

UKBHC Ltd Standing Orders

A Name of Organisation

UKBHC Ltd is the registered name for the company operating as the UK Board of Healthcare Chaplaincy and in this document is referred to as 'The Board'.

B Administration

The Board is a Private Company Limited by Guarantee. These standing Orders outline the administration of the Board and should be read in conjunction with the Articles of Association for UKBHC Ltd (09772655).

C Purpose, Objects and Aims

1. The Purpose of the Board is to safeguard the wellbeing of the public by ensuring that chaplains deliver the highest standards of care and safety to patients and users. The Board will do this by supporting and promoting the work of healthcare chaplaincy through maintaining a register of accredited chaplains, setting standards for education and practice, and giving guidance to the registrants.
2. The objects of the Board are to provide a collaborative and authoritative forum to address professional issues; advance the knowledge and practice of chaplaincy for the benefit of patients and healthcare professionals; publish and review as required a code of professional conduct and ethics; encourage co-operation among its constituent professional chaplaincy bodies as defined in clause D below.
3. The aims of the Board are to:
 - a. Maintain a publically accessible voluntary register of accredited healthcare chaplains;
 - b. Promote the advancement and dissemination of the knowledge and practice of healthcare chaplaincy;
 - c. Define a Code of Conduct for Healthcare Chaplains;
 - d. Define Standards for Healthcare Chaplaincy Services;
 - e. Define Capability and Competences for Healthcare Chaplains to support the development of education and training programmes;
 - f. Maintain and develop systems to promote and accredit Continuing Professional Development (CPD);
 - g. Operate procedures to consider, investigate and assess the professional practice of healthcare chaplains including their fitness to practise;
 - h. Operate a system for public consultation on the work and practices of the Board;
 - i. Provide advice to Governments, health care sector, educators, patients, faith and belief communities and the general public on best practice for the optimal provision of healthcare chaplaincy;
 - j. Publicise and promote the work of the Board through a website and other media.

D Constituent Bodies

The Board recognises the following constituent healthcare chaplaincy bodies:

- The Association of Hospice and Palliative Care Chaplains (AHPCC);
- The College of Health Care Chaplains (CHCC);
- The Northern Ireland Healthcare Chaplains' Association (NIHCA); and
- The Scottish Association of Chaplains in Healthcare (SACH);

E Directors of the Board

1. The directorship of the Board shall be:
 - a. Four representative directors consisting of the most senior honorary office-holders of AHPCC, CHCC, NIHCA & SACH, recognising:
 - i. a director may nominate a deputy to attend a meeting; where such a nominee is in attendance, they shall have the same voting rights as the office-holder they are representing, and to all intents and purposes act in the stead of that person.
 - b. Four elected professional directors. A person is eligible for election as a professional director of the Board if he or she:
 - i. is a member of the AHPCC, CHCC, NIHCA or SACH;
 - ii. is a registered as a healthcare chaplain with the UKBHC; and
 - iii. has no persisting conflicting interests with the purpose and objectives of the Board.
 - c. Four persons elected as lay directors of the Board. A person shall be eligible for election as a lay director of the Board if he or she:
 - i. has not practised as a health care chaplain;
 - ii. has a demonstrable interest in promoting the objects of the Board; and
 - iii. has no persisting conflicting interests with the purpose and objectives of the Board.
2. A person's directorship will end if the person falls into one of the following categories:
 - a. no longer fulfils the criteria for directorship set out in clauses E1(a) – E1(c) above;
 - b. has completed their term of office without re-election;
 - c. has had her or his directorship revoked by the Board;
 - d. has been absent without good reason from all meetings of the Board held over twelve months, and the Board resolves that his or her office be vacated;
 - e. notifies the Board that he or she wishes to resign.

F Election of Directors

1. The chair person of the Board will invite nominations for vacancies on the Board in categories E1(b) and E1(c) above.
2. The Board may request additional information to determine that the nominated person:
 - a. can fulfil clause E1(b) or E1(c) above;
 - b. has the required experience and knowledge to fulfil the vacant role; and
 - c. can make an appropriate contribution to the Board.

3. All nominees being considered for appointment will be interviewed.
4. Nominated persons will be elected by the directors of the Board either by
 - a. a majority vote in the case of a single candidate for vacant position; or
 - b. a simple majority ballot in the case of more than one candidate for a vacant position.

G Composition of the Board

1. The Board shall appoint one of the elected directors in categories E1(a) and E1(b) to be lead officers in respect of:
 - a. Academic Standards – dealing with education issues.
 - b. Professional Advisers – to ensure consistency in chaplaincy appointments.
 - c. Fitness to Practise – informed by the agreed ‘Code of Conduct’.
 - d. Professional Registration – dealing with all aspects of the regulatory process.
2. The Board may, in addition, co-opt non-voting members for sub-groups or committees, or for specific time-limited tasks or projects. Co-opted members can be appointed at any meeting of the Board.
3. A secretary will be appointed to support the administration of the Board. The secretary may or may not be a director of the Board. If the secretary is not a director of the Board, he/she will have no voting rights when in attendance at meetings.
4. A treasurer will be appointed to administration the Board’s finances. The treasurer may or may not be a director of the Board. If the treasurer is not a director of the Board, he/she will have no voting rights when in attendance at meetings.

H Term of Office

1. Representative directors will serve for the period of their honorary office in AHPCC, CHCC, NIHCA or SACH.
2. Elected directors will serve for a period of four years from the date of their first meeting following election or re-election.
3. Under normal circumstances, no director should serve for more than two consecutive terms on the Board. However, elected directors in categories E1(b) and E1(c) above may be invited to serve on the Board for a longer period for reasons of continuity or in exceptional circumstances.
4. Co-opted members will serve either for a specified time or the completion of the task or project for which they were co-opted.

I Sub-Committees

1. The Board shall establish sub committees to support its Fitness to Practise procedures.
2. The Board may consider establishing further sub-committees as required.

J Conflicting Interests

1. It is recognised that the directors of this Board are likely to have commitments to other organisations and interests in other parties. It is important that the integrity of the Board is maintained free from unwarranted external influences without restricting the open exchange of ideas.
2. All directors are required to declare their interests and these will be recorded in a register which will be regularly updated. Directors must disclose current or prospective situations involving conflict of interest as soon as such situations become known.
3. Directors are required to declare any potential or actual conflicts of interests in any item to be discussed and withdraw from the discussion and any decision making.
4. Directors who develop a persisting conflict of interest are required to disclose this and be subject to consideration under clause E1(c)iii above.

K Meetings and proceedings of the Board

1. The Board will meet no less than twice a year. In addition special meetings may be called at any time by the chair or by any two directors of the Board.
2. Directors of the Board must be notified of the matters to be discussed at a meeting at least 14 days before the meeting.
3. The Board will choose one director to chair the Board for a two year period. This may be extended for a further two year period. Only in exceptional circumstances should the period of chairing the Board exceed four consecutive years.
4. In any event, a director of the Board should not be appointed chair for more than six consecutive years.
5. At least one-half of the directors of the Board must be present for decisions made at a meeting to be valid.
6. Every matter will be decided where possible by consensus, failing which by a majority of votes of the attending directors. In the case of equality of votes the chair of the meeting will have a second or casting vote.
7. The Board will keep minutes of meetings.
8. The Board, from time to time, may make and change rules for the conduct of its business, the summoning and conduct of their meetings, and the custody of documents. No rule may be inconsistent with these Standing Orders.

L Governance and Accountability

1. The procedures and conduct of the Board must demonstrate high ethical standards and accountability.

2. The Board will adopt systems of governance necessary to identify and manage risks and poor performance.
3. The Board will comply with the relevant requirements of the Data Protection Act in processing the personal information of directors and registrants.
4. The Board will follow relevant good practice guidance in fulfilling its role of professional regulation.

M Expenses and Income

1. All posts in the Board will be honorary.
2. Representative directors of the Board will normally be expected to claim from their respective professional associations any reasonable out-of-pocket expenses in relation to regular meetings of the Board.
3. Directors of the Board may claim reasonable out-of-pocket expenses incurred on behalf of the Board. The treasurer shall request appropriate receipts, shall keep a record of such expenses and, where a dispute arises, shall bring the matter to the Board for resolution.
4. The funds of the Board, including any fees, donations, and contributions will be paid into an account operated by the Board in the name of the company. All transactions over £750 must be authorised by two directors of the Board.
5. A financial account will be kept by the Board and be subject to financial inspection.
6. The funds belonging to the Board will be used only to further the objects and may include equipment, fees and services.
7. A director of the Board may charge and be paid for professional or other services provided by them when instructed by the other directors of the Board. Payment to a director of the Board should only be considered in the most exceptional of circumstances and only when it can be demonstrated that the Board director in question is truly the best and only person available. Directors must withdraw from any meeting discussing their own instruction or remuneration.
8. The Board shall be empowered to set an annual registration fee. The level of this fee shall be reviewed annually.
9. The Board shall be empowered to set a fee for CPD points and to collect such fees appropriately. The level of this fee shall be reviewed annually.

N Alterations to the Standing Orders

The Standing Orders may be altered by a resolution passed by at least two-thirds of the Board. Any such alterations shall be reported at the next AGM.

O Annual General Meeting

1. The Board shall arrange an AGM to which all interested parties should be invited.
2. Where possible, the location of the AGM should reflect the geographical spread of the Board's work.
3. Intimation of the place, date and time of the AGM should be made to those registered with the Board at least two months in advance.
4. The AGM should, as a minimum, receive:
 - a. a report of the Board's work in the previous 12 months; and
 - b. a report and statement of the Board's finances.

P Dissolution

1. If the voting directors decide that it is necessary or advisable to dissolve the Board, it shall call a meeting of all those registered with the Board.
2. Notice (stating the terms of the proposed dissolution) must be given at least 21 days before the meeting.
3. If the proposal is approved by two-thirds of those present and voting, the Board will have the power to realise any assets held by or on behalf of the Board.
4. Any assets remaining after all proper debts and liabilities are paid will be transferred to organisations or charities with identical or similar objects, as decided by the directors. Failing that, the assets will be applied for some other charitable purpose.

Approved 7th October 2015

Published by
UKBHC Ltd
09772655