

Standing Orders for the Practice and Procedure of the Board of Directors

Interpretations and definitions for standing orders

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).

Any expression to which a meaning is given in the National Health Service Act 2006, National Health Service Health and Social Care Act 2012 and other Acts relating to the National Health Service or in the Financial Regulations made under the Acts shall have the same meaning in these Standing Orders and Standing Financial Instructions. Words importing the masculine gender only shall include the feminine gender; words importing the singular shall include the plural and vice-versa.

"Accounting Officer"	means the NHS Officer responsible and accountable for funds entrusted to the Trust. The officer shall be responsible for ensuring the proper stewardship of public funds and assets. The National Health Service Act 2006 (paragraph 25(5) of Schedule 7) designates the Chief Executive of an NHS Foundation Trust as the Accounting Officer
"Board of Directors"	means the Chairman, Executive Officer and Non-Executive Officer members of the Trust collectively as a body
"Budget"	means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust
"Budget holder"	means the Director or employees with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation
"Chairman of the Board" (or "Chairman of the Trust")	is the person appointed by the Council of Governors to lead the Board of Directors and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression <i>'the Chairman of the Trust'</i> shall be deemed to include the Deputy-Chairman of the Trust if the Chairman is absent from the meeting or is otherwise unavailable
"Chief Executive"	means the chief officer of the Trust who is also the "Accounting Officer"
"Committee"	means a committee or sub-committee created and appointed by the Board of Directors
"Committee members"	means persons formally appointed by the Board of Directors to sit on or to chair specific committees
"Constitution"	means the Foundation Trust Constitution of the Trust
"Contracting" and "procuring"	means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets
"Council of Governors"	means the Council of Governors of the Trust as defined in the Constitution
"Deputy Chair"	means the non-officer Director appointed by the Board to take on

	the Chair's duties if the Chair is absent for any reason
"Funds held on trust"	shall mean those funds which the Trust holds on date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept under powers derived under the NHS Act 2006, as amended. Such funds may or may not be charitable
"Executive Director"	means a member of the Trust who is an officer of the Trust appointed in accordance with the Constitution
"Member of the Council"	means a Governor of the Trust (member in relation to the Council does not include the Chair)
"Nominated officer"	means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions
"Non-Executive Director"	means a Director of the Board of Directors who is not an officer of the Trust
"Officer"	means employee of the Trust or any other person holding a paid appointment or office with the Trust
"Secretary"	means a person who may be appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chair and monitor the Trust's compliance with the regulatory framework and Standing Orders
"SFIs"	means Standing Financial Instructions
"SOs"	means Standing Orders
"The Trust" or "The NHS Trust"	means Wirral Community NHS Foundation Trust
The 2012 Act	means The Health and Social Care Act 2012
The 2006 Act	means the National Health Service Act 2006
The 2008 Act	means the Health and Social Care Act 2008
"Deputy Chairman"	means the non-officer member appointed by the Board to take on the Chairman's duties if the Chairman is absent for any reason
FPPR	means the Fit and Proper Persons Regulations, Health and Social Care Act 2008 (Regulated Activities) Regulations 2014: Regulation 5

1. INTRODUCTION

1.1 Statutory Framework

Wirral Community NHS Foundation Trust (the Trust) is a public benefit corporation which came into existence on 1 May 2016 following approval by the Independent Regulator (Monitor) pursuant to the Health and Social Care (Community Health and Standards) Act 2006 (the 2006 Act). The Trust's licence number is 130162.

The Head Office of the Trust is at St Catherine's Health Centre, Derby Road, Birkenhead, Wirral, CH42 0LQ.

NHS Foundation Trusts are governed by Acts of Parliament, mainly the National Health Service Act 1977 (NHS Act 1977), the National Health Service and Community Care Act 1990 (NHS & CC Act 1990) as amended by the Health Authorities Act 1995, the Health Act 1999 and the Health and Social Care Act 2001 and 2003 and the 2006 Act.

The functions of the Trust are conferred by this legislation.

As a public benefit corporation, the Trust has specific 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.

The Trust will also be bound by such other statutes and legal provisions which govern the conduct of its affairs.

1.2 NHS Framework

The NHS Regulatory Framework 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.

The Board of Directors will ensure that it follows the NHS Foundation Trust Code of Governance.

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.

All NHS bodies are required by law to take account of the NHS Constitution (updated in August 2014) in their decisions. The NHS Constitution aims to safeguard the enduring principles and values of the NHS by setting out clear expectations about behaviours of both staff and patients. It is intended to empower the public, patients and staff by setting out legal rights. The Constitution also sets out clear expectations about the behaviours of both staff and patients.

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 (SO 6) the Trust is given powers to "make arrangements for the exercise, on behalf of the Trust of any of their functions by a committee, sub-committee or joint committee appointed by

virtue of Standing Order 4 or by an officer of the Trust, in each case subject to such restrictions and conditions as the Board of Directors thinks fit.

Delegated Powers are covered in a separate document entitled - '*Schedule of Matters reserved to the Board and Scheme of Delegation*' and have effect as if incorporated into the Standing Orders and Standing Financial Instructions.

1.4 Integrated Governance

Integrated Governance is a co-coordinating principle. It does not seek to replace or supersede clinical, financial or any other governance domain; rather it highlights their vital importance and their inter-dependence and interconnectivity.

It is;

- Underpinned by intelligent information and public/patient engagement
- Is intended to move organisations towards good governance
- Moves governance out of individual silos into a coherent and complementary set of challenges
- Requires boards to focus on strategic objectives, but also to know when and how to drill down to critical areas of delivery
- Requires the development of robust assurance and reporting of delegated clinical and operational decision-making in line with well-developed controls

(The Integrated Governance Handbook, March 2011)

2. THE TRUST

- 2.1 All business shall be conducted in the name of the Foundation Trust.
- 2.2 All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
- 2.3 The Board of Directors has resolved that certain powers and decisions may only be exercised by the Board of Directors in formal session. These powers and decisions are set out in Reservation of Powers to the Board Directors and Scheme of Delegation] and have effect as if incorporated into the Standing Orders.
- 2.4 **Composition of the Board of Directors** - In accordance with the Constitution (para 22) the composition of the Board of Directors shall comprise both Executive and Non-Executive Directors;
- a) A non-executive Chairman
 - b) At least four, but not more than six other non-executive directors
 - c) At least four, but not more than six executive directors provided that at all times at least half the Board of Directors, excluding the Chairman should comprise Non-Executive Directors.
 - d) One of the executive directors shall be the Chief Executive and the Chief Executive shall be the Accounting Officer
 - e) One of the executive directors shall be the Chief Finance Officer
 - f) One of the executive directors is to be a registered medical practitioner or a registered dentist
 - g) One of the executive directors is to be a registered nurse or a registered midwife
- 2.5 **Appointment of Chairman and Non-Executive Directors** - The Chair and Non-Executive Directors are appointed by the Council of Governors. Otherwise the appointment, removal and tenure of office of the Chair and Non-Executive Directors are set out in the Constitution (para 24 & 25) and subsequent amendments.
- 2.6 **Appointment of the Chief Executive and other Executive Directors** - The Chief Executive and Executive Directors are appointed by the Non-Executive Directors. Otherwise the appointment and removal of the Chief Executive and Executive Directors are set out in the Constitution (para 28) and subsequent amendments.
- 2.7 **Terms of Office of the Chair and Directors** - The regulations setting out the period of tenure of office of the Chair and Directors and for the termination or suspension of office of the Chair and Directors are contained in the Constitution (para 26-30)
- 2.8 **Appointment and Powers of Deputy Chairman** - The Council of Governors shall appoint one of the non-executive directors as deputy chairman, as set out in para 27 of the Constitution.
- a) Any Non-Executive Director so appointed may at any time resign from the office of Deputy Chairman by giving notice in writing to the Chair and the Council of Governors.
 - b) Where the Chair of the Trust ceases to hold office, or where they have been unable to perform their duties as Chair owing to illness or any other cause, the Deputy 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 Deputy Chairman.

2.9 Joint Directors - Where more than one person is appointed jointly to a post mentioned in the Constitution, those persons shall count for the purpose of SO2.4 as one person.

- a) Where the office of a member of the Board is shared jointly by more than one person:
- Either or both of those persons may attend or take part in meetings of the Board;
 - If both are present at a meeting they should cast one vote if they agree;
 - In the case of disagreements no vote should be cast;
 - The presence of either or both of those persons should count as the presence of one person for the purposes of Standing Order 3.16 quorum.

2.10 Role of Directors - The Board of Directors shall 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 of Directors will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

2.11 Executive Directors

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

2.12 Chief Executive

The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. They are the Accounting 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 Accounting Officer Memorandum for NHS Foundation Trust Chief Executives.

2.13 Chief Finance Officer

The Chief Finance Officer 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. They shall be responsible along with the Chief Executive for ensuring the discharge of obligations under relevant Financial Directions.

2.14 Non-Executive Directors

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

2.15 Chairman

- a) The Chairman shall be responsible for the operation of the Board of Directors and chair all Board meetings when present. The Chairman has certain delegated executive powers. The Chairman must comply with the terms of appointment as confirmed by the Council of Governors and with these Standing Orders.
- b) The Chairman shall liaise with the Council of Governors over the appointment and re-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 which shall be reported to the Council of Governors annually as per the FT Code of Governance.

- c) The Chairman shall work in close harmony with the Chief Executive and shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.

3. MEETINGS OF THE BOARD OF DIRECTORS

3.1 Calling Meetings

- a) Ordinary meetings of the Board of Directors shall be held at regular intervals at such times and places as the Board may determine.
- b) The Chair of the Trust may call a meeting of the Board of Directors at any time.
- c) One-third or more members of the Board of Directors may requisition a meeting in writing. If the Chair 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.

3.2 Notice of Meetings

- a) Before each meeting of the Board of Directors a notice specifying the business proposed to be transacted shall be delivered to every member, or sent by post to the usual place of residence of each member, so as to be available to members at least three clear days before the meeting. The notice shall be signed by the Chair or by an officer authorised by the Chair to sign on their behalf.
- b) Failure to receive the notice by any Director shall not affect the validity of a meeting.
- c) In the case of a meeting called by Directors in default of the Chair calling the meeting, the notice shall be signed by those members and no business shall be transacted at the meeting other than that specified in the notice.
- d) Agendas will be sent to Directors three working days before the meeting (plus a weekend) and supporting papers shall accompany the agenda, but will certainly be dispatched no later than three clear days before the meeting, save in emergency.

3.3 Calling a virtual meeting

- a) In order to facilitate the Board of Directors undertaking the business required of it, there may on occasion be a need for this to be conducted outside of its scheduled meetings in circumstances where it would not be practical to convene a meeting 'in person'.
- b) In such circumstances the Board of Directors is authorised by its Terms of Reference to conduct business via a process of 'e-governance'. The rules to be observed when conducting business in this manner are as follows;
 - The business to be conducted must be set out in formal papers accompanied by the usual cover sheets which clearly set out the nature of the business to be conducted and the proposal which members are being asked to consider.
 - The papers will be forwarded by the Director of Corporate Affairs via e-mail to all members of the Board of Directors who, subject to their availability, are expected to respond by e-mail to the same distribution list with their views within three working days of receipt of the papers.
 - For the conclusion of the Board to be valid, responses must be received from a quorum (at least one third of the whole number of voting directors) of Board membership and in instances where the approval of the Board of Directors is sought; all such responses should support the proposal.
 - In the event that there is not a unanimous agreement of all responding Members, the proposal shall be considered not to be approved.
 - The Director of Corporate Affairs will summarise the conclusions reached for the agreement of the Chair and this summary will be presented to the next scheduled

meeting of the Board following which it will be appended to the minutes of that meeting.

3.4 Setting the Agenda

- a) The Board of Directors may determine that certain matters shall appear on every agenda for a meeting and shall be addressed prior to any other business being conducted.
- b) A Director desiring a matter to be included on an agenda shall make their request in writing to the Chair at least 10 clear days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 10 days before a meeting may be included on the agenda at the discretion of the Chair.
- c) Before each meeting of the Board of Directors a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's principal offices at least three clear days before the meeting.

3.5 Petitions - Where a petition has been received by the Trust, the Chair of the Board of Directors shall include the petition as an item for the agenda of the next meeting.

3.6 Chair of the Meeting

- a) At any meeting of the Board of Directors, 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.
- b) If the Chair is absent temporarily on the grounds of a declared conflict of interest the Vice-Chairman, if present, shall preside. If the Chair and Deputy Chair are absent, or are disqualified from participating, such Non-Executive Directors present shall choose who shall preside.

3.7 Notices of Motion - A Director of the Board desiring to move or amend a motion shall send a written notice thereof at least 10 clear days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda.

3.8 Withdrawal of Motion or Amendments - A motion or an amendment to a motion once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

3.9 Motion to Rescind a Resolution - Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding 6 calendar months shall bear the signature of the Director who gives it and also the signature of 4 other Directors. When any such motion has been disposed of by the Board of Directors, it shall not be competent for any Director other than the Chair to propose a motion to the same effect within 6 months; however the Chair may do so if he/she considers it appropriate.

3.10 Motions - The mover of a motion shall have a right of reply at the close of any discussion on the motion of any amendment thereto.

When a motion is under discussion or immediately prior to discussion it shall be open to a Director to move:

- 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 Standing Order 3.16).

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

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.

3.11 Procedure at and during a meeting

a) Who may propose

A motion may be proposed by the Chair of the meeting or any member present. It must also be seconded by another member.

b) Contents of motions

The Chair 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 reception 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.

c) 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.

d) 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, which 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.

3.12 Emergency motions - Subject to the agreement of the Chair, and subject also to the provision of Standing Order 3.10 '*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 Board of Directors at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.

3.13 Chair'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 and Standing Financial Instructions, at the meeting, shall be final.

3.14 Voting - 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 Chair shall have a second, and casting vote.

- a) All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Directors present so request.
- b) If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded so as to show how each Director present voted or abstained.
- c) If a Director so requests, his/her vote shall be recorded by name.
- d) In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.
- e) A officer who has been appointed formally by the Board of Directors to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An officer attending the Board of Directors to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An officer's status when attending a meeting shall be recorded in the minutes.

3.15 Minutes

- a) The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they shall be signed by the Chair presiding at it.
- b) No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- c) Minutes shall be circulated in accordance with Directors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public as required by Code of Practice on Openness in the NHS.

3.16 Quorum

- a) No business shall be transacted at a meeting of the Board of Directors unless at least one-third of the whole number of the Chair and Directors appointed (including at least one Non-Executive and one Executive Director) is present.
- b) An Officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.
- c) If the Chair or Director 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 SO8) 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.
- d) Attendance by telephone link, agreed in advance with the Chair of the meeting, by any member of the Board of Directors will count towards quorum and such attendance will be recorded as being present.

3.17 Record of Attendance - The names of the Chairman and Directors present at the meeting shall be recorded in the minutes.

3.18 Suspension of Standing Orders

- a) Except where this would contravene any provision of the constitution or any direction made by the Independent Regulator of NHS Foundation Trusts any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board of Directors are present including one Executive Director Member of the Trust and one Non-Executive Director and that at least two-thirds of those present signify their agreement to such suspension. The reason for the suspension shall be recorded in the Trust Board's minutes.
- b) A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and Board of Directors.
- c) No formal business may be transacted while Standing Orders are suspended.
- d) The Audit Committee shall review every decision to suspend Standing Orders within a timeframe agreed by the Trust Chair.

3.19 Variation and amendment of Standing Orders - These standing orders shall be amended only if;

- Upon a notice of motion under Standing Order 3.9
- Upon a recommendation of the Chair 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 Directors vote in favour of the amendment;
- Providing that any variation or amendment does not contravene a statutory provision or direction made by the Independent Regulator of NHS Foundation Trusts

3.20 Admission of the public and press

In accordance with paragraph 31.1 of the constitution meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

- a) The Board of Directors shall decide the arrangement and terms and conditions it feels appropriate to offer in extending an invitation to observers to attend and address any of the Board of Directors' meeting and may change, alter or vary these terms and conditions as it deems fit.
- b) 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 thereof. Such permission shall be granted only upon resolution of the Trust.

- c) 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.

4. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

4.1 Appointment of Committees

- a) Subject to such directions as may be given by the Independent Regulator of Foundation Trusts, the Board of Directors may appoint committees of the Trust.
- b) The Board of Directors shall determine the membership and terms of reference of committees and sub-committees and shall, receive and consider reports of such committees.

4.2 Joint Committees

- a) Joint committees may be appointed by the Board of Directors by joining together with one or more other health service bodies consisting of, wholly or partly of the Chairman and the Board of Directors or other health service bodies, or wholly of persons who are not members of the Board of Directors or other health service bodies in question.
- b) Any committee or joint committee appointed under this Standing Order may, subject to such directions as may be given by the Independent Regulator of Foundation Trusts or the Board of Directors 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 Directors of the Board or health bodies in question) or wholly of persons who are not Directors of the Board or health bodies in question or the committee of the Trust or health bodies in question.

4.3 Applicability of Standing Orders and Standing Financial Instructions to Committees

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

4.4 Terms of Reference

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

4.5 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 Board of Directors.

4.6 Approval of Appointments to Committees

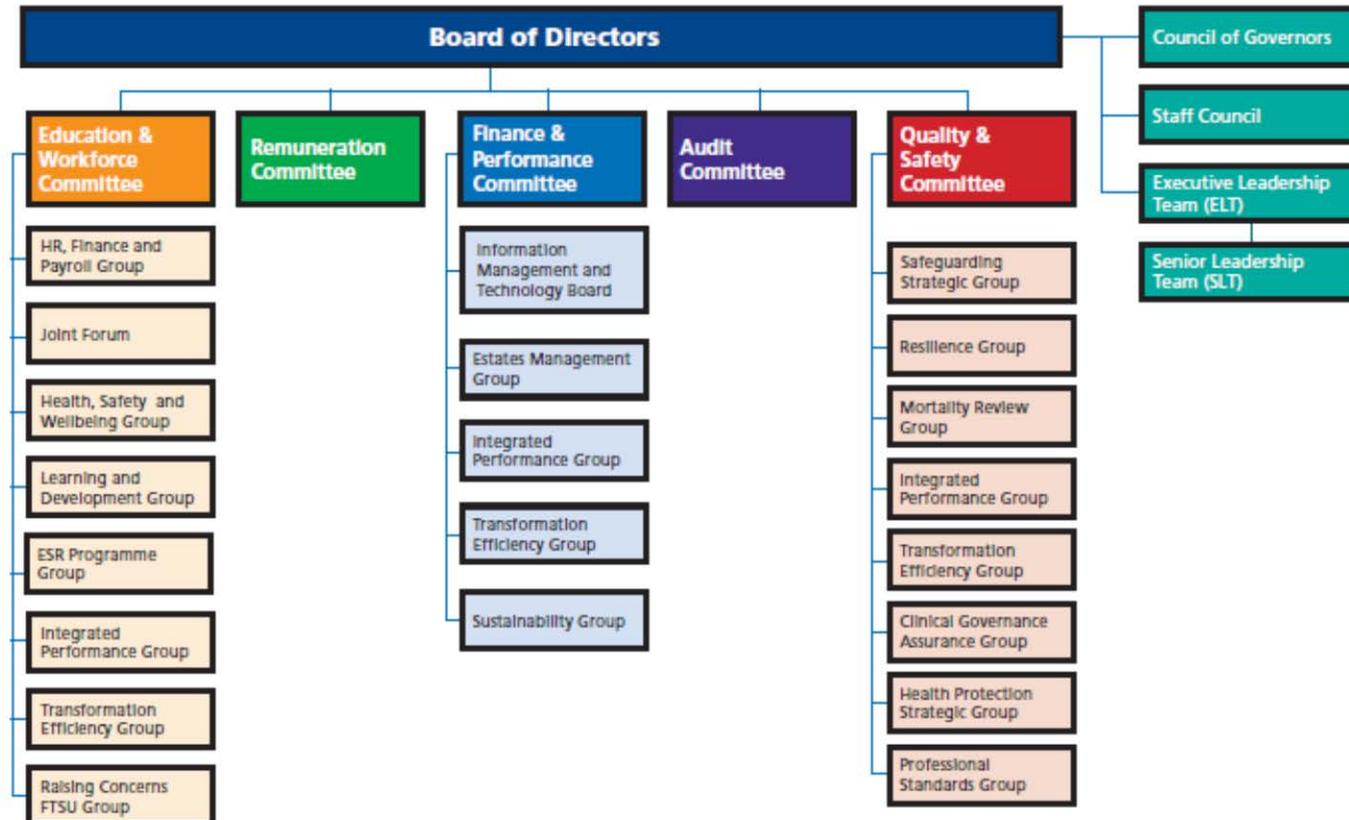
The Board of Directors shall approve the appointments to each of the committees which it has formally constituted. Where the Board of Directors determines, and regulations permit, that persons, who are neither members nor officers, shall be appointed to a committee the terms of such appointment shall be within the powers of the Board of Directors as defined by the Independent Regulator of Foundation Trusts. The Board of Directors 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.

4.7 Committees established by the Board of Directors

The committees established by the Board of Directors are;

- Audit Committee
- Remuneration and Terms of Service Committee
- Quality and Safety Committee
- Finance and Performance Committee
- Education and Workforce Committee
- Other Committees

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



Governance Structure - February 2018

5. CONFIDENTIALITY

- 5.1 A Director or appointee of a committee, sub-committee or joint committee shall not disclose a matter dealt with by, or brought before, the relevant committee without its permission until the committee shall have reported to the Board of Directors or shall otherwise have concluded on that matter.
- 5.2 A Director or an appointee of a committee, sub-committee or joint committee shall not disclose any matter reported to the Board of Directors or otherwise dealt with by the relevant committee, notwithstanding that the matter has been reported or action has been concluded, if the Board of Directors or committee shall resolve that it is confidential.

6. ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION

6.1 Delegation of Functions to Committee, Officers or other bodies

- a) Subject to the Constitution and Terms of Authorisation and such directions as may be given by the Independent Regulator of NHS Foundation Trusts, the Board of Directors may make arrangements for the exercise, on behalf of the Board of Directors, of any of its functions by a committee, sub-committee appointed by virtue of SO4, or by an officer of the Trust, or by another body as defined in SO6.1b) below, in each case subject to such restrictions and conditions as the Trust thinks fit.

In accordance with The Trust's (Membership, Procedure and Administration Arrangements) Regulations 2003 the functions of the Trust may also be carried out in the following ways:

- by another Trust;
 - jointly with any one or more of the following: NHS Trusts, NHS Foundation Trusts, special health authorities;
 - by arrangement with the appropriate Trust, by a joint committee or joint sub-committee of the Trust and one or more other health service bodies;
 - in relation to arrangements made under S63(1) of the Health Services and Public Health Act 1968, jointly with one or more Special Health Authorities, NHS Trusts or local health board.
- b) 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.

6.2 Emergency Powers and urgent decisions

The powers which the Board of Directors 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 Directors. The exercise of such powers by the Chief Executive and Chairman shall be reported to the next formal meeting of the Board of Directors for formal ratification.

6.3 Delegation to Committees

- a) The Board of Directors shall agree from time to time to the delegation of executive powers to be exercised by committees, or sub-committees, or joint-committees, which it has formally constituted in accordance with directions issued by the Independent Regulator of NHS Foundation Trusts. 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 of Directors in respect of its sub-committees.
- b) When the Board of Directors is not meeting as the Trust in public session it shall operate as a committee and may only exercise such powers as may have been delegated to it by the Trust in public session.

6.4 Delegation to Officers

- a) Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to a 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 they will perform personally and shall nominate Executive Directors to undertake the remaining functions for which they will still retain accountability to the Board of Directors.
- b) The Chief Executive shall prepare a Scheme of Delegation identifying their proposals which shall be considered and approved by the Board of Directors, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board of Directors as indicated above.
- c) Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of Directors of the Chief Finance Officer/Deputy Chief Executive or other Executive Directors to provide information and advise the Board of Directors in accordance with the Constitution, Terms of Authorisation, any statutory requirements or provisions required by the Independent Regulator of NHS Foundation Trusts. Outside these statutory requirements the roles of the Chief Finance Officer/Deputy Chief Executive shall be accountable to the Chief Executive for operational matters.

6.5 Schedule of Matters Reserved to the Trust and Scheme of Delegation of powers

The arrangements made by the Board of Directors as set out in the *Schedule of Matters reserved to the Board and Scheme of Delegation* shall have effect as if incorporated in these Standing Orders.

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

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

7. OVERLAP WITH OTHER TRUST POLICY STATEMENTS / PROCEDURES, REGULATIONS AND THE STANDING FINANCIAL INSTRUCTIONS

7.1 Policy statements: general principles

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

7.2 Specific Policy statements

- a) Notwithstanding the application of SO No. 7.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following Policy statements:
- Managing Conflicts of Interest (GP7)
 - Standards of Business Conduct for NHS staff.
 - Code of Conduct for NHS Managers (see Appendices).
 - ABPI Code of Professional Conduct relating to hospitality/gifts from pharmaceutical/external industry.
 - The Standards of Conduct and Disciplinary Policy (HRP01) and the Policy for Handling Individual & Collective Grievances (HRP2) adopted by the Trust both of which shall have effect as if incorporated in these Standing Orders.
 - Anti-Fraud, Bribery & Corruption Policy

7.3 Standing Financial Instructions

The Standing Financial Instructions (SFIs) adopted by the Board of Directors in accordance with the Financial Regulations shall have effect as if incorporated in these Standing Orders.

7.4 Specific guidance

Notwithstanding the application of SO7.1 above, these Standing Orders and the approved Standing Financial Instructions must be read in conjunction with the following guidance and any other issued by the Independent Regulator for NHS Foundation Trusts:

- a) Human Rights Act 2000
- b) General Data Protection Regulation (GDPR) 2018
- c) Freedom of Information Act 2000
- d) Equality Act 2010
- e) The National Health Service Trusts (Membership and Procedure) Regulations 1990 (updated in April 2014)
- f) Fit and Proper Persons Health and Social Care Act 2008 (Regulated Activities) Regulations 2014: Regulation 5
- g) The Bribery Act 2010
- h) The Fraud Act 2006

8. DECLARATION OF INTEREST AND REGISTER OF INTERESTS

8.1 Declaration of Interests

a) Definition

A conflict of interest is defined as “a set of circumstances by which a reasonable person would consider that an individual’s ability to apply judgement or act, in the context of delivering, commissioning or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold”. (NHS England, June 2017)

A conflict of interest may be ‘actual’ where there is a material conflict between one or more interests or ‘potential’ where there is the possibility of a material conflict between one or more interests in the future.

b) Requirements for Declaring Interests and applicability to members of the Board of Directors

The FT constitution and FT Code of Governance requires Directors to declare interests which are relevant and material to the Board of Directors. All existing Directors should declare such interests annually and any Directors appointed subsequently should do so, on appointment.

c) Interests which are relevant and material

Interests fall into the following categories;

- **Financial Interests**

Where an individual may get direct financial benefit from the consequences of a decision they are involved in making

E.g. A director or senior employee in another organisation which is doing, or is likely to do business with an organisation in receipt of NHS funding, a shareholder, partner or owner of an organisation

- **Non-financial professional interests**

Where an individual may obtain 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

E.g. A clinician with a special interest, an advisor for the CQC or NICE

- **Non-financial personal interests**

Where an individual may benefit personally in ways which are not directly 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

E.g. A member of a voluntary sector board or has a position of authority within a voluntary sector organisation

- **Indirect interests**

Where an individual has a close association with another individual who has a financial interest, a non-financial interest or a non-financial personal interest who would stand to benefit from a decision they are involved in making

E.g. close family members and relatives, close friends and associates, business partners

Any member of the Board of Directors who comes to know that the Trust has entered into or proposes to enter into a contract in which they or any person connected with them (as defined in SO8.3 below and elsewhere) has any pecuniary interest, direct or indirect, the Director shall declare their interest by giving notice in writing of such fact to the Trust as soon as practicable.

d) **Advice on Interests**

If Directors have any doubt about the relevance of an interest, this should be discussed with the Chair of the Trust, or with the Director of Corporate Affairs.

International Accounting Standard 24 (issued by the International 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.

e) **Recording of Interests in Trust Board minutes**

At the time Directors' interests are declared, they should be recorded in the Trust Board minutes.

Any changes in interests should be declared at the next Board of Directors meeting following the change occurring and recorded in the minutes of that meeting.

f) **Publication of declared interests in Annual Report**

Board members' interests should be published in the Trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports.

g) **Conflicts of interest which arise during the course of a meeting**

During the course of a Board of Directors meeting, if a conflict of interest is established, the member concerned should withdraw from the meeting and play no part in the relevant discussion or decision. (See overlap with SO 8.3b)

8.2 Register of Interests

- a) The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of the Board of Directors and decision making staff (as defined in policy GP7 Managing Conflicts of Interest). In particular the Register will include details of all relevant and material interests (as defined in SO 8.1c).
- b) These details will be kept up to date on a continuous basis as and when new declarations are made. The register will then be presented to the next Board of Directors meeting or, where no changes have occurred, on an annual basis. In addition to the requirement for the register to be presented to the Board of Directors whenever there are changes, the Audit Committee is able to request a copy of the register at any time.
- c) The Register will be available to the public and the Chief Executive will take reasonable steps to bring the existence of the register to the attention of local residents and to publicise arrangements for viewing it.

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

a) Interpretation of 'Pecuniary' interest

For the sake of clarity in interpreting this Standing Order:

- "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);
- "contract" shall include any proposed contract or other course of dealing
- 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;
 - they, or a nominee of theirs, is a member of a company or other body (not being a public body), with which the contract is made, or proposed to be made or which has a direct pecuniary interest in the same, or
 - they are a partner, associate or employee of any person with whom the contract is made or proposed to be made or who has a direct pecuniary interest in the same.
- a person shall not be regarded as having a pecuniary interest in any contract if;
 - neither they or any person connected with them has any beneficial interest in the securities of a company of which they or such person appears as a member, or
 - any interest that they or any person connected with them may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director in relation to consideration of or discussion of or in voting on, any question with respect to that contract, or
 - those securities of any company in which they (or any person connected with them) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less. Provided however, that where this applies, the person shall nevertheless be obliged to disclose/declare their interest in accordance with SO 8.1b).

b) Exclusion in proceedings of the Board of Directors

Subject to the following provisions of this Standing Order, if the Chairman or a member of the Board of Directors has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board of Directors at which the contract or other matter is the subject of consideration, 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.

The Independent Regulator for NHS Foundation Trusts may, subject to such conditions as they may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to them in the interests of the National Health Service that the disability should be removed. (See SO 8.3c) on the 'waiver' which has been approved by the Independent Regulator for NHS Foundation Trusts.

The Board of Directors may exclude the Chair or a Director of the Board from a meeting of the Board of Directors while any contract, proposed contract or other matter in which they have a pecuniary interest is under consideration.

Any remuneration, compensation or allowance payable to the Chairman or a Director by virtue of the National Health Service Act 2012 (pay and allowances) shall not be treated as a pecuniary interest for the purpose of this Standing Order.

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 is also a Director of the Trust) as it applies to a Director of the Trust.

c) Waiver of Standing Orders made by the Independent Regulator for NHS Foundation Trusts

Under regulation 11(2) of the NHS (Membership and Procedure Regulations SI 1999/2024 (“the Regulations”), there is a power for the Independent Regulator for NHS Foundation Trusts to issue waivers if it appears to the Independent Regulator for NHS Foundation Trusts 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 8.3e below.

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

For the purposes of paragraph 8.3e below, the ‘relevant chairman’ is, at a meeting of the Board of Directors, the Chair of that Trust.

e) 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:

- A Director of 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:
 - services under the National Health Service Act 2006; or
 - services in connection with a pilot scheme under the National Health Service Act 2006; for the benefit of persons for whom the Trust is responsible.
- Where the pecuniary interest of the member in the matter which is the subject of consideration at a meeting at which he is present:
 - 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;
 - 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:
 - are members of the same profession as the member in question;
 - are providing or performing, or assisting in the provision or performance of, such of those services as he provides or performs, or assists in the provision or performance of, for the benefit of persons for whom the Trust is responsible.

f) **Conditions which apply to the waiver and the removal of having a pecuniary interest**

The removal is subject to the following conditions:

- the member must disclose the interest as soon as practicable after the commencement of the meeting and this must be recorded in the minutes;
- the relevant chairman must consult the Chief Executive before making a declaration in relation to the member in question pursuant to paragraph 8.3 d) above, except where that member is the Chief Executive;
- in the case of a meeting of the Board of Directors:
 - the Director may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded; but
 - may not vote on any question with respect to it.

g) **Standards of Business Conduct**

All Trust staff and the Board of Directors must comply with;

- the Standards of Business Conduct and Disciplinary Policy (HRP01)
- the Anti-Fraud, Bribery and Corruption Policy
- the Managing Conflicts of Interest Policy (GP7)
- National guidance contained in 'Standards of Business Conduct for NHS staff', the Code of Conduct for NHS Managers and the ABPI Code of Professional Conduct relating to hospitality/gifts from pharmaceutical/external industry.

h) **Interest of Officers in Contracts**

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 they or any person connected with them 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 Director of Corporate Affairs as soon as practicable.

An Officer should also declare to the Chief Executive any other employment or business or other relationship of theirs, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.

The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.

i) **Canvassing of and Recommendations by Directors in Relation to Appointments**

Canvassing of Directors or of any Committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.

Directors 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.

Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

j) Relatives of Directors or Officers

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 them liable to instant dismissal.

The Chairman and every Director and officer of the Trust shall disclose to the Board of Directors any relationship between themselves and a candidate of whose candidature that Director or officer is aware. It shall be the duty of the Chief Executive to report to the Board of Directors any such disclosure made.

On appointment, Directors (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.

Where the relationship to a Director of the Trust is disclosed, the Standing Order headed 'Exclusion of Chairman and Directors in proceedings on account of pecuniary interest' shall apply.

8.4 Fit and Proper Persons Test (FPPT)

The Health and Social Care Act 2008 (Regulated Activities), Regulations 2014, sets out requirements for Directors of NHS providers to meet a fit and proper persons test.

a) Fit and Proper persons; Executive and Non-Executive Directors of the Board

- The regulations (Regulation 5) stipulate that individuals who have authority in organisations that deliver care are responsible for the overall quality and safety of that care and, as such, can be held accountable if standards of care do not meet legal requirements.
- The new regulation will bar individuals who are prevented from holding office (for example, under a directors' disqualification order) and significantly, exclude from office people who: 'have been responsible for, been privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying out a regulated activity, or discharging any functions relating to any office or employment with a service provider'.

b) Regulation 5 criteria that a Director must meet. They must;

- Be of good character
- Have the qualifications, skills and experience necessary for the relevant position
- Be capable of undertaking the relevant position, after any reasonable adjustments under the Equality Act 2010
 - Not have been responsible for any misconduct or mismanagement in the course of any employment with a CQC registered provider
 - Not be prohibited from holding the relevant position under any other law e.g. under the Companies Act or the Charities Act

c) According to Regulation 5, a Director will be deemed 'unfit' if they;

- Have been sentenced to imprisonment for three months or more within the last five years, (CQC could remove this bar on application)
- Are an undischarged bankrupt
- Are the subject of a bankruptcy order or an interim bankruptcy order

- Have an undischarged arrangement with creditors
 - Are included on any barring list preventing them from working with children or vulnerable adults
- d) A Director will fail the 'good character' test, if they;
- Have been convicted in the United Kingdom of any offence or been convicted elsewhere of any offence which, if committed in any part of the United Kingdom, would constitute an offence
 - Have been erased, removed or struck-off a register of professionals maintained by a regulator of health or social care
- e) Enforcement

It will be the responsibility of the Chair, to ensure that all Directors meet the fitness test and do not meet any of the 'unfit' criteria.

The CQC will require the Chair of the Board of Directors to:

- Confirm that the fitness of all (new) directors has been assessed in line with the regulations
- Declare in writing that they are satisfied that they are fit and proper individuals for that role

Where a Director is appointed or in post that CQC considers to be unfit, CQC could impose a condition of registration requiring the removal of that Director. Breach of such a condition would itself be an offence and could result in cancellation of registration.

- f) Requirements for Declaring Compliance with the Fit and Proper Persons Test and applicability to Board Members;
- All existing Board members will be required to complete an annual declaration formally declaring compliance with the Fit and Proper Persons Test. Any Board members appointed subsequently should do so on appointment.
 - The Director of Corporate Affairs will maintain a register of returns for inspection by the Chairman and regulatory bodies as required.
 - All Executive and Non-Executive Directors will be subject to current (standard) Disclosure and Barring Service (DBS) checks. Any Board members appointed subsequently will be subject to a DBS check on appointment.
 - All existing Board members will be subject to a check of Companies House Directorships list and an Employers credit check. Any Board members appointed subsequently will be subject to such checks on appointment.

9. CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS

9.1 Custody of Seal

The common seal of the Trust shall be kept by the Director of Corporate Affairs on behalf of the Chief Executive in a secure place.

9.2 Sealing of Documents

- a) Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two Executive Directors duly authorised by the Chief Executive, and not also from the originating department, and shall be attested by them.
- b) Before any building, engineering, property or capital document is sealed, it must be approved and signed by the Chief Finance Officer/Deputy Chief Executive (or an officer nominated by them) and authorised and counter-signed by the Chief Executive (or an officer nominated by them who shall not be within the originating Directorate).

9.3 Register of Sealing

- a) The Chief Executive shall keep a register in which they or the Director of Corporate Affairs shall enter a record of the sealing of every document.
- b) Entries in the register are to be consecutively numbered and signed by the officers who have approved and authorised the document and those who attested the seal.
- c) A report of all sealings shall be made to the next meeting of the Board of Directors. The report shall contain details of the seal number, a description of the document and the date of sealing.

9.4 Use of Seal - General guide

The following are examples of uses for the seal:

- a) All contracts for the purchase/lease of land and/or building
All contracts for capital works exceeding £100,000
All lease agreements where the annual lease charge exceeds £10,000 per annum and the period of the lease exceeds beyond five years
Any other lease agreement where the total payable under the lease exceeds £100,000
Any contract or agreement with organisations other than NHS or other government bodies including local authorities where the annual costs exceed or are expected to exceed £100,000

9.5 Signature of documents

- a) Where the signature of 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.
- b) In land transactions, the signing of certain supporting documents will be delegated to Directors 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).

10. STANDARDS OF BUSINESS CONDUCT

All staff should comply with the Foundation Trust constitution, the Standards of Business Conduct and Disciplinary Policy (HRP01) and national guidance contained in NHS England 'Standards of Business Conduct Policy' published in 2017

11. MISCELLANEOUS

Joint Finance Arrangements

The Board may confirm contracts to purchase from a voluntary organisation or a local authority using its powers under the NHS Act 2006. The Board may confirm contracts to transfer money from the NHS to the voluntary sector or the health related functions of local authorities where such a transfer is to fund services to improve the health of the local population more effectively than equivalent expenditure on NHS services, using its powers under the NHS Act 2006.