

**Document level:** Trust  
**Code:** 4.04  
**Issue number:** 2

<b>Standing Orders Policy</b>
-------------------------------

Lead executive	Chief Executive Officer
Authors details	Corporate Governance Manager / Assistant Trust Board Secretary

Type of document	Trust
Target audience	All Staff
Document purpose	The Standing Orders form a central part of North Staffordshire Combined Healthcare’s Governance together with documents such as the Standing Financial Instructions and the Scheme of Delegation, they fulfil the dual role of protecting the Trust’s interests and protecting officers from possible accusation that they have acted less than properly (provided that officers have followed the correct procedures outlined in the relevant document).

Approving meeting	Audit Committee Trust Board	Meeting date	5 <sup>th</sup> October 2022 13 <sup>th</sup> October 2022
Implementation date	31 <sup>st</sup> October 2022	Review date	31 <sup>st</sup> October 2023

Trust documents to be read in conjunction with	
<a href="#">2.03</a>	Standing Financial Instructions
<a href="#">4.06</a>	Scheme of Delegation
<a href="#">4.02</a>	Standards of Business Conduct
<a href="#">2.21</a>	Anti-Bribery Policy

Document change history		Version	Date
What is different?	Full review undertaken to support staff	2	June 2022
Appendices / electronic forms			
What is the impact of change?	Policy is in line with new legislation	2	June 2022

Training requirements	There are no specific training requirements for this document.
-----------------------	--

Document consultation	
Directorates	Senior Leadership Team
Corporate services	Trust Executives and Audit Committee
External agencies	N/A

Financial resource implications	No
---------------------------------	----

External references
1.

Monitoring compliance with the processes outlined within this document	Compliance is monitored by the Associate Director of Governance / Trust Secretary, Audit Committee, Internal Audit and Trust Board
--	--

Equality Impact Assessment (EIA) - Initial assessment	Yes/No	Less favourable / More favourable / Mixed impact
Does this document affect one or more group(s) less or more favorably than another (see list)?		
<b>Age</b> (e.g. consider impact on younger people/ older people)	No	
<b>Disability</b> (remember to consider physical, mental and sensory impairments)	No	
<b>Sex/Gender</b> (any particular M/F gender impact; also consider impact on those responsible for childcare)	No	
<b>Gender identity and gender reassignment</b> (i.e. impact on people who identify as trans, non-binary or gender fluid)	No	
<b>Race / ethnicity / ethnic communities / cultural groups</b> (include those with foreign language needs, including European countries, Roma/travelling communities)	No	
<b>Pregnancy and maternity, including adoption</b> (i.e. impact during pregnancy and the 12 months after; including for both heterosexual and same sex couples)	No	
<b>Sexual Orientation</b> (impact on people who identify as lesbian, gay or bi – whether stated as ‘out’ or not)	No	
<b>Marriage and/or Civil Partnership</b> (including heterosexual and same sex marriage)	No	
<b>Religion and/or Belief</b> (includes those with religion and /or belief and those with none)		
<b>Other equality groups?</b> (may include groups like those living in poverty, sex workers, asylum seekers, people with substance misuse issues, prison and (ex) offending population, Roma/travelling communities, and any other groups who may be disadvantaged in some way, who	No	

may or may not be part of the groups above equality groups)		
If you answered yes to any of the above, please provide details below, including evidence supporting differential experience or impact.		
Enter details here if applicable		
If you have identified potential negative impact: Can this impact be avoided? What alternatives are there to achieving the document without the impact? Can the impact be reduced by taking different action?		
Enter details here if applicable		
Do any differences identified above amount to discrimination and the potential for adverse impact in this policy?	No	
If YES could it still be justifiable e.g. on grounds of promoting equality of opportunity for one group? Or any other reason	N/A	
Enter details here if applicable		
Where an adverse, negative or potentially discriminatory impact on one or more equality groups has been identified above, a full EIA should be undertaken. Please refer this to the Diversity and Inclusion Lead, together with any suggestions as to the action required to avoid or reduce this impact.		
For advice in relation to any aspect of completing the EIA assessment, please contact the Diversity and Inclusion Lead at <a href="mailto:Diversity@northstaffs.nhs.uk">Diversity@northstaffs.nhs.uk</a>		
Was a full impact assessment required?	No	
What is the level of impact?	Low	

# Trust Standing Orders

## Contents

<a href="#">Foreword to Standing Orders</a>	1
<a href="#">Introduction</a>	2
<a href="#">Standing Orders for the regulation of the proceedings of North Bristol National Health Service Trust</a>	5
<a href="#">Part I – Membership</a>	5
1. Name and business of the Trust	
2. Composition of the Board	
3. Appointment of the Chair and Directors	
4. Vice-Chair	
5. Tenure of Office	
6. Code of conduct and Accountability and the Trust’s commitment to openness	
7. Functions and roles of Chair and Directors	
<a href="#">Part II – Meetings</a>	8
8. Ordinary meetings of the Trust Board	
9. Extraordinary meetings of the Board	
10. Notice of meetings	
11. The agenda and supporting papers	
12. Chair of meetings	
13. Voting	
14. Quorum	
15. Record of attendance	
16. Minutes	
17. Notice of motion	
18. Motions	
19. Right of reply	
20. Motion to rescind a decision of the Trust Board	
21. Declaration of Interests and Register of Interests	
22. Disability of directors in proceedings on account of pecuniary interest	
23. Standards of Business Conduct	
<a href="#">Part III – Arrangements for the exercise of functions by delegation and committees</a>	20
24. Exercise of functions	
25. Emergency powers	
26. Delegation of committees	
27. Delegation of officers	
28. Schedule of Decisions Reserved for the Trust Board	
29. Scheme of Delegated Authorities	
30. Appointment of committees	
31. Statutory and Mandatory Committees	
32. Proceedings in committee to be confidential	
33. Election of Chair of committee	
34. Special meetings of committee	
<a href="#">Part IV – Custody of seal and sealing of documents</a>	26
35. Custody of seal	
36. Sealing of documents	
37. Register of sealing	

<u>Part V – Appointment of directors and officers of the Trust</u>	27
38. Canvassing of, and recommendations by, directors	
39. Relatives of directors or officers of the Trust	
<u>Part VI – Tendering and contracting procedures</u>	28
40. General	
41. Delegated authority to enter into contracts	
42. Competition in purchasing or disposals – procedures	
43. Disposals of land and buildings	
<u>Part VII – Miscellaneous</u>	30
44. Suspension of Standing Orders	
45. Variation of Standing Orders	
46. Availability of Standing Orders	
47. Signature of documents	
48. Standing Financial Instructions	
49. Review of Standing Orders	

## Foreword to Standing Orders

NHS Trusts are required by law to make Standing Orders (SOs), which regulate the way in which the proceedings and business of the Trust will be conducted. Regulation 19 of the NHS Trusts (Membership and Procedure) Regulations, 1990 (as amended) requires the meetings and proceedings of an NHS trust to be conducted in accordance with the rules set out in the Schedule to those Regulations and with Standing Orders made under Regulation 19(2).

These Standing Orders and associated documents are extremely important. High standards of corporate and personal conduct are essential in the NHS. As the NHS is publicly funded, it is accountable to Parliament for the services it provides and for the effective and economical use of taxpayers' money. The Standing Orders, Standing Financial Instructions, procedures and the rules and instructions made under them provide a framework and support for the public service values which are essential to the work of the NHS of:

- Accountability – the ability to stand the test of Parliamentary scrutiny, public judgements on propriety and professional codes of conduct.
- Probity – an absolute standard of honesty in dealing with the assets of the Trust; integrity in decisions affecting patients, staff and suppliers, and in the use of information acquired in the course of NHS duties.
- Openness – transparency about NHS activities to promote confidence between the organisation and its staff, patients and the public.

Additional documents, which form part of these “extended” Standing Orders are:

- Standing Financial Instructions, which detail the financial responsibilities, policies and procedures to be maintained by the Trust.
- Schedule of Decisions Reserved to the Board of the Trust.
- Scheme of Delegated Authorities, which sets out delegated levels of authority and responsibility.

These Standing Orders set out the ground rules within which Board directors and staff must operate in conducting the business of the Trust.

Observance of them is mandatory. Such observance will mean that the business of the Trust will be carried out in accordance with the law, Government policy, the Trust's statutory duties and public service values. As well as protecting the Trust's interests, they will also protect staff from any possible accusation of having acted less than properly.

All Executive and Non-Executive Directors and senior staff are expected to be aware of the existence of these documents, understand when they should be referred to and, where necessary and appropriate to their role, make themselves familiar with the detailed provisions.

## Introduction

- I. North Staffordshire Combined Healthcare NHS Trust (the Trust) is a statutory body which came into existence on 1 April 1994 under North Staffordshire Combined Healthcare National Health Service Trust (Establishment) Order 1993 No [2635], (the Establishment Order).
- II. The principal place of business of the Trust is the corporate headquarters, Bellringer Road, Trentham, Stoke-on-Trent, Staffordshire, ST4 8HH.
- III. NHS Trusts are governed by statute, mainly the National Health Service Act 2006 and the Health and Social Care Act, 2012.
- IV. The statutory functions conferred on the Trust are set out in the NHS Act 2006 (Chapter 3 and Schedule 4) and in the Establishment Order.
- V. 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 as well as to the Secretary of State for Health. The Trust also has statutory powers to fund projects jointly planned with local authorities, voluntary organisations and other bodies.
- VI. The Membership and Procurement Regulations required the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions as an integral part of Standing Orders setting out the responsibilities of individual officers of the Trust and must establish audit and remuneration committees with formally agreed terms of reference.
- VII. The Freedom of Information Act, 2000 and the Environmental Information Regulations, 2004 sets out the requirements for public access to information on the NHS.
- VIII. Through these Standing Orders, the Board exercises its powers to make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee appointed by virtue of the Standing Orders; or by an officer of the Trust, in each case subject to such restrictions and conditions as the Board thinks fit or as the Secretary of State for Health may direct.

## Interpretation

- IX. The Chair of the Trust is the final authority in the interpretation of Standing Orders on which the Chief Executive Officer, guided by the Trust Secretary, shall advise them and in the case of Standing Financial Instructions by the Director of Finance.
- X. The following definitions apply for this document. Legislation definitions:
  - the **2006 Act** is the National Health Service Act, 2006
  - the **2012 Act** is the Health and Social Care Act, 2012
  - **Membership and Procedure Regulations** are the National Health Service Trust (Membership and Procedure) Regulations 1990 (SI(1990)2024), as amended.

Other definitions:

- **Accountable Officer** is the officer responsible and accountable for funds entrusted to the Trust; and is responsible for ensuring the proper stewardship of public funds and assets. The Chief Executive Officer or their

appointed replacement, is the Accountable Officer for this Trust.

- **Budget** is the plan, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.
- **Chair of the 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 Chair of the Trust” shall, if the Chair is absent from the meeting or otherwise unavailable, be deemed to include the Vice-Chair of the Trust, or other Non-Executive Director.
- **Chief Executive Officer** is the chief officer of the Trust.
- **Director of Finance** is the chief finance officer of the Trust.
- **Committee** is committee appointed by the Trust Board.
- **Committee Members** are formally appointed by the Trust Board to sit on, or to chair specific committees.
- **Clinical Directors** are specialty leads reporting to and accountable to the Director of Operations, with professional oversight from the Medical Director. They are **excluded** from the term “Director” for the purposes of this document, unless specifically stated otherwise.
- **Directors** are the Non-Executive Directors, Executive Directors and non-voting Directors
- **Establishment Order** is the North Staffordshire Combined Healthcare National Health Service Trust (Establishment) Order 1993 No [2635].
- **Executive Director** is an officer of the Trust. Up to five will be voting members of the Trust Board, appointed in accordance with the Membership and Procedure Regulations, 1990. The remainder will not be eligible to vote on the Trust Board.
- **Funds Held on Trust** are those funds which the Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under Part 11 (eleven) of the NHS Act 2006. Such funds may or may not be charitable.
- **Motion** is a formal proposition to be discussed and voted on during the course of a Trust Board or Committee meeting.
- **NHS Improvement (NHSI)** is responsible for the oversight of NHS trusts and has delegated authority from the Secretary of State for Health for the appointment of the Non-Executive Directors, including the Chair of the Trust.
- **Nominated Officer** is the officer charged with the responsibility for discharging specific tasks within the Standing Orders and Standing Financial Instructions.
- **Non-Executive Director** is a person appointed by the Secretary of State for Health, to help the Trust Board to deliver its functions.
- **Officer** (or **staff**) means an employee of the Trust or any other person holding a paid appointment or office with the Trust. (This includes all employees or agents of the Trust, including medical and nursing staff and consultants practising upon the Trust’s premises and shall be deemed to include employees of third parties contracted to the Trust when acting on behalf of the Trust).



- **SFIs** are the Standing Financial Instructions.
  - **SOs** are the Standing Orders.
  - **Trust** is North Staffordshire Combined Healthcare Trust.
  - **Trust Board** (or the **Board**) is the Chair, Non-Executive Directors and Executive Directors.
  - **Trust Secretary** is the officer appointed to provide advice on corporate governance issues to the Board and the Chair; and monitor the Trust's compliance with the law, Standing Orders, and Department of Health guidance.
  - **Vice Chair** means the Non-Executive Director appointed by the Trust to take on the Chair's duties if the Chair is absent for any reason.
  - **Working day** means any day, other than a Saturday, Sunday or legal holiday.
- xii. Any reference to an Act of Parliament, Statutory Instrument, Direction or Code of Practice shall be construed as a reference to any modification, replacement or re-enactment for the time being in force.

# **Standing Orders for the regulation of the proceedings of North Staffordshire Combined Healthcare NHS Trust**

## **Part I – Membership**

### **1. Name and business of the Trust**

- 1.1. All business shall be conducted in the name of North Staffordshire Combined Healthcare NHS Trust (“the Trust”).
- 1.2. All funds received in trust shall be in the name of the Trust as corporate trustee. The powers exercised by the Trust as corporate trustee, in relation to funds held on trust, shall be exercised separately and distinctly from those powers exercised as a Trust.
- 1.3. The Trust has the functions conferred on it by Schedule 4 of the 2006 Act.
- 1.4. Directors acting on behalf of the Trust as a corporate trustee are acting as quasi-trustees. Accountability for charitable funds held on trust is to the Charity Commission and to the Secretary of State for Health. Accountability for non-charitable funds held on trust is only to the Secretary of State for Health.
- 1.5. The Trust has resolved that certain powers and decisions may only be exercised or made by the Trust Board in formal session, which may include members participating by video or telephone. These powers and decisions are set out in the policy 4.06 Scheme of Delegation and have effect as if incorporated into the Standing Orders.

### **2. Composition of the Trust Board**

- 2.1. The voting membership of the Trust Board shall comprise the Chair and five Non-Executive Directors, together with up to five Executive Directors. At least half of the voting membership of the Trust Board, excluding the Chair, shall be independent Non-Executive Directors.
- 2.2. In addition to the Chair, the Non-Executive Directors shall normally include:
  - 2.2.1. one appointee nominated to be the Vice-Chair.
  - 2.2.2. one appointee nominated to be the Senior Independent Director.
  - 2.2.3. one appointee from the University of Keele, in recognition of the Trust’s status as a teaching Trust.
  - 2.2.4. one or more appointees who have recent relevant experience (Associate Non-Executives).

Appointees can fulfil more than one of the roles identified.

- 2.3. The Executive Directors shall include:
  - 2.3.1. Chief Executive Officer
  - 2.3.2. Director of Finance, or equivalent
  - 2.3.3. Medical Director
  - 2.3.4. Director of Nursing, or equivalent
  - 2.3.5. One other Executive Director
- 2.4 The Board may appoint additional Directors, in crucial roles in the Trust, to be non-voting members of the Trust Board

### **3. Appointment of the Chair and Directors**

- 3.1. The Chair and Non-Executive Directors of the Trust are appointed by the NHSI, on behalf of the Secretary of State for Health.
- 3.2. The Chief Executive Officer shall be appointed by the Chair and the Non-Executive Directors. The Chief Executive Officer may appoint an Executive Director(s) as Deputy Chief Executive.
- 3.3. Executive Directors shall be appointed by a committee comprising the Chair, Non-Executive Directors and the Chief Executive Officer.
- 3.4. Where more than one person is appointed jointly to an Executive Director post in the Trust, those persons shall become appointed as an Executive Director, jointly. Where the post has voting rights attached, the joint appointees will have the power of one vote; and shall count for the purpose of Standing Order 2 as one person.

### **4. Vice-Chair**

- 4.1. To enable the proceedings of the Trust to be conducted in the absence of the Chair, the Trust Board may elect one of the Non-Executive Directors to be Vice-Chair, for a period that does not exceed the remainder of their appointed term as a Non-Executive Director of the Trust.
- 4.2. Any Non-Executive Director so elected may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair. The appointment as Vice-Chair will end with the termination for any reason of that Non-Executive. On such resignation or termination, the Trust Board may then appoint another Non-Executive Director as Vice-Chair, in accordance with the provision of this Standing Order.
- 4.3. When the Chair is unable to perform their duties due to illness or absence for any reason, their duties will be undertaken by the Vice-Chair.

## **5. Tenure of office**

- 5.1. The regulations governing the period of tenure of office of the Chair and Non-Executive Directors and the termination or suspension of office of the Chair and Non-Executive Directors are contained in the NHS Trusts Membership and Procedure Regulations 1990 ([www.legislation.gov.uk](http://www.legislation.gov.uk)) and as directed by NHSI, under its delegated authority from Secretary of State for Health.

## **6. Code of Conduct and Accountability and the Trust's commitment to openness**

- 6.1. All directors shall subscribe and adhere at all times to the principles described within these Standing Orders and any other relevant Trust policies, including but not limited to the Declarations of Interests Policy and the Counter Fraud Policy.

## **7. Functions and roles of Chair and directors**

- 7.1. The function and role of the Chair and Members of the Trust Board is described within these Standing Orders and within those documents that are incorporated into these Standing Orders.

## **Part II – Meetings**

### **8. Ordinary meetings of the Trust Board**

- 8.1. All ordinary meetings of the Trust Board shall be held in public and shall be conducted in accordance with relevant legislation, including the Public Bodies (Admission to Meetings) Act 1960, as amended and guidance issued by the Secretary for State for Health. Members of the public and representatives of the press shall be afforded facilities to attend.
- 8.2. Ordinary meetings of the Trust Board shall be held at regular intervals at such times and places as the Trust Board may from time to time determine. A minimum of six meetings shall be held each year.
- 8.3. The Chair shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press; to ensure that the Trust Board's business may be conducted without interruption and disruption.
- 8.4. Without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public and representatives of the press will be required to withdraw upon the Trust Board resolving as follows: "That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to complete business without the presence of the public".
- 8.5. Business proposed to be transacted when the press and public have been excluded from a meeting shall be confidential to members of the Board.
- 8.6. Members and Officers or any employee or representative of the Trust in attendance at a private meeting or private part of a meeting, shall not reveal or disclose the contents of papers, discussions or minutes of the items taken in private, outside of the Trust Board meetings without the express permission of the Trust Board.
- 8.7. Nothing in these Standing Orders shall require the Trust Board to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place without the prior agreement of the Trust Board.
- 8.8. The Chair may invite any member of staff of the Trust, any other NHS organisation, an officer of the local council(s), or any other individual acting in an advisory capacity to attend meetings. These invitees shall not count as part of the quorum or have any right to vote at the meeting.
- 8.9. An annual public meeting shall be held on or before 30<sup>th</sup> September in each year for the purpose of presenting the Audited Accounts, Annual Report and the Quality Account.
- 8.10. The Trust Board may, by resolution, exclude the public from a part or the whole of a meeting whenever publicity would be prejudicial to public interest by reason of the confidential nature of the business to be transacted.

- 8.11. The provisions of these Standing Orders relating to meetings of the Trust Board shall refer only to formal Trust Board meetings, whether ordinary or extraordinary meetings. The provisions shall not apply to seminars or workshops, or other meetings attended by members of the Trust Board.

## **9. Extraordinary meetings of the Trust Board**

- 9.1. The Chair may call a meeting of the Trust Board at any time. Directors may ask the Chair to call a meeting of the Trust Board at any time.
- 9.2. A meeting may be called forthwith, by the directors who are eligible to vote, if the Chair refuses to call a meeting after such a request has been presented to the Chair, signed by at least one third of the whole number of directors who are eligible to vote (including at least one executive and one Non-Executive Director); and has been presented to the Chair at the Trust's principal place of business. The directors who are eligible to vote may also call a meeting forthwith, if, without refusing, the Chair does not call a meeting within seven days after receipt of such request.

## **10. Notice of meetings**

- 10.1. The Trust shall set dates and times of regular Trust Board meetings for the forthcoming calendar year by the end of November of each year.
- 10.2. A notice of the meeting, specifying the business proposed to be transacted, shall be posted before each meeting of the Trust Board. The notice shall be delivered to every director, by the most effective route, including being sent electronically to the usual e-mail address of the director, or circulated via an agreed online board paper portal. The notice shall be delivered to each director at least three working days before the meeting. Notice shall be presumed to have been served one day after being sent out via email or portal.
- 10.3. Lack of service of such notice on any individual director shall not affect the validity of a meeting. However, failure to serve such a notice on at least three directors who are eligible to vote will invalidate the meeting.
- 10.4. In the case of a meeting called by directors in default of the Chair, the notice shall be signed by those directors and no business shall be transacted at the meeting other than that specified in the notice.
- 10.5. Where a part or the whole of a meeting is to be open to the public, official notice of the time, place and agenda of the meeting shall be announced in public. Notice will be given by one or more of: an announcement in the local press, on the Trust's internet website, displaying the notice in a conspicuous place in the Trust's hospitals or other facilities, or displaying the notice in other public places. The Trust Board may decide to limit publication to details of the items on the meeting agenda that will be considered in the part of the meeting to be held in public. A copy of the notice including the agenda may also be sent to local organisations

that will have an interest in the decisions of the Trust Board. These organisations include bodies responsible for commissioning acute NHS services locally, patient and public representative groups and local councils.

- 10.6. Notice will be given at least three working days before the meeting. Failure to do so will render the meeting invalid.

## **11. The agenda and Supporting Papers**

- 11.1. The Trust Board may determine that certain matters will appear on every agenda for an ordinary meeting of the Trust Board; and that these will be addressed prior to any other business being conducted at the discretion of the Chair. On agreement by the Trust Board, these matters may change from time to time.
- 11.2. A director may request that a matter is included on an agenda. This request should be made in writing, including by electronic means, to the Chair, Chief Executive Officer, or the Trust Secretary at least seven working days before the meeting. Requests made less than seven working days before the meeting may be included on the agenda at the discretion of the Chair, or to the extent that this discretion is delegated to the Chief Executive Officer and the Trust Secretary.
- 11.3. Notwithstanding Standing Order 17 a director may with the consent of the Chair of the meeting, add to the agenda of any meetings any item of business relevant to the responsibilities of the Trust, under "Any Other Business".
- 11.4. The agenda will be sent to Directors five working days before the meeting and supporting papers, whenever possible, shall accompany the agenda but will certainly be despatched no later than three clear working days before the meeting, save in an emergency.

## **12. Chair of meetings**

- 12.1. The Chair shall preside at any meeting of the Trust Board, if present.

In their absence, the Vice Chair shall preside.

- 12.2. If the Chair and Vice-Chair are absent, the directors present, who are eligible to vote shall choose a Non-Executive Director who shall preside. An Executive Director may not take the chair.
- 12.3. The decision of the Chair of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and the Chair's interpretation of the Standing Orders shall be final. In this interpretation the Chair shall be advised by the Chief Executive Officer and the Trust Secretary and in the case of Standing Financial Instructions the Chair shall be advised by the Director of Finance.

### **13. Voting**

- 13.1. It is not a requirement for decisions to be subject to a vote. The necessity of a vote shall be indicated by the agreement of at least one third of those attending and eligible to vote. The Chair shall be responsible for deciding whether a vote is required and what form this will take.
- 13.2. Where it is necessary to take a vote to determine an issue, the decision shall be determined by a majority of the votes of the directors' present and eligible to vote. If the result of the vote is equal, the Chair of the meeting shall have a second or casting vote.
- 13.3. All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may be held, if a majority of the directors' present and eligible to vote so request. Unless specifically agreed beforehand, the voting record of each individual director in a paper ballot will not be made public or recorded.
- 13.4. The voting record, other than by paper ballot, of any question will be recorded to show how each director present voted or did not vote, if at least one-third of the directors' present and eligible to vote so request.
- 13.5. If a director so requests, their vote will be recorded by name. Such a request will not be accepted if doing so would reveal the votes of other directors that do not wish to have their vote recorded.
- 13.6. In no circumstances may an absent director vote by proxy.
- 13.7. An officer who has been appointed formally by the Trust to act up for an Executive Director during a period of incapacity or temporary absence, or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of that Executive Director. An officer attending the Trust Board to represent an Executive Director during a period of incapacity or temporary absence, but without formal acting up status, may not exercise the voting rights of that Executive Director. An officer's status when attending a meeting shall be recorded in the minutes.
- 13.8. Where the office of a director who is eligible to vote is shared jointly by more than one person:
  - 13.8.1. either or both of those persons may attend and take part in the meetings of the Trust Board.
  - 13.8.2. if both are present at a meeting, they will cast one vote if they agree.
  - 13.8.3. in the case of disagreement, no vote will be cast.
  - 13.8.4. the presence of either or both of those persons will count as the presence of one person for the purpose of establishing a quorum.
- 13.9. Where necessary, a director may be counted as present when available constantly for discussions through an audio or video link and may take part in voting on an open basis.



#### **14. Quorum**

- 14.1. No business shall be transacted at a meeting unless one third of the directors who are eligible to vote (including at least three Executive Director with voting powers and three Non-Executive Director) are present.
- 14.2. An officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.
- 14.3. A director will not count towards the quorum on a matter where they are ruled to be ineligible to participate in the discussion, or vote, due to the declaration of a conflict of interest, see Standing Order 21 and 22. If a quorum is not available for the passing of a resolution on any matter, that matter may be discussed further at the meeting, but no resolution can be made. That position shall be recorded in the minutes of the meeting. The meeting shall then proceed to the next business.

#### **15. Record of attendance**

- 15.1. The names of the directors and others invited by the Chair, in accordance with Standing Order 8, present at the meeting, shall be recorded in the minutes.
- 15.2. If a director is not present for the entirety of the meeting, the minutes shall record the items that were considered whilst they were present.

#### **16. Minutes**

- 16.1. The minutes of the proceedings of a meeting shall be drawn up, entered in a record kept for that purpose and submitted for agreement at the next meeting.
- 16.2. There should be no discussion on the minutes, other than as regards their accuracy, unless the Chair considers discussion appropriate.
- 16.3. Any amendment to the minutes as to their accuracy shall be agreed and recorded at the next meeting and the amended minutes shall be regarded as the formal record of the meeting.

#### **17. Notice of motion**

- 17.1. Subject to the provision of Standing Order 20, a director of the Trust desiring to move a motion shall give notice of this, to the Chair, at least seven working days before the meeting. The Chair shall insert all such notices that are properly made in the agenda for the meeting. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

#### **18. Motions**

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

- 18.1.1. an amendment to the motion.
- 18.1.2. the adjournment of the discussion or the meeting.
- 18.1.3. that the meeting proceeds to the next item of business.
- 18.1.4. the appointment of an ad hoc committee to deal with a specific item of business.
- 18.1.5. that the motion be now put
- 18.1.6. a motion resolving to exclude the public (including the press).

18.2. The proposer may withdraw a motion or amendment once moved and seconded with the concurrence of the seconder and the consent of the Trust Board.

## **19. Right of reply**

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

## **20. Motion to rescind a decision of the Trust Board**

- 20.1. Notice of a motion to rescind any decision of the Trust Board (or general substance of any decision) which has been passed within the preceding six calendar months, shall bear the signature of the director who gives it and also the signature of four other directors who are eligible to vote.
- 20.2. When the Trust Board has debated any such motion, it shall not be permissible for any director, other than the Chair to propose a motion to the same effect within a further period of six calendar months.

## **21. Declaration of Interests and Register of Interests**

### **Declaration of Interests**

- 21.1. In addition to the statutory requirements relating to pecuniary interests dealt with in Standing Order 22, the Trust's Declarations of Interest Policy requires directors to declare interests which are relevant and material to the Trust Board. All existing directors and decision-making staff as set out in the Policy should declare such interests on an annual basis, or as otherwise recommended in the Policy. Any directors and decision-making staff appointed subsequently should declare these interests on appointment.
- 21.2. Interests are:
  - 21.2.1. Financial interests, where an individual may get direct financial benefit from the consequences of a decision they are involved in making.
  - 21.2.2. Non-financial professional interests, where an individual may obtain a non-financial professional benefit from the consequences of a decision

they are involved in making, such as increasing their professional reputation or promoting their professional career.

- 21.2.3. Non-financial personal interests, where an individual may benefit personally in ways which are not linked to their professional career and do not give rise to a direct financial benefit, because of decisions they are involved in making in their professional career.
  - 21.2.4. Indirect interests, where an individual has a close association with another individual who has a financial interest, a non-financial professional interest or a non-financial personal interest and could stand to benefit from a decision they are involved in making.
- 21.3. Subject to the requirements stated in Standing Order 22, the interests of directors' spouses, partners, or other family members must be disclosed where these may be in conflict with the Trust.
- 21.4. If directors have any doubts about the relevance of an interest, this should be discussed with the Chair of the Trust or with the Trust Secretary. Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specifies that the potential level of influence, rather than the immediacy of the relationship is more important in assessing the relevance of an interest.
- 21.5. Declarations of interests should be considered by the Trust Board and retained as part of the record of each Trust Board meeting. Any changes in interests should be declared at the next Trust board meeting following the change occurring.
- 21.6. If a conflict of interest is established during the course of a Trust Board meeting, whether arising from a declared interest or otherwise, the director concerned should withdraw from the meeting and play no part in the relevant discussion or decision. The declared conflict of interest should be recorded in the minutes of the meeting. When a Director has declared an interest arising solely from a position with a charity or voluntary body under this Standing Order, the Trust Board may resolve that the director may remain in the meeting and take part in the discussion, but not vote on the relevant item. A record of this decision shall be made in the minutes.
- 21.7. Directors' 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.

### **Register of Interests**

- 21.8. The Trust Secretary will ensure that a Register of Interests is established and maintained to record formally declarations of interests of directors and other decision-making staff. The Register of Interests will include details of all directorships and other relevant and material interests which have been declared by both executive and Non-Executive Directors.
- 21.9. These details will be kept up to date by means of an annual review of the Register

of Interests in which any changes to interests declared during the preceding twelve months will be incorporated.

- 21.10. The Register of Interests will be available to the Trust's public website.
- 21.11. With the exception of the requirement to report interests in the Annual Report (Standing Order 21.7), this Standing Order also applies in full to any committee or sub-committee or group of the Trust Board; and to any member of such committee or sub-committee or group (whether or not they are a director).

## **22. Disability of directors in proceedings on account of pecuniary interest**

- 22.1. Subject to Standing Order 21 and the provisions of this Standing Order, if a director has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust 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.
- 22.2. The Secretary of State may, subject to such conditions as they may think fit to impose, remove any disability imposed by this Standing Order, in any case where it appears to them to be in the interests of the NHS that the disability should be removed.
- 22.3. The Trust Board, or any committee or sub-committee may, if it thinks fit, provide for the exclusion of a director from a meeting while any contract, proposed contract or other matter in which that person has a pecuniary interest, direct or indirect, is under consideration.
- 22.4. Any remuneration, compensation or allowances payable to a director by virtue of paragraph 233, Part 11 of the NHS Act 2006 shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- 22.5. For the purpose of this Standing Order a director shall be treated, subject to Standing Order 2 as having an indirect pecuniary interest in a contract, proposed contract or other matter, if:
  - 22.5.1. they, or a nominee of theirs, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or;
  - 22.5.2. they are a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration;
  - 22.5.3. and in the case of persons living together as a couple, whether married or not, the interest of one person shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

- 22.6. A director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
- 22.6.1. of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body;
  - 22.6.2. of an interest in any company, body or person with which they are connected as mentioned in Standing Order 22.5 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.
- 22.7. This Standing Order shall not prohibit a director from taking part in the consideration or discussion of the contract or other matter, or from voting on any question with respect to it, if:
- 22.7.1. They have an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, **and**
  - 22.7.2. the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, **and**
  - 22.7.3. the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed one-hundredth of the total issued share capital of the class. This does not affect their duty to disclose the interest
- 22.8. This Standing Order also applies in full to any committee or sub-committee or group of the Trust Board; and to any member of such committee or sub-committee or group (whether or not they are a director).

### **23. Standards of Business Conduct**

- 23.1. The Trust considers it to be a priority to maintain the confidence and continuing goodwill of its patients, public and fellow service providers. The Trust will ensure that all staff are aware of the standards expected of them and will provide guidance on their personal and professional behaviour.
- 23.2. The NHS Constitution 2016 identifies a number of key rights that all staff have and makes a number of further pledges to support staff in delivering NHS services. It goes on to set out the legal duties and expectations of all NHS staff, including:
- to accept professional accountability and maintain the standards of professional practice as set out by the relevant regulatory bodies;
  - to act in accordance with the terms of contract of employment;
  - not to act in a discriminatory manner;
  - to protect confidentiality;

- to be honest and truthful in their work;
- to aim to maintain the highest standards of care and service;
- to maintain training and personal development to contribute to improving services;
- to raise any genuine concerns about risks, malpractice or wrongdoing at work at the earliest opportunity;
- to involve patients in decisions about their care and to be open and honest with them and;
- to contribute to a climate where the truth can be heard and learning from errors is encouraged.

23.3. The Trust adheres to and expects all staff to abide by the seven principles of public life set out by the Parliamentary Committee on Standards of Public Life. These are:

- **Selflessness:** Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
- **Integrity:** Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- **Objectivity:** Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability:** Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- **Openness:** Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
- **Honesty:** Holders of public office should be truthful.
- **Leadership:** Holders of public office should exhibit these principles in their own behaviour and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.

23.4. All staff are expected to conduct themselves in a manner that reflects positively on the Trust and not to act in a way that could reasonably be regarded as bringing their job or the Trust into disrepute. All staff must:

- act in the best interests of the Trust and adhere to its values and this code

of conduct;

- respect others and treat them with dignity and fairness;
- seek to ensure that no one is unlawfully discriminated against and promote equal opportunities and social inclusion;
- be honest and act with integrity and probity;
- contribute to the workings of the Trust and its management and directors in order to help them to fulfil their role and functions;
- recognise that all staff are individually and collectively responsible for their contribution to the performance and reputation of the Trust;
- raise concerns and provide appropriate challenge regarding the running of the Trust or a proposed action where appropriate and;
- accept responsibility for their performance, learning and development.

23.5. All Directors must act in accordance with the Professional Standards Authority's 'Standards for members of NHS boards and Clinical Commissioning Group governing bodies in England' 2012.

23.6. All staff shall declare any relevant and material interest, such as those described in Standing Order 21 and in the Trust's Declarations of Interest Policy. The declaration should be made on appointment to the Executive Director, clinical director, or senior manager to whom they are accountable. If the interest is acquired or recognised subsequently, a declaration should be made via the Trust's online declarations of interest system in line with the Declarations of Interest Policy. The system will then add the interest to the Trust's Register of Interests.

23.7. Officers who are involved in, have responsibility for, or are able by virtue of their role or functions to influence the expenditure of taxpayer monies, may be required by the Trust to give statements from time to time, or in connection with particular contracts, confirming that they have no relevant or material interest to declare.

23.8. If an officer becomes aware of a potential or actual contract in which they have an interest of the nature described in Standing Orders 21 and 22 and this Standing Order, they shall immediately advise the Director of Finance formally in writing. This requirement applies whether or not the officer is likely to be involved in administering the proposed or awarded contract to which they have an interest.

23.9. Gifts and hospitality shall only be accepted in accordance with the Trust's Declarations of Interest Policy. Officers of the Trust shall not ask for any rewards or gifts; nor shall they accept any rewards or gifts of significant value.

23.10. All gifts and hospitality, should be declared via the Trust's online declarations of interest system. Acceptance of gifts by way of inducements or rewards is a criminal offence under the Fraud Act, 2006 and the Bribery Act 2010.

23.11. In addition to Standing Orders 21 and 22 and this Standing Order, an officer must also declare to the Chief Executive Officer or Trust Secretary any other

employment, business or other relationship of theirs, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with interests of the Trust, unless specifically allowed under that officer's contract of employment.



## **Part III – Arrangements for the exercise of functions by delegation and committees**

### **24. Exercise of functions**

- 24.1. Subject to Standing Order 3 and any such directions as may be given by the Secretary of State for Health, the Trust Board may delegate any of its functions to a committee or sub-committee appointed by virtue of Standing Order 25, or to a director or an officer of the Trust. In each case, these arrangements shall be subject to such restrictions and conditions as the Board thinks fit.

### **25. Emergency powers**

- 25.1. The powers which the Trust Board has retained to itself within these Standing Orders may in emergency be exercised by the Chief Executive Officer and the Chair acting jointly and, if possible, after having consulted with at least two Non-Executive Directors. The exercise of such powers by the Chief Executive Officer and the Chair shall be reported to the next formal meeting of the Trust Board for ratification.

### **26. Delegation to committees**

- 26.1. The Trust Board shall agree from time to time to the delegation of specific powers to be exercised by committees or sub-committees, which it has formally constituted. The Trust Board shall approve the constitution and terms of reference of these committees and their specific powers.

### **27. Delegation to officers**

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

### **28. Schedule of Decisions Reserved for the Trust Board**

- 28.1. The Trust Board shall adopt a Schedule of Decisions Reserved for the Trust Board setting out the matters for which approval is required by the Trust Board. The Schedule that is current at the date of adoption of these Standing Orders is contained within the Trust's Scheme of Delegation Policy (4.06) and shall be regarded as forming part of these Standing Orders.
- 28.2. Subject to Standing Order 44, the Trust Board shall review such Schedule at such times as it considers appropriate; and shall update such Schedule in the Trust's Scheme of Delegation Policy (4.06) after each review.
- 28.3. The Schedule of Decisions Reserved for the Trust Board shall take precedence over any terms of reference or description of functions of any committee or sub-committee established by the Trust Board. The powers and functions of any

committee or sub-committee shall be subject to and qualified by the reserved matters contained in that Schedule.

## **29. Scheme of Delegated Authorities**

- 29.1. The Trust Board shall adopt a Scheme of Delegated Authorities setting out details of the directors and officers of the Trust to whom responsibility has been delegated for deciding particular matters; and in a director's or officer's absence, the director or officer who may act for them. The Schedule that is current at the date of adoption of these Standing Orders is contained in the Trust's Scheme of Delegation Policy (4.06) and shall be regarded as forming part of these Standing Orders.
- 29.2. Subject to Standing Order 44, the Trust Board shall review such Schedule at such times as it considers appropriate; and shall update such Schedule in the Trust's Scheme of Delegation Policy (4.06) after each review.
- 29.3. The direct accountability, to the Trust Board, of the Director of Finance and other Executive Directors to provide information and advise the Trust Board in accordance with any statutory requirements shall not be impaired, in any way, by the delegations set out in the Scheme of Delegated Authorities.

## **30. Appointment of committees**

- 30.1. Subject to Standing Order 3 and such directions as may be given by, or on behalf of, the Secretary of State for Health, the Trust may, and if directed by them, shall appoint committees of the Trust, consisting wholly or partly of directors of the Trust or wholly of persons who are not directors of the Trust. Committees will be subject to review by the Trust Board from time to time.
- 30.2. A committee appointed under Standing Order 25 may, subject to such directions as may be given by, or on behalf of, the Secretary of State for Health or the Trust Board, appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include directors of the Trust) or wholly of persons who are not members of the committee (whether or not they include directors of the Trust).
- 30.3. The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration, to meetings of any committee or sub-committee.
- 30.4. The Trust Board shall approve the terms of reference of each such committee. Each committee shall approve the terms of reference of each sub-committee reporting to it. The terms of reference shall include details of the powers vested and conditions, including reporting back to the committee, or Trust Board. Such terms of reference shall have effect as if incorporated into the Standing Orders and be subject to review annually, by that committee, and adoption by the Trust Board.
- 30.5. Committees may not delegate their powers to a sub-committee unless expressly authorised by the Trust Board.

- 30.6. The Board shall approve the appointments to each of the committees and sub-committees that it has formally constituted. Where the Board determines that a committee shall include members who are neither directors nor officers, the Board shall determine the terms of such appointment. The payment of travelling and other allowances shall be in accordance with the rates as may be determined by the Secretary of State for Health, with the approval of the Treasury (see Part 11, paragraph 233 of the 2006 Act).
- 30.7. Minutes, or a representative summary of the issues considered and decisions taken, of any committee appointed under this Standing Order are to be formally recorded and submitted for inclusion onto the agenda of the next possible Trust Board meeting. Minutes, or a representative summary of the issues considered and decisions taken of any sub-committee shall be submitted for inclusion onto the agenda of the next committee meeting to which it reports.
- 30.8. The committees to be established by the Trust will consist of statutory and mandatory, and non-mandatory committees.

## **31. Statutory and Mandatory Committees**

### **Role of Audit Committee**

- 31.1. In line with the requirements of the NHS Audit Committee Handbook (2018), 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 Audit Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the Trust's activities (both clinical and non-clinical), that supports the achievement of the organisation's strategic and principal objectives.
- 31.2. The Audit Committee shall ensure that the Trust has an effective internal audit function that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Chief Executive Officer and Board.
- 31.3. The Audit Committee shall review the work and findings of the External Auditor and consider the implications and management's responses to their work. The Auditor panel shall advise the Trust Board on the selection and appointment of the external auditor.
- 31.4. The Audit Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications for the governance of the Trust. In addition, the Committee will review the work of other committees within the organisation, whose work can provide relevant assurance to the Audit Committee's own scope of work. This will include the Finance and Resource Committee, Quality Committee and the People, Culture and Development Committee. It is recommended a minimum of three non-executive directors be appointed unless the Board decides otherwise, of which one must have significant, recent and relevant financial experience.

### **Role of Remuneration Committee**

- 31.5. The purpose of the Remuneration Committee is to determine appropriate remuneration and terms of service for the Chief Executive Officer, Executive Directors and other senior management employed on Trust terms and conditions, including:
- (i) all aspects of salary (including any performance related elements / bonuses);
  - (ii) additional non pay benefits, including pensions and cars;
  - (iii) contracts of employment;
  - (iv) arrangements for termination of employment and other contractual terms; and
  - (v) severance packages (severance packages must be calculated using standard guidelines any proposal to make payments outside of the current guidelines must be subject to the approval of the Treasury).

The committee shall have delegated responsibility to agree the remuneration arrangements for executive directors and other senior managers employed on Trust terms and conditions provided that no single decision, or series of interrelated decisions, shall have a revenue consequence exceeding £250,000 or amount to a variation of more than 15% in the remuneration for an individual post.

- 31.6. It is recommended the committee be comprised exclusively of Non-Executive Directors, a minimum of three, who are independent of management. The Committee shall advise the Trust Board on the size, structure and membership and succession plans for the Trust Board and maintain oversight of the performance of the Chief Executive Officer and Executive Directors.
- 31.7. The terms of reference of the Remuneration and Nominations Committee shall have effect as if incorporated into these Standing Orders and their approval shall be recorded in the appropriate minutes of the Trust Board and may be varied from time to time by resolution of the Trust Board.

### **Charitable Funds Committee**

- 31.8. North Staffordshire Combined Healthcare NHS Trust was appointed as Corporate Trustee of the charitable funds by virtue of Statutory Instrument 1996/124, which came into force in February 1996. The Trust Board of North Staffordshire Combined Healthcare NHS Trust serves as the agent of the Corporate Trustee in the administration of the charitable funds held by the Trust.
- 31.9. The terms of reference shall have effect as if incorporated into these Standing Orders and shall be recorded in the appropriate minutes of the Trust Board, acting as Corporate Trustee, and may be varied from time to time by resolution of the Trust Board, acting in this capacity. The Committee is empowered with the responsibility for day-to-day management of the investments of the charitable

funds in accordance with any statutory or other legal requirements or best practice required by the Charity Commission.

### **Quality Committee**

- 31.10. The Trust Board will establish a committee whose functions are concerned with the arrangements for the purpose of monitoring and improving the quality of healthcare for which the Trust has responsibility.
- 31.11. The committee will set the Trust's strategy for quality governance and ensure the development of the Trust's quality governance plans. The committee will oversee the Trust's registration and continued accreditation under the Health and Social Care Act.
- 31.12. The committee will receive information in relation to medicines management and monitor any issues or concerns.
- 31.13. The committee will focus on risks that particularly affect the quality of clinical services.
- 31.14. The committee will review the Trust's policies and their management arrangements covering all aspects of information governance.

### **Finance and Resource Committee**

- 31.15. The Trust Board will establish a committee whose functions are to advise the Board on major investments and business development proposals.
- 31.16. The committee will monitor the Trust's financial performance and the achievement of its financial plans and ensure that the Trust's financial strategy develops in line with the Trust Strategy, in line with changing NHS systems and financial performance requirements.
- 31.17. The committee will review and recommend to the Trust Board the annual business plan and the associated financial budget with targets set in terms of key performance indicators.
- 31.18. The committee will receive and review regular updates on the financial activity and performance of the Trust, and to ensure that effective action is taken to enable the Trust to achieve its key performance targets. Review the form of financial reporting and make recommendations thereon.
- 31.19. The committee has responsibility to ensure that the Trust's longer term financial strategy is cognisant of the wider NHS financial agenda and will recommend to the Trust Board the Long Term Financial Plan included in the five year Integrated Business Plan and ensure that the finance function as well as other corporate and shared services of the Trust has the necessary establishment of people, resources and skills to provide, across all of the Trust's activities, the required level of services.
- 31.20. The committee will focus on financial risks and will report to the Committee on any mitigations or acceptance of risk.

## **People, Culture and Development Committee**

- 31.21. The Trust Board will establish a committee whose functions are to monitor the Trust's workforce performance and ensure that the Trust's People and Cultural objectives are aligned with the Trust's Integrated Business Plan Strategy.
- 31.22. The Committee will focus on education and learning, equality and diversity and staff engagement and will receive and report on information received from the Trust's Professional Heads Group Senior Management.
- 31.23. The Committee will oversee, monitor and report management of change processes and also review and approve communication plans. The committee will monitor and report continuous improvement against staff survey performance and the Friends and Family test indicator.

### **32. Proceedings in committee to be confidential**

- 32.1. There is no requirement for meetings of Trust Board committees and sub-committees to be held in public, or for agendas or records of these meetings to be made public. However, the records of any meetings may be required to be disclosed, should a valid request be made under the rights conferred by the Freedom of Information Act, 2000 and there is no legal justification for non-disclosure.
- 32.2. Committee members should normally regard matters dealt with or brought before the committee as being subject to disclosure, unless stated otherwise by the Chair of the committee. The Chair shall determine whether specific matters should remain confidential until they are reported to the Trust Board.
- 32.3. A director of the Trust or a member of a committee shall not disclose any matter reported to the Trust Board, or otherwise dealt with by the committee if the Trust Board resolves that it is confidential.
- 32.4. Regardless of this Standing Order 26, individual directors and officers of the Trust have a right and a duty to raise with the Trust any matter of concern they may have about health service issues concerned with the delivery of care or services.

### **33. Election of Chair of committee**

- 33.1. Each committee shall appoint a Chair; and may appoint a vice-Chair from its membership. The terms of reference of the committee shall describe any specific rules regarding who the Chair should be. Meetings of the committee will not be recognised as quorate, if the Chair, or vice Chair, or other suitably qualified, nominated member of the committee is not present to undertake the role.
- 33.2. Each committee shall review the appointment of its Chair, as part of the annual review of the committee's role and effectiveness.

### **34. Special meetings of committee**

- 34.1. The Chief Executive Officer shall require any committee to hold a special meeting,

on the request of the Chair, or on the request, in writing of any two members of that committee.

## **Part IV – Custody of seal and sealing of documents**

### **35. Custody of seal**

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

### **36. Sealing of documents**

36.1. The Seal of the Trust shall only be attached to documents where the sealing has first been approved by the Trust Board, or the Chair, or the Chief Executive Officer, or their designated acting replacement, in accordance with the Scheme of Delegated Authorities. Before any building, engineering, property or capital document is sealed it must be approved and signed by the Director of Finance (or an Officer nominated by him).

36.2. The seal shall be affixed in the presence of the signatories.

### **37. Register of sealing**

37.1. An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose. The entry shall be signed by the persons who approved and authorised the sealing of the document; and who attested the seal.

37.2. A report of all sealing shall be made to the Trust Board annually, or a committee delegated to oversee the register at periods of its discretion. The report shall contain details of the seal number, the description of the document and date of sealing.

## **Part V – Appointment of directors and officers of the Trust**

### **38. Canvassing of, and recommendations by, directors**

- 38.1. Canvassing of any director of the Trust or member of a committee of the Trust directly or indirectly for any appointment under the Trust, shall disqualify the candidate from such appointment. Where the Chair or any such director or committee member is so canvassed, they shall notify the Chief Executive Officer in writing. The purpose of this Standing Order shall be included in any form of application or otherwise brought to the attention of candidates.
- 38.2. No director of the Trust shall solicit for any person any appointment under the Trust or recommend any person for such appointment; but this shall not preclude a director from sharing knowledge about the availability of potential candidates prior to the commencement of recruitment, nor from giving a written testimonial of a candidate's ability, experience or character for submission to the appropriate panel or committee of the Trust Board.

### **39. Relatives of directors or officers of the Trust**

- 39.1. Candidates for any appointment under the Trust shall, when making application, disclose in writing to the Trust whether they are related to any director or senior officer of the Trust. Failure to disclose such a relationship is likely to disqualify a candidate and, if appointed, render them liable to instant dismissal.
- 39.2. Every director and senior officer of the Trust shall disclose to the Chief Executive Officer any relationship between themselves and a candidate of whose candidature that director or senior officer is aware. It shall be the duty of the Chief Executive Officer to report to the committee with responsibility for oversight of remuneration and terms of service any such disclosure made.
- 39.3. Where the relationship to the director or senior officer of the Trust is disclosed, Standing Order 21 (Interest of directors in contracts and other matters) shall apply.
- 39.4. This Standing Order applies to circumstances where a candidate or candidate's partner or spouse is an immediate family relation or dependent of the director or senior officer of the Trust, or their partner or spouse.



## **Part VI – Tendering and contracting procedures**

### **40. General**

- 40.1. The Trust use University Hospital of North Midlands NHS Trust (UHNM) to provide a procurement service.
- 40.2. Every contract made by or on behalf of the Trust shall comply with the procedures and requirements of:
  - 40.2.1. these Standing Orders
  - 40.2.2. the Trust's Standing Financial Instructions
  - 40.2.3. any direction by the Trust Board
- 40.3. Wherever possible and provided it protects the Trust's position adequately, contracts made will reflect the most up to date and relevant model Standard Conditions that are provided by the Department of Health. These models may be amended to develop bespoke contracts.
- 40.4. Directives of the Council of the European Union (EU) for awarding all forms of contracts shall take precedence over all other procedural requirements and guidance and shall have effect as if incorporated in these Standing Orders. The EU Procurement Rules apply to public authorities under the, Public Contracts Regulations 2015 for England, Wales and Northern Ireland. The regulations cover fully regulated procurements and 'light touch regime'. The rules set out detailed procedures for contracts where the value equals or exceeds specific thresholds. These thresholds are exclusive of VAT and relate to the full life of the contract. The Chief Executive Officer shall be responsible for ensuring the best value for money can be demonstrated for all services provided under contract or in-house. The Trust Board may also determine from time to time those in-house services should be market tested by competitive tendering.
- 40.5. Contract procedures shall take account of the Trust's Declarations of Interest Policy and the necessity to avoid any possibility of collusion or allegations of collusion between contractors and suppliers; or between contractors and suppliers and staff of the Trust.
- 40.6. The application of the provisions of this part of the Standing Orders to contracts and purchases may be varied by resolution of the Trust Board from time to time.

### **41. Delegated authority to enter into contracts**

- 41.1. The Trust Board shall have power to accept tenders and to authorise the conclusion of contracts. It may delegate such authority subject to financial limits set in accordance with Standing Order 36.2 to:
  - 41.1.1. a committee appointed under sections 24 and 25 of these Standing

## Orders

- 41.1.2. the Chief Executive Officer
  - 41.1.3. to the Chief Executive Officer jointly with the Chair
  - 41.1.4. the directors or nominated officers
  - 41.1.5. officers of the Trust's procurement service supplier, in accordance with that organisation's standard operating procedures.
- 41.2. The financial limits determining whether quotations (competitive or otherwise) or sealed bid tenders must be obtained shall be set in accordance with the procedure in the Standing Financial Instructions the current thresholds being set out in the Trust Scheme of Delegated Authorities which can be found in the Trust's Scheme of Delegation Policy (4.06).

## **42. Competition in purchasing or disposals – procedures**

- 42.1. The Trust Board shall from time to time adopt procedures which shall be regarded as being incorporated into these Standing Orders and which shall take account of Standing Financial Instructions, the Trust's Procurement rules and regulations including implementing EC Directives on Public Procurement and which shall deal with:
- 42.1.1. Tender process selection
  - 42.1.2. methods for inviting tenders
  - 42.1.3. the manner in which tenders are to be submitted
  - 42.1.4. the receipt and safe custody of tenders
  - 42.1.5. the opening of tenders
  - 42.1.6. evaluation
  - 42.1.7. re-tendering
  - 42.1.8. such other matters in connection with tendering as the Board considers appropriate

## **43. Disposals of land and buildings**

- 37.1. Land and buildings that are owned by the Trust, or are otherwise recorded as being part of the estate of the Trust, shall be disposed of in accordance with the most recent rules and guidance issued by the Department of Health. Disposal will require the approval of the Trust Board.

## **Part VII – Miscellaneous**

### **44. Suspension of Standing Orders**

- 44.1. Except where this would contravene any statutory provision or any direction made by the Secretary of State for Health, any one or more of the Standing Orders, except for Standing Order 40 which may not be suspended, may be suspended at any meeting, provided that at least two-thirds of the directors of the Trust are present and the majority of those present vote in favour of suspension.
- 44.2. A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 44.3. A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the directors.
- 44.4. No formal business may be transacted while Standing Orders are suspended.
- 44.5. The Audit Committee shall review every decision to suspend Standing Orders.

### **45. Variation of Standing Orders**

- 45.1. These Standing Orders shall be varied only if:
  - 45.1.1. a notice of motion under Standing Order 17 has been given **and**
  - 45.1.2. no fewer than half of the appointed Non-Executive Directors vote in favour of such variation **and**
  - 45.1.3. at least two-thirds of the directors who are eligible to vote are present **and**
  - 45.1.4. the variation proposed does not contravene a statutory provision or direction made by the Secretary of State for Health.
- 45.2. Standing Order 39 may not be varied.
- 45.3. Any financial limits in these Standing Orders and the Schedule of Decisions Reserved for the Trust Board and the Scheme of Delegated Authorities may be varied by resolution of the Trust Board at any time.
- 45.4. Where financial limits are varied the Director of Finance will advise the Audit Committee, internal and external audit.

### **46. Availability of Standing Orders**

- 46.1. The Trust Secretary shall make available a copy of the Standing Orders to each director of the Trust and to such other employees as the Chief Executive Officer considers appropriate.
- 46.2. A copy of these Standing Orders will be held, with unrestricted access to all staff, on the Trust's intranet site.

#### **47. Signature of documents**

- 47.1. Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall be signed by the Chief Executive Officer, or by any Executive Director of the Trust duly authorised for that purpose by the Board in accordance with the Scheme of Delegated Authorities, unless any enactment otherwise requires or authorises differently.
- 47.2. The Chief Executive Officer or nominated directors shall be authorised, by resolution of the Board, to sign on behalf of the Trust any agreement or other document (not required to be executed as a deed) the subject matter of which has been approved by the Board or committee or sub-committee to which the Board has delegated appropriate authority.

#### **48. Standing Financial Instructions**

- 48.1. Standing Financial Instructions adopted by the Trust shall have effect as if incorporated in these Standing Orders.

#### **49. Review of Standing Orders**

- 49.1. Standing Orders shall be reviewed annually, or earlier, if developments within or external to the Trust indicate the need for a significant revision to the Standing Orders. The requirement to review extends to all documents having the effect as if incorporated in Standing Orders.
- 49.2. Any change will be reviewed by the Audit Committee before a recommendation is made to the Trust Board for adoption.