



**SALISBURY NHS FOUNDATION TRUST  
CONSTITUTION**

<b>Post Holder Responsible for Policy:</b>	Director of Integrated Governance
<b>Directorate Responsible for Policy:</b>	
<b>Contact Details:</b>	Ext: 2774
<b>Date Written:</b>	2005

**Date**





Amendments to Annex 6 and Annex 9 to update Governor and Board disqualification criteria.  
Document renumbered.

**2023**

Minor formatting updates.

Item 32.3 updated to reflect NED terms of office (2 x 3-year terms plus 1 x 2-year term).

Annex 4 Composition of the Appointed Governors updated to reflect the distinction between local authority and partnership organisations.

Annex 7 composition of future Nominations Committees.



## 6 Application for Membership

- 6.1** An individual who is eligible to become a member of the Trust shall become a member on his application to the Trust to become a member or by being invited by the Trust to become a member of the staff constituency in accordance with paragraph 9.

## 7 Public Constituencies

- 7.1** The public constituencies are the areas specified in Annex 1 and individuals living within them may become members of the Trust.
- 7.2** The individuals who live in the areas so specified are referred to collectively as a Public Constituency.
- 7.3** An individual who ceases to live in the areas specified in Annex 1 shall cease to be a member of the Trust. A member who moves from one such area to another shall continue to be a member but shall have a right to vote in any election of governors in accordance with the new area.
- 7.4** The minimum number of members in each Public Constituency is specified in Annex 1, and if the number of members does not equal or exceed the minimum the area shall not be treated as a Public Constituency for the purpose of electing governors.

## 8 Staff Constituencies

- 8.1** An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a member of the Trust provided:

- 8.1.1** he is employed by the Trust under a contract of employment which has no fixed term

## **11 Restrictions on Membership**

**11.1** An individual, who is a member of a constituency, or of a class within a constituency, may not while such membership continues be a member of any other constituency or class.

**11.2**



**15 Council of Governors - Tenure**

**15.1** Subject to 14.5 and 15.2, an elected



- 18.6** For the purpose of obtaining information about the functions or the directors performance of their duties (and deciding whether to may require one or more of the directors to attend a meeting.
- 18.7** The Council of Governors will establish statutory committees to carry out such functions as are required by law and to carry out such functions as the Council specifies.
- 18.8** The Council of Governors will establish working groups to carry out such functions as the Council specifies.

## **19 Council of Governors Standing Orders of the directors to0.24 T&T375 639.22 Tm0.212 0.373 C**

- 23.3** One of the executive directors must be a qualified medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984) and one must be a registered nurse or midwife.
- 23.4** The number of non-executive directors including the Chair must always exceed the number of executive directors. At any meeting where there is parity of non-executive and executive directors the Chair, or in his absence the Deputy Chair, shall have a casting vote.
- 23.5** appointment as a non-executive Director.

## **24 Board of Directors    General Duty**

- 24.1** The general duty of the Board of Directors TJe2 45.11 l3 11.04 T nBT nd10G[(Th)4(e)-13(ge)3(ne



**32.2** The Trust shall establish a committee of non-executive directors to decide the remuneration and allowances, and the other terms of office, of the Chief Executive and the other executive directors.

**32.3** The Chair and other non-executive directors may be appointed for an initial term of up to three years, which may be renewed by the Council for a further term of up to three years, and may be renewed thereafter for a two year term, which will bring the total length of service to eight years. Where a director has served eight years, his appointment may be renewed for a further one year provided that exceptional circumstances exist in relation to the renewal.

### 33 Registers

- 35.2.5** draft report) of the 2006 Act;
- 35.2.6** A copy of any notice p  
draft report), 65G (consultation plan), 65H (consultation  
  
decision), 65KC (action following S  
  
-submitted  
final report) of the 2006 Act;
- 35.2.7** A copy of any statement published or provided under section 65G  
(consultation plan) of the 2006 Act;
- 35.2.8** A copy of any final re  
final report) of the 2006 Act;
- 35.2.9** A copy of any statement published under section 65J (power to  
  
of final report) of the 2006 Act;
- 35.2.10** A copy of any information published under section 65M (replacement  
of trust special administrator) of the 2006 Act.

**35.3** Any person who requests a copy or extract from any of the above documents is to be provided with a copy.

**35.4** If the person requesting an extract or copy is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

## 36 Auditor

**36.1** The Trust shall have an auditor.

**36.2** The Council of Governors shall appoint or remove the auditor at a general meeting of the Council.

**36.3** The auditor must be qualified to act as auditor in accordance with paragraph 23 of schedule 7 to the 2006 Act.

**36.4** The auditor shall comply with schedule 10 of the 2006 Act and shall have the rights and powers there set out.

**36.5** The Trust shall provide the auditor with every facility and all information which he may reasonably require for the purpose of his functions.

## 37 Audit Committee

**37.1** The Trust shall establish a committee of non-executive directors as an audit committee to perform such monitoring, reviewing and other functions as are appropriate.

## 38 Accounts

**38.1** The Trust must keep proper accounts in such form as NHS Improvement may with the approval of the Treasury direct and proper records in relation to those accounts.

**38.2** NHS Improvement may, with the approval of the Secretary of State for Health, give directions to the Trust as to the content and form of its accounts.

**38.3**

**38.4** The following documents will be made available to the Comptroller and Auditor General for examination at his request:

**38.4.1** the accounts;

**38.4.2** the records relating to them; and

**38.4.3** any report of the Auditor on them

**38.5** The Trust (through its Chief Executive and accounting officer) is to prepare in respect of each Financial Year annual accounts in such form as NHS Improvement may with the approval of the Secretary of State for Health direct.

**38.6** NHS Improvement may with the approval of the Secretary of State for Health direct the Trust:

- 38.6.1** to prepare accounts in respect of such period or periods as may be specified in the direction; and/or
- 38.6.2** that any accounts prepared by it by virtue of sub-paragraph 38.6.1 above are to be audited in accordance with such requirements as may be specified in the direction.
- 38.7** In preparing its annual accounts or in preparing any accounts by virtue of sub-paragraph 44.6.1 above, the Trust is to comply with any directions given by Monitor with the approval of the Secretary of State for Health as to:
  - 38.7.1** the methods and principles according to which the annual accounts are to be prepared; and/or
  - 38.7.2** the content and form of the annual accounts
- 38.8** The Trust must
  - 38.8.1** lay a copy of the annual accounts, and any report of the Auditor on them, before Parliament; and
  - 38.8.2** send copies of the annual accounts, and any report of the Auditor on them to NHS Improvement within such a period as NHS Improvement may direct
- 38.9** The Trust must send a copy of any accounts prepared by virtue of paragraph 38.6 above and a copy of any report of the Auditor to NHS Improvement within such a period as NHS Improvement may direct.

0.00000890.790.738.5024112566640059070115027130595320008733e(a)1875(5)740650378(m)900008887





- 43.2** The Trust may only enter a significant transaction only if more than half of the members of the Council of Governors of the Trust voting approve entering into the transaction.
- 43.3**
- 43.3.1** would increase or reduce the turn-over of the Trust (in a financial year relative to the previous financial year) by £20 million or by 10%, whichever is the greatest;
  - 43.3.2** would involve a receipt of or capital expenditure of £10 million or more; in the case of expenditure, this is after the deduction of any grant or gift which specifically relates to the expenditure in question
  - 43.3.3** would involve a service contract, asset rental or lease running for period of 3 years or more with a planned income or cost over its duration of £10 million or more
  - 43.3.4** as a whole, or a significant part of its services, to the appropriate regulatory standard;
  - 43.3.5** in the minimum required financial risk rating/ continuity of service risk rating
  - 43.3.6** Where it might reasonably be considered that a transaction falls within paragraph 43.3 the Board shall inform the Council of the transaction at the earliest opportunity
  - 43.3.7** The Board shall in any event inform the Council of a transaction which it is considering and which may involve a sum which is greater than the sum of the same kind in the previous year, but the Board need not so inform the Council of any such transaction if the transaction has been clearly identified in the Annual Estimate, the Capital Programme or the Annual Plan
- 43.4** In deciding whether to approve a proposed significant transaction the Council will:
- 43.4.1** act in accordance with its judgment of the best interests of the Trust; and
  - 43.4.2** have regard to the risks the transaction might entail and the adequacy of steps proposed to mitigate those risks, and to the risks which not entering into the transaction might entail
- 43.5** If the Council votes not to approve a significant transaction, the reasons advanced shall be recorded in the minutes.
- 43.6** The Board shall inform the Council of transactions not featuring in the annual estimates, capital programme or annual plan for the year which the Board is considering which involve a sum which is greater than the sum of the same kind in the previous year.

## 44 Indemnity

- 44.1** Members of the Council of Governors and of the Board of Directors who act honestly and in good faith will be indemnified by the Trust against any civil liability which is incurred in the execution or purported execution of their functions relating to the Trust, save where they have acted recklessly. The Trust shall take out insurance against liability under this indemnity.

## 45 Dispute Resolution

- 45.1** In the event of a dispute arising between the Board of Directors and the Council, the Chair shall take the advice of the Secretary and such other advice as he sees fit, and he shall confer with the Vice-Chair and the Lead Governor and shall seek to resolve the dispute.

**45.2** If the Chair is unable to do so, he shall appoint a committee consisting of an equal number of directors and governors to consider the matter and to make



New Forest	<p>The following electoral wards within New Forest District Council:</p> <ul style="list-style-type: none"> <li>Downlands &amp; Forest</li> <li>Fordingbridge</li> <li>Forest Northwest</li> <li>Ringwood East &amp; Sopley</li> <li>Ringwood North</li> <li>Ringwood South</li> </ul>
Salisbury City	<p>The following electoral wards formerly covered by Salisbury District Council:</p> <ul style="list-style-type: none"> <li>Salisbury Bemerton</li> <li>Salisbury Fisherton &amp; Bemerton Village</li> <li>Salisbury Harnham</li> <li>Salisbury</li> <li>Salisbury St. Francis &amp; Stratford</li> <li>Salisbury St. Marks &amp; Bishopdown</li> <li>Salisbury</li> <li>Salisbury</li> </ul>
South Wiltshire Rural	<p>The following electoral wards</p> <ul style="list-style-type: none"> <li>Alderbury &amp; Whiteparish</li> <li>Amesbury East</li> <li>Amesbury West</li> <li>Bourne &amp; Woodford Valley</li> <li>Bulford, Allington &amp; Figheldean</li> <li>Downton &amp; Ebble Valley</li> <li>Durrington &amp; Larkhill</li> <li>Ethandune</li> <li>Fovant &amp; Chalke Valley</li> <li>Laverstock, Ford &amp; Old Sarum</li> <li>Mere</li> <li>Nadder &amp; East Knoyle</li> <li>Redlynch &amp; Landford</li> <li>Till &amp; Wylde Valley</li> <li>Tisbury</li> <li>Warminster Broadway</li> <li>Warminster Copheap &amp; Wylde</li> <li>Warminster East</li> <li>Warminster West</li> <li>Warminster Without</li> <li>Westbury East</li> <li>Westbury North</li> <li>Westbury West</li> <li>Wilton &amp; Lower Wylde Valley</li> <li>Winterslow</li> </ul>

East Dorset	<p>The following electoral wards within the area formerly covered by East Dorset District Council:</p> <p style="padding-left: 40px;">Cranborne &amp; Alderholt  St. Leonards &amp; St. Ives  Stour &amp; Allen Vale (Horton, Holt, Hinton, &amp; Charbury parishes  Verwood  West Moors &amp; Three Legged Cross</p>
Rest of England	All other areas of England not covered above

## **ANNEX 2 THE STAFF CONSTITUENCY**

**(See paragraph 8)**

*The Staff Constituency is divided into 5 classes as set out below and the classes shall contain the groups set out by each.*

<b>STAFF CLASSES</b>	<b>SUB GROUPS WITHIN EACH CLASS</b>
<b>Registered Medical and Dental Practitioners</b>	
<b>Nurses and Midwives</b>	All Nurses and Nursing Auxiliaries

## ANNEX 4 - COMPOSITION OF COUNCIL OF GOVERNORS

(See paragraph 13)

### Public Governors

1. There shall be 15 public governors as set out in Annex 1.

### Staff Governors

2. There shall be 5 staff governors, one to be elected by the members of each class set out in Annex 2



## **ANNEX 5 - THE MODEL ELECTION RULES**

[See paragraph 14]

### **PART 1: INTERPRETATION**

1. Interpretation

### **PART 2: TIMETABLE FOR ELECTION**

2. Timetable
3. Computation of time

### **PART 3: RETURNING OFFICER**

4. Returning officer
5. Staff
6. Expenditure
7. Duty of co-operation

### **PART 4: STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS**

8. Notice of election
9. Nomination of candidates
10. particulars
11. Declaration of interests
12. Declaration of eligibility
13. Signature of candidate
14. Decisions as to validity of nomination forms
15. Publication of statement of nominated candidates
16. Inspection of statement of nominated candidates and nomination forms
17. Withdrawal of candidates
18. Method of election

### **PART 5: CONTESTED ELECTIONS**

19. Poll to be taken by ballot
20. The ballot paper
21. The declaration of identity (public and patient constituencies)

#### *Action to be taken before the poll*

22. List of eligible voters
23. Notice of poll
24. Issue of voting information by returning officer
25. Ballot paper envelope and covering envelope
26. E-voting systems

#### *The poll*

27. Eligibility to vote
28. Voting by persons who require assistance
29. Spoilt ballot papers and spoilt text message votes
30. Lost voting information
31. Issue of replacement voting information
32. ID declaration form for replacement ballot papers (public and patient constituencies)



## PART 12: MISCELLANEOUS

- 67. Secrecy
- 68. Prohibition of disclosure of vote
- 69. Disqualification
- 70. Delay in postal service through industrial action or unforeseen event

## PART 1: INTERPRETATION

---

### 1. Interpretation

1.1 In these rules, unless the context otherwise requires:

**2006 Act** means the National Health Service Act 2006;

**corporation** means the public benefit corporation subject to this constitution;

**council of governors** means the council of governors of the corporation;

**declaration of identity** has the meaning set out in rule 21.1;









## **16. Inspection of statement of nominated candidates and nomination forms**

- 16.1** The corporation is to make the statement of the candidates and the nomination forms supplied by the returning officer under rule 15.4 available for inspection by members of the corporation free of charge at all reasonable times.
- 16.2** If a member of the corporation requests a copy or extract of the statement of candidates or their nomination forms, the corporation is to provide that member with the copy or extract free of charge.

## **17. Withdrawal of candidates**

- 17.1** A candidate may withdraw from election on or before the date and time for withdrawal by candidates, by providing to the returning officer a written notice of withdrawal which is signed by the candidate and attested by a witness.

## **18. Method of election**

- 18.1** If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the council of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.
- 18.2** If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the council of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.
- 18.3** If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be council of governors, then:
  - (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
  - (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

## **PART 5: CONTESTED ELECTIONS**

---

## **19. Poll to be taken by ballot**

- 19.1** The votes at the poll must be given by secret ballot.
- 19.2** The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.
- 19.3** The corporation may decide that voters within a constituency or class within a constituency, may, subject to rule 19.4, cast their votes at the poll using such different methods of polling in any combination as the corporation may determine.
- 19.4**



- casts his or her vote using the internet voting system;
- (b) if telephone voting to be a method of polling, the telephone voting system to be used for the purpose of the election is:
  - (i) configured in accordance with these rules; and
  - (ii) will create an accurate telephone voting record in respect of any voter who casts his or her vote using the telephone voting system;
- (c) if text message voting is to be a method of polling, the text message voting system to be used for the purpose of the election is:
  - (i) configured in accordance with these rules; and
  - (ii) will create an accurate text voting record in respect of any voter who casts his or her vote





officer must provide an automated telephone system for the purpose of voting by the use of a touch-

**26.3** If text message voting is a method of polling for the relevant election then the returning officer must provide an automated text messaging system for the purpose

**26.4** The returning officer shall ensure that the polling website and internet voting system provided will:

- (a) require a voter to:
  - (i) enter his or her voter ID number; and
  - (ii) where the election is for a public or patient constituency, make a declaration of identity;in order to be able to cast his or her vote;
- (b) specify:
  - (i) the name of the corporation,
  - (ii) the constituency, or class within a constituency, for which the election is being held,
  - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
  - (iv) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of

- at the election;
  - (d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that comprises of:
    - (i)
    - (ii) identity (where required);
    - (iii) the candidate or candidates for whom the voter has voted; and
    - (iv)
  - (e) confirmation of this;
  - (f) prevent any voter from voting after the close of poll.
- 26.6** The returning officer shall ensure that the text message voting facility and text messaging voting system provided will:
- (a) require a voter to:
    - (i)

paper unless he or she:

(a)

(b) has ensured that the completed ID declaration form, if required, has not been returned.

**29.4** After issuing a replacement ballot paper for a spoilt ballot paper, the returning officer

(a) the name of the voter, and

(b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and

(c) the details of the unique identifier of the replacement ballot paper.

**29.5** If a voter has dealt with his or her text message vote in such a manner that it cannot be

apply to the returning officer for a replacement voter ID number.

**29.6** On receiving an application, the returning officer is to obtain the deBT/F1 11.04 Tf1 0 0 1 113.42 6

- (b) the unique identifier of any replacement ballot paper issued under this rule;
- (c) the voter ID number of the voter.

## **32.ID declaration form for replacement ballot papers (public and patient constituencies)**

**32.1** In respect of an election for a public or patient constituency an ID declaration form must be issued with each replacement ballot paper requiring the voter to make a declaration of identity.

*Polling by internet, telephone or text*

## **33.Procedure for remote voting by internet**

- 33.1** To cast his or her vote using the internet, a voter will need to gain access to the polling website by keying in the url of the polling website provided in the voting information.
- 33.2** When prompted to do so, the voter will need to enter his or her voter ID number.
- 33.3** If the internet voting system authenticates the voter ID number, the system will give the voter access to the polling website for the election in which the voter is eligible to vote.
- 33.4** To cast his or her vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom he or she wishes to cast his or her vote.
- 33.5** The voter will not be able to access the internet voting system for an election once his or her vote at that election has been cast.

## **34.Voting procedure for remote voting by telephone**

- 34.1** To cast his or her vote by telephone, the voter will need to gain access to the telephone voting facility by calling the designated telephone number provided in the voter information using a telephone with a touch-tone keypad.
- 34.2** When prompted to do so, the voter will need to enter his or her voter ID number using the keypad.
- 34.3** If the telephone voting facility authenticates the voter ID number, the voter will be prompted to vote in the election.
- 34.4** When prompted to do so the voter may then cast his or her vote by keying in the numerical voting code of the candidate or candidates, for whom he or she wishes to vote.
- 34.5** The voter will not be able to access the telephone voting facility for an election once his or her vote at that election has been cast.

## **35.Voting procedure for remote voting by text message**

- 35.1** To cast his or her vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided in the voter information.
- 35.2** The text message sent by the voter must contain his or her voter ID number and the numerical voting code for the candidate or candidates, for whom he or she wishes to vote.
- 35.3** The text message sent by the voter will need to be structured in accordance with the instructions on how to vote contained in the voter information, otherwise the vote will not be cast.

*Procedure for receipt of envelopes, internet votes, telephone votes and text message votes*







- (d) the list of lost ballot documents,
  - (e) the list of eligible voters, and
  - (f) the list of tendered voting information
- and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

**PART 6: COUNTING THE VOTES**

---

**41.-[NOT USED]**

**FPP44.2** Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

**FPP44.3** A ballot paper on which a vote is marked:

- (a) elsewhere than in the proper place,

- (a) voting for more candidates than the voter is entitled to,
  - (b) writing or mark by which voter could be identified, and
  - (c) unmarked or rejected because of uncertainty,
- and, where applicable, each heading must record the number of text voting records rejected in part.

**[PARAGRAPHS 45-50 NOT USED]**



an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

**57.3** A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

## **58. Application for inspection of certain documents relating to an election**

**58.1** The corporation may not allow:

- (a) the inspection of, or the opening of any sealed packet containing
  - (i) any rejected ballot papers, including ballot papers rejected in part,
  - (ii) any rejected text voting records, including text voting records rejected in part,
  - (iii)

with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

**FPP59.2** Where a new election is ordered under rule FPP59.1, no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.

**FPP59.3** Where a poll is abandoned under rule FPP59.1(a), rules FPP59.4 to FPP59.7 are to apply.

**FPP59.4** The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39, and is to make up separate sealed packets in accordance with rule 40.

**FPP59.5** The returning officer is to:

- (a) account and record the number of ballot papers, internet voting records, t  
t







voter or the voter ID number allocated to a voter.

**67.3** The returning officer is to make such arrangements as he or she thinks fit to ensure



## **ANNEX 7 - STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS**

(See paragraph 19)

### **CONTENTS**

1. Introduction	53
2. Interpretation	53
3. Meetings of the Council	53
4. Agenda items and motions	53
5. Quorum	54
6. Relevance and Concision	54
7. Voting	54
8. Minutes	54
9. Suspension of Standing Orders	54
10. Committ	

## 1. Introduction

- 1.1 Paragraph 14 of Schedule 7 to the National Health Service Act 2006 provides that the constitution of an NHS foundation trust must make provision for the practice and procedure of the Council of Governors. The Council made such provision in its standing orders adopted in 2006. Paragraph 3.13 of those orders provided that they might be amended as there set out. At













**19.2** The attendance of a director pursuant to paragraph 18.6 of the Constitution shall be obtained by request of the Lead Governor made to the Chair. The Lead Governor may make a request at his discretion but shall make one if 5 governors sign a notice requiring the attendance of a named director or directors stating the reason why the request is made.

## **20. Forward Plan**

**20.1** Paragraph 39.5 of the directors must have regard to the views of the g





## **ANNEX 8 - STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS**

(see paragraph 30)

### **1. INTERPRETATIONS AND DEFINITIONS**

**1.1.** Save as otherwise permitted by



## **2.3 Corporate role of the Board of Directors.**

**2.3.1** All business shall be conducted in the name of the Trust.

**2.3.2** All funds received in trust shall be held in the name of the Trust as corporate trustee.

**2.3.3** The powers of the Trust established under statute shall be exercised by the Board except as otherwise provided for under Section 4 of this annex.

**2.3.4** The Board has resolved that certain powers and decisions may only be exercised by the Board of Directors in formal session. These powers and decisions are set out

have effect as if incorporated into the Standing Orders.

## **3. MEETINGS OF THE BOARD**

### **3.1 Admission of the Public and the Press**

**3.1.1** The meetings of the Board of Directors shall be open to members of the public and press unless the Board decides otherwise in relation to all of the meeting for reasons of confidentiality, or on other proper grounds, or for other special reasons. Matters to be dealt with by the Board following the exclusion of members of the public and/or press shall be confidential to the members of the Board. Directors and any employees 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.

**3.1.2** In the event that the public and press are admitted to all or part of a Board meeting by reason of SO 3.1 above, the Chair (or Vice Chair) shall give such directions as he thinks fit in regard to the arrangements for meetings and accommodation of the

shall be conducted without interruption and disruption and the public will be required to withdraw upon the Board resolving "that in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to complete business without the presence of the public".

**3.2 of SO 3.1 above, the Chair (or Vice Chair) shall give such directions as he thinks fit in regard to the arrangements for meetings and accommodation of the**



- 3.4.3** Agendas will normally be sent to members of the Board seven calendar days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than five clear days before the meeting, save in emergency.
- 3.4.4** Before any meeting of the Board which is to be held in public, a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed
- 3.5 Agendas and supporting papers**
- 3.5.1** The Board may determine that certain matters shall appear on every agenda for a meeting and shall be addressed prior to any other business being conducted.
- 3.5.2** A Director desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least 12 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 12 days before a meeting may be included on the agenda at the discretion of the Chair.
- 3.6 Petitions**
- 3.6.1** Where a petition has been received by the Trust, the Chair of the Board shall include the petition as an item for the agenda of the next Board meeting.
- 3.7 Chair of Meeting**
- 3.7.1** At any meeting of the Board, the Chair of the Board, if present, shall preside. If the Chair is absent from the meeting the Vice Chair, if there is one and he/she is present, shall preside. If the Chair and Vice Chair are absent, such Non-Executive as the Directors present shall choose shall preside.
- 3.7.2** If the Chair is absent temporarily on the grounds of a declared conflict of interest the Vice Chair, if present, shall preside. If the Chair and Vice Chair are absent, or are disqualified from participating, then the remaining non-executive directors present shall choose which non-executive director shall preside.
- 3.8 Notices of Motion**
- 3.8.1** A Director of the Board desiring to move or amend a motion shall send a written notice thereof at least 12 clear days before the meeting to the Chief Executive, who shall ensure that it is brought to the immediate attention of the Chair. The Chair shall include in the agenda for the meeting all notices so received, subject to the notice being permissible under the appropriate regulations. This Standing Order 3.8.1 shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda.
- 3.8.2 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 the consent of the Chair.
- 3.8.3 Motion to Rescind a Resolution**  
Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Director who gives it and also the signature of three other Board Directors and, before considering any such motion, the Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation. When any such motion has been disposed of by the Board, it shall not be competent for any Director other than the Chair to propose a motion to the same effect within six months; however the Chair may do so if he/she considers it appropriate. 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 Motions procedure at and during meetings**
- 3.9.1 Who may propose?**  
A motion may be proposed by the Chair or any Director present at the meeting. Such motion must also be seconded by another Director.
- 3.9.2 Contents of Motions**  
The Chair may (at his discretion) refuse to admit any motion of which notice was not





**3.15.3** meeting.











