

KING'S COLLEGE BOARD OF DIRECTORS STANDING ORDERS

The Constitution of the Trust provides that its Board of Directors shall adopt Standing Orders covering the proceedings and business of its meetings.

1 Interpretation

1.1 Save as permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders, on which he should be advised by the Chief Executive or the Secretary.

1.2 In these Standing Orders, the expressions in the left hand column below shall have the meanings set out in the adjacent column, and any other capitalised terms used shall have the meaning set out in the Constitution:

"2006 ACT"	means the National Health Service Act 2006 (as amended).
"BOARD"	shall mean the executive and non-executive Directors of the Trust appointed as members of the Board in accordance with the Constitution of the Trust and with the provisions of the 2006 Act.
"CHAIR"	means the person appointed as chair of the Trust. The expression "the Chairman" shall be deemed to include the Vice Chairman or any other non-executive director appointed if the Chairman and/or Vice Chairman is absent from the meeting or is otherwise unavailable.
"CHIEF EXECUTIVE"	shall mean the chief executive officer (and Accounting Officer) of the Trust, appointed in accordance with the Constitution.
"CONSTITUTION"	shall mean the Constitution of the Trust as may be amended from time to time.
"DIRECTOR"	shall mean an executive or non-executive member of the Board.
"GOVERNOR"	shall mean a Governor elected by the members of the Trust, or appointed in accordance with the provisions of the Constitution.
"OFFICER"	means an employee of the Trust.
"SCHEME OF DELEGATION"	means the Trust's reservation of powers to the Board of Directors and delegation of powers.
"SOS"	means these Standing Orders for Directors.
"SPECIAL REASONS"	means reasons based on patient, individual or commercial sensitivity.
"TRUST"	means the King's College Hospital NHS Foundation Trust.
"VICE-CHAIR"	means the non-executive Director appointed by the Board to take on the Chair's duties if the Chair is absent for any reason.

"WORKING DAY"	means any day other than a Saturday, Sunday or a public holiday in England and Wales.
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2 The Chair

- 2.1 The Chair shall be appointed in accordance with the Constitution and shall conduct the meetings of the Board.
- 2.2 Following consultation with the Council of Governors the Board shall appoint one of the non-executive Directors to be Vice-Chair. If the Chair is unable to discharge his office as Chair of the Trust, the Vice-Chair of the Board shall act as Chair of the Trust and in these circumstances all references in these SOs to the Chair shall be taken to mean the Vice Chair.
- 2.3 The Vice-Chair may at any time resign from the office of Vice-Chair by giving notice of his resignation in writing to the Chair or Secretary.
- 2.4 Where both the Chair and Vice Chair are unable to perform their duties owing to illness, conflict of interest or any other cause, another non-Executive Director as may be appointed by the Council of Governors shall act as Chair.

3 Meetings of the Board

- 3.1 Meetings of the Board shall be open to members of the public and representatives of the press, unless for Special Reasons in relation to all or part of a meeting, the Board resolves otherwise.
- 3.2 Nothing in these SOs shall require the Board to allow members of the public or representative of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place without the prior agreement of the Board.
- 3.3 Matters to be dealt with by the Board following the exclusion of the public and representatives of the press under paragraph 3.1 above shall be confidential to members of the Board, Officers and any others in attendance at the request of the Chair. Those in attendance when such matters are dealt with shall not reveal or disclose the content of papers or reports presented, or any discussion on these generally, which take place while the public and press are excluded, without the express permission of the Chair.
- 3.4 The Chair shall give such directions as he/she thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Board's business shall be conducted without interruption and disruption.

4 Calling Meetings

- 4.1 Meetings of the Board shall be held at such times and places as the Board

may determine. The Chair may call a meeting of the Board at any time.

- 4.2 A public notice of the time and place of the Board meeting, and the public part of the agenda, shall be displayed at a Trust Hospital and shall be advertised on the Trust's website giving reasonable notice of the meeting, save in the case of emergencies. Before holding a meeting, the Board must send a copy of the agenda of the meeting to the Council of Governors.
- 4.3 If the Chair refuses or fails within seven days of a requisition to call a meeting signed by at least one-third of the whole number of Directors being presented to him, such one third or more Directors may forthwith call a meeting.
- 4.4 A notice of meeting specifying the date, time and place of the meeting and the business proposed to be carried out at it shall be delivered to every Director, or sent by post or uploaded to a secure web based portal accessible to all Directors (and notified to the Directors by e-mail once uploaded) at least three (3) clear Working Days before each meeting.
- 4.5 In the case of a meeting called by the Directors in accordance with paragraph 4.3 above, the notice shall be signed by the Directors who requisitioned the meeting and no business shall be transacted at the meeting other than that specified in the notice.
- 4.6 Failure to serve notice on one quarter or more of the whole of the number of Directors shall invalidate the meeting, but lack of service of notice on any Director shall not otherwise affect the validity of a meeting or the business transacted at it.
- 4.7 Notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post, or the following Working Day after the day that the e-mail of notification (referred to in paragraph 4.4) was sent.
- 4.8 The powers which the Board has retained to itself within these SOs or the Scheme of Delegation may, in emergency or for an urgent decision, be exercised by the Chair and the Chief Executive acting together, after consultation with at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chairman shall be reported to the next meeting of the Board for ratification.

5 5. Conduct at meetings

- 5.1 Statements of Directors made at meetings of the Board shall be relevant to the matter under discussion and the decision of the Chair of the meeting on questions of order, relevance, regularity and any other matters shall be observed at the meeting.
- 5.2 If for any reason these SOs 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 Board for action or ratification. All members of the Board and all Officers have a duty to disclose any non-compliance with these SOs to the Secretary as soon as possible.

6 Voting

- 6.1 Every question at a meeting of the Board shall be determined by a majority of the votes of the Directors present and voting on the question and, in the case of any equality of votes, including where the number of non-executive Directors (including the Chair) is equal to the number of executive Directors, the Chair shall have a casting vote.
- 6.2 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may be used where the majority of Directors request it. Where any Director so requests, his vote shall be recorded by name.
- 6.3 In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.
- 6.4 An Officer who has been appointed formally by the Board to act up for an executive Director during a period of incapacity or temporarily to fill an executive Director vacancy, shall be entitled to exercise the voting rights of the executive Director. An Officer attending the Board to represent an executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.

7 Written Resolutions

- 7.1 A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board convened and held and may consist of several documents in the like form each signed by one or more Directors.

8 Minutes

- 8.1 The Directors shall cause minutes of the meetings of the Board to be taken and kept in books for that purpose.
- 8.2 The names of the Directors present at each meeting, of those absent at each meeting and of those from whom apologies have been received shall be recorded in the minutes.
- 8.3 The minutes of each meeting shall be submitted for agreement at the next ensuing meeting where they will, if agreed as true and accurate, be approved by the person presiding at it.
- 8.4 As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.

9 Quorum

- 9.1 No business may be carried out unless a quorum is present.
- 9.2 A quorum for a meeting of the Board shall be four (4) Directors, to include two (2) non-executive Directors and two (2) executive Directors.
- 9.3 An Officer in attendance for an executive Director but without formal acting up status may not count towards the quorum.
- 9.4 If a Director 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 in accordance with the Constitution, he shall 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 shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.
- 9.5 If this quorum is not present within half an hour from the time set for the meeting, or if during the meeting a quorum ceases to be present, the meeting shall automatically be adjourned to such time and place as the Chair in his/her sole discretion shall decide, save that notice of the adjourned meeting shall be given in accordance with paragraph 4 above. No business shall be transacted at any adjourned meeting which was not included in the notice of the meeting of which it is an adjournment.

10 Meetings: electronic communication

- 10.1 The Board may from time to time and upon request agree that a member or members of the Board may participate in a meeting by video link or a similar means of electronic communication. If so agreed by the Chair, participation in a meeting in this manner shall be regarded for all purposes as personally attending such a meeting provided that, and only for so long as, the relevant member has the ability to communicate interactively and simultaneously with all other members of the Board attending the meeting including all other persons attending by means of electronic communication.
- 10.2 A meeting at which one or more of the Directors attends by way of electronic communication is deemed to be held at such a place as the Directors shall at the said meeting resolve. In the absence of such a resolution, the meeting shall be deemed to be held at the place (if any) where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present.
- 10.3 Meetings held in accordance with this SO are subject to SO9.2. For such a meeting to be valid, a quorum must be present and maintained throughout the meeting.

10.4 The Minutes of a meeting held in this way must state that it was held by electronic communication and that the Directors were all able to hear each other and were present throughout the meeting.

11 10. Delegation to Committees

11.1 The Board may agree from time to time to the delegation of its executive powers to committees or sub-committees comprising only of Directors, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, and their specific executive powers shall be approved by the Board.

11.2 The SOs, as far as they are applicable, shall apply with appropriate alteration to meetings of any committee or sub-committee established by the Board.

11.3 Committees may not delegate their executive powers to a sub-committee without the express authority of the Board.

11.4 A member of a committee (including sub-committees or joint committees) shall not disclose any matter dealt with, by, or brought before, the committee, sub-committee or joint committee without its permission until the committee, sub-committee or joint committee (as appropriate) shall have reported to the Board or shall otherwise have concluded on that matter.

11.5 A Director or a member of a committee, sub-committee or joint committee shall not disclose any matter reported to the Board or otherwise dealt with by the committee, sub-committee or joint committee, notwithstanding that the matter has been reported or action has been concluded, if the Board or committee, sub-committee or joint committee resolve that it is confidential.

12 Custody and Sealing of Documents

12.1 The Common Seal of the Trust shall be kept by the Chief Executive or Secretary in a secure place, and the Common Seal shall only be used in accordance with the Constitution.

12.2 A record of each sealing shall be made and numbered consecutively in a book provided for that purpose. An annual report shall be made to the Board.

13 Conflicts of Interest and Directors' Code of Conduct

13.1 Paragraphs 19.22 to 19.34 of the Constitution include provisions detailing how Directors should disclose and deal with conflicts of interests. The Directors shall comply with these requirements them at all times.

13.2 Each Director shall adhere to the principles set out in the Directors'

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13.5 Code of Conduct and any relevant guidance and best practice advice issued by Monitor.

14 Suspension of Standing Orders

14.1 Any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Directors are present, including one Executive Director and one non-Executive Director, and that a majority of those present vote in favour of suspension.

14.2 A decision to suspend SOs shall be recorded in the minutes of the meeting.

14.3 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Directors.

14.4 No formal business may be transacted while SOs are suspended.

14.5 The Audit Committee shall review every decision to suspend SOs.

15 Variation and Amendment of Standing Orders

15.1 These Standing Orders shall be amended only if:

15.1.1 relevant notice of a meeting has been served in accordance with SO3.3;

15.1.2 a majority of Non-Executive Directors vote in favour of amendment;

15.1.3 at least two-thirds of the Directors are present; and

15.1.4 the variation proposed does not contravene regulatory requirements or statutory provisions.