

Standing Orders

**(For the regulation of proceedings and business of the
Board of Directors)**

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Foreword

Within the Licence issued by Monitor, the Sector Regulator, NHS Foundation Trusts are required to demonstrate appropriate arrangements to provide comprehensive governance arrangements in accordance with the National Health Service Act 2006 amended by Health and Social Care Act 2012.

Standing Orders (SOs) regulate the proceedings and business of the Trust and are part of its corporate governance arrangements. In addition, as part of accepted Codes of Conduct and Accountability arrangements, boards are expected to adopt schedules of reservation of powers and delegation of powers. These schedules are incorporated within the Trust's *Scheme of Delegation*.

These documents, together with Standing Financial Instructions, Standards of Business Conduct, Budgetary Control Procedures, the Fraud and Corruption Policy and the procedures for the Declaration of Interest provide a regulatory framework for the business conduct of the Trust. They fulfil the dual role of protecting the Trust's interests and protecting staff from possible accusation that they have acted less than properly.

The Standing Orders, Scheme of Delegation, Standing Financial Instructions and Budgetary Control Procedures provide a comprehensive business framework that can be applied to all activities, including those of the charitable Foundation. Members of the Board of Directors and all members of staff should be aware of the existence of and work to these documents.

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Introduction

Statutory Framework

York Teaching Hospitals NHS Foundation Trust (the Trust) is a Public Benefit Corporation, which came into existence on 1 April 2007 pursuant to authorisation of Monitor under the Health and Social Care (Community Health and Standards) Act 2003 ("the 2003 Act") now superseded by the National Health Service Act 2006 ("the 2006 Act") and amended by Health and Social Care Act 2012.

The principal place of business of the Trust is:

York Hospital
Wigginton Road
YORK
YO31 8HE

For administrative purposes, York Hospital is the Trust Headquarters

NHS Foundation Trusts are governed by the National Health Service Act 2006 amended by the Health and Social Care Act 2012

The functions of the Trust are conferred by this legislation and the Licence.

As a statutory body, the Trust has specified powers to contract in its own name.

The Trust also has statutory powers under Chapter 5 of the National Health Service Act 2006, to fund projects jointly planned with local authorities, voluntary organisations and other bodies.

The Code of Accountability requires the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions (SFIs) as an integral part of Standing Orders setting out the responsibilities of individuals.

The business of the Trust is to be managed by the Board of Directors, who shall exercise all the powers of the Trust, subject to any exception in the National Health Service Act 2006 amended by the Health and Social Care Act 2012 or the Trust's Constitution. In accordance with the National Health Service Act 2006 amended by the Health and Social Care Act 2012, the following are set out in detail in the constitution:

- The composition of the Board of Directors
- Appointment, removal and terms of office of the Chairman, other Non-executive Directors and the Chief Executive
- Eligibility and disqualification of Directors and Governors
- Meetings of the board of directors
- Conflicts of interest of the directors
- Registers

- Public Documents
- Expenses

These Standing Orders add clarity and detail where appropriate. Nothing in these Standing Orders shall override the Trust's constitution and the 2006 Act amended by 2012 Act.

The Regulatory Framework requires the Board of Directors of the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust's Standing Orders and wider governance arrangements are further supported by various policies and procedures and for financial matters, by the Standing Financial Instructions and associated finance procedures. Certain powers are reserved to be exercised by the Board only, and these are covered by the Reservation of Powers and Scheme of Delegation for the Board. All other matters are delegated via the Chief Executive and Executive Directors to other Directors or Officers throughout the Trust, in accordance with the detailed Scheme of Delegation.

NHS Framework

The Code of Accountability requires that, inter alia, Boards of Directors draw up a schedule of decisions reserved to that Board, and ensure that management arrangements are in place to enable responsibility to be clearly delegated appropriately.

The constitution requires the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions (SFIs) as an integral part of Standing Orders setting out the responsibilities of individuals.

Monitor's Code of Governance requires that 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 staff. The Schedule of Decisions reserved to the Board and the Scheme of Delegation form part of the Standing Orders. Audit and Remuneration Committees with formally agreed terms of reference are established under the constitution.

The Code of Practice on Openness in the NHS sets out the requirements for public access to information on the NHS subject for example to the Freedom of Information Act 2000.

1. Interpretation

Save as otherwise permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which he/she should be advised by the Chief Executive).

Any expression to which a meaning is given in the National Health Service Act 2006 amended by the Health and Social Care Act 2012 or in the Financial or other Regulations made under the Acts or in the Authorisation or constitution shall have the same meaning in this interpretation and in addition:

“the 2006 Act” means the National Health Service Act 2006 as may be amended or replaced from time to time;

“the 2012 Act” means the Health and Social Care Act 2012 which amends the 2006 Act and may be amended or replaced from time to time;

"Accountable Officer" means the Officer responsible and accountable for funds entrusted to the Trust. He/she shall be responsible for ensuring the proper stewardship of public funds and assets. In accordance with the 2006 Act, this shall be the Chief Executive.

"Board of Directors" means the Chair, non-executive directors and the executive directors appointed in accordance with the Trust's constitution.

"Budget" means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.

"Chair" is the person appointed in accordance with the constitution to lead the Board of Directors and the Council of Governors. The expressions “the Chair” shall be deemed to include the Vice-Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable.

"Chief Executive" means the chief officer of the Trust.

"Commissioning" means the process for determining the need for and for obtaining the supply of healthcare and related services by the Trust within available resources.

"Committee" means a committee appointed by the Board of Directors.

"Committee members" means a person formally appointed by the Board of Directors to sit on or to chair specific committees.

"Constitution" means the constitution of the Trust as approved from time to time by the Council of Governors.

"Contracting and procuring" means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets.

“Council of Governors” means the Council of Governors as constituted in accordance with the constitution.

“Corporate Director” means the group of Directors who form the Corporate Director team.

“Finance Director” means the Executive Director of Finance who is the chief finance officer of the Trust.

“Foundation Trust Secretary” means a person who may be appointed to act independently of the Board to provide advice on corporate governance issues to the Board and York Teaching Hospital NHS Foundation Trust

“Executive Director” means a director who is an officer of the Trust appointed in accordance with the constitution. For the purposes of this document, “director” shall not include an employee whose job title incorporates the word director but who has not been appointed in this manner.

“Funds held on Trust” shall mean those funds which the Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under Chapter 5 of the National Health Service Act 2006. Such funds may or may not be charitable.

“Licence” means the NHS Provider Licence issued by Monitor the Sector Regulator

“Motion” means a formal proposition to be discussed and voted on during the course of a meeting.

“Nominated officer” means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.

“Non-Executive Director” means a director who is not an officer of the Trust and who has been appointed in accordance with the constitution or under the previous system. This includes the Chair of the Trust.

“Officer” means employee of the Trust or any other person who exercises functions for the purposes of the Trust other than solely as a Staff Governor or non-executive director of the Trust

“SFIs” means Standing Financial Instructions.

“SOs” means Standing Orders.

“SID” means the Senior Independent Director

“Trust” means York Teaching Hospitals NHS Foundation Trust.

"Vice-chair" means the non-executive director appointed by the Board of Directors in consultation with the Council of Governors to take on the duties of Chair if the Chair is absent for any reason.

2. The Board of Directors

All business shall be conducted in the name of the Trust.

The powers of the Trust established under statute shall be exercised by the Board of Directors except as otherwise provided for in Standing Order 4.

Directors acting on behalf of the Trust as a corporate trustee are acting as quasi-trustees. .

The Board of Directors has resolved that certain powers and decisions may only be exercised or made by that Board in formal session. These powers and decisions are set out in the Scheme of Delegation.

2.1 Composition of the Trust

In accordance with the Trust's constitution, the composition of the Board of Directors shall be:

A Chairman

6 other non-executive directors (one of whom is the Vice Chair)

A minimum of 6 executive directors including:

- the Chief Executive (the Chief Officer)
- the Finance Director (the Finance Director)
- the Executive Medical Director (who shall be a registered medical or dental practitioner)
- the Chief Nurse(who shall be a registered nurse or midwife)
- three other Executive Directors.

2.2 Appointment of the Chair and Non-Executive Directors

The Chair and Non-executive Directors are appointed by the Council of Governors. Non-executive Directors (including the Chairman) are to be appointed by the Council of Governors using the procedure set out in the constitution.

2.3 Terms of Office of the Chair and Non-executive Directors

The Chair and the Non-executive Directors are to be appointed for a period of office in accordance with the constitution and Code of Governance. The terms and

conditions of the office are decided by the Council of Governors at a General Meeting.

2.4 Appointment of Vice Chair of the Board of Directors

For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chair, the Board of Directors will appoint in consultation with the Council of Governors a Non-executive Director to be Vice-Chair for such a period, not exceeding the remainder of their term as Non-executive Director of the Trust, as they may specify. 3.11 sets out the provision if the Chair and Vice-Chair are absent.

Any Non-executive Director so elected may at any time resign from the office of Vice Chair by giving notice in writing to the Chair. The Board of Directors may thereupon appoint another Non-executive Director as Vice-Chair in accordance with paragraph 2.8.

The Board of Directors should appoint one of the independent Non-executive Directors to be the Senior Independent Director, in consultation with the Council of Governors. The Senior Independent Director should be available to Members and Governors if they have concerns which contact through the normal channels of Chairman, Chief Executive or Finance Director has failed to resolve or for which such contact is inappropriate. The Senior Independent Director cannot be the Vice Chairman

2.5 Powers of Vice Chair

Where the Chair of the Trust has ceased to hold office, or has been unable to perform duties as Chair owing to illness, absence or any other cause, references to the Chair shall, so long as there is no Chair able to perform those duties, be taken to include reference to the Vice Chair.

3. Meetings of the Board of Directors

Meetings of the Board of Directors are to be held in public. . Members of the public may be excluded from a meeting for special reasons as determined by the Chairman in discussion with the Foundation Trust Secretary.

The Foundation Trust Secretary on the instruction of the Chairman shall give such direction as seen fit in regard to arrangements for meetings to accommodate presenters of papers and information to the Board of Directors and will ensure that business will be conducted without interruption and without prejudice. The Chairman has the power to exclude visitors on grounds of the confidential nature of the business to be transacted.

3.1 Calling Meetings

3.2 Notice of Ordinary Meetings – The Foundation Trust Secretary shall give to all Board Members at least fourteen days written notice of the date and place of every meeting of the Board of Directors. The Chairman may exclude any member of the public

from a meeting of the Board of Directors if they are interfering with or preventing the proper conduct of the meeting.

3.3 Notice of Extraordinary Meetings – At the request of the Chairman or four Board Members, the Foundation Trust Secretary shall send a written notice to all Board Members as soon as possible after receipt of such a request. The Foundation Trust Secretary shall give to all Board Members at least fourteen days written notice of the date and place of every meeting of the Board of Director. If the Foundation Trust Secretary fails to call such a meeting, then the Chairman or four Board Members shall call such a meeting.

3.4 Notice of Urgent Meetings

At the request of the Chairman, the Foundation Trust Secretary shall send a written notice to all Board Members as soon as possible after receipt of such a request. The Foundation Trust Secretary shall give Board Members as much notice as is possible in light of the urgency of the request. If the Trust Secretary fails to call such a meeting, then the Chairman or four Board Members shall call such a meeting.

Before each meeting of the Board of Directors, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair or by an officer of the Trust authorised by the Chair to sign shall be delivered to every member of the Board, or sent electronically or by post to the agreed address of such director, so as to be available at least seven clear days before the meeting. A postal notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post. Save in the case of emergencies, for each meeting of the Board of Directors a public notice of the time and place of the meeting, and the public part of the agenda, shall be available from the Trust and displayed on the Trust's website at least three clear days before the meeting. (Required by the Public Bodies (Admission to Meetings) Act 1960 S.I. (4)(a).)

Lack of service of the notice on any Director shall not affect the validity of a meeting.

Agendas will be sent to Board of Directors and the Council of Governors no less than seven days before the meeting.

3.5 Setting the Agenda

The Board of Directors may determine that certain matters shall appear on every agenda for a meeting.

A director who requires an item to be included on the agenda should advise the Foundation Trust Secretary prior to the agenda being agreed with the Chairman and no less than ten days before a meeting.

3.6 Chair of Meeting

At any meeting of the Board of Directors the Chair, if present, shall preside. If the Chair is absent from the meeting the Vice-Chair shall preside. If the Chair and Vice-Chair are absent such Non-executive Director as the directors present shall choose shall preside.

If the Chairman is absent from a meeting temporarily on the grounds of a declared conflict of interest the Vice-Chair, if present, shall preside. If the Chairman and Vice-Chairman are absent, or are disqualified from participating, such Non-executive Director as the directors present shall choose shall preside.

3.7 Petition

Where a petition has been received by the Trust, the Chairman of the Board shall include the petition as an item for the agenda of the next Board meeting.

3.8 Annual General Meeting

The Trust will publicise and hold an Annual General Meeting.

3.9 Notices of Motion

A director desiring to move or amend a motion should advise the Foundation Trust Secretary prior to the agenda being agreed with the Chairman and no less than 10 days before a meeting. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda.

3.10 Withdrawal of Motion or Amendments

A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

3.11 Motion to Rescind a Resolution

Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding 6 calendar months shall bear the signature of the director who gives it and also the signature of 4 other directors. When any such motion has been disposed of by the Board of Directors, it shall not be competent for any director other than the Chairman to propose a motion to the same effect within 6 months.

3.12 Motions

The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

When a motion is under discussion or immediately prior to discussion it shall be open to a director to move:

- An amendment to the motion.
- The adjournment of the discussion or the meeting.
- That the meeting proceed to the next business.
- The appointment of an ad hoc committee to deal with a specific item of business.
- That the motion be now put.

- A motion under Section 1 (2) of the Public Bodies (Admission to meetings) Act 1960 resolving to exclude the public (including the press).

No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

3.13 Chair's Ruling

Statements of directors made at meetings of the Board of Directors shall be relevant to the matter under discussion at the material time and the decision of the Chairman of the meeting on questions of order, relevancy, regularity, and any other matters shall be observed at the meeting.

3.14 Voting

Every question put to a vote at a meeting shall be determined by a majority of the votes of the Chairman of the meeting and directors present and voting on the question and, in the case of the number of votes for and against a motion being equal, the Chairman of the meeting shall have a second or casting vote.

All questions put to the vote shall, at the discretion of the Chairman of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the directors present so request.

If at least four of the directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each director present voted or abstained.

If a director so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).

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

An officer who has been appointed formally by the Board of Directors to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An officer attending to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An officer's status when attending a meeting shall be recorded in the minutes.

3.15 Minutes

The Minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person Chairman of the meeting.

No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

In line with the 2012 Act the minutes of the public meeting of the Board of Directors will be circulated to the Council of Governors in advance of the next Board of Directors meeting.

Minutes shall be circulated in accordance with directors' wishes.

3.16 Suspension of Standing Orders

Except where this would contravene any statutory provision or any provision of the Licence or of the Constitution, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board of Directors are present, including two executive directors and two non-executive directors, and that a majority of those present vote in favour of suspension.

A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.

A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the directors.

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

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

3.17 Variation and Amendment of Standing Orders

These Standing Orders shall be amended only if:

- a notice of motion under Standing Order 3.12 has been given; and
- no fewer than half of the Trust's total Non-executive Directors in post vote in favour of amendment; and
- at least two-thirds of the directors are present; and
- the variation proposed does not contravene a statutory provision or provision of the Licence or of the Constitution

3.18 Record of Attendance

The names of the Chairman and directors present at the meeting shall be recorded in the minutes.

3.19 Quorum

No business shall be transacted at a meeting of the Board of Directors unless at least seven members of the whole number of the directors are present including at least two Executive Directors and two Non-executive Directors, one of whom is the Chairman or Vice Chairman and as such has a casting vote.

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

If the Chairman or a director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see SO 6 or 7) they shall no longer count towards the quorum. If a quorum is then 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. The above requirement for at least two Executive Directors to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting.

4. Arrangements for the exercise of functions by delegation

Subject to a provision in the Licence or the Constitution, the Board of Directors may make arrangements for the exercise, on its behalf of any of its functions

- by a committee or sub-committee or group.
- appointed by virtue of SO 5.1 or 5.2 below or by a director or an officer of the Trust in each case subject to such restrictions and conditions as the Board of Directors thinks fit.

4.1 Emergency Powers

The powers which the Board of Directors has retained to itself within these Standing Orders may in emergency be exercised by the Chief Executive and the Chairman after having consulted at least two Non-executive Directors. The exercise of such powers by the Chief Executive and the Chairman shall be reported to the next formal meeting of the Board of Directors for ratification.

4.2 Delegation to Committees

The Board of Directors shall agree, as and when it deems appropriate, to the delegation of executive powers to be exercised by committees, sub-committees or groups, which it has formally constituted. The constitution and terms of reference of these committees, sub-committees or groups, and their specific executive powers shall be approved by the Board of Directors.

4.3 Delegation to Officers

Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to an executive committee or sub-committee shall be exercised

on its behalf by the Chief Executive. The Chief Executive shall determine which functions shall be delegated to officers to undertake.

The Chief Executive shall prepare a Scheme of Delegation (which is set out in the Standing Financial Instructions) identifying proposals which shall be considered and approved by the Board of Directors, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation, which shall be considered and approved by the Board of Directors as indicated above.

Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of Directors or the Director of Finance or other Executive Director (this is because the Scheme of Delegation does not discharge accountability to NEDs to provide information and advise the Board of Directors in accordance with any statutory requirements. Outside these statutory requirements the roles of the Director of Finance shall be accountable to the Chief Executive for operational matters.

The arrangements made by the Board of Directors as set out in the Scheme of Delegation shall have effect as if incorporated in these Standing Orders.

4.4 Overriding Standing Orders

If for any reason these Standing Orders 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 of Directors for action or ratification. All members of the Board of Directors, Council of Governors and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

5. Committees

5.1 Appointment of Committees

Subject to the Licence and the Constitution and any direction given by Monitor, the Board of Directors may and, if directed by Monitor shall, appoint committees of the Trust, consisting wholly (or partly) of directors of the Trust. The Board of Directors may only delegate its powers to such a committee if that committee consists entirely of board directors.

A committee or joint committee appointed under this regulation may, subject to such directions as may be given by the regulator, and in accordance with the Constitution, appoint sub-committees consisting wholly or partly of members of the committee (whether or not they are directors of the Trust); or wholly of persons who are not directors of the Trust.

The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committees established by the Board of Directors. In which case the term "Chairman" is to be read as a reference to the Chairman of the committee or sub-committee as the context

permits, and the term “director” is to be read as a reference to a member of the committee also as the context permits. (There is no requirement to hold meetings of committees established by the Trust in public.)

Each such committee, sub-committee or group shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board of Directors), as the Board of Directors shall decide and shall be in accordance with any legislation and regulation [or direction issued by the regulator] Such terms of reference shall have effect as if incorporated into the Standing Orders.

The Board of Directors shall approve the appointments to each of the committees, sub-committees or group, which it has formally constituted. Where the Board of Directors determines, and regulations permit, that persons, who are neither directors nor officers, shall be appointed to a committee the terms of such appointment shall be within the powers of the Board of Directors as defined by the Licence and Constitution. The Board of Directors 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 its constitution.

The committees and sub-committees established by the Trust are:

- Audit Committee
- Remuneration Committee
- Quality and Safety Committee
- Finance and Performance Committee
- Workforce Strategy Committee
- Corporate Risk Committee
- Environment and Estates Committee

Such other committees may be established, as required, to discharge the Board's responsibilities.

5.2 Confidentiality

A member of a committee, sub-committee or group 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 of Directors or shall otherwise have concluded on that matter.

A director of the Trust or a member of a committee or sub-committee shall not disclose any matter reported to the Board of Directors or otherwise dealt with by the committee or sub-committee, notwithstanding that the matter has been reported or action has been concluded, if that Board or committee shall resolve that it is confidential.

6. Declarations of Interest

The Constitution requires members of the Board of Directors to declare interests, which are relevant and material to the Board of Directors. All existing directors should

declare such interests. Any directors appointed subsequently should do so on appointment.

Interests, which should be regarded as “relevant and material”, are:

- a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
- b) Ownership or part-ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
- c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.
- d) A position of authority in a charity or voluntary organisation in the field of health and social care.
- e) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.
- f) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks.

The register of directors' interests will include as appropriate all interests of directors and their close family members where they have control, joint control or a significant influence, regardless of whether this is in relation to healthcare

If Board Members have any doubt about the relevance of an interest, advice should be sought from the Foundation Trust Secretary, who has a duty to report and discuss such matters with the Chairman. Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

A register of directors' interests will be maintained and held by the Foundation Trust Secretary and presented monthly to the Board of Directors. This will be formally recorded in the minutes. Any changes in interests should be officially declared to the Foundation Trust Secretary where an appropriate amendment will be made and the updated register presented at the next Board of Directors meeting following the change occurring.

Directors' directorships of companies in 6.2.a above likely or possibly seeking to do business with the NHS (6.2.b above) should be published in the Annual Report. The information should be kept up to date for inclusion in succeeding Annual Reports.

During the course of a Board of Directors meeting, if a conflict of interest is established, the director concerned should withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt, this includes

voting on such an issue where a conflict is established. If there is a dispute as to whether a conflict of interest does exist, majority will resolve the issue with the Chair having the casting vote.

7. Disability of Chairman and Directors in procedures on account of pecuniary interest

Subject to the following provisions of this Standing Order, if the Chair or a director of the Trust has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust at which the contract or other matter is the subject of consideration, he 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.

The Board of Directors may exclude the Chairman or a director of that Board from a meeting of that Board while any contract, proposed contract or other matter in which he has a pecuniary interest, is under consideration.

Any remuneration, compensation or allowances payable to the Chairman or a Non-executive Director in accordance with the Constitution shall not be treated as a pecuniary interest for the purpose of this Standing Order.

For the purpose of this Standing Order the Chairman or a director shall be treated, subject to SO 7.2 and SO 7.6, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

- (a) he, or a nominee of his, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration;
or
- (b) he is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration;

and in the case of married persons living together the interest of one spouse shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

The Chairman or a director shall not be treated as having a pecuniary interest in any, proposed contract or other matter by reason only:

- (a) of membership of a company or other body, if there is no beneficial interest in any securities of that company or other body;
- (b) of an interest in any company, body or person with which he is connected as mentioned in SO 7.5 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a director in the consideration or

discussion of or in voting on, any question with respect to that contract or matter.

Where the Chairman or a director:

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

This Standing Order shall not prohibit him/her from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it without prejudice however to his/her duty to disclose his/her interest.

This Standing Order applies to a committee or sub-committee as it applies to the Board of Directors and applies to any member of any such committee or sub-committee (whether or not he/she is also a director of the Trust) as it applies to a director.

8. Standards of Business Conduct

8.1 Policy

Staff must comply with the national guidance contained in HSG(93)5 "Standards of Business Conduct for NHS staff" and contained in the Trust policy Standards of Business Conduct. Reference must be made to the Standards of Business Conduct policy for further guidance.

9. In-House Services

In all cases where the Board of Directors determines that in-house services should be subject to competitive tendering the following groups shall be set up:

- (a) Specification group, comprising the Chief Executive or nominated officer/s and specialist.
- (b) In-house tender group, comprising a nominee of the Chief Executive and technical support.
- (c) Evaluation team, comprising normally a specialist officer, a purchasing officer and a Director of Finance representative. For services having a likely annual

expenditure exceeding £500,000, a Non- executive Director should be a member of the evaluation team.

All groups should work independently of each other and individual officers may be a director of more than one group but no director of the in-house tender group may participate in the evaluation of tenders.

The evaluation team shall make recommendations to the Board of Directors.

The Chief Executive shall nominate an officer to oversee and manage the contract on behalf of the Trust.

10. Custody of Seal and Sealing of Documents

10.1 Custody of Seal

The Common Seal of the Trust shall be kept by the Foundation Trust Secretary in a secure place,

10.2 Sealing of Documents

The Seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board or a committee thereof or where the Board of Directors has delegated its powers. The affixing of the Seal shall be attested and signed by the Chairman (or in his/her absence a Non-executive Director) and the Chief Executive (or in his/her absence his/her deputy).

Before any building, engineering, property or capital document is sealed it must be approved and signed by the Director of Finance (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

An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealing shall be made to the Audit Committee annually. (The report shall contain details of the seal number, the description of the document and date of sealing and the value of the contract). The book will be held by the Foundation Trust Secretary.

11. Signature of documents

Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board of Directors shall have given the necessary authority to some other person for the purpose of such proceedings.

The Chief Executive or nominated officers shall be authorised, by resolution of the Board of Directors, to sign on behalf of the Trust any agreement or other document

(not required to be executed as a deed) the subject matter of which has been approved by the Board of Directors or committee or sub-committee to which that Board has delegated appropriate authority.

12. Miscellaneous

12.1 Standing Orders to be given to Directors and Officers

It is the duty of the Chief Executive to ensure that existing directors and officers and all new appointees are notified of and understand their responsibilities within Standing Orders and SFIs. 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.

12.2 Documents having the standing of Standing Orders

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

12.3 Review of Standing Orders

Standing Orders, and all documents having effect as if incorporated in Standing Orders, shall be reviewed annually by the Audit Committee on behalf of the Board of Directors.