

ANNUAL MEMBERS MEETING PAPER

Meeting date: 1 October 2024

Agenda item: 2.0

Title: Approval of the Members Meeting Rules of Procedure

Purpose: To present to the members of the Royal Devon the revised Members Meetings Rules of Procedure for approval.

Background: The Members Meeting Rules of Procedure (the Rules) were last reviewed and approved by the Members of the Trust in 2019. The Rules set out how Members Meetings (Annual Members Meetings (AMM)) are managed.

Key Issues:

A routine review of the Rules was undertaken during August 2024 by a Task and Finish Group comprising Governors before presentation to the Council of Governors (CoG) at its meeting on 21 August 2024. The CoG unanimously approved the document for recommendation for approval at the AMM 2024.

The draft Rules are presented at Appendix 1, with the proposed amendments showing as tracked changes. There are notes in the margins for the rationale behind some of the changes. There are routine changes such as the Trust logo included. In summary:

- Ensuring it is clear that meetings can be held virtually as well as in person
- Increasing the number of days before the meeting that the agenda must be published
- Being consistent in use of calendar days throughout (rather than a mix with working days).
- Re-ordering of paragraphs so that the rules on speaking rights follow on from the rules relating to the submission of motions and amendments to the meeting.

The meeting is asked to review the revised Rules and consider the proposed amendments for approval.

Recommendation: The Members are recommended to approve the Members Meeting Rules of Procedure.

Presented by: Shan Morgan, Trust Chair and Chair of Council of Governors



Royal Devon and Exeter
NHS Foundation Trust



Royal Devon
University Healthcare
NHS Foundation Trust

Item 2, Annual Members Meeting
1 October 2024

MEMBERS' MEETINGS
RULES OF PROCEDURE

Version:	43
Sponsor:	Foundation Trust Secretary
Approval authority	Council of Governors Annual Members Meeting
Date of approval:	25 September 2019
Date of Issue:	25 September 2019
Date of next review:	September 2022

**RULES OF PROCEDURE
FOR
MEMBERS' MEETINGS**

1. AUTHORITY AND AMENDMENT OF THESE RULES

These rules of procedure have been approved by the Council of Governors for use at members' meetings. They may only be amended by the Council of Governors and subject to the members voting approval at the Annual Members Meeting (AMM). Suggested amendments are to be made in writing to the Secretary at least twenty-one (21) days in advance of the AMM.

2. MEMBERS' MEETINGS

Members' meetings shall, except in exceptional circumstances be held in accordance with the Constitution. The Trust shall determine the dates, times and places of such meetings which may be held at one or more locations (including virtually) at the same or different times or dates. In the event of a meeting being held in more than one location, the conclusion of the final meeting shall be determined to be the conclusion of the meeting. In determining the meeting arrangements, the Trust shall take into account accessibility issues for Members.

3. ELIGIBILITY TO ATTEND

Every Member registered by the Trust shall be entitled to participate in an Annual Members' meeting subject to providing proof of membership to the satisfaction of the Secretary or their representative. Where the meeting takes place at more than one location no Member shall attend more than one meeting (except for the purpose of moving or seconding a motion or amendment which stands in the Member's name upon the agenda). Members of the Council of Governors, officials, and such other persons as may be authorised by the Board of Directors may attend more than one such meeting provided that no Member shall vote at more than one meeting.

4. NOTICE OF MEETING

Formal notice of any members' meeting shall set out the agenda for the meeting and shall be notified to members on the Trust website and intranet, not less than fourteen-twenty-eight (28) days before the date of such meetings. Formal Notice of such meetings shall also be given by such other means as the Council of Governors shall from time to time determine. In addition informal notice of meetings and the timetable for submitting motions and amendments shall be published in Members' communications wherever possible in order to give Members as much advance notice as possible.

Commented [CB(DaEFT1)]: Proposed to increase this to 28 days, noting that members have 21 days to submit any motions for the meeting (section 10). Publishing the agenda 28 days before the meeting will give the opportunity for members to see if there are any motions being proposed by the CoG for example.

5. QUORUM

In accordance with the Constitution, a members' meeting may proceed to business if twenty (20) Individual Members, the majority of whom are not Employees, are present within 30-ten (10) minutes after the time fixed for the meeting. No such meeting shall become incompetent to transact business by lack of a quorum arising after the chair has been taken.

Commented [CB(DaEFT2): Proposed to reduce this time from 30 to 10 minutes as this is the more usual practice (at local or county Council meetings for example)

6. VOTING

In accordance with the Constitution every Member registered who is present shall have one vote. Voting shall be by show of hands unless one-third of the Members present demand a ballot or the Council of Governors shall so decide after giving due notice of its intention. No proxies shall be admissible.

7. CHAIRMAN

The Chairman of the Council of Governors or, in their absence, the Lead Governor or their authorised deputy, shall act as Chairman at Annual Members' meetings. The ruling of the Chairman on any matter of procedure or a point of order shall be final.

8. AGENDA

In accordance with the Constitution, ~~the~~ agenda shall set out the business to be conducted at the meeting. The agenda for the annual meeting will be agreed at the preceding ~~(July)~~ meeting of the Council of Governors. No business other than that set out in the agenda, subject to any members' motions being received, shall be considered at any Members' meeting. Draft minutes of the previous meeting will be circulated with meeting papers for approval as a specific agenda item.

Commented [CB(DaEFT3): Propose adding this as the Constitution states what reports / documents must be presented to an AMM and therefore this forms the basis for the agenda.

Commented [CB(DaEFT4): Propose remove reference to a month or time, so that these Rules do not go out of date if the CoG's schedule of meetings is amended in future.

9. ORDER OF VOTING

Where Members' meetings are held in more than one location, the meeting at each location shall vote upon any amendment to an original motion appearing on the agenda and, if there is more than one amendment to any motion, in the order in which such amendments appear on the agenda, and shall then vote upon the original motion. The issue shall be decided by a majority of the total votes cast at all meetings and if there be a majority in favour of the motion and/or one or more amendments, that which receives the highest number of votes in favour shall be declared carried. The process will be as determined by the Trust.

10. MOTIONS

a. Submission

Any motion for consideration at any Members' meeting shall be received in writing signed by five (5) Members submitted to the Secretary at the Trust's registered office by 1600 hours, twenty-one (21) days prior to the annual members' meeting, or any special members' meeting. It shall be included in the notices as set out in paragraph 4 above.

Any amendment to any motion shall be signed in the same way and shall be received by the Secretary at the registered office by 1600 hours, ~~twelve (12.40) working~~ days prior to the meeting. An amended agenda shall be circulated at the meeting.

Commented [CB(DaEFT5): Propose being consistent with using calendar days throughout and therefore changing 10 working days to 12 days, which presents sufficient time to Members to amend any motion and also time for the Trust to react to that and prepare agenda/response accordingly.

b. Proposal and Seconding

A motion or amendment should be formally proposed and seconded at the meeting. Any of the signatories may propose or second the motion or amendment at any meeting where it appears on the agenda. In the event of such a Member not being available to attend such a meeting the Member may appoint in writing another Member to propose or second the motion or amendment.

11. REJECTION OF MOTIONS AND AMENDMENTS

Acceptance of motions or amendments shall be at the discretion of the Council of Governors, and may be disqualified if they:

- (a) may result in publicity which could unjustifiably diminish confidence in the Trust or
- (b) are defamatory or imply censure of any group or individual or
- (c) concern matters of day-to-day management which lie within the discretion of management or the Board of Directors or
- (d) do not relate directly to the affairs of the Trust or
- (e) are in substantially the same terms as a motion which has been considered at a meeting held during the preceding eighteen months

No amendment shall be accepted which is not relevant to the motion and no member shall propose or second more than one amendment to any motion.

In the event of rejection a Member may appeal to the Council of Governors. The Council of Governors may at its discretion submit an amendment for the consideration of Members to any motion received.

~~12. REPORTS FROM GOVERNORS AND DIRECTORS~~

~~A member may ask a governor or director any question through the Chair without notice upon a report from a Governor or Director, or other officer of the Trust, when that item is being received or under consideration by the Members. 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 3 minutes. A member who has put such a question may also put one supplementary question but only if the supplementary question arises directly out of the reply given. The Chair may reject any question from any member if in their opinion the question is substantially the same as a question which has already been put to that meeting or the previous meeting of members.~~

123. SPEAKING RIGHTS

When discussing any ~~other~~ motions, no mover of a proposal shall speak for more than five (5) minutes except by prior agreement with the Chair (to be arranged through the Secretary). No speaker apart from the mover of a proposal shall speak more than once on the same question. A maximum of two (2) members, in addition to the mover, may speak in support of the motion if required. These speakers must be drawn from the members who have submitted the motion in accordance with Rule 10a. A maximum of three (3) members may be heard regarding any opposition to the motion or amendment.

134. RIGHT OF REPLY

A reply is allowed to the mover of an original motion, but not to the mover of an amendment. After the mover has commenced their reply, no other Member shall speak to the question.

14. REPORTS FROM GOVERNORS AND DIRECTORS

A member may ask a governor or director any question through the Chair without notice upon a report from a Governor or Director, or other officer of the Trust, when that item is being received or under consideration by the Members. 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 (3) minutes. A member who has put such a question may also put one supplementary question but only if the supplementary question arises directly out of the reply given. The Chair may reject any question from any member if in their opinion the question is substantially the same as a question which has already been put to that meeting or the previous meeting of members.

Commented [CB(DaEFT6): Propose moving this to this position from further up the document so that the two paragraphs on Speaking Rights and Right to Reply follow on from the paragraphs on motions and amendments to which they are related.

15. SCRUTINEERS

At least two Governors shall be appointed (at each site) prior to the beginning of the meeting to act as scrutineers in the event of any voting.

16. AMENDMENTS TO THESE RULES OF PROCEDURE

These rules of procedure shall be reviewed at intervals not exceeding three (3) years.

Commented [CB(DaEFT7): Proposed to add this in line with other Trust documents.