

Standing Orders

(Extract from Standing Orders and Standing Financial Instructions Policy)

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Contents

1	Interpretation and Definitions	3
2	Introduction	5
3	The Trust Board - Membership, Tenure and Roles.....	6
4	Meetings of the Trust.....	9
5	Appointment of Committees and Sub-Groups.....	14
6	Arrangements for the Exercise of Trust Functions by Delegation	16
7	Overlap with other Trust Policy Statements, Regulations and Standing Financial Instructions	18
8	Duties and Obligations of Board Members under these Standing Orders	18
9	Custody of Seal, Sealing of Documents, Signature of Documents	23
10	Miscellaneous.....	23
11	Scheme of Reservation and Delegation.....	24
12	Decisions/Duties Delegated by the Board to Committees.....	27
13	Scheme of Delegation.....	31
14	Scheme of Delegation.....	33
15	Scheme of Delegation of Powers	35
16	Scheme of Delegation.....	36

Foreword

The purpose of these Standing Orders and Standing Financial Instructions is to regulate the proceedings and business of Avon & Wiltshire Mental Health Partnership NHS Trust.

These documents fulfil the dual role of protecting the Trust's interests and protecting staff from any possible accusation that they have acted less than properly.

The Standing Orders and Standing Financial Instructions provide a comprehensive business framework and observe the spirit of the NHS Constitution. All Executive and Non-executive Directors, and all members of staff, must be aware of the existence of these documents and where necessary, be familiar with the detailed provisions. The NHS Constitution sets out the rights and responsibilities of service users and staff. The Health and Social Care Act 2012 places a duty on all providers of NHS services to have regard to the NHS constitution in performing its NHS functions.

The Standing Orders incorporate provisions of the National Health Service Trusts (Membership and Procedure) Regulations 1990 SI (1990) 2024 as amended by SI (1990) 2160 and SI (1996) 1755. Collectively these documents must comprehensively cover all aspects of financial management and control. In effect, they set the business rules which Board members and officers must follow when taking action on behalf of the Board.

1 Interpretation and Definitions

- 1.1 Save as otherwise permitted by law, at any meeting the Chairman of the Trust shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive and/or the Company Secretary).
- 1.2 Any expression to which a meaning is given in the National Health Service Act 1977, National Health Service and Community Care Act 1990 and other Acts relating to the National Health Service or in the Financial Regulations made under the Acts shall have the same meaning in these Standing Orders and Standing Financial Instructions and in addition:
- 1.2.1 "Accountable Officer" means the NHS Officer responsible and accountable for funds entrusted to the Trust. The officer shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.
 - 1.2.2 "Trust" means the Avon & Wiltshire Mental Health Partnership NHS Trust.
 - 1.2.3 "Board" means the Chairman, Non-executive Directors, Executive Directors and Non-voting Executive Directors of the Trust collectively as a body.
 - 1.2.4 "Budget" means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.
 - 1.2.5 "Budget holder" means the director or employee with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation.
 - 1.2.6 "Chairman of the Board (or Trust)" is the person appointed by the Secretary of State for Health to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression "the Chairman of the Trust" shall be deemed to include the Vice-Chairman of the Trust if the Chairman is absent from the meeting or is otherwise unavailable.
 - 1.2.7 "Chief Executive" means the chief officer of the Trust.
 - 1.2.8 "Commissioning" means the process for determining the need for and for obtaining the supply of healthcare and related services by the Trust within available resources.
 - 1.2.9 "Committee" means a committee or sub-committee created and appointed by the Trust.
 - 1.2.10 "Committee members" means persons formally appointed by the Board to sit on or to chair specific committees.
 - 1.2.11 "Contracting and procuring" means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets.
 - 1.2.12 "Executive Director of Resources" means the Chief Financial Officer of the Trust.
 - 1.2.13 "Executive Director" means senior trust manager appointed by the Chief Executive with a title of Director (or Company Secretary), who is part of the executive team and is a member of the Board with or without rights to vote at the Board.
 - 1.2.14 "Funds held on trust" shall mean those funds which the Trust holds on date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept under powers derived under S.90 of the NHS Act 1977, as amended. Such funds may or may not be charitable.
 - 1.2.15 "Member" means a member of the Board as the context permits. Member in relation to the Board does not include its Chairman.
 - 1.2.16 "Associate Member" means a person appointed to perform specific statutory and non-statutory duties which have been delegated by the Trust Board for them to perform and these duties have been recorded in an appropriate Trust Board minute or other suitable record.

- 1.2.17 "Membership, Procedure and Administration Arrangements Regulations" means NHS Membership and Procedure Regulations (SI 1990/2024) and subsequent amendments.
- 1.2.18 "Nominated officer" means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.
- 1.2.19 "Non-executive Director" has the same meaning as Non-officer member
- 1.2.20 "Non-officer member" means a member of the Trust who is not an officer of the Trust and is not to be treated as an officer by virtue of regulation 1(3) of the Membership, Procedure and Administration Arrangements Regulations.
- 1.2.21 "Non-voting Executive Director" means senior trust manager appointed by the Chief Executive with a title of Director, who is part of the executive team and regularly attends the Board meeting but has no rights to vote at the Board.
- 1.2.22 "Officer" means employee of the Trust or any other person holding a paid appointment or office with the Trust.
- 1.2.23 "Officer member" means a member of the Trust who is either an officer of the Trust or is to be treated as an officer by virtue of regulation 1(3) (i.e. the Chairman of the Trust or any person nominated by such a Committee for appointment as a Trust member).
- 1.2.24 "Secretary" means the person appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chairman and monitor the Trust's compliance with the law, Standing Orders, and Department of Health guidance, the Company Secretary.
- 1.2.25 "SFIs" means Standing Financial Instructions.
- 1.2.26 "SOs" means Standing Orders.
- 1.2.27 "Trust-wide Procedural Documents" means all policies, procedures and protocols that apply uniformly across the entire Trust.
- 1.2.28 "Vice-Chairman" means the non-officer member appointed by the Board to take on the Chairman's duties if the Chairman is absent for any reason.
- 1.2.29 "Voting Executive Director" means an Executive Director member of the Board with Board voting rights. (Chief Executive, Executive Medical Director and Deputy Chief Executive , Executive Director of Resources, Executive Director of Operations and Executive Director of Nursing).

2 Introduction

2.1 Statutory Framework

- 2.1.1 The Avon & Wiltshire Mental Health Partnership NHS Trust (the Trust) is a statutory body which was established under the Bath Mental Health National Health Service Trust (Establishment) Order 1991 (the Establishment Order), as amended by the Bath Mental Health National Health Service Trust (Establishment) Amendment Order 1999 and the Avon & Western Wiltshire Mental Health Care National Health Service Trust (Change of Name) Order 2001.
- 2.1.2 The principal place of business of the Trust is Jenner House, Langley Park Estate, Chippenham, Wiltshire, SN15 1GG.
- 2.1.3 NHS Trusts are governed by Act of Parliament, mainly the National Health Service Act 1977 (NHS Act 1977), the National Health Service and Community Care Act 1990 (NHS & CC Act 1990) as amended by the Health Authorities Act 1995 and the Health Act 1999.
- 2.1.4 The functions of the Trust are conferred by this legislation.
- 2.1.5 As a statutory body, the Trust has specified powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable.
- 2.1.6 The Trust also has statutory powers under Section 28A of the NHS Act 1977, as amended by the Health Act 1999, to fund projects jointly planned with local authorities, voluntary organisations and other bodies.
- 2.1.7 The Code of Accountability requires the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions (SFIs) as an integral part of Standing Orders setting out the responsibilities of individuals.
- 2.1.8 The Trust will also be bound by such other statutes and legal provisions which govern the conduct of its affairs.

2.2 NHS Framework

- 2.2.1 In addition to the statutory requirements the Secretary of State through the Department of Health issues further directions and guidance. These are normally issued under cover of a circular or letter.
- 2.2.2 The Code of Accountability requires that, inter alia, Boards draw up a schedule of decisions reserved to the Board, and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives (a scheme of delegation). The code also requires the establishment of audit and remuneration committees with formally agreed terms of reference. The Codes of Conduct makes various requirements concerning possible conflicts of interest of Board members.
- 2.2.3 The Code of Practice on Openness in the NHS sets out the requirements for public access to information on the NHS.

2.3 Delegation of Powers

- 2.3.1 The Trust has powers to delegate and make arrangements for delegation. The Standing Orders set out the detail of these arrangements. Under the Standing Order relating to the Arrangements for the Exercise of Functions (SO 6) the Trust is given powers to "make arrangements for the exercise, on behalf of the Trust of any of their functions by a committee, sub-committee or joint committee appointed by virtue of Standing Order 5 or by an officer of the Trust, in each case subject to such restrictions and conditions as the Trust thinks fit or as the Secretary of State may direct". Delegated Powers are covered in section 6.5 – 'Schedule of Matters

reserved to the Board and Scheme of Delegation' and forms part of the Trusts Standing Orders and Standing Financial Instructions.

2.4 Integrated Governance

- 2.4.1 Integrated governance is the means by which organisations ensure that silo working is discouraged and that good governance principles are applied to ensure that decision-making is informed by intelligent information covering the full range of corporate, financial, clinical, information and research governance.
- 2.4.2 The Healthy NHS Board: principles for good governance published in 2013 defines good governance principles relative to the business of NHS trusts and Foundation Trusts and the guidance provided has been incorporated in the Trust's development of its governance structures. Similarly, the Trust has incorporated principles reflected in the NHS Foundation Trust Code of Governance.

3 The Trust Board - Membership, Tenure and Roles

3.1 Composition of the Membership of the Trust Board

In accordance with the Membership, Procedure and Administration Arrangements regulations the composition of the Board shall be:

- 3.1.1 The Chairman of the Trust (Appointed by the NHS Appointments Commission);
- 3.1.2 Six [6] voting Non-executive Directors (Appointed by the NHS Appointments Commission);
- 3.1.3 Five [5] voting Executive Directors (but not exceeding the number of non-officer members) including:
 - 3.1.3.1 the Chief Executive;
 - 3.1.3.2 the Executive Medical Director and Deputy Chief Executive;
 - 3.1.3.3 the Executive Director of Resources
 - 3.1.3.4 the Executive Director of Operations
 - 3.1.3.5 the Executive Director of Nursing
- 3.1.4 The Trust shall have not more than 11 and not less than 8 voting members (unless otherwise determined by the Secretary of State for Health and set out in the Trust's Establishment Order or such other communication from the Secretary of State).
- 3.1.5 Any number of non-voting Executive Directors who are Senior Managers of the Trust and have responsibilities as a Director of the Trust, but do not have rights to vote at the Board. The number agreed will be determined by the Board.

3.2 Appointment of Chairman and Members of the Trust

- 3.2.1 Appointment of the Chairman and Members of the Trust - Paragraph 4 of Schedule 5A to the 1977 Act, as inserted by the Health Act 1999, provides that the Chairman is appointed by the Secretary of State, but otherwise the appointment and tenure of office of the Chairman and members are set out in the Membership, Procedure and Administration Arrangements Regulations.

3.3 Terms of Office of the Chairman and Members

- 3.3.1 The regulations setting out the period of tenure of office of the Chairman and members and for the termination or suspension of office of the Chairman and

members are contained in Sections 2 to 4 of the Membership, Procedure and Administration Arrangements and Administration Regulations.

3.4 Appointment and Powers of the Vice-Chairman

- 3.4.1 Subject to Standing Order 3.4.2 below, the Chairman and members of the Trust may appoint one of their numbers, who is not also an officer member, to be Vice-Chairman, for such period, not exceeding the remainder of his term as a member of the Trust, as they may specify on appointing him.
- 3.4.2 Any member so appointed may at any time resign from the office of Vice-Chairman by giving notice in writing to the Chairman. The Chairman and members may thereupon appoint another member as Vice-Chairman in accordance with the provisions of Standing Order 3.4.1.
- 3.4.3 Where the Chairman of the Trust has died or has ceased to hold office, or where they have been unable to perform their duties as Chairman owing to illness or any other cause, the Vice-Chairman shall act as Chairman until a new Chairman is appointed or the existing Chairman resumes their duties, as the case may be; and references to the Chairman in these Standing Orders shall, so long as there is no Chairman able to perform those duties, be taken to include references to the Vice-Chairman.

3.5 Joint Members

- 3.5.1 Where more than one person is appointed jointly to a post mentioned in regulation 2(4)(a) of the Membership, Procedure and Administration Arrangements Regulations those persons shall count for the purpose of Standing Order 3.1 as one person.
- 3.5.2 Where the office of a member of the Board is shared jointly by more than one person:
 - 3.5.2.1 either or both of those persons may attend or take part in meetings of the Board;
 - 3.5.2.2 if both are present at a meeting they should cast one vote if they agree;
 - 3.5.2.3 in the case of disagreements no vote should be cast;
 - 3.5.2.4 the presence of either or both of those persons should count as the presence of one person for the purposes of Standing Order 4.12 Quorum.

3.6 Role of Members

3.6.1 The Board

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

3.6.2 Executive Directors (voting & non-voting)

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

3.6.3 Chief Executive

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

for ensuring the discharge of obligations under Financial Directions and in line with the requirements of the Accountable Officer Memorandum for Trust Chief Executives.

3.6.4 Executive Director of Resources

The Executive Director of Resources shall be responsible for the provision of financial advice to the Trust and to its members and for the supervision of financial control and accounting systems. He/she shall be responsible along with the Chief Executive for ensuring the discharge of obligations under relevant Financial Directions.

3.6.5 Non-executive Directors

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

3.6.6 Chairman

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

3.7 Corporate role of the Board

- 3.7.1 All business shall be conducted in the name of the Trust.
- 3.7.2 All funds received in trust shall be held in the name of the Trust as corporate trustee.
- 3.7.3 The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in Standing Order No. 4.
- 3.7.4 The Board shall define and regularly review the functions it exercises on behalf of the Secretary of State.

3.8 Schedule of Matters reserved to the Board and Scheme of Delegation of Powers

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

3.9 Lead Roles for Board Members

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

4 Meetings of the Trust

4.1 Calling meetings

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

4.2 Notice of Meetings and the Business to be transacted

- 4.2.1 Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be delivered to every member, or sent by post to the usual place of residence of each member, so as to be available to members at least three clear days before the meeting. The notice shall be signed by the Chairman or by an officer authorised by the Chairman to sign on their behalf. Want of service of such a notice on any member shall not affect the validity of a meeting.
- 4.2.2 In the case of a meeting called by members in default of the Chairman calling the meeting, the notice shall be signed by those members.
- 4.2.3 No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under Standing Order 4.6.
- 4.2.4 A member desiring a matter to be included on an agenda shall make his/her request in writing to the Chairman at least ten 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 ten days before a meeting may be included on the agenda at the discretion of the Chairman.
- 4.2.5 Before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's principal offices at least three clear days before the meeting, (required by the Public Bodies (Admission to Meetings) Act 1960 Section 1 (4) (a)).

4.3 Agenda and Supporting Papers

- 4.3.1 The Agenda will be sent to members seven days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than three clear days before the meeting, save in emergency.

4.4 Petitions

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

4.5 Notice of Motion

- 4.5.1 Subject to the provision of Standing Orders 4.7 'Motions: Procedure at and during a meeting' and 4.9 'Motions to rescind a resolution', a member of the Board wishing to move a motion shall send a written notice to the Chief Executive who will ensure that it is brought to the immediate attention of the Chairman.
- 4.5.2 The notice shall be delivered at least ten clear days before the meeting. The Chief Executive shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not

prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

4.6 Emergency Motions

- 4.6.1 Subject to the agreement of the Chairman, and subject also to the provision of Standing Order 4.7 'Motions: Procedure at and during a meeting', a member of the Board may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Trust Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chairman's decision to include the item shall be final.

4.7 Motions: Procedure at and during a meeting

- 4.7.1 Who may propose
A motion may be proposed by the Chairman of the meeting or any member present. It must also be seconded by another member.
- 4.7.2 Contents of motions
The Chairman may exclude from the debate at their discretion any such motion of which notice was not given on the notice summoning the meeting other than a motion relating to:
- 4.7.2.1 the reception of a report;
 - 4.7.2.2 consideration of any item of business before the Trust Board;
 - 4.7.2.3 the accuracy of minutes;
 - 4.7.2.4 that the Board proceed to next business;
 - 4.7.2.5 that the Board adjourn;
 - 4.7.2.6 that the question be now put.
- 4.7.3 Amendments to motions
- 4.7.3.1 A motion for amendment shall not be discussed unless it has been proposed and seconded.
 - 4.7.3.2 Amendments to motions shall be moved relevant to the motion, and shall not have the effect of negating the motion before the Board.
 - 4.7.3.3 If there are a number of amendments, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved.
- Rights of reply to motions
- 4.7.3.4 Amendments
The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment, but may not otherwise speak on it.
- 4.7.3.5 Substantive/original motion
The member who proposed the substantive motion shall have a right of reply at the close of any debate on the motion.

4.8 Withdrawing a motion

A motion, or an amendment to a motion, may be withdrawn.

- 4.8.1 Motions once under debate
When a motion is under debate, no motion may be moved other than:

- 4.8.1.1 an amendment to the motion;
- 4.8.1.2 the adjournment of the discussion, or the meeting;
- 4.8.1.3 that the meeting proceed to the next business;
- 4.8.1.4 that the question should be now put;
- 4.8.1.5 the appointment of an 'ad hoc' committee to deal with a specific item of business;
- 4.8.1.6 that a member/director be not further heard;
- 4.8.1.7 a motion under Section I (2) or Section I (8) of the Public Bodies (Admissions to Meetings) Act 1960 resolving to exclude the public, including the press (see Standing Order 4.18).

In those cases where the motion is either that the meeting proceeds to the 'next business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a member of the Board who has not taken part in the debate and who is eligible to vote.

If a motion to proceed to the next business or that the question be now put, is carried, the Chairman should give the mover of the substantive motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

4.9 Motion to Rescind a Resolution

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

4.10 Chairman of meeting

- 4.10.1 At any meeting of the Trust Board the Chairman, if present, shall preside. If the Chairman is absent from the meeting, the Vice-Chairman (if the Board has appointed one), if present, shall preside.
- 4.10.2 If the Chairman and Vice-Chairman are absent, such member (who is not also an Officer Member of the Trust) as the members present shall choose shall preside.

4.11 Chairman's ruling

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

4.12 Quorum

- 4.12.1 No business shall be transacted at a meeting unless at least one-third of the whole number of the Chairman and members (including at least one member who is also an Officer Member of the Trust and one member who is not) is present.
- 4.12.2 An Officer in attendance for an Executive Director (Officer Member) but without formal acting up status may not count towards the quorum.
- 4.12.3 If the Chairman or 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 (see SO No.8) that person 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.

4.13 Voting

- 4.13.1 Save as provided in Standing Orders 4.14 - Suspension of Standing Orders and 4.15 - Variation and Amendment of Standing Orders, every question put to a vote at a meeting shall be determined by a majority of the votes of members present and voting on the question. In the case of an equal vote, the person presiding (i.e.: the Chairman of the meeting shall have a second, and casting vote).
- 4.13.2 At the discretion of the Chairman all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chairman directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.
- 4.13.3 If at least one third of the members present so request, the voting on any question may be recorded so as to show how each member present voted or did not vote (except when conducted by paper ballot).
- 4.13.4 If a member so requests, their vote shall be recorded by name.
- 4.13.5 In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.
- 4.13.6 A manager who has been formally appointed to act up for an Officer Member during a period of incapacity or Director vacancy shall be entitled to exercise the voting rights of the Officer Member.
- 4.13.7 A manager attending the Trust Board meeting to represent an Officer Member during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Officer Member. An Officer's status when attending a meeting shall be recorded in the minutes.
- 4.13.8 For the voting rules relating to joint members see Standing Order 3.4.3.

4.14 Suspension of Standing Orders

- 4.14.1 Except where this would contravene any statutory provision or any direction made by the Secretary of State or the rules relating to the Quorum (SO 4.12), any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the members of the Board are present (including at least one member who is an Officer Member of the Trust and one member who is not) and that at least two-thirds of those members present signify their agreement to such suspension. The reason for the suspension shall be recorded in the Trust Board's minutes.
- 4.14.2 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chairman and members of the Trust.
- 4.14.3 No formal business may be transacted while Standing Orders are suspended.
- 4.14.4 The Audit and Risk Committee shall review every decision to suspend Standing Orders.

4.15 Variation and amendment of Standing Orders

- 4.15.1 These Standing Orders shall not be varied except in the following circumstances:
 - 4.15.1.1 upon a notice of motion under Standing Order 4.5;
 - 4.15.1.2 upon a recommendation of the Chairman or Chief Executive included on the agenda for the meeting;

- 4.15.1.3 that two thirds of the Board members are present at the meeting where the variation or amendment is being discussed, and that at least half of the Trust's Non-Officer members vote in favour of the amendment;
- 4.15.1.4 providing that any variation or amendment does not contravene a statutory provision or direction made by the Secretary of State.

4.16 **Record of Attendance**

- 4.16.1 The names of the Chairman and Directors/members present at the meeting shall be recorded.

4.17 **Minutes**

- 4.17.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they shall be signed by the person presiding at it.
- 4.17.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate.

4.18 **Admission of public and the press**

- 4.18.1 Admission and exclusion on grounds of confidentiality of business to be transacted
- 4.18.2 The public and representatives of the press may attend all meetings of the Trust, but shall be required to withdraw upon the Trust Board resolving as follows:
 - 4.18.2.1 'that representatives of the press, and other members of the public, be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest', Section 1 (2), Public Bodies (Admission to Meetings) Act 1960
 - 4.18.2.2 Guidance should be sought from the NHS Trust's Freedom of Information Lead and External Communications and Engagement Manager to ensure correct procedure is followed on matters to be included in the exclusion.
- 4.18.3 General disturbances
- 4.18.4 The Chairman (or Vice-Chairman if one has been appointed) or the person presiding over the meeting shall give such directions as he thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Trust Board resolving as follows:
 - 4.18.4.1 'That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Trust Board to complete its business without the presence of the public'. Section 1(8) Public Bodies (Admissions to Meetings) Act 1960.
- 4.18.5 Business proposed to be transacted when the press and public have been excluded from a meeting
- 4.18.6 Matters to be dealt with by the Trust Board following the exclusion of representatives of the press, and other members of the public, as provided in 4.18.1 and 4.18.3 above shall be confidential to the members of the Board.
- 4.18.7 Members and Officers or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Trust, without the express permission of the Trust.

This prohibition shall apply equally to the content of any discussion during the Board meeting which may take place on such reports or papers.

4.18.8 Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings

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

4.19 Observers at Trust meetings

4.19.1 The Trust 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 Trust Board's meetings and may change, alter or vary these terms and conditions as it deems fit.

5 Appointment of Committees and Sub-Groups

5.1 Appointment of Committees

5.1.1 Subject to such directions as may be given by the Secretary of State for Health, the Trust Board may appoint committees of the Trust.

5.1.2 The Trust (Board) shall determine the membership and terms of reference of committees and sub-groups and shall if it requires to, receive and consider reports of such committees.

5.2 Joint Committees

5.2.1 Joint committees may be appointed by the Trust by joining together with the NHS Trust Development Authority (NHS TDA), or other Trusts consisting of, wholly or partly of the Chairman and members of the Trust or other health service bodies, or wholly of persons who are not members of the Trust or other health bodies in question.

5.2.2 Any committee or joint committee appointed under this Standing Order may, subject to such directions as may be given by the Secretary of State or the Trust or other health bodies in question, appoint sub-groups consisting wholly or partly of members of the committees or joint committees (whether or not they are members of the Trust or health bodies in question) or wholly of persons who are not members of the Trust or health bodies in question or the committee of the Trust or health bodies in question.

5.3 Applicability of Standing Orders and Standing Financial Instructions to Committees

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

5.4 Terms of Reference

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

5.5 Delegation of powers by Committees to Sub-groups

- 5.5.1 Where committees are authorised to establish sub-groups they may not delegate executive powers to the sub-committee unless expressly authorised by the Trust Board.

5.6 Approval of Appointments to Committees

- 5.6.1 The Board shall approve the appointments to each of the committees which it has formally constituted. Where the Board determines, and regulations permit, that persons, who are neither members nor officers, shall be appointed to a committee the terms of such appointment shall be within the powers of the Board as defined by the Secretary of State. The Board shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with national guidance.
- 5.6.2 Appointment to each Board Committee shall be two Non-executive Directors, with the exception of the Remuneration Committee and Appointments Committee whose membership must include all voting Non-executive Director members of the Board.

5.7 Appointments for Statutory functions

- 5.7.1 Where the Board is required to appoint persons to a committee and/or to undertake statutory functions as required by the Secretary of State, and where such appointments are to operate independently of the Board such appointment shall be made in accordance with the regulations and directions made by the Secretary of State.

5.8 Committees established by the Trust Board

- 5.8.1 The committees, established by the Board are:
- 5.8.2 Audit and Risk Committee
- 5.8.3 In line with the requirements of the NHS Audit Committee Handbook, NHS Codes of Conduct and Accountability, and more recently the Higgs report, an Audit Committee will be established and constituted to provide the Trust Board with an independent and objective review on its financial systems, financial information and compliance with laws, guidance, and regulations governing the NHS. The Terms of Reference will be approved by the Trust Board and reviewed on a periodic basis.
- 5.8.4 Appointments (Nominations) Committee
- 5.8.5 In line with the requirements of the NHS Codes of Conduct and Accountability, and more recently the Higgs report, a Nominations Committee will be established and constituted, under the title of Appointments Committee.
- 5.8.6 The purpose of the Committee will be to set the appropriate remuneration and terms of service for the Chief Executive and other Executive Directors including:
- 5.8.6.1 all aspects of salary (including any performance-related elements/bonuses);
- 5.8.6.2 provisions for other benefits, including pensions and cars;

- 5.8.6.3 arrangements for termination of employment and other contractual arrangements.
- 5.8.7 Trust and Charitable Funds Committee
- 5.8.8 In line with its role as a corporate trustee for any funds held in trust, either as charitable or non-charitable funds, the Trust Board will establish a Trust and Charitable Funds Committee to administer those funds in accordance with any statutory or other legal requirements or best practice required by the Charities Commission.
- 5.8.9 The provisions of this Standing Order must be read in conjunction with Standing Order 3.7 and Standing Financial Instructions 31.
- 5.8.10 Other Committees
- 5.8.11 The Board may also establish such other committees as required to discharge the Trust's responsibilities.
- 5.8.12 Confidentiality
 - A member of a committee or anyone in attendance at a committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Board or should otherwise have concluded on the matter.
 - A Director of the Trust or 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.

6 Arrangements for the Exercise of Trust Functions by Delegation

6.1 Delegation of Functions to Committees, Officers or other bodies

- 6.1.1 Subject to such directions as may be given by the Secretary of State, the Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a Committee or sub-committee appointed by virtue of Standing Order 5, or by an officer of the Trust, or by another body as defined in Standing Order 6.1.2 below, in each case subject to such restrictions and conditions as the Trust thinks fit.
- 6.1.2 Section 16B of the NHS Act 1977 allows for regulations to provide for the functions of Trust's to be carried out by third parties. In accordance with The Trusts (Membership, Procedure and Administration Arrangements) Regulations 2000 the functions of the Trust may also be carried out in the following ways:
 - 6.1.2.1 by another Trust;
 - 6.1.2.2 jointly with any one or more of the following: NHS Trusts, NHS Trust Development Authority (NHS TDA) or Clinical Commissioning Groups (CCGs).
 - 6.1.2.3 by arrangement with the appropriate Trust or CCG, by a joint committee or joint sub-committee of the Trust and one or more other health service bodies;
 - 6.1.2.4 in relation to arrangements made under S63(1) of the Health Services and Public Health Act 1968, jointly with one or more NHS Trust Development Authority (NHS TDA) NHS Trusts or Clinical Commissioning Groups (CCGs).
- 6.1.3 Where a function is delegated by these Regulations to another Trust, then that Trust or health service body exercises the function in its own right; the receiving Trust has responsibility to ensure that the proper delegation of the function is in place. In other situations, i.e. delegation to committees, sub-groups or officers, the Trust delegating the function retains full responsibility.

6.2 Emergency Powers and urgent decisions

- 6.2.1 The powers which the Board has reserved to itself within these Standing Orders (see Standing Order 3.8) may in an emergency or for an urgent decision be exercised by the Chief Executive and the Chairman after having consulted at least two non-officer members. The exercise of such powers by the Chief Executive and Chairman shall be reported to the next formal meeting of the Trust Board in public session for formal ratification.

6.3 Delegation to Committees and “Board in Committee”

- 6.3.1 The Board shall agree from time to time to the delegation of executive powers to be exercised by other committees, which it has formally constituted in accordance with directions issued by the Secretary of State. The constitution and terms of reference of these committees, and their specific executive powers shall be approved by the Board in respect of its sub-groups.
- 6.3.2 When the Board 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.

6.4 Delegation to Officers – the Chief Executive’s Scheme of Delegation

- 6.4.1 Those functions of the Trust which have not been retained as reserved by the Board or delegated to other committee or sub-group or joint-committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions he/she will perform personally and shall nominate officers to undertake the remaining functions for which he/she will still retain accountability to the Trust.
- 6.4.2 The Chief Executive shall prepare a “Chief Executive’s Scheme of Delegation” identifying his proposals which shall be considered and approved by the Board.
- 6.4.3 The Chief Executive may periodically propose amendment to the Chief Executive’s Scheme of Delegation which shall be considered and approved by the Board.
- 6.4.4 Nothing in the Chief Executive’s Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Executive Director of Resources to provide information and advise the Board in accordance with statutory or Department of Health requirements.
- 6.4.5 Outside these statutory requirements the roles of the Executive Director of Resources shall be accountable to the Chief Executive for operational matters.

6.5 Schedule of Matters Reserved to the Board and Scheme of Delegation of Powers

- 6.5.1 The arrangements made by the Board as set out in the “Schedule of Matters Reserved to the Board” and “Scheme of Delegation of Powers” shall have effect as if incorporated in these Standing Orders.

6.6 Duty to report non-compliance with Standing Orders and Standing Financial Instructions

- 6.6.1 If for any reason these Standing Orders and Standing Financial Instructions are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification. All members of the Trust Board and staff have a duty to disclose any non-compliance with these

Standing Orders and Standing Financial Instructions to the Chief Executive as soon as possible.

7 Overlap with other Trust Policy Statements, Regulations and Standing Financial Instructions

7.1 Policy statements: general principles

- 7.1.1 The Trust Board will agree and approve policy statements/ procedures which will apply to all or specific groups of staff employed by Avon & Wiltshire Mental Health Partnership NHS Trust. The decisions to approve such policies will be recorded in an appropriate Trust Board minute and will be deemed where appropriate to be an integral part of the Trust's Standing Orders and Standing Financial Instructions.
- 7.1.2 The Board delegates responsibility for the oversight of policy development to its Committees in line with responsibilities defined in Committee Terms of Reference.

7.2 Specific Policy statements

- 7.2.1 Notwithstanding the application of SO 7.1, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following Policy statements:
 - 7.2.1.1 the Standards of Business Conduct and Conflicts of Interest Policy for Avon & Wiltshire Mental Health Partnership NHS Trust staff;
 - 7.2.1.2 the staff Disciplinary and Appeals Procedures adopted by the Trust both of which shall have effect as if incorporated in these Standing Orders.

7.3 Standing Financial Instructions

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

7.4 Specific guidance

- 7.4.1 Notwithstanding the application of SO 7.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following guidance and any other issued by the Secretary of State for Health:
 - 7.4.1.1 The Caldicott Report 1997;
 - 7.4.1.2 The Human Rights Act 1998;
 - 7.4.1.3 The Data Protection Act of 1998
 - 7.4.1.4 The Freedom of Information Act 2000

8 Duties and Obligations of Board Members under these Standing Orders

8.1 Declaration of Interests

- 8.1.1 Requirements for Declaring Interests and applicability to Board Members
- 8.1.2 The NHS Code of Accountability requires Trust Board Members to declare interests which are relevant and material to the NHS Board of which they are a member. All existing Board members should declare such interests. Any Board members appointed subsequently should do so on appointment.
- 8.1.3 Interests which are relevant and material

- 8.1.3.1 Interests which should be regarded as "relevant and material" are:
- 8.1.3.1.1 Directorships, including Non-executive Directorships held in private companies or PLCs (with the exception of those of dormant companies);
 - 8.1.3.1.2 Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
 - 8.1.3.1.3 Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;
 - 8.1.3.1.4 A position of Authority in a charity or voluntary organisation in the field of health and social care;
 - 8.1.3.1.5 Any connection with a voluntary or other organisation contracting for NHS services;
 - 8.1.3.1.6 Research funding/grants that may be received by an individual or their department;
 - 8.1.3.1.7 Interests in pooled funds that are under separate management.
- 8.1.3.2 Any member of the Trust Board who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in Standing Order 8.3 below and elsewhere) has any pecuniary interest, direct or indirect, the Board member shall declare his/her interest by giving notice in writing of such fact to the Trust as soon as practicable.
- 8.1.4 Advice on Interests
- 8.1.5 If Board members have any doubt about the relevance of an interest, this should be discussed with the Chairman of the Trust or with the Secretary.
- 8.1.6 Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.
- 8.1.7 Recording of Interests in Trust Board minutes
- 8.1.8 At the time Board members' interests are declared, they should be recorded in the Trust Board minutes.
- 8.1.9 Any changes in interests should be declared at the next Trust Board meeting following the change occurring and recorded in the minutes of that meeting.
- 8.1.10 Publication of declared interests in Annual Report
- 8.1.11 Board members' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports.
- 8.1.12 Conflicts of interest which arise during the course of a meeting
- 8.1.13 During the course of a Trust 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 or decision.

8.2 Register of Interests

- 8.2.1 The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Board or Committee members. In particular the Register will include details of all directorships and other relevant and material interests (as defined in SO 8.1.3) which have been declared by both executive and non-executive Trust Board members.
- 8.2.2 These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.

- 8.2.3 The Register will be available to the public and the Chief Executive will take reasonable steps to bring the existence of the Register to the attention of local residents and to publicise arrangements for viewing it.
- 8.2.4 The Registers will be reviewed by the Audit and Risk Committee at six monthly intervals.

8.3 Exclusion of Chairman and Members in proceedings on account of pecuniary interest

- 8.3.1 Definition of terms used in interpreting 'Pecuniary' interest
- 8.3.2 For the sake of clarity, the following definition of terms is to be used in interpreting this Standing Order:
 - 8.3.2.1 "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);
 - 8.3.2.2 "contract" shall include any proposed contract or other course of dealing.
 - 8.3.2.3 "Pecuniary interest"
 - 8.3.2.4 Subject to the exceptions set out in this Standing Order, a person shall be treated as having an indirect pecuniary interest in a contract if:-
 - 8.3.2.4.1 he/she, or a nominee of his/her, is a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same, or
 - 8.3.2.4.2 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 the same.
 - 8.3.2.5 Exception to Pecuniary interests
A person shall not be regarded as having a pecuniary interest in any contract if:
 - 8.3.2.5.1 neither he/she or 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, or
 - 8.3.2.5.2 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 reasonably be regarded as likely to influence him/her in relation to considering or voting on that contract, or
 - 8.3.2.5.3 those securities of any company in which he/she (or any person connected with him/her) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less.
- 8.3.3 Provided however, that where paragraph 3 above applies the person shall nevertheless be obliged to disclose/declare their interest in accordance with Standing Order 8.1.3.
- 8.3.4 Exclusion in proceedings of the Trust Board
- 8.3.5 Subject to the following provisions of this Standing Order, if the Chairman or a member of the Trust Board has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- 8.3.6 The Secretary of State may, subject to such conditions as he/she may think fit to impose, remove any disability imposed by this Standing Order in any case in which

it appears to him/her in the interests of the National Health Service that the disability should be removed. (See SO 8.3.9 on the 'Waiver' which has been approved by the Secretary of State for Health).

8.3.7 The Trust Board may exclude the Chairman or a member of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he/she has a pecuniary interest is under consideration.

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

8.3.9 Waiver of Standing Orders made by the Secretary of State for Health.

8.3.9.1 Power of the Secretary of State to make waivers

Under regulation 11(2) of the NHS (Membership and Procedure Regulations SI 1999/2024 ("the Regulations"), there is a power for the Secretary of State to issue waivers if it appears to the Secretary of State in the interests of the health service that the disability in regulation 11 (which prevents a chairman or a member from taking part in the consideration or discussion of, or voting on any question with respect to, a matter in which he has a pecuniary interest) is removed. A waiver has been agreed in line with sub-sections 8.3.9.2 to 8.3.9.4 below.

8.3.9.2 Definition of 'Chairman' for the purpose of interpreting this waiver

For the purposes of paragraph 8.3.9.3 (below), the "relevant chairman" is:

8.3.9.2.1 at a meeting of the Trust, the Chairman of that Trust;

8.3.9.2.2 at a meeting of a Committee:

a. in a case where the member in question is the Chairman of that Committee, the Chairman of the Trust;

b. in the case of any other member, the Chairman of that Committee.

8.3.9.3 Application of waiver

A waiver will apply in relation to the disability to participate in the proceedings of the Trust on account of a pecuniary interest. It will apply to:

8.3.9.3.1 A member of the Avon & Wiltshire Mental Health Partnership NHS Trust ("the Trust"), who is a healthcare professional, within the meaning of regulation 5(5) of the Regulations, and who is providing or performing, or assisting in the provision or performance, of:

a. services under the National Health Service Act 1977; or

b. services in connection with a pilot scheme under the National Health Service Act 1997;

for the benefit of persons for whom the Trust is responsible.

8.3.9.3.2 Where the 'pecuniary interest' of the member in the matter which is the subject of consideration at a meeting at which he is present:-

a. arises by reason only of the member's role as such a professional providing or performing, or assisting in the provision or performance of, those services to those persons;

b. has been declared by the relevant chairman as an interest which cannot reasonably be regarded as an interest more substantial than that of the majority of other persons who:-

i. are members of the same profession as the member in question,

ii. are providing or performing, or assisting in the provision or performance of, such of those services as he provides or performs, or assists in the provision or performance of, for the benefit of persons for whom the Trust is responsible.

8.3.9.4 Conditions which apply to the waiver and the removal of having a pecuniary interest

- 8.3.9.4.1 The removal is subject to the following conditions:
- i. the member must disclose his/her interest as soon as practicable after the commencement of the meeting and this must be recorded in the minutes;
 - ii. the relevant chairman must consult the Chief Executive before making a declaration in relation to the member in question pursuant to paragraph 8.3.9.2 above, except where that member is the Chief Executive;
 - iii. in the case of a meeting of the Trust:
 - a. the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
 - b. may not vote on any question with respect to it.
- 8.3.9.4.2 In the case of a meeting of the Committee:
- a. the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
 - b. may vote on any question with respect to it; but
 - c. the resolution which is subject to the vote must comprise a recommendation to, and be referred for approval by, the Trust Board.

8.4 Fit and Proper Persons

- 8.4.1 As required by Regulation 5 Fit and Proper Persons: Directors and Regulation 20 Duty of Candour, Guidance for NHS Bodies (Care Quality Commission November 2014), “directors” must satisfy all the requirements set out in Regulation 5(3) and be declared fit and proper persons.
- 8.4.2 Individuals must be: of good character, have the necessary qualifications, competence, skills and experience for their role, have the appropriate level of physical and mental fitness, have not been party to any serious misconduct or mismanagement in the course of carrying on a regulated activity, and not be deemed unfit under the Regulation provisions.
- 8.4.3 For further guidance staff should refer to the Trust’s Fit and Proper Persons Policy and procedures.

8.5 Standards of Business Conduct

- 8.5.1 Trust Policy and National Guidance
- 8.5.2 All Trust staff and members of the Board must comply with the Trust’s Standards of Business Conduct and Conflicts of Interest Policy and the national guidance contained in HSG(93)5 on ‘Standards of Business Conduct for NHS staff’ (see SO 7.2).
- 8.5.3 Interest of Officers in Contracts
- 8.5.4 Any officer or employee of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in SO 8.3) has any pecuniary interest, direct or indirect, the Officer shall declare their interest by giving notice in writing of such fact to the Chief Executive or the Company Secretary as soon as practicable.
- 8.5.5 An Officer should also declare to the Chief Executive any other employment or business or other relationship of his/her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.
- 8.5.6 The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.
- 8.5.7 Canvassing of and Recommendations by Members in Relation to Appointments
- 8.5.8 Canvassing of members of the Trust or of any Committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.

- 8.5.9 Members of the Trust shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph of this Standing Order shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.
- 8.5.10 Relatives of Members or Officers
- 8.5.11 Candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any member or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.
- 8.5.12 The Chairman and every member and officer of the Trust shall disclose to the Trust Board any relationship between himself and a candidate of whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the Trust Board any such disclosure made.
- 8.5.13 On appointment, members (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Trust whether they are related to any other member or holder of any office under the Trust.
- 8.5.14 Where the relationship to a member of the Trust is disclosed, the Standing Order headed 'Disability of Chairman and members in proceedings on account of pecuniary interest' (SO 8) shall apply.
- 8.5.15 Commercial Sponsorship
All commercial sponsorship is to be reported through the Audit and Risk Committee to ensure governance. Full guidance is available upon request from the Executive Director of Resources.

9 Custody of Seal, Sealing of Documents, Signature of Documents

9.1 Custody of Seal

- 9.1.1 The common seal of the Trust shall be kept by the Chief Executive or a nominated Manager by him/her in a secure place.

9.2 Sealing of Documents

- 9.2.1 Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two executive directors and or the Company Secretary duly authorised by the Chief Executive, and not also from the originating department, and shall be attested by them.

9.3 Register of Sealing

- 9.3.1 The Chief Executive shall keep a register in which he/she, or another manager of the Authority authorised by him/her, shall enter a record of the sealing of every document.

10 Miscellaneous

10.1 Joint Finance Arrangements

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

expenditure on NHS services, using its powers under Section 28A of the NHS Act 1977, as amended by section 29 of the Health Act 1999.

11 Scheme of Reservation and Delegation

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
NA	The Board	<p>General Enabling Provision</p> <p>The Board may determine any matter, for which it has delegated or statutory authority, it wishes in full session within its statutory powers.</p>
NA	The Board	<p>Regulations and Control</p> <ol style="list-style-type: none"> a. Approve Standing Orders (SOs), a schedule of matters reserved to the Board and Standing Financial Instructions for the regulation of its proceedings and business. b. Suspend Standing Orders. c. Vary or amend the Standing Orders. d. Ratify any urgent decisions taken by the Chairman and Chief Executive in public session in accordance with SO 6.2 e. Approve a scheme of delegation of powers from the Board to committees. f. Require and receive the declaration of Board members' interests that may conflict with those of the Trust and determining the extent to which that member may remain involved with the matter under consideration. g. Require and receive the declaration of officers' interests that may conflict with those of the Trust. h. Approve arrangements for dealing with complaints. i. Adopt the organisation structures, processes and procedures to facilitate the discharge of business by the Trust and to agree modifications thereto. j. Receive reports from committees including those that the Trust is required by the Secretary of State or other regulation to establish and to take appropriate action on. k. Confirm the recommendations of the Trust's committees where the committees do not have executive powers. l. Approve arrangements relating to the discharge of the Trust's responsibilities as a corporate trustee for funds held on trust. m. Establish terms of reference and reporting arrangements of all committees and sub-groups that are established by the Board. n. Approve arrangements relating to the discharge of the Trust's responsibilities as a bailer for service user property. o. Authorise use of the seal. p. Ratify or otherwise instances of failure to comply with Standing Orders brought to the Chief Executive's attention in accordance with SO 6.6. q. Discipline members of the Board or employees who are in breach of statutory requirements or SOs.
NA	The Board	<p>Appointments/ Dismissal</p> <ol style="list-style-type: none"> a. Appoint the Vice Chairman of the Board. b. Appoint and dismiss committees (and individual members) that

		<p>are directly accountable to the Board.</p> <ul style="list-style-type: none"> c. Appoint, appraise, discipline and dismiss Executive Directors (subject to SO 3.2). d. Confirm appointment of members of any committee of the Trust as representatives on outside bodies. e. Appoint, appraise, discipline and dismiss the Secretary (if the appointment of a Secretary is required under Standing Orders). f. Review proposals of the Remuneration Committee regarding the remuneration of directors, senior employees and the Chief Executive.
NA	The Board	<p>Strategy, Plans and Budgets</p> <ul style="list-style-type: none"> a. Define the strategic aims and objectives of the Trust. b. Approve proposals for ensuring quality and developing clinical governance in services provided by the Trust, having regard to any guidance issued by the Secretary of State. c. Approve the Trust's policies and procedures for the management of risk. d. Approve Outline and Final Business Cases for Capital Investment. e. Approve budgets. f. Approve annually Trust's proposed organisational development proposals. g. Ratify proposals for acquisition, disposal or change of use of land and/or buildings. h. Approve PFI proposals. i. Approve the opening of bank accounts. j. Approve proposals on individual contracts (other than NHS contracts) of a capital or revenue nature amounting to, or likely to amount to over the amount specified in the Scheme of Delegation. k. Approve proposals in individual cases for the write off of losses or making of special payments above the limits of delegation to the Chief Executive and Executive Director of Resources (for losses and special payments) previously approved by the Board. l. Approve individual compensation payments. m. Approve proposals for action on litigation against or on behalf of the Trust. n. Review use of NHSLA risk pooling schemes (LPST/CNST/RPST).
	The Board	<p>Policy Determination</p> <ul style="list-style-type: none"> a. Approve all Trust-wide Procedural Documents in accordance with the AWP Policy for the Development and Management of Procedural Documents. Documents so adopted shall be listed and made available in the Board Policy Library on the Trust Intranet.
	The Board	<p>Audit</p> <ul style="list-style-type: none"> a. Approval of external auditors' arrangements for the separate audit of funds held on trust, and the submission of reports to the Audit and Risk Committee meetings who will take appropriate

		<p>action.</p> <ul style="list-style-type: none"> b. Receive of the annual management letter received from the external auditor and agreement of proposed action, taking account of the advice, where appropriate, of the Audit and Risk Committee. c. Receive an annual report from the Internal Auditor and agree action on recommendations where appropriate of the Audit and Risk Committee.
NA	The Board	<p>Annual Reports and Accounts</p> <ul style="list-style-type: none"> a. Receipt and approval of the Trust's Annual Report and Annual Accounts. b. Receipt and approval of the Annual Report and Accounts for funds held on trust.
NA	The Board	<p>Monitoring</p> <ul style="list-style-type: none"> a. Receive of such reports as the Board sees fit from committees in respect of their exercise of powers delegated. b. Continuous appraisal of the affairs of the Trust by means of the provision to the Board as the Board may require from directors, committees, and officers of the Trust as set out in management policy statements. All monitoring returns required by the Department of Health and the Charity Commission shall be reported, at least in summary, to the Board. c. Receive reports from the Executive Director of Resources on financial performance against budget and Annual (Operating) Plan. d. Receive reports sponsored by the Chief Executive on actual and forecast income from Service Line Agreements.

12 Decisions/Duties Delegated by the Board to Committees

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
SFI 18.1	Audit and Risk Committee	<p>a. The purpose of the Audit and Risk Committee is to assess whether the Trust's systems and processes for Governance, Risk Management and Internal Control are fit for purpose, and are being applied appropriately and effectively; and, to report to the Board on its findings.</p> <p>b. In particular, the Committee shall:</p> <p>Provide assurance to the Board that an appropriate system of internal control is in place which ensures that:</p> <ul style="list-style-type: none"> i. Business is conducted in accordance with the law and prescribed national standards. ii. Public money is safeguarded and properly accounted for. iii. Financial Statements are prepared timeously and give a true and fair view of the financial position of the Board for the period in question. iv. The independence of the Trust's internal and external auditors is unimpaired, and that they continue to effectively discharge their responsibilities. v. Affairs are managed to secure the economic, efficient and effective use of resources. vi. Assess and approve policy documents in accordance with the Policy for Policy. vii. Reasonable steps are taken to prevent and detect fraud, corruption and other irregularities. viii. The Board's governance and risk management arrangements are appropriate and effective. ix. the suitability and implementation of the Board's Risk Management Strategy, Risk Register and the risk mitigation plans.
SFI 25.1	Remuneration Committee	<p>a. The purpose of the Remuneration Committee is to agree policy and frameworks for Executive and Senior Officer Remuneration. The Committee shall:</p> <ul style="list-style-type: none"> i. Agree Terms of Employment and Service Contracts ii. Agree Terms for Termination of Employment over and above legal and contractual obligations iii. Review redundancy and severance business cases to a value in accordance with the Scheme of Delegation <p>b. The Committee Shall:</p> <ul style="list-style-type: none"> i. Determine and agree with the Board the framework (or broad policy) for the remuneration and terms of service of the Chief Executive, the Executive Directors, and any other officers working under Very Senior Manager Terms and Conditions, having regard to the provisions of any applicable national agreement, ii. Determine and approve, on behalf of the Board, any performance management processes for Executive Directors and Senior Managers, iii. Determine, on behalf of the Board, the individual remuneration

		<p>packages of Executive Directors where they are not covered by national agreements, and to decide all changes to Executive Directors remuneration and terms of service, paying due regard to current national guidance and contractual requirements,</p> <ul style="list-style-type: none"> iv. In determining such policy, take into account all factors which it deems necessary. The objective of such policy shall be to ensure that members of the executive and very senior management of the Trust are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Trust, v. Ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Trust, that failure is not rewarded and that the duty to mitigate loss is fully recognised, vi. Review and note annually the remuneration trends across the Trust, vii. Ensure that all provisions regarding disclosure of remuneration, including pensions and benefits, are fulfilled, viii. Obtain reliable, up-to-date information about remuneration in other Trusts. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations ix. Be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee. x. In accordance with National Health Service Trusts (Membership and Procedure) Regulations 1990/2024 and the Clinical Commissioning Groups and National Health Service Trusts (Membership and Procedure) Amendment Regulations 2008/1269, the Committee shall: <ul style="list-style-type: none"> i. appoint executive directors other than chief officer. ii. terminate the tenure of office of executive directors other than chief officer or chief finance officer where the appointing authority is of the opinion that it is not in the interests of the NHS trust that he should continue to hold office as director. iii. In the course of its work, the Committee shall: iv. give full consideration to succession planning for executive directors, taking into account the challenges and opportunities facing the trust, and what skills and expertise are therefore needed in the future. v. The Committee shall also make recommendations to the Board concerning: vi. any matters relating to the continuation in office of any executive director at any time including the suspension or termination of service of an executive director as an employee of the trust subject to the provisions of the law and their employment contract.
	Quality and Standards Committee	<ul style="list-style-type: none"> a. The purpose of the Quality and Standards Committee is to: <ul style="list-style-type: none"> i. review, assess, and report to the Board on the veracity of declarations of compliance, standards, quality and performance of Trust services, and, ii. approve specified procedural documents on behalf of the Board of Directors.

		<ul style="list-style-type: none"> b. The Committee Shall: <ul style="list-style-type: none"> i. Assess and approve policy documents in accordance with the Policy for Policy. ii. Review and assess: <ul style="list-style-type: none"> 1. clinical and service quality, 2. regulatory compliance, 3. organisational performance against specified standards and targets, 4. the effectiveness of risk-mitigation actions taken by the Executive Management Team, 5. standards of clinical and service quality, scrutinising suitable evidence as required, 6. standards of organisational compliance with regulation and associated Trust policy, 7. standards of organisational performance against specified standards and targets, 8. the suitability and implementation of the Board's Risk Management Strategy, Risk Register and the risk mitigation plans. 9. Review Compliance with Mental Health Act and Mental Capacity Act, 10. Review Mental Health Act and Mental Capacity Act Policy
	Finance and Planning Committee	<ul style="list-style-type: none"> a. The purpose of the Finance and Planning Committee is to provide the Board of Directors with additional financial and commercial scrutiny and oversight b. The Committee Shall: <ul style="list-style-type: none"> i. Review the development of the Foundation Trust Integrated Business Plan (IBP) and the suitability and implementation of Integrated Business Plans, Service Strategies and Budgets ii. Review the format of financial reporting provided to the Board to ensure it is appropriate, of the right quality and timeliness and provides sufficient information to enable the Board to make properly informed decisions regarding financial and commercial matters iii. Assess and approve policy documents in accordance with the Policy for Policy. iv. Review the suitability and implementation of: <ul style="list-style-type: none"> 1. Capital and revenue Schemes and other major investments and projects 2. investment planning and the investment strategy 3. Cash Releasing Efficiency Saving (CRES) and Cost Improvement Programme (CIP) strategies and plans.
	Charitable Funds Committee	<ul style="list-style-type: none"> a. The purpose of the Charitable Funds Committee is to monitor the application of all charitable funds in accordance with the Charities Acts, external guidance and applicable legislation, and to ensure that decisions on the use or investment of such funds are compliant with the explicit conditions or purpose for each donation, bequest or grant. This purpose is conducted on behalf of the Trust Board as Trustees of Charitable Funds. b. The Committee Shall: <ul style="list-style-type: none"> i. Oversee the Investment of Charitable Funds ii. Review Charitable Funds Income and Expenditure iii. Review the Management and Application of Legacies

		<ul style="list-style-type: none"> iv. Ensure that the Charitable Funds of the Trust are collected, spent and managed: <ul style="list-style-type: none"> 1. legally, ethically and in accordance with donors' wishes, the Trust's Standing Orders and Standing Financial Instructions, the Trust's Charitable Funds Policies and Procedures, governing documents of the funds, and, with Charitable Fund legislation and Accounting Standards.
	Employee Strategy and Engagement Committee	<ul style="list-style-type: none"> a. The purpose of the Employee Strategy and Engagement Committee is to provide assurance that the Trust's workforce strategies and policies are aligned with the Trust's strategic aims and support a patient-centred, quality culture where engagement, development and innovation are supported. b. The Committee Shall: <ul style="list-style-type: none"> i. oversee the development and implementation of the workforce planning framework and annual workforce plans. ii. monitor the development of Trust plans for talent management, succession planning, staff engagement, performance and reward and recognition strategies and policies. iii. oversee and monitor the development and implementation of redesign and modernisation of the workforce and organisational development strategy and plans. iv. assure and provide advice on the HR issues associated with any proposed external partnership opportunities and plans v. Assess and approve policy documents in accordance with the Policy for Policy.

13 Scheme of Delegation

REF	DELEGATED TO	DUTIES DELEGATED
7	Chief Executive (CE)	Accountable through NHS Accounting Officer to Parliament for stewardship of Trust resources
9	CE and Executive Director of Resources	<p>Ensure the accounts of the Trust are prepared under principles and in a format directed by the Secretary of State. Accounts must disclose a true and fair view of the Trust's income and expenditure and its state of affairs.</p> <p>Sign the accounts on behalf of the Board.</p>
10	Chief Executive	<p>Sign a statement in the accounts outlining responsibilities as the Accountable Officer.</p> <p>Sign a statement in the accounts outlining responsibilities in respect of Internal Control.</p>
12	Chief Executive	<p>Ensure effective management systems that safeguard public funds and assist the Trust Chairman to implement requirements of corporate governance including ensuring managers:</p> <ol style="list-style-type: none"> “have a clear view of their objectives and the means to assess achievements in relation to those objectives be assigned well defined responsibilities for making best use of resources have the information, training and access to the expert advice they need to exercise their responsibilities effectively.”
12	Chairman	Ensure the implementation of arrangements to meet the requirements for compliant corporate governance.
13	Chief Executive	<p>Achieve value for money from the resources available to the Trust and avoid waste and extravagance in the organisation's activities.</p> <p>Follow through the implementation of any recommendations affecting good practice as set out on reports from such bodies as the Audit Commission and the National Audit Office (NAO).</p>
16	Executive Director of Resources	Operational responsibility for effective and sound financial management and information.
16	Chief Executive	Primary duty to see that Executive Director of Resources discharges this function.
17	Chief Executive	Ensuring that expenditure by the Trust complies with Parliamentary requirements.
18	Chief Executive and Executive Director of Resources	Chief Executive, supported by Executive Director of Resources, to ensure appropriate advice is given to the Board on all matters of probity, regularity, prudent and economical administration, efficiency and effectiveness.

19	Chief Executive	If the Chief Executive considers the Board or Chairman is doing something that might infringe probity or regularity, she should set this out in writing to the Chairman and the Board. If the matter is unresolved, he/she should ask the Audit Committee to inquire and if necessary inform the NHS Trust Development Authority (NHS TDA) and Department of Health.
22	Chief Executive	If the Board is contemplating a course of action that raises an issue not of formal propriety or regularity but affects the CE's responsibility for value for money, the CE should draw the relevant factors to the attention of the Board. If the outcome is that you are overruled it is normally sufficient to ensure that your advice and the overruling of it are clearly apparent from the papers. Exceptionally, the CE should inform the NHS Trust Development Authority (NHS TDA) and the DH. In such cases, and in those described in paragraph 24, the CE should as a member of the Board vote against the course of action rather than merely abstain from voting.

14 Scheme of Delegation

REF	DELEGATED TO	AUTHORITIES/DUTIES DELEGATED
1.3.1.7	Board	<p>The Board has six key functions for which it is held accountable by the Department of Health on behalf of the Secretary of State:</p> <ol style="list-style-type: none"> a. to ensure effective financial stewardship through value for money, financial control and financial planning and strategy; b. to ensure that high standards of corporate governance and personal behaviour are maintained in the conduct of the business of the whole organisation; c. to appoint, appraise and remunerate senior executives; d. to ratify the strategic direction of the organisation within the overall policies and priorities of the Government and the NHS, define its annual and longer term objectives and agree plans to achieve them; e. to oversee the delivery of planned results by monitoring performance against objectives and ensuring corrective action is taken when necessary; f. to ensure effective dialogue between the organisation and the local community on its plans and performance and that these are responsive to the community's needs.
1.3.2.4	Board	<p>It is the Board's duty to:</p> <ol style="list-style-type: none"> a. act within statutory financial and other constraints; b. be clear what decisions and information are appropriate to the Board and draw up Standing Orders, a schedule of decisions reserved to the Board and Standing Financial Instructions to reflect these, c. ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives for the main programmes of action and for performance against programmes to be monitored and senior executives held to account; d. establish performance and quality measures that maintain the effective use of resources and provide value for money; e. specify its requirements in organising and presenting financial and other information succinctly and efficiently to ensure the Board can fully undertake its responsibilities; f. establish Audit and Remuneration Committees on the basis of formally agreed terms of reference that set out the membership of the sub-committee, the limit to their powers, and the arrangements for reporting back to the Board.
1.3.2.5	Chairman	<p>It is the Chairman's role to:</p> <ol style="list-style-type: none"> a. provide leadership to the Board; b. enable all Board members to make a full contribution to the Board's affairs and ensure that the Board acts as a team; c. ensure that key and appropriate issues are discussed by the Board in a timely manner, d. ensure the Board has adequate support and is provided efficiently with all the necessary data on which to base informed

		<p>decisions;</p> <p>e. lead Non-executive Directors through a formally-appointed Remuneration Committee of the Board on the appointment, appraisal and remuneration of the Chief Executive and (with the latter) other Executive Directors;</p> <p>f. appoint Non-executive Directors to an Audit Committee of the Board;</p> <p>g. advise the Secretary of State on the performance of Non-executive Directors.</p>
1.3.2.5	Chief Executive	<p>The Chief Executive is accountable to the Chairman and Non-executive members of the Board for ensuring that its decisions are implemented, that the organisation works effectively, in accordance with Government policy and public service values and for the maintenance of proper financial stewardship.</p> <p>The Chief Executive should be allowed full scope, within clearly defined delegated powers, for action in fulfilling the decisions of the Board.</p> <p>The Chief Executive is responsible for the duties of the Chief Executive as Accountable Officer as laid out in the Accountable Officer Memorandum.</p>
1.3.2.6	Non-Executive Directors	<p>Non-executive Directors are appointed by the Appointments Commission to bring independent judgement to bear on issues of strategy, performance, key appointments and accountability through the Department of Health to Ministers and to the local community.</p>
1.3.2.8	Chair and Directors	<p>Declaration of conflicts of interests.</p>
1.3.2.9	Board	<p>NHS Boards must comply with legislation and guidance issued by the Department of Health on behalf of the Secretary of State, respect agreements entered into by themselves or on their behalf and establish terms and conditions of service that are fair to the staff and represent good value for taxpayers' money.</p>

15 Scheme of Delegation of Powers

SO REF	DELEGATED TO	AUTHORITIES/DUTIES DELEGATED
1.1	Chairman	Final authority in interpretation of Standing Orders (SOs).
3.4	Board	Appointment of Vice Chairman
4.1	Chairman	Call meetings.
3.6	Chairman	Chair all Board meetings and associated responsibilities.
4.11	Chairman	Give final ruling in questions of order, relevancy and regularity of meetings.
4.13	Chairman	Having a second or casting vote
4.14	Board	Suspension of Standing Orders
4.14	Audit and Risk Committee	Audit and Risk Committee to review every decision to suspend Standing Orders (power to suspend Standing Orders is reserved to the Board)
4.15	Board	Variation or amendment of Standing Orders
5.1 & 5.2	Board	Formal delegation of powers to sub committees or joint committees and approval of their constitution and terms of reference. (Constitution and terms of reference of sub committees may be approved by the Chief Executive.)
6.2	Chairman & Chief Executive	The powers which the Board has retained to itself within these Standing Orders may in emergency be exercised by the Chair and Chief Executive after having consulted at least two Non-executive members.
6.4	Chief Executive	The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals that shall be considered and approved by the Board, subject to any amendment agreed during the discussion.
6.6	All	Disclosure of non-compliance with Standing Orders to the Chief Executive as soon as possible.
8.1	Board	Declare relevant and material interests
8.2	Chief Executive	Maintain Register(s) of Interests
8.5	All staff	Comply with national guidance contained in HSG 1993/5 "Standards of Business Conduct for NHS Staff".
8.5	All	Disclose relationship between self and candidate for staff appointment. (CE to report the disclosure to the Board.)
9.1/9.3	Chief Executive	Keep seal in safe place and maintain a register of sealing.
9.4	Chief Executive/ Executive Director/Company	Approve and sign all documents which will be necessary in legal proceedings.

	Secretary	
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16 Scheme of Delegation

SFI REF	DELEGATED TO	AUTHORITIES/DUTIES DELEGATED
14.1.3	Executive Director of Resources	Approval of all financial procedures.
14.1.4	Executive Director of Resources	Advice on interpretation or application of SFIs.
14.1.6	All members of the Board and employees	Have a duty to disclose any non-compliance with these Standing Financial Instructions to the Executive Director of Resources as soon as possible.
14.2.6	Chief Executive	Responsible as the Accountable Officer to ensure financial targets and obligations are met and have overall responsibility for the System of Internal Control.
14.2.5	Chief Executive & Executive Director of Resources	Accountable for financial control but will, as far as possible, delegate their detailed responsibilities.
14.2.7	Chief Executive	To ensure all Board members, officers and employees, present and future, are notified of and understand Standing Financial Instructions.
14.2.9 & 14.2.10	Executive Director of Resources	Responsible for: <ul style="list-style-type: none"> a. Implementing the Trust's financial policies and coordinating corrective action; b. Maintaining an effective system of financial control including ensuring detailed financial procedures and systems are prepared and documented; c. Ensuring that sufficient records are maintained to explain Trust's transactions and financial position; d. Providing financial advice to members of Board and staff; e. Maintaining such accounts, certificates etc. as are required for the Trust to carry out its statutory duties.
14.2.12	All members of the Board and employees	Responsible for security of the Trust's property, avoiding loss, exercising economy and efficiency in using resources and conforming to Standing Orders, Financial Instructions and financial procedures.
14.2.13	Chief Executive	Ensure that any contractor or employee of a contractor who is empowered by the Trust to commit the Trust to expenditure or who is authorised to obtain income are made aware of these instructions and their requirement to comply.
15.1.1	Audit and Risk Committee	Provide independent and objective view on internal control and probity.

15.1.2	Audit and Risk Committee Chair	Raise the matter at the Board meeting where Audit and Risk Committee considers there is evidence of ultra vires transactions or improper acts.
15.1.3 & 15.2.1	Company Secretary	Ensure an adequate internal audit service, for which he/she is accountable, is provided (and involve the Audit and Risk Committee in the selection process when/if an internal audit service provider is changed.)
15.2.1	Executive Director of Resources	Decide at what stage to involve police in cases of misappropriation and other irregularities not involving fraud or corruption.
15.3	Head of Internal Audit	Review, appraise and report in accordance with NHS Internal Audit Manual and best practice.
15.4	Audit and Risk Committee	Ensure cost-effective External Audit.
15.5	Chief Executive & Executive Director of Resources	Monitor and ensure compliance with SofS Directions on fraud and corruption including the appointment of the Local Counter Fraud Specialist.
15.6	Chief Executive	Monitor and ensure compliance with Directions issued by the Secretary of State for Health on NHS security management including appointment of the Local Security Management Specialist.
16.1.1	Chief Executive	Compile and submit to the Board an Annual (Operating) Plan which takes into account financial targets and forecast limits of available resources. The Annual (Operating) Plan will contain: <ul style="list-style-type: none"> a. a statement of the significant assumptions on which the plan is based; b. details of major changes in workload, delivery of services or resources required to achieve the plan.
16.1.2 & 16.1.3	Executive Director of Resources	Submit budgets to the Board for approval. Monitor performance against budget; submit to the Board financial estimates and forecasts.
16.1.6	Executive Director of Resources	Ensure adequate training is delivered on an on-going basis to budget holders.
16.2.1	Chief Executive	Delegate budget to budget holders.
16.2.2	Chief Executive & Budget Holders	Must not exceed the budgetary total or virement limits set by the Board.
16.3.1	Executive Director of Resources	Devise and maintain systems of budgetary control.
16.3.2	Budget Holders	Ensure that

		<ul style="list-style-type: none"> a. no overspend or reduction of income that cannot be met from virement is incurred without prior consent of Board; b. approved budget is not used for any other than specified purpose subject to rules of virement; c. no permanent employees are appointed without the approval of the CE other than those provided for within available resources and manpower establishment.
16.3.3	Chief Executive	Identify and implement cost improvements and income generation activities in line with the Annual (Operating) Plan.
16.5.1	Chief Executive	Submit monitoring returns
17.1	Executive Director of Resources	Preparation of annual accounts and reports.
18.1	Executive Director of Resources	<p>Managing banking arrangements, including provision of banking services, operation of accounts, preparation of instructions and list of cheque signatories.</p> <p>(Board approves arrangements.)</p>
19.	Executive Director of Resources	Income systems, including system design, prompt banking, review and approval of fees and charges, debt recovery arrangements, design and control of receipts, provision of adequate facilities and systems for employees whose duties include collecting or holding cash.
19.2.3	All employees	Duty to inform Executive Director of Resources of money due from transactions which they initiate/deal with.
20.	Chief Executive	Tendering and contract procedure.
20.5.7	Chief Executive	Waive formal tendering procedures.
20.5.7	Chief Executive	Report waivers of tendering procedures to the Board.
20.5.11	Executive Director of Resources	Where a supplier is chosen that is not on the approved list the reason shall be recorded in writing to the Chief Executive.
20.6.3	Chief Executive	Responsible for the receipt, endorsement and safe custody of tenders received.
20.6.5	Chief Executive	Shall maintain a register to show each set of competitive tender invitations despatched.
20.6.6	Chief Executive and Executive Director of Resources	Where one tender is received will assess for value for money and fair price.
20.6.8	Chief Executive	No tender shall be accepted which will commit expenditure in excess of that which has been allocated by the Trust and which is not in accordance with these Instructions except with the authorisation of the Chief Executive.

20.6.13	Chief Executive	Will appoint a manager to maintain a list of approved firms.
20.6.13	Chief Executive	Shall ensure that appropriate checks are carried out as to the technical and financial capability of those firms that are invited to tender or quote.
20.7.3	Chief Executive	The Chief Executive or his nominated officer should evaluate the quotation and select the quote which gives the best value for money.
20.7.7	Chief Executive or Executive Director of Resources	No quotation shall be accepted which will commit expenditure in excess of that which has been allocated by the Trust and which is not in accordance with these Instructions except with the authorisation of the Chief Executive or Executive Director of Resources.
20.10	Chief Executive	The Chief Executive shall demonstrate that the use of private finance represents value for money and genuinely transfers risk to the private sector.
20.10	Board	All PFI proposals must be agreed by the Board.
20.11	Chief Executive	The Chief Executive shall nominate an officer who shall oversee and manage each contract on behalf of the Trust.
20.12	Chief Executive	The Chief Executive shall nominate officers with delegated authority to enter into formal contracts including staff contracts of employment, and contracts with agencies.
20.15	Chief Executive	The Chief Executive shall be responsible for ensuring that best value for money can be demonstrated for all services provided on an in-house basis.
20.15.5	Chief Executive	The Chief Executive shall nominate an officer to oversee and manage the contract on behalf of the Trust.
21.1.1	Chief Executive	Must ensure the Trust enters into suitable Service Level Agreements (SLAs) with service commissioners for the provision of NHS services.
22.1.1	Board	Establish a Remuneration Committee
22.1.2	Remuneration Committee	Report to the Board the remuneration and terms of service of officer members of the Board (and other Senior Employees) to ensure they are fairly rewarded having proper regard to the Trust's circumstances and any national arrangements; Monitor and evaluate the performance of officer members of the Board (and other senior employees); Advise on and oversee appropriate contractual arrangements for such staff, including proper calculation and scrutiny of termination payments.
22.1.3	Remuneration Committee	Report in writing to the Board its bases about remuneration and terms of service of directors.
22.1.4	Board	Approve proposals presented by the Chief Executive for setting of remuneration and conditions of service for those employees and officers not covered by the Remuneration Committee.
22.1.6	Chief Executive and Executive	Approve all Redundancy payments up to £50k except where related to the Chief Executive or other Executive Directors. Maintain a register of

	Director of Resources	redundancy payments up to £50k in order to report to the Remuneration Committee.
22.1.7	Remuneration Committee	Approve all Redundancy payments of greater than £50k.
22.2.2	Chief Executive	Approval of variation to funded establishment of any department, unless cost neutral or delivering a financial saving in the year.
22.3	Chief Executive	Staff, including agency staff, appointments and re-grading outside of the approved budget and funded establishment.
22.4.1 and 22.4.2	Executive Director of Resources	Payroll: <ul style="list-style-type: none"> a. specifying timetables for submission of properly authorised time records and other notifications; b. final determination of pay and allowances; c. making payments on agreed dates; d. agreeing method of payment; e. issuing instructions
22.4.3	Nominated Managers	Complete time records and other notifications in required form. Submit time records in line with timetable. Submitting termination forms in prescribed form and on time.
22.4.4	Executive Director of Resources	Ensure that the chosen method for payroll processing is supported by appropriate (contracted) terms and conditions, adequate internal controls and audit review procedures and that suitable arrangements are made for the collection of payroll deductions and payment of these to appropriate bodies.
22.5	Executive Director of Resources	Ensure that all employees are issued with a Contract of Employment in a form approved by the Board and which complies with employment legislation; and Deal with variations to, or termination of, contracts of employment.
23.1	Chief Executive	Determine, and set out, level of delegation of non-pay expenditure to budget managers, including a list of managers authorised to place requisitions, the maximum level of each requisition and the system for authorisation above that level. These are outlined in Delegated Limits Appendix to the Standing Orders and Standing Financial Instructions
23.1.3	Chief Executive	Set out procedures on the seeking of professional advice regarding the supply of goods and services.
23.2.2	Requisitioner	In choosing the item to be supplied (or the service to be performed) shall always obtain the best value for money for the Trust. In so doing, the advice of the Trust's adviser on supply shall be sought.
23.2.4	Executive Director of Resources	Shall be responsible for the prompt payment of accounts and claims.

23.2.5	Executive Director of Resources	<ul style="list-style-type: none"> a. Advise the Board regarding the setting of thresholds above which quotations (competitive or otherwise) or formal tenders must be obtained; and, once approved, the thresholds should be incorporated in standing orders and regularly reviewed; b. Prepare procedural instructions where not already provided in the Scheme of Delegation or procedure notes for budget holders on the obtaining of goods, works and services incorporating the thresholds; c. Be responsible for the prompt payment of all properly authorised accounts and claims; d. Be responsible for designing and maintaining a system of verification, recording and payment of all amounts payable; e. A timetable and system for submission to the Executive Director of Resources of accounts for payment; provision shall be made for the early submission of accounts subject to cash discounts or otherwise requiring early payment; f. Instructions to employees regarding the handling and payment of accounts within the Finance Department; g. Be responsible for ensuring that payment for goods and services is only made once the goods and services are received
23.2.7	Appropriate Executive Director	Make a written case to support the need for a prepayment.
23.2.7	Executive Director of Resources	Approve proposed prepayment arrangements.
23.2.7	Budget holder	Ensure that all items due under a prepayment contract are received (and immediately inform the Executive Director of Resources if problems are encountered).
23.2.9	Chief Executive	Authorise who may use and be issued with official orders.
23.2.11	Managers and officers	Ensure that they comply fully with the guidance and limits specified by the Executive Director of Resources.
23.2.12	Chief Executive & Executive Director of Resources	Ensure that the arrangements for financial control and financial audit of building and engineering contracts and property transactions comply with the guidance contained within CONCODE and ESTATECODE. The technical audit of these contracts shall be the responsibility of the relevant Director.
23.3	Executive Director of Resources	Lay down procedures for payments to local authorities and voluntary organisations made under the powers of section 28A of the NHS Act.
24.1	Executive Director of Resources	The Executive Director of Resources will advise the Board on the Trust's ability to pay dividend on Public Dividend Capital and report, periodically, concerning the Public Dividend Capital debt and all loans and overdrafts.
24.2	Board	Approve a list of employees authorised to make short term borrowings on behalf of the Trust. (This must include the Chief Executive and

		Executive Director of Resources.)
24.3	Executive Director of Resources	Prepare detailed procedural instructions concerning applications for loans and overdrafts.
24.5	Chief Executive or Executive Director of Resources	Be on an authorising panel comprising one other member for short term borrowing approval.
24.7.2	Executive Director of Resources	Will advise the Board on investments and report, periodically, on performance of same.
24.7.3	Executive Director of Resources	Prepare detailed procedural instructions on the operation of investments held.
25	Executive Director of Resources	Ensure that Board members are aware of the Financial Framework and ensure compliance
25.2.1	Chief Executive	<p>Ensure that through the overall responsibility framework there is the agreed project manager authority for the following:</p> <p>Capital investment programme:</p> <ol style="list-style-type: none"> a. ensure that there is adequate appraisal and approval process for determining capital expenditure priorities and the effect that each has on plans b. responsible for the management of capital schemes and for ensuring that they are delivered on time and within cost; c. ensure that capital investment is not undertaken without availability of resources to finance all revenue consequences; d. ensure that a business case is produced for each proposal.
25.2.2	Executive Director of Resources	Certify professionally the costs and revenue consequences detailed in the business case for capital investment.
25.2.3	Chief Executive	Issue procedures for management of contracts involving stage payments.
25.2.4	Executive Director of Resources	Assess the requirement for the operation of the construction industry taxation deduction scheme.
25.2.5	Executive Director of Resources	Issue procedures for the regular reporting of expenditure and commitment against authorised capital expenditure.
25.2.7 & 25.2.8	Chief Executive	<p>Issue manager responsible for any capital scheme with authority to commit expenditure, authority to proceed to tender and approval to accept a successful tender.</p> <p>Issue a scheme of delegation for capital investment management.</p>

25.2.9	Executive Director of Resources	Issue procedures governing financial management, including variation to contract, of capital investment projects and valuation for accounting purposes.
25.4.1	Chief Executive	Maintenance of asset registers (on advice from Executive Director of Resources).
25.4.5	Executive Director of Resources	Approve procedures for reconciling balances on fixed assets accounts in ledgers against balances on fixed asset registers.
25.4.8	Executive Director of Resources	Calculate and pay capital charges in accordance with Department of Health requirements.
25.5.1	Chief Executive	Overall responsibility for fixed assets.
25.5.2	Executive Director of Resources	Approval of fixed asset control procedures.
25.5.3	Board, Executive Members and All senior staff	Responsibility for security of Trust assets including notifying discrepancies to Executive Director of Resources, and reporting losses in accordance with Trust procedure.
25.7.1	Chief Executive	Delegate overall responsibility for control of stores (subject to Executive Director of Resources responsibility for systems of control). Further delegation for day-to-day responsibility subject to such delegation being recorded.
25.7.1	Executive Director of Resources	Responsible for systems of control over stores and receipt of goods.
25.7.1	Designated Pharmaceutical officer	Responsible for controls of pharmaceutical stocks
25.7.1	Designated Estates Officer	Responsible for control of stocks of fuel oil and coal.
25.7.3	Executive Director of Resources	Set out procedures and systems to regulate the stores.
25.7.4	Executive Director of Resources	Agree Inventory counting arrangements.
25.7.5	Executive Director of Resources	Approve alternative arrangements where a complete system of stores control is not justified.
25.7.6	Executive Director of	Approve system for review of slow moving and obsolete items and for condemnation, disposal and replacement of all unserviceable items.

	Resources	
25.7.6	Nominated officers	Operate system for slow moving and obsolete stock, and report to Executive Director of Resources evidence of significant overstocking.
25.8.1	Chief Executive	Identify persons authorised to requisition and accept goods from NHS Supplies stores.
25.9.1	Executive Director of Resources	Prepare detailed procedures for disposal of assets including condemnations and ensure that these are notified to managers.
25.10.2	Executive Director of Resources	Prepare procedures for recording and accounting for losses, special payments and informing police in cases of suspected arson or theft.
25.10.3	Executive Director of Resources	Where a criminal offence is suspected, Executive Director of Resources must inform the police if theft or arson is involved. In cases of fraud and corruption Executive Director of Resources must inform the relevant Local Counter Fraud Specialist and Counter Fraud Security Management Service Regional Team in line with Secretary of State directions.
25.10.4	Executive Director of Resources	Notify Counter Fraud Security Management Service and External Audit of all frauds.
25.10.5	Executive Director of Resources	Notify Board and External Auditor of losses caused theft, arson, neglect of duty or gross carelessness (unless trivial).
25.10.6	Board	Approve write off of losses (within limits delegated by Department of Health).
25.10.8	Executive Director of Resources	Consider whether any insurance claim can be made.
25.10.9	Executive Director of Resources	Maintain losses and special payments register.
26.1.1	Executive Director of Resources	Responsible for accuracy and security of computerised financial data.
26.1.2	Executive Director of Resources	Satisfy themselves that new financial systems and amendments to current financial systems are developed in a controlled manner and thoroughly tested prior to implementation. Where this is undertaken by other organisation assurances of adequacy must be obtained from them prior to implementation.
26.1.3	Executive Director of Resources	Shall publish and maintain a Freedom of Information Scheme.

26.2.1	Relevant officers	Send proposals for general computer systems to Executive Director of Resources
26.3	Executive Director of Resources	<p>Ensure that contracts with other bodies for the provision of computer services for financial applications clearly define responsibility of all parties for security, privacy, accuracy, completeness and timeliness of data during processing, transmission and storage, and allow for audit review.</p> <p>Seek periodic assurances from the provider that adequate controls are in operation.</p>
26.4	Executive Director of Resources	Ensure that risks to the Trust from use of IT are identified and considered and that disaster recovery plans are in place.
26.5	Executive Director of Resources	<p>Where computer systems have an impact on corporate financial systems satisfy herself that:</p> <ol style="list-style-type: none"> a. systems acquisition, development and maintenance are in line with corporate policies; b. data assembled for processing by financial systems is adequate, accurate, complete and timely, and that a management rail exists; c. Executive Director of Resources and staff have access to such data; d. Such computer audit reviews are being carried out as are considered necessary.
27.2	Chief Executive	Responsible for ensuring a system is in place for service users and that guardians are informed about service user money and property procedures on admission.
27.3	Executive Director of Resources	Provide detailed written instructions on the collection, custody, investment, recording, safekeeping, and disposal of service user property (including instructions on the disposal of the property of deceased service users and of service users transferred to other premises) for all staff whose duty is to administer, in any way, the property of.
27.6	Departmental managers	Inform staff of their responsibilities and duties for the administration of the property of service users.
28.1	Executive Director of Resources	Shall ensure that each trust fund which the Trust is responsible for managing is managed appropriately.
29	Executive Director of Resources	Ensure all staff are made aware of the Trust policy on the acceptance of gifts and other benefits in kind by staff
30	Chief Executive	Retention of records in accordance with the Department of Health publication - Records Management: NHS Code of Practice.
31.1	Chief Executive	Risk management programme.

31.1	Board	Approve and monitor risk management programme.
31.2	Board	Decide whether the Trust will use the risk pooling schemes administered by the NHS Litigation Authority or self-insure for some or all of the risks (where discretion is allowed). Decisions to self-insure should be reviewed annually.
31.4	Executive Director of Resources	<p>Where the Board decides to use the risk pooling schemes administered by the NHS Litigation Authority the Executive Director of Resources shall ensure that the arrangements entered into are appropriate and complementary to the risk management programme. The Executive Director of Resources shall ensure that documented procedures cover these arrangements.</p> <p>Where the Board decides not to use the risk pooling schemes administered by the NHS Litigation Authority for any one or other of the risks covered by the schemes, the Executive Director of Resources shall ensure that the Board is informed of the nature and extent of the risks that are self-insured as a result of this decision. The Executive Director of Resources will draw up formal documented procedures for the management of any claims arising from third parties and payments in respect of losses that will not be reimbursed.</p>
31.4	Executive Director of Resources	Ensure documented procedures cover management of claims and payments below the deductible.

Version History

Version	Date	Revision description	Editor	Status
1.0	28 Mar 2007	Approved by Board of Directors	Director of Finance	Archived
1.1	24 Feb 2010	Revision of team delegation	Company Secretary	Approved
2.0	30 Mar 2011	Annual Review & approved by Board of Directors	Director of Finance	Approved
2.1	26 Jan 2012	Change approved in delegated limits to reflect approval of business expenses within 3 months	Director of Finance	Approved
3.0	27 Apr 2012	Annual Review & approved by Board of Directors	Director of Finance	Approved
3.1	02 May 2013	Annual Review & approved by Board of Directors	Director of Finance	Approved
3.2	25 September 2013	Update to section 3 – The Trust Board - Membership, Tenure and Roles to support governance structures	Company Secretary	Approved
3.3	30 October 2013	Update to titles following change to Executive Team	Company Secretary	Approved
3.4	6 January 2014	Amendment to clearly define the delegated responsibilities of the Trust Board's sub-Committees to approve policies. This clarification is made in section 12	Company Secretary	Approved
4.0	28 May 2014	Annual Review for approval by Board of Directors	Company Secretary	Approved
4.1	01 September 2014	Administrative update to correct historic error. Appendix 2, schedule F: "Approval of business expenses (per claim) within 3 months of occurrence necessarily incurred for Trust business for staff managed within delegated Cost centres". Approved by Trust Board November 2012 – error at next review amended to 6 months. Now corrected.	Company Secretary	Approved
4.2	29 December 2014	Correction to expiry date and version number in footers	Company Secretary	Approved
4.3	14 May 2015	Annual review of Standing Orders only. Revisions to reflect changes in legislation.	Company Secretary	Draft