NHS GRAMPIAN

STANDING ORDERS FOR THE PROCEEDINGS AND BUSINESS OF GRAMPIAN NHS BOARD

1 General

1.1 These Standing Orders for regulation of the conduct and proceedings of Grampian NHS Board (the common name for Grampian Health Board) and its Committees are made under the terms of The Health Boards (Membership and Procedure) (Scotland) Regulations 2001 and subsequent Statutory Instruments [the Regulations]. Members of the Board are expected to subscribe to and comply with:

(a) The Code of Conduct;
(b) The Code of Accountability;
(c) The Code of Practice on Openness issued by the Scottish Executive; and
(d) The NHS Grampian Code of Conduct made under the Ethical Standards in Public Life etc (Scotland) Act 2000,

All of which will be regarded as if incorporated into these Standing Orders.

1.2 Any statutory provision, regulation or direction by Scottish Ministers, will have precedence if they are in conflict with these Standing Orders.

1.3 Any one or more of the Board’s Standing Orders (with the exception of 3.2) may be suspended on a duly seconded motion, incorporating the reasons for suspension, if carried by a majority of Members present.

1.4 Any one or more of the Board’s Standing Orders may be varied or revoked at a meeting of the Board by a majority of Members present and voting, provided the agenda for the meeting at which the proposal is to be considered clearly states the extent of the proposed repeal, addition or amendment.

1.5 In these Standing Orders, references to the male gender will apply equally to the female gender.

1.6 The Board Secretary will provide a copy of these Standing Orders to all Members of the Board on appointment and to senior managers.

1.7 These Standing Orders will be reviewed every two years.

2 Membership

The membership of the Board will be those persons appointed by the Scottish Ministers and comprise the Chairperson, Non-Executive and Executive Directors, as determined by the Regulations.
3 Chairperson

3.1 At every meeting of the Board the Chairperson, if present, will preside. If the Chairperson is absent from any meeting the Vice-Chairperson, if present, will preside. If both the Chairperson and Vice-Chairperson are absent, a Non-Executive Director chosen at the meeting will preside.

3.2 The duty of the person presiding at a meeting of the Board or its Committees is to ensure that the Standing Orders are observed, to preserve order, to ensure fairness between Members and to determine all questions of order and competence. The ruling of the person presiding will be final and will not be open to question or discussion.

3.3 The Chairperson may resign office at any time on giving notice to the Scottish Ministers and will hold office in accordance with appointment by Scottish Ministers unless he/she is disqualified.

4 Vice-Chairperson

4.1 The Board will appoint a Non-Executive Director to be Vice-Chairperson and the person appointed will, so long as he/she remains a Member of the Board, continue for such a period as the Board will decide.

4.2 The Member appointed as Vice-Chairperson may at any time resign from the office of Vice-Chairperson by giving notice in writing to the Chairperson and the Members may appoint another Non-Executive Director as Vice-Chairperson in accordance with Standing Order 4(1).

4.3 Where the Chairperson has died, ceased to hold office, or is unable to perform his/her duties due to illness, absence from Scotland or for any other reason, the Vice-Chairperson will assume the role of the Chairperson in the conduct of the business of the Board and references to the Chairperson will, so long as there is no Chairperson able to perform the duties, be taken to include references to the Vice-Chairperson.

5 Resignation and Removal of Members

5.1 A Member may resign office at any time during the period of appointment by giving notice in writing to the Scottish Ministers to this effect.

5.2 If the Scottish Ministers consider that it is not in the interests of the health service that a Member of a Board should continue to hold that office they may forthwith terminate that person’s appointment.

5.3 If a Member has not attended any meeting of the Board, or of any Committee of which they are a Member, for a period of six consecutive
months, the Scottish Ministers will forthwith terminate that person’s appointment unless satisfied that –

(a) the absence was due to illness or other reasonable cause; and

(b) the Member will be able to attend meetings within such period as the Scottish Ministers consider reasonable

5.4 Where a Member who was appointed for the purposes of paragraph 2A of Schedule 1 to the NHS (Scotland) Act 1978 (representative of University), ceases to hold the post in a university with a medical or dental school, which was held at the time of appointment for those purposes, the Scottish Ministers may terminate the appointment of that person as a Member.

5.5 Where any Member becomes disqualified in terms of Regulation 6 of the Regulations that Member will forthwith cease to be a Member.

6 Ordinary Meetings

6.1 The Board will meet at least six times in the year and meetings of the Board, unless otherwise determined in relation to any particular meeting, will be held at a date, time and venue determined by the Board or the Chairperson and specified in the notice calling the meeting.

6.2 Subject to Standing Order 7 below, the Board Secretary will convene meetings of the Board by issuing to each Member, not less than seven clear days before the meeting, a notice detailing the place, time and business to be transacted at the meeting, together with copies of all relevant papers (where available at the time of issue of the agenda). If these papers are not available at that time, they will be issued timeously.

6.3 The notice will be delivered to every Member or sent by post to the place of residence of Members, or such other address as notified by them to the Board Secretary.

6.4 Notice of Board meetings will be given by the person convening the meeting in accordance with the provisions of the Public Bodies (Admission to Meetings) Act 1960.

6.5 Meetings of the Board, its committees and sub-committees may (as well as being conducted by all members being present together in a pre-determined place) be conducted in any other way in which each member is enabled to participate although not present with others in such a place, eg by videoconferencing.

6.6 Lack of service of the notice on any member will not affect the validity of a meeting.
7 Decisions Reserved for the Board and Scheme of Delegation

7.1 The Schedule of Reserved Decisions details those matters which may only be determined at a meeting of the Board and those matters delegated in accordance with the Scheme of Delegation adopted by the Board.

7.2 Notwithstanding 7.1 the Board may, from time to time, request reports on any matter or may decide to reserve any particular decision for itself.

7.3 The Board may delegate responsibility for certain matters to the Chairperson for his/her action. In such circumstances, the Chairperson’s action should be homologated at the next ensuing ordinary meeting of the Board.

7.4 The Board may also delegate its responsibility for statutory matters in respect of health and safety, data protection and insurance arrangements to a nominated Executive Member(s) of the Board for action.

7.5 Delegated levels of authorisation will be as set out in the Scheme of Delegation outlined in the Standing Financial Instructions.

8 Requisitioned (Special) Meetings

8.1 The Chairperson of the Board may call a meeting of the Board at any time and will do so on receipt of a requisition in writing for that purpose which specifies the business to be transacted at the meeting and is signed by one third of the whole number of Members of the Board.

8.2 In the case of a requisitioned meeting, the meeting will be held within 14 days of receipt of the requisition and no business will be transacted at the meeting other than that specified in the requisition.

8.3 If the Chairperson refuses to call a meeting of the Board after a requisition for that purpose, or if, without so refusing, does not call a meeting within seven days after such a requisition has been presented, those Members who presented the requisition may forthwith call a meeting by signing the notice calling the meeting provided that no business will be transacted at the meeting other than that specified in the requisition.

9 Conduct of Meetings

9.1 No business will be transacted at a meeting of the Board unless there are present, and entitled to vote, at least one third of the whole number of Members, of whom at least two are Non-Executive Directors.
9.2 No business will be transacted at any meeting of the Board other than that specified in the agenda except on grounds of urgency and with the consent of the majority of the Members of the Board present. Any request for the consideration of an additional item of business will be raised at the start of the meeting and the consent of the majority of Members for the inclusion must be obtained at that time.

9.3 All acts of, and all questions coming and arising before, the Board will be done and decided by a majority of the Members of the Board present and voting at a meeting of the Board. Majority agreement may be reached by consensus without a formal vote. Where there is doubt, a formal vote will be taken by Members by a show of hands, or by ballot, or any other method determined by the person presiding at the meeting.

9.4 In the case of an equality of votes, the person presiding at the meeting will have a second or casting vote.

9.5 Where a post of Executive Director is shared by more than one person:

(a) Those persons, or any one of them, will be entitled to attend any meeting of the Board

(b) Where more than one of those persons attend they will be entitled to a collective vote on any single topic raised at the meeting provided they have agreed between themselves as to the way in which the vote is to be cast

(c) If they do not so agree, no vote will be cast by them

(d) The presence of any one or more of those persons will count as the presence of one person for the purpose of the quorum

9.6 A motion which contradicts a previous decision of the Board will not be competent within six months of the date of such decision, unless submitted in the minutes of a Committee, or notice of the proposed variation is provided in the notice of the Board meeting. Where a decision is rescinded, it will not affect or prejudice any action, proceeding or liability which may have been competently done or undertaken before such decision was rescinded.

10 Minutes

10.1 The names of Members and other persons present at a meeting of the Board, or of a Committee of the Board, will be recorded in the minutes of the meeting.

10.2 Minutes of the proceedings of meetings of the Board and its Committees and decisions thereof will be drawn up by the Board Secretary (or his/her authorised nominee) and be submitted to the next
ensuing meeting of the Board or relevant Committee for approval as to their accuracy and signed by the person presiding at that next meeting.

11 **Order of Debate and Business**

11.1 Any motion or amendment will, if required by the Chairperson, be reduced to writing, and after being seconded, will not be withdrawn without the leave of the Board. No motion or amendment will be spoken upon, except by the mover, until it has been seconded.

11.2 After debate, the mover of any original motion will have the right to reply. In replying he/she will not introduce any new matter, but will confine himself/herself strictly to answering previous observations and, immediately after his/her reply, the question will be put by the Chairperson without further debate.

11.3 Any Member in seconding a motion or an amendment may reserve his/her speech for a later period of the debate.

11.4 When more than one amendment is proposed, the Chairperson of the meeting will decide the order in which amendments are put to the vote. All amendments carried will be incorporated in the original motion which will be put to the meeting as a substantive motion.

11.5 A motion to adjourn any debate on any question or for the closure of a debate will be moved and seconded and put to the meeting without discussion. Unless otherwise specified in the motion, an adjournment of any debate will be to the next meeting.

11.6 The order of business at every Board Meeting will be as follows:-

(a) The Chairperson or Vice-Chairperson or in their absence another non-Executive Member chosen by the Members present, will take the Chair.

(b) The Sederunt will be taken and apologies, if any, intimated.

(c) The Minutes of the last Meeting will be submitted for confirmation and if confirmed, signed by the Chairperson in the presence of the Meeting.

(d) Business arising out of the Minutes and business remaining or adjourned from the last Meeting.

(e) Any correspondence, communications or business as specified in the Notice.

(f) Minutes of Committees and Sub-Committees will be submitted and so far as not reported for information be formally adopted.

(g) Other business.
12 Adjournment of Meetings

A meeting of the Board, or of a Committee of the Board, may be adjourned by a motion, which will be moved and seconded and be put to the meeting without discussion. If such a motion is carried, the meeting will be adjourned until the next scheduled meeting or to such day, time and place as may be specified in the motion.

13 Declaration of Interests and Register of Interests

13.1 Members of the NHS Board will observe all their obligations under the Code of Conduct for Members of the Grampian NHS Board made under the Ethical Standards in Public Life etc (Scotland) Act 2000.

13.2 In case of doubt as to whether any interest or matter should be the subject of a notice or declaration under the Code, Members should err on the side of caution and submit a notice/make a declaration or seek guidance from the Standards Commission, the Chairperson or Board Secretary as to whether a notice/declaration should be made.

13.3 Where the Code requires an interest to be registered, or an amendment to be made to an existing interest, this will be notified to the Standards Officer in writing by giving notice in writing using the standard form available from the Standards Officer within one month of the interest or change arising. The Standards Officer will write to Members every six months to request them to formally review their declaration.

13.4 Persons appointed to the NHS Board as Members will have one month to give notice of any registerable interests under the Code, or to make a declaration that they have no registerable interest in each relevant category as specified in the standard form to be supplied by the Standards Officer.

13.5 The Standards Officer will be responsible for maintaining the Register of Interests and for ensuring it is available for public inspection at the principal offices of the Board at all reasonable times and will be included on the Board’s web site.

13.6 The Register will include information on:-

(a) the date of receipt of every notice;

(b) the name of the person who gave the notice which forms the entry in the Register; and

(c) a statement of the information contained in the notice, or a copy of, that notice
13.7 Members will make a declaration of any gifts or hospitality received in their capacity as a Member of the Board. Such declarations will be made to the Standards Officer who will make them available for public inspection at all reasonable times at the Principal Offices of the Board and on the Board’s web site (www.nhsgrampian.org.uk).

14 Suspension of Members

Any Member who disregards the authority of the Chairperson, obstructs the meeting, or conducts himself/herself offensively will be suspended for the remainder of the meeting, if a motion (which will be determined without discussion) for his/her suspension is carried. Any person so suspended will leave the meeting immediately and will not return without the consent of the meeting. If a person so suspended refuses, when required by the Chairperson, to leave the meeting, he/she may immediately be removed from the meeting by any person authorised by the Chairperson so to do.

15 Admission of Public and Press

15.1 Members of the public and representatives of the press will be notified of meetings and will be admitted to meetings of the Board in accordance with the provision of the Public Bodies (Admission to Meetings) Act 1960.

15.2 Members of the public and representatives of the press admitted to meetings of the Board may be excluded from any meeting by decision of the Board, where, in the opinion of the majority of Members present, publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted, or such other special reason as may be specified in the decision.

15.3 Representatives of the press and members of the public admitted to meetings will require the authority of the Board for each occasion they may wish to record the proceedings of the meeting other than by written notes.

15.4 Members of the public may, at the Chairperson’s sole discretion, be permitted to address the Board or respond to questions from Members of the Board, but will not generally have a right to participate in the debate at Board Meetings.

15.5 Nothing in this Standing Order will preclude the Chairperson from requiring the removal from a meeting of any person or persons who persistently disrupts the proceedings of a meeting.

16 Reception of Deputations

16.1 Any application for the reception of a deputation to the Board must be made in writing, duly signed and delivered or e-mailed to the Board
Secretary at Summerfield House, 2 Eday Road, Aberdeen, AB15 6RE or grampian@nhs.net at least seven working days (excluding Saturdays, Sundays and public holidays) prior to the date of the meeting concerned. The application must state the subject on which the deputation wishes to be received and the action (if any) that it proposes to request the Board to take.

16.2 It is at the discretion of the Chairperson, failing whom the Vice-chairperson, whether or not to grant the application. If, in the opinion of the Chairperson, the subject on which the deputation requests to be heard is competent and relevant, it will be put on the agenda for the appropriate meeting of the Board.

16.3 The deputation will consist of a maximum of ten people. A maximum of two members of any deputation will be permitted to address the meeting and they may speak in total for no more than ten minutes.

16.4 It will be competent for any member of the Board, with leave of the Chairperson, to put any relevant questions to the deputation, but no member of the Board will express an opinion, nor will the Board discuss the subject on which the deputation has been heard, until the deputation has withdrawn to the public benches.

17 Common Seal and Execution of Documents

17.1 The Common Seal of the Board will be kept in a safe place by the Board Secretary who will be responsible for its safe custody and for recording its use.

17.2 Any document or proceeding requiring authentication by the Board by affixation of its Common Seal will be subscribed by one Member of the Board, the Board Secretary (or his/her authorised nominee) and the Director of Finance (or his/her authorised nominee).

17.3 The Director of Finance will be responsible for maintaining a record of officers authorised to sign documents on behalf of the Board in accordance with provisions contained within Standing Financial Instructions.

17.4 Where a document requires for the purpose of any enactment or rule of law relating to the authentication of documents under the Law of Scotland, or otherwise to be authenticated on behalf of the Board it will be signed by an Executive Director of the Board or any person duly authorised to sign under the Scheme of Delegation in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995. Before authenticating any document the person authenticating the document will satisfy themselves that all necessary approvals in terms of the Board’s procedures have been satisfied. A document executed by the Board in accordance with this paragraph will be self-proving for the purposes of the Requirements of Writing (Scotland) Act 1995.
17.5 Scottish Ministers will direct on which officers of the Board can sign on their behalf in relation to the acquisition, management and disposal of land.

17.6 Any authorisation to sign documents granted to an officer of the Board will terminate upon that person ceasing (for whatever reason) from being an employee of the Board, without further intimation or action by the Board.

18 **Committees**

18.1 Subject to any direction issued by Scottish Ministers, the Board will appoint such Committees and Sub-Committees as it thinks fit. The remits of Committees and Sub-Committees, their quorums and reporting arrangements will be reviewed regularly by the Board. The Board will also appoint members to the three Integration Joint Boards within Grampian.

18.2 Subject to any direction or regulation issued by Scottish Ministers, Committees of the Board may co-opt persons as Members of Board Committees and Sub-Committees, as and when required. Persons appointed to Committees and Sub-Committees who are not a member of the Board will be subject to the same rules of conduct that apply to Board Members.

18.3 The Chairperson of a Committee may call a meeting of that Committee any time and will call a meeting when requested to do so by the Board.

18.4 The foregoing Standing Orders, so far as applicable, and so far as not hereby modified, will be the rules and regulations for the proceedings of formally constituted Committees and Sub-Committees, subject always to the following additional provisions:

(a) The Chairperson and Vice-Chairperson of the Board and the Chief Executive of the Board will have the right to attend all Committees except where the constitution of such Committees precludes such an arrangement. Such attendance does not confer voting rights.

(b) Meetings of Committees and Sub-Committees will not be open to the public and press unless the Board decides otherwise in respect to a particular Committee or a particular meeting of a Committee.

(c) Committees of the Board and the Convenors thereof will be appointed every two years at the meeting of the Board in June or at a meeting to be held as soon as convenient thereafter. Casual vacancies in the membership of Committees thereof will be filled, so far as practicable, by the Board at the next scheduled meeting following a vacancy occurring.
(d) Committees of the Board may appoint Sub-Committees and Convenors thereof as may be considered necessary.

(e) Minutes of the proceedings of Committees will be drawn up by the Board Secretary (or his/her authorised nominee) and submitted to the Board at the first scheduled meeting held not less than seven days after the meeting of the Committee for the purpose of advising the Board of decisions taken.

(f) Minutes of meetings of Sub-Committees will be submitted to their parent Committee at the first scheduled meeting of the parent Committee held not less than seven days after the meeting of the Sub-Committee for the purpose of advising the Committee of decisions taken.

(g) A Committee, or Sub-Committee may, notwithstanding that a matter is delegated to it, direct that a decision will be submitted by way of recommendation to the Board or parent Committee for approval.

(h) The provisions of the Standing Orders for Board meetings will apply to Committees and Sub-Committees as far as is practicable and appropriate.

April 2017