



Report Cover Sheet

Report to:	Council of Governors	
Date of the Meeting:	7 November 2019	
Agenda Item:	CoG-53-19	
Title:	Call for Nominations – Senior Governor	
Report prepared by:	Angela Wendzicha, Associate Director Corporate Governance	
Executive Lead:	Kathy Doran, Chair	
Status of the Report:	Public	Private
	X	

Paper previously considered by:	Not Applicable
Date & Decision:	Not Applicable

Purpose of the Paper/Key Points for Discussion:	<p>In accordance with the current Council of Governors Standing Orders (2010), the Council of Governors shall appoint one of the Governors to be the Senior Governor of the Council of Governors.</p> <p>The attached form is for completion by Governors who wish to be nominated as the Senior Governor.</p>
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Action Required:	Discuss	X
	Approve	
	For Information/Noting	

Next steps required	Completed form to be received by Angela Wendzicha by Friday 15 November 2019 following which a closed ballot will take place and results communicated to the Council of Governors.
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The paper links to the following strategic priorities (please tick)

Deliver outstanding care locally		Collaborative system leadership to deliver better patient care	
Retain and develop outstanding staff	√	Be enterprising	
Invest in research & innovation to deliver excellent patient care in the future		Maintain excellent quality, operational and financial performance	

BAF Risk	Please Tick
1. If we do not optimise quality outcomes we will not be able to provide outstanding care	
2. If we do not prioritise the costs of the delivering the Transforming Cancer Care Programme we will not be able to maintain our long-term financial strength and make appropriate strategic investments.	
3. If we do not have the right infrastructure (estate, communication & engagement, information and technology) we will be unable to deliver care close to home.	
4. If we do not have the right innovative workforce solutions including education and development, we will not have the right skills, in the right place, at the right time to deliver the outstanding care.	
5. If we do not have an organisational culture that promotes positive staff engagement and excellent health and well-being we will not be able to retain and attract the right workforce.	
6. If we fail to implement and optimise digital technology we will not deliver optimal patient outcomes and operational effectiveness.	
7. If we fail to position the organisation as a credible research partner we will limit patient access to clinical trials and affect our reputation as a specialist centre delivering excellent patient care in the future.	
8. If we do not retain system-side leadership, for example, SRO for Cancer Alliance and influence the National Cancer Policy, we will not have the right influence on the strategic direction to deliver outstanding cancer services for the population of Cheshire & Merseyside.	
9. If we do not support and invest in entrepreneurial ideas and adapt to changes in national priorities and market conditions we will stifle innovative cancer services for the future.	
10. If we do not continually support, lead and prioritise improved quality, operational and financial performance, we will not provide safe, efficient and effective cancer services.	√

Equality & Diversity Impact Assessment		
Are there concerns that the policy/service could have an adverse impact on:	YES	NO
Age		X
Disability		X
Gender		X
Race		X
Sexual Orientation		X
Gender Reassignment		X
Religion/Belief		X
Pregnancy and Maternity		X

If YES to one or more of the above please add further detail and identify if a full impact assessment is required.

EXPRESSION OF INTEREST FORM – Senior Governor

Section 1 - Your Current Details

Full Name	
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Section 2 – Expression

I wish to express an interest in the following position(s):

Position	Senior Governor
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Background

In accordance with Section 2 of the current Council of Governors Standing Orders, the Council shall appoint one of the Governors to be the Senior Governor of the Council of Governors.

A general specification for the role of Senior Governor is attached at Appendix A.

Term of Office

In accordance with the current Council of Governors Standing Orders, the term of office for the Senior Governor is 2 years (or for the remainder of their term in office whichever is the less).

Additional Information

Please provide a short summary of your reasons for expressing an interest in the role of Senior Governor

Signed:

Dated:

Print Name:.....

Please return your completed form to Angela Wendzicha via e-mail on angela.wendzicha@nhs.net or by post by **Friday 15 November 2019**

Appendix A

Senior Governor Role Specification

The role

The Senior Governor of the Council of Governors will:

- a) Work in collaboration with the Trust Chair and Associate Director of Corporate Governance to plan and agree the Agendas for the Council of Governors;
- b) Chair such agenda items of the Council of Governors which cannot be chaired by the Trust Chair due to a conflict of interest arising in relation to the nature of the business being discussed;
- c) Support the Governors in taking an active role in the Trust offering specific support to individual Governors as required;
- d) Contribute to the appraisal of the Chair of the Trust;
- e) Undertake short projects as agreed in advance with the Trust Chair;
- f) Meet with the Chair and the Chief Executive on a regular basis;
- g) Sit on the Remuneration Committee and Nominations Committee of the Trust;
- h) Represent the Council of Governors at Trust or other events when appropriate.



Report Cover Sheet

Report to:	Council of Governors	
Date of the Meeting:	7 November 2019	
Agenda Item:	CoG- 54-19	
Title:	Draft Council of Governors Standing Orders	
Report prepared by:	Angela Wendzicha, Associate Director Corporate Governance	
Executive Lead:	Kathy Doran, Chair	
Status of the Report:	Public	Private
	X	

Paper previously considered by:	Not applicable	
Date & Decision:	Not applicable	

Purpose of the Paper/Key Points for Discussion:	<p>The Council of Governors Standing Orders from an integral part of the Trust's Constitution. Standing Orders are written rules which regulate the proceedings of the Council of Governors.</p> <p>The Trust Constitution is currently being reviewed and will be presented to the Council of Governors for approval in early 2020. In the meantime, the Council are requested to review the attached draft version 3 of the Standing Orders and provide any comments to Angela Wendzicha by 29 November 2019.</p>	
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Action Required:	Discuss	X
	Approve	
	For Information/Noting	

Next steps required	Following consultation the Constitution will be updated and published.
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The paper links to the following strategic priorities (please tick)

Deliver outstanding care locally		Collaborative system leadership to deliver better patient care	
Retain and develop outstanding staff		Be enterprising	
Invest in research & innovation to deliver excellent patient care in the future		Maintain excellent quality, operational and financial performance	X

BAF Risk	Please Tick
1. If we do not optimise quality outcomes we will not be able to provide outstanding care	
2. If we do not prioritise the costs of the delivering the Transforming Cancer Care Programme we will not be able to maintain our long-term financial strength and make appropriate strategic investments.	
3. If we do not have the right infrastructure (estate, communication & engagement, information and technology) we will be unable to deliver care close to home.	
4. If we do not have the right innovative workforce solutions including education and development, we will not have the right skills, in the right place, at the right time to deliver the outstanding care.	
5. If we do not have an organisational culture that promotes positive staff engagement and excellent health and well-being we will not be able to retain and attract the right workforce.	
6. If we fail to implement and optimise digital technology we will not deliver optimal patient outcomes and operational effectiveness.	
7. If we fail to position the organisation as a credible research partner we will limit patient access to clinical trials and affect our reputation as a specialist centre delivering excellent patient care in the future.	
8. If we do not retain system-side leadership, for example, SRO for Cancer Alliance and influence the National Cancer Policy, we will not have the right influence on the strategic direction to deliver outstanding cancer services for the population of Cheshire & Merseyside.	
9. If we do not support and invest in entrepreneurial ideas and adapt to changes in national priorities and market conditions we will stifle innovative cancer services for the future.	
10. If we do not continually support, lead and prioritise improved quality, operational and financial performance, we will not provide safe, efficient and effective cancer services.	x

Equality & Diversity Impact Assessment		
Are there concerns that the policy/service could have an adverse impact on:	YES	NO
Age		X
Disability		X
Gender		X
Race		X
Sexual Orientation		X
Gender Reassignment		X
Religion/Belief		X
Pregnancy and Maternity		X

If YES to one or more of the above please add further detail and identify if a full impact assessment is required.

Council of Governors
Standing Orders
(2019)
Version 3

Author: Associate Director of Corporate Governance

Introduction

The Clatterbridge Cancer NHS Foundation Trust (“the Trust”) is a public benefit corporation established in accordance with the provisions of the National Health Service Act 2006.

The following Standing Orders form part of the Constitution of The Clatterbridge Cancer Centre NHS Foundation Trust, the purpose of which are for the regulation of the proceedings of the Council of Governors.

All business of the Council of Governors shall be conducted in the name of the Trust and the Standing Orders will ensure that the highest standards of conduct and corporate governance are applied to all Council of Governor meetings; the Council seeking at all times to comply with the Trust’s Code of Conduct for Governors.

1. INTERPRETATION

- 1.1 In the following Standing Orders, the provisions relating to interpretation in the Constitution shall apply and the words and expressions defined in the Constitution shall have the same meaning in these Standing Orders.
- 1.2 The Chair of the Trust, save as permitted by law shall have the final authority on the interpretation of these Standing Orders on which advice shall be provided by the Chief Executive and Associate Director of Corporate Governance.

2. THE COUNCIL OF GOVERNORS

2.1 Roles and Responsibilities

2.1.1 The principle roles and responsibilities of the Council of Governors are set out in Paragraph [] of the Constitution, but in summary they are:

- a) to hold the non-executive Directors individually and collectively to account for the performance of the Board of Directors; and
- b) to represent the interests of the Members of the Trust as a whole and the interests of the public.

3. COMPOSITION OF THE COUNCIL OF GOVERNORS

3.1 The composition of the Council of Governors shall be as set out in Paragraph [] of the Constitution.

4. APPOINTMENT OF THE CHAIR AND NON-EXECUTIVE DIRECTORS

4.1 The Chair of the Trust and the Non-Executive Directors shall be appointed by the Council of Governors in accordance with Paragraph [] of the Constitution.

5. TERMS OF OFFICE OF THE GOVERNORS AND TERMINATION OF TENURE

5.1 The provisions governing the terms of office and termination of tenure of the Governors are contained in Paragraph [] and [] respectively of the Constitution.

6. MEETINGS OF THE COUNCIL OF GOVERNORS

6.1 Meetings held in Public – The meetings of the Council of Governors will be open to the public and press subject to Paragraph 6.2 below.

6.2 The Council of Governors may resolve to exclude members of the public and press from any meeting or part of any meeting who shall be required to withdraw following the Council of Governors resolving as follows:

“Those representatives of the press and other members of the public are excluded from the remainder of this meeting having regards to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest.”

6.3 The Chair (or any other person presiding under the provisions of Paragraph 6.10 of these Standing Orders) may exclude any member of the public from the meeting in the event s/he considers that s/he is interfering with, disrupting or preventing any conduct of the meeting.

6.4 Nothing within these Standing Orders will require the Council of Governors to allow members of the public or press to record the meetings in any way other than a written note without the prior agreement of the Council of Governors.

6.5 Ordinary meetings of the Council of Governors will be held at least four times per year.

6.6 Calling Meetings - Notwithstanding Paragraph 6.5 above, the Chair may call a meeting of the Council of Governors at any time. If the Chair refuses to call a meeting of the Council of Governors after a requisition for that purpose, signed by at least one-third of the whole number of Governors, or if without refusing the Chair does not call a meeting within 7 working days after requisition to do so, such one-third of Governors may call a meeting.

6.7 Notice of Meetings - Prior to each meeting of the Council of Governors a notice of the meeting, specifying the business proposed to be transacted at it and signed by the Chair or an officer of the Trust authorised by the Chair to sign on their behalf and shall be delivered to every Governor at least 14 calendar days before the meeting.

6.7.1 Subject to paragraph 6.7, failure to serve the notice on more than one-third of the Governors will invalidate the meeting

6.7.2 The Chair may waive the requirement to serve notice of the meeting in the case of emergencies or in the case where urgent business is required to be conducted.

6.7.3 Before each meeting of the Council of Governors a public notice of the time and place of the meeting, and the public agenda shall be displayed at the Trust's office at least 3 working days prior to the meeting.

6.8 In the case of a meeting called by the Governors, in default of the Chair, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified in the notice.

6.9 Setting the agenda - The Council of Governors may determine that certain agenda items shall be included on every agenda.

6.9.1 A Governor wishing to have a matter included on the agenda for a meeting of the Council of Governors shall specify the question or issue to be included in writing to the Chair or the Associate Director of Corporate Governance at least ten working days before the meeting is due to take place. Requests received later than this will be included on the agenda at the discretion of the Chair.

6.9.2 The Associate Director of Corporate Governance will make arrangements to ensure that the final agenda and supporting papers are delivered to all Governors so as to be available to them at least five days prior to the meeting.

6.10 Chair of the Meeting – The Chair of the Trust shall preside at the meetings of the Council of Governors.

6.10.1 In the event the Chair of the Trust is absent from a meeting of the Council of Governors the Vice Chair of the Trust shall preside.

6.10.2 In the event the matter for consideration at a meeting of the Council of Governors relates to conduct or interests of the Chair or the Non-Executive Directors and the Senior Governor will preside or in their absence by another Governor chosen by the Governors who will exercise all the rights and obligations of the Chair including the right to have a casting vote.

6.11 Notices of Motions – A Governor seeking to amend or move a motion shall send a written notice of this at least 10 days prior to the meeting to the Chair who shall insert this in the agenda, subject to the notice given being permissible under the appropriate regulations.

6.11.1 Paragraph 6.11 shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to Paragraph 6.8 of these Standing Orders.

6.11.2 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 Chair.

6.11.3 Notice of 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 be signed by the Governor(s) who gave it in addition to the signature of four additional governors. When any such motion has been disposed of by the Council of Governors no Governor other than the Chair can propose a motion to the same effect within six months.

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

6.11.5 Where a motion is under discussion or immediately prior to the discussion, it will be open to a governor to move:

- 6.11.5.1 an amendment to the motion
- 6.11.5.2 the adjournment of the discussion or the meeting
- 6.11.5.3 the meeting proceed to the next business
- 6.11.5.4 the appointment of an ad hoc committee to deal with a specific item of business
- 6.11.5.5 that the motion be now put

6.11.6 No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting that the amendment negates the substance of the motion.

6.12 Chair's Ruling – Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the time and the decision of the Chair at the meeting on questions of order, relevance, regularity and any other matters shall be observed at the meeting.

6.13 Voting - If, in the opinion of the Chair, a vote should be required on a question/issue at a meeting of the Council of Governors, unless otherwise determined by the Constitution and or the Health Service Act 2006, the result shall be determined by a majority of the votes of the Governors present and voting on the question/issue.

6.13.1 All matters put to the vote shall, 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 Governors present so request.

6.13.2 If a Governor so requests, his/her vote shall be recorded by name.

6.13.3 In no circumstances can a Governor vote by proxy. Absence is defined as being absent at the time of the vote.

6.14 Minutes – The minutes of the proceeding of the meeting shall be drawn up and submitted for agreement at the next Council of Governors meeting where they will be signed by the Chair.

6.14.1 No discussion shall take place on the subject matters of the minutes except on their accuracy unless the Chair considers this appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

6.14.2 Minutes shall be circulated with the notice of the next meeting or otherwise in accordance with the Governor's wishes.

6.14.3 Signed minutes will be made available as a matter of public record except for minutes relating to business conducted under Paragraph 6.2 of these Standing Orders.

6.15 Suspension of Standing Orders – Except where this would contravene any provision within the Constitution or any other statutory provision, or any direction from the Regulator, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Governors are present, including one elected Governor and one nominated governor and that a majority of those present at the Council of Governors vote in favour of suspension.

6.15.1 Any decision to suspend Standing Orders shall be recorded in the minutes of the meeting.

6.15.2 Any discussion during the suspension of Standing Orders shall be made and available to the Governors

6.15.3 No formal business may be transacted during the suspension of Standing Orders.

6.15.4 The Trust Audit Committee of the Board of Directors shall review every decision of the Council of Governors to suspend Standing Orders.

6.16 Variation and Amendment of Standing Orders – The Council of Governors' Standing Orders can be varied or amended in the following circumstances:

6.16.1 if the variation or amendment proposed does not contravene the law, Regulation or Constitution to which the Trust or the Council of Governors is subject; and

6.16.2 if notice in accordance with Paragraph 6.9 of these Standing Orders is presented by the Chair or Chief Executive; and

6.16.3 if at least two-thirds of the Governors are present, including one Public and one Nominated Governor; and provided that

6.16.4 no less than two-thirds of the Governors present and entitled to vote, vote in favour of the variation or amendment to the Standing Orders.

6.16.5 any variation or amendment of the Standing Orders shall be reviewed by the Trust Audit Committee of the Board of Directors.

6.17 Quorum – No business shall be transacted at a meeting of the Council of Governors unless twelve Governors are present including not less than five public Governors, not less than one staff Governor and not less than one appointed Governor.

6.17.1 If a Governor has been disqualified from participating in the discussion on any matter and from voting on any resolution by reason of a declaration of a conflict of interest s/he will not count towards the quorum. If a quorum is then not available for the discussion and or passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. This position shall be recorded in the minutes of the meeting and the meeting must then proceed to the next business.

6.17.2 Any resolution for the removal of a Non-Executive Director shall require the approval as set out in Paragraph [] of the Constitution.

6.18.1 Lead Governor – The Council of Governors shall elect a Governor to be the Lead Governor in accordance with Paragraph [] of the Constitution.

7. DECLARATIONS OF INTEREST AND REGISTER OF INTEREST

7.1 All Governors are required to comply with the Trust's Standards of Business Conduct and to declare interests that are relevant and material to the Council.

7.2 If a Governor has a pecuniary, personal or family interest, whether direct or indirect, in any contract or proposed contract or other matter that is under consideration by the Council of Governors, s/he shall disclose that to the Council of Governors as soon as s/he is aware of it and shall retire from the meeting or that part of it where that matter is under consideration.

7.3 A Governor must declare to the Associate Director of Corporate Governance any other interests which are relevant and material to matters under consideration by the Council of Governors.

7.3.1 Interests regarded as 'relevant and material' include any of the following held by a Governor:

- a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies)
- b) A position of authority in a charity or voluntary organisation in the field of health and social care
- c) Ownership or part ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS
- d) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services
- e) Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS
- f) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust.

7.3.2 In the event Governors have any doubt around 'relevant and material' interests they should discuss with the Chair and or Associate Director of Corporate Governance.

7.3.3 At the time the Governors' interests are declared, they shall be recorded in the Council of Governors minutes and entered onto the Register of Interests to be maintained by the Associate Director of Corporate Governance.

7.3.4 There is no requirement for the interests of Governors' spouses or partners to be declared save for interests in contracts.

7.4 Register of Interests - The Associate Director of Corporate Governance will ensure that a Register of Interests is established to formally record declarations of interests of Governors which will be kept in accordance with Paragraph [] of the Constitution.

8. REMUNERATION

Governors are not to receive remuneration but may receive reimbursement of expenses in accordance with Paragraph 9 of these Standing Orders.

9. PAYMENT OF EXPENSES TO GOVERNORS

9.1 The Trust may pay travelling and other expenses to governors for attendance at meetings of the Governors, or any other business authorised by the Associate Director of Corporate Governance in their capacity as Trust Secretary.

9.2 Mileage claims will be reimbursed at the prevalent Inland Revenue Allowable Mileage Rate. Car parking and standard public transport fares will be reimbursed at the cost incurred subject to Trust Policy.

9.3 Any other expenses relating to business of the Council of Governors may be reimbursed with prior authorisation of the Associate Director of Corporate Governance as Trust Secretary.

9.4 Expenses will be authorised and reimbursed through the Corporate Governance office on receipt of a completed and signed expenses form provided by the Corporate Governance office.

10. COMMITTEES OF THE COUNCIL OF GOVERNORS

The Council of Governors shall establish committees as set in in Paragraph [] of the Constitution.

11. COUNCIL OF GOVERNORS PERFORMANCE

The Trust will take all reasonable steps to ensure that the Governors are equipped with the skills and knowledge they require in their capacity as Governors. The Chair shall, on an annual basis lead a performance assessment process for the Council to enable the council to review its role, structure and composition.

12. RESOLUTION OF DISPUTES

All disputes or conflicts between the Board of Directors and the Council of Governors shall be communicated, managed and resolved in accordance with Paragraph [] of the Constitution.

DRAFT

Council of Governors Standing Orders

July 2006
(Revised March 2010)

SECTION 1: RELATING TO MEETINGS OF THE COUNCIL

(n.b. where the type face is in times new roman this is a direct lift from the constitution)

1. Meetings of the Council of Governors

- 1.0 The Council of Governors is to meet at least three times in each financial year. Save in the case of emergencies or the need to conduct urgent business, the Secretary (Corporate Governance Manager) shall give at least fourteen days written notice of the date and place of every meeting of the Council of Governors to all Governors. Notice will also be published in a local newspaper or newspapers circulating in the area served by the Foundation Trust, and on the Foundation Trust's website.
- 1.1 Meetings of the Council of Governors may be called by the Secretary, or by the Chairman, or by six Governors (including at least two elected Governors and two appointed Governors) who give written notice to the Secretary specifying the business to be carried out. The Secretary shall send a written notice to all Governors as soon as possible after receipt of such a request. The Secretary shall call a meeting on at least fourteen but not more than twenty-eight days' notice to discuss the specified business. If the Secretary fails to call such a meeting then the Chairman or six Governors, whichever is the case, shall call such a meeting.
- 1.2 All meetings of the Council of Governors are to be General Meetings open to members of the public unless the Council of Governors decides otherwise in relation to all or part of a meeting for reasons of commercial confidentiality or on other proper grounds. The Chairman may exclude any member of the public from a meeting of the Council of Governors if they are interfering with or preventing the proper conduct of the meeting.
- 1.3 The Council of Governors may invite the Chief Executive or any other member or members of the Board of Directors, or a representative of the financial auditor or other advisors to attend a meeting of the Council of Governors
- 1.4 The Council of Governors may agree that its members 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.
- 1.5 Subject to this constitution and the following provisions of this paragraph, questions arising at a meeting of the Council of Governors shall be decided by a majority of votes.
 - 1.5.1 In case of an equality of votes the person presiding at or chairing the meeting shall have a casting vote.

- 1.5.2 No resolution of the Council of Governors shall be passed if it is opposed by all of the Public Governors present.
- 1.6 The Council of Governors may not delegate any of its powers to a committee or sub-committee, but it may appoint committees consisting of its members, Directors, and other persons to assist the Council of Governors in carrying out its functions. The Council of Governors may, through the Secretary, request that advisors assist them or any committee they appoint in carrying out its duties.
- 1.7 All decisions taken in good faith at a meeting of the Council of Governors or of any committee shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of the Governors attending the meeting.
- 1.8 The Council of Governors may delegate authority to a committee of the Council to carry out a responsibility of the Council unless the powers concerned are expressly defined in the constitution (see paragraph 7.3.1) as a responsibility which has to be exercised by a public meeting of the full Council of Governors.
- 1.9 If an emergency situation arises which requires a decision by the Council of Governors with the exception of those powers set out in paragraph 7.3.1 of the constitution, the chairman (or in his absence the vice chairman or a nominated non-executive director) may in consultation with the Senior Governor and two other Governors (one public and one other) act on behalf of the Council of Governors provided this matter is reported to a meeting of the Council of Governors as soon as possible but not later than 28 days.
- 1.10 If an emergency situation arises which requires a decision by the Council of Governors including those powers set out in paragraph 7.3.1 of the constitution refer to paragraph 12.25 of the constitution.

2. Appointment of the Senior Governor

- 2.1 The Council of Governors shall appoint one of the Governors to be Senior Governor of the Council of Governors.
- 2.1.1 Nominations for the post of Senior Governor are requested at a meeting of the Council of Governors (to be sent to the secretary).
- 2.1.2 A closed postal ballot is to take place within 2 weeks of the meeting.

- 2.2.1 The term of office for the Senior Governor is to be 2 years (or for the remainder of their term of office whichever is the less). However a current Senior Governor can be nominated as per 2.1.1.

3. Chair of Meeting

The Chairman of the Foundation Trust or, in their absence, the Vice Chairman of the Board of Directors, or in their absence one of the non-executive Directors is to preside at meetings of the Council of Governors. If the person presiding at any such meeting has a conflict of interest in relation to the business being discussed, the Senior Governor of the Council of Governors will chair that part of the meeting.

4. Quorum

- 4.1 Twelve Governors including not less than five Public Governors, not less than one Staff Governor and not less than one appointed Governor shall form a quorum.

5. Order of Business

The order of business at every meeting of the Council shall be as follows:-

- To deal with any business required by statute to be done before any other business;
- To receive the Chairman's announcements;
- To approve as a correct record and sign the minutes of the last meeting of the Council
- To dispose of business (if any) remaining from the previous meeting (matters arising)
- To deal with questions from members of the public in accordance with the procedure set out in Appendix 1 to these standing orders;
- To receive reports from its sub Committees;
- To deal with any other business, if any
- The order of other items may be varied at the discretion of the Chair,

6. Minutes

If the minutes of the last meeting of the Council have been circulated before the meeting, they shall be taken as read and the Chairman shall move that they be approved as a correct record.

The minutes shall not be discussed except to question their accuracy. If their accuracy is not disputed the Chairman shall sign them. Any question of accuracy shall be if necessary put to the vote.

7. Disturbance by members of the public

If a member of the public interrupts the proceedings at any meeting the Chairman shall issue a warning. If that person continues the interruption the Chairman may order the person to be removed from the Council Meeting.

8. Voting

The normal method of voting at meetings of the Council shall be by means of a show of hands. Where there are issues where voters may need to be anonymous a paper voting system will be used. This is determined by the Chairman.

In taking a vote upon any question, only those members of the Council who are present at the meeting when the question is put from the Chairman shall be entitled to vote

SECTION 2: RELATING TO COMMITTEES

Standing Orders

1. Constitution of Committees and Sub-Committees

The Council shall at its first Meeting appoint the members of its committees. The Council may also appoint Chairs and Vice-Chairs of committees. The Council may at any time dissolve a committee or alter its membership. Each committee will determine a quorum for the committee and agree this with the Chairman.

1.1 The Council will establish 3 committees:

STRATEGY

To provide a forum for consultation on the Service Development Strategy and other Board strategies.

THE PATIENT EXPERIENCE

To provide advise to the Board on the Patients experience from access to treatment

MEMBERSHIP, COMMUNICATION & FUNDRAISING

To oversee the development of the membership strategy and to ensure effective communication with the membership and community. To provide advice and support for fundraising activities.

Committees will comprise of not less than 5 governors, one of whom will act as Chair (who will have a casting vote). Advice will be provided by an Executive Director and or a Non-Executive Director. Not less than three Governors shall form a quorum.

- 1.2 The Council will establish 3 ad-hoc.

REMUNERATION COMMITTEE

An adhoc committee to consider remuneration issues for NED's based on national advice. This will comprise of 6 governors, one of whom will act as Chair (who will have a casting vote). Advice will be provided by an Executive Director and or a Non-Executive Director

NON-EXECUTIVE NOMINATIONS PANEL (adhoc)

To recommend to the Council of Governors the appointment or renewal of NED's. This will be chaired by the Chairman or Vice Chairman of the Board and will include 3 Governors. The Chief Executive will attend in an advisory role.

**CHIEF EXECUTIVE
NOMINATIONS / APPOINTMENT PANEL (adhoc)**

To recommend for approval to the Council of Governors the appointment of the Chief Executive. This will be chaired by the Chairman or Vice Chairman of the Board. It will include all non-executive directors. There will be 2 Governors in attendance as observers.

NB (i) All Nomination Panels may at the discretion of the panel Chair include an independent advisor to help with their deliberations.

The Audit Committee via the Board will make recommendations to a meeting of the Council of Governors, regarding the appointment of the External Auditors.

SECTION 3: CHANGES TO STANDING ORDERS

Changes will be proposed at a meeting of the Council of Governors. Changes will be approved by two thirds of those members present at the meeting.

SECTION 4: CODE OF CONDUCT DECLARATION

Code of Conduct Declaration

As an NHS Foundation Trust Governor, I will observe the following principles: I will commit to and actively support the vision and aims of Clatterbridge Centre for Oncology NHS Foundation Trust, and I will seek at all times to support the Trust in the achievement of these aims in undertaking the role of Governor of Clatterbridge Centre for Oncology NHS (Foundation Trust):

As a member of the Council of Governors of Clatterbridge Centre for Oncology NHS Foundation Trust I will:

Abide by the Code of Conduct for NHS Boards as contained within the Corporate Governance Manual
Actively support the vision and aims of Clatterbridge Centre for Oncology NHS Foundation Trust
Act in the best interests of Clatterbridge Centre for Oncology NHS Foundation Trust at all times
Contribute to the Council of Governors in order for it to fulfil its role as defined in the constitution for Clatterbridge Centre for Oncology NHS Foundation Trust
Recognise that the Council of Governors exercises collective decision-making on behalf of all patients, local people, stakeholders and staff
Acknowledge that, other than when attending meetings and events as a Governor, I have no rights or privileges over any other member of Clatterbridge Centre for Oncology NHS Foundation Trust
Recognise that the Council of Governors has no managerial role within Clatterbridge Centre for Oncology NHS Foundation Trust
Value and respect fellow Governors and all members of staff
Respect the confidentiality of the information received in the role of a Governor
Attend training events as required in order to carry out the role
Abide by Clatterbridge Centre for Oncology NHS Foundation Trust Policies, Procedures, Standing Orders and Standing Financial Instructions
Recognise that Clatterbridge Centre for Oncology NHS Foundation Trust is an apolitical organisation and act accordingly
Uphold the seven principles of public life as detailed by the Nolan Committee
Seek to ensure that no one is discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social and economical status or national origin
Respect the confidentiality of individual patients and comply with confidentiality and data protection policies
Support and assist the Board of Directors to discharge its responsibility
Seek to ensure that the membership of the constituency represented is properly informed and able to influence services
Not represent the Trust to the media or any third parties without permission from the Chairman
Refrain from actions or communications that could bring the Trust into disrepute
Not make, permit or knowingly allow to be made any untrue or misleading statement relating to my own duties or the functions of Clatterbridge Centre for Oncology NHS Foundation Trust

Nolan Principles

The Council of Governors and Directors of Clatterbridge Centre for Oncology NHS Foundation Trust will follow the principles set out by the Committee on Standards in Public Life, (the Nolan Committee - now the Wicks Committee). The Board of Directors and Council of Governors will therefore adhere to the following seven principles of public life:

Selflessness

- Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends;

Integrity

- Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties;

Objectivity

- In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for awards or benefits, holders of public office should make choices on merit;

Accountability

- Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office;

Openness

- Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands;

Honesty

- Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest;

Leadership

- Holders of public office should promote and support these principles by leadership and example.

**Code of Conduct
Clatterbridge Centre for Oncology NHS Foundation Trust**

Name of Governor

Address

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This Code of Conduct does not limit or invalidate the right of the Governor or Clatterbridge Centre for Oncology NHS Foundation Trust to act under the Constitution.

Clatterbridge Centre for Oncology NHS Foundation Trust
Council of Governors
Code of Conduct

Declaration

I,(Print name) agree to abide by the Constitution and Code of Conduct of Clatterbridge Centre for Oncology NHS Foundation Trust.

Signature

Date

Please sign and return this information to the Corporate Governance Manager