

ANNEX 9

Standing Orders for the Practice and Procedure of the Trust Board

1. Interpretation and definitions

- 1.1 The definition and interpretation of words and expressions contained in these Standing Orders are as set out at paragraph 1 of the constitution.
- 1.2 Save as otherwise permitted by law, the Chair 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 Company Secretary).

2. Meetings of the Trust Board

- 2.1 Subject to paragraph 2.2 below, all meetings of the Trust Board are to be open to members of the public.
- 2.2 The Trust Board may resolve to exclude members of the public or staff from any meeting or part of meeting on the grounds that:
 - 2.2.1 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 Trust Board; or
 - 2.2.2 there are special reasons stated in the resolution and arising from the nature of the business of the proceedings.
- 2.3 The Chair may exclude any member of the public or staff from a meeting of the Trust Board if that person is interfering with or preventing the proper conduct of the meeting.
- 2.4 Nothing in the Standing Orders shall require the Trust Board to allow members of the public, staff 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 the prior agreement of the Trust Board.
- 2.5 The Trust will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and address any of the Trust Board's meetings and may change, alter or vary these terms and conditions as it sees fit.

3. Calling and Notice of Meetings

- 3.1 Save in the case of emergencies or the need to conduct urgent business, the Company Secretary shall give at least fourteen clear days' written notice of the date and place of every meeting of the Trust Board to all directors. Notice will be given by post or by email and also be published on the Trust's website.
- 3.2 Meetings of the Trust Board may be called by the Company Secretary, the Chair, or by four directors who give written notice to the Company Secretary specifying the business to be carried out. The Company Secretary shall send a written notice to all directors as soon as possible after receipt of such a request and shall call a meeting on at least fourteen clear days' but not more than twenty eight days' notice.

- 3.3 Lack of service of such a notice on any director shall not affect the validity of a meeting.

4. Agenda and supporting papers

- 4.1 A director desiring other matters to be included on an agenda shall make his or her request known to the Chair, in writing at least seven (7) clear days before the meeting. The director should indicate whether the item of business is to be transacted in the presence of the public and should provide the appropriate paper, document or supporting information. Where a request for an item of business to be included on an agenda is made less than seven clear days but more than three clear days before a meeting such item of business may, at the discretion of the Chair, be included and shall be tabled as an agenda item at the commencement of the relevant meeting.

5. Petitions

- 5.1 Where a petition has been received by the Trust, the Chair shall include the petition as an item for the agenda of the next meeting.

6. Chair of the Meeting

- 6.1 At a meeting of the Trust Board, the Chair, if present, shall preside. If the Chair is absent from the meeting the Deputy Chair shall preside.
- 6.2 If the Chair is absent from part of a meeting of the Trust Board due to a conflict of interest the Deputy Chair shall preside. If the Deputy Chair is absent, or unable to participate in that part of the meeting due to a conflict of interest, then the remaining non-executive directors present shall choose which non-executive director present shall preside for that part of the meeting.

7. Notices of motion

- 7.1 A director desiring to move or amend a motion shall send a written notice thereof at least seven clear days before the meeting to the Chair. The Chair shall insert in the agenda for the meeting all notices so received. This Standing Order 7.1 shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda.

8. Withdrawal of motion or amendments

- 8.1 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.

9. Motion to rescind a resolution

- 9.1 Notice of a motion to amend or rescind any resolution, or the general substance of any resolution passed within the preceding 6 calendar months, shall bear the signature of the director who gives it and also the signature of 4 other directors. When any such motion has been disposed of by the Trust Board, it shall not be for any directors' other than the Chair to propose a motion to the same effect within 6 months. The Chair may do so, however, if they consider it appropriate.

10. Motions

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

- 10.2 When a motion is under discussion, or immediately prior to discussion, it shall be open to a director to move:
- 10.2.1 an amendment to the motion;
 - 10.2.2 the adjournment of the discussion or the meeting;
 - 10.2.3 the appointment of an ad hoc committee to deal with a specific item of business;
 - 10.2.4 that the meeting proceed to the next business;
 - 10.2.5 that the motion be now put; or
 - 10.2.6 a motion resolving to exclude the public, including the press.
- 10.3 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 Chair of the meeting, the amendment negates the substance of the original motion. In the case of motions under Standing Order 10.2.4 and Standing Order 10.2.5, to ensure objectivity motions may only be put by a director who has not previously taken part in the debate on the original motion.

11. Chair's ruling

- 11.1 The decision of the Chair of the meeting (with advice from the Company Secretary) on questions of order, relevancy and regularity (including procedure on handling motions) and their interpretation of the Standing Orders and Standing Financial Instructions, at the meeting, shall be final and observed at the meeting.

12. Voting

- 12.1 Questions arising at a meeting of the Trust Board shall be decided by a majority of votes.
- 12.2 In the case of an equality of votes the person presiding at or chairing the meeting shall have a second and casting vote.
- 12.3 No resolution of the Trust Board shall be passed if it is opposed by all of the independent non-executive directors present or by all of the executive directors present.
- 12.4 At the discretion of the Chair, all questions put to the vote shall be determined by a show of hands, unless the Chair directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.
- 12.5 If a director so requests, his vote shall be recorded by name.
- 12.6 Subject to Standing Order 12.7 below, in no circumstances may an absent director vote by proxy. Absence is defined as being absent at the time of the vote.
- 12.7 An officer, who has been appointed formally by the Trust Board to act up for an executive director of the Trust Board during his or her absence, or to cover a vacant executive director post, shall be entitled to exercise the voting rights of the executive director.

- 12.8 An officer attending the Trust Board to represent an executive director without formal acting up status may not exercise the voting rights of the executive director. An officer's status when attending a meeting shall be recorded in the minutes.

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 where the person presiding at it shall sign them. The signed minutes will be conclusive evidence of the events of that meeting.
- 13.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 13.3 Minutes shall be circulated in accordance with directors' 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 Trust Board Standing Order 2.2.

14. Record of Attendance

- 14.1 The names and job titles of the Chair and the other directors present at the meeting shall be recorded in the minutes.

15. Quorum

- 15.1 No business shall be transacted at a meeting unless at least five directors are present including:
- 15.1.1 at least two non-executive directors, one of whom must be the Chair or the Deputy Chair, unless either of them are absent for part of a meeting due to a conflict of interest; and
 - 15.1.2 not less than two executive directors, one of whom must be the Chief Executive or another executive director nominated by the Chief Executive.
- 15.2 An officer in attendance for an executive director but without formal acting up status may not count towards the quorum.
- 15.3 If the Chair or director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest (see Standing Order 23), that person 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.
- 15.4 The Trust Board may agree that its members can participate in its meeting by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting. However, subject to Standing Order 12.7 above, in no circumstances shall this paragraph be construed as allowing an absent director to vote by proxy.

16. Joint directors

- 16.1 Where more than one person is appointed jointly as a member of the Trust Board, those persons shall count as one person.
- 16.2 Where the office of a member of the Trust Board is shared jointly by more than one person:
 - 16.2.1 either or both those persons may attend or take part in meetings of the Trust Board;
 - 16.2.2 if both are present at a meeting they should cast one vote if they agree;
 - 16.2.3 in the case of disagreements no vote should be cast; and
 - 16.2.4 The presence of either or both those persons should count as the presence of one person for the purpose of Trust Board Standing Order 15.

17. Urgent decisions

- 17.1 Where a matter requiring decision arises for which, under normal circumstances, the approval of the Trust Board would be appropriate but which could not be obtained in the timescale within which action is required, either the Chair or the Chief Executive is authorised to act (the latter with the prior consent of the Chair or, in the absence of the Chair, the Deputy Chair). When action is taken under this authority, the Chair or Chief Executive shall seek endorsement of the Trust Board at its next formal meeting.

18. Delegation to committees

- 18.1 Any of these powers may be delegated to a committee of directors or to an executive director.
- 18.2 The Trust Board shall establish committees, including an audit committee, a Board of Director's nominations committee (appointment of executive directors and recommending appointment of non-executive directors to the next general meeting of the Council of Governors) and a Trust Board remuneration committee.
- 18.3 Each such committee, and any sub-committee, shall have such terms of reference and powers as the Trust Board shall determine from time to time. Such terms of reference shall have effect as if incorporated into these Standing Orders.
- 18.4 Where committees are authorised to establish sub-committees, they may not delegate executive powers to the sub-committee unless expressly authorised by the Trust Board.
- 18.5 The Trust Board shall have the power to approve appointments and dismiss the members of any committee or subcommittee that is established under the power afforded to the Board under Standing Order 18, as applicable.

19. Committees established by the Trust Board

- 19.1 The committees to be established by the Trust Board shall include the following:

19.1.1 Audit Committee

An audit committee will be established and constituted to provide the Trust Board with an independent and objective review on its financial systems, financial information and compliance with relevant laws and guidance. Its Terms of Reference will be approved by the Trust Board and reviewed on a periodic basis.

The NHS Foundation Trust Code of Governance recommends a minimum of three independent non-executive directors be appointed, of which one must have significant, recent and relevant financial experience.

The duties and decisions to be taken by the committee are contained in the relevant part of the schedule of reservation and delegation of powers.

19.1.2 Trust Board Remuneration Committee

A Trust Board remuneration committee will be established and constituted. The duties and decisions to be taken by the committee are contained in the relevant part of the schedule of reservation and delegation of powers.

The NHS Foundation Trust Code of Governance recommends the committee be comprised exclusively of non-executive directors, and should include at least three independent non-executive directors.

19.1.3 Trust Board' Nominations Committee

A Trust Board' nominations committee will be established and constituted. The duties of and decisions to be taken by the committee are contained in the relevant part of the schedule of reservation and delegation of powers.

The committee, with external advice as appropriate, is responsible for the identification and nomination of executive directors.

20. Delegation to officers

20.1 Those functions of the Trust which have not been retained as reserved by the Trust Board or delegated to a committee or sub-committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions they will perform personally and shall nominate officers to undertake the remaining functions for which they will still retain accountability to the Trust Board.

20.2 The Chief Executive shall prepare a scheme of delegation identifying his or her proposals, which shall be considered and approved by the Trust Board, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendments to the scheme of delegation that shall also be considered and approved by the Trust Board, as it see fit.

20.3 Nothing in the scheme of delegation shall impair the discharge of the direct accountability to the Trust Board of the director responsible for finance to provide information and advise the Trust Board in accordance with statutory or regulatory requirements. Outside these statutory or regulatory

requirements, the role of the director responsible for finance shall be accountable to the Chief Executive for operational matters.

21. Confidentiality

- 21.1 A member of a committee shall not disclose a matter dealt with by or brought before the committee without its permission until the committee has reported back to the Trust Board or shall otherwise have concluded the matter.
- 21.2 A director of the Trust or a member of a committee shall not disclose any matter reported to the Trust Board or otherwise dealt with by the committee notwithstanding that the matter has been reported or action has been concluded if the Trust Board or committee shall resolve that it is confidential.

22. Additional Provisions

- 22.1 The Trust Board may establish additional protocols and procedures for the operation of the Trust Board, and the economic, effective and efficient operation and good governance of the Trust generally from time to time as appropriate.

23. Declaration of interests

- 23.1 Declaration of interests
 - 23.1.1 Each director shall comply with paragraph 32 of the constitution regarding conflicts of interest.
 - 23.1.2 Interests that a required to be declared by a director in accordance with paragraph 32.5 of the constitution are:
 - 23.1.2.1 any actual or potential, direct or indirect, financial interest which is material to any discussion or decision they are involved, or likely to be involved, in making, as described in Standing Orders 23.2.2 and 23.2.6 (subject to Standing Order 23.2.3); and
 - 23.1.2.2 any actual or potential, direct or indirect, non-financial professional interest, which is material to any discussion or decision they are involved or likely to be involved in making, as described in Standing Orders 23.2.4 and 23.2.6; and
 - 23.1.2.3 any actual or potential, direct or indirect, non-financial personal interest, which is material to any discussion or decision they are involved or likely to be involved in making, as described in Standing Orders 23.2.5 and 23.2.6.
 - 23.1.3 An interest must be declared under paragraph 32.5 of the constitution to the Company Secretary:
 - 23.1.3.1 within five days of the director's appointment; or
 - 23.1.3.2 if arising later, as soon as reasonably practicable following that director becoming aware of the interest.

- 23.1.4 If during the course of a meeting the Trust Board, a director has an interest of any sort in a matter which is the subject of consideration the director concerned shall disclose the fact, and the Chair shall decide what action to take. This may include excluding the director from the discussion of the matter in which the director has an interest and/or prohibiting the governor from voting any such matter.
 - 23.1.5 Subject to Standing Order 23.2.6, if a director has declared a financial interest in a matter (as described in Standing Order 23.2.2) they shall not take part in the discussion of that matter nor vote on any question with respect to that matter.
 - 23.1.6 Any interest declared at a meeting of the Trust Board and subsequent action taken should be recorded in the meeting minutes of the meeting. Any changes in interests should be declared at the next Trust Board meeting following the change occurring.
 - 23.1.7 This Standing Order 23.1 applies to a committee or sub-committee and to a joint committee or sub-committee as it applies to the Trust Board and applies to a member of any such committee or sub-committee (whether or not they are also a member of the Trust) as it applies to a member of the Trust.
- 23.2 Nature of interests
- 23.2.1 Interests which should be regarded as "material" are ones which a reasonable person would take into account when making a decision regarding the use of taxpayers' money because the interest has relevance to that decision. Material interests are to be interpreted in accordance with guidance issued by Monitor.
 - 23.2.2 A financial interest is where a director may receive direct financial benefits (by either making a gain or avoiding a loss) as a consequence of a decision that the Trust Board makes. This could include:
 - 23.2.2.1 directorships, including non-executive directorships held in any other organisation which is doing, or is likely to be doing business with the Trust;
 - 23.2.2.2 employment in an organisation other than the Trust; or
 - 23.2.2.3 a shareholding, partnerships, ownership or part ownership of an organisation which is doing, or is likely to do business with the Trust.
 - 23.2.3 A director shall not be treated as having a financial interest in any a matter by reason only:
 - 23.2.3.1 of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body;
 - 23.2.3.2 of shares or securities held in collective investment or pensions funds or units of authorised unit trusts;
 - 23.2.3.3 of an interest in any company, body or person with

which they are connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter; or

23.2.3.4 of any remuneration or allowances payable to a director in accordance with the constitution.

23.2.4 A non-financial professional interest is where a director may receive a non-financial professional benefit as a consequence of a decision that the Trust Board makes, such as increasing their professional reputation or status or promoting their professional career. This could include situations where a director is:

23.2.4.1 an advocate for a particular group of patients;

23.2.4.2 a clinician with a special interest;

23.2.4.3 an active member of a particular specialist body; or

23.2.4.4 an advisor for the Care Quality Commission or National Institute of Health and Care Excellence.

23.2.5 A non-financial personal interest is where a director may benefit personally as a consequence of a decision that the Trust Board makes in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit. This could include where a governor is:

23.2.5.1 a member of a voluntary sector board or has a position of authority within a voluntary sector organisation with an interest in health and/or social care; or

23.2.5.2 a member of a lobbying or pressure group with an interest in health and/or social care.

23.2.6 A director will be treated as having an indirect financial interest, indirect non-financial professional interest or indirect non-financial personal interest where they have a close association with another individual who has a financial interest, non-financial professional interest or a non-financial personal interest in a decision that the director is involved in making. This includes material interests of:

23.2.6.1 close family members and relatives, including a spouse or partner or any parent, child, brother or sister of the director;

23.2.6.2 close friends and associates; and

23.2.6.3 business partners.

23.2.7 If directors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest.

23.3 Register of interests

- 23.3.1 The Company Secretary will ensure that a register of interests is established to record formally declarations of interests of directors.
- 23.3.2 Details of the register will be kept up to date and reviewed annually by the Trust Board.
- 23.3.3 The register will be available to the public.

24. Canvassing of and Recommendations by Members in Relation to Appointments

- 24.1 Canvassing of members of the Trust or of any committee of the Trust directly or indirectly for any appointment with the Trust shall disqualify the candidate for such appointment. The contents of this paragraph shall be included in application forms or otherwise brought to the attention of candidates.
- 24.2 A member of the Trust Board shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.
- 24.3 Informal discussions outside appointment panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

25. Relatives of Members of the Board or Officers of the Trust

- 25.1 The Chair and every member and officer of the Trust shall disclose to the Trust Board any relationship between themselves and a candidate of whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the Trust Board any such disclosure made.
- 25.2 On appointment, members (and, prior to acceptance of an appointment in the case of executive directors) should disclose to the Trust whether they are related to any other member or holder of any office of the Trust.
- 25.3 Where the relationship to a member of the Trust is disclosed, the provisions of Standing Orders 31 and 32 may apply.

26. Standards of business conduct

- 26.1 Directors of the Trust shall comply with standing financial instructions prepared by the director of finance and approved by the Trust Board for the guidance of all staff employed by the Trust.
- 26.2 Directors of the Trust must behave in accordance with the NHS Foundation Trust Code of Governance or its equivalent(s) from time to time.
- 26.3 Each director will uphold the seven principles of public life as detailed by the Nolan Committee.

27. Gifts and Hospitality

- 27.1 Directors must comply with the Trust's policy on gifts and hospitality as is in place from time to time.

28. Custody of Seal

- 28.1 The common seal of the Trust shall be the responsibility of the Company Secretary and kept in a secure place.

29. Sealing of Documents

- 29.1 Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two executive directors duly authorised by the Chief Executive, and shall be attested by them.
- 29.2 Before any building, engineering, property or capital document is sealed it must be approved and signed by the director of finance, or an officer nominated by the director of finance and authorised and countersigned by the chief executive, or an officer nominated by the Chief Executive who shall not be within the originating directorate.
- 29.3 All deeds entered into by the Trust and all documents conveying an interest in land must be executed by the application of the Trust's seal.

30. Register of Sealing

- 30.1 An entry of every sealing shall be made and numbered consecutively in a record provided for that purpose, and shall be signed by the persons who shall have approved and authorized the document and those who attested the seal. A report of all sealing shall be made to the Trust Board at the next meeting of the Trust Board.

31. Signature of documents

- 31.1 Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or any nominated executive director or the Trust Board shall have delegated the necessary authority to some other person for the purpose of such proceedings.
- 31.2 In land transactions, the signing of certain supporting documents will be delegated to managers and set out clearly in the scheme of delegation but will not include the main or principal documents effecting the transfer (e.g. sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed).
- 31.3 The Chief Executive or nominated officers shall be authorized, by resolution of the Trust Board, to sign on behalf of the Trust any agreement or other document (not required to be executed as a Deed) the subject matter of which has been approved by the Board or committee or sub-committee to which the Board has delegated appropriate authority

32. Schedule of Matters Reserved to the Trust and Scheme of Delegation of powers

- 32.1 The arrangements made by the Board as set out in the "Schedule of Matters Reserved to the Board" and "Scheme of Delegation" of powers shall have effect (as adopted from time to time) as if incorporated in these Standing Orders.

33. Suspension of Standing Orders

- 33.1 Except where this would contravene any statutory provision or any direction made by the regulator or any term or condition set out in the Trust's constitution, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the members of the Board are present (including at least one executive director and one non-executive director) and that a majority of those members present vote in favour of the suspension.
- 33.2 The reason for the suspension shall be recorded in the Board minutes.
- 33.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and members of the Trust.
- 33.4 No formal business may be transacted while Standing Orders are suspended.
- 33.5 The Audit Committee shall review every decision to suspend Standing Orders.

34. Variation and amendment of these Standing Orders

- 34.1 These Standing Orders shall be amended only if:
 - 34.1.1 a notice of motion has been given pursuant to Standing Order 7 of this Annex; and
 - 34.1.2 more than half the total of governors voting approve the amendment;
 - 34.1.3 more than half of the members of the Trust Board voting approve the amendment (including no fewer than half the total of the Trust's independent non-executive directors);
 - 34.1.4 members' approval is obtained (if required by statute); and
 - 34.1.5 the variation proposed does not contravene a statutory provision, a direction made by the regulator, or any term or condition set out in the constitution

35. Duty to report non-compliance with Standing Orders and Standing Financial Instructions

- 35.1 If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Trust Board for action or ratification. All members of the Trust Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive or Company Secretary as soon as possible.

36. Review of Standing Orders

- 36.1 These Standing Orders shall be reviewed periodically by the Trust Board. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.

ANNEX 10

Further Provisions – Members

1. Restriction on membership

1.1 In addition to paragraph 10 of the constitution, the following restrictions on membership apply:

1.1.1 The following will not be eligible to become or continue a member of the Trust:

1.1.1.1 a person who is subject to a sex offenders order or appears on the Protection of Children Act List (POCAL);

1.1.1.2 an individual who exhibits inappropriate conduct (as agreed by a majority of the governors present and voting at a meeting of the Council of Governors), including those who have been identified as the perpetrators of a serious incident involving violence, assault or harassment against Trust staff;

1.1.1.3 a person who is a deemed a vexatious or persistent complainant or litigant against the Trust without reasonable cause, as determined by the Trust Board for initial members, and thereafter by the Council of Governors.

1.1.2 The Trust is not entitled to co-opt Members or appoint 'associates' or other types of Members other than as set out in this Constitution.

2. Termination of Membership

2.1 A member shall cease to be a member if:

2.1.1 they resign by notice in writing to the Company Secretary or Chair;

2.1.2 they cease to be eligible to continue to as a member under paragraph 1.1.1 of this Annex;

2.1.3 they are expelled from membership under paragraph 3 of this Annex;

2.1.4 they cease to be entitled under this constitution to be a member of the public constituency, patient and carer constituency or of any of the classes of the staff constituency;

2.1.5 if it appears to the Company Secretary that they no longer wish to be a member of the Trust, and after enquiries made in accordance with a process approved by the Council of Governors, they fail to demonstrate that they wish to continue to be a member of the Trust; or

2.1.6 they die.

3. Removal from the Membership Register

- 3.1 A member may be expelled by a resolution approved by not less than two thirds of the governors present and voting at a general meeting of the Council of Governors. The following procedure is to be adopted.
 - 3.1.1 any member may complain to the Company Secretary that another member has acted in a way detrimental to the interests of the Trusts;
 - 3.1.2 if a complaint is made, the Council of Governors may itself consider the complaint having taken such steps as it considers appropriate to ensure that each member's point of view is heard and may either:
 - 3.1.2.1 dismiss the complaint and take no further action;
 - 3.1.2.2 for a period not exceeding twelve months, suspend the rights of the member complained of to attend members' meetings and vote under this constitution; or
 - 3.1.2.3 arrange for a resolution to expel the member complained of to be considered at the next General Meeting of the Council of Governors.
 - 3.1.3 If a resolution to expel a member is to be considered at a General Meeting of the Council of Governors, details of the complaint must be sent to the member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.
 - 3.1.4 At the meeting, the Council of Governors will consider evidence in support of the complaint and such evidence as the member complained of may wish to place before them.
 - 3.1.5 If the member complained of fails to attend the meeting without due cause, the meeting may proceed in his absence.
- 3.2 A person expelled from membership will cease to be a member upon the declaration by the Chair of the meeting that the resolution to expel such member is carried.
- 3.3 No person who has been expelled from membership is to be re-admitted except by a resolution passed by a majority vote of two-thirds of the Council of Governors present and voting at a general meeting.

4. Membership disputes

- 4.1 In the event of any dispute about the entitlement to membership the dispute shall be referred to the Company Secretary who shall make a determination on the point in issue. If the member is not satisfied with the Company Secretary's decision they may appeal in writing within 14 days of the Company Secretary's decision to the Chair whose decision shall be final.

5. Members' meetings

- 5.1 All members meetings other than Annual Members' Meetings are called special members' meetings.

- 5.2 Members meetings are open to all members of the Trust, governors and directors, and representatives of the auditor, and to members of the public unless the Council of Governors decides otherwise
- 5.3 The Council of Governors may invite representatives of the media and any experts or advisors whose attendance they consider to be in the best interests of the Trust to attend a members' meeting.
- 5.4 All members' meetings are to be convened by the Company Secretary by order of the Council of Governors.
- 5.5 The Council of Governors may:
 - 5.5.1 arrange for a members' meeting to be held in different venues each year;
 - 5.5.2 make provisions for a members' meeting to be held at different venues simultaneously or at different times. In making such provision the Council of Governors shall also fix an appropriate quorum for each venue, provided that the aggregate of the quorum requirements shall not be less than the quorum set out below.
- 5.6 At the members' meeting:
 - 5.6.1 the Trust Board shall present to the members:
 - 5.6.1.1 the annual accounts;
 - 5.6.1.2 any report of the auditor; and
 - 5.6.1.3 forward planning information for the next financial year;
 - 5.6.2 the Council of Governors shall present a report on:
 - 5.6.2.1 steps taken to secure that (taken as a whole) the actual membership of the public constituency and of the classes of the staff constituency is representative of those eligible for such membership;
 - 5.6.2.2 the progress of the membership strategy; and
 - 5.6.2.3 any proposed changes to the policy for the composition of the Council of Governors and of the non-executive directors; and
 - 5.6.3 the results of the election and appointment of governors and the appointment of non-executive directors will be announced.
- 5.7 Notice of a members' meeting is to be given:
 - 5.7.1 by notice to all members;
 - 5.7.2 by notice prominently displayed at the head office and at all of the Trust's places of business; and
 - 5.7.3 by notice on the Trust's websiteat least 14 clear days before the date of the meeting. The notice must:

- 5.7.4 be given to the Council of Governors and the Trust Board, and to the auditor;
- 5.7.5 state whether the meeting is an Annual Members Meeting or a special members' meeting;
- 5.7.6 give the time, date and place of the meeting; and
- 5.7.7 indicate the business to be dealt with at the meeting.
- 5.8 The Trust may make arrangements for members to vote by post, or by using electronic communications.
- 5.9 It is the responsibility of the Council of Governors, the Chair of the meeting and the Company Secretary to ensure that at any members' meeting:
 - 5.9.1 the issues to be decided are clearly explained;
 - 5.9.2 sufficient information is provided to members to enable rational discussion to take place.
- 5.10 No business may be conducted at a members' meeting unless a quorum is present. The quorum for members' meetings is the Chair (or Deputy Chair) and at least one member from each of the public constituency, patient and carer constituency and staff constituency.
- 5.11 At a members' meeting the Chair, if present, shall preside. If the Chair is absent from the meeting the Deputy Chair shall preside. If the Chair and Deputy Chair are absent then another non-executive director shall preside. If no non-executive directors are available the Lead Governor shall preside for that part of the meeting.
- 5.12 If the Chair is absent temporarily on the grounds of a declared conflict of interest the Deputy Chair, if present, shall preside. If the Chair and Deputy Chair are disqualified from participating, then another non-executive director shall preside. If all the non-executive directors are disqualified the Lead Governor shall preside for that part of the meeting.
- 5.13 If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council of Governors may determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of members present during the meeting is to be a quorum.
- 5.14 A resolution put to the vote at a members' meeting shall be decided upon by a poll.
- 5.15 Every member present and every member who has voted by post or using electronic communications is to have one vote. In the case of an equality of votes the Chair of the meeting is to have a second and casting vote.
- 5.16 The result of any vote will be declared by the Chair and entered in the minutes. The minutes will be conclusive evidence of the result of the vote.