

---

WELSH STATUTORY INSTRUMENTS

---

**2009 No. 1385**

**The Public Health Wales National Health Service  
Trust (Membership and Procedure) Regulations 2009**

**PART III**

Constitution and Proceedings

**Appointment of vice-chair**

**17.**—(1) For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the chair, the directors of the Trust may appoint a non-executive director from amongst them to be vice-chair for such a period, not exceeding the remainder of his or her term as non-executive director of the Trust, as they may specify on appointing him or her.

(2) Any non-executive director so elected may at any time resign from the office of vice-chair by giving notice in writing to the chair and the directors of the Trust may thereupon appoint another non-executive director as vice-chair in accordance with paragraph (1).

(3) This regulation does not apply when regulation 13 applies.

**Powers of vice-chair**

**18.** Where the chair of the Trust has died or has otherwise ceased to hold office or where he or she has been unable to perform his or her duties as chair owing to illness, absence from England and Wales, suspension under regulation 11 or any other cause, references to the chair in Schedule 2 will, so long as there is no chair, or the chair is unable to perform his or her duties, be taken to include references to the vice-chair.

**Appointment of committees and sub-committees**

**19.**—(1) Subject to regulations 21 and 22 the Trust may appoint committees of the Trust consisting wholly or partly of directors or wholly of persons who are not directors.

(2) A committee appointed under this regulation may appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include the directors of the trust) or wholly of persons who are not members of the committee (whether or not they include the directors of the trust).

**Arrangements for the exercise of functions**

**20.** Subject to regulations 21 and 22 the Trust may make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee appointed by virtue of regulation 19 subject to such restrictions and conditions as the Trust thinks fit.

### **Committee for appointing chief officer as director**

21. The Trust will appoint a committee whose members will be the chair and non-executive directors of the trust whose function will be to appoint the chief officer as a director of the Trust.

### **Committee for appointing executive directors other than chief officer**

22. The Trust will appoint a committee whose members will be the chair, the non-executive directors and the chief officer whose function will be to appoint the executive directors other than the chief officer .

### **Meetings and Proceedings**

23.—(1) The meetings and proceedings of the Trust must be conducted in accordance with the rules set out in Schedule 2 and with standing orders made under paragraph (2).

(2) Subject to Schedule 2 and to regulation 24 the Trust must make and may vary or revoke standing orders for the regulation of its proceedings and business and provision may be made in such standing orders for the suspension of them.

(3) The Trust may make, vary and revoke standing orders relating to the quorum, proceedings and place of meetings of a committee or sub-committee but, subject to regulation 24 and to any such standing orders, the quorum, proceedings and place of meeting will be such as the committee or sub-committee may determine.

(4) The proceedings of the Trust will not be invalidated by any vacancy in its membership or by any defect in a director's appointment.

### **Disability of directors in proceedings on account of pecuniary interest**

24.—(1) Subject to the following provisions of this regulation, if a director of the Trust has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust at which the contract or other matter is the subject of consideration, that director must at the meeting and as soon as practicable after its commencement disclose the fact and must not take part in the consideration and discussion of the contract or other matter or vote on any question with respect to it.

(2) The Welsh Ministers may, subject to such conditions as they may think fit to impose, remove any disability imposed by this regulation, in any case in which it appears to them in the interests of the health service that the disability should be removed.

(3) The Trust may, by standing orders made under regulation 23 provide for the exclusion of a director from a meeting of the trust while any contract, proposed contract, or other matter in which he or she has a pecuniary interest, direct or indirect, is under consideration.

(4) Any remuneration, compensation or allowances payable to a director by virtue of paragraph 11 of Schedule 3 to the Act may not be treated as a pecuniary interest for the purpose of this regulation.

(5) Subject to paragraphs (2) and (6), a director must be treated for the purposes of this regulation as having indirectly a pecuniary interest in a contract, proposed contract or other matter if—

- (a) that director, or a nominee of his or hers, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or
- (b) that director is a partner of, or is in the employment of, a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration and, in the case of married persons or civil partners, the interest of one spouse or civil partner is deemed for the purpose of this regulation to be also an interest of the other.

(6) A director will not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only—

- (a) that director's membership of a company or other body if he or she has no beneficial interest in any securities of that company or other body;
- (b) of an interest in any company, body or person with which he or she is connected as mentioned in paragraph (5) which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

(7) Where a director—

- (a) has an indirect pecuniary interest in a contract or other matter by reason only of a beneficial interest in securities of a company or other body; and
- (b) the total nominal value of those securities does not exceed £5,000 or one hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less; and
- (c) if the share capital is of more than one class, the total nominal value of shares of any one class in which he or she has the beneficial interest does not exceed one hundredth of the total issued share capital of that class,

this regulation will not prohibit that director from taking part in consideration or discussion of the contract or other matter or from voting on any question in respect to it without prejudice however to his or her duty to disclose his or her interest.

(8) This regulation applies to a committee or sub-committee of the Trust as it applies to the Trust and applies to any member of any such committee or sub-committee (whether or not that person is also a director of the trust) as it applies to a director of the Trust.

### **Transitional Provision**

**25.** Between the establishment date and the operational date paragraph 3(5) of Schedule 2 applies as if it read—

“No business may be transacted at a meeting of the Trust unless the chair and one non-executive director are present or two non-executive directors are present.”

### **Consequential amendments**

**26.—**(1) In regulation 1(2) of the 1990 Regulations insert the following definition in the appropriate place—

““the Public Health Wales National Health Service Trust” means the NHS trust established by the Public Health Wales National Health Service Trust (Establishment) Order 2009.”

(2) Insert an additional regulation in the 1990 Regulations immediately after regulation 1 of those Regulations—

#### **“The Public Health Wales National Health Service Trust**

**1A** These Regulations do not apply to the Public Health Wales National Health Service Trust.”