

COUNCIL OF GOVERNORS MEETINGS

RULES OF PROCEDURE

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RULES OF PROCEDURE FOR COUNCIL OF GOVERNORS MEETINGS

1. AUTHORITY

These rules of procedure have been agreed by the Council of Governors (Council). Subsequent amendments will be made in accordance with Rule 20.

2. ELECTRONIC MEDIA

Where appropriate, electronic media may be used to conduct meetings, give any notice and distribute papers and these Rules shall be construed accordingly.

3. MEETINGS

Council of Governors' scheduled meetings will normally be held four times per year. The Trust Secretary will publish the dates, times and locations of meetings for the year in advance, which may however be changed if necessary provided at least 14 days' notice of the new meeting details are given.

Extraordinary Governors' meetings may be called by the Trust Secretary, giving at least 7 days' notice if possible but less in an emergency or the need to conduct urgent business

Extraordinary meetings of the Council may also be called by a group of at least ten Governors (including not less than five Public Governors) who give notice to the Trust Secretary specifying the business to be carried out. The Trust Secretary shall send a 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 group of Governors may call such a meeting giving at least 14 days' notice to all Governors.

4. QUORUM AT GENERAL MEETINGS OF THE COUNCIL OF GOVERNORS

Ten Governors shall form a quorum at meetings of the Council.

5. AGENDAS AND PAPERS

Agendas and supporting papers will normally be issued to arrive with Governors no later than 7 days in advance of a meeting. This will also include a copy of the minutes of the previous meeting for approval as a specific agenda item. All papers will normally be sent by email but any Governor may request hard copies to be posted to them.

6. DISCLOSURE OF INTERESTS

If a Governor has any pecuniary, personal or family interest, actual or potential, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust or the Council at which the contract, proposed 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.

They shall not take part in the consideration or discussion of the contract or other matter or count towards quoracy or vote on any questions with respect to it.

The Chair may exclude a Governor from a meeting of the Trust while any contract, proposed contract or other matter in which they have a pecuniary, personal or family interest, is under consideration.

7. REPORTS FROM THE DIRECTORS OR OFFICERS

A Governor may ask any question through the Chair without notice upon a report from a Director, or other officer of the Trust, when that item is being received or under consideration by the Council. Unless the Chair decides otherwise no statements will be made other than those which are strictly essential to define the question, which should last no longer than three minutes.

Up to two supplementary questions may be asked but only if the supplementary question arises directly out of the reply given. The Chair may reject any question from any Governor if in their opinion the question is substantially the same as a question which has already been put to that meeting or a recent meeting of the Council. At the discretion of the Chair, questions may also be asked of the Directors by members of the Trust or the public.

8. QUESTIONS ON NOTICE AT COUNCIL OF GOVERNORS MEETINGS

Questions on notice are defined as questions from Governors about significant matters over which the Council has powers or duties or which affect the services provided by the Trust. Subject to the constraints of this paragraph a Governor may ask questions of:

- the Chair; or
- another Governor; or
- a Director; or
- the Chair of any CoG sub-committee or working group present

A Governor may ask a question on notice provided they have given at least 14 days' notice in writing of the question to the Secretary.

9. RESPONSE TO QUESTIONS ON NOTICE

9.1 An answer to a Question on Notice may take the form of:

- (a) a direct oral answer;
- (b) where the desired information is in a publication of the Trust or other published work, a reference to that publication; or
- (c) where the reply cannot conveniently be given orally, a written answer will be circulated prior to the meeting, during the meeting or as soon as possible after the meeting to the questioner and to the COG. If the answer to the question is likely to take longer than 14 days to prepare, the CoG should be so advised at the meeting.

9.2 Supplementary questions for clarification may be asked at the discretion of the Chair.

10. MOTIONS, AMENDMENTS OR ALTERATIONS OR WITHDRAWALS OF MOTIONS – GENERAL PROVISIONS

The rules which follow in relation to the moving, amendment, alteration or withdrawal of motions shall in no way operate at any time to avoid or circumvent compliance with any other approved rules of committee and shall be construed accordingly.

11. MOTIONS ON NOTICE

Motions may only be submitted by Governors or officers of the Trust and must be received by the Trust Secretary in writing at least 14 days prior to the meeting at which they are to be considered, together with any relevant supporting paper.

Motions must be about matters for which the Council has a responsibility or which affect the services provided by the Trust.

A motion or question which would ordinarily require notice may be moved or asked

as urgent business with the agreement of the Chair and the support of the Lead Governor (or the Deputy Lead Governor in their absence) provided the details are received by the Trust Secretary before the commencement of the meeting.

12. MOTIONS WITHOUT NOTICE

The following motions may be moved without notice:

- (a) in relation to the accuracy of the minutes;
- (b) to change the order of business in the agenda;
- (c) to refer something to an appropriate body or individual;
- (d) to appoint a working group arising from an item on the agenda for the meeting;
- (e) to receive reports or adopt recommendations made by the Board of Directors;
- (f) to withdraw a motion;
- (g) to amend a motion;
- (h) to proceed to the next business;
- (i) that the question be now put;
- (j) to adjourn a debate;
- (k) to adjourn a meeting;
- (l) to suspend a particular Council Procedure Rule; a rule may be suspended by motion on notice or without notice if at least one half of the whole number of Governors of the Council are present. Suspension can only be for the duration of the meeting.
- (m) To exclude the public and press. The motion shall read “To exclude the press and public from the remainder of the meeting, owing to the confidential nature of the business to be transacted, namely (**here insert brief description of the matter to be discussed**).”
- (n) To not hear further from a Governor or to exclude them from the meeting:
If a Governor persistently disregards the ruling of the Chair by behaving improperly or offensively or deliberately obstructs business or does not comply with the Code of Conduct, the Chair may move that the Governor be not heard further. If seconded, the motion will be voted on without discussion. If the Governor continues to behave improperly after such a motion is carried, the Chair may move either that the Governor leaves the meeting room or that the meeting is adjourned for a specified period. If seconded, the motion will be voted on without discussion.
- (o) to give the consent of the Council where its consent is required by the Constitution.

13. SPEAKING RULES

This rule applies to all forms of speech/debate by Governors or members of the Trust and public in relation to the motion or question under discussion.

Approval to speak will be given by the Chair. Governors will be heard first, and after their debate is complete the Chair may ask for any questions/comments from members of the Trust and the public in that order. Speeches must be directed to the matter, motion or question under discussion or to a personal explanation or point of order. Unless in the opinion of the Chair it would not be desirable or appropriate to time limit speeches on any topic to be discussed having regard to its nature complexity or importance, no proposal speech, nor any reply, may exceed three minutes. In the interests of time the Chair may limit the number of replies which are heard.

A person who has spoken on a matter may not speak again whilst it is the subject of debate, except:

- a) in exercise of a right of reply;
- b) on a point of order;
- c) on a point of fact.

Any speaker may be asked to state their name and role, e.g. Governor, before starting to speak to ensure the accuracy of the minutes.

14. ATTENDANCE

Governors who are unable to attend meetings of the Council must advise the Trust Secretary in advance of the meeting so that their apologies may be recorded. Governors who fail to do this will be recorded as "Did not attend" in the minutes. Governors should be aware of the requirements of paragraph 23 of the Trust's Constitution which covers the termination of office and removal of Governors in the event of poor attendance, and the CoG Coordinating Committees terms of reference, which are available on the Trust's website.

In addition, Governors who are unable to attend development days or members meetings must inform the secretary or organiser of the event of this fact.

Attendance records will be kept for all Council of Governors meetings, development days and Members meetings.

Governors seeking re-election will have a statement, in a form which has been approved by the CoG Coordinating Committee, reporting on their attendance at Council meetings, added to their re-election application.

The attendance record of Governors at Council meetings will be published in the Annual Report.

15. CHAIRING MEETINGS OF THE COUNCIL OF GOVERNORS

The Council of Governors will be chaired by the Chair of the Trust or in their absence as provided in the Constitution. For the avoidance of doubt, if the CoG is dealing with matters of succession of the Chair, that will be regarded as a conflict of interest for the Chair and Vice Chair and accordingly the Lead Governor will preside. If the Lead Governor is not available in these circumstances the meeting will be chaired, for that part of the meeting only, by the Deputy Lead Governor or a public Governor selected from among those present.

16. AMENDMENTS TO RULES OF PROCEDURE

These rules of procedure may only be amended at a Council meeting. Any other motion to change the rules of procedure must be reviewed and approved by a majority of Governors and submitted to the Trust Secretary in writing at least 14 days before the meeting.

This document will be reviewed at intervals not exceeding three years.

ANNEX A

APPROVED COMMITTEES OF THE COUNCIL OF GOVERNORS

A1. NOMINATIONS COMMITTEE (NC)

The Constitution, at paragraph 32.1.3, makes provision for the creation of a Nominations Committee for the appointment of the Chair and Non- Executive Directors. The terms of reference for this committee will be approved by the Council of Governors. The committee will consist of Governors. As stated in the Constitution, the committee will be advised by the Chief Executive and one or two independent advisors. The Chief Executive may arrange for advice, in particular on HR and governance matters, to be provided by nominating any appropriate officers or staff of the Trust to attend a meeting. The committee will be chaired by the Chair of the Council of Governors, except when discussing matters relating to the Chair when the Lead Governor will preside. The Governor members on the Committee will be elected by their fellow Governors in accordance with a process agreed by them. The committee will make recommendations on the appointment of suitable candidates for approval by the Council of Governors.

A2. NON-EXECUTIVE DIRECTOR REMUNERATION COMMITTEE (NEDRC)

The Constitution, at paragraph 40.1, makes provision for the creation of the NEDRC whose function is to recommend the remuneration and terms and conditions of service of the Chair of the Council of Governors and the Non-Executive Directors. The terms of reference for the NEDRC will be approved by the Council of Governors. The NEDRC will be chaired by the Lead Governor and comprise Governors as laid down in the terms of reference. The Committee members will be elected by Governors in accordance with an election process which they will approve. The Committee will make recommendations on appropriate levels of remuneration and the terms and conditions of service to Council of Governors for their approval.

A3 CoG Coordinating Committee

Both the Constitution, at paragraphs 23.2 and 23.3, and paragraph 14 to these rules of procedure, describe the minimum attendance requirements by Governors at Council of Governors meetings, development days and members meetings and the sanctions which may be applied for poor attendance. The responsibility for monitoring attendance lies with the CoG Coordinating Committee which comprises: Chair of the Council of Governors, Chair of the working group, Lead Governor, Deputy Lead Governor, a Staff Governor and an Appointed Governor. The Committee operates in accordance with terms of reference which are approved by the Council of Governors.