



Board Standing Orders

Revised September 2018

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1. INTRODUCTION

- 1.1 These Board Standing Orders set out the basic rules and procedures for the Care Quality Commission's Board. All Board members and Executive Directors must be aware of them and be familiar with their details.
- 1.2 At any meeting, the Chair of the Board has the final decision on the interpretation of Board Standing Orders (on which they must be advised by the Director of Governance and Legal Services, their deputy or other representative).
- 1.3 These Board Standing Orders, as far as they are applicable, apply with appropriate alteration to meetings of any Committee established by the Board.
- 1.4 It is the duty of the Head of Governance and Private Office to ensure that existing Board members, independent members and officers are notified of, and understand their responsibilities within the Board Standing Orders, the Scheme of Delegation, the Standing Financial Instructions and the Code of Conduct for Board Members.
- 1.5 The Board Standing Orders, the Scheme of Delegation, the Standing Financial Instructions and the Code of Conduct for Board Members will be reviewed regularly (at least annually). Updated copies will be made available via the CQC intranet and, where appropriate, the CQC website following the completion of any review.

2. INTERPRETATION AND DEFINITIONS

These Board Standing Orders are made pursuant to the Health and Social Care Act 2008 and subsequent regulations and legislation. Any expression to which a meaning is given in the Health and Social Care Act 2008 or in regulations made under it shall have the same meaning in these Standing Orders, unless the context requires otherwise. In addition:

- “**Accounting Officer**” is the Officer responsible and accountable for funds entrusted to the Commission. This person is responsible for ensuring the proper stewardship of public funds and assets. At CQC, the Chief Executive is the Accounting Officer.
- “**Board**” means the Care Quality Commission, which consists of a Chair and up to fourteen Members, both Executive and Non-Executive, appointed by the Secretary of State for Health and Social Care. The majority of the Board must be Non-executive members.
- “**Board member**” means any person appointed as a member of the CQC Board.

- **“Budget”** means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of CQC.
- **“Chair”** is the person appointed by the Secretary of State to lead the Board and to ensure that it successfully discharges its overall responsibility for the work of CQC.
- **“Commission”** means CQC as an organisation.
- **“Committee”** means a Committee created by the Board with delegated powers or a responsibility to advise the Board in specified areas of business. Committees may consist of or include persons who are not Board Members.
- **“Directors”** are the most senior employees in CQC, accountable directly to the Chief Executive, and with responsibility for a significant range of business.
- **“Independent members”** are persons formally appointed by the Board as members of specific committees. Although they are not Board members, the Board Standing Orders, the Scheme of Delegation, the Standing Financial Instructions and the Code of Conduct for Board members all apply to them as they do to Board members.
- **“Members”** refers to both Board members and independent members.
- **“Officer”** means any person who is an employee of the Commission. This includes persons seconded to work within the Commission’s employee structure and, where appropriate, includes the Chief Executive.
- **“Senior Manager”** means Officers of CQC at the level of Head of Function and above. It also includes National Professional Advisers.
- **“Sub-Committee”** means a committee that has been established, with delegated authority from the Board, by a Committee of the Board. The sub-committee’s chair must be a member of the establishing committee, as must the majority of the sub-committee members.

3. THE BOARD: APPOINTMENTS TENURE AND ROLE OF BOARD MEMBERS

3.1 Appointment to the Care Quality Commission Board

3.1.1 The CQC Board will comprise:

- The Chair; and
- up to fourteen Board Members, including both Non-executive and Executive members. The majority of the Board must be Non-executive members.

3.1.2 Appointments of the Chair and Board Members is laid out in Schedule 1 of the Health and Social Care Act 2008 and relevant subordinate legislation¹.

3.1.3 The Chair of the Board is a statutory appointment made by Secretary of State. All Non-executive Board members are appointed by Secretary of State. The Non-executive Board Members appoint executive directors to the Board.

3.1.4 The Board may choose to appoint a senior Board member in accordance with Cabinet Office guidance². The duties of the Senior Non-executive Board member would be to chair Board meetings in the absence of the Chair and otherwise deputise for them in their absence; to act as a sounding board for the Chair on important matters which require reflection and a second opinion; to act as a sounding board for other Board members; and to represent CQC at public events or other meetings, as agreed by the Chair.

3.2 Tenure of Board Members

3.2.1 Non-executive members are appointed for a period up to four years. In accordance with the Governance Code for Public Appointments, Board Members may be reappointed but normally should not serve for more than two terms. The term of appointment will be set out in the letter of appointment sent to each Board Member.

3.2.2 The Board may not co-opt additional members. The Board's Committees may recruit members to add to their expertise and may co-opt up to a maximum of one third of the total number of members of the committee.

¹ Care Quality Commission (Registration and Membership) (Amendment) Regulations 2012, SI 2012/1186 (made under para 3(4));
Care Quality Commission (Healthwatch England Committee) Regulations 2012, SI 2012/1640 (made under para 6(1A), (5A) - (5D)).
Care Quality Commission (media membership) Regulations 2015, SI 2015/1479 (made under para 3(3) - (5)).

² Cabinet Office, Corporate Governance in Central Government Departments, Code of Good Practice 2017

The tenure of Independent Members of Committees will normally be no longer than two years, but may be renewed once.

3.3 Resignations and termination of Board membership

- 3.3.1 A Board member, including the Chair, may resign their position on the Board by giving 30 days' notice in writing to the Secretary of State.
- 3.3.2 Only the Secretary of State can otherwise terminate the membership of a Board member. If the Secretary of State is satisfied that one of the conditions specified in paragraph 3(3) of Schedule 1 of the Health and Social Care Act 2008 (that is, if a Board member is unable, unfit or failing to carry out the duties of the office, or are disqualified from holding office), they may remove the Board member from office by giving them notice in writing, stating the reason for the Board member's removal.
- 3.3.3 After non-attendance at Board meetings for more than two consecutive meetings, the Chair may invite the member to consider whether s/he wishes to continue with their Board membership. Persistent non-attendance at meetings could lead to the Chair proposing to the Secretary of State that the appointment be terminated.

3.4 Role of Board members

- 3.4.1 The role of the Board is to provide leadership to CQC, set its strategic direction and hold the Chief Executive to account for the delivery of its objectives. The Board's role is set out more fully in the Department of Health and Social Care (DHSC) Framework Agreement and in the Corporate Governance Framework.
- 3.4.2 The role of a Board member is set out in the Code of Conduct for CQC Board members and summarised in the CQC Corporate Governance Framework.
- 3.4.3 Individual Board members must act in accordance with the provisions of the DHSC Framework Agreement with particular reference to acting in good faith and in the best interests of CQC and with the Members' Code of Conduct which complies with the Cabinet Office's Code of Conduct (2017).

4. MEETINGS OF THE COMMISSION

4.1 Admission of the Public and the Press

- 4.1.1 The CQC Board will operate in an open and transparent fashion, except where confidentiality necessitates discussions being held in private. Accordingly, the Board meets in both public and private session.

- 4.1.2 The Board is covered by the Public Bodies (Admission to Meetings) Act 1960 (as amended). The Chair of the Board will give such directions as s/he thinks fit in regard to the arrangements for meetings, including accommodation of the public and representatives of the press, so as to ensure that the Board's business may be conducted without interruption and disruption and the confidential nature of any business can be respected when required.
- 4.1.3 Proceedings of the Board's meetings in public are recorded and are usually made available on the CQC website. Members of the public, or representatives of the press, should not make their own recording of proceedings other than in writing or make any oral report of the proceedings as they take place, without the prior agreement of the Board. Arrangements for attendance at the public session are set out on the CQC website.
- 4.1.4 Members of the public and press are not admitted to meetings of the Board's Committees, except by specific invitation.

4.2 Convening Meetings

- 4.2.1 Ordinary meetings of the Board will be held at such times and places as the Board may determine in order to progress its business.
- 4.2.2 The Chair may call a meeting of the Board at any time, provided ten clear working days' notice is given.
- 4.2.3 In cases of emergency, if the Chair judges that the Board's business cannot be delayed to give the ten days' notice, the Chair is able to convene a meeting to deal with special or urgent matters, provided that a majority of Board members agree. The Chair will use telephone or video conferencing if possible to enable as many Board members as possible to participate in the decision. Only those urgent or special matters may be dealt with at an emergency meeting so called.
- 4.2.4 Meetings of the Board may, if necessary and by order of the Chair, take place by telephonic or similar means of communication, notwithstanding that the Board members present may not all be meeting in one particular place, provided that all persons participating in the meeting can hear each other. Participation in a meeting in that manner shall be taken as constituting presence in person at a meeting. The meeting will be deemed to have taken place where the Chair of the meeting is present.
- 4.2.5 If a request for a meeting, signed by at least one-third of the whole number of Board members, is presented to the Chair, then the Chair must call a meeting within ten clear working days of receiving this request. If the Chair refuses to call a meeting or if, without so refusing, does not call a

meeting within ten working days of receiving the request, those Members who requested may call a meeting themselves.

4.3 Notice of Meetings

- 4.3.1 Before each meeting of the Board, a notice of the meeting, specifying the business proposed to be transacted at it, must be made available to every Board member by secure electronic means, at least five clear working days before the day of the meeting. Supporting papers will be made available at least five clear working days before the day of the meeting, except in an emergency.
- 4.3.2 The accidental failure to give notice to a Board member or the non-receipt of a duly despatched notice by then will not invalidate the proceedings of a Board meeting.
- 4.3.3 In the case of a meeting called by Board members in default of the Chair (under Standing Order 4.2.5), the notice must be signed by those Board members and no business can be transacted at the meeting other than that specified in the notice.
- 4.3.4 Before each Board meeting in public, a public notice of the time and place of the meeting, and the public part of the agenda, must be displayed on the CQC website at least five clear working days before the meeting.

4.4 Chairing Meetings

- 4.4.1 At any meeting of the Board, the Chair, if present, will preside.
- 4.4.2 If the Chair is absent, or is disqualified from participating, the Senior Non-executive member will preside or, in their absence, a Non-executive Board member chosen by the Board members will preside.
- 4.4.3 The decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters will be final.

4.5 Quorum for Meetings

- 4.5 No business can be transacted at a meeting unless at least 50% of the whole number of the Chair and Board members are present.
- 4.5.2 If at any time during a meeting a quorum of Board members is not present then, at the discretion of the Chair, the business may still be discussed by the Board members present but the decision must be deferred to the next meeting of the Board, unless the Chair of the meeting requires a decision to be made at an earlier date or is able to conduct the business under the provision regarding Urgent Action at 4.2.3. The meeting must then proceed to the next business.

4.5.3 If the Chair or any Board member has declared an interest and recused themselves or is otherwise disqualified from participating in the discussion on any matter and/or from voting on any resolution, they may not participate in the discussion or vote and will not be counted towards the quorum on that item. Whoever is in the Chair for the item will determine whether the member may remain at the table during the discussion or whether they should leave the meeting at that point in the interests of open and transparent discussion. Such a position must be recorded in the minutes of the meeting.

4.6 Voting

4.6.1 The Board will use its best endeavours to decide all questions by consensus. Where that cannot be achieved and a vote is necessary, such questions shall be decided by a majority of the votes of the Chair and the Board members present voting on the question.

4.6.2 In the case of an equality of votes, the Chair of the meeting will have a second or casting vote.

4.6.3 Voting shall normally be by show of hands. If the matter being voted on is confidential³, a paper or electronic ballot may also be used if a majority of the Board members present request it. However, where a meeting is held in accordance with Standing Order 4.2.4, the Chair of the meeting shall call the roll of Board members and each Board member asked shall, on their name being called, indicate their vote in such a manner that all persons participating can hear it.

4.6.4 If any Board member present so requests, the voting (other than by paper ballot) on any question will be recorded to show how each Board member present voted or abstained.

4.6.5 If a Board member so requests, their vote will be recorded in the minutes of the meeting by name upon any vote (save those by paper ballot).

4.6.6 Board members absent from a meeting do not have the right of a proxy vote although their written views submitted to the Chair may be entered in the debate at the discretion of the Chair. Absence is determined as at the time of voting on a motion.

4.7 Notices of Motion

4.7.1 Any motion proposed must be seconded before it can be considered by the Board.

³ For example, voting on an appointment such as the Senior Non-executive Board member

4.7.2 A Board member desiring to move or amend a motion must send written notification to the Chair at least 10 clear working days before the meeting. The Chair will insert this notice in the agenda for the meeting, subject to the notice being permissible under the appropriate regulations and within CQC's statutory remit. This does not however, prevent any motion or amendment being moved without notice during the meeting on any business mentioned on the agenda.

4.8 Emergency Motions

4.8.1 Subject to the agreement of the Chair, and subject also to the provisions below, a Board member may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice must state the grounds of urgency. If in order, it will be declared to the Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item will be final.

4.9 Withdrawal of Motions

4.9.1 A motion, once moved and seconded, may be withdrawn by the proposer with the agreement of the seconder and the consent of the Chair.

4.10 Motion to Rescind a Resolution

4.10.1 Notice of a motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months must bear the signature of the Board member who gives the notice and also the signature of two other Board members.

4.10.2 When any such motion has been disposed of by the Board, it will not be competent for any Board member other than the Chair to propose a motion to the same effect within six months. The Chair may do so if it is considered appropriate.

4.11 Motions and Amendments to Motions

4.11.1 The mover of a motion has a right of reply at the close of any discussion on the motion or any amendment thereto.

4.11.2 When a motion is under discussion or immediately prior to discussion, it is open to any Board member to move:

- An amendment to the motion;
- The adjournment of the discussion or the meeting;
- That the meeting proceed to the next business;
- The appointment of an ad hoc committee to deal with a specific item of business;

- That the motion be now put; or
- A motion under Section 1 (2) of the Public Bodies (Admission to Meetings) Act 1960 resolving to exclude the public (including the press).

4.11.3 No amendment to any motion will be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

5. AGENDAS, PAPERS, RECORD OF ATTENDANCE AND MINUTES

5.1 Setting the Board Agenda

5.1.1 The Chair will agree the agenda for each meeting of the Board, in consultation with the Chief Executive.

5.1.2 Board members who wish to put forward agenda items should notify the Chair at least 15 clear working days before the meeting. The request must state whether it is proposed that the item of business be transacted in the presence of the public and must include appropriate supporting information. Requests made less than 10 clear working days before a meeting may be included on the agenda at the discretion of the Chair.

5.1.3 In the event that the Chair is not willing to include an item on the agenda of a Board meeting, any member will be entitled to have a notice of motion included on the agenda, provided this is submitted in writing to the Chief Executive at least five clear working days before the meeting.

5.1.4 Board agendas will be sent to Board members at least 5 clear working days before the meeting and supporting papers will accompany the agenda, except in emergency.

5.1.5 It is within the discretion of the Chair of a meeting to allow urgent items not on the published agenda to be discussed at the relevant meeting. The reasons for allowing such action should be indicated by the Chair

5.2 Meeting Papers

5.2.1 The papers for a meeting will be available to Board members at least 5 clear working days before a meeting, except in an emergency.

5.2.2 The papers for Board meetings in public will be made available on the CQC website.

5.3 Record of Attendance

5.3.1 The names of the Chair and Board members present at the meeting must be recorded in the minutes.

5.3.2 Where a Board member is not present for the whole of the meeting the minutes must indicate for which items the Board member was present at the time of determination of the item.

5.3.3 The names of others "In Attendance" at the Board meeting must also be recorded in the minutes.

5.4 Minutes

5.4.1 The minutes of the proceedings of a Board meeting will be drawn up by the Head of Governance and Private Office (or their representative) and submitted for agreement at the following Board meeting. Any amendment to the minutes must be agreed and recorded in the minutes of the Board meeting at which they are submitted for agreement. Once agreed by the Board and confirmed as a correct record by the chair, the minutes shall be taken as conclusive evidence of the facts stated therein.

5.4.2 The minutes of Board meetings in public will be available to the public and published on the CQC website. The Board will also receive the minutes of its Committees for information. Any Board member not on a Committee will have a right to consult any confidential minutes of that Committee.

6 COMMITTEES

6.1 Establishment of Committees

6.1.1 Subject to such directions as may be given by the Secretary of State, the Board may, and if directed by the Secretary of State must, appoint Committees of the Board.

6.1.2 The Board may delegate authority to its Committees to establish and appoint members to a sub-committee. Any such sub-committee must be chaired by a member of the Committee and a majority of the sub-committee members must be members of the committee. The Committee shall determine the membership of any sub-committees they establish.

6.1.3 The constitution and terms of reference of the Board's Committees, and any sub-committees or joint committees, and any specific executive powers delegated to them, must be approved by the Board.

6.1.4 The Board will keep under review the structure and remit of its Committees.

6.2 Approval of Appointments to Committees

- 6.2.1 The Board will approve the appointments to each of the Committees which it has formally constituted. Where the Board determines, and Regulations permit, that persons, who are neither Board members nor Officers, can be appointed to a Committee, the Committee may proceed to appoint and should inform the Board of any appointments made.
- 6.2.2 The Chairs of the Board's Committees will be appointed by the Board at its first meeting of the financial year. Each Committee Chair will be a member of the Board and will hold office as Committee Chair for the following year.
- 6.2.3 In the event of there being a vacancy in a Committee chair, a new Chair will be proposed and appointed at the next Board meeting. If the Committee has no Deputy-Chair, the Chair of the Board is authorised to appoint an Interim Chair in cases of urgency.

6.3 Terms of Reference

- 6.3.1 Each Committee of the Board is to have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board may decide and shall be in accordance with any legislation and regulation or direction issued by the Secretary of State. Such terms of reference have effect as if incorporated into these Standing Orders.
- 6.3.2 The terms of reference of any sub-committee constituted by a Committee may be proposed by the Committee but must be approved by the Board.

6.4 Delegation of Powers by Committees to Sub-Committees

- 6.4.1 Where Committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised to do so by the Board.

6.5 Appointments for Statutory Functions

- 6.5.1 Where the Board is required to appoint persons to a Committee and/or to undertake statutory functions as required by the Secretary of State, and where such appointments are to operate independently of the Board, such appointments should be made in accordance with the Regulations and directions made by the Secretary of State. If there are no such directions, the Board may make such arrangements as it thinks fit in order to deliver the statutory function.

6.6 Resignations and terminations of Committee Membership

- 6.6.1 Independent members of a Committee may resign from the Committee by writing to the Chair of the Committee providing 30 days' notice.
- 6.6.2 The Board may terminate the appointment of any Board or independent member to one of its Committees or to the office of chair or deputy-chair of a Committee.

7 ARRANGEMENTS FOR THE EXERCISE OF COMMISSION FUNCTIONS BY DELEGATION

7.1 General

- 7.1.1 Subject to such directions as may be given by the Secretary of State, the Board is entitled under legislation to make arrangements for the exercise, on behalf of CQC, of any of the Board's functions by a Committee, sub-committee or joint committee, or by an Officer of CQC, in each case subject to such restrictions and conditions as the Board thinks fit.

7.2 Matters Reserved to the Board

- 7.2.1 The matters reserved to the Board are set out in the Scheme of Delegation. The Board must agree those matters which it does not delegate.
- 7.2.2 A full meeting of the Board may decide on any matter it wishes that is within its legal powers.
- 7.2.3 Those functions of the Board which have not been expressly reserved to the Board or delegated to a formally approved Committee or sub-committee or joint-committee of the Board shall be exercised on behalf of the Board by the Chief Executive.
- 7.2.4 The Chief Executive determines which functions they will perform personally and nominate Officers to undertake the remaining functions for which they will still retain accountability to the Board. The scope of responsibility entrusted to any individual Officer or Appointee of CQC shall be described in their letter of authority, job description or task based terms of engagement with any limits on their powers described within the Scheme of Delegation.
- 7.2.5 The Chief Executive may periodically propose amendments to the Board's Scheme of Delegation (Part One of the CQC Scheme of Delegation) which will not have effect unless considered and approved by the Board. Changes to the Chief Executive's Scheme of Delegation (Part Two) can be approved by the Chief Executive without the Board's

approval. It will be for the Chief Executive to decide whether the amendments are sufficiently material that the Board should be informed.

7.3 Emergency Powers

7.3.1 The functions exercised by the Board may, in an emergency, be exercised by the Chair after having consulted one other Board member or the Chief Executive.

7.3.2 The exercise of such powers by the Chair must be reported to the next formal meeting of the Board in public session for ratification, with reasons why an emergency decision was required clearly stated.

7.4 Delegation to Committees

7.4.1 The Board may agree from time to time to the delegation of executive powers to be exercised by Committees, or sub-committees, or joint-committees, which it has formally constituted.

8. CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS

8.1 Custody of Seal

8.1.1 The common seal of CQC shall be kept by the Head of Governance and Private Office, or a Manager nominated by them, in a secure place.

8.2 Sealing of Documents

8.2.1 Where it is necessary that a document be sealed, the seal shall be affixed in the presence of two Senior Managers duly authorised by the Head of Governance and Private Office.

8.3 Register of Sealing

8.3.1 The Head of Governance and Private Office shall keep a register in which they, or another Manager of the Commission authorised by them, shall enter a record of the sealing of every document.

8.4 Execution of Documents

8.4.1 The Chief Executive or nominated Officers are authorised, by resolution of the Board and in accordance with the Scheme of Delegation, to execute on behalf of the Board any agreement or other document.

9. DUTIES AND OBLIGATIONS OF MEMBERS AND SENIOR MANAGERS UNDER THESE BOARD STANDING ORDERS

9.1 Register of Interests

- 9.1.1 The Head of Governance and Private Office will establish and maintain a Register of Interests in anticipation of the declaration of interests from members and directors.
- 9.1.2 These details will be updated on a regular basis (at least annually). At any time during the year, the Head of Governance and Private Office may amend the register to take account of changes recorded in any supplementary statement lodged (not later than 10 clear working days after a statement of interests is lodged).
- 9.1.3 The Head of Governance and Private Office will write annually to members and senior managers reminding them of the continuing requirements of these Board Standing Orders, but responsibility for registration of interests lies solely with members and senior managers.

9.2 Timing of Registration

- 9.2.1 Initial registration of interests must not be made later than 21 days after the date of accepting office.
- 9.2.2 Omissions or corrections must be notified to the Head of Governance and Private Office immediately, if, after lodging a statement, a CQC Board member becomes aware that they, or any member of their family, has a declarable interest in respect of which they have not lodged a statement. This is also the case if they realise that an interest which it was thought did not need to be registered, but which is in fact later identified as a declarable interest. Changes to interests must be notified to the Head of Governance and Private Office within 21 after they have occurred.
- 9.2.3 The register of interests will be reviewed annually.

9.3 Declaration of interest policy for CQC Board members

- 9.3.1 A Declaration of interest policy for CQC Board Members was approved by the Board in April 2015. The policy sets out CQC requirements and procedures relating to the recognition and disclosure of activities that could give rise to conflicts of interest or the perception of conflicts of interest and ensures that such conflicts are correctly identified, appropriately managed and effectively resolved.

10. SUSPENSION, VARIATION, AMENDMENT AND APPROVAL OF BOARD STANDING ORDERS

10.1 Suspension of Board Standing Orders

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

10.1.2 A decision to suspend Board Standing Orders will be recorded in the minutes of the meeting.

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

10.1.4 A separate record of matters discussed during the suspension of Board Standing Orders must be made and must be available to the Chair and Board members.

10.1.5 The Audit and Corporate Governance Committee must receive a report of every decision to suspend Board Standing Orders.

10.2 Approval, Variation and Amendment of Board Standing Orders

10.2.1 These Board Standing Orders and any amendment to them can only be approved if:

- A notice of motion has been given (i.e. at least 10 working days in advance)
- No fewer than half the total of the Board Members present vote in favour
- At least four of the whole number of the Chair and Board members appointed are present at the time of the vote
- The variation proposed does not contravene a statutory provision or direction made by the Secretary of State.