appoint Sub-Committees consisting wholly or partly of members of the Committee. Provided that they may not establish such a Sub-Committee unless expressly authorised by the Council of Governors.
- 5.3 The Council of Governors may appoint Governors to serve on joint Committees with the Board of Directors or Committees thereof.
- 5.4 The SOs, as far as they are applicable, shall apply with appropriate alteration to meetings of any Committees established by the Council of Governors. In which case the term “**Chair**” is to be read as a reference to the Chair of the Committee as the context permits, and the term “**Member of the Council of Governors**” is to be read as a reference to a member of the Committee also as the context permits.
- 5.5 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 and shall be in accordance with the Regulatory Framework.
- 5.6 The Council of Governors shall approve the appointments to each of the Committees which it has formally constituted.
- 5.7 Where the Council of Governors is required to appoint persons to a Committee to undertake statutory functions, and where such appointments are to operate independently of the Council of Governors, such appointments shall be made in accordance with the Regulatory Framework.
- 5.8 Where the Council of Governors determines that persons who are neither Governors, nor directors or Officers of the Trust, shall be appointed to a Committee, the terms of such appointment shall be determined by the Council of Governors subject to the payment of travelling expenses and other allowances being in

accordance with such sum as may be determined by the Council of Governors or the Independent Regulator.

6 DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

6.1 Declaration of Interests

- 6.1.1 Each Member of the Council of Governors must declare to the other Members of the Council of Governors any 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 as soon as he becomes aware of it.
- 6.1.2 Any Member of the Council of Governors who has declared an interest in accordance with SO 6.1.1 shall not be permitted to participate in any discussion or consideration of the matter and for the avoidance of doubt shall not be entitled to a vote in respect of the same.
- 6.1.3 A Governor must also declare to the Chair or the Trust Secretary any other employment or business or other relationship of theirs, or of a cohabiting spouse or partner, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust in accordance with SO 6. Such interests must be recorded in the Register of Interests.
- 6.1.4 Such a declaration shall be made by completing and signing a form, as prescribed by the Trust Secretary from time to time, setting out any interests required to be declared outside a meeting in accordance with the Constitution or the SOs and delivering it to the Trust Secretary on election or appointment or as soon thereafter as the interest arises, but within 28 Clear Days of becoming aware of the existence of a direct or indirect interest.
- 6.1.5 SO 6 applies to any Committee of the Council of Governors, Sub-committee or joint committee and applies to any member of any such Committee, Sub-committee or joint committee (whether or not they are also a Governor).
- 6.1.6 Any travelling or other expenses or allowances payable to a Governor in accordance with the Constitution shall not be treated as a pecuniary interest.
- 6.1.7 This SO does not require a declaration of an interest of which the Governor is not aware or where the Governor is not aware of the transaction or arrangement in question.
- 6.1.8 In the case of persons living together the interest of one partner or spouse shall, if known to the other, be deemed for the purposes of the Constitution and the SOs to be also an interest of the other.

- 6.1.9 If Governors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair and subject to the views of the Chair should be disclosed.

6.2 Register of Interests

- 6.2.1 The Trust shall have a Register of Interests to record formally declarations of interests of Governors. The Trust Secretary shall maintain this register.
- 6.2.2 The Register of Interests shall contain the names of each Governor, whether they have declared any interests and, if so, the interests declared in accordance with the Constitution or these SOs.
- 6.2.3 It is the obligation of the Governor to inform the Trust Secretary in writing within 28 Clear Days of becoming aware of the existence of a relevant or material interest. The Trust Secretary must amend the appropriate Register of Interests upon receipt within 3 Clear Days.
- 6.2.4 The Register of Interests will be available to the public and the Chair will take reasonable steps to bring the existence of the Register of Interests to the attention of the local population and to publicise arrangements for viewing it. Copies or extracts of the Register of Interests must be provided to Members of the Trust free of charge and within a reasonable time period of the request. A reasonable charge may be imposed on non-Members for copies or extracts of the Register of Interests.
- 6.2.5 In establishing, maintaining, updating and publicising the Register of Interests, the Trust shall comply with all guidance issued from time to time by the Independent Regulator. The details of Members of the Council of Governor's interests recorded in the Register of Interests will be kept up to date by means of a regular review as necessary of the Register of Interests by the Chief Executive or Trust Secretary during which any changes of interests recently declared will be incorporated.

7 STANDARDS OF BUSINESS CONDUCT

7.1 Policy

Members of the Council of Governors should comply with the requirements set out in these SOs, the Regulatory Framework, the Code of Conduct as implemented by the Trust in general terms and the Trust's Standards of Business Conduct together with HSG (93)5 Standards of Business conduct for NHS Staff and any guidance and directions issued by the Independent Regulator.

7.2 Canvassing of, and Recommendations by, Directors in Relation to Appointments

- 7.2.1 Canvassing of Members 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

these SOs shall be included in application forms or otherwise brought to the attention of candidates.

7.2.2 A Member of the Council of Governors shall not solicit for any person any appointment under the Trust or recommend any person for such appointment, but this paragraph of this SO shall not preclude a Member of the Council of Governors from giving written testimonial of a candidate's ability, experience or character for submission to the Trust in relation to any appointment.

7.2.3 Informal discussions outside appointments panels or Committees, whether solicited or unsolicited, should be declared to the relevant panel or Committee.

7.3 Relatives of Members of the Council of Governors

7.3.1 Candidates for any staff appointment shall when making an application disclose in writing whether they are related to any Member of the Council of Governors. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them liable to instant dismissal.

7.3.2 The Members of the Council of Governors shall disclose to the Chief Executive or delegated officer any relationship between themselves and a candidate of whose candidature that Member of the Council of Governors is aware of. It shall be the duty of the Chief Executive or nominated officer to report to the Trust any such disclosure made.

7.3.3 Prior to acceptance of an appointment Members of the Council of Governors should disclose to the Trust whether they are related to any Director or holder of any office under the Trust.

8 MISCELLANEOUS

8.1 Conflicts

In the event of any conflict between the terms or with regard to the interpretation of these SOs and the Regulatory Framework the latter shall prevail.

8.2 SOs to be given to Members of the Council of Governors

It is the duty of the Trust Secretary to ensure that existing Members of the Council of Governors and all new appointees are notified of and understand their responsibilities within these SOs and that they are notified of updates as appropriate.

8.3 Duty to report non-compliance with SOs

If for any reason these SOs are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Council of Governors for action or ratification. All Members of the Council of Governors have a duty to disclose any non-compliance with these SOs to the Chair as soon as possible.

8.4 Review of SOs

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

8.5 Confidentiality

8.5.1 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.

8.5.2 A Member of the Council of Governors or a member of a Committee shall not disclose any matter reported to the Board of Directors 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.

8.6 Access to appropriate support

The Council of Governors and its Committees may arrange such resource as it considers appropriate to undertake its duties provided that such arrangements are agreed with the Trust Secretary in advance.

