

COUNCIL OF GOVERNORS – STANDING ORDERS

A Public Benefit Corporation

STANDING ORDERS

COUNCIL OF GOVERNORS

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INTERPRETATION

In these Standing Orders, the provisions relating to interpretation in the Constitution shall apply and the words and expressions defined in the Constitution shall have the same meaning and, in addition:

“**The Act**” shall mean the National Health Service Act 2012.

“**Terms of Authorisation**” shall mean the Authorisation of the Trust issued by NHS England with any amendments for the time being in force.

“**Corporation**” means Calderdale & Huddersfield NHS Foundation Trust, which is a public benefit corporation.

“**Board of Directors**” shall mean the Board of Directors as constituted in accordance with the Trust’s constitution.

“**Chair**” means the person appointed to be Chair of the Trust under the terms of the constitution.

“**Chief Executive**” shall mean the chief officer of the Trust.

“**Constitution**” shall mean the constitution attached to the Authorisation with any variations from time to time approved by NHS England.

“**Council of Governors**” shall mean the Council of Members as constituted in accordance with the corporation’s constitution.

“**Council of Governors**” shall mean those persons elected or appointed to sit on the Trust’s Council of Governors.

Deputy Lead Governor lead governor, act as deputy in the absence of the lead governor and share workload as required and act as a sounding board for the lead governor

“**Director**” shall mean a member of the Board of Directors as defined in section 13 of the constitution.

“**Governor**” shall mean a governor member of the Council of Governors as defined in section 12 of the constitution.

“**Lead Governor**” is the Public Council of Governor selected by the Council of Governors to act as a lead for the Council of Governors and to chair meetings in those circumstances where both the Chair and Deputy Chair have a conflict.

Integrated Care System (ICS) - is the West Yorkshire Health and Care Partnership.

“**NHS England**” is the previous name of the Independent Regulator for NHS Foundation Trusts. This changed to NHS Improvement on 1 April 2016 and NHS England on 1 July 2022

“**Motion**” means a formal proposition to be discussed and voted on during the course of a meeting.

“**Officer**” means an employee of the Trust.

“Deputy Chair” means the Deputy Chair of the Trust pursuant to the terms of the constitution who will preside at meetings of the Council of Governors in the Chair’s absence.

“Secretary” means the Board Secretary of the Trust or any other person appointed to perform the duties of the Secretary to the Board of Directors.

“Written Resolution” means a formal proposition to be circulated to governors to be voted on outside of a general meeting and returned as required – it allows a resolution to become effective without the need for a general meeting of the Council of Governors.

Version 5

SECTION A: CONDUCT OF MEETINGS

1. Admission of the Public and the Press

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

“That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest in accordance with 12.24 of the Constitution.”

- 1.2. The Chair (or Deputy Chair) shall give such directions as he/she thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Council of Governors’ business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on the grounds of the confidential nature of the business to be transacted, the Council of Governors may resolve as follows:

“That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Council of Governors to complete business without the presence of the public in accordance with 12.24 of the Trust’s Constitution.”

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

2. Calling and notice of meetings

- 2.1. The Council of Governors is to meet at least three times in each financial year. Meetings shall be determined at the first meeting of the Council of Governors or at such other times as the Council of Governors may determine and at such places as they may from time to time appoint. Meetings may be held virtually or in person.
- 2.2. Save in the case of emergencies or the need to conduct urgent business, the Secretary shall give at least **ten working** days written notice of the date and place of every meeting of the Council of Governors to all Governors. Notice will also be published on the Trust’s website.
- 2.3. Meetings of the Council of Governors may be called by the Secretary, by the Chair, by the Board of Directors or by eight Governors (including two appointed Governors) who give written notice to the Secretary specifying the business to be carried out. The Secretary shall send a written notice to all Governors as soon as possible after receipt of such a request giving at least **ten working days’** notice to discuss the specified business. If the Secretary fails to call such a meeting then the Chair or four Governors, whichever is the case, shall call such a meeting.
- 2.4. In the case of a meeting called by Governors in default of the Chair, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified on the notice.
- 2.5. All 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 the 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.

- 2.6. The Council of Governors may invite the Chief Executive or through the Chief Executive any other member or members of the Board of Directors, or a representative of the Trust's auditors or other advisors to attend a meeting of the Council of Governors. The Chief Executive and any Executive of the Trust nominated by the Chief Executive shall have the right to attend any meeting of the Council of Governors provided that they shall not be present for any discussion of their individual relationship with the Trust
- 2.7. The Council of Governors may agree that its members can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting and count towards voting.
- 2.8. All decisions taken in good faith at a meeting of the Council of Governors, or of any of its committees, 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.
- 2.9. Following notice of the meeting (as set out in SO 2.3) an agenda for the meeting, specifying the business proposed to be transacted at it shall be sent to every Governor, so as to be available to him/her at least **five working** days before the meeting.
- 2.10. The agendas will include all supporting papers available at the time of posting. Further supporting papers will be received no later than **three (3)** working days before the meeting.
- 2.11. Lack of service of the notice on any one person above shall not affect the validity of the meeting, but failure to serve such a notice on more than six Governors will invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.

3. Quorum

- 3.1. Seven Council of Governors members (including not less than five Public Governors, not less than one Staff Governor and not less than one Appointed Governor – in line with the Constitution) present in person or by proxy under arrangements approved by the Council of Governors shall form a quorum.

4. Setting the agenda

- 4.1. A Governor desiring a matter to be included on an agenda shall make the request in writing to the Chair at least **ten working** days before the meeting. Requests made less than fourteen clear days before a meeting may be included on the agenda at the discretion of the Chair or the Secretary.

5. Chairing of meeting

- 5.1. The Chair of the Trust or, in his/her absence, the Deputy Chair will chair meetings of the Council of Governors.

- 5.2. The Lead Governor will be appointed from the Public Membership at a general meeting. He/she will act as Chair of the meeting should the Chair and the Deputy Chair be in conflict. If the Lead Governor is absent or is disqualified from participating then the governors present shall choose by majority which Public Governor present shall preside for that part of the meeting. The Deputy Chair will hold the casting vote when he/she is acting as Chair.

6. Notices of motion

- 6.1. A Governor desiring to move or amend a motion shall send a written notice thereof at least **ten working** 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 motion being moved during the meeting, without notice on any business mentioned on the agenda subject to preceding provisions.

7. Withdrawal of motion or amendments

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

8. Motion to rescind a resolution

- 8.1. Notice of motion to amend or rescind any resolution (or general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Governors who give it and also the signature of four other Governors, of whom at least two shall be Public Governors. When any such motion has been disposed of by the Trust, it shall not be competent for any Governor other than the Chair to propose a motion to the same effect within six months, although the Chair may do so if he/she considers it appropriate.

9. Motions

- 9.1. The mover of a motion shall have the right of reply at the close of any discussions on the motion or any amendment thereto.
- 9.2. When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:
- a) An amendment to the motion.
 - b) The adjournment of the discussion or the meeting.
 - c) That the meeting proceed to the next business. (*)
 - d) The appointment of an ad hoc committee to deal with a specific item of business.
 - e) That the motion be now put. (*)
1. [*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.]

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

10. Written Resolution

A written resolution is a formal written decision agreed after considering a motion. When the Chair or a governor desire that a resolution is passed by the Council of Governors, the Chair, Board Secretary or the governor (with the consent of the Chair) may circulate the resolution amongst the governors proposing that it is passed as a written resolution.

In terms of proposing Council of Governors Written Resolutions:

10.1 **The Chair, or seven (7) governors (including at least two (2) elected** governors and two (2) appointed governors) (5,1,1, as per quoracy) who give written notice to the Trust Secretary specifying the business to be carried out may propose a Council of Governors written resolution.

10.2 Exclusions

The following may not be passed as a written resolution:

- the removal of a Non-Executive Director or Chair
- removal of the auditor
- approval of a significant transaction.

10.3 A Council of Governors' written resolution shall be proposed by giving written notice of the proposed resolution to each governor. Notice by post, delivery in person, or email shall constitute written notice.

Notice of a proposed Council of Governors written resolution must indicate:

- the proposed resolution;
- how to signify agreement to the resolution; and
- the date by which it is proposed that the Council of Governors should adopt it.

A proposed written resolution shall lapse if not adopted by the 28th day from circulation.

References in this paragraph to eligible Governors are to members of the Council of Governors who would have been entitled to vote on the matter had it been proposed at a meeting of the Council of Governors.

A decision may not be taken in accordance with this paragraph if the eligible Governors would not have formed a quorum at such a meeting.

The resolution is deemed to have been passed when the required majority (simple majority, or 75% if a special resolution) as appropriate of eligible Governors have signified their agreement to it.

Where decisions of the Council of Governors are taken by means other than at a face-to-face meeting or by written resolution, such decisions shall be recorded by the Trust Secretary in permanent written form.

Any written resolution that is so passed shall be noted at the next meeting of the Council of Governors.

11. Chair's ruling

- 11.1. The decision of the Chair of the meeting on the question of order, relevancy and regularity shall be final.

12. Voting

- 12.1. Questions arising at a meeting of the Council of Governors requiring a formal decision shall be decided by a majority of votes. In case of an equality of votes the Chair shall decide the outcome. No resolution of the Council of Governors shall be passed if it is unanimously opposed by all of the Public Governors.
- 12.2. All questions put to the vote shall, at the discretion of the Chair, 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, or the Secretary deems it advisable or necessary.
- 12.3. 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.
- 12.4. If a Governor so requests his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- 12.5. In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.

13. Minutes

- 13.1. The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting
- 13.2. No discussion shall take place upon the minutes, except upon their accuracy, or where the Chair considers discussion appropriate. Any amendments to the minutes shall be agreed and recorded at the next meeting.
- 13.3. Minutes shall be circulated in accordance with Governors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public via the Trust Website (required by the Code of Practice of Openness in the NHS).
- 13.4. The names of the Governors' present at the meeting and those who gave apologies for each meeting shall be recorded in the minutes.
- 13.5. Council of Governor Members' must make every effort to attend meetings of the Council of Governors where appropriate and practicable. Where it's not possible for a Governor to attend apologies should be sent to the Corporate Governance Manager no later than three working days prior to the meeting.

SECTION B: COMMITTEES

14. Appointment of Committees

- 14.1. Subject to paragraph 40 below and such directions as may be given by NHS England, the Council of Governors may and, if directed to do so, shall appoint committees of the Council of Governors, consisting wholly or partly of Governors. In all cases, each committee shall have a majority of Public Governors.
- 14.2. A committee appointed under SO 13.1 may, subject to such directions as may be given by NHS England or the Council of Governors, appoint sub-committees consisting wholly or partly of members of the committee.
- 14.3. These Standing Orders, as far as it is applicable, shall apply with appropriate alteration to meetings of any committees or sub-committee established by the Council of Governors.
- 14.4. Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Council of Governors), as the Council of Governors shall decide. Such terms of reference shall have effect as if incorporated into these Standing Orders.
- 14.5. Committees may not delegate their powers to a sub-committee unless expressly authorised by the Council of Governors.
- 14.6. The Council of Governors shall approve the appointments to each of the committees which it has formally constituted. Where the Council of Governors determines that persons who are neither Governors, nor directors or officers, shall be appointed to a committee, the terms of such an appointment shall be determined by the Council of Governors subject to the payment of travelling and other allowances being in accordance with such sum as may be determined by the Board of Directors or NHS England (in line with SO 20).
- 14.7. Where the Council of Governors is required to appoint persons to a committee or to undertake statutory functions as required by NHS England, and where such appointments are to operate independently of the Council of Governors or the Board of Directors, such appointment shall be made in accordance with the any regulations laid down by the Chief Executive or his nominated officer or any directions or guidance issued by NHS England from time to time.

15. Confidentiality

- 15.1. A member of a committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Council of Governors or shall otherwise have concluded on that matter.
- 15.2. A Governor or a member of a committee shall not disclose any matter reported to the Council of Governors or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or committee shall resolve that it is confidential and / or is discussed in private for all or part of a meeting.
- 15.3. In relation to patient confidentiality, the provisions at paragraphs 42 and 43 above for disclosure of information by Governors or members of committees established

by the Council of Governors shall not apply, and such information shall not be disclosed under any circumstances.

16. Appointment of the Chair, Deputy Chair and Non-Executive Directors

16.1. The Council of Governors shall appoint a Chair of the Trust. The Board of Directors will appoint one Non-Executive Director to be Deputy Chair of the Trust. This individual may, through agreement with the Chair, also take on the role of SINED (Senior Independent Non-Executive Director). The Council of Governors shall ratify the appointment of the Vice Chair at a general meeting.

16.2. Non-Executive Directors are to be appointed by a sub-committee (not exceeding four persons) of the Council of Governors using the procedures set out under paragraph 13 of the constitution.

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SECTION C: REGISTER AND DISCLOSURE OF INTERESTS

17. Register and disclosure of interests

- 17.1. If Governors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair or the Secretary.
- 17.2. Any Governor who has a material interest in a matter as defined below and in the constitution shall declare such an interest to the Council of Governors and it shall be recorded in a register of interests and the Governor in question:
- a) Shall not be present except with the permission of the Council of Governors in any discussion of the matter, and
 - b) Shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).
- 17.3. Any Governor who fails to disclose any interest required to be disclosed under the preceding paragraph must permanently vacate their office if required to do so by a majority of the remaining Governors.
- 17.4. At the time the interests are declared, they should be recorded in the minutes of the Council of Governors. Any changes in interests should be officially declared at the next meeting as appropriate following the change occurring.
- 17.5. It is the obligation of a Governor to inform the Secretary in writing within seven days of becoming aware of the existence of a relevant or material interest. The Secretary will amend the register upon receipt within three working days.
- 17.6. The details of Governors' interests recorded in the register will be kept up to date by the Secretary, and reviewed at each meeting of the Council of Governors.
- 17.7. Subject to the requirements of the Public Benefit Corporation (Register of Members) Regulations 2006 and the Data Protection Act 1998, the register will be available for inspection by the public free of charge and will be published on the Trust's website.
- 17.8. Copies or extracts of the register must be provided to members of the Trust free of charge and within a reasonable time period of the request. A reasonable charge may be imposed on non-members for copies or extracts of the register.
- 17.9. A material interest in a matter is any interest (save for the exceptions referred to below) held by a Governor, or their spouse or partner, in any firm 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.

The exceptions which shall not be treated as material interests are as follows:

- a) Shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange;
- b) An employment contract held by staff Governors;
- c) A contract with their Integrated Care Board / Integrated Care System (ICS) held by a Place / ICS governor;

- d) An employment contract with a Local Authority held by a Local Authority Governor;
 - e) An employment contract with any organization listed at paragraph 12.3.5 of the constitution.
- 17.10. If, in relation to 47, the Chair has a conflict of interest, the Deputy Chair will exercise the casting vote. If the Deputy Chair has a conflict of interest, the Deputy Chair will preside and exercise the casting vote, the nomination to be approved by a majority vote of those present at the meeting.
- 17.11. An elected Governor may not vote at a meeting of the Council of Governors unless, before attending the meeting, they have made a declaration in the Council of Governors Charter as specified by the Council of Governors as to the basis upon which they are entitled to vote as a member. The Constitution provides guidance. An elected 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.
- 17.12. Members of the Council of Governors must meet the requirements of the Fit and Proper persons test as per section 4.1 of Section C of the Code of Governance for NHS Provider Trusts (Composition succession and evaluation) and comply with the Trust Fit and Persons Policy.
- 17.13. All members of the Council of Governors are required to comply with any Code of Conduct for Governors adopted by the Council of Governors or Board of Directors and with the Trust values and behaviours.

SECTION D: TERMINATION OF OFFICE AND REMOVAL OF GOVERNOR

18. Termination of office

18.1. A person holding office as a Governor on the Council of Governors shall immediately cease to do so if:

- a) They resign by notice in writing to the Secretary;
- b) They fail to attend two meetings in any Financial Year, unless the other I Governors are satisfied that the absences were due to reasonable causes, and they will be able to start attending meetings of the trust again within such a period as they consider reasonable;
- c) In the case of an elected Council Governor, they cease to be a Member of the constituency by whom they were elected;
- d) In the case of an appointed Council Governor, the Appointing Organisation terminates the appointment;
- e) They have failed to undertake any training which the Council of Governors requires all Governors to undertake;
- f) They have failed to sign and deliver to the Secretary a statement in the form required by the Council of Governors confirming acceptance of the Code of Conduct for Council of Governors Charter;
- g) They refuse to sign a declaration in the form specified by the Council of Governors that they are a Member of a specific public constituency and are not prevented from being a Member of the Council of Governors. This does not apply to Staff Governors;
- h) They are removed from the Council of Governors under the following provisions.

19. Removal of Governor

19.1. A Governor may be removed from the Council of Governors by a resolution approved by not less than three-quarters of the remaining Governors present and voting at a general meeting of the Council of Governors on the grounds that:

- a) They have committed a serious breach of the Code of Conduct; or
- b) They have acted in a manner detrimental to the interests of the Trust; and
- c) The Council of Governors considers that it is not in the best interests of the Trust for them to continue as a Governor.

19.2. Where a person has been elected or appointed to be a Governor and he/she becomes disqualified for appointment, under SO 17.1 above, he/she shall notify the Secretary in writing of such disqualification.

19.3. If it comes to the notice of the Secretary that a person elected or appointed to be a Governor may be disqualified, under SO 17.1 above, from holding that office and the Secretary has not received a notice, under paragraph 59, from that person, the Secretary will make such inquiries as he/she thinks fit and, if satisfied that the person may be so disqualified, the Secretary will advise the Chair so that the Chair

can make a recommendation for disqualification to the Council of Governors. The recommendation will either be made to a general meeting or to a meeting called specifically for the purpose.

19.4. The Secretary shall give notice in writing to the person concerned that the Trust proposes to declare the person disqualified as a Governor. In this notice, the Secretary shall specify the grounds on which it appears to him/her that the person is disqualified and give that person a period of fourteen days in which to make representations, orally or in writing, on the proposed disqualification.

19.5. The Chair's recommendations and any representations by the Governor concerned shall be made to the Council of Governors. If no representations are received within the specified time, or the Council of Governors upholds the proposal to disqualify, the Secretary shall immediately declare that the person in question is disqualified and notify him/her in writing to that effect. On such declaration the person's tenure of office shall be terminated and he/she shall cease to act as a Governor.

19.6. A Governor whose tenure of office is terminated under paragraph 18 shall not be eligible to stand for re-election.

SECTION E: REMUNERATION AND PAYMENT OF EXPENSES

20. Remuneration

20.1. Governors are not to receive remuneration.

21. Payment of expenses

21.1. The return cost of travel from the Governor

a) The actual bus or rail fare using the most direct route.

b) Travel by private car or taxi at the Trust's usual pence per mile rate (currently 28p per mile) using the most direct route.

c) Necessary parking charges.

21.2. Governors claiming expenses may be required to provide tickets, receipts or other proof of expenditure alongside a completed and signed expenses form.

21.3. Expenses will be authorised through the Secretary's office and details of all expenses claimed by Governors will be recorded and published in the Trust's Annual Report and Accounts.

SECTION F: STANDARDS OF CONDUCT OF GOVERNORS

22. Policy

22.1. In relation to their conduct as a member of the Council of Governors, each Governor must comply with the same standards of business conduct as for NHS staff. In particular, the Trust must be impartial and honest in the conduct of its business and its office holders and staff must remain beyond suspicion. Governors are expected to be impartial and honest in the conduct of official business.

23. Interest of Governors in contracts

23.1. If it comes to the knowledge of a Governor that a contract in which he/she has any pecuniary interest not being a contract to which he is himself a party, has been, or is proposed to be, entered into by the Trust, he/she shall, at once, give notice in writing to the Secretary of the fact that he/she has such an interest.

23.2. A Governor shall not solicit for any person any appointment in the Trust.

23.3. Informal discussions outside appointment committees, whether solicited or unsolicited, should be declared to the committee.

SECTION G: MISCELLANEOUS PROVISIONS

24. Suspension of Standing Orders

24.1. Standing Orders may be suspended at any general meeting provided that:

- a) at least two-thirds of the Council of Governors are present, including at least six elected Governors and one appointed Governor, and
- b) the Secretary does not advise against it, and
- c) a majority of those present vote in favour.

24.2. But Standing Orders cannot be suspended if to do so would contravene any statutory provision, or the Trust's Terms of Authorisation, or the Trust's constitution.

24.3. A decision to suspend Standing Orders shall be recorded in the minutes of the meeting and any matters discussed during the suspension of Standing Orders shall be recorded separately and made available to all members of the Council of Governors.

24.4. No formal business may be transacted while Standing Orders are suspended.

25. Variation and amendment of Standing Orders

25.1. Standing Orders may only be varied or amended if:

- a) the proposed variation does not contravene any statutory provision, or the Trust's Terms of Authorisation, or the Trust's constitution;
- b) unless proposed by the Chair or the Chief Executive or the Secretary, a notice of motion under paragraph 19 has been given;
- c) at least six elected Governors and one appointed Governor, and at least half of the Governors present vote in favour of amendment.

26. Review of Standing Orders

26.1. Standing Orders shall be reviewed bi-annually by the Council of Governors. The requirement for review shall extend to all and any documents having effect as if incorporated in Standing Orders.

APPENDIX A DISPUTES RESOLUTION

Dispute resolution procedure

Except where otherwise specified in the Constitution (paragraph 21) or the Standing Orders of the Council of Governors, questions of eligibility, procedure and administrative matters in relation to governorship or meetings of members or governors shall be determined by the Secretary. There will be a right of appeal to the Chair, whose decision shall be final and binding.

Except where otherwise specified in this Constitution, matters in relation to Directorship or meetings of Directors shall be determined by the Secretary, with a right of appeal to the Chair, whose decision shall be final and binding.

In the event of a dispute between the Council of Governors and the Board of Directors, the Council of Governors and the Board of Directors shall meet and attempt to resolve the dispute by negotiation. If agreement cannot be reached then the dispute shall be referred to the Chair, whose decision shall be final and binding.

In the event of the Council of Governors considering the Trust to be at risk of breaching its terms of authorisation, (likely to be an issue of Board leadership) such referral should be via the nominated lead governor to NHS England, if these concerns cannot be satisfactorily resolved (Appendix B, Council of Governors and the role of the nominated lead governor, section 4.49, Code of Governance for NHS Provider Trusts).