

University Hospitals of North Midlands



NHS Trust

# Policy No. G19 Standing Orders

The following personnel have direct roles and responsibilities in the implementation of this policy:

- All Trust Staff

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1	November 2014	Separate version of policy created (previously included within Policy F01)
2	February 2016	Policy Review as per review schedule. Numerous changes made as reflected within minor revisions schedule.
3	July 2017	Ratified following minor amendment

# University Hospitals of North Midlands

NHS Trust

## ***Statement on Trust Policies to be included in all policies***

### **Staff Side and Trade Unions**

The University Hospitals of North Midlands NHS Trust is committed to ensuring that, as far as is reasonably practicable, the way in which we provide services to the public and the way in which we treat our staff reflects their individual needs and does not discriminate against individuals or groups on any grounds.

### **Equality and Diversity**

The University Hospitals of North Midlands aims to promote equality and diversity and value the benefits this brings. It is our aim to ensure that all staff feel valued and have a fair and equitable quality of working life.

### **Equality Impact Assessment**

The organisation aims to design and implement services, policies and measures that meet the diverse needs of our service, population and workforce, ensuring that none are placed at a disadvantage over others. The Equality Impact Assessment tool is designed to help you consider the needs and assess the impact of your policy.

### **Information Governance**

Any Trust policy which impacts on or involves the use and disclosure of personal information (patient or employee) must make reference to and ensure that the content of the policy is comparable with the relevant statutory or legal requirement and ethical standards

### **Data Protection Bill, General Data Protection Regulations (GDPR) and the NHS Code of Confidentiality**

GDPR replaces the EU Data Protection Directive of 1995 and supersedes the law of member states that were developed in compliance with the Data Protection Directive 95/45/EC. Its purpose is to protect the “right and freedom” of natural persons (i.e. living individuals) and to ensure that personal data is not processed without their knowledge, and, wherever possible, that it is processed with their consent.

Processing includes holding, obtaining, recording, using and disclosing of information and applies to all forms of media, including paper and images. It applies to confidential patient information but is far wider in its scope, e.g. it also covers personal records

Whiles GDPR applies to both patient and employee information, the Confidentiality Code of Practice (COP) applies only to patient information. The COP incorporates, the requirements of GDPR and other relevant legislations together with the recommendations of the Caldicott report and medical ethics considerations, in some cases extending statutory requirements and provides detailed specific guidance.

### **Freedom of Information Act 2000**

The Freedom of Information Act 2000 (FOIA) is an Act which makes legal provision and creates a legal gateway and timetable for the disclosure, to the public, of the **majority** of corporate information held (but not necessarily created) by this Trust. The Trust has a legal responsibility to proactively provide a large amount of information to the public and to pro-actively respond to specific requests for information. Information will not be disclosed when the Trust can claim legal exemption. Any non-disclosure must be conveyed in writing; quoting the relevant exemption together with signposting to internal and external methods of complaint. Locally, guidance on the DPA, FOIA and COP can be obtained from the Information Governance Manager or the Caldicott Guardian.

### **Mental Capacity Act**

Any Trust policy which may affect a person who may lack capacity should comply with the requirements of the Mental Capacity Act 2005 (MCA)

The MCA and its associated Code of Practice provides the framework for making decisions on behalf of individuals who lack the mental capacity to do these acts or make these decisions for themselves. Everyone working with and/or caring for adults who lack capacity, whether they are dealing with everyday matters or life-changing events in the lives

of people who lack capacity must comply with the Act.

In a day to day context mental capacity includes making decisions or taking actions affecting daily life – when to get up, what to wear, what to eat etc. In a legal context it refers to a person's ability to do something, including making a decision, which may have legal consequences for the person lacking capacity, or for other people.

The Code provides guidance to all those working with and/or caring for adults who lack capacity, including family members, professionals and carers. It describes their responsibilities when acting or making decisions with, or on behalf of, individuals who lack the capacity to do this for themselves. In particular, it focuses on those who will have a duty of care to a person lacking capacity and explains how the legal rules set out in the Act will work in practice.

### **The Health Act: Code of Practice for the Prevention and Control of Health Care Associated Infections**

The purpose of the Code is to help NHS bodies plan and implement how they can prevent and control HCAI. It sets out criteria by which managers of NHS organisations are to ensure that patients are cared for in a clean, safe environment, where the risk of HCAI is kept as low as possible. Failure to observe the Code may either result in an Improvement Notice being issued by the Care Quality Commission, or in the Trust being reported for significant failings and placed on 'Special Measures'.

The Code relates to healthcare provided by all NHS bodies. Each NHS body is expected to have systems in place sufficient to comply with the relevant provisions of the Code, so as to minimise the risk of HCAI to patients, staff and visitors.

The Trust Board must have an agreement outlining its collective responsibility for minimising the risks of infection and the general means by which it prevents and controls such risks.

Effective prevention and control of HCAI must be embedded into everyday practice and applied consistently by all staff.

### **Human Rights**

The Trust is committed to the principles contained in the Human Rights Act. We aim to ensure that our employment policies protect the rights and interests of our staff and ensure that they are treated in a fair, dignified and equitable way when employed at the Trust.

### **Sustainable Development**

The University Hospitals of North Midlands NHS Trust (UHNM) is committed to demonstrating leadership in sustainability and has a Trust Board approved Sustainable Development Management Plan (SDMP): Our 2020 Vision: Our Sustainable Future which sets out the route to developing a world-class healthcare system that is financially, socially and environmentally sustainable.

There are three 'Key Priorities' to aim for by 2020. With the help of employees, key partners and other stakeholders the trust will embed opportunities to:

1. Reduce our environmental impact, associated carbon emissions and benefit from a healthier environment;
2. Improve the resilience of our services and built environment as a result of severe environmental and climatic changes;
3. Embed sustainable models of care and support our local community to be well-connected, healthy, resilient, independent and managing their lives in a positive way.

The SWITCH campaign is designed to achieve these priorities. It is relevant to all departments and all members of staff. The focus is on using resources sustainably in order to provide better patient care, improve health and our working environment.

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## **1. INTRODUCTION**

### **1.1 Statutory Framework**

The University Hospital of North Midlands NHS Trust (the Trust) is a statutory body which came into existence on 4<sup>th</sup> November 1992 under The North Staffordshire Hospital NHS Trust (Establishment) Order 1992 No 2559 (the Establishment Order). On the 1<sup>st</sup> April 2003, via order No 792, the name of the hospital was changed to the University Hospitals of North Midlands NHS Trust. On 1<sup>st</sup> November 2014, the name of the hospital was changed to the University Hospitals of North Midlands NHS Trust.

- i. The principal place of business of the Trust is the Royal Stoke University Hospital, Newcastle Road, Stoke-on-Trent, Staffordshire, ST4 6QG.
- ii. NHS Trusts are governed by statute, mainly the National Health Service Act 2006, as amended by the Health and Social Care Act 2012 (the 2006 Act) and the National Health Service Act 1977 (the 1977 Act and together with the 2006 Act, the NHS Acts).
- iii. The functions of the Trust are conferred by this legislation.
- iv. The Trust also has statutory powers to fund projects jointly planned with local authorities, voluntary organisations and other bodies.
- v. 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.
- vi. The Trust will also be bound by such other statutes and legal provisions which govern the conduct of its affairs.

### **1.2 NHS Framework**

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, guidance is also issued by Monitor which is mandatory for Foundation trusts.

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.

The Code of Practice on Openness in the NHS sets out the requirements for public access to information on the NHS.

### **1.3 Delegation of Powers**

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 (Appendix 4) 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 3 or by an officer of the Trust, in each case subject to such restrictions and conditions as the Trust thinks fit or as the Secretary of State may direct". Delegated Powers are covered in a separate document (Reservation of Powers to the Board and Delegation of Powers). This document has effect as if incorporated into the Standing Orders and Standing Financial Instructions.

## 2. STATEMENT

The University Hospital of North Midlands NHS Trust is committed to ensuring that robust and best practice corporate governance arrangements are in place, which meets national legislation and guidelines.

### 2.1 Policy Statements: General Principles

The Trust Board will from time to time agree and approve policy statements/procedures which will apply to all or specific groups of staff employed by the University Hospitals of North Midlands NHS Trust. The decisions to approve such policies and procedures will be recorded in an appropriate minute and will be deemed where appropriate to be an integral part of the Trust's Standing Orders.

### 2.2 Specific Policy Statements

Notwithstanding the application of Standing Order 2.1 above, these Standing Orders must be read in conjunction with the following Policy statements:

- Standards of Business Conduct Policy (G16) for University Hospitals of North Midlands NHS Trust staff;
- Staff Disciplinary Policy and Procedure (HR01) adopted by the Trust
- Standing Financial Instructions (F01) adopted by the Trust

All of which shall have effect as if incorporated in these Standing Orders.

### 2.3 Specific guidance

Notwithstanding the application of Standing Order 2.1 above, these Standing Orders must be read in conjunction with the following guidance and any other issued by the Secretary of State for Health:

- Caldicott Guardian 1997;
- Human Rights Act 1998;
- Freedom of Information Act 2000.

## 3. SCOPE

This policy applies to all areas of the Trust and all individuals employed by the Trust including contractors, voluntary workers, students, locum and agency staff and those holding honorary contracts.

## 4. DEFINITIONS

4.1 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 or Secretary to the Board).

4.2 Any expression to which a meaning is given in the NHS Act 2006, 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 in addition:

<b>Accountable Officer</b>	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.
<b>Associate Member</b>	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.
<b>Audit Committee</b>	A committee whose functions are concerned with supporting the Board in their responsibilities for issues of risk control and governance for which the University Hospitals of North Midlands NHS Trust has responsibility.
<b>Board</b>	The Chairman, Executive Directors and Non-Executive Directors of the Trust collectively as a body.
<b>Budget</b>	Resource, expressed in financial terms, proposed by the Trust for the purpose of carrying out, for a specific period, any or all of the functions of the Trust. The budget should, wherever possible, also be supported by budgets relating to workforce and workload.
<b>Budget Administrator</b>	Employee with delegated authority from a Budget Manager (to a limit of £5,000 inclusive of VAT) to manage finances (income and expenditure) for a specific cost centre or group of cost centres
<b>Budget Holder</b>	Director or employee with delegated authority from the Chief Executive (to a limit of £50,000 inclusive of VAT) to manage finances (income and expenditure) for a specific area of the organisation
<b>Budget Manager</b>	Employee with delegated authority from a Budget Holder (to a limit of £10,000 inclusive of VAT) to manage finances (income and expenditure) for a specific cost centre or group of cost centres
<b>Chairman of the Trust</b>	Is the person appointed by the Secretary of State for Health (delegated to the NTDA) 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.
<b>Chief Executive</b>	The chief officer of the Trust.
<b>Commissioning</b>	The process for determining the need for and for obtaining the supply of healthcare and related services by the Trust within available resources.
<b>Committee</b>	Means a committee or sub-committee created and appointed by the Trust.
<b>Committee members</b>	Means persons formally appointed by the Board to sit on or to chair specific committees.
<b>Company Secretary</b>	A 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.
<b>Contracting and Procuring</b>	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.
<b>Director of Finance</b>	The Chief Financial Officer of the Trust.
<b>Employee</b>	Employee of the Trust or any other person holding a paid appointment or office with the Trust.
<b>Executive Director</b>	An officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.



<b>Finance and Performance Committee</b>	A committee whose functions are concerned with the arrangements for the purpose of monitoring financial performance and risk for which the University Hospitals of North Midlands NHS Trust has responsibility.
<b>Funds held on trust</b>	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 the NHS Act 2006, as amended. Such funds may or may not be charitable.
<b>He/she or his/her</b>	Where this term appears this term is to be taken as referring to the post holder and is interchangeable as the gender of that post holder changes
<b>Integrating Health Services for Staffordshire (IHSS)</b>	The task and finish group committee whose purpose is to provide challenge, oversight and strategic leadership for the development and implementation of the acquisition of services currently provided at Stafford Hospital.
<b>Member</b>	Executive Director or non-Executive Director of the Board as the context permits.
<b>Membership, Procedure and Administration Arrangements Regulations</b>	NHS Membership and Procedure Regulations (SI 1990/2024) and subsequent amendments.
<b>Non-Executive Director</b>	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.
<b>Quality Assurance Committee</b>	A committee whose functions are concerned with the arrangements for the purpose of monitoring and improving the quality of healthcare for which the University Hospitals of North Midlands NHS Trust has responsibility.
<b>Scheme of Reservation and Delegation of Powers</b>	Document which sets out the powers reserved by the Trust Board, while at the same time delegating to the appropriate level the detailed application of Trust policies and procedures.
<b>Shadow Council of Governors</b>	The council established of shadow governors to represent the membership of the Trust (i.e. mirroring the arrangements of an FT).
<b>Shadow Governor</b>	Member of the Shadow Council of Governors to represent the membership of the Trust (i.e. mirroring the arrangements of an FT).
<b>SID Senior Independent Director</b>	A non-executive director available to Shadow Governors if they have concerns that contact through the normal channels of Chairperson, Chief Executive, Finance Director or Company Secretary has failed to resolve.
<b>SO's</b>	Standing Orders.
<b>Standing Financial Instructions (SFIs)</b>	Document detailing the financial responsibilities, policies and procedures adopted by the Trust.
<b>Trust</b>	University Hospitals of North Midlands NHS Trust.
<b>Vice Chairman</b>	The Non-executive Director appointed by the Board to take on the Chairman's duties if the Chairman is absent for any reason.

## **5. ROLES AND RESPONSIBILITIES**

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

### **5.1 Executive Director Members**

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

### **5.2 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.

### **5.3 Director of Finance**

The Director of Finance 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.

### **5.4 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.

### **5.5 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 and those of the Shadow Council of Governors until a Council is fully established.

The Chairman shall liaise with the NHS Trust Development Authority (NTDA) 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.

## **6. EDUCATION, TRAINING AND PLAN FOR IMPLEMENTATION**

Whilst there is no specific training programme in place in relation to this policy, all Board members will be provided with a copy. Aspects of this policy will be covered via the Board Development Programme.

## **7. MONITORING AND REVIEW ARRANGEMENTS**

Adherence to this policy will be monitored by the Head of Corporate Affairs/Company Secretary through the production of a regular report which will be presented to the Audit Committee.

## THE TRUST BOARD: COMPOSITION OF MEMBERSHIP, TENURE AND ROLE OF MEMBERS

### 1.1 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:

- i. The Chairman of the Trust
- ii. Up to 8 Non-Executive Directors
- iii. Up to 8 Executive Directors (but not exceeding the number of Non-Executive Directors) including:
  - the Chief Executive;
  - the Director of Finance;

The Trust Board shall have not more than 16 and not less than 8 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).

### 1.2 Appointment of Chairman and Non-Executive Directors of the Trust

Appointment of the Chairman and Non-Executive Directors of the Trust are appointed by the Secretary of State (delegated to the Public Appointments arm of the NHS Trust Development Authority), but otherwise the appointment and tenure of office of the Chairman and members are set out in the Membership, Procedure and Administration Arrangements Regulations.

### 1.3 Terms of Office of the Chairman and Non-Executive Directors

The regulations setting out the period of tenure of office of the Chairman and Non-Executive Directors 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.

### 1.4 Appointment and Powers of Vice-Chairman

1.4.1 Subject to Appendix 1, Standing Order 1.4.2 below, the Chairman and Non-Executive Directors of the Trust may appoint one of their numbers, who is not also an Executive Director, 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.

1.4.2 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 Non-Executive Directors may thereupon appoint another non-Executive Director as Vice-Chairman in accordance with the provisions of Appendix 1, Standing Order 1.4.1.

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.

### **1.4.3 Appointment of Senior Independent Director**

In order to adopt best practice in line with Monitor's Code of Governance, a Senior Independent Director (SID) shall be appointed by the Chairman. The SID is a non-executive director identified as being available to Shadow Governors if they have concerns that contact through the normal channels of Chairperson, Chief Executive, Finance Director or Company Secretary has failed to resolve.

### **1.5 Joint Members**

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 Appendix 1 Standing Order 1.1 as one person.

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

- i. either or both of those persons may attend or take part in meetings of the Board;
- ii. if both are present at a meeting they should cast one vote if they agree;
- iii. in the case of disagreements no vote should be cast;
- iv. the presence of either or both of those persons should count as the presence of one person for the purposes of Appendix 2 Standing Order 2.11 Quorum.

### **1.6 Corporate Role of the Board**

All business shall be conducted in the name of the Trust.

All funds received in trust shall be held in the name of the Trust as corporate trustee.

The powers of the Trust established under statute shall be exercised by the Board meeting in public session (minimum four times yearly) except as otherwise provided for in Appendix 2.

The Board shall define and regularly review the functions it exercises on behalf of the Secretary of State.

### **1.7 Schedule of Matters reserved to the Board and Scheme of Delegation**

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 Section C of this Document - 'Schedule of Matters Reserved to the Board' and shall have effect as if incorporated into the Standing Orders. Those powers which it has delegated to officers and other bodies are contained in the Scheme of Delegation Appendix 8.

### **1.8 Lead Roles for Board Members**

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.).

## **MEETINGS OF THE TRUST**

### **2.1 Calling meetings**

Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine.

The Chairman of the Trust may call a meeting of the Board at any time.

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.

### **2.2 Notice of Meetings and the Business to be transacted**

Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be issued to every member, so as to be available to members at least five clear days before the meeting.

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.

No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under Appendix 2, Standing Order 2.6.

A member desiring a matter to be included on an agenda shall make his/her request in writing to the Company Secretary. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 10 days before a meeting may be included on the agenda at the discretion of the Chairman.

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 (via the Trust website) at least three clear days before the meeting, (required by the Public Bodies (Admission to Meetings) Act 1960 Section 1 (4) (a)).

### **2.3 Agenda and Supporting Papers**

The agenda will be sent to members 5 working days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be dispatched no later than three clear days before the meeting, save in emergency. For public meetings, the agenda and supporting papers shall be published via the Trust website at least three working days before the meeting.

### **2.4 Petitions**

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.

### **2.5 Notice of Motion**

Subject to the provision of Appendix 2, Standing Orders 2.7 'Motions: Procedure at and during a meeting' and 3.8 '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.

The notice shall be delivered at least 15 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.

## **2.6 Emergency Motions**

Subject to the agreement of the Chairman, and subject also to the provision of Appendix 2, Standing Order 2.7 '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.

## **2.7 Motions: Procedure at and during a meeting**

### **i. 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.

### **ii. 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:

- the receipt of a report;
- consideration of any item of business before the Trust Board;
- the accuracy of minutes;
- that the Board proceed to next business;
- that the Board adjourn;
- that the question be now put.

### **iii. Amendments to motions**

A motion for amendment shall not be discussed unless it has been proposed and seconded.

Amendments to motions shall be moved relevant to the motion, and shall not have the effect of negating the motion before the Board.

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.

### **iv. Rights of reply to motions**

#### 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.

#### 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.

#### Withdrawing a motion

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

#### Motions once under debate

When a motion is under debate, no motion may be moved other than:

- an amendment to the motion;
- the adjournment of the discussion, or the meeting;
- that the meeting proceed to the next business;
- that the question should be now put;
- the appointment of an 'ad hoc' committee to deal with a specific item of business;
- that a member/director be not further heard;
- 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 Appendix 2, Standing Order 2.17).

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.

### **2.8 Motion to Rescind a Resolution**

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.

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 eFFPCt 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.

### **2.9 Chairman of meeting**

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.

If the Chairman and Vice-Chairman are absent, such member (who is not also an Executive Director of the Trust) as the members present shall choose shall preside.

### **2.10 Chairman's ruling**

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, at the meeting, shall be final.

## **2.11 Quorum**

No business shall be transacted at a meeting unless at least a third of the whole number of the Chairman and members (including at least one member who is also an Executive Director of the Trust and one Non-Executive Director) is present.

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

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 Appendix 5, 5.1) 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.

## **2.12 Voting**

Save as provided in Appendix 2, Standing Orders 2.13 – ‘Suspension of Standing Orders’ and 2.14 - 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.)

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.

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).

If a member so requests, their vote shall be recorded by name.

In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.

A manager who has been formally appointed to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Executive Director.

A manager attending the Trust Board meeting to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Executive Directors status when attending a meeting shall be recorded in the minutes.

For the voting rules relating to ‘Joint Members’ see Appendix 1, Standing Order 1.5.

## **2.13 Suspension of Standing Orders**

Except where this would contravene any statutory provision or any direction made by the Secretary of State or the rules relating to the Quorum (Appendix 2, Standing Order 2.11), 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 Executive Director 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.



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.

No formal business may be transacted while Standing Orders are suspended.

The Audit Committee shall review every decision to suspend Standing Orders.

#### **2.14 Variation and Amendment of Standing Orders**

These Standing Orders shall not be varied except in the following circumstances:

- upon a notice of motion under Appendix 2, Standing Order 2.5;
- upon a recommendation of the Chairman or Chief Executive included on the agenda for the meeting;
- 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-Executive Director Non-Officer members vote in favour of the amendment;
- providing that any variation or amendment does not contravene a statutory provision or direction made by the Secretary of State.

#### **2.15 Record of Attendance**

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

#### **2.16 Minutes**

The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where their approval will be recorded.

No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate (for example matters arising).

#### **2.17 Admission of public and the press**

- i. Admission and exclusion on grounds of confidentiality of business to be transacted

The public and representatives of the press may attend designated meetings of the Trust, but shall be required to withdraw upon the Trust Board as follows:

- 'that representatives of the press, and other members of the public, be excluded from the private 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'.

- ii. General disturbances

The Chairman (or Vice-Chairman if one has been appointed) or the person presiding over the meeting shall give such directions as he/she 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:

- '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'.
- iii. Business proposed to be transacted when the press and public have been excluded from a meeting

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 (i) and (ii) above, shall be confidential to the members of the Board.

Members and Directors 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.

- iv. Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings

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.

## **2.18 Observers at Trust meetings**

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.

## **2.19 Council of Governors (Shadow Council of Governors)**

It should be noted that separate Standing Orders relating to the business of the Council of Governors (Shadow Council of Governors) will be developed and included in the core constitution once the Trust becomes a Foundation Trust. These will apply from the date of authorisation to Foundation Trust Status.

The Council of Governors (Shadow Council of Governors) will be chaired by the Chairman of the Trust and will be supported by the Vice Chairman/Senior Independent Director should the Trust appoint either.

The Council of Governors (Shadow Council of Governors) will be responsible for establishing Sub Committees as it deems appropriate and these will be agreed in conjunction with the Trust Board. The Constitution, Terms of Reference and Register of Interest for Governors both appointed and elected shall be maintained by the Company Secretary.

## **APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES**

### **3.1 Appointment of Committees**

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

The Trust shall determine the membership and terms of reference of Committees and Sub-Committees and receive and consider reports of such Committees.

### **3.2 Joint Committees**

- (i) Joint Committees may be appointed by the Trust by joining together with one or more other organisation 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.
- (ii) 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-Committees consisting wholly or partly of members of the Committees or Joint Committee (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.

### **3.3 Applicability of Standing Orders to Committees**

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

### **3.4 Terms of Reference**

Each such Committee shall have such Terms of Reference 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.

### **3.5 Delegation of powers by Committees to Sub-Committees**

Where committees are authorised to establish Sub-Committees they may not delegate executive powers to the Sub-Committee unless expressly authorised by the Trust Board.

### **3.6 Approval of Appointments to Committees**

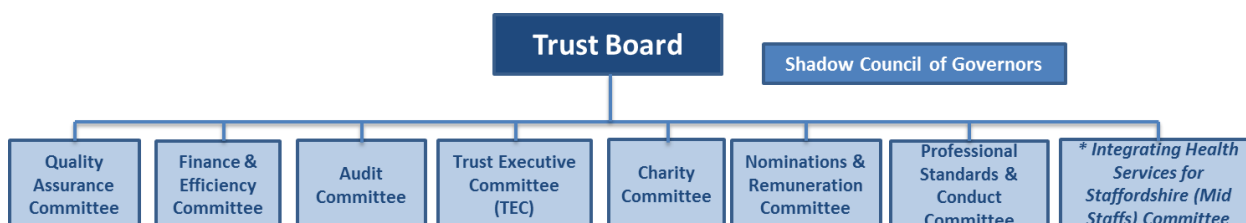
The Board shall approve the appointments to each of the Committees which it has formally constituted. Where the Board determines, and regulations permit, that persons, who are neither members nor officers, shall be appointed to a Committee the terms of such appointment shall be within the powers of the 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.

### 3.7 Appointments for Statutory Functions

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.

### 3.8 Committees established by the Trust Board

The Committees established by the Board are:



*\* 'Task and finish' to scrutinise / assure on the integration with Mid Staffs*

#### 3.8.1 Audit Committee

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 Audit Committee has a key role in overseeing the Trusts assurance processes. The Audit Committee should support the Trust Board in their responsibilities for issues of risk control and governance by reviewing the comprehensive assurances in meeting the Board and Accounting Officer's assurance needs and reviewing the reliability and integrity of these assurances. The Terms of Reference will be approved by the Trust Board and reviewed on a periodic basis.

The Higgs report recommends 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.

#### 3.8.2 Remuneration and Nominations Committee

In line with the requirements of the NHS Codes of Conduct and Accountability and more recently the Higgs report, a Terms of Service and Remuneration Committee should be established and constituted.

The Higgs report recommends the Committee be comprised exclusively of Non-Executive Directors, a minimum of three, who are independent of management (excluding the Chairman).

The Trust made the decision to merge the Remuneration Committee together with the Nominations Committee therefore becoming the Remuneration and Nominations Committee.

The primary aims of the Remuneration element of the Committee are:

- To agree the remuneration and terms of service agreement for the Executive Directors (voting and non-voting) and the Chief Executive, and for those senior posts reporting directly to the Chief Executive.

- The Committee monitors and evaluates the performance of the individual Directors (with the advice of the Chief Executive), oversees the contractual arrangements for Executive Directors and, when required, consider issues relating to remuneration, terms of service and performance issues for senior management staff.

The primary aims of the Nominations element of the Committee are:

- Make recommendations to the Trust Board regarding the composition of the Trust Board to ensure there are robust processes in place to review the role and performance of the Non-Executive Directors and the Chairman and to advise the Chairman regarding the filling of Non-Executive vacancies.
- Reviewing then advising the Board on the appointment process for Non-Executive Directors.

### **3.8.3 UHNM Charity Committee**

In line with its role as a corporate trustee for any funds held in trust, either as charitable or non-charitable funds, the Trust Board will establish a Charitable Funds Committee to administer those funds in accordance with any statutory or other legal requirements or best practice required by the Charities Commission. All voting members of the Trust Board are trustees of the Charitable Funds and as such be invited to attend the Committee meetings, however the Trust Board shall agree a membership of both Non-Executives and Executive Members and review the membership within the Terms of Reference on a yearly basis.

The provisions of this Standing Order must be read in conjunction with Appendix 1, Standing Order 1.8 and Standing Financial Instructions 18.2.

### **3.8.4 Quality Assurance Committee**

The purpose of the Committee is to assure the Trust Board of the organisation's performance against quality and research objectives. The assurance is secured through the Assurance Framework, the Corporate Risk Register and the audit plans which focus on the quality and research objectives of the Trust. The primary duties of the Committee are as follows:

- To provide assurance to the Board, of the level, adequacy and maintenance of integrated governance, risk management and internal control across quality and research governance activities

### **3.8.5 Finance and Performance Committee**

The purpose of the Finance & Performance Committee is to oversee all aspects of the Trust's financial, workforce and performance management arrangements including that of Private Finance Initiatives (PFI), and to provide robust assurance in these areas to the Board. The Board will continue to have primary responsibility for the financial, organisational development and business performance of the Trust and all Board Directors will continue to be accountable in this respect. The main purposes of the Committee are:

- Overseeing the development and maintenance of the Trust's medium and long term financial strategy/integrated business plan
- Reviewing and monitoring short and long term financial plans and their link to operational performance
- Overseeing financial risk evaluation, measurement and management
- Reviewing the risk mitigation plan from the Corporate Risk Register that have been assigned to the Committee
- Escalation to the Trust Board as deemed appropriate by the Chair of the Committee

### **3.8.6 Professional Standards and Conduct Committee**

The Committee has been established to review the management and governance arrangements in respect of managing concerns about the professional standards and clinical conduct of Trust employees, including conduct which is potentially damaging to the Trusts' reputation.

The Committee will provide assurance to the Trust Board, and in the case of medical staff, will ensure compliance with maintaining high professional standards, that appropriate and timely management processes are in place.

### **3.8.7 Trust Executive Committee (TEC)**

The TEC has been established to executive actions delegated from the Trust Board and to support the operational management of the Trust in accordance with the Trust's Standing Orders and Standing Financial Instructions. The TEC is the executive arm of the Trust through which all officer-led forum / steering groups within the Trust report. The TEC is also the Trust's nominated risk committee and will advise the Chief Executive on key issues, which affect the delivery of services within the Trust to reach clear executive decision and action.

### **3.8.8 Shadow Council of Governors**

The primary aims of the Council are to:

- Represent the views of partner organisations and the public in the governance of the Trust
- Act in the best interests of the Trust and adhere to its values and code of conduct
- Hold the Board collectively to account for the performance of the Trust through raising issues and concerns with the Board about issues of performance
- Receive reports and feedback on specific issues as requested by the Council.

### **3.8.9 Integrating Health Services for Staffordshire**

The purpose of the Project Board will be to provide challenge, oversight and strategic leadership for the development and implementation of the acquisition of services currently provided at Stafford Hospital.

As a delegated function of the Trust Board, the Project Board will set the strategic direction for the transaction and seek assurance that operational issues and risks have been responded to appropriately.

The Project Board will be responsible for keeping the Trust Board abreast of the transaction progress.

### **3.8.10 Other Committees**

The Board may also establish such other Committees as required to discharge the Trust's responsibilities, if necessary these Committees may be time limited (start and finish projects).

## **ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION**

### **4.1 Delegation of Functions to Committees, Officers or other bodies**

- 4.1.1 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, Sub-Committee appointed by virtue of Appendix 3, or by an officer of the Trust, or by another body as defined in Appendix 4, Standing Order 4.1.2 below, in each case subject to such restrictions and conditions as the Trust thinks fit.
- 4.1.2 The NHS Act 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:
- i. by another Trust;
  - ii. jointly (i.e. with another NHS trust, NHS Trust Development Authority (NTDA) or Clinical Commissioning Group's (CCG);
  - iii. 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;
  - iv. in relation to arrangements made under S63(1) of the Health Services and Public Health Act 1968, jointly with one or more other organisation (i.e. other NHS trust, NTDA or CCG).
- 4.1.3 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-Committees or officers, the Trust delegating the function retains full responsibility.

### **4.2 Emergency Powers and urgent decisions**

The powers which the Board has reserved to itself within these Standing Orders may in emergency or for an urgent decision be exercised by the Chief Executive and the Chairman after having consulted at least two Non-Executive Director 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.

### **4.3 Delegation to Committees**

- 4.3.1 The Board shall agree from time to time to the delegation of executive powers to be exercised by other Committees, or Sub-Committees, or Joint-Committees, which it has formally constituted in accordance with directions issued by the Secretary of State. The constitution and Terms of Reference of these Committees, or Sub-Committees, or Joint Committees, and their specific executive powers shall be approved by the Board in respect of its Sub-Committees.
- 4.3.2 It may be necessary for the Trust Board to consider urgent business in a Seminar, decisions made by the Board in a seminar will be reported to the next formal public board meeting.

#### **4.4 Delegation to Executive Directors**

- 4.4.1 Those functions of the Trust which have not been retained as reserved by the Board or delegated to other Committee or Sub-Committee 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 Executive Directors to undertake the remaining functions for which he/she will still retain accountability to the Trust.
- 4.4.2 The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals which shall be considered and approved by the Board. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board.
- 4.4.3 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Director of Finance to provide information and advise the Board in accordance with statutory or Department of Health requirements. Outside these statutory requirements the roles of the Director of Finance shall be accountable to the Chief Executive for operational matters.

#### **4.5 Schedule of Matters Reserved to the Trust and Scheme of Delegation of powers**

- 4.5.1 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.

#### **4.6 Duty to report non-compliance with Standing Orders**

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



## **DUTIES AND OBLIGATIONS OF BOARD MEMBERS/DIRECTORS AND SENIOR MANAGERS UNDER THESE STANDING ORDERS**

### **5.1 Declaration of Interests**

#### **5.1.1 Requirements for Declaring Interests and applicability to Board Members**

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 and will be asked to update this on annual basis.

#### **5.1.2 Interests which are relevant and material**

- (i) Interests which should be regarded as "relevant and material" are:
  - a) Directorships, including non-executive directorships held in private companies or PLC's (with the exception of dormant companies).
  - b) Ownership or part ownership of private companies, businesses or consultancies currently or on the balance of probabilities seeking to do business with the NHS within the next 12 months.
  - c) Majority or controlling shareholding in organisations likely or possibly seeking to do business with the NHS.
  - d) A position of authority in a charity or voluntary organisation in the field of health and social care.
  - e) Any connection with a voluntary or other organisation contracting for NHS services
- (ii) 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 Appendix 5, Standing Order 5.3 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.

#### **5.1.3 Advice on Interests**

**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 Trust's Company Secretary.**

IAS (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.

#### **5.1.4 Recording of Interests in Trust Board minutes**

At the time Board members' interests are declared, they should be recorded in the Trust Board minutes and restated at least annually.

### **5.1.5 Publication of declared interests in Annual Report**

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.

### **5.1.6 Conflicts of interest which arise during the course of a meeting**

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. (See overlap with Appendix 5, Standing Order 5.3)

## **5.2 Register of Interests**

5.2.1 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 Appendix 5, Standing Order 5.1.2) which have been declared by both Executive and Non-Executive Trust Board Members.

Once established a separate Register of Interest will be maintained in respect of the Council of Governors.

5.2.2 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.

5.2.3 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. The Company Secretary shall maintain the Register.

## **5.3 Exclusion of Chairman and Members in proceedings on account of pecuniary interest**

### **5.3.1 Definition of terms used in interpreting 'Pecuniary' interest**

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

- (i) "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);
- (ii) "contract" shall include any proposed contract or other course of dealing.
- (iii) "Pecuniary interest"

Subject to the exceptions set out in this Standing Order, a person shall be treated as having an indirect pecuniary interest in a contract if:-

- a) 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
- b) he/she is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration.

- iv) Exception to Pecuniary interests

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

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

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:

- a) he/she has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, **and**
- b) 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**
- c) 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 his/her duty to disclose the interest.

### **5.3.2 Exclusion in proceedings of the Trust Board**

- (i) 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.
- (ii) 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 Appendix 5, Standing Order 5.3.3 on the 'Waiver' which has been approved by the Secretary of State for Health).
- (iii) 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.
- (iv) Any remuneration, compensation or allowance payable to the Chairman or a Member by virtue of the NHS Act (pay and allowances) shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- (v) 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.

### **5.3.3 Waiver of Standing Orders made by the Secretary of State for Health**

- (1) Power of the Secretary of State to make waivers

Under 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 (2) to (4) below.

(2) Definition of ‘Chairman’ for the purpose of interpreting this waiver

For the purposes of paragraph 5.3.3.(3) (below), the “relevant chairman” is –

- (a) at a meeting of the Trust, the Chairman of that Trust;
- (b) at a meeting of a Committee –
  - (i) in a case where the member in question is the Chairman of that Committee, the Chairman of the Trust;
  - (ii) in the case of any other member, the Chairman of that Committee.

(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:

- (i) A member of the University Hospitals of North Midlands 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 NHS Act; or
  - (b) services in connection with a pilot scheme under the NHS Act;for the benefit of persons for whom the Trust is responsible.
- (ii) 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/she provides or performs, or assists in the provision or performance of, for the benefit of persons for whom the Trust is responsible.

(4) Conditions which apply to the waiver and the removal of having a pecuniary interest

The removal is subject to the following conditions:

- (a) 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;
- (b) the relevant chairman must consult the Chief Executive before making a declaration in relation to the member in question pursuant to paragraph 5.3.3 (2) (b) above, except where that member is the Chief Executive;
- (c) **in the case of a meeting of the Trust:**
  - (i) the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
  - (ii) may not vote on any question with respect to it.
- (d) **in the case of a meeting of the Committee:**
  - (i) the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
  - (ii) may vote on any question with respect to it; but
  - (iii) the resolution which is subject to the vote must comprise a recommendation to, and be referred for approval by, the Trust Board.

## **5.4 Standards of Business Conduct**

### **5.4.1 Trust Policy and National Guidance**

All Trust staff and members 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 Appendix 4, Standing Order 4.6).

### **5.4.2 Interest of Officers in Contracts**

- i) 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 Appendix 5, Standing Order 5.3) 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 Trust's Company Secretary as soon as practicable.
- ii) 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.
- iii) The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.

### **5.4.3 Canvassing of and Recommendations by Members in Relation to Appointments**

- i) 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.
- ii) 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.

#### **5.4.4 Relatives of Members or Officers**

- i) 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.
- ii) 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.
- iii) 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.
- iv) 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' (Appendix 5) shall apply.

## **CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS**

### **6.1 Custody of Seal**

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

### **6.2 Sealing of Documents**

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

### **6.3 Register of Sealing**

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.

### **6.4 Signature of documents**

Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or any Executive Director.

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

## **JOINT FINANCE ARRANGEMENTS**

The Board may confirm contracts to local authorities and voluntary organisations, made under the powers of section 28A of the NHS Act, for the provision of social care for people who otherwise would be the responsibility of the NHS.

Where NHS Trusts are proposing to enter into partnership arrangements e.g. joint ventures, joint arrangements or special vehicles. The NHS TDA will reserve the right to review these on a case by case basis and these schemes may require NHS TDA approval to proceed.

See overlap with Standing Financial Instruction No. 11.6.



## **RESERVATION AND DELEGATION OF POWERS**

**Standing Order 4.1.1 of the Standing Orders provides that "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, sub-committee appointed by virtue of Appendix 3, or by an officer of the Trust, or by another body as defined in Appendix 4, Standing Order 4.1.2 in each case subject to such restrictions and conditions as the Trust thinks fit". The Code of Accountability also requires that there should be a formal schedule of matters specifically reserved to the Trust.**

The purpose of this document is to determine those powers reserved to the Board - generally matters for which it is held accountable to the Secretary of State, while at the same time delegating to the appropriate level the detailed application of Trust policies and procedures. However, the Board remains accountable for all of its functions, even those delegated to the Chairman, individual directors or officers and would therefore expect to receive information about the exercise of delegated functions to enable it to maintain a monitoring role.

### **A. Role of the Chief Executive**

All powers of the Trust which have not been retained as reserved by the Board or delegated to an Executive Committee or Sub-Committee shall be exercised on behalf of the Board by the Chief Executive. The Chief Executive shall prepare a Scheme of Delegation identifying which functions he/she shall perform personally and which functions have been delegated to other directors and officers.

All powers delegated by the Chief Executive can be re-assumed by him/her should the need arise. As Accountable Officer the Chief Executive is accountable to the Accounting Officer of the NHS Executive for the funds entrusted to the Trust.

### **B. Caution over the Use of Delegated Powers**

Powers are delegated to Directors and Officers on the understanding that they would not exercise delegated powers in a matter which in their judgment was likely to be a cause for public concern.

### **C. Directors' Ability to Delegate their own Delegated Powers**

The Scheme of Delegation shows only the "top level" of delegation within the Trust. The Scheme is to be used in conjunction with the system of budgetary control and other established procedures within the Trust.

### **D. Absence of Directors or Officer to Whom Powers have been Delegated**

In the absence of a Director or Officer to whom powers have been delegated those powers shall be exercised by that Director or Officer's deputy unless alternative arrangements have been approved by the Board. If the Chief Executive is absent powers delegated to him/her may be exercised by the Deputy Chief Executive.