



# STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

## Document Control Sheet

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<b>Document Author</b>	Trust Secretary
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<b>Head of Department signature</b>	<i>Y Cruston.</i>
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## STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

### FOREWORD

The North East Ambulance Service NHS Foundation Trust (“the Trust”) is a public benefit corporation that was established in accordance with the provisions of the National Health Service Act 2006.

NHS Foundation Trusts are governed by a regulatory framework that confers the functions of the Trust and comprises: Acts of Parliament and in particular the National Health Service Act 2006 (“the 2006 Act”), the Health and Social Care Act 2012 and their Constitutions.

These Standing Orders, together with the Trust’s Standing Financial Instructions, provide a comprehensive business and regulatory framework for the conduct of the activities of the Trust. They fulfil the dual role of protecting the Trust’s interests and protecting staff from any possible accusation that they might have acted less than properly.

The Board of Directors will conduct its business in as open a way as possible and will observe the Nolan Principles of Public Life of:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

These Standing Orders are for the regulation of the proceedings and Business of the **Board of Directors**

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## 1. INTERPRETATION

1.1 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 Secretary, Chief Executive and Director of Finance & Resources & Resources.

1.2 Any expression to which a meaning is given in the Health Service Acts or in the Regulations or Orders made under the Acts shall have the same meaning in this interpretation and in addition:

“ACCOUNTING OFFICER” shall be the Officer responsible and accountable for funds entrusted to the Trust. He/she shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive

“AUDIT COMMITTEE” means a committee whose functions are concerned with the arrangements for internal control, financial reporting and internal auditing to ensure transparency and accuracy

“BOARD/BOARD OF DIRECTORS” means the Chair, Executive and Non-Executive Directors of the Trust collectively as a body

“BUDGET” shall mean a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust

“CHAIR” is the person appointed by the Council of Governors to lead the Board and the Council of Governors and to ensure that they successfully discharge their overall responsibility for the Trust as a whole. The expression, ‘Chair’, shall be deemed to include Deputy Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable. The term Chair shall also, for the purposes of Standing Orders refer to the person appointed by Board members to preside in exceptional circumstances should either the Chair or Deputy Chair be temporarily unavailable

“CHIEF EXECUTIVE” shall mean the Chief Officer of the Trust

“COMMITTEE” shall mean a committee appointed by the Board of Directors

“COMMITTEE MEMBERS” shall be persons formally appointed by the Board of Directors to sit on or to Chair specific committees

“DEPUTY CHAIR” means the Non-Executive Director appointed by the Council of Governors to take on the Chair’s duties if the Chair is absent for any reason

“DIRECTOR OF FINANCE & RESOURCES & RESOURCES” shall mean the Chief Finance Officer of the Trust

“EXECUTIVE DIRECTOR” means an employee of the Trust holding executive office



“FUNDS HELD ON TRUST” shall mean those funds which the Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under Section 47(2)(c) of the National Health Service Act 2006. Such funds may or may not be charitable

“MEMBER” means a person registered as a member of a Constituency in terms of paragraphs 6 and 7 of this Constitution

“MONITOR” is the former Regulator appointed under the National Health Service Act 2006 to regulate NHS Foundation Trusts. From 1<sup>st</sup> April 2016 Monitor became part of NHS Improvement.

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

“NHS IMPROVEMENT” is the Independent Regulator for Foundation Trusts from 1<sup>st</sup> April 2016.

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

“NON-EXECUTIVE DIRECTOR” means a Director of the Trust who is appointed for their independence and expertise but who does not hold executive office

“OFFICER” means an employee of the Trust or any other person holding a paid appointment or office with the Trust

“SFIs” means Standing Financial Instructions

“SOs” means Standing Orders

“TRUST” means the North East Ambulance Service NHS Foundation Trust

“SECRETARY” means the Trust Secretary whose role will be to provide independent advice on corporate governance issues to the Chair, Council of Governors and Board of Directors and monitor the Trust’s compliance with these Standing Orders, the Constitution, the terms of the Licence issued by the Independent Regulator, statutory provisions and guidance.

## **2. THE BOARD OF DIRECTORS – ITS COMPOSITION, ROLE, APPOINTMENTS AND INDEMNITY ARRANGEMENTS**

- 2.1. All business conducted by the Board of Directors shall be conducted in the name of the Trust. All decisions must be taken objectively in the interests of the Trust
- 2.2. All funds received in Trust shall be held in the name of the Trust as corporate trustee. In relation to funds held on trust, powers exercised by the Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised as a Trust



- 2.3. The powers of the Trust, established under statute, shall be exercised by the Board at its meeting except as stated in Standing Order 5
- 2.4. The Board of Directors has resolved that certain powers and decisions may only be exercised or made by the Board. These powers and decisions shall be set out in “Reservation of Powers to the Board” and should be read in conjunction with the Standing Orders. The Board of Directors must adopt Standing Financial Instructions (SFIs), setting out the responsibilities of individuals and this should be read in conjunction with Standing Orders

## **2.5. COMPOSITION OF THE BOARD OF DIRECTORS**

The composition of the Board of Directors will be:

- The Non-Executive Chair of the Trust
- 5 - 7 other Non-Executive Directors
- 5 - 7 Executive Directors including:
  - the Chief Executive
  - the Director of Finance & Resources
  - a registered medical or dental practitioner
  - a registered nurse or midwife

## **2.6. ROLE OF BOARD AND ITS DIRECTORS**

The role of the Board of Directors is to provide active leadership of the NHS Foundation Trust within a framework of prudent and effective controls which enables risk to be assessed and managed. The Board of Directors and each Director individually, has a duty to promote the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public.

It is responsible for ensuring compliance with its terms of its Licence, its Constitution, mandatory guidance issued by the Independent Regulator, relevant statutory requirements and contractual obligations. In doing so, it should ensure it retains the necessary skills within its Board of Directors and puts in place appropriate succession planning.

The Board as a whole is responsible for ensuring the quality and safety of services, setting the Trust’s strategic aims, taking into consideration the views of the Council of Governors, ensuring that the necessary financial and human resources are in place and agreeing the Trust’s values and standards of conduct.

The Board of Directors is responsible for ensuring that relevant metrics, measures, milestones and accountabilities are developed and agreed so as to understand and assess progress and delivery of performance. Where appropriate and, in particular, in high risk or complex areas, will commission independent advice to provide an adequate and reliable level of assurance.

The Board includes:



## 2.6.1. Executive Directors

Executive Directors will exercise their authority within the terms of these Standing Orders and the Trust's Standing Financial Instructions and the Scheme of Delegation.

## 2.6.2. Chief Executive

The Chief Executive is responsible for the overall performance of the executive functions of the Trust and is the Accounting Officer who shall be responsible for ensuring the discharge of obligations under Financial Directions and in line with the requirements of the NHS Foundation Trust Accounting Officer Memorandum.

## 2.6.3. Director of Finance & Resources

The Director of Finance & Resources & Resources shall be responsible for the provision of financial advice to the Trust for the supervision of financial control and accounting systems and will be responsible, along with the Chief Executive, for ensuring the discharge of obligations under relevant Financial Directions.

## 2.6.4. Non-Executive Directors

The Non-Executive Directors 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, or when Chairing, a committee of the Trust which has delegated powers.

Non-Executive Directors should receive the necessary information and feel able to raise appropriate challenge of recommendations or decisions of the Board, in particular making full use of their skills and experience gained both as a Director of the Foundation Trust and also in other leadership roles.

They should expect and apply similar standards of care and quality in their role as a Non-Executive Director of an NHS Foundation Trust as they would in other similar roles.

## 2.6.5. Chair

The Chair is responsible for the operation of the Board and will Chair all Board meetings when present. The Chair has certain delegated executive powers. The Chair must comply with the terms of appointment and with these Standing Orders.

The Chair will take responsibility either directly or indirectly for the induction of the Non-Executive Directors, their portfolios of interests and assignments, and their performance.

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.

## 2.7. APPOINTMENTS – CHAIR AND NON-EXECUTIVE DIRECTORS



The Chair and Non-Executive Directors are appointed and removed by the Council of Governors.

- 2.7.1. **Deputy Chair** - The Council of Governors, at a general meeting of the Council of Governors, shall appoint one of the Non-Executive Directors as Deputy Chair for such a period as they may specify (not to exceed the remainder of his term as a Non-Executive Director).
- 2.7.2. **Senior Independent Director** - the Board of Directors may appoint one of the Non-Executive Directors to be the Senior Independent Director, in consultation with the Council of Governors. The Senior Independent Director could be the Deputy Chair.

## **2.8. TERMS OF OFFICE OF THE CHAIR AND MEMBERS OF THE BOARD**

- 2.8.1. The 2006 Act presents how appointments to the Board are to be made and the Trust shall have the relevant nominations processes for identification and nominations of Executive and Non-Executive Directors, as set out in The NHS Foundation Trust Code of Governance and in accordance with this the Trust's Constitution.
- 2.8.2. The Board shall have a Trust Secretary, who, under the direction of the Chair, shall ensure good information flows within the Board and Council of Governors and their committees, between Directors and members of the Council of Governors, and between senior management and the Board. The Trust Secretary shall also advise the Board and Council of Governors on all governance matters and shall facilitate induction and professional development as required.
- 2.8.3. A Director of the Trust, who has acted honestly and in good faith will not have to meet out his or her own personal resources any personal civil liability which is incurred in the execution or purported execution of his or her function as a Director save where the Director has acted recklessly. On behalf of the Directors and as part of the Trust's overall insurance arrangements, the Board of Directors shall put in place appropriate insurance provision to cover such indemnity
- 2.8.4. Non-Executive Directors may, at the Trust's expense, seek external advice or appoint an external adviser on any material matter of concern provided the decision to do so is a collective one by the majority of Non-Executive Directors.

## **3. MEETINGS OF THE BOARD OF DIRECTORS**

### **3.1. ADMISSION OF THE PUBLIC AND THE PRESS**

The public and representatives of the press shall be afforded facilities to attend all formal meetings where invitations are open to the press and public of the Board of Directors but shall be required to withdraw upon the Board of Directors resolving (as follows):

Provision is made for parts of the meeting to be held in closed session, where the Board of Directors resolves the following:



*"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"*

- 3.2 The Chair or Deputy Chair shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Board of Directors resolving (as follows):

*"that in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board of Directors to complete business without the presence of the public"*

### **3.3. CONFIDENTIALITY**

- 3.3.1. Nothing in these Standing Orders shall require the Board of Directors 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 of Directors. Proceedings shall not be transmitted in any manner whatsoever without the prior agreement of the Board of Directors.
- 3.3.2. Matters to be dealt with by the Board of Directors following the exclusion of representatives of the press, and other members of the public shall be confidential to the members of the Board of Directors.
- 3.3.3. Directors and Officers or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Board of Directors meeting, without the expressed permission of the Board of Directors. This prohibition shall apply equally to the content of any discussion during the Board of Directors' meeting which may take place on such reports or papers.

### **3.4. CALLING MEETINGS**

- 3.4.1. The Chair of the Trust may call a meeting of the Board of Directors at any time.
- 3.4.2. The Directors may require the Chair to convene a meeting by presenting a request for that purpose, signed by at least one-third of the whole of the Board of Directors. If the Chair refuses to call a meeting after receipt of a request, or fails to convene a meeting within seven days of receipt of a request, the Directors who signed the request may convene a meeting of the Board of Directors in default of the Chair.

### **3.5. NOTICE OF MEETINGS**

- 3.5.1. Before each meeting of the Board of Directors, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair or the Secretary or by an officer authorised by the Chair to sign on his behalf shall be delivered to every Director, or sent by post to the usual place



of residence of such Director, so as to be available to him at least five clear days before the meeting but will certainly be despatched no later than three clear days before the meeting, save in emergency.

- 3.5.2. A notice shall be presumed to have been served one day after posting. Want of service of the notice on any Director shall not affect the validity of a meeting.
- 3.5.3. In the case of a meeting called by Directors in default of the Chair (see 3.4.2), the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice or emergency motions allowed under these Standing Orders.
- 3.5.4. Before each meeting of the Board of Directors a public notice of the time and place of the meeting, and the public part of the Agenda, shall be displayed at the Trust's office at least three clear days before the meeting.

### **3.6. SETTING THE AGENDA**

- 3.6.1. The Board of Directors may determine that certain matters shall appear on every agenda for a meeting and shall be addressed prior to any other business being conducted.
- 3.6.2. A Director desiring a matter to be included on an agenda shall make his request in writing to the Chair 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.

### **3.7. PETITIONS**

- 3.7.1. Where a petition has been received by the Trust, the Chair of the Board of Directors shall include the petition as an item for the agenda of the next Board of Directors meeting subject to the powers granted to the Chair by these Standing Orders to regulate arrangements for Board of Directors' meetings.

### **3.8. CHAIR OF MEETING**

- 3.8.1. At any meeting of the Board of Directors, the Chair of the Board of Directors shall preside. If the Chair is absent from the meeting, the Deputy Chair shall preside. In the absence of the Chair and Deputy Chair, the Directors will select a Non-Executive Director from those present to preside.
- 3.8.2. If the Chair is absent temporarily on the grounds of a declared conflict of interest, the Deputy Chair shall preside. If the Chair and Deputy Chair are absent, or are disqualified from participating, the Directors will select a Non-Executive Director from those present to preside.

### **3.9. CHAIR'S RULING**



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

### **3.10. ANNUAL PUBLIC MEETING**

The Trust will publicise and hold an annual public meeting.

### **3.11. NOTICES OF MOTION**

3.11.1. A Director desiring to move or amend a motion shall send a written notice thereof at least 10 clear days before the meeting to the Chair, who shall insert in the agenda for the meeting. It must also be seconded by another Director. All notices so received are subject to the notice given being permissible under governing regulations. This paragraph shall not prevent any motion being withdrawn or moved during the meeting, without notice on any business mentioned on the agenda.

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

3.11.3. Notice of motion to amend or 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. When any such motion has been disposed of by the Board of Directors, it shall not be competent for any Director other than the Chair to propose a motion to the same effect within six months; however the Chair may do so if he considers it appropriate.

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

3.11.5. 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) the appointment of an ad hoc committee to deal with a specific
- d) item of business;
- e) a motion resolving to exclude the public (including the press);
- f) that the meeting proceed to the next business (\*); or
- g) that the motion be now put (\*)

\* In the case of sub-paragraphs denoted by (\*) above to ensure objectivity, motions may only be put by a Director who has not previously taken part in the debate and who is eligible to vote.

Such a motion, if seconded, shall be disposed of before the motion which was originally under discussion or about to be discussed. No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion



- 3.11.6. Subject to the agreement of the Chair, a Director may give written notice of an emergency motion after the issue of the notice of the 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 at the commencement of the business of the meeting as an additional agenda item included in the agenda. The Chair's decision to include the item is final.
- 3.11.7. The Chair may exclude from the debate at his discretion any such motion of which notice was not given on the notice summoning the meeting, other than a motion relating to:
- a) the reception of a report;
  - b) consideration of any item of business before the meeting;
  - c) the accuracy of the minutes;
  - d) that the Council of Governors proceed to next business; or
  - e) that the question be now put.

### **3.12. VOTING**

- 3.12.1. A question at a meeting may be determined, at the discretion of the Chair, by a majority of the votes of the Directors present and voting on the question. In the case of the number of votes for and against a motion being equal, the Chair of the meeting shall have a second or casting vote.
- 3.12.2. 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 Directors present so request.
- 3.12.3. If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained.
- 3.12.4. If a Director so requests, his vote shall be recorded by name upon any vote (other than by paper ballot).
- 3.12.5. In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.
- 3.12.6. An officer who has been appointed formally by the Board of Directors to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An officer attending the Board of Directors to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An officer's status when attending a meeting shall be recorded in the minutes.

### **3.13. MINUTES OF MEETINGS OF THE BOARD OF DIRECTORS**

- 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 signed by the person presiding at it.



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 at the next meeting.

3.13.3. Minutes shall be circulated in accordance with Directors' wishes. Where providing a record of a public meeting, the minutes shall be made available to the public.

### **3.14. RECORD OF ATTENDANCE**

13.14.1 The names of the Directors present at the meeting shall be recorded in the minutes.

### **3.15. QUORUM**

3.15.1. No business shall be transacted at a meeting of the Board of Directors unless at least one-third of the whole number of the Directors appointed, (including at least one Non-Executive Director and one Executive Director) are present.

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

3.15.3. If a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest, 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. The above requirement for at least one Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board of Directors considers the recommendations of the Remuneration and Terms of Service Committee). The above requirement for at least one Non-Executive Director to form part of the quorum shall not apply where the Non-Executive Directors are excluded from a meeting.

### **3.16. ADJOURNMENT OF MEETINGS**

3.16.1. The Board of Directors may, by resolution, adjourn any meeting to some other specified date, place and time and such adjourned meeting shall be deemed a continuation of the original meeting. No business shall be transacted at any adjourned meeting which was not included in the agenda of the meeting of which it is an adjournment.

3.16.2. When any meeting is adjourned to another day, other than the following day, notice of the adjourned meeting shall be sent to each Director specifying the business to be transacted.

### **3.17. OBSERVERS AT BOARD OF DIRECTORS' MEETINGS**

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



## **4. ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION**

4.1. Subject to the Constitution, terms of the licence issued by the Independent Regulator, statutory provisions, the Board of Directors may make arrangements for the exercise, on behalf of the Trust, of any of its functions:

- a) by a committee or sub-committee, appointed by virtue of these Standing Orders;
- b) by a Director or officer of the Trust; or
- c) by another body as defined in these Standing Orders

In each case, subject to such restrictions as the Board thinks fit.

### **4.2. EMERGENCY POWERS**

4.2.1. The powers which the Board has retained to itself within these Standing Orders may, in emergency, be exercised, jointly by the Chief Executive and the Chair after having consulted at least two other Non-executive Directors.

The exercise of such powers by the Chief Executive and the Chair shall be reported to the next formal meeting of the Board for noting.

### **4.3. DELEGATION TO COMMITTEES**

4.3.1. 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 the Constitution, terms of the Licence issued by the Independent Regulator, statutory provisions. 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 of Directors.

4.3.2. When the Board of Directors is not meeting as the Trust in public session, it shall operate as a committee and may only exercise such powers as may have been delegated to it by the Trust in public session.

### **4.4. DELEGATION TO OFFICERS**

4.4.1. Those functions of the Trust which have not been retained as reserved to the Board of Directors or delegated to a committee, sub-committee or joint committee shall be exercised on behalf of the Board by the Chief Executive. The Chief Executive shall determine which functions he will perform personally and shall nominate officers to undertake the remaining functions for which they will still retain accountability to the Board.

4.4.2. The Chief Executive shall prepare a Schedule of Decisions Reserved to the Board and Scheme of Delegation by the Board, identifying their proposals which shall be considered and approved by the Board, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board as indicated above.



- 4.4.3. Nothing in the Scheme of Delegation by the Board shall impair the discharge of the direct accountability of the Executive Directors to the Board of the Directors to provide information and advise the Board in accordance with the Constitution, Authorisation, statutory provisions.
- 4.4.4. The arrangements made by the Board as set out in the Standing Financial Instructions, Scheme of Delegation and Schedule of Decisions Reserved to the Board shall be read in conjunction with these Standing Orders.
- 4.4.5. If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification. All Directors and officers have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

## 5. COMMITTEES

- 5.1. Subject to the Constitution and any statutory provisions, the Board of Directors may and, if directed, shall appoint committees of the Trust, consisting wholly or partly of the Chair and Directors or wholly of persons who are not members of the Board of Directors.
- 5.2. A committee so formed under SO 5.1 may appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include members of the Board of Directors) or wholly of persons who are not members of the Trust committee (whether or not they include members of the Board of Directors).
- 5.3. These Standing Orders, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committees established by the Board of Directors.
- 5.4. Each such committee or sub-committee shall have such Terms of Reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board shall decide. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 5.5. Where committees are authorised to establish sub-committees, they may not delegate their executive powers to the sub-committee unless expressly authorised by the Board.
- 5.6. The Board shall approve the appointments to each of the committees which it has formally constituted. Where the Board determines that persons, who are neither Non-Executive Directors nor Directors, shall be appointed to a committee, the terms of such appointment shall be defined by the Board. Those appointed would be entitled to the payment of travelling and other allowances.
- 5.7. Where the Trust is required to appoint persons to a committee and/or to undertake statutory functions as required by the Independent Regulator, and where such appointments are to operate independently of the Board of Directors, such appointments shall be made in accordance with the regulations and directions laid down by the Board of Directors.
- 5.8. The major committees established by the Board of Directors are:



- Audit Committee
- Nomination and Remuneration Committee
- Quality Committee
- Finance Committee
- Workforce Committee
- Charitable Funds Committee

5.9. The Board of Directors may establish other committees, sub committees and joint committees, including ad hoc committees, sub committees and joint committees at its discretion without requirement to amend these standing orders.

## **5.10. CONFIDENTIALITY**

5.10.1. A member of the Board of Directors 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 shall resolve that it is confidential or embargoed.

## **6. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS**

### **6.1. DECLARATION OF INTERESTS**

6.1.1. Paragraph 9.14 of the Constitution requires Board members to declare interests which are relevant and material to the Board of which they are a member. All existing members of the Board should declare such interests. Any Board members appointed subsequently should do so on appointment and annually thereafter.

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

- a) Directorships, including Non-Executive Directorships held in private companies or public limited companies (with the exception of those of dormant companies);
- b) Ownership of, part-ownership of, or employment with private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
- c) Significant or controlling share-holdings (more than 5%) in organisations likely or possibly seeking to do business with the NHS;
- d) A position of trust in a charity or voluntary organisation;
- e) Any connection with a voluntary or other organisation;
- f) Any other commercial interest in the issue before the meeting;
- g) Ministerial appointments made by or behalf of Ministers;
- i) Positions in elected public office, for example as a District or County Councillor, MP or MEP; and
- j) Public appointments.



- 6.1.3. If Board members have any doubt about the relevance of an interest, this should be discussed with the Chair or the Trust Secretary.
- 6.1.4. At the time Board members' interests are declared, they should be recorded in the Board minutes. Any changes in interests should be declared at the next Board meeting following the change occurring.
- 6.1.5. 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.
- 6.1.6. During the course of a Board meeting, if a conflict of interest is established, the Board member concerned should withdraw from the meeting and play no part in the relevant discussion (unless the Board decides otherwise) or decision.
- 6.1.7. The interests of Board members' spouses or cohabiting partners should be regarded as relevant and should be disclosed.
- 6.1.8. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.
- 6.1.9. Directors have a duty not to accept benefits from a third party by virtue of their being a Director or for doing or not doing anything in their capacity as a Director.

## **6.2. REGISTER OF INTERESTS**

- 6.2.1. In accordance with paragraph 10 of the Constitution, a Register of Interests will be established to record formally declarations of interests of Board members. In particular, the Register will include details of all directorships and other relevant and material interests that have been declared by both Executive and Non-Executive Directors, as defined in Standing Order 6.1.2.
- 6.2.2. These details will be kept up to date by means of a monthly review of the Register in which any changes to interests declared during the preceding month will be incorporated.
- 6.2.3. Subject to any contrary regulations being passed, the Register will be available for inspection by the public free of charge. The Trust Secretary will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.
- 6.2.4. Copies or extracts of the Register will be provided to members of the NHS Foundation Trust free of charge and within a reasonable time period of the request. A reasonable charge may be imposed on non-members for copies or extracts of the Register.

## **7. DISABILITY OF CHAIR AND DIRECTORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST**



Order: 7.1. For the sake of clarity, the following definition of terms is to be used in interpreting this Standing Order:

7.1.1. "spouse" shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse);

7.1.2. "contract" shall include any proposed contract or other course of dealing;

## 7.2. "PECUNIARY INTEREST"

For the purpose of this Standing Order, the Chair or a Director shall be treated as indirectly having a pecuniary interest in a contract if:

(a) he/she or a nominee of him, is a Director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matters under consideration; or

(b) he/she is a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in same

## 7.3. EXCEPTION TO PECUNIARY INTERESTS

7.3.1. A person shall not be regarded as having a pecuniary interest in any contract if:

a) neither he/she nor any person connected with him/her has any beneficial interest in the securities of a company of which he/she or such person appears as a member;

b) any interest that he/she or any person connected with him/her may have in the contract is so remote or insignificant that it cannot be reasonably regarded as likely to influence him/her in relation to considering or voting on that contract; or

## 7.4. EXCLUSION IN PROCEEDINGS OF THE BOARD

7.4.1. Subject to the following provisions of this Standing Order, if the Chair or any member of the Board of Directors 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 shall not take part in the consideration or discussion of the contract or other matter, without the Chair of the meeting's agreement, or vote on any question with respect to it.

7.4.2. The Board of Directors shall exclude the Chair or a Director from a meeting of the Board of Directors while any contract, proposed contract or other matter in which he/she has a pecuniary interest, is under consideration.



- 7.4.3. Any remuneration, compensation or allowances payable to a member in the course of their duty to the Chair or a member of the Board shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- 7.4.4. This Standing Order applies to a committee, sub-committee or joint committee as it applies to the Trust and applies to a member of any such committee, subcommittee or joint committee (whether or not he is also a Director of the Trust) as it applies to a Director of the Trust.

## **8. STANDARDS OF BUSINESS CONDUCT**

- 8.1. Directors should comply with the national guidance contained in HSG 1993/05 and the Trust's own Standards of Business Conduct policy documents.

### **8.2. INTERESTS OF OFFICERS IN CONTRACTS**

- 8.2.1. Any Director or officer of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract which he/she or any person connected with him/her has any pecuniary interest, director or indirect, the officer shall declare their interest by giving notice in writing of such fact to the Chief Executive or the Trust Secretary as soon as practicable.
- 8.2.2. A Director or officer must also declare to the Chief Executive any other employment or business or other relationship of him/her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust. The Trust requires interests, employment or relationships so declared by staff to be entered in a register of interests of staff.

### **8.3. CANVASSING OF AND RECOMMENDATIONS BY, MEMBERS IN RELATION TO APPOINTMENTS**

- 8.3.1. Canvassing of members of the Board of Directors or members of any committee of the Board of Directors directly or indirectly for any appointment by the Trust shall disqualify the candidate from 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.
- 8.3.2. A member of the Board of Directors shall not solicit for any person any appointment by the Board of Directors or recommend any person for such appointment: but this paragraph of this Standing Order shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Board of Directors.
- 8.3.3. Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

### **8.4. RELATIVES OF MEMBERS OF THE BOARD OF DIRECTORS**

- 8.4.1. Candidates for any staff appointment shall, when making application, disclose in writing whether they are related to any member of the Board or the holder of any office within the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.



- 8.4.2. The Chair, and every Director of the Trust, shall disclose to the Chief Executive any relationship with a candidate of whose candidature that the Chair, members or Director is aware. It shall be the duty of the Chief Executive or nominated Director to report to the Board of Directors any such disclosure made.
- 8.4.3. On appointment, the Chair and members of the Board (and prior to acceptance of an appointment in the case of Directors) should disclose to the Board of Directors whether they are related to any other member or holder of any office under the Trust.
- 8.4.4. Where the relationship of a Director or another member of the Board or another member of the Trust is disclosed, the Standing Order headed "Disability of Directors in proceedings on account of pecuniary interest" shall apply.

## 9. RESOLUTION OF DISPUTES WITH THE COUNCIL OF GOVERNORS

- 9.1. The Board of Directors and Council of Governors must be committed to develop and maintain a constructive and positive relationship. The aim at all times should be to resolve any potential or actual differences of opinion quickly, through discussion and negotiation.
- 9.2. The Council of Governors has three main roles:
- **Advisory** – Communicating to the Board the wishes of members of the Council of Governors and the wider community
  - **Guardianship** – Ensuring that the Trust is operating in accordance its Terms of Authorisation. In this regard it acts in a trustee role for the welfare of the organisation
  - **Strategic** – Advising on a longer term direction to help the Board effectively determine its policies
- 9.3. The Board of Directors has overall responsibility for running the affairs of the Trust. Its role is to:
- Note advice from, and consider the views of the Council of Governors
  - Promote the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public
  - Set a the strategic direction and leadership of the Trust
  - Ensure the terms of the Licence issued by the Independent Regulator are complied with
  - Set organisational and operational targets
  - Assess, manage and minimise risk
  - Assess achievement against the above objectives
  - Ensure that action is taken to eliminate or minimise, as appropriate, adverse deviations from objectives



- Ensure that the highest standards of Corporate Governance are applied throughout the organisation

9.4. In recognising the different roles of the Board of Directors and Council of Governors, a **disputes resolution procedure** has developed. If, through informal efforts, the Chair cannot achieve resolution of a disagreement or conflict, the Chair will follow the procedure in accordance with this Constitution (**Annex 8**).

9.5. Where the dispute or disagreement relates to a proposal to remove a Governor from the Council of Governors and as to whether this is justified, an independent assessor agreeable to both parties should be requested to consider the evidence and conclude whether the proposed removal is reasonable or otherwise.

## 10. BOARD PERFORMANCE

The Chair, with the assistance of the Secretary, shall lead, at least annually, a performance assessment process for the Board. This process should act as the basis for determining individual and collective professional development programmes for Directors.

## 11. CUSTODY OF SEAL, SEALING OF DOCUMENTS

11.1. The Trust seal shall be kept by the Secretary in a secure place.

11.2. The Trust seal shall be affixed under the authority of the Board of Directors or by a committee thereof where the Board of Directors has delegated its powers.

11.3. Before any building, engineering, property or capital document is sealed, it must be approved and signed by the Director of Finance & Resources (or an officer nominated by him/her) and authorised and countersigned by the Chief Executive (or an officer nominated by him/her who shall not be within the originating directorate).

## 12. REGISTER OF SEALING

12.1 An entry of every sealing shall be made and numbered consecutively in a register provided for that purpose. The register shall include details of the date of the sealing, the nature of the document and the persons who shall have approved and authorised same, including those who attested the seal. A report of all sealings shall be made to the Board at least annually and shall include details of the seal number, the description of the document and the date of the sealing.

## 13. SIGNATURE OF DOCUMENTS



13.1. 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, or in his/her absence, an Executive Director, unless any enactment otherwise requires or authorises, or the Board of Directors shall have given the necessary authority to some other person for the purpose of such proceedings.

13.2. The Chief Executive (or nominated officer) shall be authorised, by resolution of the Board of Directors, to sign on behalf of the Trust any agreement or other document not requested to be executed as a deed, the subject matter of which has been approved by the Board of Directors or any committee, sub-committee or standing committee with delegated authority.

## **14. STANDING ORDERS**

### **14.1. WAIVER OF STANDING ORDERS**

14.1.1. Except where this would contravene any provision of the Constitution or any direction made by the Independent Regulator of NHS Foundation Trusts, any one or more of the Standing Orders may be waived at any meeting, provided that at least two-thirds of the Directors are present, including one Executive Director and one Non-Executive director, and that a majority of those present vote in favour of suspension.

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

14.1.3. The Audit Committee shall review every decision to waive Standing Orders.

### **14.2. VARIATION AND AMENDMENT OF STANDING ORDERS**

14.2.1. These Standing Orders shall be amended only if:

- a) a notice of motion has been given;
- b) no fewer than half the total of the Trust's Non-Executive Directors vote in favour of amendment;
- c) at least two-thirds of the Directors are present; and
- d) the variation proposed does not contravene a statutory provision or direction made by the Regulator of NHS Foundation Trusts and is approved by the Independent Regulator of NHS Foundation Trusts

### **14.3. DISSEMINATION AND RESPONSIBILITIES**

14.4. It is the duty of the Chief Executive to ensure that existing Directors and officers and all new appointees to the Board of Directors are notified of and understand their responsibilities within these Standing Orders, Standing Financial Instructions, the Scheme of Delegation and Schedule of Decisions Reserved to the Board. Updated copies shall be issued to staff designated by the Chief Executive. New designated Officers shall be informed in writing and shall receive copies where appropriate in Standing Orders.



**14.5. REVIEW OF STANDING ORDERS**

These Standing Orders will be reviewed annually.



## VERSION CONTROL- STANDING ORDERS

Version	Date	Author	Status	Comment
1	November 2011	Dorothy Teasdale	Ratified	Amendments required following Authorisation as a Foundation Trust
2	April 2013	Dorothy Teasdale	Ratified	Amendments required following H&SC Act 2013
3	April 2016	Jennifer Boyle		Minor amendments made to referencing, and declaration of interests <i>(Note that this is Q-Pulse version 1)</i>