



Board Standing Orders

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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 s/he must be advised by the Head of Governance).
- 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 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 Practice 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 to the whole organisation via the CQC intranet and 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 twelve Members, both Executive and Non-Executive, appointed by the Secretary of State for Health. 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.
- “**Executive Directors**” are the most senior employees in CQC, accountable to the Chief Executive, and with responsibility for a significant range of business. They may also be appointed to the Board.
- “**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 Practice 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 Members¹, 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, as laid out in Schedule 1 of the Health and Social Care Act 2008, the Care Quality Commission (Membership) Regulations 2008, S.I. no 2252, and the Care Quality Commission (Healthwatch England Committee: Membership) Regulations 2012 are made by the Secretary of State for Health.

3.1.3 The Chair of the Board is a statutory appointment made by Secretary of State.

3.1.4 The Chair may appoint a senior Independent Non-Executive Director, in accordance with Cabinet Office guidance². The duties of the Senior Independent Director are to meet with other Non-Executive Board Members to address any issues they wish to raise, to act as a sounding board for the Chair, supporting the Chair in the delivery of the Chair's objectives, and to intervene if necessary to help resolve significant issues on the Board.

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 2012 guidance from Office of the Commissioner for Public Appointments, Non-Executive Board Members may be reappointed but normally should not serve for more than ten years. The initial 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. The tenure of Independent Members of Committees will normally be no longer than two years, but may be renewed.

¹ The Care Bill 2013, currently in draft, will increase the Board's membership to 14 plus Chair

² Cabinet Office, Corporate Governance in Central Government Departments, Code of Good Practice 2011

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 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), s/he may remove the Board member from office by giving him/her 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 and Appointments Commission 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 DH Framework Agreement and in CQC's Corporate Governance Framework.
- 3.4.2 The role of a Board Member is set out in the Corporate Governance Framework and in the Role Description of a Board Member, which is attached to the Code of Conduct.
- 3.4.3 Individual Board Members must act in accordance with the provisions of the DH Framework Agreement with particular reference to acting in good faith and in the best interests of the Care Quality Commission and with the CQC Members' Code of Conduct (attached to this document) which complies with the Cabinet Office's Code of Conduct (2011).

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, or for some other special reason which will be stated in a resolution.
- 4.1.2 The Board is covered by the Public Bodies (Admission to Meetings) Act 1960. 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 usually available through webcasting. 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.
- 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 s/he 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 delivered to every Board Member or sent by post, e-mail or fax to the correspondence address supplied by them, at least five clear working days before the day of the meeting. Supporting papers, wherever possible, will accompany the agenda.
- 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 public meeting of the Board 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, 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 been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of declaring a conflict of interest, s/he 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 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 Non-Executive Senior 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 s/he considers it 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, whenever possible, will accompany the agenda, but will certainly be dispatched no later than three clear days before the meeting, save 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 the public Board meetings will be published on the CQC website, subject to appropriate redactions relating to public bodies in relation to disclosure.

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 (or his/her representative) and submitted for agreement at the following Board meeting. Once confirmed as a correct record by the Board at the meeting, the minutes will be signed by the person in the chair at the meeting to which they are submitted. Once signed, the minutes shall be taken as conclusive evidence of the facts stated therein. Any amendment to the minutes must be agreed and recorded in the minutes of the Board meeting at which they are submitted for agreement.
- 5.4.2 The minutes of Board meetings, other than minutes containing confidential information, 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 and Authority. The Board must agree those matters which it does not delegate.

7.2.2 The Board, in full session, 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 s/he will perform personally and nominates Officers to undertake the remaining functions for which s/he 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 and Authority.

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 for the Board to 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, or a Manager nominated by her/him, 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 not also from the originating department, and be attested by them.

8.3 Register of Sealing

8.3.1 The Head of Governance shall keep a register in which s/he, or another Manager of the Commission authorised by her/him, shall enter a record of the sealing of every document.

8.4 Signature of Documents

8.4.1 The Chief Executive or nominated Officers are authorised, by resolution of the Board, to sign 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 will establish and maintain a Register of Interests to record the interests of the Non-Executive Board Members and Executive 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 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 will write annually to Non-Executive Board Members and Executive Directors reminding them of the continuing requirements of these Board Standing Orders, but responsibility for registration of interests lies solely with to Non-Executive Board Members and Executive Directors.
- 9.1.4 The Director of HR will ensure that all CQC employees and contractors are reminded of the need to register any interests on appointment and to keep the declaration up to date.

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 as a Non-Executive Board Member or Executive Director.
- 9.2.2 Omissions or corrections must be notified to the Head of Governance immediately, if, after lodging a statement, a Non-Executive Board Member and Executive Director becomes aware that s/he, or any member of his or her family, has a registrable interest in respect of which s/he has not lodged a statement. This is also the case if a s/he realises that s/he has an interest which s/he thought did not need to be registered, but which is in fact later identified as a registrable interest.
- 9.2.3 Changes to interests must be notified to the Head of Governance within 21 days after they have occurred.

9.3 Voluntary Statements

- 9.3.1 A Non-Executive Board Member or Executive Director who has an interest which may be relevant to proceedings of CQC but which is not a registerable interest, may at any time lodge with the Head of Governance

voluntarily a written statement giving details of the interest, including the date on which the interest was acquired.

- 9.3.2 Non-Executive Board Members and Executive Directors may choose to provide details of any interest which they are not required to register but which they think may be relevant and which they wish to register.

9.4 Interests to be Registered

- 9.4.1 All relevant and material interests, whether pecuniary or non-pecuniary, must be registered.

- 9.4.2 Non-Executive Board Members and Executive Directors need only register at the point of initial registration interests that they have at the date of their acceptance of office. They need not register any interests that they had held before they accepted office but no longer hold.

9.5 Type of Information

- 9.5.1 The General Notice of Interests to be Registered form (Appendix A) should be used by Non-Executive Board Members and Executive Directors to register their interests. All statements lodged must contain:

- a) Such details of any registerable interest and such other information as are necessary to identify clearly the nature of the interest and, where relevant, its source.
- b) Where the registerable interest arises from remuneration under category 1 of Appendix B, details of:
 - o Clients of an undertaking of which s/he is a Director or has the same influence or role as a Director
 - o Clients of the undertaking (in any capacity) or any employer or firm as mentioned in Appendix B.

9.6 Declarations of Interests

- 9.6.1 Non-Executive Board Members and Executive Directors must declare any interests in proceedings being considered by the Board and its committees. Even if a Board Member has already registered an interest, it should still be declared at the appropriate time when participating in proceedings. It might be appropriate for a Member to declare an interest that does not have to be registered; however, having declared this interest, the Member should then consider registering it.

- 9.6.2 In considering whether to declare an interest in proceedings, the Member must consider not only whether s/he will be influenced, but also whether

anybody else might reasonably think that s/he might be influenced by the interest. The test to be applied is:

“Would the interest prejudice, or could it give the appearance of prejudicing, his or her ability to participate in the proceedings of the Board relating to that matter in a disinterested manner?”

9.6.3 It is the personal responsibility of each Board Member to judge whether an interest requires declaring, but they are advised to err on the side of caution. The interests of a Board Member’s spouse or domestic partner should also be considered in this context.

9.6.4 If there is any doubt about the relevance of an interest, this must be discussed with the Chair or the Head of Governance.

9.7 Timing of Declarations

9.7.1 Board Members must declare any interest:

- a) At any proceedings of the Board and its committees, where a matter affecting a declarable interest is considered, or
- b) At meetings of any outside body to which they are appointed or nominated, or
- c) In other circumstances where they are active in a role other than for CQC.

9.8 Making a Declaration

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

- a) At the commencement of the proceedings in response to the formal request from the Chair for the declaration of interests, or
- b) If unaware of the interest at the commencement of the proceedings, as soon as s/he becomes aware of the interest.

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

9.9 Ceasing to Have an Interest

9.9.1 If, after lodging a statement of his or her interests, a Board Member ceases to have an interest detailed in that statement they are encouraged (but are not required to) lodge with the Head of Governance a written

statement giving the date on which the interest ceased. These statements will ensure that the Register is kept up to date at all times.

9.10 Effect of Declaring an Interest

9.10.1 Non-Executive Board Members and Executive Directors may speak, but may not vote, on matters in which they have an interest that needs to be declared, unless the interest is considered by the Chair of the meeting to be of such a nature as to disqualify him or her from speaking on the matter, and must be reported to the meeting and recorded in the minutes.

9.10.2 Where a Board Member has an interest by reason only of a beneficial interest in securities of a company's activity in the lesser of £5,000 or 1% of the total value of the company, this does not prohibit the Board member from voting on any question with respect to it, without prejudice to their duty to disclose that interest.

9.11 Recording of Interests in the Minutes

9.11.1 At the time Board Members' interests are declared, they must be recorded in the minutes of the meeting.

9.11.2 Any changes in interests must be declared at the next meeting following the change occurring and recorded in the minutes of that meeting.

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

STATEMENT CONCERNING MY INTERESTS

I, _____

a Board member/Independent member/Executive Director [delete which is not appropriate] of the Care Quality Commission confirm that

EITHER

- I have no interests that are required to be included in the Register of Interests.

OR

- I have set out below under the appropriate headings the interests that I am required to include in the Register of Interests, and I have put 'none' where I have no such interests under any heading.

Category 1: Remuneration

Do you hold any positions where you receive remuneration by being:

- **employed;**
- **self-employed;**
- **the holder of an office;**
- **a director of a company;**
- **a partner in a firm; or**
- **by carrying out a trade, profession or vocation or any other work?**

Remuneration includes allowances (such as travel and subsistence).

You do not have to include the remuneration you receive from a pension or as a member of the Care Quality Commission's staff.

YES / NO (delete as appropriate)

If you answered 'yes', you must give the names of the employer(s), the nature of the business and the nature of the post you hold in the organisation; or, if you are self-employed, you must provide the name and details of the nature of your business.

When registering a directorship, you must give the registered name of the company in which you hold the directorship and the nature of its business.

When registering an interest in a partnership(s) you must give the name of the partnership or company and the nature of its business.

Where you carry out a trade, profession or vocation, or any other work, you must provide details of the nature of the work and its regularity. **Please note:** you **do not** need to state the amount of the remuneration.

Please provide details below:

Category 2: Related undertakings

Do you hold any directorships that are not remunerated but the company (or other undertaking) in question is a subsidiary of, or parent of, a company (or other undertaking) in which you hold a remunerated directorship (as described under category 1)?

YES / NO (delete as appropriate)

If you answered 'yes', you must give the name(s) of the subsidiary or parent company or other undertaking, the nature of its business, and its relationship to the company or other undertaking in which you are a director and from which you receive remuneration.

Please provide details below.

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Category 3: Contracts

Have

- you, or
- a firm in which you are a partner, or
- a company of which you are a director, or
- a company in which you have shares of a nominal value of
 - a) greater than 1% of the issued share capital of the company or other body; or
 - b) a nominal value greater than £25,000

made a contract with the Care Quality Commission under which goods or services are to be provided, or works are to be carried out, and which has not been fully discharged?

YES / NO (delete as appropriate)

If you answered 'yes', you must give a description of the contract, including its duration but not the amount involved.

Please provide details below.

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Category 4: Houses, land and buildings

Do

- you or
- your spouse, or
- your registered partner or
- your domestic partner

own or have any right or interest in houses, land and buildings, which is connected in any way to the work or financial interests of the Care Quality Commission?

To answer this question, ask yourself whether a member of the public acting reasonably might consider that any interests in houses, land and buildings could potentially affect your responsibility to the Care Quality Commission and to the public, or could influence your actions, speeches or decision-making. You must also include any land from which you receive rent, or of which you are the mortgager, which is specifically used for the provision of social or health care.

YES / NO (delete as appropriate)

If you answered 'yes', you must list all relevant interests below.

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Category 5: Shares and securities

Do you have an interest in shares and securities in any companies, organisations, industrial and provident societies, co-operative societies or other bodies corporate which may be connected in any way to the work or financial interests of the Care Quality Commission? Please include shares and securities in which you have a beneficial interest but which are held in the name of other people.

To answer this question, ask yourself whether a member of the public acting reasonably might consider that any interests in shares and securities could potentially affect your responsibilities to the Care Quality Commission and to the public, or could influence your actions, speeches or decision-making.

YES / NO (delete as appropriate)

If you answered 'yes', you must list all such interests below. You are not required to register the value of such interests.

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Category 6: Non-financial interests

Do you have any non-financial interests that may be connected in any way to the work of the Care Quality Commission? It is important to register and describe all relevant interests such as membership or holding office in other public bodies, clubs, societies, and organisations such as trade unions and voluntary organisations.

When answering this question, ask yourself whether a member of the public acting reasonably might consider that any non-financial interests could potentially affect your responsibilities to the Care Quality Commission and to the public, or could influence your actions, speeches or decision-making.

YES / NO (delete as appropriate)

If you answered 'yes', you must list all relevant interests below.

Category 7: Miscellaneous interests

Are there any other interests which you wish to register voluntarily?

YES / NO (delete as appropriate)

If you answered 'yes', you must list all relevant interests below.

DECLARATION

I recognise that it is a breach of the Board Standing Orders to:

- (a) provide information that is materially false or misleading or
- (b) omit information which must be given in this notice or
- (c) fail to give further notices, within 21 days, of any changes to
 - (i) Update any information given in this notice or
 - (ii) Declare any interests that I acquire after the date of this notice.

Signed.....

Date.....

Received..... Date.....

SCHEDULE OF CATEGORIES OF REGISTRABLE INTERESTS

This Schedule sets out the categories of interests, which CQC has determined must be registered and which are referred to as Registrable Interests. These categories are listed below with key definitions and explanatory notes designated to help decide what is required when registering interests under any particular category.

CATEGORY 1 - REMUNERATION FROM EMPLOYMENT, TRADE, PROFESSION OR VOCATION

1.1 Statement:

Receipt of remuneration by virtue of:

- Being employed
- Being self-employed
- Being the holder of an office
- Being a director of an undertaking
- Being a partner in a firm or
- Undertaking a trade, profession or vocation or any other work.

1.2 Definitions:

The following definitions apply to this paragraph: -

“Remuneration” includes:

- Any salary or wage
- Any share of profits
- Fee
- Expenses
- Other monetary benefit or benefit in kind (e.g. the provision of a company car or travelling expenses by an employer)
- Remuneration received as a Borough Councillor, Member of Parliament or as a Member of the European Parliament
- Allowances drawn in relation to membership of the House of Lords or any other institution and
- Any monies received as a result of being employed, self-employed, etc at any time, for however brief a period, since acceptance of office.

“Remuneration” does not include:

- Remuneration received from the Commission
- Arrears of pay received from the Commission and
- Any pension.

“Undertaking” means:

- a body corporate, legal entity or partnership or
- an unincorporated association or trust

carrying on an activity with or without a view to profit.

1.3 Guidance:

1.3.1 When registering employment, the following must be provided:

- The name of the employer
- Details of the nature of its business
- An indication of the nature of the post that they hold in the undertaking.

1.3.2 When registering self-employment, the following must be provided:

- The name of the business
- Details of the nature of the business
- The name of any partnership and the nature of its business.

1.3.3. When registering a directorship, the following must be provided:

- The registered name of the undertaking in which the directorship is held and
- A broad indication of the undertaking’s business.

1.3.4 While unremunerated directorships need not be registered under this category, they may be registered under the category of “Related Undertakings.” In any event, a declaration in respect of any remunerated or unremunerated directorship affected by any matter considered by the Commission must be made.

1.3.5 Where a Member undertakes a trade, profession or vocation or any other work, the details of the nature of the work must be provided.

CATEGORY 2 - SPONSORSHIP

2.1 Statement:

Sponsorship by any person.

2.2 Definition:

2.2.1 For these purposes of this paragraph the following definitions apply:

“Sponsorship” means receipt by the Member of any financial or material support on a continuing basis to assist him/her in office.

“Any person” includes individuals, incorporated and unincorporated bodies, trades unions, charities and voluntary organisations.

2.3 Guidance:

- 2.3.1 A one-off donation or provision of assistance may not fall to be registered as sponsorship, as this is not support on a continuing basis, although a one-off gift or benefit of sufficient value may need to be declared or a gift. Repeated or on-going financial support or other assistance, even if over a short period with defined limits or with breaks in provision of the support, could be considered as sponsorship and must be registered as such.
- 2.3.2 In respect of any sponsorship agreement the exact details of the support provided, whether it is for a fixed term and whether or not it is provided directly or is paid to an assistant (if that is the nature of the support) must be registered.

CATEGORY 3 - CONTRACTS WITH THE COMMISSION

3.1 Statement:

Interests in contracts with CQC are registrable.

3.2 Definition:

3.2.1 For the purposes of this category:

“related body“ means:

- The Department of Health, the Department for Education and Skills, the Department of Communities and Local Government
- Regulators such as OFSTED
- Any arms’ length body associated with CQC, such as Social Care Institute for Excellence and the General Social Care Council and organisations that have the responsibility for training and education of social care workers.
- Additional names to be provided.

3.3 Guidance:

- 3.3.1 All contracts which are not fully discharged for the supply of goods, services or works to CQC, made between CQC and any undertaking (as defined in Category 1) of which the Member is a director or partner or in which they hold a beneficial interests must be registered.

3.3.2 This category includes any contract between the Member, and CQC or a related body, relating to the occupation by the Member of any land owned by CQC.

3.3.3 The parties to the contract, the nature of the contract and the duration of the contract must be stated.

CATEGORY 4 - OWNERSHIP OF LAND

4.1 Statement

Interests in land are registrable.

4.2 Definition:

4.2.1 For the purposes of this category the following definitions apply:

“land” means:

land or any right or interests in or over land that is used by the Commission or any related body as defined in 3.2 above.

“Interests in land” includes:

- Beneficial ownership
- A lease or tenancy
- Any interests or right for the Member (alone or in company with others) to occupy the land and receive income from it and
- A mortgage.

4.3 Guidance:

4.3.1 The location of any land, the nature of the interests owned and where appropriate, the value of any income from the property and the identity of the person owing the property must be stated.

CATEGORY 5 - INTERESTS IN COMPANIES AND SECURITIES

5.1 Statement:

Ownership by a Member or his/her spouse, registered partner or domestic partner of an interest in shares comprised in the share capital of an organisation or other body, whether that interest is held by the Member, his/her spouse, registered partner or domestic partner or by a relevant person, and the nominal value of the shares at the relevant date is:

- Greater than 1% of the issued share capital of the company or other body or is greater than £5,000 or
- if the share capital is of more than one class the total nominal value of shares of any one class in which s/he has a beneficial interests does not exceed 1% of the total issued share capital of that class is registrable.

Ownership of financial products where the shareholder can direct the investment into particular companies should be declared. Where the investment is spread across a number of companies over which the share-holder has no control (e.g. UK companies) the interest does not need to be declared.

If in doubt, it is safer to declare the interest.

5.2 Definition:

5.2.1 For the purposes of this category the following definitions will apply:

“the relevant date” means:

- In the case of a Member or his/her spouse, registered partner or domestic partner having an interest in shares at the date on which s/he was appointed, that date, and the 5th April immediately following that date in each succeeding year must they retain the interests on that 5th April.
- In the case of a Board Member who acquires a relevant interests in shares after the date on which s/he was appointed as a Member, the relevant date is the date on which s/he acquired the interests in shares and the 5th April immediately following that date and in each succeeding year where s/he retains the interests on that 5th April.

“Relevant person” means a person who is subject to the control or direction of a Member in respect of an interests in shares.

5.3 Guidance:

5.3.1 The issue of the relevant date is important in understanding when an interest in shares becomes a registrable interests.

5.3.2 The nominal value of shares needs to be taken into consideration at the relevant date. For example, where a Member owned shares in an organisation on 6th May 2000, which had a nominal value of £4,000 and s/he subsequently acquired an interest in shares that would now have a nominal value of more than £1,000, the total interest in shares would now have a nominal value of more than £5,000, but the Member would only

be required to register this interest in shares at the next 5th April. However, if at any time after 6th May 2003 a Member acquires shares with a nominal value of more than £5,000, that shareholding would need to be registered straight away.

CATEGORY 6 - MEMBERSHIP OF PUBLIC BODIES

6.1 Statement:

Membership of a body or organisation of a kind specified by CQC is registrable.

6.2 Definition:

Register Memberships of bodies including membership of all public bodies, including but not limited to:

- Any statutory body (e.g. member of a London borough or other authority or a health body)
- Any quasi autonomous non-governmental body
- The governing body of any profession or trade
- A school governing body must be registered.