

## Governance Structure & Operational Arrangements

### 1. Introduction

This document sets out how Healthwatch Kingston upon Thames (hereafter “HWK”) will carry out its governance.

Good governance is critical to the success of HWK, particularly as it is an organisation embedded in a diverse community, which engages with a large number of people, many of whom volunteer their time to participate in the work of HWK. Consequently it is essential that HWK is a credible body and is run in an open and transparent manner, legally compliant and financially sound.

This document aims to show how good governance will enable HWK to be seen as a publicly accountable body that advocates on behalf of the community by working in partnership with local stakeholders such as the voluntary and community sector, NHS Trusts, the Royal Borough of Kingston Upon Thames (RBK) and the Kingston Clinical Commissioning Group (CCG) and in so doing maintain its independence.

### 2. About Healthwatch Kingston

Since 1 April 2017, HWK has been run by ‘Healthwatch Kingston upon Thames’ on a contract from the Royal Borough of Kingston. Healthwatch Kingston upon Thames is a charitable company, registered charity no. 115397 and a company registered in England and Wales no. 08429159. Its governing document is its Articles of Association and decisions are taken by a Board of Trustees. The Articles of Association and names of the Board of Trustees are published on HWK website.

The objects of the charity are the advancement of health and the relief of those in need including by reason of youth, age, ill-health, disability or financial hardship primarily for the population of Kingston upon Thames by:

- (a) Providing information and advice to the general public about local health and social care services
- (b) Making the views and experiences of members of the general public known to health and social care providers
- (c) Enabling local people to have a voice in the development, delivery and equality of access to local health and care services and facilities
- (d) Providing training and the development of skills for volunteers and the wider community in understanding, scrutinizing, reviewing and monitoring local health and care services and facilities

The powers and duties of the charity are set out in full in the Articles of Association. This document aims to ensure that governance arrangements are fit for purpose and proportionate to the nature and scale of HWK business. Appendix 1 details the **Standing Orders** that HWK will use to conduct its business openly and transparently.

### 3. Legal Framework

All Healthwatches have been set up under the provisions of Section 221 of the Local Government and Public Involvement in Health Act 2007, as amended by the Health and

**Social Care Act 2012.** This legislation details the activities that HWK must carry out to fulfill its statutory duties, such as:

- Promoting and supporting the involvement of local people in the commissioning, the provision and scrutiny of services
- Obtaining the views of local people regarding their needs for, and experiences of, services and to make these views known to commissioners and providers of services
- Enabling local people to monitor the standards of provision of services and whether and how services could and ought to be improved
- Making reports and recommendations about how services could or ought to be improved which should be directed to commissioners and providers of services and people responsible for regulating services such as the Care Quality Commission (CQC)
- Providing advice and information about access to services so choices can be made about services
- Formulating views on the standard of provision and whether and how services could and ought to be improved, and sharing these views with Healthwatch England

An annual report must be produced in relation to these activities at the end of each financial year, which must include details of expenditure.

**Regulation 40, The NHS Bodies and Local Authorities (Partnership Arrangements, Care Trusts, Public Health and Local Healthwatch) Regulations 2012** states HWK must also have a procedure for making relevant decisions which must be complied with and must be published.

HWK's Decision Making Policy & Procedure supports this governance structure as do the mechanisms for involving the public, such as holding Board meetings in public where items on the agenda are looking at HWK's activities, in accordance with the **Public Bodies (Admission to Meetings) Act 1960** as amended by the Health and Social Care Act 2012.

HWK's primary purpose is to be of value to the community that it serves. HWK may involve individuals or organisations (other than the local authority) to help carry out some (but not all) of its activities. The **Local Authorities (Public Health Functions and Entry to Premises by local Healthwatch Representatives) Regulations 2013** and **The Arrangements to be made by Relevant Bodies in respect of Local Healthwatch Organisations Directions 2013** allows HWK to recruit volunteers (known as "active affiliates") to act as authorised representatives for the purposes of Enter & View, a power which allows HWK to enter premises that providers own or control to observe the nature and quality of services. This legislation also places a duty on NHS bodies and local authorities to implement the necessary arrangements to ensure providers respond to HWK's requests for information.

HWK has a number of statutory rights that are related to the governance of other statutory bodies. The **Local Authority (Public Health, Health and Wellbeing Boards and Health Scrutiny) Regulations 2013** state that HWK can escalate a matter relating to the planning, provision and operation of the health service in its area, for review and scrutiny, to the **Health Overview Panel** of RBK, which must acknowledge receipt of any referral and keep HWK informed of any action it takes.

The Health and Social Care Act 2012 gives HWK a right to membership of RBK's **Health and Wellbeing Board**. And the **National Health Service (Quality Accounts) Regulations 2010 (amended 2012)** state that NHS service providers such as NHS Trusts must send HWK a draft version of their Quality Account by 30<sup>th</sup> April each year and that HWK may provide a statement that must be included in the appendix of the Quality Account. In accordance with the National Health Service Act 2006, if an NHS Trust is found to be financially unsustainable

then the regulator **Monitor** will appoint a Trust Special Administrator who must offer to meet HWK and ask for a written response.

#### 4. Critical features of good governance

The Board of Trustees (hereafter “Board”), as the governing body, must act in accordance with the following good governance features:

- Clarity of purpose and priorities
- Clear, effective and transparent decision making processes
- Clarity of roles, responsibilities and accountabilities
- Effective strategic relationships
- Robust performance management

What this means in practice is that HWK will aim to implement the highest standards of propriety involving impartiality, integrity and objectivity in relation to the management of the organisation and the conduct of its business. This will include adopting behaviours as published by the Committee on Standards in Public Life (1995) known as the ‘Nolan Principles’ as set out in the **Code of Conduct** and acting in accordance with the **Equality Act 2010** and **Freedom of Information Act 2000**. Anyone will have the right to express their views about the governance of HWK and the way it conducts its business by providing feedback, raising a concern or making a complaint.

In addition to these requirements, HWK will demonstrate its accountability through its Decision-Making Policy & Procedure and its Communication, Engagement and Media Policy which detail arrangements to secure public involvement in the planning, development and delivery of HWK’s statutory functions. This will include HWK taking action to ensure community engagement is implemented across the health and social care system so that patients, their carers and representatives are able to influence decisions and have choices about what works best for them.

Governance is a formal role and the Board requires the appropriate mix of skills, knowledge and experience relative to the powers and duties set out in the Articles of Association to ensure due diligence. This requires HWK to have trustees:

- With adequate time and ability to invest in the organisation
- Whose values and goals are aligned with those of the organisation and have a balance of personalities
- With specialist knowledge and skills such as governance, IT, finance, legal and other professional areas that will broaden the expertise of the Board
- With diverse and relevant areas of health and social care expertise and experience that can provide a range of insights and perspectives and are complementary to the activities of HWK
- Who have connections with key stakeholder groups that HWK seeks to engage and influence

The Board expects to develop and adapt in line with the needs of the organisation. This will include reviewing strategic direction, the role of the Board, active affiliates and the staff team, including and most importantly identifying opportunities to increase public involvement.

Active affiliates are a vital resource for HWK in terms of providing expertise and increasing capacity. They will be expected to act in accordance with an agreement between the individual active affiliate and HWK which is detailed in the **Active Affiliate Policy &**

**Procedure.** For the purposes of good governance each active affiliate will be provided with appropriate training and support to fulfil their role.

For HWK to be an organisation that consistently delivers on outcomes and impact it must get the fundamentals of good governance right. The benefits of doing so will include:

- Greater attention in key-decision making groups given to the views of the local community
- More extensive engagement taking place with the public
- Obtaining commitments from providers and commissioners to review, adopt and endorse recommendations
- Greater consideration or explicit inclusion of commitments to meet the needs of particular groups in local strategies, commissioning plans and provider policies
- Escalating serious concerns to scrutiny committees and regulators, such as the CQC in accordance with the Escalation Policy & Procedure
- Specific changes to services such as improved patient information, environments and accessibility

## **5. Governance structure and operational arrangements**

The principle aim of HWK's governance structure and operational arrangements is to maximise participation from the public in the carrying out of HWK's statutory functions. Consequently it is vital the Board and the staff team have the skills and expertise to engage with the public so that they can:

- **Inform** people about services that affects them by providing balanced and objective information
- **Consult** with people so that they have a direct say about decisions and services that affects them
- **Involve** people in the co-production of services including allowing people to see for themselves the results of their participation
- **Collaborate** with people so that alternatives to service delivery can shape service development (i.e. supporting grassroots led initiatives)
- **Empower** people to have a say in final decision making such as allowing communities to take action for themselves

In accordance with good governance the Decision Making Policy & Procedure will provide the public with opportunities to participate in processes for involving them in making relevant decisions. This will include:

- Board meetings in public
- Project Groups
- Stakeholder and community engagement activities
- Focus groups
- Surveys, questionnaires and consultations

Diagram 1 shows how each process is related to and interdependent to each other. It is important to acknowledge that HWK is reliant on the receptiveness of local stakeholders and in particular the public in creating impact. HWK will continue to face the same broad challenges experienced by any group or body responsible for or engaged in representing the public voice and seeking to influence others on their behalf. Despite repeated national policy commitments, various forms of duties to consult and involve, and a long history of different public involvement mechanisms and bodies, in practice the legitimacy and credibility of those providing that public voice often remains contested. In response to this

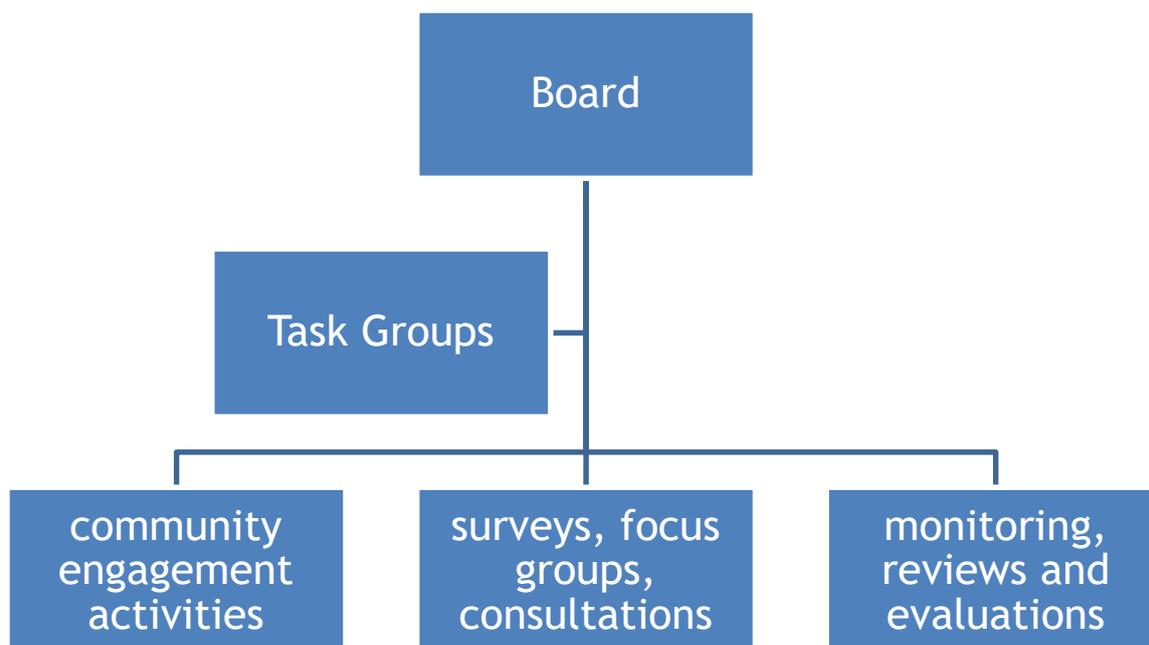
HWK must punch above its weight in representing the views, opinions and concerns of people to ensure it is seen as a credible and effective organisation, trusted by the community it serves and valued by the people who support its role.

Consequently, HWK’s operational arrangements will be subject to annual review so that they can be flexible to emerging needs and priorities. This could mean that the existing role of the Task Groups may be amended from time to time by the Board to accommodate changes to HWK’s strategic direction. Currently, HWK has four Task Groups::

- Mental health (e.g. inpatient and community services)
- Hospital services (e.g. acute, planned care, accident and emergency)
- Community care (e.g. GP practices, care homes, social care)

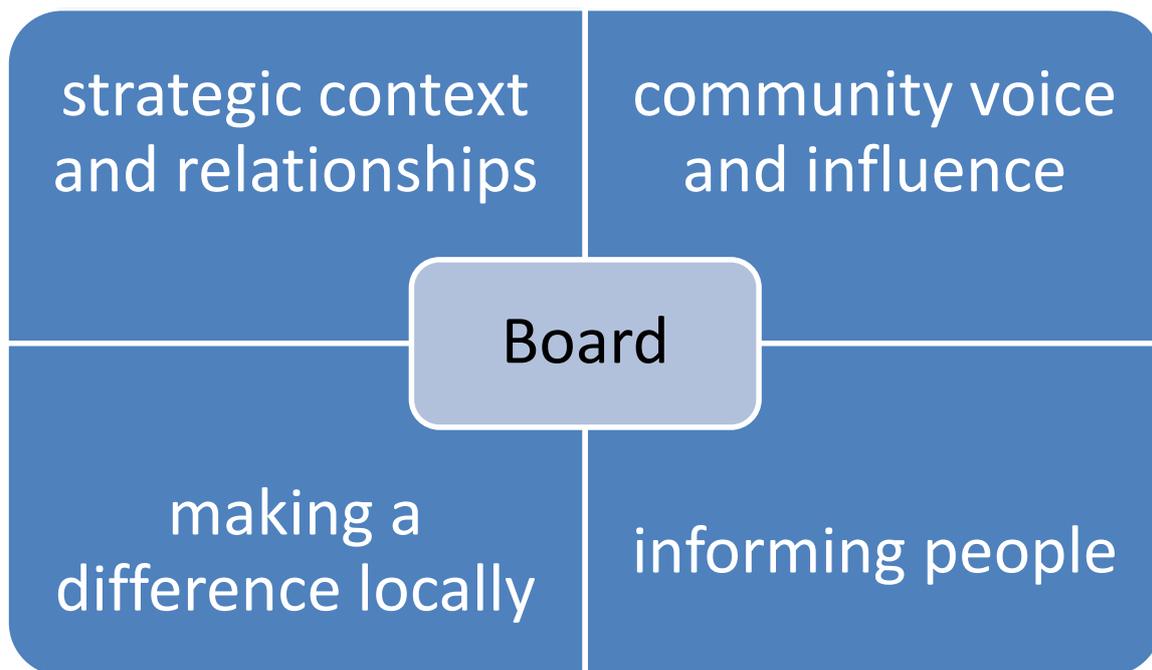
To support and complement the work of the Project Groups a variety of community engagement activities will take place which could be regular events such as stakeholder forums and outreach sessions or short term, project focused activities. Similarly surveys, focus groups and consultations with the community could be part of the planned work of a Task Group or carried out, for example, to respond to changes to service provision. Monitoring, reviews and evaluations may include conducting Enter & View visits, participating in service redesign and contributing to performance management processes.

**Diagram 1: Governance structure and operational arrangements**



The Board, with support from the staff team, will aim to deliver the best possible service for the public, identify where HWK is making the biggest impact, and learn from where it is not. Success can be measured against four quality statements produced by Healthwatch England which are relevant to HWK’s activities and outcome measures included in HWK’s performance framework. As part of its governance arrangements the Board will be responsible for ensuring quality is at the heart of its approach (see diagram 2) to delivering an open and transparent culture so that it can exert its influence to help secure better experiences for people using services.

**Diagram 2: The Board’s 4 Quality Statements**



The four quality statements and associated success criteria are as follows:

- I. **Strategic context and relationships**
  - Priorities based on the experience and concerns of the public, whilst recognising the local health and social care context
  - Collaborative relationships with key local decision makers through regular and informal meetings
  - A clear and distinct role in key local decision making structures and contributes to better local decision making
  
- II. **Community voice and influence**
  - Clear process for reaching out to and informing people of HWK's priorities and activities
  - Supports local people to share their experience and opinions of services
  - Provides pathways for people to become involved informally and formally in contributing to the work of HWK
  - Clear approach to ensuring engagement with seldom heard or hard to reach groups in the community
  - Contributes to the increased confidence and ability of people to influence the commissioning and delivery of services
  
- III. **Making a difference locally**
  - Captures the experience and aspirations of people
  - Investigates issues in a way that is appropriate and ethical
  - Brings added value to the voice of the community
  - Produces recommendations that are owned by the community
  
- IV. **Informing people**
  - Provides the public with accurate, reliable, relevant and useful information about services, when they need it, in a format that meets their needs

- Considers the needs of easily ignored and marginalised groups in the design, focus and delivery of services
- Provides insight into gaps in local information and advice services so that they can be addressed
- Provides the public with advice about how to raise a complaint about any part of the health and social care system
- A variety of community engagement activities to inform people about the role of HWK and how they can become involved in its work

## 6. Maintaining independence

HWK needs to be independent and accessible to all sections of the community. Specifically to be seen by the public as part of the community they live in and able to reflect the experiences that they have shared about services. To maintain this independence requires HWK to behave in a particular way that enables it to listen to the voice of the community carefully and impartially.

It is independence of purpose, voice and action which should set HWK apart from the statutory structures it works within, enabling it to effectively deliver its statutory functions as the consumer champion for health and social care. The key areas to achieve independence are outlined below:

- **Purpose of independence** - HWK's operational arrangements are in place to add value to people's lives by amplifying their voice and experiences of the most pressing and difficult issues in health and social care. Strength of purpose will only be upheld if HWK and those with whom it works, value independence and respect it in everything they do.
- **Independence of voice** - the ability to speak up independently on behalf of sometimes unpopular causes or marginalised groups is critical to the work of HWK. To maintain this independent freedom HWK must make sure people and stakeholders are clear of their independent position, one that cannot be compromised for any reason. Independence can also be undermined if HWK fails to base its views on evidence and is out of touch with the real concerns of those with whom it works. The principle of presenting the lived experience in an evidence based way is vital, as voices may be muted if it becomes clear that the evidence is not credible and partners may therefore be unwilling to listen.
- **Independence of action** - HWK must be able to design and deliver activities that best meet the needs of the people it serves. Applying an innovative approach that is grounded in a comprehensive understanding of the commissioning landscape, the provider market and how these relate to the experiences and views of the community, will allow HWK to develop creative solutions that lead to better services.

Good governance is fundamental to maintaining independence and working to the highest levels of transparency and accountability must be applied across all of HWK's operational arrangements.

## 7. Financial Governance

HWK has a separate document detailing its Financial Procedures, which is available on request.

## 8. References

The following publications were used to produce this document:

- Local Government Association: Establishing Local Healthwatch (Governance), 2012
- Local Government Association: Delivering effective local Healthwatch (key success features), 2013
- Local Government Association: Local Healthwatch Outcomes and Impact Development Tool, 2013
- Local Government Association: Local Healthwatch Governance (a self-assessment toolkit), 2015
- The King's Fund: Local Healthwatch (progress and promise), 2015
- Healthwatch England: Understanding the Legislation, 2015
- Healthwatch England: Maintaining Independence, 2015
- Healthwatch England: Draft Quality Statements, 2015

## 9. Document Control

Title of Document: <b>Governance Structure &amp; Operational Arrangements</b>	
Board Approval Date: December 2015	Review Date: December 2016

## Appendix 1

### Standing Orders

#### 1. Introduction

- 1.1 These Standing Orders set out the rules and procedures by which the Healthwatch Kingston (HWK) Board will conduct its business. They should be read in conjunction with HWK's Articles of Association, which they complement.
- 1.2 The Chair of the Board of Trustees has a duty to ensure all Trustees understand their responsibilities. These Standing Orders, as far as they are applicable, apply with appropriate alteration to meetings of any sub-committee established by the Board.
- 1.3 At any meeting, the Chair of the Board of Trustees must have the final decision on the interpretation of these Standing Orders.

#### 2. Interpretations and Definitions

- 2.1 These Standing Orders are made pursuant to the Health and Social Care Act 2012. Any expression to which a meaning is given in the Act or in Regulations made under it shall have the same meaning in these Standing orders, unless the context requires otherwise. In addition:
  - (i) **“Board”** means the Healthwatch Kingston Board of Trustees, which consists of a Chair and Trustees.
  - (ii) **“Chair”** is the person appointed to ensure that the Board successfully discharges its overall responsibility for the work of HWK. The Board may also choose to elect a Deputy or Vice Chair(s). Where appropriate the expression the “Chair” shall be taken to refer to the Deputy or Vice Chair, if the Chair is absent from the meeting or otherwise unavailable.
  - (iii) **“Clear Days”** relate to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates.
  - (iv) **“Manager”** is the senior HWK employee accountable to the Chair for the range of HWK business. The Manager is invited to sit with the Board and has the right to participate in, but not vote on, Board proceedings. At the time of writing the Manager is an employee of Parkwood Healthcare.
  - (v) **“Sub-Committee”** means a committee, which could be applicable to the duties of the Board or the statutory functions of HWK (i.e. a Project Group), that has been established with delegated advisory authority from the Board. The terms of reference of any sub-committee must be approved by the Board.
  - (vi) **“Trustees”** are the directors of the company appointed in accordance with the Public Appointments' Code of Practice.

#### 3. Composition of the Board

##### 3.1 The Chair and Trustees of the Board

- 3.1.1 The Board will comprise the Chair and up to ten trustees appointed by the Trustees at any time at a meeting or in writing.
- 3.1.2 The process of recruiting and appointing Trustees will be determined by the Board.

- 3.1.3 The appointment of the Chair and, if deemed necessary, Deputy or Vice Chair(s), will be by a simple majority of the Trustees present at a relevant meeting determined by the Board.
- 3.1.4 The Chair is appointed for three years in the first instance, renewable once.
- 3.1.5 In appointing Trustees, the Chair is responsible for:
  - (i) Ensuring as far as possible that all Trustees have relevant skills, knowledge and experience in order to discharge the Board's functions under section 45A of the Health and Social Care Act 2012.
  - (ii) Ensuring that the process of appointment is transparent and in accordance with criteria laid down by the Commissioner for Public Appointments' Code of Practice.
  - (iii) Having regard to the need to encourage diversity in the range of people appointed
- 3.1.6 The term of appointment of each Trustee will be confirmed in the letter of appointment. Trustees may be reappointed for a further term but are not eligible for further appointment until a term has elapsed.
- 3.1.7 The Board may co-opt up to a maximum of one third of the total number of Trustees of the Board. Co-opted individuals may not vote.

## 3.2 Termination of Appointment

- 3.2.1 A Trustee may resign at any time by giving notice in writing to the Chair.
- 3.2.2 The Chair may revoke the appointment of a Trustee in writing if the Chair is satisfied that the Trustee is unable or unfit to carry out the duties of a Trustee.
- 3.2.3 The Chair may suspend a Trustee from office by giving notice in writing, where the Chair has grounds for believing that the Trustee may be unable or unfit to carry out the duties of a Trustee or may be failing to carry out the duties of a Trustee.

## 4. Conduct of Trustees

- 4.1 Trustees must act in accordance with the provisions of the Articles of Association and act in the best interests of HWK.
- 4.2 Trustees are required to comply with HWK's Code of Conduct and act in accordance with other policies and procedures relevant to their role as a Trustee.

## 5. General Meetings of the Board

### 5.1 Admission of the Public and the Press

- 5.1.1 General meetings of the Board will normally be held in public. The Board will operate as far as possible in an open and transparent fashion, except where confidentiality requirements are concerned.
- 5.1.2 The Board is covered by the Public Bodies (Admission to Meetings) Act 1960. The public and the press are not admitted to private meetings of the Board, except by specific invitation.

### 5.2 Convening General Meetings

- 5.2.1 Subject to the Articles of Association general meetings of the Board will be held at such times and places as the Board may determine and shall be held at least four times each year at quarterly intervals.
- 5.2.2 The Board need not but may hold an annual general meeting. If held, the annual general meeting must be specified as such in the notices calling it.
- 5.2.3 The Chair may call a general meeting of the Board at any time, provided 14 Clear Days notice is given. If a request for a general meeting, signed by at least one-third

of the whole number of Trustees, is presented to the Chair, then the Chair must call a general meeting within 14 Clear Days of receiving this request. If the Chair refuses to call a general meeting, or if, without so refusing, does not call a general meeting within 14 Clear Days of receiving the request, those Trustees who requested may call a general meeting themselves.

### 5.3 Notice of General Meetings

5.3.1 Before each general meeting of the Board, a notice of the general meeting, specifying the business proposed to be transacted at it, must be delivered to every Trustee or sent by post, e-mail or fax to the correspondence address supplied by them, at least 5 Clear Days before the day of the general meeting. Supporting papers will, wherever possible, accompany the agenda.

5.3.2 The business of the general meeting will not be invalidated where any member fails to receive notification.

5.3.3 In the case of a general meeting being called by the Trustees in default of the Chair, the notice must be signed by those Trustees and no business can be transacted at the general meeting other than that specified in the notice.

5.3.4 Before each public general meeting of the Board, a public notice of the time and place of the general meeting, and the public part of the agenda, must be displayed on the HWK website at least five working days before the general meeting.

### 5.4 Chairing General Meetings

5.4.1 At any general meeting of the Board, the Chair, if present, will preside.

5.4.2 If the Chair is absent, or is disqualified from participating, the Deputy Chair will preside or, in the Deputy Chair's absence a Trustee chosen by the Trustees will preside.

5.4.3 The decision of the Chair of the general meeting on questions of order, relevancy, regularity and any other matters will be final.

### 5.5 Quorum for General Meetings

5.5.1 A quorum is one third of the Trustees.

5.5.2 If at any time during a general meeting, a quorum of Trustees is not present then the business will, at the discretion of the Chair, be discussed by the Trustees present and the decision deferred to the next general meeting of the Board, unless the Chair of the general meeting indicates an earlier date or is able to conduct the business under the urgent action provision.

5.5.3 If the Chair or any Trustee has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest the Chair or any Trustee will no longer count towards the quorum. 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 must be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

### 5.6 Voting

5.6.1 The Chair and all Trustees may vote. Co-opted individuals may not vote.

5.6.2. When necessary, if there is no consensus, a question at a general meeting must be decided by the majority of the votes of the Chair and the Trustees present voting on the question.

5.6.3 In the case of the number of votes for and against a proposal being equal, the Chair of the general meeting will have a second or casting vote.

- 5.6.4 All questions put to the vote will, at the discretion of the Chair of the general meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Trustees present request it.
- 5.6.5 If at least one-third of the Trustees present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Trustee present voted or abstained.
- 5.6.6 If a Trustee so requests, their vote will be recorded in the minutes of the general meeting by name upon any vote (save those by paper ballot).
- 5.6.7 Trustees absent from a general meeting will not have the right of a proxy vote although their written views may be entered in the debate. Absence is determined as at the time of voting on a motion.

## **6. Agendas, Minutes and Papers**

### **6.1 Setting the Agenda**

- 6.1.1 The Chair will set the agenda for each general meeting.
- 6.1.2 Trustees wishing to put forward agenda items should notify the Chair at least 15 Clear Days before the general meeting. The request must state whether the item of business is proposed to be transacted in the presence of the public and must include appropriate supporting information. Requests made less than 10 Clear Days before a general meeting may be included on the agenda at the discretion of the Chair.
- 6.1.3 The agenda will be sent to the Trustees at least 5 Clear Days before the meeting and supporting papers will accompany the agenda, but will certainly be dispatched no later than three Clear Days before the meeting, save in an emergency.
- 6.1.4 It is within the discretion of the Chair of a general meeting to allow urgent items not on the published agenda to be discussed at the relevant general meeting. The reasons for allowing such action should be indicated by the Chair.

### **6.2 Record of Attendance**

- 6.2.1 The names of the Chair and Trustees present at the general meeting must be recorded in the minutes.
- 6.2.2 Where a Trustee is not present for the whole of the general meeting the minutes must indicate for which items the Trustee was present at the time of determination of the item.

### **6.3 Minutes**

- 6.3.1 The minutes of the proceedings of a general meeting will be drawn up by a staff member and submitted for agreement at the following general meeting. Once confirmed as a correct record by the Chair of the general meeting, they will be signed. Any amendment to the minutes must be agreed and recorded in the minutes of the general meeting at which they are submitted for agreement.
- 6.3.2 The minutes of general meetings, other than minutes containing confidential information will be available to the public. The Board will also receive the minutes of its advisory sub-committees for information.

## **7. Decision Making**

### **7.1 Relevant Decisions**

- 7.1.1 The Board will act in accordance with HWK's Decision Making Policy & Procedure, where decisions are required that are relevant to the work of HWK.

## 7.2 Reserved Matters

7.2.1 The Board must agree those matters within its legal powers which it reserves to itself for decision and which matters it will delegate to the HWK Manager.

7.1.3 Notwithstanding the Board, in full session, may decide on any matter it wishes that is within its legal powers.

## 7.3. Emergency powers and urgent decisions

7.3.1 The Chair shall have emergency powers to make urgent decisions on any matters and must take into account the advice of the HWK Manager. Any such decision will be reported to the Board and be subject to ratification by it.

## 8. Duties of Trustees to Register Interests

### 8.1 Register of Interest

8.1.1 In accordance with the Articles of Association HWK's Conflict of Interest Policy & Procedure, the Manager will arrange for the establishment and maintenance of a Register of Trustees' Conflict of Interest to record the interests of the Trustees, which will be published on the HWK website.

### 8.2 Declaring an interest at a meeting

8.2.1 In addition to registering an interest, Trustees must declare any interest:

- (i) At any proceedings of the Board or its sub-committees, where a matter affecting a declarable interest is considered.
- (ii) At meetings of any outside body to which they are appointed or nominated by HWK.
- (iv) In other circumstances where they are active in a role for HWK.

8.2.2 Where there is an interest that must be declared under these Standing Orders, it should be declared:

- (i) At the commencement of the proceedings in response to the formal request from the Chair for the declaration of interests.
- (ii) If unaware of the interest at the commencement of the proceedings, as soon as the Trustee becomes aware of the interest.

8.2.3 When an interest is declared, the Trustee is required to make an oral statement declaring the nature of the interest if requested to do so by the Chair.

8.2.4 Where such a disclosure is made, the disclosure shall be recorded in the minutes of the general meeting.

8.2.5 A Trustee will generally be allowed to speak, but not vote, on non-financial matters in which they have an interest that needs to be declared. However, the Chair may consider the interest to be of such a nature as to disqualify the Trustee from speaking on the matter, and must be reported to the meeting and recorded in the minutes.

8.2.6 The Manager will, at least annually, in March of each year, ask Trustees to confirm their interests for inclusion on the Register of Conflicts of Interests maintained by them. Nevertheless, Trustees should inform the Manager of any changes in their interests as they occur, both for the purposes of updating the Register and, if necessary, for formal reporting to the Board.

## **9. Suspension, Variation, Amendment and Approval of Standing Orders**

### **9.1 Suspension of Board Standing Orders**

9.1.1 Except where this would contravene any statutory provision, any one or more of these Standing Orders may be suspended at any general meeting, provided that at least two-thirds of the Board are present, and that a majority of those present vote in favour of suspension.

9.1.2 A decision to suspend Standing Orders will be recorded in the minutes of the general meeting.

9.1.3 No formal business may be transacted while Standing Orders are suspended.

9.1.4 A separate record of matters discussed during the suspension of Standing Orders must be made and must be available to the Chair and Trustees.

### **9.2 Approval, Variation and Amendment of Standing Orders**

9.2.1 Any amendment to these Standing Orders can only be approved if:

- (i) A notice of the proposal has been given (i.e. at least 10 Clear Days in advance)
- (ii) A quorum of Trustees is present at the time of the vote and no fewer than half the total of the Trustees present vote in favour
- (iii) The variation proposed does not contravene a statutory provision.