



Engage-Share-Inspire MK CIO Standing Procedures

1. Introduction

- a. *While the Engage-Share-Inspire MK CIO Constitution lays down the rationale, principles of governance and legal status of ESIMK and the Terms of Reference for its Board of Trustees spell out the Board's role, functions and responsibilities, these Standing Procedures provide a number of supplementary organisational and operational rules and guidelines, designed to ensure that the Board's work is conducted efficiently, effectively and for the benefit of the organisation's members. The Constitution is the primary, underpinning document and takes priority.*
- b. *The Standing Procedures will be reviewed on an annual basis (or more frequently if required by the Board).*

2. Organisational Title

- a. The name Engage-Share-Inspire MK CIO (sometimes abbreviated to ESIMK) is the title of the organisation as a legal entity and appears in this form on the Charity Commission website, with the registration number 1166148. The organisation also, and primary trades as Healthwatch Milton Keynes for the purposes of operating the statutory local Healthwatch service, via local authority grant in Milton Keynes.

3. Membership

- a. Engage-Share-Inspire MK CIO has adopted the CIO foundation model constitution and in line with our constitution Trustees are the only members of the CIO.

- b. Engage-Share-Inspire MK CIO operates association membership model to stakeholders and beneficiaries who sign up to the organisation's newsletter.

4. Appointment of Trustees

- a. In accordance with the Constitution, Trustees are appointed at the Annual General Meeting of Engage-Share-Inspire MK CIO. The total number of Trustees cannot exceed 12. In addition, subject to this limitation the Board may decide at any time to appoint a new Trustee, with full voting rights, but the person appointed must retire at the next Annual General Meeting, with the option of putting themselves forward for re-appointment. One third of the Trustees, excluding those co-opted, are required to stand down each year – in rotation according to the time served since last appointment. Trustees may stand for re-appointment and may serve up to three consecutive terms, after which there must be a break of one year before they are eligible to stand again. Trustees may serve for a maximum cumulative total of twelve years.
- b. The actual procedure and timing to be adopted for the appointment of Trustees will be determined by the Board in response to specific circumstances. Notice of the Board's intention will be given to Engage-Share-Inspire MK CIO members by email at least one month in advance of the Annual General Meeting at which appointments are ratified.
- c. Members of the public expressing an interest in becoming a Trustee will be sent an application pack and information outlining the appointment procedure (by post or by email, depending on their preference).
- d. The Board of Trustees will conduct a preliminary review of the applications received to establish their suitability, using predetermined criteria. This function may be delegated to a formal sub-committee.
- e. Subsequently, a special meeting of the Board will conduct informal interviews with applicants. The Board will approve in principle the successful applicants and notify them of its decision, subject to ratification by members at the Annual General Meeting.

5. Annual General Meeting

- a. The Annual General Meeting follows a format and procedure established by the Board on an annual basis. However, a part of the AGM is limited to members of Engage-Share-Inspire MK CIO and includes a general and a financial report on the preceding year and the ratification of new and returning Trustees

6. Election of Officers

- a. In order to maintain the integrity of the organisation as a charity, the Board of Trustees has three named officers: a Chairperson, a Treasurer and a Secretary, whose roles are defined in the Board's Terms of Reference. The Chair and Treasurer are elected annually by a majority vote of the Board of Trustees. Should the Board wish it, a Deputy Chair or Deputies may be elected by the Board.

7. Meetings of Trustees

- a. Meetings of the Board of Trustees follow the provisions of the Constitution, supplemented by the Board's Standing Procedures. The Board meets quarterly in February, May, August and November, in alignment with any sub-committees and other organs.
- b. The agenda for Board meetings is established by the Chair in consultation with the CEO, and documentation for the meetings is disseminated by the CEO at least one week in advance of each meeting.
- c. The following items are to be included in each meeting's agenda.
 - *Approval of agenda*
 - *Declarations of Interest*
 - *Approval of Minutes*
 - *CEO report*
 - *Financial reports*
 - *Committee reports*
 - *Risk Register*
 - *Closed business/new business*
- d. No decision is taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three Trustees, or the number nearest to one third of the total number, whichever is

greater. A Trustee is not included in the quorum present when any decision is made about a matter upon which they are not entitled to vote.

- e. If a trustee is unable to attend a meeting of the Board, they are required to advise the Secretary to the Board in advance. The Board may resolve to remove a Trustee from office if they fail to attend all meetings held within a period of six months without a reason judged by the Board to be adequate.
- f. Any questions arising at a meeting are to be decided by a majority of those eligible to vote. In the case of equality of votes, the Chair shall have a second or casting vote.
- g. Board meetings are open to the public, as observers, provided that they register their interest in advance of the meeting. Questions may be put to the Board in advance of a meeting, or (at the Chair's discretion) raised at the end of the meeting but will only be responded to at the end of the proceedings.
- h. The Board may, if it wishes, hold a separate meeting in private at the end of a session, from which the public and staff members are excluded. Any request from a Trustee to hold a private session should be made at least three days in advance. Those Trustees present must appoint one of their number to act as note-taker and prepare a formal record of any decisions taken.
- i. Minutes of each meeting are produced by the Secretary, drawing, if desired, on the assistance of a minute-taker. Following approval by the Chair, they should be distributed to Board members within a period of ten days after the meeting.

8. Appointment of Chief Executive Officer

- a. The Chief Executive Officer will be appointed with the participation of the Chair and at least two Trustees. Any decision about the role, remuneration or performance of the Chief Executive Officer will be taken by the Board of Trustees as a whole.

- b. The CEO is an ex-officio member of and Secretary to the Board of Trustees, without voting rights.

9. Standing Delegations

- a. The membership delegates the stewardship of the organisation to the Board of Trustees, whose responsibilities are defined in its Terms of Reference. In order to carry out its work efficiently and effectively, the Board has an established Governance Committee, dealing with Board performance and overseeing governance processes that maintain a balanced, diverse and well-functioning Board. The Governance Committee will have its own Terms of Reference, which describe the committee's function and mandate, and its relationship to the Board.

10. Performance of the Board

- a. The Governance Committee will conduct an annual self-assessment of Trustee and Board skill mix and performance, following a procedure to be determined by the Governance Committee and approved by the Board.