

RULES FOR PROCEDURE AT COUNCIL OF GOVERNORS MEETINGS

1. AUTHORITY

- 1.1 Annex 5 – Standing Orders for the Practice and Procedure of the Council of Governors: (UHD Constitution V1).

2. MEETINGS

- 2.1 Full Council of Governors' Meetings will normally be held in April, July, October and January of each year. The Company Secretary will publish the dates, time and locations of meetings for the year six months in advance.
- 2.2 Other, or emergency, Governors' meetings may be called in accordance with the Constitution, giving at least seven days' notice.

3. AGENDAS AND PAPERS

- 3.1 Agendas and supporting papers will normally be issued to Governors no later than 7 days in advance of the meeting. Draft minutes of the previous meeting will be circulated with these papers for approval as a specific agenda item.

4. REPORTS FROM THE EXECUTIVE DIRECTORS

- 4.1 A Governor may ask any question through the Chairman without notice upon a report from an Executive Director, or other officer of the Trust, when that item is being received or under consideration by the Council.
- 4.2 Unless the Chairman decides otherwise no statements will be made other than those which are strictly essential to define the question, which should last no longer than three minutes. A Governor who has put such a question may also put one supplementary question but only if the supplementary question arises directly out of the reply given.
- 4.3 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 Council.
- 4.4 A Governor requesting an item for consideration by the Council must submit the request not less than 14 days in advance of the meeting.

5. QUESTIONS ON NOTICE AT COUNCIL OF GOVERNORS MEETINGS

- 5.1 Questions on notice are defined as questions from Governors about matters which are directly in relation to a matter over which the Council has powers or duties or which affects the area covered by the Trust. Subject to the paragraph 6 a Governor of the Council may ask:

- the Chairman;

- another Governor;
- an Executive Director;
- the Chairman of any body who may be present.

6. QUESTIONS FROM GOVERNORS

- 6.1 A Governor may ask a question through the Chairman without notice upon 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.
- 6.2 Questions relating to matters other than those under report may be asked with due notice. For the avoidance of doubt, questions on notice must be given in writing (including email) to the Company Secretary at least fourteen days in advance of the Meeting. If the question is urgent and with the agreement of the person to whom the question is being put, the content of the question may be given to the Company Secretary by 10:00am on the day of the Meeting (if the meeting is scheduled for the afternoon) or by 2:00pm on the preceding day (if the Meeting is scheduled for the morning). Urgent is defined as a matter that will adversely affect the Trust in the next seven days.

7. RESPONSE

- 7.1 An answer may take the form of:
- i) a direct oral answer;
 - ii) where the desired information is in a publication of the Trust or other published work, a reference to that publication; or
 - iii) where the reply cannot conveniently be given orally, a written answer circulated later to the questioner;
 - iv) a brief oral answer supplemented by a written answer circulated later to the questioner.

8. SUPPLEMENTARY QUESTION

- 8.1 A Governor asking a question under 5 above may ask one supplementary question (lasting no longer than three minutes) without notice of the person to whom the first question was asked. The supplemental question must arise directly out of the reply.

9. MOTIONS, AMENDMENTS OR ALTERATIONS OR WITHDRAWALS OF MOTIONS-GENERAL PROVISIONS

- 9.1 The rules which follow in this part of the Constitution in relation to the moving, amendment, alteration or withdrawal of motions shall in no way operate at any time to avoid or circumvent compliance with any other approved rules of committee and therefore shall be construed accordingly.

10. MOTIONS ON NOTICE

Notice

- 10.1 A Governor desiring to move or amend a motion shall send a written notice thereof at least 14 clear days before the Meeting to the Chairman or Company Secretary, who shall insert in the agenda for the Meeting all notices so received subject to the notice being permissible under the appropriate regulations. Receipt via electronic means is acceptable. All motions received by the Chairman or Company Secretary will be

acknowledged by the Company Secretary in writing to the Governor who has signed or transmitted the same. This paragraph shall not prevent any motion being moved during the Meeting, without notice on any business mentioned on the agenda in accordance with Standing Order 11 of Annex 5 of the Constitution.

Motion set out in agenda

- 10.2 Motions for which notice has been given will be listed on the agenda in the order in which notice was received, unless the Governor giving notice states, in writing, that they propose to move it to a later meeting or withdraw it.

Scope

- 10.3 Motions must be about matters for which the Council of Governors has a responsibility or which affect the area covered by the Trust.

11. MOTIONS WITHOUT NOTICE

- 11.1 The following motions may be moved without notice:

- i) in relation to the accuracy of the minutes;
- ii) to change the order of business in the agenda for the Meeting;
- iii) to refer a matter discussed at a Meeting to an appropriate body or individual;
- iv) to appoint a group arising from an item on the agenda for the Meeting;
- v) to receive reports or adopt recommendations made by the Board of Directors;
- vi) to withdraw a motion;
- vii) to amend a motion;
- viii) to proceed to the next business on the agenda;
- ix) that the question now be put;
- x) to adjourn a debate;
- xi) to adjourn the Meeting;
- xii) to suspend a particular Standing Order contained within Annex 5 of the Constitution; a Standing Order may only be suspended by motion on notice or without notice if at least one half of the aggregate number of Governors are present at the Meeting in question and provided also that the Standing Order in question may only be suspended for the duration of the Meeting in question;
- xiii) to exclude the public and press from the Meeting in question (the motion shall be “to exclude the press and public from the remainder of the Meeting, owing to the confidential nature of the business to be transacted”);
- xiv) to not hear further a Governor, or to exclude them from the Meeting in question. If a Governor persistently disregards the ruling of the Chairman or behaves improperly or offensively or deliberately obstructs business, the Chairman may move that the Governor in question be not heard further at the Meeting in question. If seconded, the motion will be voted on without

discussion. If the Governor continues to behave improperly after such a motion is carried, the Chairman may move that either the Governor leaves the meeting room or that the Meeting in question is adjourned for a specified period. If seconded, the motion will be voted on without discussion;

- xv) to give the consent of the Council of Governors to any matter where its consent is required pursuant to the Constitution.

12. URGENT MOTIONS

- 12.1 Urgent motions may only be submitted by a Governor and must be received by the Company Secretary in writing before the commencement of the meeting. Acceptance of such motions for inclusion on the Agenda will be at the discretion of the Chairman. Urgent is defined as a matter which will adversely affect the Trust in the next seven days.

13. ATTENDANCE

- 13.1 Governors who are unable to attend the Council of Governors meeting should advise the Company Secretary in advance of the Meeting in question so that their apologies may be submitted.

14. QUORUM

- 14.1 Nine Governors including not less than seven Public Governors, not less than one Staff Governor and not less than one Appointed Governors shall form a quorum.

15. CHAIRMAN

- 15.1 The Council of Governors will be chaired as follows:
- by the Chairman of the Trust, or in their absence:
 - by the Vice Chairman of the Trust, or in their absence:
 - by another Non-Executive Director.
- 15.2 If the Council of Governors is dealing with matters of succession of the Chairman, then the Vice Chairman will preside.

16. DECLARATIONS OF INTEREST

- 16.1 In accordance with Clause 18 of the Constitution, Governors are required to declare any direct or indirect pecuniary interest and any other interest which is relevant and material to the business of the Trust. The responsibility for declaring an interest is solely that of the Governor concerned.
- 16.2 If a Governor is present at a Meeting of the Council of Governors and has an interest of any sort in any matter which is the subject of consideration, the Governor shall at the Meeting and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter and, if the Governor has declared a pecuniary interest, the Governor shall not take part in the consideration or discussion of the matter, subject to Standing Order 20.7 of Annex 5 of the Constitution.

17. REVIEW AND AMENDMENT TO THE RULES OF PROCEDURE

- 17.1 These rules of procedure shall be reviewed annually by the Council of Governors. Any amendment will be made in accordance with Clause 41 of the Constitution.

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