

**STANDING ORDERS
BOARD OF DIRECTORS**

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North West Anglia
NHS Foundation Trust

STANDING ORDERS BOARD OF DIRECTORS

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CORPORATE GOVERNANCE STANDING ORDERS – BOARD OF DIRECTORS

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The current Corporate Governance Manual consists of:

- *Standing Orders – Board of Directors*
- *Standing Financial Instructions*
- *Scheme of Delegation*
- *Standing Orders – Council of Governors*
- *Licence*
- *Constitution*
- *Terms of Reference of Board of Directors and Council of Governors Committees*

A copy of the complete Corporate Governance Manual is available from the Company Secretary.

1. INTRODUCTION

- 1.1 The Constitution of the Trust provides that its Board of Directors shall adopt Standing Orders covering the proceedings and business of its meetings.
- 1.2 Save as 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 should be advised by the Chief Executive or the **Company** Secretary.
- 1.3 These Standing Orders, taken together with the Standing Financial Instructions, provide a business and financial framework which Directors and officers of the Trust will be required to follow, in carrying out their duties.
- 1.4 In these Standing Orders, the expressions in the left hand column below shall have the meanings set out in the adjacent column, and any other capitalised terms used shall have the meaning set out in the Constitution:

"TRUST"	means the North West Anglia NHS Foundation Trust.
"2006 ACT"	means the National Health Service Act 2006 (as amended).
"CONSTITUTION"	shall mean the Constitution of the Trust as may be amended from time to time.
"BOARD"	shall mean the Executive and Non-Executive Directors of the Trust appointed as members of the Board in accordance with the Constitution of the Trust and with the provisions of the 2006 Act.
"CHAIRMAN"	means the person appointed as Non-Executive Chair of the Trust. The expression "the Chairman" shall be deemed to include the Deputy Chair or any other non-executive director appointed if the Chair and/or Deputy Chair are absent from the meeting or is otherwise unavailable.
"DEPUTY CHAIRMAN"	means the Non-Executive Director appointed by the Board to take on the Chair's duties if the Chair is absent for any reason.
"CHIEF EXECUTIVE"	shall mean the Chief Executive Officer (and Accounting Officer) of the Trust, appointed in accordance with the Constitution.
"DIRECTOR"	shall mean an executive or non-executive member of the Board.
"GOVERNOR"	shall mean a Governor elected by the members of the Trust, or appointed in accordance with the provisions of the Constitution.
"NOMINATED OFFICER"	means an employee of the Trust.
"SCHEME OF DELEGATION"	means the Trust's reservation of powers to the Board of Directors and delegation of powers.
"SOS"	means these Standing Orders for Directors.
"SPECIAL REASONS"	means reasons based on patient, individual or commercial sensitivity.

2. COMPOSITION AND RESPONSIBILITIES

- 2.1 The work of the North West Anglia NHS Foundation Trust is directed by the Board of Directors comprising of:
- 8 Non-Executive Directors of which one is the Non-Executive Chairman; and
 - 7 Executive Directors of which one is the Chief Executive Officer. One of the Executive Directors (i.e. Director of Strategy & Transformation) shall be a non-voting member.
- 2.2 The **Chairman** is appointed by the Council of Governors in accordance with the Constitution and any relevant laws and/or regulations.
- 2.3 The **Non-Executive Directors** are also appointed by the Council of Governors, after consulting the Chairman.
- 2.4 The Chairman and Non-Executive Directors will normally be appointed for a renewable 3-year term, with a maximum of 9 years continuous appointment.
- 2.4.1 In exceptional circumstances where an appointment period is requested of, or offered for, less or more than three years the reasons for this need to be clearly agreed with the non-executive director prior to any appointment or reappointment being finalised and approved by the Council of Governors.
- 2.5 A Deputy Chairman is to be appointed from amongst the Non-Executive Directors by the Council of Governors for any period up to the end of his/her term of office. This appointment may **also not** be held by the same Non-Executive Director appointed as Senior Independent Director.
- 2.6 A **Senior Independent Director** will be appointed from amongst the Non-Executive Directors by the Board of Directors, in consultation with the Council of Governors.
- 2.6.1 The role of the Senior Independent Director is to act as an independent resource for members, staff, Board of Directors and Council of Governors including:
- working closely with the Chairman, acting as a sounding board and providing support;
 - acting as an intermediary for other directors as and when necessary;
 - being available to Governors and other non-executives to address any concerns or issues they feel have not been adequately dealt with through the usual channels of communication (i.e. through the Chairman, Chief Executive, Deputy Chief Executive or Company Secretary);
 - with the Lead Governor, ensuring that an annual review of the Chairman's performance and carrying out succession planning for the Chairman's role;
- 2.7 The **Executive Directors** are to include the Chief Executive (who is the accounting officer) and the **Chief Finance Officer**. Of the Executive

Directors, one, **the Chief Medical Officer**, is to be a registered medical practitioner or registered dentist and one, **the Chief Nurse**, is to be a registered nurse or registered midwife.

- 2.8 **The Executive Appointments Committee, made up of the Chairman, Chief Executive and the other Non-Executive Directors, shall appoint the Chief Executive and the other Executive Directors. The Chief Executive's appointment is ratified by the Council of Governors.**
- 2.9 **The Chief Executive will NOT be a member of the Executive Appointments Committee when it is considering any matters relating to the role of the Chief Executive.**
- 2.10 **The Remuneration and Nominations Committee of the Board of Directors, being a committee whose membership is of non-executive directors, with appropriate executive support, will ~~appoint all Executive Directors with the exception of the Chief Executive. They will also~~ determine the ~~role~~ remuneration and terms of service of the other Executive Directors and ensure there is a process for reviewing their performance effectively.**
- 2.11 **All Non-Executive and Executive Directors ~~are to~~ must satisfy the Fit and Proper Persons regulations as set by the Care Quality Commission.**
- 2.12 **The Board of Directors is responsible for determining the overall strategy and decision making processes of the Trust, for monitoring strategy, for ensuring service safety, delivery and quality to agreed standards and for maintaining the Trust's financial viability. The Board of Directors is also responsible for ensuring that an effective system of internal control is maintained and operated in connection with the organisation's resources. The Board of Directors will have due regard to the views of the Council of Governors in setting the Trust's strategic aims.**

3 MEETINGS

3.1 CALLING MEETINGS

3.1.1 Ordinary Meetings

Ordinary Meetings of the Board of Directors shall be held at regular intervals at such times and places as the Board of Directors may determine. This will be at least 6 times a year.

- 3.1.2 **Meetings of the Board of Directors shall be open to members of the public and representatives of the press, unless for Special Reasons in relation to all or part of a meeting, the Board resolves otherwise subject to the provisions of 3.1.5 below.**

- 3.1.3 **Questions from members of the public attending meetings are allowed at the discretion of the Chairman.**

- 3.1.4 Nothing in these 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 writing, or to make any oral report of proceedings as they take place without the prior agreement of the Board **through the Chairman**.

Private Business

- 3.1.5 The Board of Directors may meet privately if it considers it necessary in order to discuss items where, in its opinion, having regard to the confidential nature of the business to be transacted, publicity would be prejudicial to the public interest, **may breach other confidentiality obligations or may prejudice the commercial interests of another party**. Items of a confidential nature will include commercially confidential items or items to safeguard patient or staff confidentiality.
- 3.1.6 Matters to be dealt with by the Board following the exclusion of the public and representatives of the press under provision 3.1.5 above shall be confidential to members of the Board, Officers and any others in attendance at the request of the Chairman. Those in attendance when such matters are dealt with shall not reveal or disclose the content of papers or reports presented, or any discussion on these generally, which take place while the public and press are excluded, without the express permission of the Chairman **or another authorised officer of the Trust**.

Annual Public Meeting

- 3.1.7 The Trust will hold an Annual Public Meeting at which the Board of Directors will present its Annual Report and Accounts to the Council of Governors **and the members**. The meeting at which these are presented must be held no later than 30 September following the end of the financial year.

Extraordinary Meetings

- 3.1.8 The Chairman may call an extraordinary meeting of the Board of Directors at any time to discuss urgent business. In addition, an extraordinary meeting may be called by at least one third of the voting members of the Board of Directors.
- 3.1.9 If the Chairman refuses to call a meeting after receiving a signed request from those Directors, or if, without so refusing, the Chairman does not call a meeting within seven days after the request has been presented to him, those Directors may call a meeting immediately. For the avoidance of doubt at least one third of the voting members of the Board of Directors equates to at least five Directors.
- 3.1.10 The Company Secretary shall support the Directors in organising an extraordinary meeting if the Chairman has refused to call a meeting after receiving a signed request from those Directors, or if, without so refusing, the Chairman does not call a meeting within seven days after the request has been presented to him.

3.2 NOTICE OF MEETINGS

- 3.2.1 Before each meeting of the Board of Directors, a notice and agenda of the meeting shall be delivered to every Director by hand or by electronic means, or sent by post to the usual place of residence of such Director or any other nominated contact address, so as to be available to such Directors at least three clear working days before the meeting.
- 3.2.2 Papers should be made publicly available through the Trust's website at least three clear working days before the meeting.
- 3.2.3 Provided that want of service of such notice on any Director shall not affect the validity of a meeting and provided also that in the case of a meeting called by Directors in default of the Chairman, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice.

3.3 CHAIRMAN OF MEETING

- 3.3.1 At any meeting of the Board of Directors the Chairman, if present, shall preside. If neither the Chairman nor Deputy Chairman is able to be present a Non-Executive Director may be chosen by the Directors to preside. An Executive Director cannot take the chair.

3.4 RECORD OF ATTENDANCE

- 3.4.1 The names of Directors and others present at the meeting shall be recorded. ~~In exceptional circumstances and where agreed in advance with the Chairman, attendance may be by telephone conference call or video conferencing facility. Attendance made in this way is to be recorded in the minutes.~~ The Board may agree that its Members can participate in its meetings virtually e.g. by teleconference or video conferencing. Participation in a meeting in this manner will be deemed to constitute a presence in person at the meeting.
- 3.4.2 Members of the Board of Directors are expected to attend at least three quarters of the total number of meetings of the Board of Directors and any assigned committees in any one financial year.

3.5 QUORUM

- 3.5.1 No business shall be transacted at a meeting unless one third of the voting members of the Board of Directors (including at least one Director who is also an Executive Director of the Trust and one who is a Non-Executive Director, together with the presiding Non-Executive Chairman) are present.

- 3.5.2 Observers shall not be counted for the purposes of a quorum. For the avoidance of doubt this quorum requires at least five voting members of the Board of Directors to be in attendance as defined above.
- 3.5.3 The Board may elect to proceed with a meeting which is not quorate to fulfil its oversight function by receiving urgent update reports or reviewing performance. If so, no decisions can be formally taken once a meeting is no longer quorate.
- 3.5.4 If the Chairman or a Member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest, that person will 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; subject to 3.5.3 above. Such a position will be recorded in the minutes of the meeting. The meeting will then proceed to the next business.

3.6 NOTICE OF MOTION

- 3.6.1 Subject to the provisions of Paragraph 3.8, a Director of the Board desiring to move a motion must give at least ten clear working days notice before the meeting to the Company Secretary, who shall insert in the agenda for the meeting all notices so received that are in order. This shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.
- 3.6.2 The Chairman may allow a motion where less than 10 working days notice has been served at his discretion and with the agreement of a majority of voting members of the Board.

3.7 MOTIONS

- 3.7.1 The mover of a motion shall have a right of reply at close of any discussion or any amendment thereto.
- 3.7.2 When a motion is under discussion or immediately prior to discussion it shall be open to a Director to move:
- (a) an amendment to the motion;
 - (b) the adjournment of the discussion or the meeting;
 - (c) that the meeting proceed to the next business;
 - (d) the appointment of an ad hoc committee to deal with a specific item of business; or
 - (e) that the question now be put.

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 Director who gives it and also the signature of four other Directors. **Notice of motion to rescind any resolution can also be accepted from the official email address of the directors in lieu of a signature.**
- 3.8.2 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 six months.

3.9 CHAIRMAN'S RULING

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

3.10 VOTING

- 3.10.1 Every question at a meeting shall be determined by a majority of the votes of voting members of the Board of Directors present and voting on the question.
- 3.10.2 In the case of an equality of votes, the person presiding shall have a second and casting vote.
- 3.10.3 All questions put to the vote shall, at the discretion of the Chairman, be determined by oral expression or by a show of hands provided that, upon question, the Chairman may direct, or it may be proposed, seconded and carried that a vote be taken by paper ballot.
- 3.10.4 If at least four Directors so request, the voting on any question may be recorded so as to show how each Director present voted or did not vote.
- 3.10.5 If a Director so requests, his vote shall be recorded by name.
- 3.10.7 **An Officer, who has been appointed formally by the Board to deputise for an Executive Member during a period of incapacity or temporarily to fill an Executive Member vacancy, will be entitled to exercise the voting rights of the Executive Member. An Officer attending the Board to represent an Executive Member during a period of incapacity or temporary absence without formal deputising status may not exercise the voting rights of the Executive Member. Any such vote by a nominated deputy shall be recorded in the minutes.**
- 3.10.6 ~~In no circumstances may an absent Director vote by proxy.~~ **In exceptional circumstances, an absent Director may vote by proxy through the**

Chairman or Company Secretary. They should notify the Chairman or Company Secretary of their intention to vote and which way to cast their vote. A vote by proxy should be clearly recorded in the minutes.

3.11 MINUTES

- 3.11.1 The minutes of the proceedings of a meeting shall be drawn up and entered in a book or other permanent record kept for that purpose ~~and shall be signed at the same or next ensuing meeting by the person presiding thereat.~~ The minutes of the proceedings of a meeting will be submitted for agreement at the next ensuing meeting, where the Chair will sign them.
- 3.11.2 No discussion shall take place upon the minutes except upon their accuracy unless the Chairman considers discussion appropriate.
- 3.11.3 ~~Key Issues Assurance Reports and/or minutes~~ of meetings of committees of the Board of Directors will be presented to ~~or discussed at the Board of Directors at its next available meeting~~ ~~after these have been agreed by the relevant committee.~~ The Board of Directors will receive these ~~minutes on request~~ assurance reports and consider any recommendations or other matters referred back to it for ~~discussion or~~ decision.
- 3.11.4 ~~The minutes of meetings of committees of the Board of Directors will be presented to the Board of Directors after these have been agreed by the relevant committee. It will remain the responsibility of the Committee to ensure the accuracy and approval of its relevant minutes. The minutes shall be presented for information only. Any discussions relating to the business of the committees shall be covered through the assurance reporting as specified in 3.11.3 above.~~
- 3.11.5 The agenda and minutes of meetings of the Board of Directors are to be sent to the Council of Governors at the same time as the Board of Directors.

4 APPOINTMENT OF COMMITTEES

- 4.1 Subject to any directions by NHS Improvement, the Board of Directors may, and if directed as aforesaid shall, appoint committees of the Board of Directors, or together with one or more Boards appoint joint committees consisting in either case wholly or partly of persons who are Directors of the Board or other Boards.
- 4.2 A committee or joint committee appointed under this regulation may, subject to such directions as may be given by NHS Improvement or the appointing Board or Boards, appoint sub-committees consisting wholly or partly of Directors of the committee or joint committees.
- 4.3 The Standing Orders of the Board of Directors as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Board of Directors.

4.4 A list of authorised committees of the Board of Directors is set out in **Appendix B**.

5 DELEGATION OF BOARD OF DIRECTORS AUTHORITY AND FUNCTIONS

5.1 Subject to any prevailing law or regulations, the Board of Directors may, pursuant to paragraphs 4.2 and 4.3 of the constitution, make arrangements for the exercise on behalf of the Board of Directors, of any of their functions by a committee or joint committee appointed by virtue of paragraphs 3.1 or 3.2 above or by an officer of the Trust. In each case this will be subject to such restrictions and conditions as the Board of Directors thinks fit subject to any prevailing law or regulations.

5.2 Certain decisions may not be delegated and may only be made by the Board of Directors. A list of matters reserved for the Board of Directors is set out in **Appendix A**. This may be amended from time to time by the Board of Directors.

5.3 Major projects including those designated as significant transactions (as set out in the Standing Orders of the Council of Governors) are to be undertaken in line with the procedures as outlined in **Appendix C**.

6 TRUST SEAL

6.1 CUSTODY OF THE SEAL

6.1.1 The Common Seal of North West Anglia NHS Foundation Trust shall be kept in safe custody by the Company Secretary.

6.2 SEALING OF DOCUMENTS

6.2.1 The Common Seal of North West Anglia NHS Foundation Trust shall be affixed to all documents required to be under its Seal and shall be so affixed in the presence of the Chairman, Chief Executive or their nominated officers.

6.3 REGISTER OF SEALING

6.3.1 A Register shall be kept by the Company Secretary in which shall be recorded all documents to which the Common Seal is affixed and each entry shall be initialled by the Chief Executive or his/her nominated officer attesting to the sealing of the document or documents to which the entry refers. The entries are to be consecutively numbered.

7 INTEREST OF DIRECTORS IN CONTRACTS AND OTHER MATTERS

- 7.1 The NHS Code of Accountability requires Board Members to declare interests that are relevant and material to the NHS Board of which they are a Member. All existing Members of the Board should declare such interests. Any Members appointed subsequently to the Board should do so on appointment.
- 7.2 Subject to the following provisions of this regulation if a Director has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board of Directors 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 remove themselves from the meeting for the relevant matter and shall not take part in any subsequent consideration or discussion of the matter or any question with respect to it.
- 7.3 The Chairman may, subject to such conditions as he may think fit to impose, remove by exception any disqualification imposed by this regulation in any case in which it appears to him in the interest of the National Health Service and the function of the Trust that the disqualification should be removed. This decision is to be recorded in the minutes of the relevant Board of Directors meeting.
- 7.4 Any remuneration, compensation or allowance payable to the Chairman or other Director by:
- (a) virtue of paragraph 9 of Schedule 5 to the National Health Service Act 1977;
 - (b) for Non-Executive Directors, a decision of the Council of Governors as in paragraph 33.1 of the constitution;
 - (c) for Executive Directors, a decision of the Remuneration and Nominations Committee of the Board of Directors as in paragraphs 33.2 of the constitution;

shall not be treated as a pecuniary interest for the purpose of this regulation.

- 7.5 For the purpose of this regulation a Director shall be treated, subject to Paragraphs 6.3 and 6.5, 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 or employee 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 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. In the case of married persons living together, or persons living together as married, the interest of one spouse or partner shall, if known to the

other, be deemed for the purpose of this regulation to be also an interest of the other.

- 7.6 A Director shall not be treated as having an indirect pecuniary interest in any contract proposed contract or other matter by reason only:
- (a) of his Directorship of a company or other body if he has no beneficial interest in any securities of that company or other body;
 - (b) of an interest of his or of any company, body or person with which he is connected as mentioned in Paragraph 6.4 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.
- 7.7 The Company Secretary or his/her nominated officer shall ensure that all declarations of pecuniary interest are recorded.
- 7.8 Where a Director 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 the total nominal value of those securities does not exceed £1,000 or one hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and if the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed one hundredth of the total issued share capital of that class, this regulation shall not prohibit him 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 duty to disclose his interest.
- 7.9 If it comes to the knowledge of an officer of the Trust that a contract in which he has any pecuniary interest, not being a contract to which he is himself a party, has been, or is proposed to be, entered into by the Trust, he shall, at once give notice in writing to the Trust of the fact that he is interested therein. In the case of married persons living together, or persons living together as married, the interest of one spouse or partner shall, if known to the other, be deemed to be also the interest of that spouse or partner. The provisions of this standing order shall also apply to any registered medical practitioner who is a Director of the Board.
- 7.10 The Company Secretary shall maintain a Register of Pecuniary and Non-Pecuniary Interest of officers made in accordance with the Standing Orders of the Trust and the prevailing law and regulations. This register will be in accordance with Trust policy on the declaration of interests.
- 7.11 All Directors shall comply with the Trust's Managing Conflicts of Interest Policy at all times.
- 7.12 **If Board Members have any doubt about the relevance of an interest, this should be discussed with the Chairman or the Company Secretary.**

8 CANVASSING OF AND RECOMMENDATION BY DIRECTORS

- 8.1 The canvassing of Directors or of any committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The purport of this paragraph of this Standing Order shall be included in any form of application or otherwise brought to the attention of candidates.
- 8.2 A Director of the Board shall not solicit for any person any appointment under the Trust or recommend any person for such an appointment; but this shall not preclude a Director from giving a written testimonial of a candidate's ability, experience or character for submission to the Trust.
- 8.3 Candidates for any appointment under the Trust shall, when making application, disclose in writing to the Trust whether they are related to any Director or the holder of any senior office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal. Every Director and senior officer of the Trust shall disclose to the Chief Executive any relationship between himself and a candidate of whose candidature that Director or senior officer is aware. It shall be the duty of the Chief Executive to report to the Board of Directors any such disclosure made.
- 8.4 Where the relationship to a Director of the Trust is disclosed the Standing Order headed "Interest of Directors in Contracts and other Matters" (Paragraph 6) shall apply.
- 8.5 Relationships to which this order applies are those of husband and wife (or those living together as married) or where either of the spouse or partner is the son or daughter, father or mother, or grandson or grand-daughter or brother or sister or nephew or niece of the spouse or partner.

9 PATIENT AND PUBLIC INVOLVEMENT

- 9.1 Under the requirements of section 12 of the National Health Service Act 2006, and the obligations placed on the Trust in being a public benefit corporation, the Board of Directors has responsibility to ensure patient and public involvement in the delivery and development of services.
- 9.2 The Council of Governors, under the Health and Social Care Act 2012, have a duty to represent the views of Trust members and the public. The Board of Directors will therefore make arrangements to assist in the performance of this duty.
- 9.3 The Board of Directors will expect to see evidence of patient and public involvement in any service review or development that requires Board of Directors approval as defined in Appendix C. Ongoing responsibility will be discharged through the oversight of the Trust's Care Quality Directorate governance structure.

- 9.4 The Board of Directors will work with patient and public involvement groups including statutory organisations (Local Healthwatch, Local Health and Wellbeing Boards, Local Authority Health Overview and Scrutiny Committees) and other local patient or public representative groups.
- 9.5 Involvement of specific groups or on specific issues will not be to the detriment of the overall management and provision of services to the wider population.
- 9.6 The Board of Directors is also committed to ensuring openness and transparency through the continuous development and adherence to policies and processes for the publication of information as required both by the Freedom of Information Act 2000 and to fulfil obligations for patient and public involvement as stated above.

10 WAIVER OR VARIATION OF STANDING ORDERS

- 10.1 Except where this would contravene any prevailing law or regulation, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the voting members of the Board of Directors are present. For the avoidance of doubt two-thirds equates to at least ~~nine~~ **ten** Directors.
- 10.2 These Standing Orders shall not be varied except upon a notice of motion under Paragraph 3.6 and unless there are at least two-thirds of the voting members of the Board of Directors present and provided that any variations do not contravene a statutory provision or direction made by the relevant regulator(s). For the avoidance of doubt two-thirds equates to at least ~~nine~~ **ten** Directors.
- 10.3 Where the Chairman of the Trust (or, in his absence, the Deputy Chairman) authorises urgent action in respect of a matter on behalf of the Trust which would have been considered by the Trust Board itself, such action shall be reported to the next meeting of the Board of Directors.
- 10.4 Standing Orders may be waived by the Chief Executive in respect of the need for competitive tendering provided the circumstances are in accordance with section 16.3 of the Standing Financial Instructions. A note of waivers granted by the Chief Executive shall be kept and reported at the earliest opportunity to a meeting of the Audit Committee.
- 10.5 Where a Director or Employee suspects that Standing Orders have been breached i.e not adhered to, they should inform their line manager immediately. Where they consider that this compromises them in any way, they should contact the Company Secretary, or in the case of Standing Financial Instructions the **Chief Finance Officer**, directly.
- 10.6 If the matter concerns the Company Secretary or the **Chief Finance Officer**, the approach may be made directly to the Chief Executive. Where it concerns the Chief Executive, the approach may be made to the Trust Chairman.

- 10.7 The line manager must contact the Company Secretary (or Director of Finance as appropriate) immediately, who will investigate the matter. Any information received will be treated as confidential.
- 10.8 To promote the reporting of suspected irregularity, no employee should be penalised as a result of reporting any reasonably held suspicions. This excludes allegations that are found to have been made maliciously.
- 10.9 The Company Secretary has responsibility for the investigation of any breaches of the Trust's Standing Orders. The Director of Finance has responsibility for the investigation of any breaches of the Trust's Standing Financial Instructions. In the event of either the Company Secretary or **Chief Finance Officer** being involved in the alleged breach, the investigation will be directed by the Chief Executive. If the alleged breach involves the Chief Executive, the investigating officer will be appointed by the Chairman.
- 10.10 Investigations will be reported to the Board of Directors. The **Chief Finance Officer** will take action in accordance with the requirements of the NHS Counter Fraud and Corruption Manual, and will liaise with the Local Counter Fraud Specialist and the ~~NHS Directorate of Counter Fraud Services~~ **NHS Counter Fraud Authority** as necessary and required.
- 10.11 The Audit Committee shall review every decision to suspend the Trust's Standing Orders.

11 STANDING FINANCIAL INSTRUCTIONS

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

12 LIABILITIES

12.1 LIABILITY COVER

- 12.1.1 Members of the Board of Directors and officers of the Trust will have access to cover provided under the NHS Resolution Liabilities to Third Parties Scheme and under any additional commercial cover as authorised by the Board of Directors.

12.2 ASSOCIATE, DEPUTY, ASSISTANT AND MANAGING DIRECTORS

- 12.2.1 The use of the term "director" is recognised in a number of Acts of Parliament. Associate, deputy, assistant and managing directors may carry equivalent liability to Executive Directors if they are part of the decision making process of the Board of Directors. The arrangements in sections 11.2.2 to 11.2.4 are to be followed to assist with such liability.

- 12.2.2 The Trust's scheme of delegation will set out differentiated financial limits for these postholders
- 12.2.3 The Board of Directors will consider the attendance of such post holders to ensure liability is not unnecessarily assigned to those providing advice, especially in the absence of the relevant Executive Director who has a line management role to these officers.
- 12.2.4 On occasions where attendance is required at meetings of the Board of Directors, such officers may be asked to leave the meeting when any final decisions are being made.

13 TRUST CHARITABLE FUNDS

- 13.1 These Standing Orders also cover the work of the Corporate Trustee of the Trust's Charitable Funds. A committee of the Corporate Trustee will be established to oversee the management of the Trust's Charitable Funds and will report to the Corporate Trustee at least once a year.

14 DATA PROTECTION AND ELECTRONIC SIGNATURES

- 14.1 The Board of Directors will ensure that all processes used by the Board comply with the prevailing Data Protection laws and regulations. Meetings will be held such that these principles are upheld.
- 14.2 The Board will seek advice from the nominated Senior Information Risk Owner (SIRO) and Data Protection Officer on matters relating to data protection and the conduct of Trust business: these principles are expected to be cascaded throughout the Trust.
- 14.3 The use of electronic signatures to demonstrate authorisation by the Board of Directors will be authorised by the Board. This applies to Annual Report and Accounts and statutory declarations by the Board of Directors that are made to regulatory bodies. The authorisation of electronic signatures on cash equivalent documents is permitted as per section 13.3.5(v) of the Standing Financial Instructions.

APPENDIX A - MATTERS RESERVED FOR THE BOARD OF DIRECTORS

- A.1 The Board of Directors will delegate its executive responsibility for the performance of its functions to the Chief Executive.
- A.2 The Board of Directors will exercise financial supervision and control by requiring the submission and approval of business plans and budgets, by defining and approving essential features of financial arrangements in respect of important procedures and financial systems, including the need to obtain value for money, and by defining specific responsibilities on management and staff.
- A.3 The Board of Directors will set budgetary limits within which the Chief Executive may operate and delegate.
- A.4 The Board of Directors will consider whether to adopt the Annual Report and Accounts of the Trust following certification by the External Auditors. **This authority may be delegated to the Audit Committee. The Audit Committee shall hold an extraordinary meeting each year attended by the Chairman and Chief Executive which will consider whether to adopt the Annual Report and Accounts of the Trust following certification by the External Auditors.**
- A.5 The Board of Directors will approve the opening and closure of bank accounts and will set the mandate and approve the subsequent addition and deletion of authorised signatories.
- A.6 The Board of Directors will determine the Trust's policy for the investment of cash surpluses which may arise from time to time.
- A.7 The Board of Directors will approve all loan and overdraft facilities and the issue of guarantees on behalf of the Secretary of State or commercial lenders.
- A.8 The Board of Directors will establish an Audit Committee consisting of Non-Executive Directors to whom both the Head of Internal Audit and the External Auditor will have direct access. For clarity, the Trust's Internal Auditor and the position of Head of Internal Audit may be held by an external body and person.
- A.9 The Board of Directors, through the Audit Committee, will approve the annual and three year Internal Audit Strategic Plan and will receive and consider reports on the Trust's systems of internal control and procedures from the Head of Internal Audit.
- A.10 The Board of Directors may not appoint External Auditors, this being the prerogative of the Council of Governors. However it will, through the Audit Committee, provide advice to the Council of Governors on this appointment and approve the level of fees payable to the External Auditor and the Audit Planning Memorandum. The Audit Committee will also

receive and consider the management letter produced by the External Auditor and determine subsequent action to be taken on it.

- A.11 The Board of Directors will act as Corporate Trustee for the Trust Charitable Funds and will approve the purposes for which the funds may be used, to the extent that this is not specified by the donor, and will set delegated limits on officers authorised to commit expenditure.
- A.12 The Corporate Trustee will determine the investment policy for Charitable Funds, subject to any statutory limitations.
- A.13 The Board of Directors will approve the writing off of losses and authorise special payments over the limits specified in the Scheme of Delegation. This authority may be delegated to the Audit Committee.
- A.14 The Board of Directors will set Standards of Business Conduct for the Trust's officers and staff.
- A.15 ~~The Chairman and Non-Executive Directors will be responsible for the appointment of the Chief Executive. This appointment needs to be approved by the Council of Governors. A committee consisting of the Chairman and the other non-executive directors shall appoint or remove the Chief Executive. This appointment needs to be approved or removal by the Council of Governors.~~
- A.16. ~~The Non-Executive Directors together with the Chief Executive will A~~ committee consisting of the Chairman, the Chief Executive and the other non-executive directors be responsible for the appointment or removal of the Executive Directors.
- A.17 The Board of Directors will appoint a Remuneration ~~and Nominations~~ Committee of Non-Executive Directors to determine the remuneration ~~and terms of service~~ of the Chief Executive and ~~the other~~ Executive Directors
- A.18 The Board of Directors will approve the use of the Common Seal of the Trust.
- A.19 The Board of Directors will approve the acquisition or disposal of land and buildings and will approve the entering into a lease agreement to occupy additional land or buildings, or the letting of a lease agreement to a tenant to occupy any of the land or buildings owned or leased by the Trust.
- A.20 The Board of Directors will prescribe the terms on which committees and joint committees of the Board of Directors may hold delegated functions.
- A.21 The Board of Directors will approve policy matters of a strategic nature which may include:
- (a) Major changes in the Trust's service provision (e.g. opening or closure of a major department)

- (b) Trade union recognition
- (c) Pay and reward policy
- (d) Budget parameters (e.g. internal efficiency targets, income assumptions, acknowledged levels of risk and uncertainty)
- (e) External communications strategy
- (f) Risk appetite statement

A.22 The Board of Directors will take decisions on forward service planning and corporate strategy, including approval of the Trust's annual plan and longterm strategic plan. These decisions will be taken with due regard to the views of the Council of Governors, with the Council of Governors approving significant transactions.

A.23 The Board of Directors will approve the Standing Orders, Standing Financial Instructions and Scheme of Delegation and may at any time make amendments to them, provided always that they conform to national legislation and other prevailing regulations.

A.24 The Board of Directors may at any time make amendments to the above list of decisions.

A.25 These Standing Orders shall be amended only if:

- i. relevant notice of a meeting has been served in accordance with these standing orders;
- ii. a majority of Non-Executive Directors vote in favour of amendment;
- iii. at least two-thirds (at least nine) of the voting members of the Board of Directors are present; and
- iv. the variation proposed does not contravene regulatory requirements and/or statutory provisions.

APPENDIX B - AUTHORISED COMMITTEES OF THE BOARD OF DIRECTORS

B.1 BOARD OF DIRECTORS ARRANGEMENTS

- B.1.1 The Board of Directors has authorised the standing committees listed in B.2, which have delegated authority to approve policies and strategies that fall within their terms of reference.
- B.1.2 The Board of Directors will authorise the terms of reference, and any changes to them, of these committees.
- B.1.3 All committees are to be chaired by a Non-Executive Director.
- B.1.4 All committees report to the Board of Directors at the next Board of Directors meeting that follows a meeting of a committee.
- B.1.5 All members of the Board of Directors are to receive minutes of committee meetings ~~on request~~ **once they have been agreed by the committee.**

B.2 STANDING COMMITTEES

B.2.1 Authorised standing committees of the Board of Directors are:

- Audit Committee;
- Remuneration ~~and Nominations~~ Committee;
- Finance ~~and Digital~~ Committee;
- People and ~~Performance Culture~~ Committee;
- Quality Assurance Committee;
- ~~Strategic Development and Transformation~~ Committee;
- ~~PFI Partners Assurance~~ Committee.
- Performance & Estates Committee
- Executive Appointments Committee

**There is one authorised standing committee of the Corporate Trustee:

- Charitable Funds Committee.

B.2.2 Copies of current terms of reference for these committees are to be kept by the Company Secretary.

B.2.3 The Board of Directors, from time to time, may review the list of authorised standing committees in order to ensure that the Board is still effectively discharging its responsibilities.

B.3 AD HOC COMMITTEES

- B.3.1 Time-limited ad hoc committees of the Board of Directors may also be established. This will be noted in the minutes of the Board of Directors meeting that authorised the creation of such a committee. All such committees must have approved terms of reference and an identified lead Executive Director.

APPENDIX C

ARRANGEMENTS FOR MAJOR PROJECTS & SIGNIFICANT TRANSACTIONS

C.1 DEFINITION OF MAJOR PROJECTS

- C.1.1 Major projects are defined as all those either requiring Board of Directors approval under the Trust's Scheme of Delegation or Council of Governors approval as a significant transaction.
- C.1.2 The Trust's Board of Directors can by exception define an activity as a major project that does not meet the criteria in C.1.1, but which it requires to undergo the same level of scrutiny.

C.2 DEVELOPMENT AND APPROVAL

- C.2.1 All major projects are to be considered by the Finance & Digital Committee prior to going forward for approval by the Board of Directors.
- C.2.2 Unless by exception agreed with the Chief Executive Officer, proposals should be supported by an investment appraisal considered by the Investment Appraisal Group. Any exception should be reported to the Audit Committee.
- C.2.3 Those major projects that are also significant transactions are to be authorised by the Council of Governors.

C.3 PROJECT MANAGEMENT

- C.3.1 All major projects will be managed and delivered according to standard project management methodology with the following criteria:
- each project will have an executive sponsor and an identified project lead;
 - each project will have a Quality Impact Assessment (QIA) and Equality Impact Assessment (EQIA) undertaken;
 - each project will have its own project group supported by clear terms of reference, project management statement and project objectives;
 - a clear timeline and separate budget will be set for each project;
 - a process for appropriate patient, commissioner, governor engagement will be set for each project
 - the progress of the project will be reported to the ~~Hospital Management Committee~~ Strategy & Transformation Committee against the objectives of the project, timeline and budget;

- where relevant, the Hospital Management Committee should receive updates on the progress of the project;
- each project will have risk assessment detailed in the project documentation or on the Trust's risk management system;
- progress on each project will be reported to the Board of Directors through a relevant Executive Director's report, the **Strategic Development and Transformation** Committee or by exception through a time-limited committee of the Board of Directors set up specifically to lead the project;
- dedicated project records are to be maintained throughout the project and securely archived for future reference, with records kept in line with the Trust's retention of records policy;

C.4 POST PROJECT IMPLEMENTATION REVIEW

- C.4.1 All major projects are subject to post project implementation review to demonstrate the delivery of the objectives of the project and to provide a benefits realisation.
- C.4.2 The plans for post project implementation review should be included in the original project management statement.