

## **ANNEX 8**

### **Standing Orders for the Practice and Procedure of the Members' Council**

#### **1 INTERPRETATION AND DEFINITIONS**

1.1 The Chairman of the Trust shall be the final authority on the interpretation of these paragraphs and the Standing Orders (on which they should be advised by the Chief Executive or Trust Secretary).

#### 1.2 Definition of terms

In this Annex 8, save where the context requires otherwise, the following words, terms and expressions shall have the following meanings:

- 1.2.1 "appointed councillors" means those councillors appointed by the appointing organisations;
- 1.2.2 "appointing organisations" means those organisations named in this constitution who are entitled to appoint councillors;
- 1.2.3 "Board" means the Board of Directors of the Trust as set out in the constitution and in accordance with the Act;
- 1.2.4 "Chairman" or "Chairman of the Board (or Trust)" is the person appointed by the Members' Council in accordance with the constitution to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The Chairman also presides at meetings of the Members' Council. The expression "the Chairman of the Board" shall be deemed to include the Deputy Chairman of the Trust if the Chairman is absent from the meeting or is otherwise unavailable;
- 1.2.5 "Chief Executive" means the chief officer of the Trust;
- 1.2.6 "clear days" excludes the date of posting and the date of the meeting itself.
- 1.2.7 "Committee" means a committee or sub-committee created and appointed by the Members' Council in accordance with the constitution;
- 1.2.8 "Committee members" means persons formally appointed by the Members' Council to sit on or to chair specific committees;
- 1.2.9 "council" means the Members' Council (as defined in paragraph 1 of the constitution), formally constituted in accordance with this constitution and presided over by the chair;
- 1.2.10 "council standing orders" means the standing orders set out in this Annex 8;
- 1.2.11 "Deputy Chairman" is the non-executive director appointed by the council to take on the Chairman's duties if the Chairman is absent from the meeting or is otherwise unavailable;
- 1.2.12 "director" means a person appointed to the board in accordance with the terms of this constitution;
- 1.2.13 "elected councillor" means those councillors elected by the public constituency, the patient and carer constituency and the staff constituency;
- 1.2.14 "councillor" means a person elected or appointed to the Members' Council in accordance with the terms of this constitution;

- 1.2.15 “local authority councillor” means a councillor appointed by one or more local authorities whose area includes the whole or part of an area for a public constituency of the Trust;
  - 1.2.16 “member” means a person registered as a member of a constituency in accordance with the terms of this Constitution;
  - 1.2.17 “motion” means a formal proposition to be discussed and voted on during the course of a meeting;
  - 1.2.18 “Officer” means employee of the Trust or any other person holding a paid position with the Trust.
  - 1.2.19 “partner” means, in relation to another person, a member of the same household living together as a family unit;
  - 1.2.20 “partnership councillor” means a councillor appointed by a partnership organisation;
  - 1.2.21 “patient and carer councillor” means a councillor elected by the members of the classes of the patient and carer constituency;
  - 1.2.22 “public councillor” means a councillor elected by the members of one of the areas of the public constituency;
  - 1.2.23 “Monitor” or “the regulator” is the body corporate known as Monitor as provided by Section 61 of the 2012 Act.
  - 1.2.24 “Senior Independent Director” means the non-executive director appointed by the Board in consultation with the Members’ Council.
  - 1.2.25 “SOs” means Standing Orders.
  - 1.2.26 “staff councillor” means a councillor elected by the members of the staff constituency;
  - 1.2.27 “terms of authorisation” shall mean the authorisation of the Trust issued by the regulator with any amendments for the time being in force.
  - 1.2.28 “Trust” means Great Ormond Street Hospital for Children NHS Foundation Trust.
  - 1.2.29 “Trust Secretary” means the secretary of the Trust or any other person appointed to perform the duties of the secretary, including a joint, assistant or deputy Trust Secretary;
  - 1.2.30 “university councillor” means a councillor appointed by the University of London, Institute of Child Health which provides a medical school to a hospital of the Trust;
  - 1.2.31 “voluntary organisation” means a body, other than a public or local authority, the activities of which are not carried on for profit.
- 1.3 Subject to council standing order 4.7.1, save as permitted by law, the Chairman shall be the final authority on the interpretation of these Members’ Council standing orders (on which they shall be advised by the Chief Executive and chief finance officer of the Trust).

## **2 General information**

- 2.1 The purpose of the Members’ Council standing orders is to ensure that the highest standards of corporate governance and conduct are applied to all Members’ Council

meetings, proceedings and associated deliberations. The Members' Council shall at all times seek to comply with the NHS Foundation Trust Code of Governance (as the same is in issue from time to time).

- 2.2 The roles and responsibilities of the Members' Council which are to be carried out in accordance with the constitution and the Trust's authorisation include:
- 2.2.1 to hold the board to account for the performance of the Trust, including ensuring that the board acts so that the Trust does not breach its authorisation;
  - 2.2.2 to respond as appropriate when consulted by the board in accordance with the constitution;
  - 2.2.3 to undertake such functions as the board shall from time to time request;
  - 2.2.4 to prepare and from time to time review the Trust's membership strategy and the policy for the composition of the Members' Council and of the non-executive directors;
  - 2.2.5 when appropriate, to make recommendations for the revision of the constitution.
- 2.3 All business shall be conducted in the name of the Trust.

### **3 Composition of the Council**

- 3.1 The composition of the council shall be in accordance with paragraph 11 of the Trust's constitution.

### **4. Meetings of the Members' Council**

#### **4.1. Members' Council meetings**

- 4.1.1. All meetings of the Members' Council are to be open to members of the public unless two thirds of the members of the Members' Council present decides otherwise in relation to all or part of the meeting for reasons outlined in paragraph 4.1.2 of this Annex 8, below.

- 4.1.2. The Members' Council may resolve to exclude members of the public from any meeting or part of a meeting on the grounds that:

(i) publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted following an appropriate resolution by the Members' Council; or

(ii) there are special reasons stated in the resolution and arising from the nature of the business of the proceedings.

- 4.1.3. The Chairman may exclude any member of the public from a meeting of the board if he is interfering with or preventing the proper conduct of the meeting.

- 4.1.4. The Members' Council may invite the Chief Executive, and other appropriate directors, to attend any meetings of the Members' Council to enable councillors to raise questions about the Trust's affairs.
- 4.2. Calling and Notice of Meetings
- 4.2.1. The Members' Council is to meet a minimum of three times in each financial year.
- 4.2.2. Save in the case of emergencies or the need to conduct urgent business, the Trust Secretary shall give at least fourteen clear days' written notice of the date and place of every meeting of the Members' Council to all councillors. Notice will be given by post or by email and also be published on the Trust's website and in the Trust's membership newsletter if practicable. Lack of service of the notice on any councillor shall not affect the validity of a meeting.
- 4.2.3. Meetings of the Members' Council may be called by the Trust Secretary, the Chairman, or by ten councillors (including at least two elected councillors and two appointed councillors) who give written notice to the Trust Secretary specifying the business to be carried out. The Trust Secretary shall send a written notice to all councillors as soon as possible after receipt of such a request and will call a meeting on at least fourteen clear days' (but not more than twenty eight days') notice. Notice by post, delivery in person, fax or email shall constitute written notice.
- 4.2.4. The Members' Council may agree that its councillors 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.
- 4.3. Setting the agenda
- 4.3.1. No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under paragraph 4.5 below.
- 4.3.2. A councillor desiring a matter to be included on an agenda shall make his/her request in writing to the Chairman at least seven 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.
- 4.3.3. Where a request for an item of business to be included on an agenda is made less than seven clear days but more than 3 clear days before a meeting such item of business may, at the discretion of the Chairman, be included and shall be tabled as an agenda item at the commencement of the relevant meeting.
- 4.4. Chairman of the Meeting
- 4.4.1 At a Members' Council meeting, the Chairman, if present, shall preside. If the Chairman is absent from the meeting the Deputy Chairman, shall preside. If the Chairman and Deputy Chairman are absent then the Lead Councillor shall preside for that part of the meeting.

4.4.2 If the Chairman is absent temporarily on the grounds of a declared conflict of interest the Deputy Chairman, if present, shall preside. If the Chairman and Deputy Chairman are disqualified from participating, then the Lead Councillor shall preside for that part of the meeting.

#### 4.5. Notices of motions

4.5.1. A councillor desiring to move or amend a motion shall send a written notice thereof at least seven clear days before the meeting to the Chairman, who shall insert it into the agenda for the meeting. This council standing order 4.6.1, shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to council standing order 4.3 of these standing orders.

4.5.2. 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 Chairman.

4.5.3. Notice of a 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 councillors who give it and also the signature of four other councillors. When any such motion has been disposed of by the Members' Council it shall not be for any councillor, other than the Chairman, to propose a motion to the same effect within six months; however the Chairman may do so if he or she considers it appropriate.

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

4.5.5. When a motion is under discussion or immediately prior to discussion it shall be open to a councillor to move:

- a) an amendment to the motion
- b) the adjournment of the discussion or the meeting
- c) the appointment of an ad hoc committee to deal with a specific item of business
- d) that the meeting proceed to the next business
- e) that the motion be now put
- f) a motion resolving to exclude the public, including the press.

4.5.6. Such a motion, if seconded, shall be disposed of before the motion which was originally under discussion or about to be discussed. No amendment to the original motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the original motion. In the case of motions under (d) and (e), to ensure objectivity motions may only be put by a councillor who has not previously taken part in the debate on the original motion.

#### 4.6. Chairman's ruling

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

#### 4.7. Quorum

- 4.7.1. No business shall be transacted at a meeting of the Members' Council unless at least one third of the Members' Council are present, a majority of whom must be public or patient and carer councillors.
- 4.7.2. In the event that there is no quorum, any decisions made will require ratification at the next quorate meeting of the Members' Council.
- 4.7.3. If a councillor has been disqualified from participating in the discussion on any matter and/or from other voting on any resolution by reason of the declaration of a conflict of interest (Members' Council standing order 7.4) he/ she shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.
- 4.7.4. No resolution of the Members' Council shall be passed if it is opposed by all of the public councillors present at the meeting.
- 4.7.5. The Chief Executive or any other member or members of the Board of Directors or a representative of the Trust's external auditors or other advisors may attend a meeting of the Members' Council by invitation.

#### 4.8. Voting

- 4.8.1. Questions arising at a meeting of the Members' Council shall be decided by a majority of votes.
- 4.8.2. All questions put to the vote shall, at the discretion of the Chairman of the member's council (or in his/her absence the person presiding in his/her place), be determined by a show of hands.
- 4.8.3. The Members' Council may agree that its councillors can vote electronically or by post. In no circumstances may an absent councillor vote by proxy. "Absent" is defined as being absent at the time of the vote.
- 4.8.4. In case of an equality of votes the Chairman of the Members' Council (or in his/her absence the person presiding in his/her place) shall have a casting vote except when the Chairman (or the person presiding) has a conflict of interest. If the Chairman (or the person presiding) has a conflict of interest in the vote which prohibits them from voting under the Constitution, a councillor appointed by the councillors present at the meeting who is a member of the public constituency shall have a casting vote. For the avoidance of doubt the Chairman shall not participate in votes at Members' Council meetings, other than in the circumstances to which this paragraph 4.8.4 relates and in accordance with its terms.
- 4.8.5. A councillor elected to the Members' Council may not vote at a meeting of the Members' Council unless, within the last three years, s/he has made a declaration stating which constituency or section s/he is a member of and is not prevented from being a member of the Members' Council.



- 4.9. Suspension of council standing orders
- 4.9.1. Except where this would contravene any statutory provision, any one or more of these Members' Council standing orders may be suspended at any meeting, provided that at least two-thirds of members of the Members' Council are present and that a majority of those present vote in favour of suspension.
- 4.9.2. A decision to suspend any council standing order shall be recorded in the minutes of the relevant meeting.
- 4.9.3. A separate record of matters discussed during the suspension of any Members' Council standing order(s) shall be made and shall be available to the directors and councillors.
- 4.9.4. No formal business may be transacted by the Members' Council while any Members' Council standing order is suspended.
- 4.9.5. The Trust's audit committee shall review every decision to suspend any Members' Council standing order.
- 4.10. Record of attendance
- 4.10.1. The names of the councillors present at the meeting shall be recorded in the minutes.
- 4.11. Minutes
- 4.11.1. The minutes of the proceedings of the meeting shall be drawn up and maintained as a public record. They will be submitted for agreement at the next meeting where they will be signed by the person presiding at it.
- 4.11.2. No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at such next meeting.
- 4.11.3. Minutes shall be circulated in accordance with the councillors' wishes. The minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public are excluded under the terms of Members' Council standing order 4.1 of these Members' Council standing orders
- 5. Committees**
- 5.1. The nominations and remuneration committee will comprise the chairman, the deputy chairman, two councillors from the public constituency and/or patient and carer constituency, one staff councillor and one appointed councillor. When the Chairman is being appointed or reappointed, the Deputy Chairman shall take his or her place, unless he or she is standing for appointment, in which case another non-executive director shall take his or her place, and, when the Chairman's remuneration is being considered, the Deputy Chairman shall take his or her place.
- 5.2. The Members' Council may not delegate any of its powers to a committee or sub-committee, but it may appoint committees to assist the Members' Council in carrying

out its functions. Such committees established by the Members' Council may meet in private for reasons of commercial confidentiality or other special reasons if the members of the committee so decide.

- 5.3. The Members' Council may appoint committees of the council consisting wholly of persons who are councillors. Non-councillors may attend such committees if appropriate under the committee's terms of reference but they shall have no vote.
- 5.4. A committee so appointed may appoint sub-committees consisting wholly of persons who are councillors. Non-councillors may attend such committees if appropriate under the committee's terms of reference but they shall have no vote.
- 5.5. These Members' Council standing orders, as far as they are applicable, shall apply also, with appropriate alteration, to meetings of any committees or sub-committees so established by the Members' Council.
- 5.6. 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 Members' Council) as the council shall decide. Such terms of reference shall have effect as if incorporated into these standing orders.
- 5.7. The Members' Council shall approve the membership of all committees and sub-committees that it has formally constituted and shall approve the recommendation from the relevant committee to appoint the chairman and, if applicable, the deputy chairman of each committee and sub-committee.
- 5.8. A councillor may participate in a duly convened meeting of a committee or sub-committee by means of a video conference, telephone or any other communications equipment which allows all persons to hear and speak to one another subject to reasonable notice and availability of the necessary equipment.
- 5.9. The Members' Council may, through the Trust Secretary, request that external advisors assist them or any committee they appoint in carrying out duties. Advisers will:
  - not be designated councillors;
  - not have voting rights;
  - provide such assistance as the Members' Council may agree.

## **6. Confidentiality**

- 6.1. In the event of the Members' Council, or any Committee established by the Councillors, meeting in private for all or part of a meeting, councillors shall not disclose outside Members' Council meetings, the contents of the papers considered, discussions held or minutes of the items taken in private.

## **7. Disclosure of interests**

- 7.1. Councillors shall declare any pecuniary, personal or family interest, whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Members' Council. A family interest will include those of a councillor's spouse or partner. Any councillors appointed subsequently shall declare such interests on appointment or election.



- 7.2. Such interests include (without limitation):
- 7.2.1. directorships, including non-executive directorships held in private companies, public limited companies or public benefit corporations (with the exception of those of dormant companies);
  - 7.2.2. ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
  - 7.2.3. majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS;
  - 7.2.4. a position of Trust or fiduciary duty in a charity or voluntary organisation in the field of health and social care;
  - 7.2.5. any connection with a voluntary or other organisation contracting for NHS services; or
  - 7.2.6. any other commercial interest in the decision before the meeting.
- 7.3. The following exceptions shall not be treated as interests:
- 7.3.1. an employment contract with the Trust held by a staff councillor;
  - 7.3.2. an employment contract with the National Commissioning Board held by a National Commissioning Board councillor;
  - 7.3.3. an employment contract with a local authority held by a Local Authority councillor;
  - 7.3.4. an employment contract with a partnership organisation held by a partnership councillor.
- 7.4. Declaring interests
- 7.4.1. Members of the Members' Council shall disclose to it any material interests (as defined above) held by a councillor, his spouse or partner. Any such interest disclosed shall be recorded in a register of interests of councillors maintained by the Trust Secretary.
  - 7.4.2. The responsibility for declaring an interest is solely that of the councillor concerned and shall be declared to the Trust Secretary:
    - 7.4.2.1. within 28 days of election or appointment; or
    - 7.4.2.2. if arising later, within 7 days of the councillor becoming aware of the interest.
  - 7.4.3. Any changes in interests should be declared at the next Members' Council meeting following the change occurring.

7.4.4. During the course of a Members' Council meeting, if a conflict of interest is established, the councillor concerned shall disclose the fact, and withdraw from the meeting and play no part in the relevant discussion or decision.

7.4.5. If a councillor has any doubt about the relevance of an interest, he should discuss it with the Chairman or Trust Secretary who shall advise him on whether or not to disclose the interest.

## 7.5. Register of interests

7.5.1. The Trust Secretary will ensure that a register of interests is established to record formally declarations of interests of councillors.

7.5.2. Details of the register will be kept up to date and reviewed annually.

7.5.3. The register will be available to the public.

## 8. Compliance

8.1. All members of the Members' Council are required to comply with Standing Financial Instructions approved by the Trust Board from time to time for the guidance of all staff employed by the Trust.

8.2. All members of the Members' Council should act at all times in accordance with the Trust's schedule of reservation and delegation of powers as the same may be adopted by the Trust from time to time.

8.3. All members of the Members' Council are required to comply with any Code of Conduct adopted by the Members' Council or the Board of Directors from time to time.

## 9. Resolution of disputes with the Board

9.1. The Members' Council has three main roles:

9.1.1. advisory – to act as a critical friend providing support, feedback and advice in relation to the management and governance of the Trust.

9.1.2. Representative – to use the views of their electorate or organisation to enhance and inform the work of the Trust.

9.1.3. Strategic – to use the breadth of experience of the councillors to help determine the Trust's future direction and support it in delivering its plans.

9.2. The Board has overall responsibility for running the affairs of the Trust. Its role is to:

9.2.1. set the Trust's vision, values and standards of conduct and ensure its obligations to the Secretary of State, patients and families, the local community and other stakeholders are understood, clearly communicated and met;

9.2.2. set the strategic aims for the organisation on an annual basis, ensuring that the necessary financial and human resources are in place for the organisation to meet its objectives and periodically review progress and manage performance;

- 9.2.3. provide active leadership within a framework of effective controls which safeguard service quality, patient safety and the Trust's assets;
- 9.2.4. ensure compliance with statutory requirements and contractual obligations;  
and
- 9.2.5. add value to the organisation, by directing and controlling its affairs effectively, efficiently and economically.
- 9.3. Should a dispute arise between the council and the Board then the disputes resolution procedure set out below recognises the different roles of the council and the Board as described above.
- 9.4. The Chairman, or Deputy Chairman (if the dispute involves the Chairman) shall first endeavour through discussion with appropriate representatives of the councillors and the directors to achieve the earliest possible resolution of the matter in dispute to the reasonable satisfaction of both parties.
- 9.5. Failing resolution under council standing order 9.4 above, the Board or the council, as appropriate, shall at its next formal meeting approve the precise wording of a disputes statement setting out clearly and concisely the issue or issues giving rise to the dispute.
- 9.6. The Chairman or Deputy Chairman (if the dispute involves the Chairman) shall ensure that the disputes statement produced in accordance with the preceding council standing order, without amendment or abbreviation in any way, shall be an agenda item and agenda paper at the next formal meeting of the Board or council as appropriate (i.e. the body that does not issue the disputes statement). That meeting shall agree the precise wording of a response to disputes statement.
- 9.7. The Chairman or Deputy Chairman (if the dispute involves the Chairman) shall immediately or as soon as is practical, communicate the outcome to the other party and deliver the written response to the disputes statement. If the matter remains unresolved or only partially resolved then the procedure outlined in council standing order 9.4 above shall be repeated.
- 9.8. If, in the opinion of the Chairman or Deputy Chairman (if the dispute involves the Chairman), and following the further discussions prescribed in council standing order 9.7, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chairman or Deputy Chairman (as the case may be), there is no prospect of a resolution (partial or otherwise) then he or she shall appoint a special committee comprising equal numbers of directors and councillors to consider the circumstances and to make recommendations to the council and the Board with a view to resolving the dispute.
- 9.9. On the satisfactory completion of this disputes procedure the Board shall implement agreed changes.
- 9.10. If the recommendations (if any) of the special committee are unsuccessful in resolving the dispute, the Chairman may refer the dispute to an external mediator appointed by the Centre for Dispute Resolution or other such organisation as he or she considers appropriate.

- 9.11. Nothing in this procedure shall prevent the Members' Council, if it so desires, from informing the regulator that, in the Members' Council's opinion, the Board has not responded constructively to concerns of the council that the Trust is not meeting the terms of its authorisation.

**10. Variation and amendment of these standing orders**

- 10.1. These standing orders shall be amended only if:

10.1.1. a notice of motion has been given pursuant to standing order 4.5 of this Annex 8;

10.1.2. more than half the total of the councillors voting approve the amendment;

10.1.3. more than half of the members of the Board of Directors voting approve the amendment;

10.1.4. members' approval is obtained (if required by statute).