

Standing Orders

Healthwatch Rutland Community Interest Company

1. INTRODUCTION

1.1 The Healthwatch Rutland (HWR) Community Interest Company Board Standing Orders set out the basic rules and procedures by which HWR will conduct its business. They should be read in conjunction with the HWR Articles of Association ("The Articles").

1.2 It is the duty of the HWR Chair to ensure that HWR Board Members understand their responsibilities. These Board Standing Orders, as far as they are applicable, apply with appropriate alteration to meetings of any sub-committee or working group established by the HWR Board.

1.3 At any meeting, the Chair of the Board must have the final decision on the interpretation of the Standing Orders.

2. INTERPRETATION AND DEFINITIONS

2.1 These Board Standing Orders are made pursuant to the Health and Social Care Act 2012. Any expression to which a meaning is given in the Health and Social Care Act or in Regulations made under it shall have the same meaning in these Standing Orders, unless the context requires otherwise. In addition:

- "Accounting Officer" is the Officer responsible and accountable for funds entrusted to Healthwatch Rutland. This person is responsible for ensuring the proper stewardship of public funds and assets.
- "Board" means the Healthwatch Rutland (HWR) Board, which consists of a Chair and up to 9 Board Members who are appointed in accordance with the Public Appointments Code of Practice and the provisions in the Articles.
- "Budget" means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of HWR.
- "Chair" is the person appointed according to chair Healthwatch Rutland and its Board and to ensure that the Board successfully discharges its overall responsibility for the work of HWR. The Board may also choose to elect a Deputy-Chair. Where appropriate the expression "the Chair" shall be taken to refer to the Deputy-Chair, if the Chair is absent from the meeting or otherwise unavailable.
- "Chief Executive" is the senior HWR employee accountable to the Chair for the range of HWR business. The Chief Executive is invited to sit with the Board and has the right to participate in, but not vote on, Board proceedings.
- "Sub-Committee" means a committee that has been established with delegated advisory authority from the Board. The terms of reference of any sub-committee must be approved by the Board.

3. COMPOSITION OF THE BOARD

3.1 Membership of the Board

3.1 .1 The Board will comprise the Chair and up to 9 Board Members.

3.1.2 The Chair of the Board is appointed for three years in the first instance, renewable once.

3.1.3 Board Members are appointed under the provisions set out in Article 23 of the Articles. The Chair is responsible for ensuring:

- as far as possible that the Board Members have relevant skills and knowledge in order to discharge the Board's functions under Section 45A of the Health and Social Care Act 2008 or any subsequent re-enactment thereof
- that the process of appointment is transparent and in accordance with criteria laid down by the Commissioner for Public Appointments' Code of Practice
- that due regard is had to the need to encourage diversity in the range of people appointed

3.1.4 Appointments of the Board Members: The term of appointment of each Board Member will be governed by Article 23 of the Articles and confirmed in the letter of appointment. Board Members may be reappointed under Article 23 for a further term but are not eligible for subsequent reappointment until a term has elapsed.

3.1.5 The Board may co-opt up to a maximum of one third of the total number of members of the Board for such term as they determine. Members or Associate Members may be co-opted if they can provide special skills, knowledge, expertise, or other characteristics which the Board perceives it lacks to properly pursue the Objects of HWR, as defined in the Articles. Co-opted or Associate Members may not vote.

3.2 Ceasing to be a Board Member

3.2.1 A Board member may resign at any time by giving notice in writing to the Chair.

3.2.2 The Chair may revoke the appointment of a Board Member in writing if the Board is satisfied that the Board Member is no longer able or fit to carry out their duties, and that a resolution to that effect has been passed pursuant to Article 24 of the Articles.

3.2.3 The Chair may suspend a Board Member from office by giving notice in writing, where the Chair has grounds for believing that the Board Member may be unable or unfit to, or may be failing to carry out the duties of a Board Member. Such suspension will remain in force until the Chair is satisfied the Board Member is able and fit to recommence their duties or until their appointment is ultimately revoked by Board resolution.

4. CONDUCT OF BOARD MEMBERS

4.1 Board Members as individuals or as a group must act in accordance with the provisions of the Articles and in the best interests of HWR.

4.2 Board Members are required to comply with the HWR Code of Conduct contained in the relevant HWR policy

5. MEETINGS OF THE BOARD

5.1 Admission of the Public and the Press

5.1.1 Meetings of the Board will normally be held in public. The Board will operate as far as possible in an open and transparent fashion, except where confidentiality requirements are concerned.

5.1.2 The Board is covered by the Public Bodies (Admission to Meetings) Act 1960. Members of the public and press are not admitted to restricted meetings of the Board, except by specific invitation.

5.2 Convening Meetings

5.2.1 Meetings of the Board will be held at such times and places as the Board may determine in accordance with the provisions in the Articles.

5.2.2 The Chair may call a meeting of the Board at any time, provided seven clear working days' notice is given. If a request for a meeting, signed by at least one-third of Board Members, is presented to the Chair, then the Chair must call a meeting within seven clear working days of receiving this request. If the Chair refuses to call a meeting, or if, without so refusing, does not call a meeting within seven working days of receiving the request, those Board Members who requested may call a meeting themselves.

5.2.3 Restricted Meetings of the Board, consisting of Board Members only, may be called by the Chair at any time, with limited notice. The purpose of such meetings will be to discuss matters of confidentiality, staff discipline or employment issues, budget issues, contractual arrangements between HWR and other parties, matters of urgency which require consideration before the next public meeting, and any other matter in the judgment of the Chair should be treated as one of confidence, unless or until the Board decides it should be put in the public domain. Such meetings need not be called with an Agenda.

5.3 Notice of Meetings

5.3.1 Before each meeting of the Board, a notice of the meeting, specifying the business proposed to be transacted at it, must be delivered to every Board Member or sent by post, e-mail or fax to the correspondence address supplied by them, at least five clear working days before the day of the meeting. Supporting papers will, wherever possible, accompany the agenda.

5.3.2 The business of the meeting will not be invalidated where any member fails to receive notification but if 50% or more of the Board do not receive such notification,

the meeting will be invalidated.

5.3.3 In the case of a meeting being called by the Board Members in default of the Chair, the notice must be signed by those Board Members and no business can be transacted at the meeting other than that specified in the notice.

5.3.4 Before each public meeting of the Board, a public notice of the time and place of the meeting, and the public part of the agenda, must be displayed on the HWR website at least five clear working days before the meeting.

5.3.5 In the case of Restricted Meetings, these may be called with limited or minimal notice to Board Members. Nevertheless, the Chair must make every effort to give as much notice to all Board Members, by whatever means. If at all possible an Agenda should be prepared.

5.4 Chairing Meetings

5.4.1 At any meeting of the Board, the Chair, if present, will preside.

5.4.2 If the Chair is absent, or is disqualified from participating, the Deputy-Chair will preside or, in his/her absence a Board Member chosen by the Board will preside.

5.4.3 The decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters will be final.

5.5 Quorum for Meetings

5.5.1 No business can be transacted at a meeting unless at least half of the whole number of the Chair and Board Members are present.

5.5.2 If at any time during a meeting, a quorum of Board members is not present then the business will, at the discretion of the Chair, be discussed by the Board members present and the decision deferred to the next meeting of the Board, unless the Chair of the meeting indicates an earlier date or is able to conduct the business under the urgent action provision.

5.5.3 If the Chair or any Board Member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest s/he will 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 must be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

5.6 Voting

5.6.1 The Chair and all Board Members may vote. Co-opted Members may not vote.

5.6.2 When necessary, if there is no consensus, a question at a Board meeting must be decided by the majority of the votes of the Chair and the Board Members present voting on the question.

5.6.3 In the case of the number of votes for and against a proposal being equal, the Chair of the meeting will have a second or casting vote.

5.6.4 All questions put to the vote will, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Board Members present request it.

5.6.5 If at least one-third of the Board Members present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Board Member present voted or abstained.

5.6.6 If a Board Member so requests, their vote will be recorded in the minutes of the meeting by name upon any vote (save those by paper ballot).

5.6.7 Board Members absent from a meeting will not have the right of a proxy vote although their written views may be entered in the debate. Absence is determined as at the time of voting on a motion.

6. AGENDAS, MINUTES AND PAPERS

6.1 Setting the Agenda

6.1.1 The Chair will set the agenda for each meeting,

6.1.2 Board Members wishing to put forward agenda items should notify the Chair at least 15 clear working days before the meeting. The request must state whether the item of business is proposed to be transacted in the presence of the public and must include appropriate supporting information. Requests made less than 10 clear working days before a meeting may be included on the agenda at the discretion of the Chair.

6.1.3 The agenda will be sent to Board Members at least 5 clear working days before the meeting and supporting papers will accompany the agenda, but will certainly be dispatched no later than three clear days before the meeting, save in emergency.

6.1.4 It is within the discretion of the Chair of a meeting to allow urgent items not on the published agenda to be discussed at the relevant meeting. The reasons for allowing such action should be indicated by the Chair.

6.2 Record of Attendance

6.2.1 The names of the Chair and Board Members present at the meeting must be recorded in the minutes.

6.2.2 Where a Board Member is not present for the whole of the meeting the minutes must indicate for which items the Board Member was present at the time of determination of the item.

6.3 Minutes

6.3.1 The minutes of the proceedings of a Board meeting will be drawn up by the Board Secretary (or his/her representative) and submitted for agreement at the following

Board meeting. Once confirmed as a correct record by the Chair of the meeting, they will be signed. Any amendment to the minutes must be agreed and recorded in the minutes of the Board meeting at which they are submitted for agreement.

6.3.2 The minutes of Board meetings, other than minutes containing confidential information will be available to the public. The Board will also receive the minutes of its advisory sub-committees for information.

7. ARRANGEMENTS FOR THE EXERCISE OF HEALTHWATCH RUTLAND FUNCTIONS BY DELEGATION

7.1 Reserved Matters Reserved to the Board

7.1.2 The Board must agree those matters within its legal powers which it reserves to itself for decision and which matters it will delegate under the provisions of Article 11 and 12 to sub committees or to the Chief Executive.

7.1.3 The Board may create an Audit Committee to consist of a Board Member as Chair and two further Board Members. This committee is to meet at least once annually ahead of the Annual General Meeting of the Board.

7.1.4 The Board may create a Finance Committee to consist of a Board Member, acting in the capacity of Treasurer, and two further Board Members. This committee is to meet quarterly, ahead of quarterly Board meetings. Board members should not normally be members of both the audit Committee and Finance Committee.

7.1.5 A Board member would not normally be a member of the Audit and Finance Committee simultaneously.

7.1.6 The Board may create further sub committees or operational groups of members in furtherance of HWR Objects. As far as possible such committees should be chaired by a Board Member. If this is not possible, a member of HWR shall act as Chair or lead of such sub-committee or group and ensure it reports its activities to the Board or Chief Executive on a regular basis.

7.1.7 Notwithstanding such delegated powers, the Board, in full session, may decide on any matter it wishes that is within its legal powers.

8. EMERGENCY POWERS

8.2.1 The functions exercised by the Board may, in an emergency, be exercised by the Chair after he/she has consulted one other Board Member but the remainder of the Board should be notified as soon as possible. Where a decision is made, a Note or Minute of such decision must be made and produced at the next formal meeting of the Board.

8.2.2 The exercise of such powers by the Chair must be reported to the next formal meeting of the Board in public session for ratification, with reasons why an emergency decision was required clearly stated.

9. DUTIES OF BOARD MEMBERS TO REGISTER INTERESTS

9.1 Register of Interest

Pursuant to Article 22 of the Articles, The Chief Executive will arrange for the establishment and maintenance of a Register of Members' Interests to record the interests of Board Members and a register of People with Significant Control. They will be published in the Annual Report.

9.2 Declaring an Interest at a meeting

9.2.1 In addition to registering an interest, Board Members must declare any interest:

- At any proceedings of the Board or its committees, where a matter affecting a declarable interest is considered, or;
- At meetings of any outside body to which they are appointed or nominated by HWR, or;
- In other circumstances where they are active in a role for HWR.

9.2.2 Where there is an interest that must be declared under the Board Standing Orders, it should be declared:

- At the commencement of the proceedings in response to the formal request from the Chair for the declaration of interests; or
- If unaware of the interest at the commencement of the proceedings, as soon as the Board Member concerned becomes aware of the interest.

9.2.3 When an interest is declared, the Board Member is required to make an oral statement declaring the nature of the interest if requested to do so by the Chair.

9.2.4 Where such a disclosure is made, the disclosure shall be recorded in the Minutes of the Board Meeting.

9.2.5 A Board Member will generally be allowed to speak, but not vote, on non-financial matters in which they have an interest that needs to be declared. However, the Chair may consider the interest to be of such a nature as to disqualify him or her from speaking on the matter, and must be reported to the meeting and recorded in the minutes.

9.2.6 The Chief Executive will, at least annually, in March of each year, ask Board Members to confirm their interests for inclusion on the Register of Interests maintained by them. Nevertheless, Board Members should inform the Chief Executive of any changes in their interests as they occur, both for the purposes of updating the Register and, if necessary, for formal reporting to the Board.

10. SUSPENSION, VARIATION, AMENDMENT AND APPROVAL OF BOARD STANDING ORDERS

10.1 Suspension of Board Standing Orders

10.1.1 Except where this would contravene any statutory provision, any one or more of

the Board Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board are present, and that a majority of those present vote in favour of suspension.

10.1.2 A decision to suspend Board Standing Orders will be recorded in the minutes of the meeting.

10.1.3 No formal business may be transacted while Board Standing Orders are suspended.

10.1.4 A separate record of matters discussed during the suspension of Board Standing Orders must be made and must be available to the Chair and Board Members.

10.1.5 The Audit Committee of HWR must receive a report of every decision to suspend Board Standing Orders.

10.2 Approval, Variation and Amendment of Board Standing Orders

10.2.1 Any amendment to these Board Standing Orders can only be approved if:

- A notice of the proposal has been given (i.e. at least 10 working days in advance)
- A quorum of Board Members is present at the time of the vote and no fewer than half the total of the Board Members present vote in favour
- The variation proposed does not contravene a statutory provision

10.2.2 Any amendment must be reported to the HWR Audit Committee for its approval.