

Burton Hospitals NHS Foundation Trust

Council of Governors

RULES OF PROCEDURE

COUNCIL OF GOVERNORS - MEETINGS OF GOVERNORS

1. Introduction

Paragraph 15 and Annex 6 to the Constitution – Standing Orders for the Practice and Procedure of the Council of Governors shall be agreed at the first meeting of the Council of Governors. Subsequent amendments will be made in accordance with the Constitution. Practical guidance on meeting etiquette is provided at Appendix A to this paper.

2. Meetings (Standing Orders 4.1 – 4.3)

Meetings of the Council of Governors shall be held at least 4 times per year at times and places that the Council of Governors may determine. Whenever possible the Trust Secretary will publish the dates, times and locations of meetings for the year 6 months in advance. Other, or emergency, Governors' meetings may be called in accordance with the Constitution (Standing Orders paragraph 4). Meetings shall be open to members of the public unless the Council of Governors decides otherwise for reasons of commercial confidentiality or on other proper grounds (Constitution 14.2). Members of the public may also be excluded from a meeting if they are interfering with or preventing the proper conduct of the meeting.

3. Agendas and papers (Standing Orders 4.4 and 4.6)

Agendas and supporting papers will normally be issued to arrive with Governors no later than 5 days in advance of the meeting. A Governor may request an item for inclusion on the agenda by making a request in writing to the Chairman at least 10 days before the meeting. Requests made less than 10 days before a meeting may be included at the discretion of the Chairman.

4. Chairman of meeting (Standing Orders 4.5)

At any meeting of the Council of Governors, the Chairman if present shall preside. If the Chairman is absent, the Deputy Chairman shall preside.

5. Chairman's Ruling (Standing Orders 4.7)

Statements made by Governors at meetings shall be relevant to the matter under discussion. The decision of the chairman on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

6. Voting (Standing Orders 4.8)

Decisions at meetings shall be determined by a majority of the votes of the Governors present and voting. The Chairman (or Deputy Chair in his absence) will have a second and casting vote.

7. Reports from the Executive Directors

A Governor may ask any question through the Chairman *without notice* on a report from an Executive Director, or other officer of the Trust, when that item is being received or under consideration by the Council of Governors. Unless the Chairman decides otherwise no statements will be made other than those which are strictly essential to define the question.

The chairman may reject any question from any governor if in his or her opinion the question is substantially the same as a question which has already been put to that meeting or a previous meeting of the Council of Governors.

8. Response

An answer may take the form of:

- (a) a direct verbal 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 verbally, a written answer circulated later to all governors.
- (d) a brief verbal answer supplemented by a written answer circulated later to the questioner.

9. Any other business

Any other business should be notified to the Chair at the commencement of the meeting. Acceptance of such items of business for inclusion on the agenda will be at the discretion of the chair.

10. Attendance

Attendance at all meetings will be formally recorded. Governors who are unable to attend the Council of Governors meeting should advise the Trust Secretary in advance of the meeting so that their apologies may be submitted.

11. Quorum (Standing Orders paragraph 4.12)

No business shall be transacted at a meeting unless 13 Governors including not less than 7 public Governors and not less than 6 non public Governors are present. If a quorum is not present within 30 minutes of the start of the meeting it shall be adjourned until the same time and place 7 days later, when those present shall constitute a quorum.

Burton Hospitals NHS Foundation Trust

Council of Governors

RULES OF PROCEDURE

MEETING ETIQUETTE

The following provides practical guidance and best practice on modern board meeting etiquette for those attending, and participating in board meetings.

Prior to the meeting

- Be clear as to the purpose of the meeting and the role you play at that meeting.
- Read the agenda, and any supporting papers ahead of the meeting and prepare questions to be raised at the appropriate time, or think of suggestions to resolve problems.
- Request further information ahead of the meeting or seek clarification from the trust secretary or report author, where appropriate.
- Submit apologies if you are unable to attend.
- Arrive for the meeting on time, and ensure regular attendance at all meetings.

During the meeting

- Turn off your mobile phone/electronic communications device (or where an electronic device must be kept on, turn to silent/vibrate and excuse yourself from the meeting should you need to answer an urgent call; forewarn attendees that you are expecting an urgent call and gain the permission of the chairman to keep the electronic device on).
- Declare any potential or real conflicts of interest with regard to any matter on the agenda.
- If using an electronic device to make notes during the meeting of discussions and decisions made, advise fellow board members of your intention and gain the permission of the chairman.
- If appropriate, attract the chairman's attention when wishing to contribute to the discussion, and wait until the chairman indicates that you may speak so as to avoid interrupting a fellow board member.