

STANDING ORDERS

2022-23

Change History

| | |
|-------------|--|
| Version 1.0 | SOs ratified by Audit Committee June 2010 |
| Version 1.1 | SO No. 5 updated for Bribery Act ratified by audit Committee March 2011 |
| Version 1.2 | SO No. 5, 6 and 8 updated to include Capsticks (legal) advisors comments re Bribery Act. Cross references within the document amended. |
| Version 1.3 | Version 1.2 reviewed no material changes made. |
| Version 1.4 | Update to reflect recent legislation and to include Interpretation and Definitions |
| Version 2.0 | Complete review of Standing Orders |
| Version 2.1 | Complete review and minor changes made |
| Version 2.2 | Minor changes made to reflect changes to the committee structure |
| Version 2.3 | Document reviewed and no changes made |
| Version 2.4 | Narrative added to highlight the Trust's responsibilities with regard to the Modern Slavery Act, updating of the voting executive directors, reflecting changes to the committee structure and a section added on the standards of business conduct. |
| Version 2.5 | Annual review |
| Version 2.6 | Annual review and minor changes made |
| Version 2.7 | Annual review and minor changes made |

| | |
|---|--|
| ID Number | Version 2.7 |
| Author's name | Barbara Anthony |
| Author's job title | Trust Secretary |
| Division | Corporate |
| Version number | Version 2.7 |
| Ratifying Committee | Board |
| Ratified date | October 2022 |
| Review date | August 2023 |
| Name of manager responsible for review | Barbara Anthony |
| Job title of manager responsible for review | Trust Secretary |
| Email address for this manager | Barbara.anthony@nhs |
| Referenced (Yes/No) | Yes |
| Key words (to aid searching) | Membership, quorum, duties, delegated |
| User Group | All Staff |
| Equality Impact Assessment Completed | Yes |

The Trust is committed to promoting an environment that values diversity. All staff are responsible for ensuring that all patients and their carers are treated equally and fairly and not discriminated against on the grounds of race, sex, disability, religion, age, sexual orientation or any other unjustifiable reason in the application of this policy, and recognising the need to work in partnership with and seek guidance from other agencies and services to ensure that special needs are met.

Index

| | |
|--|---------|
| Foreword to the Standing Orders | Page 5 |
| 1. <u>Interpreting and Definitions</u> | Page 6 |
| 2. <u>INTRODUCTION OF STANDING ORDERS</u> | Page 8 |
| 2.1 Statuary Framework | |
| 2.2 Equality and Human Rights | |
| 2.3 NHS Framework | |
| 2.4 Delegation of Powers | |
| 2.5 Integrated Governance | |
| 3. <u>THE TRUST BOARD: COMPOSITION OF MEMBERSHIP</u> | Page 10 |
| 3.1 Introduction | |
| 3.2 Composition and Membership of the Board | |
| 3.3 Appointment and tenure of the Chair and Members of the Board | |
| 3.4 Appointment and powers of Vice-Chair | |
| 3.5 Joint Members | |
| 3.6 Roles of Board Members | |
| 3.7 Corporate role of the Board | |
| 3.8 Schedule of Matters Reserved to the Board and Scheme of Delegation | |
| 3.9 Lead Roles for Board Members | |
| 4. <u>MEETINGS OF THE TRUST</u> | Page 13 |
| 4.1 Calling Meeting | |
| 4.2 Notice of Meetings and the Business to be Transacted | |
| 4.3 Agenda and Supporting Papers | |
| 4.4 Petitions | |
| 4.5 Notice of Motion | |
| 4.6 Emergency Motions | |
| 4.7 Motions: Procedure at and during a meeting | |
| 4.7.1 Who May Purpose | |
| 4.7.2 Contents of motions | |
| 4.7.3 Amendments to motions | |
| 4.7.4 Rights of reply to motions | |
| 4.7.5 Withdrawing a motion | |
| 4.7.6 Motions once under a debate | |
| 4.8 Motions to Rescind a Resolution | |
| 4.9 Chair of meeting | |
| 4.10 Chair's ruling | |
| 4.11 Quorum | |
| 4.12 Voting | |
| 4.13 Suspension of Standing Orders | |
| 4.14 Variation and Amendments of Standing Orders | |
| 4.15 Record of Attendance | |
| 4.16 Minutes | |
| 4.17 Admission of public and the press | |
| 4.17.1 Admission and exclusion on the grounds of confidentiality of business | |

- 4.17.2 General disturbances
- 4.17.3 Business proposed to be transacted when the press and public have been excluded from a meeting
- 4.17.4 Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings
- 4.17.5 Observers at Trust meetings
- 4.18 Annual General Meeting

5. APPOINTMENT OF COMMITTEES

Page 20

- 5.1 Appointment of Committees
- 5.2 Joint Committees
- 5.3 Confidentiality
- 5.4 Applicability of Standing Orders and Standing Financial Instructions to Committees
- 5.5 Terms of Reference
- 5.6 Delegation of Powers by Committees to Sub-Committees
- 5.7 Approval of Appointments to Committees
- 5.8 Appointments for Statutory functions
- 5.9 Committees established by the Trust Board:
 - a. Audit Committee
 - b. Remuneration Committee
 - c. Charitable Funds Committee
 - d. Quality Committee
 - e. People Education and Research Committee
 - f. Finance and Performance Committee
 - g. Great Place Committee
- 5.10 Other Committees
- 5.11 Confidentiality

6. ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION

Page 23

- 6.1 Delegation of Functions to Committees, Officers of Other Bodies
- 6.2 Emergency Powers and Urgent Decisions
- 6.3 Delegation to Committees
- 6.4 Delegation to Officers
- 6.5 Reservation of Powers and Scheme of Delegation
- 6.6 Duty to Report Non-Compliance with Standing Orders and Standing Financial Instructions

7. OVERLAP WITH OTHER TRUST POLICY, STATEMENTS/PROCEDURES, REGULATIONS AND THE STANDING FINANCIAL INSTRUCTIONS

Page 25

- 7.1 Policy Statements: general principles
- 7.2 Specific Policy Statements
- 7.3 Standing Financial Instructions
- 7.4 Specific Guidance

8. DUTIES AND OBLIGATIONS OF BOARD MEMBERS/DIRECTORS AND SENIOR MANAGERS AND ALL STAFF UNDER THESE STANDING ORDERS Page 26

- 8.1 Declaration of interests
- 8.1.1 Requirements for Declaring Interests and Applicability to Board Members
- 8.1.2 Declarable interests
- 8.1.3 Recording of Interests in Trust Board minutes
- 8.1.4 Publication of declared interests in Annual Report
- 8.1.5 Conflicts of interest that arise during the course of a meeting
- 8.2 Register of interests
- 8.3 Standards of business conduct

9. EXCLUSION OF CHAIR AND DIRECTORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST Page 28

- 9.1 Exclusion in proceedings of the Board
- 9.2 Powers of the Secretary of State for Health
- 9.3 Interest of Officers in Contracts
- 9.4 Tendering and contract procedure
- 9.5 Canvassing of and Recommendations by Members in Relation to Appointments
- 9.6 Relatives of Members or Officers
- 9.7 Canvassing of and Recommendations by Board Members in Relation to Appointments

10. CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS Page 30

- 10.1 Custody of Seal
- 10.2 Sealing of Documents
- 10.3 Register of Sealing
- 10.4 Signature of Documents

11. MISCELLANEOUS Page 31

- 11.1 Joint Finance Arrangements
- 11.2 Standing Orders to be given to Board Members and Officers
- 11.3 Documents giving the standing of Standing Orders
- 11.4 Review of Standing Orders

Foreword to Standing Orders

NHS Trusts are required by law to make Standing Orders, which regulate the way in which the proceedings and business of the Trust will be conducted. Regulation 19 of the NHS Trusts (Membership and Procedure) Regulations, 1990 (as amended) requires the meetings and proceedings of an NHS trust to be conducted in accordance with the rules set out in the Schedule to those Regulations and with Standing Orders made under Regulation 19(2).

These Standing Orders and associated documents are extremely important. High standards of corporate and personal conduct are essential in the NHS. As the NHS is publicly funded, it is accountable to Parliament for the services it provides and for the effective and economical use of taxpayers' money. The Standing Orders, Standing Financial Instructions, procedures and the rules and instructions made under them provide a framework and support for the public service values which are essential to the work of the NHS of:

- Accountability – the ability to stand the test of Parliamentary scrutiny, public judgements on propriety and professional codes of conduct.
- Probity – an absolute standard of honesty in dealing with the assets of the Trust; integrity in decisions affecting patients, staff and suppliers, and in the use of information acquired in the course of NHS duties.
- Openness – transparency about NHS activities to promote confidence between the organisation and its staff, patients and the public.

Additional documents, which form part of these “extended” Standing Orders are:

- Standing Financial Instructions, which detail the financial responsibilities, policies and procedures to be maintained by the Trust.
- Reservation of Powers and Schedule of Delegation, which are designed to facilitate devolved decision making and personal accountability and set out delegated levels of authority and responsibility.

These extended Standing Orders set out the ground rules within which Board, Executive Directors and staff must operate in conducting the business of the Trust. Observance of them is mandatory. Such observance will mean that the business of the Trust will be carried out in accordance with the law, Government policy, the Trust's statutory duties and public service values.

As well as protecting the Trust's interests, Standing Orders, Standing Financial Instructions and Reservation of Powers and Schedule of Delegation protect staff from any possible accusation of having acted less than properly. All executive and Non-Executive Directors and senior staff are expected to be aware of the existence of these documents, understand when they should be referred to and, where necessary and appropriate to their role, make themselves familiar with the detailed provisions.

1. Interpretation and Definitions

- 1.1. Save as otherwise permitted by law, at any meeting the Chair of the Board of the Trust shall be the final authority on the interpretation of the Standing Orders (on which they should be advised by the Chief Executive).
- 1.2. In these Standing Orders, words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa. References to any statutory body shall be deemed to include any successor body or bodies which may from time to time assume all or substantially all of the functions of that original statutory body.
- 1.3. References to any statute or statutory provision shall be deemed to include any instrument, order, regulation or direction issued under it and shall be construed to include a reference to the same as it may have been, or may from time to time be, amended, modified, consolidated, re-enacted or replaced.
- 1.4. Any expression to which a meaning is given in the National Health Service Acts 1977 and 2006, National Health Service and Community Care Act 1990, Health and Social Care Act 2012 and other Acts relating to the National Health Service or in the Financial Regulations made under the Acts shall have the same meaning in these Standing Orders and in addition:
 - a) “**Accounting Officer**” means the Chief Executive and Accountable Officer who is responsible and accountable for funds entrusted to the Trust. The Accounting Officer is responsible for ensuring the proper stewardship of public funds and assets.
 - b) “**Board**” means the Chair, Executive Directors and Non-Executive Directors of the Trust, collectively as a body.
 - c) “**Budget**” means a resource, expressed in financial terms, proposed by the Trust for the purpose of carrying out, for a specific period, any or all of its functions.
 - d) “**Budget holder**” means the Executive Director or employee with delegated authority to manage finances (income and expenditure) for a specific area of the organisation’s budget.
 - e) “**Chair of the Board (or Trust)**” is the person appointed by the Appointments Commission on behalf of the Secretary of State for Health & Social Care to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression “the Chair of the Trust” shall be deemed to include the Vice Chair of the Trust, if there is one, if the Chair is absent from the meeting or is otherwise unavailable.
 - f) “**Commissioning**” means the process for determining the need for and for obtaining the supply of healthcare and related services for the Trust within available resources.
 - g) “**Committee**” means a Committee or sub-Committee created and appointed by the Board.

- h) “**Committee members**” means persons formally appointed by the Board to sit on or to chair specific Committees.
- i) “**Contracting and procuring**” means the systems for obtaining the supply of good, materials, manufacturing items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets.
- j) “**Chief Financial Officer**” means the executive director with responsibility for ensuring the Trust meets its statutory duties in relation to finance
- k) “**Employee**” means an employee of the Trust or any other person holding a paid appointment or office with the Trust.
- l) “**Executive Director**” means an executive member of the Board who is either an executive member of the Board or is to be treated as such by virtue of regulation 1(3) (i.e. the Chair of the Trust or any person nominated by such a Committee for appointment as a Trust member).
- m) “**Funds held on trust**” shall mean those funds which the Trust holds on date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept under powers derived under S.90 of the NHS Act 1977, and now contained under Schedule 2, paragraph 12; Schedule 6, paragraph 8; and Schedule 5, paragraph 8 of the NHS Act 2006, as amended. Such funds may or may not be charitable.
- n) “**HSCA 2015**” means the Health and Social Care Act 2015.
- o) “**Member**” means an executive or non-executive member of the Board as the context permits. Member in relation to the Board does not include its Chair.
- p) “**Membership and Procedure Regulations**” means National Health Service Trusts (Membership and Procedure) Regulations (SI 1990/2024) and subsequent amendments.
- q) “**Motion**” means a formal proposition to be discussed and voted on during the course of the meeting.
- r) “**Nominated officer**” means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.
- s) “**Non-Executive Director**” means a member of the Board who is not an officer of the Trust.
- t) “**Officer**” means employee of the Trust or any other person holding a paid appointment or office with the Trust.
- u) “**Officer member**” means a member of the Trust who is either an officer of the Trust or is to be treated as an officer by virtue of regulation 1(3) (i.e. the Chair of the Trust or any person nominated by such a Committee for appointment as a Trust member).
- v) “**SFIs**” means Standing Financial Instructions.

- w) **“Trust”** means West Hertfordshire Hospitals NHS Trust.
- x) **“Trust Secretary”** means a person appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chair and monitor the Trust’s compliance with the law, Standing Orders, Department of Health and Social Care or other regulatory body governance.
- y) **“Vice Chair”** means the non-officer member appointed by the Board to take on the Chair’s duties if the Chair is absent for any reason.

2. INTRODUCTION

2.1 Statutory Framework

- 2.1.1 The West Hertfordshire Hospitals NHS Trust is a statutory body that came into existence on 23 March 2000 under West Hertfordshire Hospitals NHS Trust (Establishment) Order SI 2000/732 (the Establishment Order).
- 2.1.2 The name was subsequently changed on 1 December 2021 to The West Hertfordshire Teaching Hospitals NHS Trust (the Trust) under The West Hertfordshire Hospitals National Health Service Trust (Establishment) (Amendment) Order SI 2021/1314 (the Teaching Establishment Order).
- 2.1.3 The principal places of business of the Trust are Watford General Hospital, Vicarage Road, Watford, Hertfordshire, WD18 0HB; Hemel Hempstead Hospital, Hillfield Road, Hemel Hempstead Herts, HP2 4AD and St Albans City Hospital, Waverley Road, St Albans Hertfordshire AL3 5PN.
- 2.1.4 NHS Trusts are governed by Act of Parliament, mainly the National Health Service Act 1977 (NHS Act 1977), the National Health Service and Community Care Act 1990 (NHS & CC Act 1990) as amended by the Health Authorities Act 1995, the Health Act 1999, the National Health Service Act 2006 (including amendments by the Health and Social Care Act 2012) and the Health and Care Act 2022).
- 2.1.5 The functions of the Trust are conferred by the above legislation.
- 2.1.6 As a statutory body, the Trust has specified powers to contract in its own name and to act as a Corporate Trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable as well as to the Secretary of State.
- 2.1.7 The Trust also has statutory powers under Section 28A of the NHS Act 1977, as amended by the Health Act 1999 and as now contained under Sections 256 and 257 of the NHS Act 2006, to fund projects jointly planned with local authorities, voluntary organisations and other bodies.
- 2.1.8 The NHS Membership and Procedure Regulations 1990 requires the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions as an integral part of Standing Orders setting out the responsibilities of individuals.

- 2.1.9 The Trust will also be bound by such other statutes and legal provisions that govern the conduct of its affairs.
- 2.1.10 Should any difficulties arise regarding the interpretation or application of any of the Standing Orders, advice should be sought from the Trust Secretary before acting. The user of these Standing Orders should also be familiar with and comply with the provisions of the Trust's SFIs. Note in particular procedures for tendering, quotations and contracts and the Schedule of Powers Reserved to the Board.
- 2.1.11 Failure to comply with the Standing Orders, Standing Financial Instructions or Scheme of Delegation can, in certain circumstances, be regarded as a disciplinary matter that could result in dismissal.
- 2.1.12 All members of the Board and employees have a duty to disclose any non-compliance with these Standing Orders to the Trust Secretary as soon as possible.

2.2 Equality and Human Rights

- 2.2.1 The Trust recognises that all sections of society may experience prejudice and discrimination. This can be true in service delivery and employment. The Trust is committed to equality of opportunity and anti-discriminatory practice both in the provision of services and in our role as a major employer. The Trust believes that all people have rights to be treated with dignity and respect. The Trust is working towards, and is committed to the elimination of unfair and unlawful discriminatory practices. All employees have responsibility for the effective implementation of the policy. They will be made fully aware of this policy and without exception must adhere to its requirements.
- 2.2.2 The Trust is also aware of its legal duties under the Human Rights Act 1998 and the Modern Slavery Act 2015.
- 2.2.3. The Trust is committed to carrying out its functions and service delivery in line with the Human Rights FREDA principles (i.e. **F**airness, **R**espect, **E**quality, **D**ignity and **A**utonomy).

2.3 NHS Framework

- 2.3.1 In addition to the statutory requirements the Secretary of State, through the Department of Health & Social Care, issues further directions and guidance. These are normally issued under cover of a Department Circular or Departmental Letter.
- 2.3.2 The Code of Accountability requires that, inter alia, Boards draw up a schedule of decisions reserved to the Board, and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives. These are contained within the document 'Reservation of Powers and Scheme of Delegation'. The Code of Accountability also requires the establishment of Audit and Remuneration Committees with formally agreed terms of reference.
- 2.3.3 The Code of Conduct makes various requirements concerning possible conflicts of interests of Board Members.
- 2.3.4 The Code of Practice on Openness in the NHS sets out the requirements for public access to information on the NHS. As from 1 January 2005, this was superseded by the Freedom of Information Act 2000.

2.4 Delegation of Powers

- 2.4.1 The Trust has powers to delegate and make arrangements for delegation. These Standing Orders set out the detail of these arrangements.
- 2.4.2 Under the Standing Order relating to the Arrangements for the Exercise of Functions (Standing Order 6) the Trust is given powers to "make arrangements for the exercise, on behalf of the Trust of any of their functions by a Committee, sub-Committee or joint Committee appointed by virtue of Standing Order 5 or by an officer of the Trust. In each case subject to such restrictions and conditions as the Trust thinks fit or as the Secretary of State may direct.
- 2.4.3 Delegated Powers are covered in a separate document (Reservation of Powers and Scheme of Delegation), this document has effect as if incorporated into the Standing Orders.

2.5 Integrated Governance

- 2.5.1 The Trust is committed to integrated governance which ensures that decision-making is informed by intelligent information covering the full range of corporate, financial, clinical, information and research governance. Integrated governance better enables the Board to take a holistic view of the organisation and its capacity to meet its legal and statutory requirements and clinical, quality and financial objectives.

3. THE TRUST BOARD: COMPOSITION OF MEMBERSHIP

3.1 Introduction

- 3.1.1 All business shall be conducted in the name of the Trust. All funds received in trust shall be held in the name of the Trust as a Corporate Trustee. In relation to funds held on trust, powers exercised by the Trust as a Corporate Trustee shall be exercised separately and distinctly from those powers exercised as a Trust.
- 3.1.2 The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in Standing Order 5. Directors acting on behalf of the Trust as a Corporate Trustee are acting as quasi-trustees. Accountability for charitable funds held on trust is to the Charity Commission and to the Secretary of State for Health. Accountability for non-charitable funds held on trust is only to the Secretary to State for Health.
- 3.1.3 The Trust has resolved that certain powers and decisions may only be exercised or made by the Board in formal session. These powers and decisions are set out in the Scheme of Delegation of powers and have effect as if incorporated into the Standing Orders.

3.2 Composition of the Membership of the Board

- 3.2.1 In accordance with the Teaching Establishment Order and Membership and Procedure Regulations, the composition of the Board shall be:
- 3.2.1.1 The Chair of the Board (appointed by NHS England);
- 3.2.1.2 Up to 6 Non-Executive Directors (appointed by NHS England);

3.2.1.3 Up to 5 Executive Directors (but not exceeding the number of Non-Executive Directors) including:

- a) the Chief Executive
- b) the Chief Medical Officer
- c) the Chief Financial Officer
- d) the Chief Nurse

3.2.1.4 The Trust shall have no more than twelve and not less than eight members (unless otherwise determined by the Secretary of State and set out in the Trust's Teaching Establishment Order or such other communication from the Secretary of State).

3.3 Appointment and tenure of the Chair and Members of the Board

3.3.1 The appointment of the Chair and members are set out in the NHS Membership and Procedure Regulations 2014.

3.3.2 Regulation 7 of the Membership and Procedure Regulations sets out the period of tenure of office of the Chair and members and Regulations 8 and 9 of the Members and Procedure Regulations set out provisions for the termination or suspension of office of the Chair and Members.

3.4 Appointment and Powers of Vice-Chair

3.4.1 For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chair, the Chair and members of the Board may appoint one of their number, who is not an Executive Director, to be Vice-Chair for such a period, not exceeding the remainder of their term as a Non-Executive Director of the Board, as they may specify on appointing them.

3.4.2 Any Non-Executive Director so appointed may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair. The Chair and Board of Directors may thereupon appoint another Non-Executive Director as Vice-Chair.

3.4.3 In order to appoint the Vice-Chair, nominations will be invited. Where there are more than one nomination a postal vote will be conducted and the results will be conducted and the results announced at the subsequent meeting of the Board. In the event of there being only one nomination and this is being acceptable to the Directors present; the Board will be requested to confirm that person as Vice-Chair at the meeting in which the nomination is made.

3.4.4 Where the Chair of the Board has died or has ceased to hold office, or where he has been unable to perform his duties as Chair owing to illness or any other cause, the Vice-Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be; and references to the Chair in these Standing Orders shall, so long as there is no Chair able to perform those duties, be taken to include references to the Vice-Chair.

3.5 Joint Members

3.5.1. Where the office of a member of the Board is shared jointly by more than one person:

- a) Either or both of those persons may attend or take part in meetings of the Board;
- b) If both are present at a meeting they should cast one vote if they agree;
- c) In the case of disagreements no vote should be cast;
- d) The presence of either or both of those persons should count as the presence of one person for the purposes of Standing Order 4.11 Quorum;
- e) If only one person attends the meeting, they shall be entitled to cast a vote.

3.6 Roles of Board Members

3.6.1 The Board will function as a corporate decision-making body; Executive and Non-Executive Directors will be full and equal members. Their role as members of the Board will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

a) Non-Executive Directors

- i. The Non-Executive Directors shall not be granted nor shall they seek to exercise any individual executive powers on behalf of the Trust. They may however, exercise collective authority when acting as members of or when chairing a Committee of the Trust which has delegated powers.

b) Chair

- i. The Chair shall be responsible for the operation of the Board and chair all Board meetings when present. The Chair has certain delegated executive powers. The Chair must comply with the terms of appointment and with these Standing Orders.
- ii. The Chair shall liaise with NHS Improvement over the appointment of the Non-Executive Board members and once appointed shall take responsibility either directly or indirectly for their induction, their portfolios of interests and assignments and their performance.
- iii. The Chair shall work in close harmony with the Chief Executive and shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform and debate and ultimate resolutions.

c) Executive Directors

- i. Executive Directors shall exercise their authority within the terms of these Standing Orders and Standing Financial Instructions and the Reservation of Powers and Scheme of Delegation.

d) Chief Executive

- i. The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. They are the Accountable Officer for the Trust and shall be responsible for ensuring the discharge of obligations under Financial Directions and in line with the requirements of the Accountable Officer Memorandum for Trust Chief Executives.

e) Chief Financial Officer

- i. The Chief Financial Officer shall be responsible for the provision of financial advice to the Trust and to its members and for the supervision of financial control and accounting systems. They shall be responsible along with the Chief Executive for ensuring the discharge of obligations under relevant Financial Directions.

3.7 Corporate role of the Board

- 3.7.1 All business shall be conducted in the name of the Trust.
- 3.7.2 All funds received in trust shall be held in the name of the Trust as Corporate Trustee.
- 3.7.3 The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in Standing Order No. 2.
- 3.7.4 The Board shall define and regularly review the functions it exercises on behalf of the Secretary of State.
- 3.7.5 The Board should undertake a formal and rigorous annual evaluation of its own performance and that of its Committees and individual directors.

3.8 Schedule of Matters Reserved to the Board and Scheme of Delegation

- 3.8.1 The Board has resolved that it may only exercise certain powers and decisions in formal session. These powers and decisions are set out in the 'Reservation of Powers and Scheme of Delegation' and shall have effect as if incorporated into the Standing Orders. Those powers that it has delegated to officers and other bodies are contained within this document.

3.9 Lead Roles for Board Members

- 3.9.1 The Chair will ensure that the designation of lead roles or appointments of Board members as required by the Department of Health and Social Care and NHS England/NHS Improvement or as set out in any statutory or other guidance will be made in accordance with that guidance or statutory requirement (e.g. appointing a Lead Board Member with responsibilities for Infection Control or Child Protection Services etc.).

4. MEETINGS OF THE TRUST

4.1 Calling meetings

- 4.1.1 Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine.
- 4.1.2 The Chair may call a meeting of the Board at any time.
- 4.1.3 One third or more members of the Board may requisition a meeting in writing. If the Chair refuses, or fails to call a meeting within seven days of a requisition being presented, the members signing the requisition may forthwith call a meeting.

4.2 Notice of Meetings and the Business to be transacted

- 4.2.1 Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be delivered to every member either by hand, by electronic means or post, so as to be available to members at least three clear days before the meeting. The notice shall be authorised by the Chair and may be issued by an officer authorised by the Chair.
- 4.2.2 In the case of a meeting called by members in default of the Chair calling the meeting, the notice shall be signed by those members.
- 4.2.3 No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under Standing Order 4.6.
- 4.2.4 A member desiring a matter to be included on an agenda shall make their request in writing to the Chair at least 14 clear days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 14 days before a meeting may be included on the agenda at the discretion of the Chair.
- 4.2.5 Before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's principal offices at least three clear days before the meeting, (required by the Public Bodies (Admission to Meetings) Act 1960 Section 1 (4) (a)).

4.3 Agenda and Supporting Papers

- 4.3.1 The agenda will be sent to members six days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than three clear days before the meeting, save in emergency.
- 4.3.2 Requests made less than eleven days before a meeting may be included on the agenda at the discretion of the Chair.
- 4.3.3 In the event of a petition (i.e. a letter or form of request submitted by a member or section of the public) being received by the Trust, the petition will be forwarded to the Trust Secretary for advice as to the appropriateness of that request being included in any part of the agenda for the Trust's next Board meeting.

4.4 Petitions

- 4.4.1 Where a petition has been received by the Trust the Chair shall include the petition as an item for the agenda of the next meeting.

4.5 Notice of Motion

- 4.5.1 Subject to the provision of Standing Orders 4.7, a member of the Board wishing to move a motion shall send a written notice to the Chief Executive who will ensure that it is brought to the immediate attention of the Chair.
- 4.5.2 The notice shall be delivered at least fourteen clear days before the meeting. The Chief Executive shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

4.6 Emergency Motions

4.6.2 Subject to the agreement of the Chair, and subject also to the provision of Standing Order 4.7, a member of the Board 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 shall state the grounds of urgency. If in order, it shall 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 shall be final.

4.7 Motions: Procedure at and during a meeting

4.7.1 Who may propose

- a. The Chair of the meeting or any member of the Board present may propose a motion. Another member of the Board must second it.

4.7.2 Contents of motions

- a) The Chair may exclude from the debate at their discretion any such motion of which notice was not given on the notice summoning the meeting other than a motion relating to:
 - i. The reception of a report;
 - ii. Consideration of any item of business before the Board;
 - iii. The accuracy of minutes;
 - iv. That the Board proceed to next business;
 - v. That the Board adjourn;
 - vi. That the question be now put.

4.7.3 Amendments to motions

- a. A motion for amendment shall not be discussed unless it has been proposed and seconded.
- b. Amendments to motions shall be moved relevant to the motion, and shall not have the effect of negating the motion before the Board.
- c. If there are a number of amendments, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved.

4.7.4 Rights of reply to motions

- a. Amendments
 - i. The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment, but may not otherwise speak on it.
- b. Substantive/original motion

- i. The member who proposed the substantive motion shall have a right of reply at the close of any debate on the motion.

4.7.5 Withdrawing a motion

- a. A motion, or an amendment to a motion, may be withdrawn at any point of the proceedings of the Board.

4.7.6 Motions once under debate

- a. When a motion is under debate, no motion may be moved other than:
 - i. An amendment to the motion;
 - ii. The adjournment of the discussion, or the meeting;
 - iii. That the meeting proceed to the next business;
 - iv. That the question should be now put;
 - v. The appointment of an 'ad hoc' Committee to deal with a specific item of business;
 - vi. That a member/director be not further heard;
 - vii. A motion under Section I (2) or Section I (8) of the Public Bodies (Admissions to Meetings) Act 1960 resolving to exclude the public, including the press (see Standing Order 2.17).
- b. In those cases where the motion is either that the meeting proceeds to the 'next business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a member of the Board who has not taken part in the debate.
- c. If a motion to proceed to the next business or that the question be now put, is carried, the Chair should give the mover of the substantive motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

4.8 Motion to Rescind a Resolution

- 4.8.1 Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the member of the Board who gives it and also the signature of three other members of the Board, and before considering any such motion of which notice shall have been given, the Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.
- 4.8.2 When any such motion has been dealt with by the Board, it shall not be permitted for any member of the Board other than the Chair to propose a motion to the same effect within six months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

4.9 Chair of meeting

- 4.9.1 At any meeting of the Board the Chair, if present, shall preside. If the Chair is absent from the meeting, the Vice-Chair (if the Board has appointed one), if present, shall preside.
- 4.9.2 If the Chair and Vice-Chair are absent, a Non-Executive Director member present shall preside. An Executive Director may not chair.

4.9.3 The decision of the Chair of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and his interpretation of the Standing Orders shall be final. In this interpretation he shall be advised by the Chief Executive and the Trust Secretary and in the case of Standing Financial Instructions he shall be advised by the Chief Financial Officer.

4.10 Chair's ruling

4.10 The decision of the Chair of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and their interpretation of the Standing Orders and Standing Financial Instructions, at the meeting, shall be final.

4.11 Quorum

4.11.1 No business shall be transacted at a meeting unless the agreed quorum in the terms of reference is in place.

4.11.2 An officer in attendance for an Executive Director on the Board but without formal acting up status will not count towards the quorum.

4.11.3 If the Chair or a member of the Board has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest (see SO No.8) that person shall no longer count towards the quorum.

4.11.4 If a quorum is not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

4.12 Voting

4.12.1 Every question put to a vote at a meeting shall be determined by a majority of the votes of members of the Board present and voting on the question. In the case of an equal vote, the person presiding (i.e. the Chair of the meeting) shall have a second, and casting vote.

4.12.2 At the discretion of the Chair all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chair directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.

4.12.3 If at least one third of the members of the Board present so request, the voting on any question may be recorded so as to show how each member present voted or did not vote (except when conducted by paper ballot).

4.12.4 If a member of the Board so requests, their vote shall be recorded by name.

4.12.5 In no circumstances may an absent member of the Board vote by proxy. Absence is defined as being absent at the time of the vote.

4.12.6 A manager who has been formally appointed to act up for an Executive Director on the Board during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Executive Member of the Board.

4.12.7 A manager attending the Trust Board meeting to represent an Executive Director member of the Board during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director member of the Board of Directors.

4.12.8 For the voting rules relating to joint members see Standing Order 3.5.

4.13 Suspension of Standing Orders

4.13.1 Except where this would contravene any statutory provision or any direction made by the Secretary of State or the rules relating to the Quorum (SO 4.11), any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the Board of Directors are present (including at least one Non Executive Director and one Executive Director member of the Board) and that at least two-thirds of those members present signify their agreement to such suspension. The reason for the suspension shall be recorded in the Board's minutes.

4.13.2 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and members of the Board.

4.13.3 No formal business may be transacted while Standing Orders are suspended.

4.13.4 The Audit Committee shall review every decision to suspend Standing Orders.

4.14 Variation and Amendment of Standing Orders

4.14.1 These Standing Orders shall not be varied except in the following circumstances:

- a. Upon a notice of motion under Standing Order 4.7;
- b. Upon a recommendation of the Chair or Chief Executive included on the agenda for a meeting;
- c. That two thirds of Board members are present at the meeting where the variation or amendment is being discussed, and that at least half of the Non-Executive Directors vote in favour of the amendment;
- d. Providing that any variation or amendment does not contravene a statutory provision or direction made by the Secretary of State.

4.15 Record of Attendance

4.15.1 The names of the Chair and Non-Executive Directors, Executive Directors on the Board, Executive Directors without voting rights and Officers in attendance present at the meeting shall be recorded.

4.16 Minutes

4.16.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next meeting where the person presiding at it shall sign them.

4.16.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate.

4.16.3 Any amendment to the minutes as to their accuracy shall be agreed and recorded at the next meeting and the amended minutes shall be regarded as the formal record of the meeting.

4.17 Admission of public and the press

4.17.1 Admission and exclusion on grounds of confidentiality of business to be transacted

- a. The public and representatives of the press may attend all meetings of the Trust, but shall be required to withdraw at the point at which the Chair declares:
 - i. 'that representatives of the press, and other members of the public, be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest', Section 1 (2), Public Bodies (Admission to Meetings) Act 1960.
 - ii. Guidance should be sought from Trust's Freedom of Information Lead to ensure correct procedure is followed on matters to be included in the exclusion.

4.17.2 General disturbances

- a. The Chair, Vice Chair or the person presiding over the meeting shall give such directions as they think fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted. The public will be required to withdraw upon the Board resolving as follows:
 - i. *'That in the interests of public order the meeting adjourns for (the period to be specified) to enable the Trust Board to complete its business without the presence of the public'. Section 1(8) Public Bodies (Admissions to Meetings) Act 1960'*

4.17.3 Business proposed to be transacted when the press and public have been excluded from a meeting

- a. Matters to be dealt with by the Board following the exclusion of representatives of the press, and other members of the public, as provided in (i) and (ii) above, shall be confidential to the members of the Board.
- b. Non-Executive Directors, Executive Directors and Officers or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Trust, without the express permission of the Chair. This prohibition shall apply equally to the content of any discussion during the Board meeting which may take place on such reports or papers.

4.17.4 Use of mechanical or electrical equipment for recording or transmission of meetings

- a. Nothing in these Standing Orders shall be construed as permitting the introduction by the public or press representatives, of recording, transmitting, videoing or similar apparatus into meetings of the Board or Committee. Such permission shall be granted only upon resolution of the Board.

4.17.5 Observers at Trust meetings

- a) The Board will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and address any of the Board's meetings and may change, alter or vary these terms and conditions as it deems fit.

4.18 Annual General Meeting

- 4.1.8.1 The Trust will publicise and hold an Annual General Meeting in accordance with the NHS Trust's (Public Meetings) Regulations 1991 (SI (1991) 482). The meeting shall take place no later than 30 September each year. The Annual Report and Annual Accounts of the preceding year shall be presented at that meeting.

5. APPOINTMENT OF COMMITTEES

5.1 Appointment of Committees

- 5.1.1 Subject to such directions as may be given by the Secretary of State for Health & Social Care, the Board may appoint Committees of the Trust
- 5.1.2 The Board shall determine the membership and terms of reference of Committees and sub-Committees and shall if it requires to, receive and consider reports of such Committees.
- 5.1.3 The Standing Orders, as far as they are applicable, shall apply with appropriate alternation to meetings of any Committees or sub-Committees established by the Board. Each such Committee shall have terms of reference and powers and be subject to such conditions (such as reporting back to the Board), as the Board shall decide. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 5.1.4 The Board may elect to change the Committees, sub-Committees and joint-Committees of the Trust, as necessary, without requirement to amend these Standing Orders.
- 5.1.5 Any Committee or sub-Committee appointed under this Standing Order may, subject to such directions as may be given by the Secretary of State or the Board or other health bodies in question, appoint sub-Committees consisting wholly or partly of members of the Committees or joint Committee (whether or not they are members of the Trust or health bodies in question) or wholly of persons who are not members of the Trust or health bodies in question or the Committee of the Trust or health bodies in question.
- 5.1.6 Committees may not delegate their executive powers to a sub-Committee unless expressly authorised by the Board.

5.2 Joint Committees

- 5.2.1 Joint Committees may be appointed by the Trust by joining together with other Trusts consisting of, wholly or partly of the Chair and Board members. Any joint Committee appointed under this standing order, subject to such directions as may be given by the Secretary of State or the Board or other health bodies in question,

appoint sub-Committees consisting wholly or partly of members of the Committees or joint Committees.

5.3 Confidentiality

- 5.3.1. A member of a Committee or sub-Committee shall not disclose a matter dealt with by, or brought before, the Committee without its permission until the Committee shall have reported to the Board or shall otherwise have concluded on that matter.
- 5.3.2 A Director of the Trust or member of a Committee or sub-Committee shall not disclose any matter reported to the Board or otherwise dealt with by the Committee or sub-Committee, notwithstanding that the matter has been reported or action has been concluded, if the Board or Committee shall resolve that it is confidential.

5.4 Applicability of Standing Orders and Standing Financial Instructions to Committees

- 5.4.1 The Standing Orders and Standing Financial Instructions of the Trust, as far as they are applicable, shall as appropriate apply to meetings and any Committees established by the Board. In which case the term "Chair" is to be read as a reference to the Chair of the other Committees as the context permits, and the term "member" is to be read as a reference to a member of other Committees also as the context permits. (There is no requirement to hold meetings of Committees established by the Board in public.)

5.5 Terms of Reference

- 5.5.1 Each Committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board shall decide and shall be in accordance with any legislation and regulation or direction issued by the Secretary of State. Such terms of reference shall have effect as if incorporated into the Standing Orders.

5.6 Delegation of Powers by Committees to Sub-Committees

- 5.6.1 Where Committees are authorised to establish Sub-Committees they may not delegate executive powers to the Sub-Committee unless expressly authorised by the Board.

5.7 Approval of Appointments to Committees

- 5.7.1 The Board shall approve the appointments to each of the Committees that it has formally constituted.
- 5.7.2 Where the Board determines, and regulations permit, that persons, who are neither Non-Executive Directors, Executive Directors or otherwise an employee of the Trust, shall be appointed to a Committee the terms of such appointment shall be within the powers of the Board as defined by the Secretary of State.
- 5.7.3 The Board shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with national guidance.

5.8 Appointments for Statutory functions

- 5.8.1 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 appointment shall be made in accordance with the Regulations and Directions made by the Secretary of State.

5.9 Committees established by the Trust Board

- 5.9.1. The assurance Committees established by the Board are:

a. Audit Committee

- i. In line with the requirements of the NHS Audit Committee Handbook, NHS Codes of Conduct and Accountability, and the Higgs report, an Audit Committee will be established and constituted to provide the Board with an independent and objective review of its financial systems, financial information, organisational governance and compliance with laws, guidance, and regulations governing the NHS. The terms of reference will be approved by the Board and reviewed on an annual basis.
- ii. The Higgs report recommends a minimum of three Non-Executive Directors be appointed, unless the Board decides otherwise, of which one must have significant, recent and relevant financial experience.

b. Remuneration Committee

- i. In line with the requirements of the NHS Codes of Conduct and Accountability, and the Higgs report, a Remuneration Committee will be established and constituted.
- ii. The Higgs report recommends the Committee be comprised exclusively of Non-Executive Directors, a minimum of three, who are independent of management.
- iii. The purpose of the Committee will be to advise the Board on appropriate remuneration and terms of service for the Chief Executive, Executive Directors and other Directors of the Trust, including:
 - Agree and review the overall remuneration policy of the Trust
 - Set the individual remuneration for Executive Directors
 - Ensure that appropriate and robust processes are in place to provide appropriate performance management of the Chief Executive
 - Agree compromise agreements, settlements and redundancy payments which require final approval by NHS Improvement/HM Treasury and any proposed termination payments to very senior management
- iv. The Committee shall report to the Board on the basis for its recommendations. The Board shall use the report as the basis for their decisions, but remain accountable for taking decisions on the remuneration and terms of service of Executive Directors and senior employees.
- v. Minutes of the Board's meetings should record such decisions.

c. Charity Committee

In line with its role as a Corporate Trustee for any funds held in trust, either as charitable or non-charitable funds, the Board will establish a Charitable Funds Committee to administer those funds in accordance with any statutory or other legal requirements or best practice required by the Charities Commission.

d. Quality Committee

The purpose of the Quality Committee is to provide the Board with assurance that high standards of safety and compliance, harm free, high quality, safe and effective services/clinical outcomes that are provided by the Trust and in particular, that adequate and appropriate governance structures, processes and controls are in place throughout the Trust.

e. People, Education and Research Committee

A Committee of the Board which provides assurance on all aspects of the workforce, organisational development and learning development and research.

f. Finance and Performance Committee

A Committee of the Board established to provide the Board with assurance on the financial strategy and plan to ensure long term financial viability and performance against the access standards.

g. Great Place Committee

A Committee of the Board established to gain assurance on the delivery of the objectives of the hospital redevelopment and digital infrastructure programmes and to provide senior level leadership to shape and drive the implementation of the Great Place elements of the Trust's strategy.

5.10 Other Committees

5.10.1 The Board may also establish such other Committees as required to discharge the Trust's responsibilities.

5.11 Confidentiality

5.11.1 A member of a Committee will not disclose a matter dealt with by, or brought before, the Committee without its permission until the Committee will have reported to the Board or will otherwise have concluded on that matter.

5.11.2 A Board or Committee member, or anybody attending a Committee meeting, will not disclose any matter reported to the Board or otherwise dealt with by the Committee, notwithstanding that the matter has been reported or action has been concluded, if the Board or Committee will resolve that it is confidential.

6. ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION

6.1 Delegation of Functions to Committees, Officers or Other Bodies

- 6.1.1 Subject to such directions as may be given by the Secretary of State, the Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a Committee, Sub-Committee appointed by virtue of SO 5, or by an Officer of the Trust, or by another body as defined in SO 6, in each case subject to such restrictions and conditions as the Board thinks fit.
- 6.1.2 Paragraph 18 of Schedule 4 of the NHS Act 2006 allows the functions of the Trust to be carried out jointly with any one or more of the following: NHS Trusts, NHS Improvement or any other body or individual (excluding Clinical Commissioning Groups).
- 6.1.3 Regulation 16 of the NHS Membership and Procedure Regulations 2014 permits the Trust to make arrangements for the exercise of behalf of the Trust of any of its functions by a Committee appointed pursuant to Regulation 15 of the membership and Procedure Regulations.

6.2 Emergency Powers and Urgent Decisions

- 6.2.1 The powers which the Board has reserved to itself within these Standing Orders (see Standing Order 3) may in an emergency or for an urgent decision, be exercised by the Chief Executive and the Chair after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and Chair shall be reported to the next formal meeting of the Board in public session for formal ratification.

6.3 Delegation to Committees

- 6.3.1 The Board shall agree from time to time to the delegation of executive powers to be exercised by other Committees or joint Committees, which it has formally constituted in accordance with Regulation 15 of the NHS Membership and Procedure Regulations 2014. The terms of reference of these Committees or joint Committees, and their specific executive powers shall be approved by the Board.
- 6.3.2 When the Board is not meeting in public session, it shall operate as a Committee and may only exercise such powers as may have been delegated to it by the Board in public session.

6.4 Delegation to Officers

- 6.4.1 Those functions of the Trust which have not been retained as reserved by the Board or delegated to Committee or joint Committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions they will perform personally and shall nominate officers to undertake the remaining functions for which they will still retain accountability to the Trust.
- 6.4.2 The Chief Executive shall prepare a Scheme of Delegation identifying their proposals, which shall be considered and approved by the Board. The Chief Executive may periodically propose amendment to the Scheme of Delegation, which shall be considered and approved by the Board.

6.4.3 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Chief Financial Officer to provide information and advise the Board in accordance with statutory or Department of Health and Social Care requirements. Outside these statutory requirements the roles of the Chief Financial Officer shall be accountable to the Chief Executive for operational matters.

6.5 Reservation of Powers and Scheme of Delegation

6.5.1 The arrangements made by the Board as set out in the Reservation of Powers and Scheme of Delegation document shall have effect as if incorporated into these Standing Orders.

6.6 Duty to Report Non-Compliance with Standing Orders and Standing Financial Instructions

6.6.1 If for any reason the SO and SFIs are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification. All members of the Board and employees of the Trust have a duty to disclose any non-compliance with the Standing Orders and SFIs to the Chief Executive as soon as possible.

7. OVERLAP WITH OTHER TRUST POLICY, STATEMENTS/PROCEDURES, REGULATIONS AND THE STANDING FINANCIAL INSTRUCTIONS

7.1 Policy Statements: general principles

7.1.1 The Board will from time to time agree and approve Policy Statements/ procedures, which will apply to all, or specific groups of staff employed by the Trust. The decisions to approve such policies and procedures will be recorded in an appropriate Board minute and will be deemed where appropriate to be an integral part of the Trust's Standing Orders and SFIs. The Board may delegate the approval of specific policies to its Committees.

7.2 Specific Policy Statements

7.2.1 Notwithstanding the application of SO 7, the Standing Orders and Standing Financial Instructions must be read in conjunction with the following Policy Statements:

- Conflicts of interest policy
- Anti-bribery policy;
- The staff Disciplinary and Appeals Procedures adopted by the Trust both of which shall have effect as if incorporated in these Standing Orders.

7.3 Standing Financial Instructions

7.3.1 Standing Financial Instructions adopted by the Board in accordance with the Financial Regulations shall have effect as if incorporated in these Standing Orders.

7.4 Specific Guidance

7.4.1 Notwithstanding the application of SO 7, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following guidance and any other issued by the Secretary of State for Health:

- Caldicott Guardian 1997;
- Human Rights Act 1998;
- Freedom of Information Act 2000;
- The Public Contracts Regulations 2006;
- Confidentiality: NHS Code of Practice 2003;
- Standards of Business Conduct for NHS Staff;
- The NHS Constitution for England 2013.

8. DUTIES AND OBLIGATIONS OF BOARD MEMBERS/DIRECTORS AND SENIOR MANAGERS AND ALL STAFF UNDER THESE STANDING ORDERS

8.1 Conflicts of Interests

8.1.1 Requirements for Declaring Conflicts of Interests and applicability to Board Members

8.1.1.1 In addition to the statutory requirements relating to pecuniary interests dealt with in Standing Order 9, under the Trust's Conflicts of Interests policy directors are required to declare interests which are relevant and material to the Board. All existing directors and any senior officers who may act up into an Executive Director post should declare such interests on an annual basis, or as otherwise recommended in the Policy. Any directors and senior officers appointed subsequently should declare these interests on appointment.

8.1.2 Declarable interests –

8.1.2.1 Interests that should be declared are:

- Financial interests: Where an individual may get direct financial benefit from the consequences of a decision they are involved in making.
- Non-financial professional interests: Where an individual may obtain a non-financial professional benefit from the consequences of a decision they are involved in making, such as increasing their professional reputation or promoting their professional career.
- Non-financial personal interests: Where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit, because of decisions they are involved in making in their professional career.
- Indirect interests: Where an individual has a close association with another individual who has a financial interest, a non-financial professional interest or a non-financial personal interest and could stand to benefit from a decision they are involved in making.

8.1.2.2 Any member of the Board who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in SO 8 and elsewhere) has any pecuniary interest, direct or indirect, the Board member shall declare his/her interest by giving notice in writing of such fact to the Trust as soon as practicable.

8.1.2.3 It is important to ensure that all declarations are submitted and up to date, to ensure the Trust has a robust system to prevent bribery. Trust employees should refer to the Trust's Counter Fraud Policy and Anti-Bribery Policy for further information in relation to fraud and bribery offences. Failure to adhere to these policies could, depending upon the circumstances, amount to a criminal offence and lead to the individual(s) being subject to disciplinary action and/or criminal investigation.

8.1.3 Advice on Interests

8.1.3.1 Membership and Procedure regulations require that the pecuniary interest of directors' spouses and cohabiting partners, in contracts should be declared. Any members of the Board who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her has pecuniary interest, direct or indirect, the Board member shall declare his/her interest by giving notice in writing of such fact to the Trust as soon as practicable.

8.1.3.2 If Directors have any doubts about the relevance of an interest, this should be discussed with the Chair of the Trust or with the Trust Secretary. Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specifies that the potential level of influence, rather than the immediacy of the relationship is more important in assessing the relevance of an interest.

8.1.4 Recording of interests in Board minutes

8.1.4.1 At the time Board members' interests are declared, they should be recorded in the Board minutes. Any changes in interests should be declared at the next Board meeting following the change occurring and recorded in the minutes of that meeting.

8.1.5 Publication of declared interests in Annual Report

8.1.5.1 Board members' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports.

8.1.6 Conflicts of interest that arise during the course of a meeting

8.1.6.1 During the course of a Board meeting, if a conflict of interest is established, the Board member should declare such likely conflict of interest and withdraw from the meeting, unless requested to remain by the Board members present. The Director should play no part in the relevant discussion or decision.

8.2 Register of Interests

8.2.1 The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Board or Committee members. In particular the Register will include details of all directorships and other relevant and material interests that have been declared by both Non-Executive and Executive Directors.

8.2.2 These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.

8.2.3 The Register will be made available to the public.

8.3 Standards of Business Conduct

8.3.1 All staff must comply with the 'Standards of Business Conduct for NHS staff', 'Code of Conduct for NHS Managers' 2002 and the seven principles set out by the Committee on Standards in Public Life, published by the Professional Standards Authority, November 2012.

8.3.2 All staff must declare any relevant and material interest, such as those described in Standing Order 8. The declaration should be made on appointment or, if the interest is acquired, or recognised subsequently, at that time to the Executive Director, clinical director, or senior manager to whom they are accountable. Such director or senior manager shall ensure that such interests are entered in a Register of Interests, kept for that purpose.

8.3.4 Officers who are involved in, have responsibility for, or are able by virtue of their role or functions to influence the placing of contracts by the Trust, may be required by the Trust to give statements from time to time, or in connection with particular contracts, confirming that they have no relevant or material interest to declare.

8.3.5 If an officer becomes aware of a potential or actual contract in which he has an interest, he shall immediately advise the Trust Secretary. This requirement applies whether or not the officer is likely to be involved in administering the proposed, or awarded contract to which he has an interest.

8.3.6 Gifts and hospitality shall only be accepted in accordance with the Trust's Conflicts of Interest policy. Officers of the Trust shall not ask for any rewards or gifts; nor shall they accept any rewards or gifts of significant value.

9. EXCLUSION OF CHAIR AND DIRECTORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST

9.1.1. Subject to the following provisions of this SO, if the Chair or a member of the Board of Directors, non-voting Executive Director or Trust employee has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

9.1.2. The Secretary of State may, subject to such conditions as he/she may think fit to impose, remove any disability imposed by this SO in any case in which it appears to him/her in the interests of the National Health Service that the disability should be removed.

9.1.3. The Board may exclude the Chair member of the Board of Directors, non-voting Executive Director or employee of the Trust from a meeting of the Board while any

contract, proposed contract or other matter in which he/she has a pecuniary interest is under consideration.

- 9.1.4. Any remuneration, compensation or allowance payable to the Chair or a Member by virtue of Schedule 4 National Health Service Act 2006 shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- 9.1.5. This Standing Order applies to a Committee, Sub-Committee, Joint Committee or Joint Sub-Committee as it applies to the Board and applies to a member of any such Committee or Sub-Committee (whether or not he/she is also a member of the Board) as it applies to a member of the Board.

9.2 Powers of the Secretary of State for Health & Social Care

a. Power of the Secretary of State to remove disability

- i. Under Regulation 20(2) of the NHS Membership and Procedure Regulations 2014, there is a power for the Secretary of State to, subject to any conditions the Secretary of State may think fit to impose, remove any disability imposed by Regulation 20, in any case in which it appears to the Secretary of State in the interests of the health service that the disability (which prevents a Chair or a member from taking part in the consideration or discussion of, or voting on any question with respect to, a matter in which he has a pecuniary interest) should be removed.

9.3 Interest of Officers in Contracts

- a. Any officer or employee of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in SO 8) has any pecuniary interest, direct or indirect, the Officer shall declare their interest by giving notice in writing of such fact to the Chief Executive or Trust Secretary as soon as practicable.
- b. An Officer should also declare to the Chief Executive any other employment or business or other relationship of his/her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.
- c. The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.
- d. The Trust is required to disclose in its Annual Report and Annual Financial Accounts, material related party transactions in compliance with Financial Reporting Standards (FRS) 8: Related Party Disclosures.

9.4 Tendering and contract procedure

- 9.4.1. The procedure for making all contracts by or on behalf of the Trust shall comply with these Standing Orders is applied).
- 9.4.2 Full information on the Trust's tendering and contract procedures can be found in the Standing Financial Instructions.

9.5 Canvassing of and Recommendations by Members in Relation to Appointments

- a. Canvassing of members of the Trust or of any Committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the SO shall be included in application forms or otherwise brought to the attention of candidates.
- b. Members of the Trust shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph of this SO shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.
- c. Informal discussions outside appointment panels or Committees, whether solicited or unsolicited should be declared to the panel or Committee

9.6 Relatives of Members or Officers

- a. Candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any member or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them liable to instant dismissal.
- b. The Chair and every member and officer of the Trust shall disclose to the Trust Board any relationship between themselves and a candidate of whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made.
- c. On appointment, members (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Trust whether they are related to any other member or holder of any office under the Trust.
- d. Where the relationship to a member of the Board is disclosed, the Standing Order headed Exclusion of Chair and Board Members in proceedings on account of pecuniary interest shall apply. (SO 9)

9.7. Canvassing of and Recommendations by Board Members in Relation to Appointments

- a. Canvassing of a member of the Board or of any Committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.
- b. Members of the Board shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph of this Standing Order shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

10. CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS

10.1 Custody of Seal

10.1.1 The Chief Executive shall keep the Common Seal of the Trust, or a person nominated by them such as the Trust Secretary, in a secure place.

10.2 Sealing of Documents

10.2.1 Where it is necessary that a document shall be sealed, the seal shall be affixed by the Chief Executive or his/her nominated representative and witnessed by an Executive Director or Officer duly authorised by the Chief Executive. The witness cannot be from the originating department.

10.2.2 Before any building, engineer, property or capital document is sealed, it must be approved and signed by the Chief Financial Officer (or an officer nominated by him/her) and authorised and countersigned by the Chief Executive (or an officer nominated by him/her who shall not be within the originating directorate)

10.3 Register of Sealing

10.3.1 The Chief Executive shall keep a Register in which they, or an Executive Director Officer of the Trust authorised by them, shall enter a record of the sealing of every document.

10.3.2 An entry of every sealing shall be made and number consecutively in a book provided for that purpose, and shall be signed by the person who shall have approved and authorised the document and those who witnessed the seal. A report of all sealings shall be made to the Board via the Audit Committee on a quarterly basis. The report shall contain details of the seal number, the description of the document and date of sealing.

10.4 Signature of documents

10.4.1 Delegated Authority in Legal Proceedings

10.4.1.1 Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or any Executive Director on the Board.

10.4.1.2 In land transactions, where the signing of certain supporting documents may be required these will also be signed by the Chief Executive or Executive Director Board.

11. MISCELLANEOUS

11.1 Joint Finance Arrangements

11.1.1 The Board may confirm contracts to purchase from a voluntary organisation or a Local Authority using its powers under Section 28A of the NHS Act 1977. The Board may confirm contracts to transfer money from the NHS to the voluntary sector or the health related functions of local authorities where such a transfer is to fund services to improve the health of the local population more effectively than equivalent

expenditure on NHS services, using its powers under Section 28A of the NHS Act 1977, as amended by section 29 of the Health Act 1999. All transactions must comply with the Trust's Anti-Bribery Policy.

11.2 Standing Orders to be given to Board Members and Officers

11.2.1 It is the duty of the Chief Executive to ensure that existing Board Members and officers and all new appointees are notified of and understand their responsibilities within Standing Orders and Standing Financial Instructions. Updated copies shall be issued to staff designated by the Chief Executive. New designated officers shall be informed in writing and shall receive copies where appropriate of Standing Orders.

11.3 Documents having the standing of Standing Orders

11.3.1 Standing Financial Instructions and Reservation of Powers to the Board and Delegation of Powers and the Detailed Scheme of Delegation shall have effect as if incorporated into Standing Orders.

11.4 Review of Standing Orders

11.4.1 Standing Orders shall be reviewed annually by the Audit Committee and recommended to the Board for approval. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.