



# Procedural Standing Orders

**September 2025**

## Purpose

- Procedural Standing Orders set out the rules and processes for how the Board and its Committees conduct their business. They ensure meetings are effective, transparent, and compliant with LHP's Rules, the NHF Code of Governance, and relevant regulatory standards.

## Scope

- These Standing Orders apply to all Non-Executive Directors (NEDs) (Board and Committee members and trainees), and colleagues. They support good governance, effective decision-making, and assurance for stakeholders.

## Procedural Rules

Meeting Administration	Urgent Decision Making
<ul style="list-style-type: none"> <li>The Chief Executive (CEO) and Executive Leadership Team (ELT) ensure the Board and Committees are provided with transparent, clear, concise and timely information to ensure NEDs can perform their duties effectively</li> <li>All items requiring a decision must be supported by a written report using the template, setting out options, implications and risks</li> <li>Papers are circulated at least five working days before meetings. Items should not be tabled unless agreed in advance by the Chair of the meeting</li> <li>The Company Secretary (or Deputy) ensures agendas, reports and minutes are circulated via the Board Portal. Notices will be sent electronically</li> </ul>	<ul style="list-style-type: none"> <li>Urgent decisions between scheduled meetings will only be used exceptionally</li> <li>Alternatives should be explored first: (a) a short notice meeting (virtual or in person); or (b) advance delegation at a prior meeting</li> <li>Where not possible, the Chair of the Board/Committee may request a written resolution, requiring majority approval (75% for special resolutions)</li> <li>If the above is practicable, the CEO (or a sanctioned Executive Director) may take a decision in consultation with the Chair of the Board / Committee, with clear reporting to the next Board / Committee of the action taken</li> </ul>



<ul style="list-style-type: none"> <li>Minutes will record attendees, decisions and all proceedings at meetings</li> <li>Draft minutes will be reviewed by the Chair of the meeting before circulation at its next meeting for approval</li> <li>Minutes of Committees, working groups or other subgroups will be shared with the Board, and the Committee Chairs will report formally to Board after each meeting on all significant matters within its remit</li> </ul>	<div></div> <div><b>Special Meetings</b></div> <ul style="list-style-type: none"> <li>May be called by the Company Secretary (or Deputy)</li> <li>There must be at least seven days' notice but no more than fourteen days' notice</li> <li>If the Company Secretary (or Deputy) fails to call the meeting – the Chair or two NEDs can call a special meeting</li> </ul>
<div><b>Conflicts of Interest</b></div> <ul style="list-style-type: none"> <li>All NEDs and colleagues must declare interests in line with the LHP Code of Conduct</li> <li>NEDs and colleagues will have the opportunity to declare interests at the start of a meeting or at any point during should a conflict arise</li> <li>NEDs and colleagues with a conflict must withdraw from discussions or decisions unless agreed otherwise</li> <li>Any relationships or circumstances that could impair independence will be reviewed and considered not material before appointment or addressed during tenure</li> </ul>	<div><b>Working Groups</b></div> <ul style="list-style-type: none"> <li>Can be established on exceptional basis where it will add value</li> <li>Each group must operate under clear ToR approved by the Board or Committee which must specify: purpose, delegated authority, expected outcomes, timescales, resource requirements and matters reserved for Board / Committee for approval</li> <li>Membership will be determined by the Board or Committee</li> <li>These should be time limited and disbanded once outcomes are achieved</li> </ul>
<div><b>Membership and Quorum</b></div>	<div><b>Attendance</b></div>



<ul style="list-style-type: none"> <li>• The Board's size and composition, including provisions for co-opted members is set out in the Rules and individual Terms of Reference (ToR)</li> <li>• The Board and Committees must maintain the right mix of skills, experience, knowledge and diversity to oversee its remit effectively</li> <li>• To address a specific skill shortage, up to five co-optees can be appointed to enhance skills - however will not have the same voting rights as Board NEDs</li> <li>• Quorum is three NEDs unless stated differently within ToR</li> <li>• Co-optees cannot be included in the quorum for Board meetings but can for Committee meetings</li> <li>• If the Board / Committee is inquorate, the meeting will adjourn and business will be carried forward to the next meeting</li> <li>• No business is to be transacted at any meeting unless the quorum is present</li> </ul>	<ul style="list-style-type: none"> <li>• <b>NEDs:</b> expected to attend all meetings and development sessions. Remote participation counts as attendance. NEDs should tender apologies in advance of a meeting to the Company Secretary (or Deputy)</li> <li>• <b>CEO and Executive Directors:</b> expected to attend all Board meetings and development sessions and Committee meetings where specified in the ToR - to present items and contribute to discussions but not decisions</li> <li>• <b>Leadership Team:</b> attend to present items and contribute to discussions but not decisions. Other colleagues involved in the preparation of items may be invited to attend at the Chair of meeting's discretion</li> <li>• <b>Trainee NEDs:</b> attend Board and observe a Committee of choice; may contribute but not vote</li> <li>• <b>Involved Customers and Observers:</b> may attend with the Chair of the meeting's agreement and contribute, but not vote</li> </ul>
Order of Business	Conduct and Misconduct
<ul style="list-style-type: none"> <li>• The order of business will follow the approved agenda however can be varied at the Chair of the meeting's discretion, with consent of the majority present</li> <li>• The Chair of the meeting will formally close the meeting when all business on the agenda has been transacted and the time the meeting closes will be</li> </ul>	<ul style="list-style-type: none"> <li>• NEDs and colleagues must act in line with the LHP Code of Conduct</li> <li>• The Chair of the meeting may move that the item under discussion be put on hold, and if seconded, determined without further discussion if any NED persistently: (a) disregards the ruling of the Chair; (b) behaves in a way to</li> </ul>



<p>recorded in the minutes. No business transacted after that time will be valid or form part of the recorded meeting</p> <ul style="list-style-type: none"> <li>• If the full business of the meeting cannot be completed, the meeting may be adjourned if agreed by the majority of NEDs present</li> </ul>	<p>obstruct business: or (c) not in accordance with the Code of Conduct</p> <ul style="list-style-type: none"> <li>• The Chair of the meeting may require a NED to withdraw or adjourn the meeting if behaviour obstructs business</li> <li>• Serious misconduct will be dealt with under the Member Conduct, Performance and Grievance Policy</li> </ul>
<b>Voting</b>	<b>Confidentiality</b>
<ul style="list-style-type: none"> <li>• Show of hands will be requested and each NED has one vote</li> <li>• Decisions are by majority – unless a special resolution is required (75%)</li> <li>• In the event of a tie, the Chair of the meeting has a casting vote</li> <li>• Any NED may request their vote be formally recorded</li> </ul>	<ul style="list-style-type: none"> <li>• All reports are subject to the disclosure of information set out in the Code of Conduct</li> <li>• LHP conducts its business openly but may restrict items where disclosure would prejudice LHP's interests or breach regulation</li> </ul>



## Board and Committee Appointments

- **NEDs:** The Board appoints NEDs for a three-year term (or shorter). No NED will serve more than six consecutive years unless the Board agrees that an extension is in LHP's best interests in exceptional circumstances
- **Senior Independent Director (SID):** The Board may appoint a NED (not a co-optee, trainee or Chair of the Board) as SID for a three-year term (or shorter). The SID must remain an independent NED. In the Chair's absence, the SID has the full powers and responsibilities of the Chair
- **Chairs:** no more than one Chair position can be held at the same time
- **Committee Membership:** The Board appoints the Chair and members for each Committee – any restrictions are detailed within the individual ToR
- **Co-optees, Trainees and Independent Committee Members:** The Board may delegate appointments of co-optees, trainees and independent committee members to an appointment panel of at least two NEDs, acting in line with the NED Talent Management Policy and Board-agreed role requirements
- **Vice Committee Chairs:** The Board may appoint a Vice Chair of each Committee. In the Chair's absence, the Vice Chair has the full powers and responsibilities of the Chair. If a Vice Chair is not appointed and the Chair is absent, the NED's present at a meeting can agree a NED to Chair the meeting, with the full powers and responsibilities of the Chair
- **Board Champions:** The Board may appoint champions of key areas within the business such as complaints, customer influence and equality, diversity and inclusion (EDI)