APPENDIX 1

NHS GREATER GLASGOW AND CLYDE

STANDING ORDERS FOR THE PROCEEDINGS
AND BUSINESS OF NHS GREATER GLASGOW AND CLYDE

1. General

(1) These Standing Orders for regulation of the conduct and proceedings of NHS Greater Glasgow and Clyde (the common name for Greater Glasgow 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 comply with:-

- the NHS Greater Glasgow Code of Conduct made under the Ethical Standards in Public Life etc (Scotland) Act 2000,

which shall be regarded as if incorporated into these Standing Orders.

(2) Any statutory provision, regulation or direction by Scottish Ministers, shall have precedence if they are in conflict with these Standing Orders.

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

(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.

(5) In these Standing Orders, references to the male gender shall apply equally to the female gender.

(6) The Head of Board Administration shall provide a copy of these Standing Orders to all Members of the Board on appointment and to senior managers.

2. Membership

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

3. Chairperson

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

(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 shall be final and shall not be open to question or discussion.

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

4. Vice-Chairperson

(1) The Board shall appoint a Non-Executive Director to be Vice-Chairperson and the person appointed shall, so long as he/she remains a Member of the Board, continue in office for a 4-year term.

(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).

(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 shall assume the role of the Chairperson in the conduct of the business of the Board and references to the Chairperson shall, 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

(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.

(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.

(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 shall 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.

(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) Where any Member becomes disqualified in terms of Regulation 6 of the Regulations that Member shall forthwith cease to be a Member.

6. Ordinary Meetings

(1) The Board shall meet at least 6 times in the year and meetings of the Board, unless otherwise determined in relation to any particular meeting, shall be held in the offices of the Board at a date and time determined by the Board or the Chairperson and specified in the notice calling the meeting.

(2) Subject to Standing Order 7 below, the Chairperson (or Executive Director of the Board who may sign on the Chairperson's behalf) shall convene meetings of the Board by issuing to each Member, not less than five 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).

(3) Meetings of a Board may be conducted in any other way in which each member is enabled to participate although not present with others in such a place.

(4) A meeting shall be conducted by virtue of the above only on the direction of the Chairperson/Vice-Chairperson of the Board.

(5) The notice shall 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 Head of Board Administration.

(6) Lack of service of the notice on any Member shall not affect the validity of a meeting.

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

7. Decisions Reserved for the Board and Scheme of Delegation

(1) The matters set out in the Annex to these Standing Orders are matters, which may only be determined at a meeting of the Board. All other matters are delegated in accordance with the Scheme of Delegation or remitted be a Standing Committee of the NHS Board.

(2) Notwithstanding (1) the Board may, from time to time, request reports on any matter or may decide to reserve any particular decision for itself.

8. Requisitioned (Special) Meetings

(1) The Chairperson of the Board may call a meeting of the Board at any time and shall 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.

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

(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 7 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 shall be transacted at the meeting other than that specified in the requisition.

9. Conduct of Meetings

(1) No business shall 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.

(2) No business shall 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 shall 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.

(3) All acts of, and all questions coming and arising before, the Board shall 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 shall be taken by Members by a show of hands, or by ballot, or any other method determined by the person presiding at the meeting.

(4) In the case of an equality of votes, the person presiding at the meeting shall have a second or casting vote.

(5) Where a post of Executive Director is shared by more than one person:

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

(b) Where more than one of those persons attend they shall 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 shall be cast by them

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

(6) A motion which contradicts a previous decision of the Board shall 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 shall not affect or prejudice any action, proceeding or liability which may have been competently done or undertaken before such decision was rescinded.

10. Minutes

(1) The names of Members and other persons present at a meeting of the Board, or of a Committee of the Board, shall be recorded in the minutes of the meeting.

(2) Minutes of the proceedings of meetings of the Board and its Committees and decisions thereof shall be drawn up by the Head of Board Administration (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

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

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

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

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

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

12. Adjournment of Meetings

A meeting of the Board, or of a Committee of the Board, may be adjourned by a motion, which shall be moved and seconded and be put to the meeting without discussion. If such a motion is carried, the meeting shall 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

(1) Members of the NHS Board shall observe all their obligations under the Code of Conduct for Members of the NHS Greater Glasgow and Clyde made under the Ethical Standards in Public Life etc. (Scotland) Act 2000.

(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 Head of Board Administration as to whether a notice/declaration should be made.

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

(4) Persons appointed to the NHS Board as Members shall 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 Head of Board Administration.

(5) The Head of Board Administration will be responsible for maintaining the Register of Interests and for ensuring it is available for public inspection at the principal offices of the NHS Board at all reasonable times and will be included on the NHS Board's web site.

(6) The Register shall include information on:

(i) the date of receipt of every notice;

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

(iii) a statement of the information contained in the notice, or a copy of, that notice.

(7) Members shall make a declaration of any gifts or hospitality received in their capacity as a Member of the NHS Board. Such declarations shall be made to the Head of Board Administration who shall make them available for public inspection at all reasonable times at the Principal Offices of the NHS Board and on the NHS Board's web site (www.nhsgg.org.uk).

(8) The Head of Board Administration (or authorised nominee) shall maintain Registers under the provisions of NHS Circular HDL(2003)62 covering:

(i) Joint working arrangements between employees and independent Family Health Service Contractors and the pharmaceutical industry; and

(ii) Financial interests held by employees and independent Family Health Service contractors with any organisations which may impact upon any funding arrangements made between the Board and any non-NHS organisations.

The Register shall be made publicly available during normal office hours at the Principal offices of the Board.

14. Suspension of Members

Any Member who disregards the authority of the Chairperson, obstructs the meeting, or conducts himself/herself offensively shall be suspended for the remainder of the meeting, if a motion (which shall be determined without discussion) for his/her suspension is carried. Any person so suspended shall leave the meeting immediately and shall 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

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

(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.

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

(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 shall not generally have a right to participate in the debate at Board Meetings.

(5) Nothing in this Standing Order shall preclude the Chairperson from requiring the removal from a meeting of any person or persons who persistently disrupts the proceedings of a meeting.

16. Execution of Documents

(1) Any document or proceeding requiring authentication by the Board shall be subscribed by one Member of the Board, the Head of Board Administration (or his/her authorised nominee) and the Director of Finance (or his/her authorised nominee).

(2) The Director of Finance shall 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.

(3) 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 requires to be authenticated on behalf of the Board it shall be signed by an Executive Director of the NHS 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 shall 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 shall be self-proving for the purposes of the Requirements of Writing (Scotland) Act 1995.

(4) Scottish Ministers shall direct on which officers of the Board can sign on their behalf in relation to the acquisition, management and disposal of land.

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

17. Committees

(1) Subject to any direction issued by Scottish Ministers, the Board shall appoint such Committees and Sub-Committees as it thinks fit. The remits of the NHS Board and Committees, their quora and reporting arrangements shall be reviewed annually by the Board.

(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.

(3) The Chairperson of a Committee may call a meeting of that Committee any time and shall call a meeting when requested to do so by the Board.

(4) The foregoing Standing Orders, so far as applicable, and so far as not hereby modified, shall 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 shall have the right to attend all Committees except where the constitution of such Committees precludes such an arrangement.

(b) Meetings of Committees and Sub-Committees shall 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 shall be appointed annually at the meeting of the Board in April or at a meeting to be held as soon as convenient thereafter. Casual vacancies in the membership of Committees thereof shall 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 shall be drawn up by the Head of Administration (or his/her authorised nominee) and submitted to the Board **(with the exception of the Partnership Committees)** 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 shall 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 shall be submitted by way of recommendation to the Board or parent Committee for approval.

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