

Standing Orders 2019/20

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Definition of Terms

Term

Definition

Term	Definition
Accountable Officer	The Chief Executive who is accountable for the public funds entrusted to the Trust in accordance with the Accounting Officer Memorandum.
Board	The Board of Directors comprising the Chair, Executive Directors and Non-Executive Directors collectively as a unitary body.
Budget	A resource, expressed in financial or manpower terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust;"
Budget holder	The member of staff with delegated authority to manage finances (income and expenditure) for a specific area of the organisation.
Chair of the Board of Directors	The person appointed by the Secretary of State to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. This expression will also apply to the Vice-Chair when they are acting in the Chair's absence.
Chief Executive	The chief officer of the Trust.
Committee	A committee required by statute or locally appointed by the Board, which reports to the Board.
Company Secretary or equivalent	The 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 legislation, regulation and national guidance.
Contracting & Procuring	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.
Director	A member of the Board of Directors;
Director of Finance	The chief finance officer of the Trust.
Funds held on Trust	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 S.90 of the NHS Act 1977, as amended. Such funds may or may not be charitable.
Member	An Executive or Non-Executive member of the Board as the context permits. Member in relation to the Board does not include its Chair.
Motion	A formal proposition to be discussed and voted on during the course of the Board meeting.
Nominated Officer	An officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.
Officer	An employee of the Trust or any other person holding a paid appointment or office with the Trust.
Partner	In relation to another person, a member of the same household living together as a family unit;
Standing Financial Instructions	(SFIs) regulate the conduct of the Trust's financial matters

Term	Definition
Standing Orders	(SOs) regulate the business conduct of the Trust
Scheme of Reservation & Delegation	(SORD) powers the Board reserves for itself and those delegated to committees and officers
Trust	Southport & Ormskirk Hospital NHS Trust

All references to the masculine gender will be deemed to apply equally to the feminine gender when used within these instructions.

1.1 Purpose

- 1.1.1 These Standing Orders form a fundamental part of Southport & Ormskirk Hospital NHS Trust (the Trust) Governance Framework. Together with the Standing Financial Instructions and Scheme of Reservation and Delegation, when adhered to they protect the Trust's interests and officers from possible accusation that they have acted improperly.
- 1.1.2 All Executive and Non-Executive Members and officers should be aware of the existence of these documents and be familiar with their detailed provisions.

1.2 Interpretation

- 1.2.1 Any queries relating to the contents of these documents should be directed to the Company Secretary or equivalent in the first instance who will be pleased to provide clarification.
- 1.2.2 Save as otherwise permitted by law, at any meeting, the Chair of the Trust shall be the final authority on the interpretation of the Standing Orders (on which he should be advised by the Chief Executive or Company Secretary or equivalent).

1.3 Statutory Framework

- 1.3.1 Southport & Ormskirk Hospital NHS Trust (the Trust) is a body corporate which was established under the Southport & Ormskirk Hospital NHS Trust *National Health Service Trust* (Establishment) Order 1999 No 890 (the Establishment Order). The principal place of business of the Trust is Southport District General Hospital, Town Lane, Kew, PR8 6PN.
- 1.3.2 NHS Trusts are governed by statute, latterly the National Health Service Act 2006 and the Health and Social Care Act 2012 and by secondary legislation made under these Acts. The statutory functions are conferred on the Trust by this legislation¹.
- 1.3.3 As a statutory body the Trust has specific 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 for Health and Social Care.
- 1.3.4 The Code of Accountability (See Appendices) requires the Trust to adopt Standing Orders (SOs) 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.
- 1.3.5 The Trust is also bound by such other statutes and legal provisions which govern the conduct of its affairs.

1.4 NHS Framework

- 1.4.1 In addition to the statutory requirements, the Secretary of State, through the Department of Health issues further directions and guidance. These are normally issued under cover of a circular or letter.
- 1.4.2 Other documents of particular significance are:
 - *The Code of Practice on Openness in the NHS*

¹ Older primary legislation includes the National Health Service and Community Care Act 1990 (NHS & CC Act 1990) and the National Health Service Act 1977 (NHS Act 1977) the NHS Act 1999, the Health and Social Care Act 2001.

- *The Code of Accountability for NHS Boards*
- *The Code of Conduct for NHS Managers*
- *The Code of Conduct for NHS Boards*
- *Standards of Business Conduct and Managing Conflicts of Interest*
- *The Trust's Code of Conduct*
- *The Fit and Proper Persons' Regulations*
- *The Fit and Proper Persons' Policy and Procedure*

1.5 Delegation of Powers

- 1.5.1 The Trust has powers to delegate and make arrangements for delegation. The Standing Orders set out the detail of these arrangements. Under the Standing Order relating to the Arrangements for the Exercise of Functions (SO4) 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 (SO5) 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*". Delegated powers are covered in a separate document (*Scheme of Reservation and Delegation*). This document has effect as if incorporated into the *Standing Orders*.)
- 1.5.2 Officers only have the authority to exercise powers specifically delegated to them, as summarised in the *Scheme of Reservation & Delegation*.
- 1.5.3 Wherever a title is used, such as Chief Executive or Director of Finance, in the *Scheme of Delegation* it will be deemed to include officers who have been duly authorised to deputise, in accordance with the principles of SO4.5.

1.6 Standing Orders

- 1.6.1 It is the duty of the Chief Executive to ensure that existing and new Members and senior officers are notified of and understand their responsibilities within *Standing Orders, Standing Financial Instructions and Scheme of Reservation and Delegation*. Updated copies shall be issued to Members and senior officers. The Company Secretary or equivalent will maintain a record of all recipients.
- 1.6.2 The *Standing Orders* shall be reviewed annually by the Trust. The requirement for review extends to all documents having the effect as if incorporated in SOs.
- 1.6.3 The Trust 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 Trust Board minute and will be deemed where appropriate to be an integral part of the Trust's *Standing Orders and Standing Financial Instructions*.

1.7 Failure to comply with the Standing Orders, Standing Financial Instructions and Scheme of Reservation and Delegation

- 1.7.1 Failure to comply with these *Standing Orders, Standing Financial Instructions and Scheme of Reservation and Delegation* is a disciplinary matter and may result in dismissal in accordance with the Trust's disciplinary policy. Any financial or other irregularities or impropriety, which involves evidence or suspicion of fraud, bribery or corruption, will be reported to NHS Counter Fraud Authority with a view to a criminal investigation being conducted and potential prosecution being sought.
- 1.7.2 If for any reason these *Standing Orders, Standing Financial Instructions and Scheme of Reservation and Delegation* are not complied with, including the exercise of powers without due authority, all staff have a duty to report full details of the non-compliance to

the Chief Executive, Chief Financial Officer or Company Secretary or equivalent as soon as it becomes known.

- 1.7.3 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 Audit Committee for it to recommend action or ratification to the Board.

SO2 The Board: Composition, tenure and role of members

2.1 Composition of the Board

- 2.1.1 In accordance with *paragraph 3 of Schedule 4 part 1 of the NHS Act 2006* and the *NHS Trusts' Membership and Procedure Regulations 1990* the composition of the Board of the Trust shall be:

- A Non-Executive Chair, appointed by NHS Improvement on behalf of the Secretary of State
- Up to 5 Non-Executive Members excluding the Chair, appointed by NHS Improvement on behalf of the Secretary of State
- Up to 5 Executive Members (but not exceeding the non-executive membership) including:-
 - the Chief Executive
 - the Director of Finance
 - a medical practitioner
 - a registered nurse or midwife

The Trust shall have not more than 11 and not less than 8 Members (unless otherwise determined by the Secretary of State for Health and Social Care and set out in the Trust's *Establishment Order* or such other communication from the Secretary of State).

- 2.1.2 The Board operates as a unitary Board, which means that all Board Members, Non-executive and Executive, operate as equal members of a single decision making body and are jointly and severally responsible for the decisions made by the board.

2.2 Terms of Office

- 2.2.1 The regulations governing the period of tenure of office of the Chair and members and the termination or suspension of office of the Chair and Members are contained in the *NHS Trusts' Membership and Procedure Regulations 1990* (as amended).

2.3 Appointment and Termination of office of the Chair and Non-Executive Members

- 2.3.1 The Chair and Non-Executive Members shall be appointed for a term of office not exceeding four years as the Secretary of State may specify on making the appointment.

- 2.3.2 The Chair may resign their office at any time during the period of which they were appointed by giving notice in writing to the Secretary of State. The Non-Executive Members may resign their office at any time during the period of which they were appointed by giving notice in writing to the Chair.

- 2.3.3 Where during the period of directorship a Non-Executive Member of a Trust is appointed Chair of the Trust, their tenure of office as a Non-Executive Member shall be terminated when their appointment as the Chair takes effect.
- 2.3.4 If the Secretary of State is of the opinion that it is not in the interests of the health service for a person appointed as a Chair or non-executive Member of an NHS Trust to continue to hold office, they may forthwith terminate the person's tenure of office.
- 2.3.5 If a Chair or Non-Executive Member of an NHS Trust has not attended a meeting of the Trust for a period of three months, the Secretary of State shall forthwith terminate their tenure of office unless the Secretary of State is satisfied that-
- (a) the absence was due to a reasonable cause; and
 - (b) the Chair or Non-Executive member will be able to attend meetings of the Trust within such period as the Secretary of State considers reasonable.
- 2.3.6 Where a person has been appointed the Chair or Non-Executive member of an NHS Trust-
- (a) if he becomes disqualified for appointment under regulation 11 Membership and Procedure Regulations 1990 (as amended) the appointing authority shall forthwith notify them in writing of such disqualification; or
 - (b) if it comes to the notice of the appointing authority that at the time of their appointment he was so disqualified it shall forthwith declare that he was not duly appointed and so notify them in writing, and upon receipt of any such notification, their tenure of office, if any, shall be terminated and he shall cease to act as Chair or non-executive member.
- 2.3.7 If it appears to the Secretary of State that the Chair or Non-Executive member of an NHS Trust has failed to comply with regulation 20 (disclosure etc. on account of pecuniary interest) he may forthwith terminate that person's tenure of office.

2.4 Appointment of the Vice-Chair

- 2.4.1 For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chair, the Board may appoint a Non-Executive Member from amongst them to be Vice-Chair. Any appointment will be for such a period, not exceeding the remainder of their term as Non-Executive Member, as they may specify on appointment.
- 2.4.2 Any Non-Executive Member so elected may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair and the Members of the Trust may thereupon appoint another Non-Executive Member as Vice-Chair in accordance with *Standing Order 3.5.1*.
- 2.4.3 In order to appoint the Vice-Chair, nominations, including self-nominations, will be invited within a period of time set by the Board. Where there is more than one nomination a postal vote 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 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.
- 2.4.4 In the event of nominations recording equal number of votes the Chair of the Board will use a casting vote following the postal vote.

2.5 Powers of Vice-Chair

- 2.5.1 Where the Chair of an NHS Trust has died or has otherwise ceased to hold office or where he has been unable to perform his duties as Chair owing to illness, absence from England and Wales or any other cause, references to the Chair in the Schedule to these Regulations shall, so long as there is no Chair able to perform their duties, be taken to include references to the Vice-Chair.

2.6 Appointment of the Senior Independent Director

- 2.6.1 The Board may appoint a Non-Executive Member from amongst them to be Senior Independent Director. Any appointment will be for such a period, not exceeding the remainder of their term as Non-Executive Member, as they may specify on appointment.
- 2.6.2 Any Non-Executive Member so elected may at any time resign from the office of Senior Independent Director by giving notice in writing to the Chair and the Members of the Trust may thereupon appoint another Non-Executive Member as Senior Independent Director in accordance with *Standing Order 2.6.1*.
- 2.6.3 In order to appoint the Senior Independent Director, nominations, including self-nominations, will be invited within a period of time set by the Board. Where there is more than one nomination a postal vote 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 being acceptable to the Members present, the Board will be requested to confirm that person as Senior Independent Director at the meeting in which the nomination is made.
- 2.6.4 In the event of nominations recording equal number of votes the Chair of the Board will use a casting vote following the postal vote.

2.7 Appointment and Termination of Office of the Chief Executive, Other Executive Members and the Company Secretary or equivalent

- 2.7.1 The Trust shall appoint a Remuneration and Nominations Committee whose members shall be the Chair and Non-Executive Members of the Trust whose function will be to appoint the Chief Executive as a Director of the Trust. The Committee will co-opt the Chief Executive as a member when appointing the Executive Members and Company Secretary or equivalent of the Trust.
- 2.7.2 If an Executive Member is suspended from their post in the Trust they shall be suspended from performing their function as a Board member for the period of the suspension.
- 2.7.3 An executive director may resign their office at any time by giving notice in writing to the Chief Executive, who will in turn notify the Remuneration & Nominations Committee. The Chief Executive may resign their office at any time by giving notice in writing to the Chair who will in turn notify the Remuneration & Nominations Committee.

2.8 Appointment of the Deputy Chief Executive

- 2.8.1 The Chair, Non-Executive Members and Chief Executive may appoint an Executive Member from amongst them to be Deputy Chief Executive. Any appointment will be for such a period, not exceeding their term as an Executive Member.

2.9 Joint Members

2.9.1 Where more than one person is appointed jointly to a post on the Board those persons will be appointed as a Joint Member and will count for the purpose of SO3.1 as one person.

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

- (a) either both of those persons may attend or take part in meeting 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 SO3.11 *Quorum*.

2.10 Disqualification as a Member

2.10.1 The following may not become or continue as a Member:

- (a) A person who has received a prison sentence or suspended sentence of three months or more in the last five years.
- (b) A person who has been the subject of a bankruptcy restriction order or interim order.
- (c) Anyone who has been dismissed (except by redundancy) by any NHS body.
- (d) Anyone who is under a disqualification order under the Company Directors Disqualification Act 1986.
- (e) Anyone who has been removed from Trusteeship of a charity.
- (f) Anyone who has failed the fit and proper persons test as set out in Schedule 5 of the Fit and Proper Persons' Regulations

2.11 Role of Members

2.11.1 The Board will function as a unitary Board, Non-Executive and Executive Members will be full and equal members. Their role as members of the Board of Directors will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

2.11.2 Chief Executive

2.11.2.1 The Chief Executive will be responsible for the overall performance of the executive functions of the Trust. He/she is the Accountable Officer for the Trust and will 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*.

2.11.3 Director of Finance

2.11.3.1 The Director of Finance will 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. He/she is the Chief Financial Officer for the Trust and will be responsible along with the Chief Executive for ensuring the discharge of obligations under relevant Financial Directions.

2.11.4 Executive Members

2.11.4.1 Executive Members will exercise their authority within the terms of these *Standing Orders and Standing Financial Instructions and Scheme of Reservation and Delegation*.

2.11.5 Non-Executive Members

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

2.11.6 Chair

2.11.6.1 The Chair is responsible for the operation of the Board and will chair all Board meetings, when present.

2.11.6.2 The Chair has certain delegated executive powers.

2.11.6.3 The Chair must comply with their terms of appointment and with *these Standing Orders*.

2.11.6.4 The Chair will liaise with NHS Improvement over the appointment of Non-Executive Members and once appointed will take responsibility either directly or indirectly for their induction, their portfolios of interests and assignments, and their performance.

2.11.6.5 The Chair will work in close harmony with the Chief Executive and will 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 the debate and ultimate resolutions.

2.11.7 Non-Voting Members

2.11.7.1 Non-voting members may exercise their authority within the terms of these *Standing Orders, Standing Financial Instructions and Scheme of Reservation and Delegation*. Non-voting members may participate in discussions at Board but do not have voting rights. They may, however, have voting rights on any of the Trust's statutory or assurance committees of which they are members

2.11.8 Company Secretary or equivalent

2.11.8.1 The Company Secretary or equivalent is accountable to the Board, Chair and Chief Executive for leading the highest standards of corporate governance as the custodian of these *Standing Orders, Standing Financial Instructions and Scheme of Reservation and Delegation*.

2.11.8.2 The Company Secretary or equivalent acts as the '*conscience*' of the Board by promoting transparency, probity and accountability in the conduct of the Trust's business.

2.11.8.3 The Company Secretary or equivalent is responsible for ensuring that the Trust operates in accordance with statutory and regulatory provisions, ensuring that the Trust is legally constituted and operates within its authority as a sovereign body.

2.12 Lead Roles for Board Members

2.12.1 The Chair will ensure that the designation of lead roles or appointments of Board Members as required by any statutory or regulatory guidance will be made in

accordance with relevant requirements.

2.13 The Corporate Role of the Board

2.13.1 The Board is the senior decision-making authority in the Trust; it provides strategic leadership to the Trust and in support of that:

- Sets the overall direction of the Trust, within the context of NHS mandate, by setting strategic objectives
- Approves the Annual Business Plan (Operational Plan), which is designed to support the achievement of strategic objectives and monitors the Trust's performance against them
- Holds the Executive Team to account for the performance and running of the Trust (including compliance with legislative and regulatory requirements)
- Determines a *Scheme of Reservation and Delegation*
- Ensures the highest standards of corporate governance and personal conduct
- Ensures the highest standards of quality care are delivered
- Provides effective financial stewardship
- Promotes effective dialogue with external and internal stakeholders

2.13.2 All business of the Trust is conducted in the name of the Board.

2.13.3 The functions conferred upon the Board will be exercised by the Board meeting in public session, except as otherwise provided for in *SO3.1*.

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

2.14.1 The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in the *Schedule of Matters Reserved to the Board* and shall have effect as if incorporated into the *Standing Orders*. Those powers which it has delegated to officers and other bodies are contained in the *Scheme of Delegation* and shall have effect as if incorporated into the *Standing Orders*.

SO3 Meetings of the Board

3.1 Openness

3.1.1 All ordinary meetings of the Board are open meetings and members of the public can attend these meetings. As such they are considered to be meetings where the public may observe the decision-making process of the Trust. They are not open meetings where the public have a right to contribute to the debate. Contributions from the public at such meetings can be considered at the discretion of the Chair.

3.1.2 Exceptionally, there may be items of a confidential nature on the agenda of these ordinary meetings from which the public may be excluded. The exemptions set out within the *Freedom of Information Act 2000* will be used as the basis for deciding which items may be excluded from discussion in public. Such items will be business that:-

- relates to a member of staff;
- relates to a patient;
- are still in draft form and will at a future date feature on the agenda of the Board meeting held in public.
- would commercially disadvantage the Trust if discussed in public; or,

- would be detrimental to the operation of the Trust if discussed in public.
- 3.1.3 Members 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 Trust. This prohibition shall apply equally to the content of any discussion during the Board meeting which may take place on such reports or papers.
- 3.1.4 Before each meeting of the Trust a public notice of the time and place of the meeting, and the public part of the agenda, shall be published on the Trust's website *at least three clear days before the meeting* (required by the *Public Bodies (Admission to Meetings) Act 1960 SI(4)(a)*).
- 3.1.5 Admission of the Public and the Media – The public and representatives of the Media shall be afforded facilities to attend all formal meetings of the Board but shall be required to withdraw upon the Board resolving as follows:
- "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 (Administration to Meetings) Act 1960*).
- 3.1.6 The Chair shall give such directions as he thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the Media such as to ensure that the Board'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:
- "That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to complete business without the presence of the public"* (Section 1 (8) *Public Bodies (Administration to Meetings Act 1960)*).
- 3.1.7 Nothing in the *Standing Orders* shall require the Board to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than in writing, or to make any oral report of proceedings as they take place without the prior agreement of the Board.

3.2 Calling Meetings

- 3.2.1 The ordinary meetings of the Board shall be held at regular intervals unless the Board shall by resolution otherwise decide. There will be *no fewer than six meetings per year*.
- 3.2.2 The Chair may call a meeting of the Board at any time by appropriate means, including but not limited to, by email.
- 3.2.3 One third or more Members of the Board may requisition a meeting by giving written notice to the Company Secretary or equivalent specifying the business to be carried out. If the Chairman 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.

3.3 Notice of Meetings

3.3.1 Regular Meetings of the Board

- 3.3.1.1 The Company Secretary or equivalent will send a written notice of the dates, times and locations of meetings to all Board Members with as much notice as possible but not less than fourteen days' notice. Failure to service such notice on more than three Members will invalidate the meeting. A notice shall be presumed to have been

served at the time one day after posting or emailing.

3.3.2 Exceptional Meetings of the Board

3.3.2.1 In exceptional circumstances, where there is an urgent need to call a meeting, the Chair may authorise calling a meeting with less than fourteen days' notice and in such circumstances as much notice as possible will be given of the meeting to each Member.

3.3.2.2 Lack of service of the notice on any Member shall not affect the validity of a meeting being called in exceptional circumstances. Failure to serve notice on more than three Members will invalidate the meeting.

3.3.3 Meetings Called By Members

3.3.3.1 In the case of a meeting called by Members in the event the Chair has not called the meeting, the notice shall be signed by those Members and no business shall be transacted at the meeting other than that specified in the notice.

3.3.4 Public Notice of Meetings

3.3.4.1 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 published on the Trust's website at least three clear days before the meeting. (Required under the *Public Bodies' Admission to Meetings Act 1960 S.I. (4) (a)*).

3.4 Agendas and Petitions

3.4.1 Agendas and supporting papers will be sent to members at least 6 days before the meeting and no later than 3 clear days before the meeting, except in an exceptional circumstances and with express agreement of the Chair.

3.4.2 The Trust may determine that certain matters shall appear on every agenda for a meeting of the Trust and shall be addressed prior to any other business being conducted.

3.4.3 In accordance with SO3.4.2 the following items may appear on every agenda for a meeting of the Board:

- Minutes of the previous meeting
- Matters arising
- Declaration of Interests
- Chief Executive's Report
- Reports from Board Committees
- Trust's Risk Register

3.4.4 A Member desiring a matter to be included on an agenda shall make their request in writing to the Chair, via the Company Secretary or equivalent at least 10 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 10 days before a meeting may be included on the agenda at the discretion of the Chair who will approve the agenda 9 clear days before the meeting.

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

3.5 Notice of Motions

3.5.1 Subject to the provision of SO 3.7(*Motions: Procedure at and during a meeting*) and SO 3.8 (*Motions to rescind a resolution*) a Member of the Board wishing to move a motion shall send a written notice to the Company Secretary or equivalent at least 10

clear days before the meeting who will ensure that it is brought to the immediate attention of the Chair.

- 3.5.2 The Company Secretary or equivalent shall include on the agenda all notices 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.

3.6 Emergency Motions

- 3.6.1 Subject to the agreement of the Chair, and subject also to the provision of SO3.7 *'Motions: Procedure at and during a meeting'*, 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.'

3.7 Motions: at and during a meeting

3.7.1 Who may propose?

- 3.7.1.1 A motion may be proposed by the Chair of the meeting or any Member present. It must also be seconded by another Member.

3.7.2 Procedure

- 3.7.2.1 When a motion is under discussion or immediately prior to discussion it will be open to a Member to:

- i) amend the motion;
- ii) adjourn the discussion;
- iii) request that the meeting proceed to the next item of business*;
- iv) that the question being considering should be now put*;
- v) the appointment of an 'ad hoc' Committee to deal with the specific item of business;
- vi) 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.

* *Motions may only be put by a member who has not previously taken part in the debate.*

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

- 3.7.2.3 If a motion is to proceed to the next item of business or that the question should be now put, once the mover of the motion has had the right to reply, the matter should then be put to the vote.

- 3.7.2.4 A motion or an amendment to a motion may be withdrawn.

- 3.7.2.5 No amendment to the motion will be admitted if, in the opinion of the Chair, the amendment negates the substance of the motion.

3.8 Motion to Rescind a Resolution

- 3.8.1 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 who gives it and also the signature of three other Members, 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.

- 3.8.2 When any such motion has been dealt with by the Board it shall not be competent for any Member 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.

3.9 Chair of Meeting

- 3.9.1 At any meeting of the Board, the Chair, if present, shall preside. If the Chair is absent from the meeting the Vice-Chair, if there is one and he is present, shall preside.
- 3.9.2 If the Chair and Vice-Chair are both absent such Non-Executive Member as the Chair has previously designated may preside, or in the absence of such designation the Members present shall choose a Non-Executive Director to preside.

3.10 Chair's Ruling

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

3.11 Quorum

- 3.11.1 No business shall be transacted at a meeting of the Board *unless one third of the whole number of voting Members are present including at least two Executive Members and two Non-Executive Members*. Members attending via video or telephone conferencing will be considered present and count towards the quorum.
- 3.11.2 An officer in attendance for an Executive Member but without formal acting up status may not count towards the quorum.
- 3.11.3 If the Chair or a Member 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 *SO7* he 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.
- 3.11.4 The above requirement for *at least two Executive Members to form part of the quorum shall not apply where the Executive Members are excluded from a meeting due to a conflict of interests*.
- 3.11.5 In the case of joint members the presence of one or both Members will count as one Member towards the quorum.

3.12 Voting

- 3.12.1 Save as provided under *SO3.15 Suspension of Standing Orders* - If a consensus decision is not reached at a meeting then the question shall be determined by a majority of the votes of the Members present. Members attending via telephone or video conferencing are considered present and therefore have a vote.
- 3.12.2 In the case of any equality of votes, the Chair presiding the meeting shall have a second and casting vote.
- 3.12.3 All questions put to the vote shall, at the discretion of the Chair 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 Members present so request. Members attending via telephone or video conferencing will cast their vote verbally (such vote to be recorded in the minutes).

- 3.12.4 If at least one-third of the Members present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Member present voted or abstained.
- 3.12.5 If a Member so requests, their vote shall be recorded by name.
- 3.12.6 In no circumstances may an absent Member vote by proxy. Absence is defined as being absent at the time of the vote.
- 3.12.7 An officer who has been appointed formally by the Board to act up for an Executive Member during a period of incapacity or temporarily to fill an Executive Member vacancy, shall be entitled to exercise the voting rights of the Executive Member. An officer attending the Board to represent an Executive Member without formal acting up status may not exercise the voting rights of the Executive Member. An officer's status when attending a meeting shall be recorded in the minutes.
- 3.12.8 Non-voting Members are able to take part within Board discussions and provide their opinion but do not have voting rights.
- 3.12.9 In the case of joint members if both are present they should cast one vote if they are in agreement. In the case of disagreements no vote should be cast.

3.13 Minutes

- 3.13.1 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 approved by the Board.
- 3.13.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded as actioned at the next meeting.
- 3.13.3 The names of the Chair and Members present and those in attendance at the meetings shall be recorded.
- 3.13.4 Any matters arising from the Minutes shall be subject to discussion at Chair's discretion. Where providing a record of a public meeting the minutes shall be made available to the public (*required by Code of Practice on Openness in the NHS*).

3.14 Annual General Meeting

- 3.14.1 The Trust will publicise and hold an Annual General Meeting in accordance with the *NHS Trusts' (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.

3.15 Suspension of Standing Orders

- 3.15.1 Except where this would contravene any statutory provision or any direction made by the Secretary of State, any one or more of the Standing Orders may be suspended at any meeting, *provided that at least two-thirds of the Board are present, including one Executive Member and one Non-Executive Member*, and that a majority of those present vote in favour of suspension.
- A decision to suspend SOs shall be recorded in the minutes of the meeting.
 - A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Directors.
 - No formal business may be transacted while SOs are suspended.
 - The Audit Committee shall review every decision to suspend SOs.

3.16 Variation and Amendment of Standing Orders

3.16.1 These Standing Orders shall be amended only if:

- *a notice of motion under SO 3.5 has been given; and*
- *upon recommendation of the Chair or Chief Executive included on the agenda for the meeting; and*
- *no fewer than half the total of the Trust's Non-Executive Members vote in favour of amendment; and*
- *at least two-thirds of the Members were present at the meeting where the variation or amendment was being discussed; and that at least half of the Board's Non-Executive Members vote in favour of the amendment; and*
- *the variation proposed does not contravene a statutory provision or direction made by the Secretary of State.*

SO4 Arrangements for the exercise of functions by delegation

4.1 Introduction

4.1.1 Subject to the *Scheme of Reservation and Delegation*, and such directions as may be given by the Secretary of State, the Board may make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee, appointed by virtue of SO5 or by a Member or an officer of the Trust. In each case such delegation will be subject to such restrictions and conditions as the Board thinks fit.

4.1.2 *Schedule 4 of the NHS Act 2006* allows for regulations to provide for the functions of Trusts to be carried out for the Trust by third parties in the following ways:

(i) by another Trust;

(ii) jointly with one or more NHS Trust;

(iii) by arrangement with the appropriate Trust, by a joint committee or joint sub-committee of the Trust and one or more other health service bodies;

(iv) in relation to arrangements under s63 (1) of the *Health Services and Public Health Act 1968*, jointly with one or more Trusts.

4.1.3 Where a function is delegated by these regulations to another NHS body, then that Trust or health service body exercises the function in its own right; the receiving Trust has responsibility to ensure that the proper delegation is in place. In other situations, i.e. delegation to committees, sub committees or officers, the Trust delegating the function retains full responsibility.

4.2 Framework for Delegation of Board Authority

4.2.1 The ultimate responsibility for decisions taken under delegated powers remains with the Board, and the Trust must ensure that due regard has been given and can clearly demonstrate it has not come to an unreasonable decision.

4.2.2 To avoid possible allegations of unlawful exercise of discretion by the Board, a committee or Member acting under delegated powers should record in writing the matters which have been taken into account in reaching that decision, especially where significant sums or legal commitments are involved.

4.2.3 In making any decisions under delegated powers, a committee or Member must have due regard to the established policies of the Trust and not depart from them without due reason and consideration. Any such departure and the reason for it shall be drawn to the attention of the Board at the earliest opportunity.

- 4.2.4 In exercising any delegated power a committee or Member must comply with any statutory provisions or requirements.
- 4.2.5 In cases of doubt or difficulty and/or where no policy guidelines exist, decisions should be referred to the Board.
- 4.2.6 The Board may require any particular delegated matter to be referred back to them for a decision and reserves the ability to, at any time, withdraw a function, duty or power it has delegated and then to exercise the function, duty or power itself or to delegate it elsewhere.

4.3 Emergency Powers and Urgent Decisions

- 4.3.1 The powers which the Board has retained to itself within these *Standing Orders* may in an emergency or when there is a need for an urgent decision be exercised by the Chair and the Chief Executive after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chair and the Chief Executive shall be reported to the next formal meeting of the Board for ratification.

4.4 Delegation to Committees

- 4.4.1 The Board shall agree from time to time to the delegation of executive powers to be exercised by committees, sub-committees or joint committees which it has formally constituted in accordance with directions issued by the Secretary of State. The constitution and terms of reference of these committees, sub-committees or joint committees, and their specific executive powers shall be approved by the Board, or in respect of sub-committees by the appropriate Board Committee.

4.5 Delegation to Officers

- 4.5.1 Those functions of the Trust which have not been retained as reserved by the Board or delegated to other committee, sub-committee or joint committee shall be exercised on behalf of the Board by the Chief Executive.
- 4.5.2 The Chief Executive shall determine which functions he/she will perform personally and shall nominate officers to undertake the remaining functions for which he/she will still retain accountability to the Board.
- 4.5.3 The Chief Executive shall prepare a Scheme of Delegation (as detailed within the *Scheme of Reservation and Delegation*, identifying his/her proposals which shall be considered and approved by the Board, subject to any amendment agreed during the discussion.
- 4.5.4 The Chief Executive may periodically propose amendment to the *Scheme of Reservation and Delegation* which shall be considered and approved by the Board as indicated above.
- 4.5.5 In delegating to employees reference will be made to job titles rather than individuals. The delegation will cover the substantive post-holder, any interim employee appointed to the post or any employee formally deputising into the post during a period of absence of the substantive post holder or to cover a vacant post. This is subject to the interim or deputising arrangements being formally documented and signed off by the appropriate Director with records retained for audit purposes.
- 4.5.6 The Trust does not have statutory authority to delegate powers to officers who are not employees other than Non-Executive Members.
- 4.5.7 Where a power has not been specifically delegated to an officer under the procedures set out in *SO4.5* they have no authority under these *Standing Orders*, *Standing Financial Instructions* or the *Scheme of Delegation* to exercise that power. In the event of powers being exercised without due authority refer to *SO1.7*.

- 4.5.8 Nothing in the *Scheme of Delegation* will impair the discharge of the direct accountability to the Board of the Director of Finance, in their capacity as Chief Financial Officer, and the Company Secretary or equivalent to provide information and advise the Board in accordance with statutory or other requirements. Outside of these statutory requirements the Chief Financial Officer is accountable to the Chief Executive for operational matters.
- 4.5.9 The arrangements made by the Board as set out in the *Scheme of Reservation and Delegation* shall have effect as if incorporated in these *Standing Orders*.

4.6 Ability to delegate delegated functions, duties and powers

- 4.6.1 The Board, Committees and officers may not delegate functions, duties or powers that have been delegated to them under *SO4.4 and SO4.5* unless specifically authorised to do so as part of the delegation of that function, duty or power.
- 4.6.2 Where the *Scheme of Delegation* refers to non-post specific terminology the Director(s) identified in accordance with 4.5.2 may prepare an operating framework that will identify their proposed downward delegation to specific post(s) within their area of responsibility.

SO5 Appointment of Committees and Sub-committees

5.1 Appointment of Committees

- 5.1.1 Subject to such directions (and to guidance issued by the Department of Health) as may be given by the Secretary of State, the Board may appoint committees of the Board. 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.

5.2 Joint Committees

- 5.2.1 Joint committees may be appointed by the Board by joining together with one or more other Trusts or health service bodies, consisting wholly or partly of the Chair and Members of the Board or other health service bodies or wholly of persons who are not members of the Board or other health service bodies in question.
- 5.2.2 A committee or joint committee appointed under this regulation may, subject to such directions as may be given by the Secretary of State or the Trust or other health service bodies in question, appoint sub-committees consisting wholly or partly of members of the committee or joint committee (whether or not they are members of the Trust or other health service bodies in question); or wholly of persons who are not members of the Trust or other health service bodies or the committee of the Trust or other health service bodies in question.

5.3 Applicability of Standing Orders and Standing Financial Instructions to Committees

- 5.3.1 The Standing Orders and Standing Financial Instructions of the Trust apply to the meetings of any committees or sub-committee established by the Trust. The term "*Chair*" is to be read as a reference to the Chair of other committee and the term "*member*" is to be read as a reference to a member of other committee, as the context permits.
- 5.3.2 There is no requirement to hold meetings of committees established by the Board in public.

5.3.3 The *Standing Orders and Standing Financial Instructions* of the Trust apply to the meetings of any joint committees where alternative governance arrangements have not been established and agreed by the Board.

5.4 Terms of Reference

5.4.1 Each committee or sub-committee shall have terms of reference clearly stating any delegated authority and be subject to conditions (such as reporting to the Board) as the Board shall decide. Such terms of reference shall be in accordance with any legislation and regulation or direction issued by the Secretary of State.

5.4.2 Where committees are authorised to establish sub-committees the committee will also have the authority to determine the terms of reference of each sub-committee established within its delegated authority, taking into account any conditions as the Board shall decide, legislation or direction issued by the Secretary of State.

5.4.3 Such terms of reference shall have effect as if incorporated into the *Standing Orders*.

5.5 Delegation of powers by Committees to Sub-Committees

5.5.1 Committees may establish sub-committees but may not delegate their executive powers to a sub-committee unless expressly authorised by the Board.

5.6 Approval of Appointments to Committees

5.6.1 The Board shall approve the appointments to each of the committees which it has formally constituted.

5.6.2 Where committees are authorised to establish sub-committees the committee will also have the authority to determine the membership of the sub-committee it establishes.

5.6.3 Where the Board 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 as defined by the Secretary of State.

5.6.4 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.

5.6.5 The appointment of Board members to the committees and sub-committees of the Trust comes to an end on the termination of their term of office as Board members.

5.7 Appointments for Statutory Functions

5.7.1 Where the Trust 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 Trust such appointment shall be made in accordance with the regulations laid down by the Secretary of State.

5.8 Committees Established by the Board

5.8.1 The committees established by statute are:

5.8.2 Audit Committee

5.8.2.1 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 on its financial systems, financial information and compliance with laws, guidance, and regulations governing the NHS. The Terms of Reference will be approved by the Board and reviewed on a periodic basis.

5.8.2.2 The Board will appoint a minimum of three Non-Executive Members at least one of which must have significant, recent and relevant financial experience.

5.8.3 Remuneration and Nominations Committee

5.8.3.1 In line with the requirements of the NHS Codes of Conduct and Accountability and the Higgs Report a Remuneration and Nominations Committee will be established and constituted.

5.8.3.2 The Board has determined that the Remuneration & Nominations Committee will comprise all of the Non-Executive Members and as such will have fully delegated powers from the Board.

5.8.3.3 The purpose of the Committee will be to decide appropriate remuneration and terms of service for the Chief Executive and other Executive Members and the Company Secretary or equivalent including:

- all aspects of salary (including any performance-related elements/bonuses);
- provisions for other benefits, including pensions and cars;
- arrangements for termination of employment and other contractual terms;
- ensure a formal, rigorous and transparent procedure for Board appointments is followed;
- consider Board succession planning; and
- review Board composition.

5.8.4 Charitable Funds Committee

5.8.4.1 In line with its role as a corporate Trustee for any funds held in Trust, either as charitable or non-charitable funds, the Trust 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.

The Committees appointed by the Board as assurance committees are:

5.8.5 Finance, Performance & Investment Committee

5.8.5.1 The Committee is established on behalf of the Board to provide oversight, challenge and assurance regarding the use of resources and sustainability. The Committee will be chaired by a Non-Executive Member.

5.8.6 Quality & Safety Committee

5.8.6.1 The Committee is established to provide the Board with assurance regarding the effectiveness of all aspects of the clinical governance arrangements of the Trust, with a particular focus on quality, risk management and mortality and morbidity. The Committee will be chaired by a Non-Executive Member.

5.8.7 Workforce Committee

5.8.7.1 The committee is established to provide assurance that the Workforce and Organisational Development Strategies are effectively developed and implemented and that staff are competent and confident to meet the requirements of the Trust

workforce. The Committee will be chaired by a Non-Executive Member.

5.9 Other Committees

5.9.1 The Board may also establish other committees as required to discharge the Trust's responsibilities.

5.10 Confidentiality

5.10.1A member or person in attendance at a 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.

5.10.2A Member of the Board or a member of a committee shall 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 resolves that it is confidential.

SO6 Overlap with other policy statements, procedures, regulations and standing financial instructions

6.1 Policy Statements: General Principles

6.1.1 The Board will put in place arrangements for agreeing and approving policy statements and procedures for the Trust.

6.1.2 The decisions to approve such policies and procedures will be recorded in the minutes of the Board or committee and thereafter such policy statements will be deemed to be an integral part of these Standing Orders and the Standing Financial Instructions.

6.2 Specific Policy Statements

6.2.1 Notwithstanding SO6.1 the following policy statements shall have effect as if incorporated in these Standing Orders:

- Standards of Business Conduct and Managing Conflicts of Interest
- Anti-fraud, Bribery and Corruption Policy
- Staff Disciplinary and Appeals Policy

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6.3 Specific Guidance

6.3.1 Notwithstanding SO6.1 these Standing Orders will be read in conjunction with all applicable law and guidance issued by the Secretary of State for Health and Social Care.

SO7 Duties and Obligations of Board Members under these Standing Orders

7.1 Declaration of Interests

7.1.1 The Code of Accountability requires Board Members to declare interests, annually or as and when they arise, which are relevant and material to the NHS board of which they are a member. All existing Board Members should declare such interests. Any Board Members appointed subsequently should do so on appointment. Anyone declaring an interest should refer to the Trust's Policy for *Standards of Business Conduct and Managing Conflicts of Interest*.

- 7.1.2 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 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.
 - f) Research funding/grants that may be received by an individual or their department.
 - g) Interests in pooled funds that are under separate management.
- 7.1.3 Any Board Member who becomes aware 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 SO7.1.2 or elsewhere) has any pecuniary interest, direct or indirect, the Board Member should declare his/her interest by giving notice in writing of such fact to the Board as soon as practicable.

7.2 Advice on Interests

- 7.2.1 If Board Members have any doubt about the relevance of an interest, this should be discussed with the Chair or Company Secretary or equivalent.
- 7.2.2 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 test of relevance is whether the interest might reasonably be thought by the public to affect the way in which an individual discharges his or her duties. The test therefore is not just whether an individual's actions will be influenced by the interest but whether the public might reasonably think this may be the case. The interests of partners in professional partnerships including general practitioners should also be considered.

7.3 Recording of Interests in Board minutes

- 7.3.1 At the time Board Members' interests are declared, they should be recorded in the Board minutes
- 7.3.2 Any changes in interests should be declared at the next Board meeting following the change occurring and recorded in the minutes of that meeting.
- 7.3.3 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.
- 7.3.4 During the course of a Board meeting, if a conflict of interest is established, the Members concerned should declare such likely conflict of interest and withdraw from the meeting, unless requested to remain by the Board members present. The Member should play no part in the relevant discussion or decision.

7.4 Register of Interests

- 7.4.1 The Company Secretary or equivalent will ensure that a Register of Interests is

established to record formally declarations of interests of Board. In particular the Register will include details of all directorships and other relevant and material interests which have been declared by both Executive and Non-Executive Directors, as defined in SO 7.1.2.

7.4.2 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.

7.4.3 The Register will be available to the public and published in the Annual Report and on the Trust's website.

7.5 Exclusion of the Chair and/or Members from proceedings on Account of Pecuniary Interest

7.5.1 Definitions

7.5.1.1 'Person connected with a Member' shall include 'spouse' (as defined below) and any other person with whom the Member has a personal or professional relationship, including but not limited to a family member, friend or acquaintance.

7.5.1.2 'Spouse' shall include any person living in the same household and any pecuniary interest of a person living in the same household, if known to the Member, shall be deemed to be an interest of the Member.

7.5.1.3 'Contract' or 'Grant' shall include any proposal contract or grant or other course of dealing.

7.5.1.4 'Pecuniary interest'. Subject to the exceptions set out in this Standing Order, a person shall be treated as having an indirect pecuniary interest in a contract, proposed contract or other matter if:

- 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 which has a direct pecuniary interest in the other matter under consideration; or
- 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.

7.5.1.5 'Exception to pecuniary interests'. A person will not be regarded as having pecuniary interest in any contract or grant if:

- a) neither they or any person connected with him has any beneficial interest in any securities of the company of which he or such person appears as a Member; and
- b) any interest that he or any person connected with him may have in the contract or grant is so remote or insignificant that it cannot reasonably be regarded as likely to influence a member in the consideration or discussion of or in voting on that contract or matter; and
- c) those securities of any company in which he (or any person connected with him) has a beneficial interest does not exceed £5,000 in nominal value or 1% of the total nominal value of the issued share capital of the company or body, whichever is the less. Provided that where this applies the person is nevertheless obliged to declare their interest in accordance with SO7.1.

7.5.2 Exclusion in proceedings of Board

- 7.5.2.1 Subject to the provisions of this Standing Order, if the Chair or a Member 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, 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.
- 7.5.2.2 The Board may exclude the Chair or a Member of the Trust Board from a meeting of the Board while any contract, proposed contract or other matter in which that person has a pecuniary interest is under consideration.
- 7.5.2.3 Any remuneration, compensation or allowances payable to the Chair or a Member by virtue of the NHS (consolidation) Act 2006 Schedule 3 Part 1 para 10. (shall not be treated as pecuniary interest for the purpose of this regulation).
- 7.5.2.4 This Standing Order applies to a Committee, sub-committee and joint committee as it applies to the Board and to any Member of such (whether or not he is also a Member of the Board).
- 7.5.2.5 The Secretary of State may, subject to such conditions as he may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to him in the interests of the National Health Service that the disability shall be removed.

7.6 Standards of Business Conduct

7.6.1 Policy

- 7.6.1.1 All staff must comply with the national guidance contained in HSG(93)5 'Standards of Business Conduct for NHS Staff' and with the Trust's Code of Personal and Business Conduct provided in the Appendices to the Corporate Governance Manual.
- 7.6.1.2 It is an offence under the Bribery Act 2010 (previously the Prevention of Corruption Acts 1906 and 1916) for an employee of the Trust to accept corruptly any inducement or reward for doing, or refraining from doing, anything in their official capacity, or corruptly showing favour or disfavour in the handling of contracts. Breach of the provision of these Acts renders staff liable to prosecution and may also lead to the termination of their contracts of employment and superannuation rights within the NHS.

7.6.2 Interest of Officers in Contracts

- 7.6.2.1 If it comes to the knowledge of a Member or an officer of the Trust that the Trust has entered into or proposes to enter into a contract in which he or any person connected with him has any pecuniary interest he shall give notice of such fact in writing to the Chief Executive or Company Secretary or equivalent as soon as practicable.
- 7.6.2.2 A member or officer must also declare to the Chief Executive any other employment or business or other relationship of their partner, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.
- 7.6.2.3 The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.

7.6.3 Canvassing of, and Recommendations by, Members in Relation to Appointments

- 7.6.3.1 Canvassing of Members of the Board or members 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.

7.6.3.2 A Member of the Trust shall not solicit for any person any appointment under the Trust or recommend any person for such appointment. This shall not preclude a Member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

7.6.3.4 Unsolicited informal discussions outside appointments panels or committees should be declared to the panel or committee.

7.6.4 Relatives of Members or Officers

7.6.4.1 Candidates for any staff appointment shall when making application disclose in writing 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 dismissal.

7.6.4.2 The Chair and every Member and officer of the Trust shall disclose to the Board any relationship with a candidate of whose candidature that Member or officer is aware. It shall be the duty of the Chief Executive to report to the Trust any such disclosure made.

7.6.4.3 On appointment, Members (and prior to acceptance of an appointment in the case of Executive Members) should disclose to the Trust whether they are related to any other Member or officer of the Trust.

7.6.4.4 Where the relationship of an officer or another Member to a Member of the Trust is disclosed SO7.5 shall apply.

SO8 Custody of Seal, Sealing of Documents and Signature of Documents

8.1 Custody of Seal

8.1.1 The Common Seal of the Trust shall be kept by the Company Secretary or equivalent in a secure place.

8.2 Sealing of Documents

8.2.1 The seal will not be affixed to any document without the prior authorisation of the Board, Board Committee or Executive Member duly authorised under the Scheme of Delegation.

8.2.2 Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two persons duly authorised by the Chief Executive, and not from the originating department, and shall be attested by them.

8.2.2 The Executive Members and Company Secretary or equivalent are authorised by the Chief Executive to use the Seal of the Trust.

8.2.3 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 them) and authorised and countersigned by the Chief Executive (or an officer nominated by them who shall not be within the originating directorate).

8.3 Register of Sealing

8.3.1 The Company Secretary or equivalent on behalf of the Chief Executive shall keep a register of sealings. 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.

8.3.2 A report of all sealings shall be made to the Board at least annually.

8.4 Signature of documents

8.4.1 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, an Executive Member or the Company Secretary or equivalent, unless any enactment otherwise requires or authorises, or the Board shall have given the necessary authority to some other person for the purpose of such proceedings.

8.4.2 The Chief Executive, Executive Members or Company Secretary or equivalent shall be authorised, by resolution of the Board, 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 or committee or sub-committee to which the Board has delegated appropriate authority, as per the Scheme of Reservation and Delegation.

8.4.3 In land transactions, the signing of certain supporting documents will be delegated to managers and set out clearly in the Scheme of Reservation and Delegation but will not include the main or principal documents effecting the transfer (e.g., sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed).

S09 Legal Proceedings

9.1 The Company Secretary or equivalent is authorised to accept service of all legal proceedings on behalf of the Trust. The address for the acceptance of all legal proceedings is: Company Secretary or equivalent, Corporate Management Office, Southport Hospital, Town Lane, Kew, Southport, PR8 6PN.

9.2 The Company Secretary or equivalent is authorised to instruct solicitors to advise the Trust or defend the Trust from any legal proceedings or formal alternative dispute resolution in any case where such action is necessary to protect the Trust's interests, unless an Act of Parliament requires some other person to do so or the Board gives express authority to another officer.