# Standing Orders for Practice and Procedure of the Council of Governors

## 1. Introduction

1.1 These Standing Orders set out the practice and procedure of the Council of Governors of each of Norfolk and Norwich University Hospitals NHS Foundation Trust, the James Paget University Hospitals NHS Foundation Trust, and Queen Elizabeth Hospital King's Lynn NHS Foundation Trust (**the Trusts**). The Trusts are working together as the Norfolk and Waveney University Hospitals Group (**the Group**).

## 2. Interpretation

2.1 Save as permitted by law and subject to the Constitution of the relevant Trust, the Group Chair of the Trust shall be the final authority on the interpretation of these Standing Orders (on which they should be advised by the Group Secretary).

2.2 Unless contrary intention is evident or the context requires otherwise, words or expressions contained in these Standing Orders shall bear the same meaning as in the relevant Trust's Constitution.

2.3 These Standing Orders apply to each Council of Governors within the Group and references in these Standing Orders shall be interpreted accordingly to refer to the relevant Trust and its structures and policies, including its Constitution.

2.4 References to the 'Associate Chair of the Trust' relate to the Group Non-Executive Director appointed by the Group Board to that position as one of the Link Non-Executive Directors for the Trust.

2.5 References to the role of 'Group Chair' in this document shall be deemed to include the role of 'Associate Chair of the Trust'.

## 3. General

3.1 All business shall be conducted in the name of the Trust.

## 4. Meetings

4.1 Meetings of the Council of Governors must be open to the public, unless the Group Chair in their absolute discretion decides otherwise in accordance with paragraph 19.3 of the Constitution.

4.2 The Group Chair shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that business shall be conducted without interruption and disruption. The Chair of the meeting may exclude any member of the public or representative from the press

from a meeting of the Council of Governors if they consider that that member of the public or representative from the press is interfering with or preventing the proper conduct of the meeting.

4.3 Any record of the proceedings taken by the public or representatives of the press shall only be in writing unless otherwise agreed by the Group Chair.

4.4 The Council of Governors is not obligated to permit recording or live reporting of the proceedings without the Group Chair's prior consent.

4.5 Calling Meetings

4.5.1 Meetings of the Council of Governors shall be held at such times, places and format (including in-person, electronic, or hybrid) as determined by the Group Chair. The Group Chair may also call additional meetings as needed.

4.5.2 Governors can request a meeting by notifying the Group Chair with a notice signed by at least one third of the governors.

4.5.3 If the Group Chair refuses to call a meeting after a requisition for that purpose has been presented to them, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to them, such one-third or more of the members of the Council of Governors may forthwith call a meeting of the Council of Governors for the purposes of conducting that business.

4.6 Notice of Meetings

4.6.1 Before each meeting, a notice of the meeting, specifying the business proposed to be transacted, shall be delivered to every governor by email so as to be available to them at least seven clear days before the meeting. The Group Chair may waive the notice required in the case of emergencies or in the case of the need to conduct urgent business.

4.6.2 Failure to serve notice on any governor shall not affect the validity of a meeting.

4.6.3 A public notice of the date, time and place of each Council of Governors meeting will also be displayed on the Trust's website at least three clear days before the meeting, except in the case of emergency meetings.

4.7 Setting the Agenda

4.7.1 The agenda for all the meetings will be prepared by the Group Chair and the Group Secretary.

4.7.2 The Council of Governors may determine that certain matters shall appear on every agenda for a meeting and shall be addressed prior to any other business being conducted.

4.7.3 A governor desiring a matter to be included on an agenda, shall make their request in writing to the Group Chair at least 10 clear days before the meeting save in an emergency.

4.8 Chair of Meeting

4.8.1 At any meeting of the Council of Governors, the Group Chair or the Associate Chair for the Trust, if present, shall preside. If both are absent from the meeting, such Group Non-Executive Director as the Directors present shall choose shall preside.

4.8.2 If the Group Chair or the Associate Chair of the Trust is absent from a meeting temporarily on the grounds of a declared conflict of interest, or are disqualified from participating, such Group Non-Executive Director as the Directors present shall choose shall preside.

4.9 Quorum

4.9.1 No business shall be transacted at a meeting of the Council of Governors unless one third of the total number of governors in post is present with a majority of those present being Public Governors.

4.9.2 If at any meeting there is no quorum present within 30 minutes of the time fixed for the start of the meeting, the meeting shall stand adjourned for seven days and upon reconvening, those present shall constitute a quorum.

4.9.3 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 shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

4.10 Attendance at Meetings

4.10.1 The Group Chair may agree that members of the Council of Governors can participate in its meetings by telephone, video or computer link provided it remains live and uninterrupted. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

4.10.2 Governors who are unable to attend a meeting should advise the Group Secretary in advance of the meeting so that their apologies may be submitted.

4.11 Chair's Ruling

4.11.1 Statements of governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

4.12 Voting

4.12.1 Subject to any legal requirements or any requirements of the Constitution, if in the opinion of the Chair of the meeting a vote should be required on a question at a meeting of the Council of Governors, it shall be determined by a majority of the votes of the governors present and voting on the question.

4.12.2 All questions put to a vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A secret paper ballot may also be used if a majority of the governors present so request or if the Chair of the meeting so directs.

4.12.3 In no circumstances may an absent governor vote by proxy. Absence is defined as being absent at the time of the vote.

4.12.4 The Group Chair, or a Group Non-Executive Director chairing the meeting on behalf of the Group Chair, is not a member of the Council of Governors and shall not be entitled to vote.

4.13 Minutes

4.13.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting, where they will be signed by the person presiding at it.

4.13.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair of the meeting considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

4.13.3 The names of the governors present at the meeting shall be recorded in the minutes.

4.13.4 Minutes shall be circulated in accordance with the Council of Governors wishes. Where providing a record of a public meeting the minutes shall be made available to the public.

## 5. Lead Governor and Deputy Lead Governor

5.1 In accordance with paragraph 16.1 of the Constitution, the governors will appoint one of the governors to be the Lead Governor. The role of the

Lead Governor is defined in NHS England's Code of Governance for NHS Provider Trusts.

5.2 The Council of Governors may choose to appoint a Deputy Lead Governor to deputise for and support the Lead Governor.

5.3 The Lead Governor and the Deputy Lead Governor must be public governors. If an individual in either of these roles ceases to be a public governor, their appointment as Lead Governor or Deputy Lead Governor will cease with immediate effect.

5.4 The Trust Secretary will administer the nominations process for the appointment of the Lead Governor. Nominations will be sought from among the public governors and, in the event of more than one nomination being received for the role, the Trust Secretary will administer a ballot of all governors, with each governor having one vote. The governor receiving most votes will be elected to the position of Lead Governor.

5.5 The optional appointment of a Deputy Lead Governor will be agreed by the Council of Governors on the basis of a recommendation from the Group Chair and the Lead Governor.

5.6 The appointments as Lead Governor and Deputy Lead Governor shall be for a period of three years or (if earlier) until the individual resigns the position by giving notice to the Group Chair in writing, or until the individual is removed from the position by a resolution passed by at least three quarters of the remaining governors at a general meeting of the Council of Governors.

5.7 An individual may serve for more than one term as Lead Governor or Deputy Lead Governor subject to a maximum tenure in each role of six years.

## 6. Arrangements for the Exercise of Functions

6.1 The Council of Governors may not delegate any of its functions or powers to an individual, committee, or sub-committee, but it may appoint groups 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 Group Secretary, request that advisers assist them or any working group they appoint in carrying out its duties.

6.2 To assist it in carrying out its functions, the Council of Governors may also agree to establish groups or committees in common with the Councils of Governors of the other Trusts working together as the Norfolk and Waveney University Hospitals Group. As set out in paragraph 6.1, no functions or powers may be delegated to such groups or committees.

6.3 If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non- compliance, shall be reported to the next formal meeting of the Council of Governors for action or ratification. All members of the Council of Governors have a duty to disclose any non-compliance with these Standing Orders to the Group Secretary as soon as possible.

## 7. Standards of Business Conduct and Interests

7.1 Each member of the Council of Governors shall comply with the Trust's Standard of Business Conduct, Conflicts of Interest and Anti-Fraud and Anti-Bribery Policies.

7.2 Governors are required to comply with the Trust's Standards of Business Conduct, to declare interests that are required to be declared by the Constitution and to declare any other interests that are material to the Council of Governors. All governors should declare such interests on appointment and on any subsequent occasion that a conflict arises.

7.3 If a conflict of interest is established during the course of a meeting of the Council of Governors, the governor concerned should withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt this includes voting on such an issue where a conflict is established.

7.4 If members of the Council of Governors have any doubt about the relevance or materiality of an interest, this should be discussed with the Group Chair or the Group Secretary.

7.5 Every Governor shall disclose to the Group Secretary any relationship between themselves and a candidate of whose candidature that a member of the Council of Governors is aware.

7.6 On election or appointment, Governors should disclose to the Group Secretary whether they are related to any other member of the Council of Governors or holder of any office in the Trust.

7.7 In accordance with the Constitution, the Group Secretary will ensure that a Register of Interests is established to record formal declarations of interests of governors.

## 8. Confidentiality

8.1 A governor shall not disclose a matter reported to the Council of Governors or otherwise dealt with by the Council of Governors, notwithstanding that the matter has been reported, or action has been concluded, if the Council of Governors shall resolve that it is confidential or they are otherwise notified that such matter is confidential by a Director of the Trust.

8.2 A governor shall not reveal or disclose the contents of papers marked ‘in confidence’ or minutes headed ‘Items taken in Private’ outside of the Trust, without the express permission of the Group Chair. This prohibition shall apply equally to the content of any discussion during the meeting which may take place on such reports and papers.

## 9. Review, Suspension and Change of Standing Orders

9.1 The Standing Orders may not be suspended by the Council of Governors.

9.2 These Standing Orders may only be amended if agreed by the Board of Directors of the Trust.

9.3 These Standing Orders shall be reviewed at least every three years.

## 10. Adoption

10.1 These Standing Orders were approved by the Council of Governors as follows and take effect immediately:

Council of Governors of James Paget University Hospitals NHS Foundation Trust: 12 October 2026

Council of Governors of Norfolk and Norwich University Hospitals NHS Foundation Trust: 14 October 2026

Council of Governors of The Queen Elizabeth Hospital King’s Lynn NHS Foundation Trust: 15 October 2026

Boards of Directors of the above three Trusts: 7 October 2026