

**NHS FOUNDATION TRUST CONSTITUTION
SCHEDULE 1 TO THE TERMS OF AUTHORISATION**

**NHS FOUNDATION TRUST
CONSTITUTION 2013**

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NHS FOUNDATION TRUST CONSTITUTION

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1. INTERPRETATION AND DEFINITION

Unless otherwise stated, words, or expressions contained in this constitution shall bear the same meaning as in the National health Service Act 2006 as amended by the Health and Social Care Act 2012

Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa

The 2006 Act is the National Health Service Act 2006

The 2012 Act is the Health and Social Care Act 2012

Annual Members Meeting is defined in paragraph 11 of the constitution

Constitution means this constitution and all annexes to it

Monitor is the body corporate known as Monitor, as provided by Section 61, of the 2012 Act

The Accounting Officer is the person who from time to time discharges the functions specified in paragraph 25 (5) of Schedule 7 to the 2006 Act

NAME

The name of the Foundation Trust is Cambridgeshire and Peterborough NHS Foundation Trust (the Trust).

2. PRINCIPAL PURPOSE

- 2.1 The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.
- 2.2 The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.
- 2.3 The Trust may provide goods and services for any purposes related to;
 - 2.3.1 The provision of services provided to individuals for or in connection with, the prevention, diagnosis or treatment of illness, and
 - 2.3.2 The promotion and protection of public health
- 2.4 The trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose

3. POWERS

- 3.1 The powers of the Trust are set out in the 2006 Act, subject to any restriction in the Licence¹
- 3.2 The powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust
- 3.3 Any of these powers may be delegated to a committee of directors or to an executive director or as and where permitted or required by the Mental Health Act 1983 to committees comprising or including persons who are not directors of the Trust

4. MEMBERSHIP AND CONSTITUENCIES

- 4.1 The Trust shall have members, each of whom shall be a member of one of the following constituencies:
 - 4.1.1 a public constituency
 - 4.1.2 a staff constituency and
 - 4.1.3 a patients' constituency

5. APPLICATION FOR MEMBERSHIP

An individual who is eligible to become a member of the Trust may do so on application to the Trust.

- 5.1 The members of the Foundation Trust are those individuals whose names are entered in the register of members.
- 5.2 Subject to this constitution, membership is open to any individual who:
 - 5.2.1 is over 14 years of age
 - 5.2.2 is entitled under this constitution to be a member of one of the public constituencies, the staff constituency or a class of the patients' constituency and
 - 5.2.3 completes a membership application form in whatever form the Trust Secretary specifies or becomes a member by virtue of paragraph 7.5 below

6. PUBLIC CONSTITUENCY

- 6.1 An individual who lives in an area specified in Annex 1 as an area for a public constituency may become or continue as a member of the Trust
- 6.2 Those individuals who live in an area specified as an area for any public constituency are referred to collectively as the Public Constituency

¹ see www.cpft.nhs.uk/publications

- 6.3 The minimum number of members in each area for the Public Constituency is specified in Annex 1.

7. STAFF CONSTITUENCY

- 7.1 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as member of the Trust provided:
- 7.1.1 he is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months, or
 - 7.1.2 he has been continuously employed by the Trust under a contract of employment for at least 12 months.
- 7.2 Individuals seconded to the Trust (who are therefore not employed by the Trust but nevertheless exercise paid functions for the purposes of the Trust), may become or continue as members of the staff constituency provided such individuals have exercised these functions continuously for a period of at least 12 months.
- 7.3 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.
- 7.4 The minimum number of members in the Staff Constituency is specified in Annex 2.

8. AUTOMATIC MEMBERSHIP BY DEFAULT - STAFF

- 8.1 An individual who is:
- 8.2 eligible to become a member of the Staff Constituency, and
- 8.3 invited by the Trust to become a member of the Staff Constituency shall become a member of the Trust as a member of the Staff Constituency without an application being made, unless they inform the Trust Secretary that they do not wish to do so.

9. PATIENTS' CONSTITUENCY

- 9.1 An individual whose name is recorded as a patient on the Trust's patient administration system or other record maintained by the Trust for the purpose of identifying patients of the Trust and who has, within the period specified in paragraph 8.2 below, attended any of the Trust's hospitals² as either a patient or as the carer of a patient may become or continue as a member of the Trust.
- 9.2 The period referred to above shall be from the inception of the Trust, that is to say, 1 April 2002.

² this includes the Trust's community services

- 9.3 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Patients' Constituency.
- 9.4 The Patients' Constituency shall be divided into four descriptions of individuals who are eligible for membership of the Patients' Constituency, each description of individuals being specified within Annex 3 and being referred to as a class within the Patients' Constituency.
- 9.5 An individual providing care in pursuance of a contract (including a contract of employment) with a voluntary organisation, or as a volunteer for a voluntary organisation, does not come within the category of those who qualify for membership of the Patients' Constituency.
- 9.6 The minimum number of members in each class of the patients' constituency is specified in Annex 3.

10 RESTRICTION ON MEMBERSHIP

- 10.1 An individual who is a member of a constituency, or of a class within a constituency, may not while membership of that constituency or class continues, be a member of any other constituency or class
- 10.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency
- 10.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Trust are set out in Annex 9 – Further Provisions.
- 10.4 An individual must be at least 16 years old to become a member of the Trust.

11. ANNUAL MEMBERS MEETING

- 11.1 The Trust shall hold an annual meeting of its members ('Annual Members' Meeting). The Annual Members' meeting shall be open to members of the public.

12. COUNCIL OF GOVERNORS: COMPOSITION

- 12.1 The Trust is to have a Council of Governors, which shall comprise both elected and appointed governors.
- 12.2 The composition of the Council of Governors is specified in Annex 4.
- 12.3 The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 4.

- 12.4 The aggregate number of elected public and patient governors and excluding staff governors is to be more than half of the total number of members of the Council of Governors.

13. COUNCIL OF GOVERNORS: ELECTION OF GOVERNORS

- 13.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Rules for Elections, as may be varied from time to time.
- 13.2 The Model Rules for Elections, as may be varied from time to time, form part of this constitution and are attached at Annex 5.
- 13.3 A variation of the Model Rules by the Department of Health shall not constitute a variation of the terms of this constitution. For the avoidance of doubt, the Trust cannot amend the Model Rules.
- 13.4 An election, if contested, shall be by secret ballot.
- 13.5 Public governors are to be elected by members of their Public Constituency. Patient governors are to be elected by the members of the class of the Patients' Constituency to which they belong. Staff governors are to be elected by members of the Staff Constituency. Each constituency or class of constituency may elect any of their number to be a governor in accordance with the provisions of this constitution.
- 13.6 Members may not vote at an election for a governor unless within 21 days before they vote they have made a declaration in the form specified by the Trust Secretary that they are qualified to vote as a member of the relevant constituency or class of constituency.

14. COUNCIL OF GOVERNORS: TENURE

14.1 Elected governors

- 14.1.1 An elected governor may hold office for a period of up to 3 years.
- 14.1.2 An elected governor shall cease to hold office if they cease to be a member of the constituency or class of constituency by which they were elected.
- 14.1.3 An elected governor shall be eligible for re-election at the end of their term.
- 14.1.4 An elected governor may not hold office for more than nine consecutive years, consisting of two terms of office, plus one additional year recurrent depending on re-election to the maximum of 9 consecutive years.
- 14.1.5 For the purposes of these provisions concerning terms of office for elected governors, the first year of a term of office is the period of one calendar year commencing immediately after the conclusion of the general meeting of the Council of Governors following their election or appointment.

14.2 Vacancies amongst the Council of Governors

Where a vacancy arises on the Council of Governors for any reason other than expiry of term of office, the following provision will apply:

- 14.2.1 Where the vacancy arises amongst the elected governors, the Council of Governors shall invite the next highest polling candidate for that seat at the most recent election, who is willing to take office, to fill the seat until the next annual election at which time the seat will fall vacant and subject to election for any unexpired period of the term of office
- 14.2.2 Where the vacancy arises amongst the appointed governors, the Trust Secretary, on behalf of the Council of Governors, will request that the appointing organisation provides a replacement appointed governor.

15. COUNCIL OF GOVERNORS: DISQUALIFICATION AND REMOVAL

15.1 The following may not become or continue as a member of the Council of Governors:

- 15.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged
- 15.1.2 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it
- 15.1.3 a person who within the preceding five years has been convicted in the British Isles of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him

15.2 Governors must be at least 16 years of age at the date they are nominated for election or appointment.

15.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Council of Governors are set out in Annex 6.

15.4 Provision for termination of office/disqualification and removal of governors

A person holding office as a governor shall immediately cease to do so if:

- 15.4.1 they resign by notice in writing to the Trust Secretary
- 15.4.2 they fail to attend three consecutive meetings of the Council of Governors, unless the other governors are satisfied that:
- 15.4.3 the absences are due to reasonable causes
- 15.4.4 they will be able to start attending meetings of the Council of Governors again within such a period as the other governors consider reasonable

- 15.4.5 in the case of an elected governor, they cease to be a member of the constituency or class of the constituency by which they were elected
- 15.4.6 in the case of an appointed governor, they cease to perform functions for their nominating organisation or the nominating organisation terminates the appointment
- 15.4.7 they have refused without reasonable cause to undertake any training which the Council of Governors requires all governors to undertake
- 15.4.8 they have failed to sign and deliver to the Trust Secretary a statement in the form required by the Trust Secretary confirming acceptance of the code of conduct for governors as defined by the Council of Governors
- 15.4.9 they are removed from the Council of Governors by a resolution approved by not less than three quarters of the remaining governors present and voting on the grounds that:
 - 15.4.10 they have committed a serious breach of the code of conduct or
 - 15.4.11 they have acted in a manner detrimental to the interests of the Trust
 - 15.4.12 they have failed to discharge their responsibilities as a governor
 - 15.4.13 they have failed to declare relevant interests when required to do so
 - 15.4.14 the Council of Governors considers that it is not in the best interests of the Trust for them to continue as a governor

16. COUNCIL OF GOVERNORS: DUTIES OF GOVERNORS

- 16.1 The general duties of the Council of Governors are –
 - 16.1.1 to hold the non executive directors individually and collectively to account for the performance of the Board of Directors and
 - 16.1.2 to represent the interests of the members of the trust as a whole and the interests of the public
- 16.2 The Trust must take steps to secure that the governors are equipped with the skills and knowledge they require in their capacity as such

17. COUNCIL OF GOVERNORS: MEETINGS OF GOVERNORS

- 17.1 The Chair of the Trust (ie the Chair of the Board of Directors, appointed in accordance with the provisions of paragraph 26.1 below) or, in his absence the Deputy Chair (appointed in accordance with the provisions of paragraph 27 below) shall preside at meetings of the Council of Governors. If the person presiding has a conflict of interest in relation to the business being discussed, the Council of Governors will appoint one of the elected governors from the public or patients' constituencies to chair that part of the meeting.
- 17.2 Meetings of the Council of Governors are to be general meetings open to members of the public unless the Council of Governors decides otherwise in relation to all or part of a meeting for reasons of commercial confidentiality or disclosure of personal information. The Chair may exclude any member of the public from a meeting if they are interfering with or preventing the proper conduct of the meeting.

- 17.3 The Council of Governors is to meet at least three times in each financial year. Save in the case of emergencies, or the need to conduct urgent business, the Trust Secretary shall give at least fourteen days written notice to all governors of the date and place of every meeting of the Council of Governors. Notice will also be published in the local media and on the Trust's website.
- 17.4 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), the Council of Governors may require one or more of the directors to attend a meeting
- 17.5 Meetings of the Council of Governors shall be convened by the Trust Secretary, by order of the Chair, or of one third of the governors (including at least two elected governors.) who give written notice to the Trust Secretary specifying the business to be carried out. The Trust Secretary shall send a written notice to all governors as soon as possible after receipt of such a request. The Trust Secretary shall call a meeting on at least fourteen but not more than twenty eight days' notice to discuss the specified business. If the Trust Secretary fails to call such a meeting then the Chair or one third of the governors shall call such a meeting.
- 17.6 A governor may not vote at a meeting of the Council of Governors unless, before attending the meeting, they have made a declaration in the form specified by the Trust Secretary of the particulars of their qualification to vote as a member of the Trust and that they are not prevented from being a member of the Council of Governors. A governor shall be deemed to have confirmed the declaration upon attending any subsequent meeting of the Council of Governors and every agenda for meetings of the Council of Governors will draw this to the attention of elected governors.
- 17.7 All decisions taken in good faith at a meeting of the Council of Governors 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,

18. COUNCIL OF GOVERNORS: STANDING ORDERS

The standing orders for the practice and procedure of the Council of Governors, as may be varied from time to time, are attached at Annex 7.

19. COUNCIL OF GOVERNORS: CONFLICTS OF INTEREST OF GOVERNORS

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 makes 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.

Any governor who fails to disclose any interest required to be disclosed under this paragraph must permanently vacate their office if required to do so by a majority of the remaining governors.

19.1 Subject to exceptions set out in paragraph 16.2 below, a material interest is:

19.1.1 any directorship of a company

19.1.2 any interest or position held in any firm or 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

19.1.3 any interest in an organisation providing health and social care services to the National Health Service

19.1.4 a position of authority in a charity or voluntary organisation in the field of health and social care or in a charity or voluntary organisation that is likely to benefit from its association with the Trust

19.1.5 any connection with any organisation, entity or company considering entering into a financial arrangement with the Trust including but not limited to lenders or banks

19.2 Exceptions which shall not be treated as material interests:

19.2.1 shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange

19.2.2 an employment contract held by staff governors

19.2.3 an employment contract with their PCT.

19.2.4 an employment contract with a Local Authority held by a Local Authority appointed governor

19.2.5 an employment contract with their partnership organisation held by a partnership appointed governor

19.2.6 the holding of any position of authority within their partnership organisation by a partnership appointed governor.

20. COUNCIL OF GOVERNORS – REFERRAL TO THE PANEL

20.1 In this paragraph, the panel means a panel of persons appointed by Monitor to which a governor of an NHS foundation trust may refer a question as to whether the trust has failed or is failing

20.1.1 to act in accordance with its constitution, or

20.1.2 to act in accordance with provision made by or under Chapter 5 of the 2006 Act

20.2 A governor may refer a question to the Panel only if more than half of the members of the Council of Governors voting approve the referral

21. COUNCIL OF GOVERNORS: TRAVEL EXPENSES

21.1 The Trust may pay travelling and other expenses to members of the Council of Governors at rates determined by the Trust.

21.2 Governors do not receive remuneration.

22. COUNCIL OF GOVERNORS: FURTHER PROVISIONS

Further provisions with respect to the Council of Governors are set out in Annex 6.

23. BOARD OF DIRECTORS: COMPOSITION

- 23.1 The Trust is to have a Board of Directors, which shall comprise both executive and non-executive directors.
- 23.2 The Board of Directors is to comprise:
- 23.2.1 a non-executive Chair
 - 23.2.2 not less than 5 and not more than 7 other non-executive directors and
 - 23.2.3 not less than 5 and not more than 7 executive directors
- 23.3 One of the executive directors shall be the Chief Executive
- 23.4 The Chief Executive shall be the Accounting Officer
- 23.5 One of the executive directors shall be the Finance Director
- 23.6 One of the executive directors is to be a registered medical practitioner.
- 23.7 One of the executive directors is to be a registered nurse.
- 23.8 The Chief Executive shall nominate one of the executive directors to be Deputy Chief Executive.
- 23.9 The Trust has powers to delegate and make arrangements for any delegation to a committee or sub-committee of directors or to an executive director of the Trust:
- 23.9.1 subject to such restrictions and conditions as the Trust thinks fit, or
 - 23.9.2 as and where permitted or required by the Mental Health Act 1983 to committees comprising or including persons who are not directors of the Trust, or
 - 23.9.3 as Monitor may direct.

The Standing Orders for the Board of Directors set out the detail of these arrangements.

24. BOARD OF DIRECTORS – GENERAL DUTY

The general duty of the Board of Directors and of each director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public.

25. BOARD OF DIRECTORS: QUALIFICATION FOR APPOINTMENT AS A NON-EXECUTIVE DIRECTOR

A person may be appointed as a non-executive director only if:

- 25.1 they are a member of the Public Constituency or
- 25.2 they are a member of the Patients' Constituency or
- 25.3 where any of the Trust's hospitals includes a medical or dental school provided by a university, he exercises functions for the purposes of that university, and
- 25.4 they are not disqualified by virtue of paragraph 26 below.

26. BOARD OF DIRECTORS: APPOINTMENT AND REMOVAL OF CHAIR AND OTHER NON-EXECUTIVE DIRECTORS

- 26.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair of the Trust and the other non-executive directors
- 26.2 Removal of the Chair or another non-executive director shall require the approval of three-quarters of the members of the Council of Governors
- 26.3 The Chair and non-executive directors are to be appointed for a period of office in accordance with the terms and conditions of office, including remuneration and allowances, decided by the Council of Governors at a general meeting. Any re-appointment of a non-executive director shall be subject to a satisfactory appraisal carried out in accordance with procedures which the Council of Governors has approved.
- 26.4 The Chair and non-executive directors will be appointed for specific terms of no more than 3 years and will be eligible for re-appointment in line with paragraph 26.3. Any non-executive directors serving longer than six years will be subject to rigorous annual review to a maximum of nine years.
- 26.5 Non-executive directors are to be appointed by the Council of Governors using the following procedure:
 - 26.5.1 the Council of Governors shall from time to time, and not less than every three years, review the composition of the non-executive directors
 - 26.5.2 the Board of Directors will identify the skills and experience required for non-executive directors and for these purposes may seek advice and support from an external organisation recognised as expert in recruitment and selection
 - 26.5.3 appropriate candidates will be identified by a Nominations Committee of the Council of Governors through a process of open competition, which takes account of the skills and experience required
 - 26.5.4 the Nominations Committee will propose the appointments to a general meeting of the Council of Governors

- 26.5.5 the Nominations Committee will comprise the Chair (or the Deputy Chair) unless they are standing for appointment, in which case another non-executive director, two elected governors and one appointed governor. The Committee will appoint an independent assessor.
- 26.5.6 The removal of the Chair and non-executive directors requires the approval of three-quarters of the Council of Governors and shall be in accordance with the following procedures:
- 26.5.7 any proposal for removal must be proposed by a governor and seconded by not less than ten governors including at least three elected governors
- 26.5.8 written reasons for the proposal shall be provided to the non-executive director in question, who shall be given the opportunity to respond to such reasons
- 26.5.9 in making any decision to remove a non-executive director, the Council of Governors shall take into account the annual appraisal carried out by the Chair
- 26.5.10 if any proposal to remove a non-executive director is not approved at a meeting of the Council of Governors, no further proposal can be put forward to remove such non-executive director based upon the same reasons within twelve months of the meeting.

27. BOARD OF DIRECTORS: APPOINTMENT OF DEPUTY CHAIR

The Council of Governors at a general meeting of the Council of Governors shall appoint one of the non-executive directors as a deputy Chair.

28. BOARD OF DIRECTORS: APPOINTMENT AND REMOVAL OF THE CHIEF EXECUTIVE AND OTHER EXECUTIVE DIRECTORS

- 28.1 The non-executive directors shall appoint or remove the Chief Executive
- 28.2 The appointment of the Chief Executive shall require the approval of the Council of Governors
- 28.3 A committee consisting of the Chair, the Chief Executive and the other non-executive directors shall appoint or remove the other executive directors.

29. BOARD OF DIRECTORS: DISQUALIFICATION

The following may not become or continue as a member of the Board of Directors:

- 29.1 A person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- 29.2 A person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.

- 29.3 A person who within the preceding five years has been convicted in the British Isles of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them.
- 29.4 a member of the Council of Governors
- 29.5 a governor or a director of another health service body unless appointed to do so by or with the agreement of the Trust in that capacity
- 29.6 a member of the governing body of a Local Involvement Network (LINK)
- 29.7 the spouse, partner, parent or child of a member of the Board of Directors of the Trust
- 29.8 a member of a Local Authority's scrutiny committee covering health matters
- 29.9 a person who is subject to a sex offender order
- 29.10 a person who has been disqualified from being a member of a relevant authority under the provisions of the Local Government Act 2000
- 29.11 a person who is the subject of a disqualification order made under the Company Directors' Disqualification Act 1986
- 29.12 in the case of a non-executive director they are no longer a member of one of the public constituencies, or a class of the patients' constituency or in the case of the University nominated non-executive director, exercising functions for the University of Cambridge
- 29.13 a person whose tenure of office as the chair or as a member or director of a health service body has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest
- 29.14 a person who, within the preceding two years, been dismissed, otherwise than by reason of redundancy or incapacity, from any paid employment with a health service body
- 29.15 in the case of a non-executive director, they have refused without reasonable cause to fulfil any training requirement established by the Board of Directors or
- 29.16 they have refused to sign and deliver to the Trust Secretary a statement in the form required by the Board of Directors confirming acceptance of the terms and conditions of their appointment.

30. BOARD OF DIRECTORS – MEETINGS

- 30.1 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

- 30.2 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors

31. BOARD OF DIRECTORS: STANDING ORDERS

- 31.1 The standing orders for the practice and procedure of the Board of Directors, as may be varied from time to time, are attached at Annex 8.
- 31.2 The proceedings and business of the Board of Directors' meetings shall not be invalidated by any vacancy on its membership, or a defect in a director's appointment
- 31.3 The Chair of the Trust, or in their absence, the Deputy Chair shall chair meetings of the Board of Directors
- 31.4 The Board of Directors may delegate any of its powers to a committee of directors or to an executive director or otherwise as permitted or required for the purposes of the Mental Health Act 1983.

32. BOARD OF DIRECTORS: CONFLICTS OF INTEREST OF DIRECTORS

- 32.1. The duties that a director of the trust has by virtue of being a director include in particular –

32.1.1 A duty to avoid a situation in which the director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the trust.

32.1.2 A duty not to accept a benefit from a third party by reason of being a director or doing (or not doing) anything in that capacity.

- 32.2 The duty referred to in sub-paragraph 32.1.1 is not infringed if –

32.2.1 The situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or

32.2.2 The matter has been authorized in accordance with the constitution.

- 32.3 The duty referred to in sub-paragraph 32.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

- 32.4 In sub-paragraph 32.1.2, "third party" means a person other than –

32.4.1 The trust, or

32.4.2 A person acting on its behalf.

- 32.5 If a director of the trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the trust, the director must declare

the nature and extent of that interest to the other directors.

32.6 If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.

32.7 Any declaration required by this paragraph must be made before the trust enters into the transaction or arrangement.

32.8 This paragraph does not require a declaration of an interest of which the director is not aware or where the director is not aware of the transaction or arrangement in question.

32.9 A director need not declare an interest –

32.9.1 If it cannot reasonably be regarded as likely to give rise to a conflict of interest;

32.9.2 If, or to the extent that, the directors are already aware of it;

32.9.3 If, or to the extent that, it concerns terms of the director's appointment that have been or are to be considered –

32.9.3.1 By a meeting of the Board of Directors, or

32.9.3.2 By a committee of the directors appointed for the purpose under the constitution.

33. BOARD OF DIRECTORS: REMUNERATION AND TERMS OF OFFICE

33.1 The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other non-executive directors.

33.2 The Trust shall establish a committee of non-executive directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other executive directors, to be known as the Remuneration and Terms of Service Committee.

33.3 Only members of the Remuneration and Terms of Service Committee should be present at the meeting, except by invitation of the committee

33.4 The remuneration and allowances for members of the Board of Directors are to be disclosed in bands in the annual report.

34. REGISTERS

The Trust shall have:

34.1 A register of members showing, in respect of each member the constituency to which they belong and, where there are classes within it, the class to which they belong

- 34.2 A register of members of the Council of Governors
- 34.3 A register of interests of governors
- 34.4 A register of directors, and
- 34.5 A register of interests of the directors

35. ADMISSION TO, AND REMOVAL FROM THE REGISTERS

- 35.1 The Trust Secretary shall remove from the register of members the name of any member who ceases to be entitled to be a member under the provisions of this constitution.
- 35.2 The Trust Secretary is to send to Monitor a list of persons who were first elected or appointed to the Council of Governors and Board of Directors.

36. REGISTERS – INSPECTION AND COPIES

- 36.1 The Trust shall make the registers specified in paragraph 30 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.
- 36.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of:
 - 36.2.1 any member of the Patients' Constituency, or
 - 36.2.2 any other member of the Trust, if they so request
- 36.3 So far as the registers are required to be made available:
 - 36.3.1 they are to be available for inspection free of charge at all reasonable times, and
 - 36.3.2 a person who requests a copy of, or extract from, the registers is to be provided with a copy or extract.
- 36.4 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

37. DOCUMENTS AVAILABLE FOR PUBLIC INSPECTION

- 37.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:
 - 37.1.1 a copy of the current constitution
 - 37.1.2 a copy of the current authorisation
 - 37.1.3 a copy of the latest annual accounts and of any report of the auditor on them
 - 37.1.4 a copy of the latest annual report
 - 33.1.5 a copy of the latest information as to its forward planning, and

- 33.1.6 a copy of any notice given under Section 52 of the 2006 Act
- 37.2 The trust shall also make the following documents relating to a special administration of the trust available for inspection by members of the public free of charge at all reasonable times:
- 37.2.1 a copy of any order made under section 65D (appointment of trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L(trusts coming out of administration) or 65LA (trusts to be dissolved) of the 2006 Act.
- 37.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act.
- 37.2.2 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act.
- 37.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act.
- 37.2.5 a copy of any statement provided under section 65F(administrator's draft report) of the 2006 Act.
- 37.2.5 a copy of any notice published under section 65F(administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA(Monitor's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act.
- 37.2.6 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act.
- 37.2.7 a copy of any final report published under section 65I (administrator's final report),
- 37.2.8 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act.
- 37.2.9 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.
- 37.3 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.
- 37.4 If the person requesting a copy or extract is not a member of the trust, the trust may impose a reasonable charge for doing so

38. AUDITOR

- 38.1 The Trust shall have an auditor
- 38.2 The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors.
- 38.2 The Board of Directors may resolve that external auditors be appointed to review and publish a report on any aspect of the Trust's performance. Any such auditors are to be appointed by the Council of Governors.
- 38.3 A person may only be appointed as auditor if they are already approved under the Audit Commission Act 1998 or are a body of accountants approved by Monitor.

39. AUDIT COMMITTEE

- 39.1 The Trust shall establish a committee of at least three independent non-executive directors as an audit committee to perform such monitoring, reviewing and other functions as are appropriate.
- 39.2 Only members of the audit committee should be present at their meeting except by invitation of the committee.

40. ACCOUNTS

- 40.1 The Trust must keep proper accounts and proper records in relation to the accounts 41
- 40.2 Monitor may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts
- 40.3 The accounts are to be audited by the Trust's auditor
- 40.4 The Trust shall prepare in respect of each financial year annual accounts in such form as Monitor may with the approval of the Secretary of State direct
- 40.5 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.
- 40.6 The Accounting Officer shall cause the Trust to:
 - 40.6.1 lay a copy of the annual accounts, and any report of the financial auditor on them, before Parliament
 - 40.6.2 once it has done so, send copies of those documents to the Independent Regulator.

41. ANNUAL REPORT AND FORWARD PLANS & NON NHS WORK

- 41.1 The Trust shall prepare an annual report and send it to Monitor in the format and timeframe so determined by Monitor
- 41.2 The Trust shall give information as to its forward planning in respect of each financial year to Monitor
- 41.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the directors
- 41.4 In preparing the document, the directors shall have regard to the views of the Council of Governors
- 41.5 Each forward plan must include information about
 - 41.5.1 the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on, and
 - 41.5.2 the income it expects to receive from doing so.
- 41.6 Where a forward plan contains a proposal that the trust carry on an activity of a kind mentioned in sub-paragraph 41.5.1 the Council of Governors must;
 - 41.6.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the trust of its principal purpose or the performance of its other functions and
 - 41.6.2 notify the directors of the trust of its determination
- 41.7 A trust which proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England may implement the proposal only if more than half of the members of the Council of Governors of the trust voting approve its implementation

42. MEETING OF THE COUNCIL OF GOVERNORS TO CONSIDER ANNUAL ACCOUNTS AND REPORTS

The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:

- 42.1 the annual accounts
- 42.2 any report of the auditor on them
- 42.3 the annual report
- 42.4 documents in relation to the forward plans of the Trust

43. INSTRUMENTS

- 43.1 The Trust shall have a seal
- 43.2 The seal shall not be affixed except under the authority of the Board of Directors

44. AMENDMENT TO THE CONSTITUTION

- 44.1 The Trust may make amendments of its constitution only if;
 - 44.1.1 More than half of the members of the Council of Governors of the Trust voting, approve the amendments, and
 - 44.1.2 More than half of the members of the Board of Directors of the Trust voting approve the amendments
- 44.2 Amendments made under paragraph 44.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act
- 44.3 Where an amendment is made to the constitution in relation the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust) –
 - 44.3.1 At least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment, and
 - 44.3.2 The Trust must give the members an opportunity to vote on whether they approve the amendment

If more than half of the members voting approve the amendments, the amendment continues to have effect; otherwise, it ceases to have effect and the Trust must take such steps as are necessary as a result.
- 44.4 Amendments by the Trust of its constitution are to be notified to Monitor. For the avoidance of doubt, Monitor's functions do not include a power or duty to determine whether or not the constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

45. SIGNIFICANT TRANSACTIONS

- 45.1 The Trust may enter into significant transaction only if more than half of the members of the Council of Governors of the Trust voting approve entering into the transaction.
- 45.2 "significant transaction" means an acquisition or disposal of (i) a business, the income from which in the last financial year was equal to or in excess of 25% of the total turnover of the Trust in that financial year; or (ii) an asset or assets including budget expenditure and income to the value of which is equal to or in excess of 25% of the value of Trust's gross assets at the date of its last audited accounts"

45.3 The Trust normally operates from year to year using an agreed Annual Plan and the Board is committed to working with the Council of Governors in the context of the percentages above around any significant variation from the plan.

46. INTERPRETATION AND DEFINITIONS

Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in this constitution shall bear the same meaning as in the National Health Service Act 2006.

Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa.

The 2006 Act	The National Health Service Act 2006
The Accounting Officer	The person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act.
Appointed Governors	Members of the Council of Governors appointed in line with this constitution
Appointing organisations	Partner organisations appointing members of the Council of Governors at the request of the Trust in line with this constitution
Area of the Trust	The areas specified in Annex 1
Authorisation	Authorisation given by Monitor
Board of Directors	Board of Directors as constituted in accordance with this constitution
Council of Governors	Council of Governors as constituted in accordance with this constitution
Carer	A person who has attended any of the Trust's hospitals as the carer of a patient prior to the date of application for membership (other than a person providing care in pursuance of a contract of employment or as a volunteer for a voluntary organisation)
Chair	Person appointed by the Council of Governors to lead the Council of Governors and the Board of Directors
Chief Executive	Chief officer of the Trust
Director	A director of the Trust duly appointed under the terms of this constitution and the Trust's standing orders
Elected governor	A governor of the Trust duly elected under the terms of this constitution
Member	A member of the Trust as determined by this constitution
Monitor	The Independent Regulator of NHS Foundation Trusts, as provided by Section 31 of the 2006 Act
Partner	Organisations named in this constitution that are entitled to appoint members of the Council of Governors in line with this constitution
Partner governor	Member of the Council of Governors appointed by a partner other than a Local Authority, Primary Care Trust, or University as specified within this constitution
Patient	A person who has attended and received care and treatment from the Trust within any of its hospitals

	(including community services) prior to and after the date of application for membership
Public governor	Member of the Council of Governors elected by members of the public constituency
Staff governor	Member of the Council of Governors elected by members of the staff constituency
Terms of authorisation	Terms of authorisation issued by Monitor under Section 35 of the 2006 Act
Trust Secretary	Secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust
Voluntary organisation	A body, other than a public or local authority, the activities of which are not carried on for profit

ANNEX 1

THE PUBLIC CONSTITUENCY

(Paras 6.1 and 6.3)

THE AREAS OF THE FOUNDATION TRUST (paragraph 6)

1. CAMBRIDGESHIRE

The electoral area covered by the following councils in Cambridgeshire :

Fenland District Council
Huntingdonshire District Council
South Cambridgeshire District Council
Cambridge City Council
East Cambridgeshire District Council

2. PETERBOROUGH

The electoral area covered by Peterborough City Council

3. REST OF ENGLAND

MINIMUM NUMBER OF MEMBERS

The minimum number of members in each constituency is 30

ANNEX 2

THE STAFF CONSTITUENCY (Paragraphs 7.4 and 7.5)

THE STAFF CONSTITUENCY (paragraph 7)

There will be one staff constituency

The minimum number of members in the staff constituency is 30

THE PATIENTS' CONSTITUENCY (paragraph 8)

Classes within the patients' constituency:

- Service users living within the following electoral areas within Cambridgeshire
 - Fenland District Council
 - Huntingdonshire District Council
 - South Cambridgeshire District Council
 - Cambridge City Council
 - East Cambridgeshire District Council
- Service users living within the electoral area covered by Peterborough City Council
- Service users living within the Rest of England
- Carers living within the electoral areas within Cambridgeshire and Peterborough City Council and the Rest of England

Minimum number of members

- The minimum number of members in the patients' constituency is 40
- The minimum number of members in each class of the patients' constituency is 10

ANNEX 4

COMPOSITION OF THE COUNCIL OF GOVERNORS

		No of Governors
Public constituencies	Cambridgeshire	9
	Peterborough	5
	Rest of England	1
Total public constituency		15
Patients' constituency	Service users living within the electoral areas of Cambridgeshire County Council	2
	Service users living within the electoral area of Peterborough City Council	1
	Service users living within the Rest of England	1
	Carers living within the electoral areas of Cambridgeshire and Peterborough and the Rest of England	2
Total patients' constituency		6
Staff constituency	Total	4
Appointed governors (statutory appointments)	Cambridgeshire County Council	1
	Peterborough City Council	1
	University of Cambridge	1
Total appointed stakeholder governors		3
Appointed partner governors	Cambridgeshire Police	1
	Prisons (1 appointed governor to represent 3 prisons within Trust's area)	1
	Cambridge University Hospitals NHS Foundation Trust	1
	Peterborough and Stamford Hospitals NHS Foundation Trust	1
	Hinchingbrooke Healthcare NHS Trust	1
	Council for Voluntary Services, Cambridge	1
	Council for Voluntary Services, Peterborough	1
Total appointed partner governors		7
TOTAL COUNCIL OF GOVERNORS		35

ANNEX 5

THE MODEL ELECTION RULES

See separate document

COUNCIL OF GOVERNORS: REVIEW OF ROLES, STRUCTURE, COMPOSITION AND PROCEDURES

The roles, structure, composition, and procedures of the Council of Governors should be reviewed regularly.

The conduct and business of the Council of Governors will comply with equality and discrimination legislation.

COUNCIL OF GOVERNORS: DISQUALIFICATION AND REMOVAL (Paragraph 13 of the Constitution)

13.3 A person may not become a governor of the Trust, and if already holding such office will immediately cease to do so if:

13.3.1 Provisions applying to all governors:

- They are a director of the Trust, or a governor or director of a health service body (unless they are appointed by a partnership organisation which is the health service body, or their appointment as a director or governor of the health service body was made by or with the agreement of the Trust)
- They are the spouse, partner, parent or child of a member of the Board of Directors of the Trust
- They are a member of a Local Authority's scrutiny committee covering health matters
- They are a member of the governing body of a Local Involvement Network
- They are subject to a sex offender order
- They have been disqualified from being a member of a relevant authority under the provisions of the Local Government Act 2000
- They have within the preceding two years been dismissed, other than by reason of redundancy or incapacity, from any paid employment with a health service body
- They are a person whose tenure of office as the chair or as a member or director of a health service body has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest

13.3.2 Additional provisions applying to elected governors:

- They are excluded from membership of the Trust in line with the provisions in Annex 9: restriction on membership
- They refuse to sign a declaration in the form specified by the Trust of particulars of their qualification to vote as a member of the Trust and a confirmation of their eligibility to be a member of the Council of Governors
- They cease to be a member of the constituency or class of constituency by which they were elected

COUNCIL OF GOVERNORS: APPOINTMENT OF COMMITTEES

The Council of Governors may not delegate any of its powers to a committee or sub-committee, but it may appoint committees to advise and assist the Council of Governors in carrying out its functions. The Council of Governors may appoint governors to such committees and may invite directors and other persons to serve on such committees. The Council of Governors may, through the Trust Secretary, request that external advisers assist them or any committee they appoint in carrying out its duties.

ANNEX 7

STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

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INTERPRETATION

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

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

Trust Secretary

A person appointed by the Chair of the Trust and Chief Executive jointly to act independently of the Board to provide advice on corporate governance issues to the Board and the Chair and monitor the Trust's compliance with the Regulatory Framework, guidance from Monitor and these Standing Orders

1. INTRODUCTION

1.1 Regulatory Framework

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

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

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

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

2. THE COUNCIL OF GOVERNORS

2.1 Composition of the Council

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

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

2.2 Role of the Chair

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

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

3. MEETINGS OF THE COUNCIL

3.1 Calling meetings

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

3.2 The Chair may call meetings of the Council of Governors. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of governors including at least two elected and two appointed governors, has been presented to them, or if, without so refusing, the Chair does not call a meeting within 7 days after such requisition has been presented to him/her, at the Trust's Headquarters, such one third or more governors may forthwith call a meeting of the Council.

3.3 **Notice of meetings**

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

3.3.2 **Notice of business to be transacted**

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

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

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

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

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

3.7 **Setting the agenda**

The 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. (Such matters may be identified within these BoGSOs or following subsequent resolution shall be listed in an appendix to the BoGSOs).

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

3.9 Attendance and questions from the public

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

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

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

3.11 Chair of meeting

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

3.12 Notices of motion

A governor of the Trust desiring to move or amend a motion shall send a written notice thereof at least 10 days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any emergency motion being moved during the meeting without notice, on any business mentioned on the agenda. The Chair's decision to include the motion shall be final.

3.13 Motions

Who may propose

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

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

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

- 3.14.1 an amendment to the motion;
- 3.14.2 the adjournment of the discussion or the meeting;
- 3.14.3 that the meeting proceeds to the next business *;
- 3.14.4 the appointment of an ad hoc committee to deal with a specific item of business;
- 3.14.5 that a member be not further heard;
- 3.14.6 that the motion now be put *;
- 3.14.7 that the public, including the press, be excluded from the meeting

In the case of sub-paragraphs denoted by * above to ensure objectivity, motions may only be put by a governor who has not previously taken part in the debate.

3.15 Amendments to motions

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

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

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

No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

3.16 Withdrawal of motion or amendments

A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and consent of the Chair.

3.17 Motion to rescind a resolution

Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding 6 calendar months shall bear the signature of the governor who gives it and also the signature of 4 other governors. When any such motion has been disposed of by the Council, it shall not be competent for any governor other than the Chair to propose a motion to the same effect within 6 months, however the Chair may do so if he/she considers it appropriate.

3.18 Chair's ruling

Statements of governors made at meetings of the Trust shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be final.

3.19 Voting

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

- 3.20 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the governors present so request.
- 3.21 If at least one third of the governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each governor present voted or abstained.
- 3.22 If a governor so requests their vote shall be recorded by name upon any vote (other than by paper ballot).
- 3.23 In no circumstances may an absent governor vote by proxy. Absence is defined as being absent at the time of the vote.

3.24 Minutes

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

- 3.25 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 3.26 Minutes shall be circulated in accordance with the Council's wishes. Where providing a record of a public meeting the minutes shall be made available to the public.

3.27 Variation and amendment of standing orders

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

- 3.27.1 a notice of motion under BoGSO 3.12 has been given; and
- 3.27.2 a majority of the governors present vote in favour of amendment; and
- 3.27.3 the variation proposed does not contravene a statutory provision, the Terms of Authorisation or binding guidance issued by Monitor;
- 3.27.4 any proposal for change is discussed with and ratified by the Board of Directors.

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

3.28 Record of attendance

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

3.29 Quorum

- 3.29.1 No decisions shall be taken at a meeting of the Council of Governors unless at least one third of the total number of Governors are present.

3.29.2 Governors may participate in meetings of the Council of Governors by telephone or by the use of video conferencing facilities, where such facilities are available. Participation in a meeting by any of these manners shall be deemed to constitute presence in person at the meeting.

3.29.3 If insufficient members are in attendance within 30 minutes of the time fixed for a meeting, those governors in attendance may decide either to proceed with the meeting, provided that no decisions requiring a quorum are made, or adjourn the meeting for 7 days. A reconvened meeting will be held at the same time and place as the original meeting and those present will constitute a quorum. The status of the meeting will be recorded in the minutes.

3.29.4 Where the governors decide to proceed with the meeting in accordance with paragraph 3.29.3, and during the course of such meeting it becomes quorate, the presence of a quorum must be recorded in the minutes of the meeting and the quorum may go on to take decisions requiring a quorum.

3.30 If a governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution because of the declaration of a conflict of interest they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

4. DELEGATION OF FUNCTIONS AND STATUS OF STANDING ORDERS

4.1 Delegation of power to committees

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

4.2 Non-compliance with Standing Orders

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

5. COMMITTEES

5.1 Appointment of committees

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

- 5.2 A committee appointed under BoGSO 5.1 may, subject to such directions as may be given by Monitor or the Council of Governors appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include governors of the Trust) or wholly of persons who are not members of the Trust committee (whether or not they include governors of the Trust). No powers may be delegated to sub-committees, they exist to advise and assist the committee/Council of Governors.
- 5.3 The standing orders of the Council of Governors, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committee established by the Council of Governors. The minimum quorum for any committee shall be two.
- 5.4 Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting to the Council) as the Council shall decide and shall be in accordance with the Regulatory Framework and any direction or binding guidance issued by Monitor. Such terms of reference shall have effect as if incorporated into the standing orders.
- 5.5 The Council of Governors shall approve the appointments to each of the committees which it has formally constituted. Where the Council determines that persons who are neither governors nor officers shall be appointed to a committee, the terms of such appointment shall be determined by the Council. The Council of Governors may request that external advisers assist them or any committee they appoint in carrying out its duties.
- 5.6 Where the Trust is required to appoint persons to a committee and/or to undertake statutory functions as required by Monitor, and where such appointments are to operate independently of the Trust such appointment shall be made in accordance with the regulations laid down by Monitor.
- 5.7 The committees and sub-committees established by the Council shall be such committees as are required to assist the Council in discharging its responsibilities.
- 5.8 **Confidentiality**
A member of a committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Council or shall otherwise have concluded on that matter.
- 5.9 A governor of the Trust or a member of a committee shall not disclose any matter reported to the Council or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Council or committee shall resolve that it is confidential.

6. DECLARATION OF INTERESTS AND REGISTER OF INTERESTS

- 6.1 The Regulatory Framework requires Council members to declare interests which are relevant and material to the Board of which they are a member. Interests should be declared on appointment and updated to the Trust Secretary as circumstances change, or as directed by Monitor, and at least annually.

- 6.2 Interests which should be regarded as ‘relevant and material’ are set out in Section 16 of the Trust’s constitution.
- 6.3 At the time Council members’ interests are declared, they should be recorded in the Council minutes. Any in-year changes should be declared at the next Council meeting following the change occurring.
- 6.4 Council members’ directorships of companies likely or possibly seeking to do business with the NHS should be published in the Council’s annual report. The information should be kept up to date for inclusion in succeeding annual reports.
- 6.5 During the course of a meeting, if a conflict of interest is established, the member of the Council concerned should withdraw from the meeting and play no part in the relevant discussion or decision.
- 6.6 There is no requirement for the interests of Council members’ spouses or partners to be declared. However, if the Council members’ spouses or partners, if living together, has any pecuniary interest, direct or indirect, in contracts or proposed contracts with the Trust, this is regarded as relevant and should be disclosed.
- 6.7 If Council members have any doubt about the relevance of an interest this should be discussed with the Chair or the Trust Secretary.
- 6.8 **Register of interests**
The Trust Secretary shall maintain a register of members’ interests. This will include details of all directorships and other relevant and material interests which have been declared by Council members as defined in BoGSO 6.2.
- 6.9 The register will be subject to regular review by the Trust Secretary (at least annually or as directed by Monitor). The register will be updated as and when members’ declare an interest/revise a declaration. Any such changes made will be declared and noted at the next meeting of the Council of Governors.
- 6.10 The register will be available to the public and the Chair will take reasonable steps to bring the existence of the register to the attention of the local population and to publicise arrangements for viewing it.
- 6.11 In establishing, maintaining, updating and publicising the register, the Trust shall comply with all binding guidance issued from time to time by Monitor.

7. PROCESS FOR THE APPOINTMENT OF NON-EXECUTIVE DIRECTORS

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

8. PROCESS FOR THE APPOINTMENT OF THE CHAIR

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

9. PROCESS FOR THE APPOINTMENT OF AUDITORS

- 9.1 The Council of Governors shall create a duly authorised committee which shall be composed of two public governors, a patient governor, a staff governor and a nominated governor (“Audit Working Group”).
- 9.2 The Audit Working Group will agree with the audit committee the criteria for appointing auditors.
- 9.3 The audit committee will then prepare a specification defining the role and capabilities required which it will agree with the Audit Working Group.
- 9.4 The audit committee shall be responsible for running the procurement process and ensuring that it complies with applicable procurement law and the Trust’s own procurement rules.
- 9.5 The audit committee shall decide on a shortlist of at least two appropriate candidates which should be considered in conjunction with the Audit Working Group.
- 9.6 The audit committee and the Audit Working Group will then present the following to the Council of Governors:
 - 9.6.1 the procurement process that has been followed;
 - 9.6.2 the results of the procurement process; and
 - 9.6.3 their recommendations.
- 9.7 The Council of Governors shall then make the final decision as to which candidate to appoint. The terms of engagement of such appointment to be approved by the audit committee.
- 9.8 If the Council of Governors is either unwilling to accept the recommendations made by the audit committee and the Audit Working Group or is otherwise unable to make an appointment, the matter will revert to the audit committee and the Audit Working Group for further consideration and to make further recommendations to the Council of Governors. .

9.9 The full process must be set out in the Trust's annual report.

10. STANDARDS OF BUSINESS CONDUCT

10.1 Governors should comply with the Trust's values, the Trust's code of conduct, the Trust's policy on Standards of Business Conduct and the requirements of the Regulatory Framework, including the constitution, and any guidance and directions issued by Monitor.

10.2 Canvassing of, and recommendations by, members of the Council in relation to appointments

Canvassing of directors or governors of the Trust or of any committee of the Trust directly or indirectly for any appointment with the Trust shall disqualify the candidate for such appointment. This clause of the Standing Orders shall be brought to the attention of candidates.

10.3 A member of the Council shall not solicit for any person any appointment with the Trust or recommend any person for such appointment. This clause of the Standing Orders shall not preclude a member of the Council from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

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

11. DECLARATION OF ELIGIBILITY

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

12. MISCELLANEOUS

12.1 Standing Orders to be given to members of the Board

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

12.1 Review of Standing Orders

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

GOVERNORS' DECLARATIONS

PART 1

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

I, (insert name)

Of (insert address)

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

Signed

Print Name

Date of Declaration

* delete as appropriate

PART 2

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

I, (insert name)

Of (insert address)

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

Signed

Print Name

Date of Declaration

* delete as appropriate

Foreword

NHS Foundation Trusts need to agree Standing Orders (SOs) for the regulation of their proceedings and business. The NHS Foundation Trust Code of Governance recommends Boards to adopt a Scheme of Delegation - Reservation of Powers to the Board and Delegation of Powers.

These documents, together with Standing Financial Instructions (SFIs), provide a regulatory framework for the business conduct of the Trust. They fulfil the dual role of protecting the Trust's interests and protecting staff from any possible accusation that they have acted less than properly.

The Standing Orders, Standing Financial Instructions and Scheme of Delegation provide a comprehensive business framework. All Executive and Non-Executive Directors, and all members of staff, should be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions.

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INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS

Save as otherwise permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive or Secretary to the Board).

Any expression to which a meaning is given in the National Health Service Act 2006, and other Acts relating to the National Health Service or in the Financial Regulations made under the Acts shall have the same meaning in these Standing Orders and in addition.

Wherever the title Chief Executive, Director of Finance, or other nominated officer is used in these instructions, it shall be deemed to include such other director or employees who have been duly authorised to represent them.

Wherever the term 'employee' is used and where the context permits it shall be deemed to include all staff of third parties contracted to the Trust when acting on behalf of the Trust as well as casual agency staff, etc.

Term	Definition
Accounting Officer	The Director responsible and accountable for funds entrusted to the Trust. They shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.
Bailee	A bailee is a person with whom some article is left, usually pursuant to a contract (called a “contract of bailment”), who is responsible for the safe return of the article to the owner when the contract is fulfilled. Therefore the Trust is the bailee for patients property.
Board	The Board of Directors of the Trust, collectively as a body comprising the Chair and other Non-Executive Directors, and the Executive Directors.
Chair of the Board (or Trust)	The person appointed to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression ‘the Chair of the Trust’ shall be deemed to include the Deputy Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable.
Chief Executive	The chief officer of the Trust.
Committee	A committee or sub-committee created and appointed by the Trust.
Committee Members	Persons formally appointed by the Trust to sit in or to Chair specific committees.
Clear Days	Means days including weekends.
Deputy Chair	The Non-Executive Director appointed by the Council of

	Governors of the Trust in accordance with the Trust's constitution to take on the Chair's duties if the Chair is absent for any reason.
Director	A person appointed as a Director and includes the Chair.
Director of Finance	The chief finance officer of the Trust.
Funds Held on Trust	Those funds which the Trust holds on trust as at its date of authorization, or which subsequently receives on trust. Such funds may or may not be charitable.
Member	Executive Director (Officer) or Non-Executive member of the Board as the context permits. Member in relation to the Board does not include its Chair.
Monitor	The Independent Regulator appointed under the terms of the NHS Act 2006 to monitor Foundation Trusts.
Motion	A formal proposition to be discussed and voted on during the course of a meeting.
Non Executive Director	A member of the Trust Board who is not an officer of the Trust.
Executive Director	A member of the Trust Board who is an officer of the Trust.
Nominated Officer	A Director charged with the responsibility for discharging specific tasks within Standing Orders.
Secretary	A person appointed by the Chair of the Trust and the Chief Executive jointly to act independently of the Board to provide advice on corporate governance issues to the Board and the Council of Governors to the Trust and monitor the Trust's compliance with the Law, Standing Orders and guidance from Monitor.
SFIs	Standing Financial Instructions.
SOs	Standing Orders.
Trust	The Cambridgeshire and Peterborough NHS Foundation Trust.

1 INTRODUCTION

1.1 Statutory Framework

The Cambridgeshire and Peterborough NHS Foundation Trust (the Trust) is a statutory body which came into existence following its authorisation as an NHS Foundation Trust by Monitor.

- 1.1.1 NHS Foundation Trusts are governed by Act of Parliament, mainly the National Health Service Act 2006 and the Mental Health Acts 1983 and 2006 and the Mental Capacity Act 2005.
- 1.1.2 The statutory functions conferred on the Trust by this legislation are set out in the National Health Service Act 2006 and in the Trust's Terms of Authorisation issued by Monitor.
- 1.1.3 As a statutory body, the Trust has specified powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable.
- 1.1.4 The Trust also has a common law duty as a bailee for patients' property held by the Trust on behalf of patients.
- 1.1.5 Monitor requires the Board to adopt Standing Orders for the regulation of its proceedings and business. The Board has also adopted Standing Financial Instructions (SFIs) setting out the responsibilities of individuals.
- 1.1.6 The Trust will also be bound by such other statutes and legal provisions which govern the conduct of its affairs.

1.2 NHS Framework

- 1.2.1 The Trust must also follow binding guidance for Foundation Trusts issued by Monitor.
- 1.2.2 The NHS Foundation Trust Code of Governance recommends Boards draw up a schedule of decisions reserved to the Board, adopted by the Trust and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives (a scheme of delegation). The code also requires the establishment of audit and remuneration committees with formally agreed terms of reference. The Code makes various requirements concerning possible conflicts of interest of Board members.
- 1.2.3 The Code of Practice on Openness in the NHS adopted by the Trust sets out the requirements for public access to information on the NHS.

1.3 Delegation of Powers

The Trust has powers to delegate and make arrangements for delegation. The Standing Orders set out the detail of these arrangements. Under the Standing Order relating to the Arrangements for the Exercise of Functions (SO 5) the Trust is given powers to 'make arrangements for the exercise, on behalf of the Trust of any of their functions by a committee or sub-committee appointed by virtue of SO 4 or by an officer of the Trust, in each case subject to such restrictions and conditions as the Trust thinks fit or as Monitor may direct'. The Board may also delegate to non-officers of the Trust for the purposes of, and in accordance with, the Mental Health Act 1983.

2 THE TRUST BOARD: COMPOSITION OF MEMBERSHIP, TENURE AND ROLE OF MEMBERS

2.1 Composition of the membership of the Trust Board

The composition of the Board is in accordance with the Trust's constitution.

2.2 Appointment of Chair and Non Executive members of the Trust Board

The procedure for the appointment of the Chair and Non-Executive Directors is set out in the Trust's constitution.

2.3 Appointment and Powers of Deputy Chair

2.3.1 The procedure for the appointment of the Deputy Chair is set out in the Trust's constitution.

2.3.2 References to the Chair in these Standing Orders shall, so long as there is no Chair able to perform those duties, be taken to include references to the Deputy Chair.

2.4 Corporate role of the Board

2.4.1 The Board will function as a corporate decision-making body. Executive and Non Executive Directors will be full and equal members. Their role as members of the Board of Directors will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

2.4.2 All business shall be conducted in the name of the Trust.

2.4.3 All funds received in trust shall be held in the name of the Trust as corporate trustee. In relation to Funds Held on Trust, powers exercised by the Trust as Corporate Trustee shall be exercised separately and distinctly from those powers exercised as a Trust.

2.4.4 The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in SO 3.

2.4.5 The Board shall define and regularly review the functions it exercises.

2.5 Schedule of matters reserved to the Board and Scheme of Delegation

The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in the 'Schedule of Matters Reserved to the Board' and shall have effect as if incorporated into the Standing Orders. Those powers which it has delegated to officers and other bodies are contained in the Scheme of Delegation.

3 MEETINGS OF THE TRUST

3.1 Calling meetings

- 3.1.1 Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine.
- 3.1.2 Up to four times in every year the meeting of the Board of Directors shall be open to members of the public unless the Board of Directors decides otherwise in relation to all or part of such meeting for reasons of commercial confidentiality or on other proper grounds. Other meetings of the Board of Directors shall be held in private.
- 3.1.3 The Chair of the Trust may call a meeting of the Board at any time.
- 3.1.4 One third or more members of the Board may requisition a meeting in writing. If the Chair refuses, or fails, to call a meeting within seven days of a requisition being presented, the members signing the requisition may forthwith call a meeting.

3.2 Notice of meetings and the business to be transacted

- 3.2.1 Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be delivered to every member, or sent by post to the usual place of residence of each member, so as to be available to members at least three clear days before the meeting. The notice shall be signed by the Chair or by an officer authorised by the Chair to sign on their behalf. Want of service of such a notice on any member shall not affect the validity of a meeting.
- 3.2.2 Save in the case of emergencies or the need to conduct urgent business, the Trust Secretary shall give all directors at least fourteen days' written notice of the date and place of every meeting of the Board of Directors.
- 3.2.3 In the case of a meeting called by members in default of the Chair calling the meeting; the notice shall be signed by those members.
- 3.2.4 No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under SO 3.6.

- 3.2.5 A member desiring a matter to be included on an agenda shall make their request in writing to the Chair at least 8 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 8 days before a meeting may be included on the agenda at the discretion of the Chair.
- 3.2.6 Before each public meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's principal offices at least three clear days before the meeting, and on the Trust's website.

3.3 Agenda and supporting papers

The agenda will be sent to members 7 clear days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than 3 clear days before the meeting, save in emergency.

3.4 Petitions

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.

3.5 Notice of Motion

- 3.5.1 Subject to the provision of SO 3.7 'Motions: Procedure at and during a meeting' and SO 3.8 'Motions to rescind a resolution', a member of the Board wishing to move a motion shall send a written notice to the Chief Executive who will ensure that it is brought to the immediate attention of the Chair.
- 3.5.2 The notice shall be delivered at least 5 clear days before the meeting. The Chief Executive shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

3.6 Emergency Motions

Subject to the agreement of the Chair, and subject also to the provision of SO 3.7 'Motions: Procedure at and during a meeting', a member of the Board 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 meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Trust Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.

3.7 Motions: Procedure at and during a meeting

3.7.1 Who may propose

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

3.7.2 **Contents of motions**

The Chair may exclude from the debate at their discretion any such motion of which notice was not given on the notice summoning the meeting other than a motion relating to:

- the reception of a report;
- consideration of any item of business before the Trust Board;
- the accuracy of minutes;
- that the Board proceed to next business;
- that the Board adjourn;
- that the question be now put.

3.7.3 **Amendments to motions**

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

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

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

3.7.4 **Rights of reply to motions**

3.7.4.1 **Amendments**

The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment, but may not otherwise speak on it.

3.7.4.2 **Substantive/original motion**

The member who proposed the substantive motion shall have a right of reply at the close of any debate on the motion.

3.7.5 **Withdrawing a motion**

A motion, or an amendment to a motion, may be withdrawn.

3.7.6 **Motions once under debate**

When a motion is under debate, no motion may be moved other than:

- an amendment to the motion
- the adjournment of the discussion, or the meeting
- that the meeting proceed to the next business;
- that the question should be now put
- the appointment of an 'ad hoc' committee to deal with a specific item of business
- that a member/director be not further heard
- that the public, including the press, be excluded from the meeting

In those cases where the motion is either that the meeting proceeds to the 'next business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a member of the Board who has not taken part in the debate and who is eligible to vote.

If a motion to proceed to the next business or that the question be now 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.

3.8 Motion to rescind a resolution

3.8.1 Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the member who gives it and also the signature of three other members, and before considering any such motion of which notice shall have been given, the Trust Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.

3.8.2 When any such motion has been dealt with by the Trust Board it shall not be competent for any director/member other than the Chair to propose a motion to the same effect within six months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

3.9 Chair of meeting

3.9.1 At any meeting of the Trust Board the Chair, if present, shall preside. If the Chair is absent from the meeting, the Deputy Chair (if the Board has appointed one), if present, shall preside.

3.9.2 If the Chair and Deputy Chair are absent, such member (who is not also an Executive Director of the Trust) as the members present shall choose shall preside.

3.10 Chair's ruling

The decision of the Chair of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and their interpretation of the Standing Orders and Standing Financial Instructions, at the meeting, shall be final.

3.11 Quorum

3.11.1 No business shall be transacted at a meeting unless at least one-third of the whole number of the Chair and members (including at least one member who is also an Executive Director of the Trust and one member who is not) is present.

3.11.2 Directors may participate in meetings of the Board of Directors by telephone or by the use of video conferencing facilities, where such facilities

are available. Participation in a meeting by any of these means shall be deemed to constitute presence in person at the meeting.

3.11.3 An Officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.

3.11.4 If the Chair or member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest (SO 7) that person 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.

3.11.5 If insufficient members to constitute a quorum are in attendance within 30 minutes of the time fixed for a meeting, the meeting will stand adjourned for 7 days (same time and place) and at the reconvened meeting those present will constitute a quorum. The status of the meeting will be recorded in the minutes.

3.12 Voting

3.12.1 Every question put to a vote at a meeting shall be determined by a majority of the votes of members present and voting on the question. Each director should be able to exercise one full vote. In the case of an equal vote, the person presiding (ie: the Chair of the meeting) shall have a second, and casting vote.

3.12.2 At the discretion of the Chair all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chair directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.

3.12.3 If at least one third of the members present so request, the voting on any question may be recorded so as to show how each member present voted or did not vote (except when conducted by paper ballot).

3.12.4 If a member so requests, their vote shall be recorded by name.

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

3.12.6 No resolution of the Board of Directors shall be passed if it is opposed by all of the Non-Executive Directors present or by all of the Executive Directors present.

3.12.7 A manager who has been formally appointed to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Executive Director.

- 3.12.8 A manager attending the Trust Board meeting to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.

3.13 Waiver of Standing Orders

These standing orders shall not be waived except:

- 3.13.1 where urgent action is required and the Chair considers it to be in the interests of the Trust to waive one or more of the Standing Orders, they may do so, subject to such action being reported to and ratified by the next meeting of the Board.
- 3.13.2 upon a notice of motion under SO 3.5.
- 3.13.3 at least half of the number of directors are present at the meeting, including not less than one Executive Director and not less than one Non-Executive Director.

3.14 Variation and amendment of Standing Orders

These Standing Orders shall not be varied except in the following circumstances:

- 3.14.1 upon a notice of motion under SO 3.5.
- 3.14.2 upon a recommendation of the Chair or Chief Executive included on the agenda for the meeting.
- 3.14.2 that two thirds of the Board members are present at the meeting where the variation or amendment is being discussed, and that at least half of the Trust's Non Executive Directors vote in favour of the amendment.
- 3.14.4 providing that any variation or amendment does not contravene a statutory provision, the Terms of Authorisation or binding guidance issued by Monitor Any variation or amendment is subject to due process and is approved by Monitor.

3.15 Record of Attendance

The names of the Chair, Non Executive and Executive Directors present and other persons in attendance at the meeting shall be recorded.

3.16 Minutes

- 3.16.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they shall be signed by the person presiding at it. Signed minutes will be conclusive evidence of the events of the meeting.
- 3.16.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate.

- 3.16.3 Minutes shall be circulated in accordance with Directors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public.

3.17 Admission of members of the public and the press

3.17.1 Admission and exclusion on grounds of confidentiality of business to be transacted

The public and representatives of the press may attend public meetings of the Trust, (as in 3.1.2) but shall be required to withdraw upon the resolution of the Board of Directors:

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

3.17.2 General disturbances

The Chair (or Deputy Chair if one has been appointed) or the person presiding over the meeting shall give such directions as he thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Trust Board resolving:

'That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Trust Board to complete its business without the presence of the public'.

The Chair may exclude any member of the public from a meeting of the Board of Directors if they are interfering with or preventing the proper conduct of the meeting.

3.17.3 Business proposed to be transacted when the press and public have been excluded from a meeting

Matters to be dealt with by the Trust Board following the exclusion of representatives of the press, and other members of the public, as provided in (3.17.1) and (3.17.2) above, shall be confidential to the members of the Board.

Members and officers or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Trust, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the Board meeting which may take place on such reports or papers.

3.17.4 Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings

Nothing in these Standing Orders shall be construed as permitting the introduction of recording, transmitting, video or similar apparatus into meetings of the Trust or Committee thereof. Such permission shall be granted only upon resolution of the Trust.

3.18 Observers at Trust meetings

The Trust will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and address any of the Trust Board's meetings and may change, alter or vary these terms and conditions as it deems fit.

4 APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

4.1 Appointment of Committees

Subject to such directions as may be given by Monitor, the Trust Board may appoint committees of the Trust.

The Trust shall determine the membership and terms of reference of committees and sub-committees and shall if it requires to, receive and consider reports of such committees.

4.2 Joint Committees

The Trust cannot appoint or constitute joint committees of the Board with other health service or other bodies.

4.3 Applicability of Standing Orders to Committees

The Standing Orders, as far as they are applicable, shall as appropriate apply to meetings and any committees established by the Trust. In which case the term 'Chair' is to be read as a reference to the Chair of other committees as the context permits, and the term 'member' is to be read as a reference to a member of other committee also as the context permits. There is no requirement to hold meetings of committees established by the Trust in public.

4.4 Terms of Reference

Each such committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board shall decide and shall be in accordance with any legislation and regulation or direction issued by Monitor. Such terms of reference shall have effect as if incorporated into the Standing Orders.

4.5 Delegation of powers by Committees to Sub-Committees

Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the Trust Board.

4.6 Approval of Appointments to Committees

The Board shall approve the appointments to each of the committees which it has formally constituted.

4.7 Appointments for statutory functions

Where the Board is required to appoint persons to a committee and/or to undertake statutory functions as required by the Secretary of State, and where such appointments are to operate independently of the Board such appointment shall be made in accordance with the regulations and directions made by the Secretary of State.

4.8 Formal Committees established by the Trust Board

The committees established by the Board are:

4.8.1 Finance and Business Risk Committee

A Finance and Business Risk Committee is established and constituted to provide the Board of Directors with an independent and objective opinion on the Trust's financial, business and risk systems based on its scrutiny of the achievement against the Trust's financial duties, contractual obligations and the Monitor compliance framework. The Committee will also assist in the development of long term financial and business plans, scrutinise business cases and procurement arrangements, oversee insurance arrangements and have an overview of performance against the Trust's strategic objectives. In line with good governance, the Committee will be chaired by a Non-Executive Director with significant, recent and relevant financial experience.

The terms of reference will be approved by the Board and reviewed on a periodic basis.

4.8.2 Audit and Assurance Committee

In line with guidance issued by Monitor, an Audit and Assurance Committee is established and constituted to provide the Board of Directors with an independent and objective review on its financial systems, financial information and compliance with laws, guidance, and regulations governing the NHS. The Terms of Reference will be approved by the Board and reviewed on a periodic basis.

In line with the recommendations of The Code of Governance³ the committee will consist of a minimum of three independent Non-Executive Directors, one of which will chair the committee, unless the Board decides otherwise, and of which one must have significant, recent and relevant financial experience.

1. The committee will use the work of internal and external auditors, other assurance functions, and reports and assurances from other committees and directors that concentrate on integrated governance, risk management and internal control systems and indicators of effectiveness.

³ Monitor Code of Governance for Foundation Trusts

4.8.3 Remuneration and Terms of Service Committee

In line with the guidance issued by Monitor, a Remuneration and Terms of Service Committee is established and constituted by the Board of Directors. The Terms of Reference will be approved by the Board and reviewed on a periodic basis.

In line with the recommendations of the Code of Governance, the committee is comprised exclusively of independent Non-Executive Directors, a minimum of three.

The purpose of the Committee is to recommend to the Board the framework and broad policy for the remuneration and main terms of service of the Chief Executive, Directors of the Trust and any other staff groups not subject to national terms and conditions of service.

4.8.4 Mental Health Act Committee

A Mental Health Act Committee is established and constituted by the Board to generally ensure compliance with the Mental Health Act 1983 and the Mental Capacity Act 2005.

4.8.5 Healthcare Governance Committee

A Healthcare Governance Committee is established and constituted by the Board of Directors to provide leadership and direction for quality and healthcare governance across the Trust, for overseeing compliance with Standards for Better Health (SfBH) and for ensuring effective clinical risk management of services and providing assurance to the Board on clinical risk.

The terms of reference will be approved by the Board and reviewed on a periodic basis.

4.8.6 Other Committees

The Board may also establish such other committees as required to discharge the Trust's responsibilities.

5. ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION

5.1 Delegation of functions to committees, officers or other bodies

Subject to the Trust's constitution, the Trust's Terms of Authorisation and such binding guidance as may be given by Monitor, the Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a committee appointed by virtue of SO4, or by an Director of the Trust, or otherwise as permitted or required for the purposes of the Mental Health Act 1983, in each case subject to such restrictions and conditions as the Trust thinks fit.

5.2 Emergency powers and urgent decisions

The powers which the Board has reserved to itself within these Standing Orders may in emergency or for an urgent decision be exercised by the Chief Executive and the Chair after having consulted at least two Non Executive Directors. The exercise of such powers by the Chief Executive and Chair shall be reported to the next formal meeting of the Trust Board in public session for noting.

5.3 Delegation to Committees

5.3.1 The Board shall agree from time to time to the delegation of executive powers to be exercised by committees, which it has formally constituted in accordance with the constitution, the Terms of Authorisation, these standing orders, and binding guidance issued by Monitor. The constitution and terms of reference of these committees, and their specific executive powers shall be approved by the Board.

5.3.2 When the Board is not meeting as the Trust in public session it shall operate as a committee and may only exercise such powers as may have been delegated to it by the Trust in public session.

5.4 Delegation to Officers

5.4.1 Those functions of the Trust which have not been retained as reserved by the Board or delegated to other committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions they will perform personally and shall nominate Directors to undertake the remaining functions for which they will still retain accountability to the Trust.

5.4.2 The Chief Executive shall prepare a Scheme of Delegation identifying their proposals which shall be considered and approved by the Board. The Chief Executive may periodically propose amendments to the Scheme of Delegation which shall be considered and approved by the Board.

5.4.3 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Director of Finance to provide information and advise the Board in accordance with statutory requirements or the requirements of Monitor. Outside these statutory requirements the roles of the Director of Finance shall be accountable to the Chief Executive for operational matters.

5.5 Schedule of Matters Reserved to the Trust and Scheme of Delegation of powers

The arrangements made by the Board as set out in the 'Schedule of Matters Reserved to the Board' and 'Scheme of Delegation' of powers shall have effect as if incorporated in these Standing Orders.

5.6 Duty to report non-compliance with Standing Orders

If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or noting. All members of the Trust Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

6 OVERLAP WITH OTHER TRUST POLICY STATEMENTS/PROCEDURES, REGULATIONS AND THE STANDING FINANCIAL INSTRUCTIONS

6.1 Policy statements: general principles

The Trust Board will from time to time agree and approve policy statements/procedures which will apply to all or specific groups of staff employed by the Trust. The decisions to approve such policies and procedures will be recorded in an appropriate Trust Board minute and will be deemed where appropriate to be an integral part of the Trust's Standing Orders and Standing Financial Instructions.

6.2 Specific Policy statements

Notwithstanding the application of SO 6.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following Policy statements:

- the Standards of Business Conduct and Conflicts of Interest Policy for Trust staff;
- the staff Disciplinary and Appeals Procedures adopted by the Trust both of which shall have effect as if incorporated in these Standing Orders.

6.3 The Standing Financial Instructions and the Scheme of Delegation are to be read in conjunction with these Standing Orders.

6.4 Specific guidance

Notwithstanding the application of SO 6.1 above, these Standing Orders and the Standing Financial Instructions must be read in conjunction with the following statutory provisions, the Terms of Authorisation and any other binding guidance issued by Monitor:

- Caldicott Guardian 1997
- Human Rights Act 1998
- Freedom of Information Act 2000.

7 DUTIES AND OBLIGATIONS OF BOARD MEMBERS/DIRECTORS AND SENIOR MANAGERS UNDER THESE STANDING ORDERS

7.1 Declaration of Interests

7.1.1 Requirements for declaring interests and applicability to Board Members

The Trust requires Trust Board members to declare interests which are relevant and material to the NHS Board of which they are a member. All existing Board members should declare such interests. Any Board members appointed subsequently should do so on appointment.

7.1.2 Interests which are relevant and material

7.1.2.1 Interests which should be regarded as 'relevant and material' are:

- any directorship of a company (with the exception of those of dormant companies);
- ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
- any interest (excluding holding of shares in a company whose shares are listed on any public exchange where the holding is less than 2% of the total shares in issue) or position held by a director in any firm or 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;
- any interest in an organisation providing health and social care services to the NHS;
- a position of authority in a charity or voluntary organisation in the field of health and social care or in a charity or voluntary organisation that is likely to benefit from its association with the Trust;
- any connection with a voluntary or other organisation contracting for NHS services;
- any connection with any organisation, entity or company considering entering into a financial arrangement with the Trust including but not limited to lenders or bankers.

7.1.2.2 Any member of the Trust Board who comes to know that the Trust has entered into or proposes to enter into a contract in which they or any person connected with them (as defined in SO 7.3 below and elsewhere) has any pecuniary interest, direct or indirect, the Board member shall declare their interest by giving notice in writing of such fact to the Trust as soon as practicable.

7.1.3 Advice on Interests

If Board members have any doubt about the relevance of an interest, this should be discussed with the Chair of the Trust or with the Trust's Secretary.

Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

7.1.4 **Recording of Interests in Trust Board minutes**

At the time Board members' interests are declared, they should be recorded in the Trust Board minutes.

Any changes in interests should be declared at the next Trust Board meeting following the change occurring and recorded in the minutes of that meeting.

7.1.5 **Publication of declared interests in Annual Report**

Board members' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports.

7.1.6 **Conflicts of interest which arise during the course of a meeting**

If a conflict of interest is established during the course of a Trust Board meeting, the Board member concerned should withdraw from the meeting and play no part in the relevant discussion or decision. The declaration of interest should be recorded in the minutes of the meeting. (See overlap with SO 7.3).

7.2 **Register of Interests**

7.2.1 The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Board or committee members. In particular the Register will include details of all directorships and other relevant and material interests (as defined in SO 7.1.2) which have been declared by both executive and Non-Executive Trust Board members.

7.2.2 These details will be kept up to date by means of a monthly review (or as determined by Monitor) of the Register in which any changes to interests declared during the preceding month will be incorporated.

7.2.3 The Register will be available to the public and the Chair will take reasonable steps to bring the existence of the Register to the attention of local residents and to publicise arrangements for viewing it.

7.3 **Exclusion of Chair and Members in proceedings on account of pecuniary interest**

7.3.1 **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 this Standing Order, a person shall be treated as having an indirect pecuniary interest in a contract if

- they, or their nominee, are a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same; or
- they're a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.

7.3.2 **Exception to Pecuniary interests**

A person shall not be regarded as having a pecuniary interest in any contract if:

- 7.3.2.1 neither they or any person connected with them has any beneficial interest in the securities of a company of which they or such person appears as a member; or
- 7.3.2.2 any interest that they or any person connected with them may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence him/her in relation to considering or voting on that contract; or
- 7.3.2.3 those securities of any company in which they (or any person connected with them) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less.

Provided however, that where the third point above applies the person shall nevertheless be obliged to disclose/declare their interest in accordance with SO 7.1.2 .2.

7.3.3 **Exclusion in proceedings of the Trust Board**

- 7.3.3.1 Subject to the following provisions of this Standing Order, if the Chair or a member of the Trust Board has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- 7.3.3.2 Monitor may, subject to such conditions as they may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to them in the interests of the National Health Service that the disability should be removed. (See SO 7.3.3.).
- 7.3.3.3 The Trust Board may exclude the Chair or a member of the Board from a meeting of the Board while any contract, proposed contract or other matter in which they have a pecuniary interest is under consideration.
- 7.3.3.4 This Standing Order applies to a committee or sub-committee as it applies to the Trust and applies to a member of any such

committee or sub-committee (whether or not they are also a member of the Trust) as it applies to a member of the Board.

7.4 Standards of Business Conduct

7.4.1 Trust Policy and National Guidance

All Trust staff and members must comply with the Trust's Policy on Standards of Business Conduct.

7.4.2 Interest of Officers in Contracts

7.4.2.1 Any officer or employee of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in SO 7.3) has any pecuniary interest, direct or indirect, they shall declare their interest by giving notice in writing of such fact to the Chief Executive or the Trust's Secretary as soon as practicable.

7.4.2.2 An officer should also declare to the Chief Executive any other employment or business or other relationship of his/her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.

7.4.2.3 The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.

7.4.3 Canvassing of and recommendations by members in relation to appointments

7.4.3.1 Canvassing of members of the Trust or of any Committee of the Trust 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.

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

7.4.4 Relatives of members or officers

7.4.4.1 Candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any member or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.

7.4.4.2 The Chair and every member and officer of the Trust shall disclose to the Trust Board any relationship between themselves and a candidate of whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the Trust Board any such disclosure made.

7.4.4.3 On appointment, members (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Trust whether they are related to any other member or holder of any office under the Trust.

7.4.4.4 Where the relationship to a member of the Trust is disclosed, the Standing Order headed 'Exclusion of Chair and members in proceedings on account of pecuniary interest' (SO 7.3) shall apply.

8 CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS

8.1 Custody of Seal

The common seal of the Trust shall be kept in a secure place by the Chief Executive or a manager nominated by them.

8.2 Sealing of Documents

Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two senior managers duly authorised by the Chief Executive and shall be attested by them.

8.3 Register of Sealing

The Chief Executive shall keep a register in which they, or another manager of the Authority Trust authorised by them, shall enter a record of the sealing of every document.

An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealing shall be made to the Trust at least twice yearly.

The Seal of the Trust * shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board or of a committee thereof, or where the Board has delegated its powers.

* An appropriate form of attestation of documents by the Trust would be:

'The Common Seal of the *Cambridgeshire and Peterborough*

National Health Service Foundation Trust

was hereunto affixed in the presence of

.....
Chair

.....
Chief Executive'

8.4 Signature of documents

Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment be signed by the Chief Executive or any Executive Director.

In land transactions, the signing of certain supporting documents will be delegated to managers and set out clearly in the Scheme of Delegation but will not include the main or principal documents effecting the transfer (e.g. sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed).

9 MISCELLANEOUS

9.1 Confidentiality

A member of a committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Board or shall otherwise have concluded on that matter.

A Director of the Trust or a member of a committee shall not disclose any matter reported to the Board or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board or committee shall resolve that it is confidential.

9.2 Standing Orders to be given to directors and officers

It is the duty of the Chief Executive to ensure that existing Directors and officers and all new appointees are notified of and understand their responsibilities within Standing Orders, Standing Financial Instructions and the Scheme of Delegation and. Updated copies shall be issued to staff designated by the Chief Executive. New designated officers shall be informed in writing and shall receive copies where appropriate of SOs.

9.3 Review of Standing Orders

Standing Orders shall be reviewed regularly by the Trust at least annually or as determined by Monitor. Any changes effect a change to the Trust's constitution and as such require the approval of Monitor.

TRUST'S POWERS (Paragraph 2 of the Constitution)

The power of discharge under Section 23 of the Mental Health Act 1983 may be exercised by any three or more persons authorised by the Trust in that behalf, each of whom is neither an executive director of the Board of Directors nor an employee of the Trust.

RESTRICTION ON MEMBERSHIP (Paragraph 9 of the Constitution)

A person shall not become or remain a member of the Trust if:

- They have been involved in the last five years as a perpetrator in a serious incident of assault or violence, or in one or more incidents of harassment, against any of the Trust's employees or other persons who exercise functions for the purposes of the Trust or against any registered volunteers
- They have been convicted of offences against children or vulnerable adults

TERMINATION OF MEMBERSHIP

Membership will be terminated if

- The member resigns by notice to the Trust Secretary
- The member dies
- The member is expelled from membership under the constitution
- The member ceases to be entitled under the constitution to be a member of any of the public constituencies, any of the classes of the patients' constituency or the staff constituency
- It appears to the Trust Secretary that they no longer wish to be a member of the Trust, and after enquiries are made in accordance with a process approved by the Council of Governors, they fail to demonstrate that they wish to continue to be a member
- A resolution is approved by not less than two-thirds of the governors present and voting at a general meeting

ELECTIONS**1. When a vacancy arises for one or more public or patient governors:**

The Council of Governors shall have the option to take from the list of members who stood for election at the most recent election of public or patient governors whichever member who was not elected as a governor at the recent election but had secured the next most votes at that time. This procedure which shall be an 'uncontested' election for the purposes of Part 4 of the Model Election Rules shall be available to the governors on two occasions within 12 months of the previous election.

Governors appointed in this way shall hold office for a minimum of six months from their appointment but, subject thereto, shall hold office until the earlier of the conclusion of the next election of public or patient governors and (except where the vacancy arose through expiry of a term of office) the date on which would have expired the term of office of that governor whose cessation of office gave rise to the vacancy.

In all other cases the returning officer appointed under Part 3 of the Model Election Rules shall notify the public or patient members by advertisement in at least one local and one national newspaper, inviting nominations within such period and subject to such other procedural requirements as the returning officer considers reasonable, save that the Trust shall not be obliged to seek nominations if it is less than three months to the next scheduled election for public or patient governors and if meetings of the Council of Governors in the intervening period can still be quorate without the appointment of further public or patient governors.

Notwithstanding any other provisions of the Model Election Rules, the candidate will not be able to vote at a meeting of the Council of Governors unless not less than seven days prior to the date of the meeting, they have made a declaration in the form set out in Part 4, Paragraph 12, of the Model Election Rules, with such variations, additions and deletions as may be necessary to conform with overriding provisions or regulations made under the 2006 Act or guidance issued by Monitor.

2. When a vacancy arises for one or more staff governors:

The returning officer appointed under Part 3 of the Model Election Rules shall notify the staff members in writing or by other usual means, inviting nominations within such period and subject to such other procedural requirements as the returning officer considers reasonable.

3. When a vacancy arises for one or more public, patient or staff governors:

- the result of the elections to the Council of Governors shall be notified to the members by the returning officer in writing or by other usual means
- the normal method of voting for elections shall be by way of secret ballot conducted by post
- the rules in Part 4 of the Model Election Rules apply to elections of governors except where they conflict with this provision

BOARD OF DIRECTORS

• “Director”

The Trust may confer on senior staff the title “Director” as an indication of their corporate responsibility within the Trust but such persons will not be Executive Directors of the Trust for the purposes of the 2006 Act (“statutory Directors”) unless their title includes the title “Chief” or “Executive” or “Non-Executive Director” or “Chair” or “Chairman” and will not have the voting rights of statutory Directors or any power to bind the Trust.

- **Absent directors**

- If:
 - an executive director is temporarily unable to perform his/her duties due to illness or some other reason (the “Absent Director”) and
 - the Board of Directors agree that it is inappropriate to terminate the Absent Director’s term of office and appoint a replacement director and
 - the Board of Directors agree that the duties of the Absent Director need to be carried out

then the Chair (if the Absent Director is the Chief Executive) or the Chief Executive (in any other case) may appoint an acting director as an additional director to carry out the Absent Director’s duties temporarily.

- For the purposes of this paragraph, the absent director and acting director shall together count as one person.
- The acting director will vacate office as soon as the Absent Director returns to office or, if earlier, the date on which the person entitled to appoint them under this paragraph notifies them that they are no longer to act as an acting director
- The acting director shall be an Executive Director for the purposes of the 2006 Act. They shall be responsible for their own acts and defaults and they shall not be deemed to be the agent of the Absent Director.

- **Vacant positions**

- If:
 - An executive director post is vacant (“Vacant Position”) and
 - the Board of Directors agree that the Vacant Position needs to be filled by an interim postholder pending appointment of a permanent postholder

then the Chair (if the Vacant Position is the Chief Executive) or the Chief Executive (in any other case) may appoint a director as an interim director (“Interim Director”) to fill the Vacant Position pending an appointment of a permanent postholder.

- The Interim Director will vacate office on the appointment of a permanent postholder or, if earlier, the date on which the person entitled to appoint them under this paragraph notifies them that they are no longer to act as an Interim Director.
- The Interim Director shall be an Executive Director for the purposes of the 2006 Act.

TRUST SECRETARY

The Trust shall have a Trust Secretary who may be an employee. The Secretary may not be a governor, or the Chief Executive, or the Finance Director.

Appointment of the Trust Secretary is a matter for the Chair and Chief Executive jointly.

The Trust Secretary should be available to both governors and directors to give advice and through the Chair to advise the Boards on governance.

INDEMNITY

Members of the Council of Governors, the Board of Directors, the Chair or the Trust Secretary who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purposed execution of their functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust. The Trust may purchase and maintain insurance or participate in any risk pooling scheme operated by the NHS Litigation Authority against this liability for its own benefit and for the benefit of the Council of Governors, the Board of Directors, the Chair and the Trust Secretary.

AMENDMENTS TO THE CONSTITUTION

No amendment to this constitution shall be made unless:

- It has been discussed and agreed by the Board of Directors
- It has been approved by a majority of governors present at a general meeting of the Council of Governors
- It has been approved by Monitor

MERGERS

The Trust may, in accordance with the NHS Act 2006 apply to Monitor jointly with another NHS Foundation Trust or NHS Trust for authorisation of the dissolution of the Trust and the transfer of some or all of their property and liabilities to a new NHS Foundation Trust established under the NHS Act 2006. Such application may only be made if over half of the governors present and voting at a general meeting of the Council of Governors approves the making of such an application.

NOTICES

Any notice required by this constitution to be given shall be given in writing or shall be given using electronic communications to an address for the time being notified for that purpose. "Address" in relation to electronic communications includes any number or address used for the purposes of such communications.

Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be treated as delivered 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 48 hours after it was sent.