

# **STANDING ORDERS for the Board of Directors**

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## 1 INTRODUCTION

1.1 The Sherwood Forest Hospitals NHS Foundation Trust (the “**Trust**”) became a Public Benefit Corporation on 1 February 2007 following approval by the Independent Regulator (as defined below) pursuant to the 2006 Act (as defined below).

1.2 The principal place of business of the Trust is at King’s Mill Hospital, Mansfield Road, Sutton in Ashfield, Nottinghamshire, NG17 4JL (the “**Trust Headquarters**”).

1.3 The Trust is governed by:

1.3.1 the 2003 Act (as defined below);

1.3.2 the 2006 Act (as defined below);

1.3.3 the 2012 Act (as defined below);

1.3.4 Independent Regulator’s Provider Licence (as defined below);

1.3.5 any directions or guidance issued by the Independent Regulator

(the “**Regulatory Framework**”)

1.4 The functions of the Trust are conferred by the Regulatory Framework. The Regulatory Framework and the Constitution require the Board Directors to adopt standing orders for the regulation of its proceedings and business. This document contains those standing orders.

1.5 Members of the Board of Directors are also required to adhere at all times to the Code of Conduct.

### 1.6 ***Role of Members of the Board of Directors***

The Board of Directors will function as a corporate decision-making body. Executive and Non-Executive Directors will be full and equal members of the Board. The general duty of the Board of Directors and of each director individually is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public. Please note that Directors have specific duties in respect of conflict of interest and benefits from third parties which are dealt with in the constitution.

### 1.7 ***Delegation of Powers***

The Board of Directors exercises its powers to make arrangements for the exercise, on behalf of the Trust, of any of its functions by a Committee or Sub-Committee appointed by virtue of SO 6 or by an officer of the Trust, in each case subject to such restrictions and conditions as the Board of Directors thinks fit or as the Independent Regulator may direct. These powers and decisions are set out in the SFIs and Scheme of Reservation and Delegation which have effect as if incorporated into the SOs.

## 2 INTERPRETATION

2.1 In these SOs:

**“2003 Act”**

means the Health and Social Care (Community Health and Standards) Act 2003;

**“1977 Act”**

means the National Health Service Act 1977;

**“2006 Act”**

means the National Health Service Act 2006;

**“2012 Act”**

means the Health and Social Care Act 2012;

**“Accounting Officer”**

means the Chief Executive who discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act;

**“Board of Directors”**

means the board of directors of the Trust as constituted in accordance with the Constitution;

**“Budget”**

means a resource, expressed in financial terms, proposed by the Board of Directors for the purpose of carrying out, for a specific period, any or all of the functions of the Trust;

**“Chairman”**

the person appointed as such in accordance with the Constitution. The expression the “Chairman” shall be deemed to include any individual who may be appointed to act in such role where SOs 5.10.2 to 5.10.3 apply;

**“Chief Executive”**

means the chief executive officer of the Trust appointed in accordance with the Constitution;

**“Clear Day”**

means a day of the week not including Saturday, Sunday or a bank holiday;

**“Code of Conduct”** means the Trust’s Code of Conduct for Directors as amended from time to time;

**“Committee”**

means a committee established 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 Constitution of the Trust;

**“Council of Governors”**

means the Trust’s Council of Governors as constituted in accordance with the Constitution;

**“Director”**

means a person appointed as a director of the Trust in accordance with the Constitution;

**“Director of Finance”**

means the chief finance officer of the Trust;

**“Executive Director”**

means Directors who holds an executive office of the Trust;

**“Funds held on trust”**

means those funds which the Trust: holds on the date the Independent Regulator’s Provider Licence was issued; receives on distribution by statutory instrument; or chooses subsequently to accept under section 47(2) (c) of the 2006 Act. Such funds may or may not be charitable;

**“Independent Regulator”**

means the independent regulator of NHS Foundation Trusts known as “Monitor” as provided by Section 61 of the 2012 Act;

**“Independent Regulator’s Provider Licence”**

means a licence granted by The Independent Regulator under section 87 of the 2012 Act;

**“Member”**

means a member of the Trust;

**“Motion”**

means a formal proposition to be discussed and voted on during the course of a meeting of the Board of Directors;

**“Nominated Officer”**

means an Officer charged with the responsibility of discharging specific tasks under the SOs and SFIs;

**“Non-Executive Director”**

means a Director who does not hold an executive office of the Trust;

**“Officer”**

means an employee of the Trust;

**“Register of Interests”**

means the Trust’s register of interests as amended and updated from time to time;

**“Scheme of Reservation and Delegation”**

means the Trust’s scheme of reservation and delegation as amended from time to time;

**“Senior Independent Director”**

means an independent Non-Executive Director appointed by the Board of Directors (in consultation with the Council of Governors) and having the role envisaged by the Independent Regulator’s NHS Foundation Trust Code of Governance;

**“SFIs”**

means the Trust’s standing financial instructions as amended from time to time;

**“SOs”**

means these standing orders together with the attached Schedules and Appendices;

**“Sub-Committee”**

means a committee appointed by a Committee of the Board of Directors;

**“Trust”**

means the Sherwood Forest Hospitals NHS Foundation Trust;

**“Trust Secretary”**

means the person appointed by the Trust to fulfil the role of trust secretary in accordance with the Constitution;

**“Vice-Chairman”**

means the Non-Executive Director appointed as the vice chairman of the Trust by the Council of Governors in general meeting.

2.2 Words importing the masculine gender only shall include the feminine gender; words importing the singular shall include the plural and vice-versa.

2.3 Any reference to “Chairman” in these standing orders shall, so long as there is no Chairman able to perform his duties, be taken to include a reference to the Vice-Chairman.

### **3 THE TRUST**

3.1 The Trust has the functions conferred on it by the Independent Regulator’s Provider Licence.

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

3.3 As a body corporate 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 also has a common law duty as a bailee for patients’ property held by the Trust on behalf of patients.

3.4 All funds received in trust shall be in the name of the Trust as corporate trustee. In relation to funds held on trust, powers exercised by the Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised as a Trust.

### **4 THE BOARD OF DIRECTORS**

#### **4.1 Composition of the Board of Directors**

The composition of the Board of Directors shall be in accordance with the Constitution.

#### **4.2 Appointment and removal of the Chairman, Non-Executive Directors and Executive Directors**

The Chairman, other Non-Executive Directors and Executive Directors shall be appointed/removed in accordance with the Constitution.

#### **4.3 Terms of Office of the Chairman and Non-Executive Directors**

The terms of office of the Chairman and the Non-Executive Directors shall be set in accordance with the Constitution.

#### **4.4 Terms of Office of the Chief Executive and other Executive Directors**

The terms of office of the Chief Executive and other Executive Directors shall be set in accordance with the Constitution.

#### **4.5 Appointment and Powers of Vice-Chairman**

4.5.1 For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chairman, a Vice-Chairman may be appointed by the Council of Governors in accordance with the Constitution.

4.5.2 Any Non-Executive Director so appointed may at any time resign from the office of Vice-Chairman by giving notice in writing to the Chairman and another Vice-Chairman may be selected in accordance with the Constitution.

4.5.3 Where the Chairman has died or has otherwise ceased to hold office, or where he has been unable to perform his duties as Chairman owing to illness, conflict of interest or any other cause, the Vice-Chairman shall act as Chairman until a new Chairman is appointed in accordance with the Constitution or the existing Chairman resumes his duties, as the case may be.

4.5.4 Where both the Chairman and Vice Chairman are unable to perform their duties owing to illness conflict of interest or any other cause, another Non-Executive Director as may be appointed by the Board of Directors shall act as Chairman until such time as the Chairman or Vice-Chairman is available to resume duties or a new Chairman is appointed in accordance with the Constitution.

#### **4.6 Senior Independent Director**

4.6.1 Subject to SO 4.6.2, the Board of Directors (in consultation with the Council of Governors) may appoint any Member of the Board, who is also a Non-Executive Director, to be the Senior Independent Director, for such period not exceeding the remainder of his terms as Director as they may specify on appointing him. The Senior Independent Director shall perform the role envisaged in the Independent Regulator's Code of Governance for foundation trusts.

4.6.2 Any Non-Executive Director so appointed may at any time resign from the office of Senior Independent Director by giving notice in writing to the Chairman and another Senior Independent Director may be selected in accordance with SO 4.6.1.

#### **4.7 Joint Directors**

The post of an Executive Director may be held by two individuals on a job share basis (save that the executive positions of doctor and nurse cannot be

shared between two professions). Where a post of Executive Director is shared by more than one person:

- 4.7.1 both persons shall be entitled to attend meetings of the Trust;
- 4.7.2 either of those persons shall be eligible to vote in the case of agreement between them:
- 4.7.3 in the case of disagreement between them no vote should be cast; and
- 4.7.4 the presence of either or both of those persons shall count as one person for the purposes of SO 5.22.

#### **4.8 Disqualification**

- 4.8.1 Directors are subject to the disqualification criteria included at paragraph 8.7 of the Constitution.
- 4.8.2 Directors are subject to the provisions of the Board of Directors' Code of Conduct.

### **5 MEETINGS OF THE TRUST**

#### **5.1 Admission of the Public and the Press**

The public and representatives of the press shall be afforded facilities to attend all formal meetings of the Board of Directors except where the Board of Directors resolves:

- 5.1.1 that members of the public and representatives of the press be excluded from the remainder of a meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest; and/or
  - 5.1.2 that for other reasons stated in the resolution and arising from the nature of the business or the proceedings that the Board of Directors believe there are special reasons for excluding the public from the meeting.
- 5.2 The Chairman shall give such directions as he thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Board of Director's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude in accordance with SO 5.1.
  - 5.3 The right of attendance set out in SO 5.1 carries no right to ask questions or otherwise participate in the meeting.
  - 5.4 Nothing in these SOs shall require the Board of Directors to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place without the prior agreement of the Chairman.



## **5.5 Observers at Board of Directors Meetings**

The Board of Directors will decide what arrangement (if any) and terms and conditions (if any) it feels are appropriate to offer in extending an invitation to observers or Governors to attend and address any of the Board of Directors' meetings or Committees and may change, alter or vary these terms and conditions if it sees fit.

## **5.6 Calling Meetings**

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

5.6.2 The Chairman may call a meeting of the Board of Directors at any time. If the Chairman refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of Directors, has been presented to him, or if, without so refusing, the Chairman does not call a meeting within 7 Clear Days after such requisition has been presented to him, at the Trust's Headquarters, such one third or more Directors may forthwith call a meeting.

## **5.7 Notice of Meetings**

5.7.1 Before each meeting of the Board of Directors, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chairman or by an Officer authorised by the Chairman to sign on his behalf shall be delivered to every Director, or sent by post to the usual place of residence of such Director or by email, so as to be available to him at least 5 Clear Days before the meeting save in the case of emergencies.

5.7.2 Before each meeting of the Board of Directors a public notice of the time and place of the meeting, and where possible the public part of the agenda, shall be displayed at the Trust's Headquarters and on the Trust's website at least 3 Clear Days before the meeting, save in the case of emergencies.

5.7.3 Want of service of the notice on any Director shall not affect the validity of a meeting but failure to serve such a notice on more than three Directors will invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of posting. In the case of notices sent by email delivery shall be deemed to take effect immediately.

5.7.4 In the case of a meeting called by Directors in default of the Chairman, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice.

5.7.5 Agendas will be sent to Directors before the meeting and supporting papers, whenever possible, shall be made available to accompany the agenda. The agenda and any supporting papers for a Board of Directors' meeting shall be made

available by electronic means no later than 5 Clear Days before the meeting, save in the case of emergencies.

- 5.7.6 In the event of an emergency giving rise to the need for an immediate meeting SOs 5.7.1– 5.7.5 above shall not prevent the calling of such a meeting without the requisite 5 Clear Days' notice provided that every effort is made to make personal contact with every Director who is not absent from the United Kingdom and the agenda for the meeting is restricted to matters arising in that emergency.

## **5.8 Setting the Agenda**

- 5.8.1 The Board of Directors may determine that certain matters shall appear on every agenda for a meeting of the Trust and shall be addressed prior to any other business being conducted.
- 5.8.2 The Trust Secretary shall ensure that matters which are required to be considered at defined intervals by the Regulatory Framework are included on the agenda for meetings as and when necessary.
- 5.8.3 A Director desiring a matter to be included shall make his request in writing to the Chairman 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 Clear Days before a meeting may be included on the agenda at the discretion of the Chairman.

## **5.9 Petitions**

- 5.9.1 Where a petition has been received by the Trust, the Chairman shall include the petition as an item for the agenda of the next Board of Directors meeting.
- 5.9.2 A petition must be received a minimum of 10 Clear Days before the meeting so it may be included in the agenda and papers.

## **5.10 Chairman of Meeting**

- 5.10.1 At any meeting of the Board of Directors, the Chairman, if present, shall preside and shall have a casting vote.
- 5.10.2 If the Chairman is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest the Vice-Chairman, shall preside and shall have a casting vote.
- 5.10.3 If the Vice Chairman as well as the Chairman is absent from the meeting or are absent temporarily on the grounds of a declared conflict of interest, such other Non-Executive Director

as is appointed in accordance with SO 4.5.4 shall preside and shall have a casting vote.

#### **5.11 Notices of Motion**

5.11.1 A Director desiring to move or amend a motion shall send a written notice to that effect at least 10 Clear Days before the meeting to the Chairman (together with the details of the Director seconding the motion), who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the Regulatory Framework. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda, at the discretion of the Chairman.

5.11.2 Any motion proposed by a Director must be seconded before it is put to a resolution.

#### **5.12 Withdrawal of Motion or Amendments**

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

#### **5.13 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 be in writing, 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 Trust, no Director other than the Chairman, if he considers it appropriate, may propose a motion to the same effect within 6 months.

#### **5.14 Motions**

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

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

5.14.2.1 an amendment to the motion;

5.14.2.2 the adjournment of the discussion or the meeting;

5.14.2.3 that the meeting proceed to the next business, (\*);

5.14.2.4 the appointment of an ad hoc Committee to deal with a specific item of business;

5.14.2.5 that the motion be now put, (\*) and/or

5.14.2.6 a motion resolving to exclude the public under SO 5.1.

\* 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.

- 5.14.3 No amendment to a motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the motion.

## **5.15 Written Motions**

- 5.15.1 In urgent situations and with the consent of the Chairman, business may be effected by a Director's written motion to deal with business otherwise required to be conducted at general meetings.
- 5.15.2 If all Directors have been notified of the proposal and a simple majority of Directors entitled to attend and vote at a general meeting of the Board of Directors sign and return a copy of a written motion within 5 Clear Days of dispatch then the motion will be deemed to have been resolved notwithstanding that the Directors have not gathered in one place.
- 5.15.3 The effective date of the resolution shall be the date that the last copy is signed and, until that date a Director who has previously indicated acceptance can withdraw and the motion shall fail.
- 5.15.4 Once the resolution is passed, a copy certified by the Secretary shall be recorded in the minutes of the Board of Directors' meeting where it will be signed by the person presiding at it.

## **5.16 Chairman's Ruling**

- 5.16.1 Statements of Directors made at meetings of the Trust shall be relevant to the matter under discussion at the material time and the decision of the Chairman on questions of order, relevancy, regularity and any other matters shall be final.
- 5.16.2 Save as permitted by law, at any meeting the person presiding shall be the final authority on the interpretation of these SOs (on which he/she shall be advised by the Trust Secretary).

## **5.17 Voting**

- 5.17.1 Save as otherwise provided in the Regulatory Framework if the Chairman so determines or if a Director requests a question at a meeting shall be determined by a majority of the votes of the Directors present and voting on the question and each Director shall be entitled to exercise one vote. In the case of any equality of votes, the Chairman shall have a casting vote.
- 5.17.2 All questions put to the vote shall, at the discretion of the Chairman, 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.

- 5.17.3 If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained.
- 5.17.4 If a Director so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- 5.17.5 In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.
- 5.17.6 An Officer who has been appointed formally by the Board of Directors to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of that 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.

## **5.18 Minutes**

- 5.18.1 The Minutes of the proceedings of a meeting shall be drawn up by the Trust Secretary or their authorised representative and submitted for agreement at the next meeting of the Board of Directors where they will be signed by the person presiding at it.
- 5.18.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 5.18.3 Minutes shall be circulated in accordance with Directors' wishes.
- 5.18.4 Where providing a record of a Board of Director's meeting held in public the minutes shall be made available to the public.

## **5.19 Suspension of SOs**

- 5.19.1 Except where this would contravene any part of the Regulatory Framework, any one or more of the SOs may be suspended at any meeting, provided that at least two-thirds of the Directors are present, including at least one Executive Director and one Non-Executive Director, and that a majority of those present vote in favour of suspension.
- 5.19.2 A decision to suspend SOs shall be recorded in the minutes of the meeting.

- 5.19.3 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Chairman and the Directors.
- 5.19.4 No formal business may be transacted while the SOs are suspended.
- 5.19.5 The Audit Committee shall review every decision to suspend SOs to assess whether the suspension was appropriate and determine whether any further action is required.

## **5.20 Variation and Amendment of SOs**

These SOs shall be varied or amended only if:

- 5.20.1 relevant notice of a meeting has been served in accordance with SO 5.7; and
- 5.20.2 a notice of motion under SO 5.11 has been given; and
- 5.20.3 no fewer than half the total of the Trust's Non-Executive Directors vote in favour of amendment; and
- 5.20.4 at least two-thirds of the Directors are present; and
- 5.20.5 the variation proposed does not contravene the Regulatory Framework.

## **5.21 Record of Attendance**

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

## **5.22 Quorum**

- 5.22.1 No business shall be transacted at a meeting of the Board of Directors unless at least two-thirds of the whole number of the Directors are present including at least one Executive Director and one Non-Executive Director.
- 5.22.2 If at any meeting there is no quorum present within 30 minutes of the time fixed for the start of the meeting, the meeting shall stand adjourned for 7 Clear Days (or as otherwise directed by the Chairman) and upon reconvening (if reconvened), those present shall constitute a quorum, however there must be a majority of Non-Executive Directors at any meeting in order for the meeting to be quorate.
- 5.22.3 An Officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.
- 5.22.4 If a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see SO 8) he/she shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed

further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business. The above requirement for at least one Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board of Directors considers the recommendations of the Remuneration Committee).

## **5.23 Meetings: Electronic Communication**

In this SO “communication” and “electronic communication” shall have the meanings set out in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.

- 5.23.1 A Director in electronic communication with the Chairman and all other parties to a meeting of the Board of Directors or of a Committee or Sub-Committee of the Directors shall be regarded for all purposes as personally attending such a meeting provided that, but only for so long as, at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.
- 5.23.2 A meeting at which one or more of the Directors attends by way of electronic communication is deemed to be held at such a place as the Directors shall at the said meeting resolve. In the absence of such a resolution, the meeting shall be deemed to be held at the place (if any) where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present.
- 5.23.3 Meetings held in accordance with this SO are subject to SO 5.22. For such a meeting to be valid, a quorum must be present and maintained throughout the meeting.
- 5.23.4 The Minutes of a meeting held in this way must state that it was held by electronic communication and that the Directors were all able to hear each other and were present throughout the meeting.

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

- 6.1 Subject to SO 1.7 and the Regulatory Framework, the Board of Directors may make arrangements for the exercise, on behalf of the Trust, of any of its functions by a Committee, Sub-committee or by a Director or an Officer of the Trust appointed under SO 6 in each case subject to such restrictions and conditions as the Board of Directors see fit.
- 6.2 **Delegation to Committees**
  - 6.2.1 A Committee appointed under SO 6.1 may, subject to such directions as may be given by the Board of Directors, appoint Sub-Committees consisting wholly or partly of members of the Committee. Provided that they may not delegate their powers

to a Sub-Committee unless expressly authorised by the Board of Directors.

6.2.2 The Board of Directors may appoint Directors to serve on joint Committees with the Council of Governors or Committees thereof.

6.2.3 The SOs, as far as they are applicable, shall apply with appropriate alteration to meetings of 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 the Committee as the context permits, and the term “**member of the Board of Directors**” is to be read as a reference to a member of the Committee also as the context permits.

6.2.4 Each such Committee shall have such 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 the Regulatory Framework. Such terms of reference shall have effect as if incorporated into the SOs.

6.2.5 The Board of Directors shall approve the appointments to each of the Committees which it has formally constituted.

6.2.6 Where the Board of Directors is required to appoint persons to a Committee to undertake statutory functions, and where such appointments are to operate independently of the Board of Directors, such appointments shall be made in accordance with the Regulatory Framework.

6.2.7 Where the Board of Directors determines that persons who are neither Governors, nor Directors or Officers of the Trust, shall be appointed to a Committee, the terms of such appointment shall be determined by the Board of Directors subject to the payment of travelling expenses and other allowances being in accordance with such sum as may be determined by the Board of Directors or the Independent Regulator.

6.2.8 The Committees established by the Board of Directors are:

6.2.8.1 Remuneration and Nominations Committee;

6.2.8.2 Audit and Assurance Committee;

6.2.8.3 Quality Committee;

6.2.8.4 Finance Committee.

6.3 The Board of Directors may also establish such other Committees as required to discharge the Trust’s responsibilities.



## **6.4 Delegation to Officers**

- 6.4.1 The Board of Directors has resolved that certain powers and decisions may only be exercised by the Board in formal session. Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to an executive Committee or Sub-Committee shall be exercised on behalf of the Board of Directors by the Chief Executive. The Chief Executive shall determine which functions he will perform personally and shall nominate Officers to undertake the remaining functions for which he will still retain an accountability to the Board of Directors.
- 6.4.2 The Chief Executive shall prepare the Scheme of Reservation and Delegation identifying his 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 Reservation and Delegation which shall be considered and approved by the Board of Directors as indicated above.
- 6.4.3 Nothing in the Scheme of Reservation and Delegation shall impair the discharge of the direct accountability of the Board of Directors or the Director of Finance, or other Executive Director to provide information and advise the Board of Directors in accordance with any statutory requirements.
- 6.4.4 The arrangements made by the Board of Directors as set out in the "Scheme of Reservation and Delegation" shall have effect as if incorporated in these SOs.

## **6.5 Emergency Powers**

The powers which the Board of Directors has retained within the Scheme of Reservation and Delegation may in an emergency 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 the Chairman shall be reported to the next formal meeting of the Board of Directors for noting.

## **7 INTERFACE BETWEEN THE BOARD OF DIRECTORS AND THE COUNCIL OF GOVERNORS**

- 7.1 The Board of Directors will cooperate with the Council of Governors as far as possible in order to comply with the Regulatory Framework in all respects and in particular in relation to the following matters which are set out specifically within paragraphs 7.16.3.2 to 7.16.3.4 (inclusive) of the Constitution.
- 7.2 The Directors, having regard to the views of the Council of Governors, are to prepare the information as to the Trust's forward planning in respect of each financial year to be given to The Independent Regulator.
- 7.3 In order to comply with the Regulatory Framework in all respects and in particular in relation to the matters which are set out paragraphs 7.16.3.2 to 7.16.3.4 (inclusive) of the Constitution the Council of Governors may request

that an item is included on the agenda for a meeting of the Board of Directors.

- 7.4 If the Council of Governors so desires such a matter as described within SO 7.3 to be included as an agenda item, they shall make their request in writing to the Chairman at least 10 Clear Days before the meeting of the Board of Directors, subject to SO 5.8. The Chairman shall decide whether the matter is appropriate to be included on the agenda. Requests made less than 10 Clear Days before a meeting may be included on the agenda at the discretion of the Chairman.

## **8 DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS**

### **8.1 Declaration of Interests**

8.1.1 The Regulatory Framework provides that Directors have a duty:

8.1.1.1 to avoid a situation in which the Director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust; and

8.1.1.2 not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity.

8.2 All existing members of the Board of Directors must declare any direct or indirect interest in a proposed transaction or arrangement with the Trust and he must declare the nature and extent of that interest to the other Directors.

8.3 A Director must also declare to the Chief Executive or the Trust Secretary any other employment or business or other relationship of his, or of a cohabiting spouse or partner, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust in accordance with SO 8. Such interests must be recorded in the Register of Interests.

8.4 Written declarations under this SO 8 shall be made by completing and signing a form, as prescribed by the Trust Secretary from time to time, setting out any interests required to be declared outside a meeting in accordance with the Constitution or the SOs and delivering it to the Trust Secretary on appointment or as soon thereafter as the interest arises, but in any event before the earlier of: 5 Clear Days of becoming aware of the existence of a direct or indirect interest; and the date the Trust enters into any related transaction or arrangement.

8.5 In addition, if a Director is present at a meeting of the Board of Directors and has an interest of any sort in any matter which is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact and this shall be recorded in the Minutes and he/she:

8.5.1 shall not contribute or be present for any discussion on the same unless otherwise permitted by the Chairman; and

8.5.2 shall not vote on any question with respect to the matter.

8.6 SO 8 applies to any Committee, Sub-Committee or joint Committee of the Board of Directors and applies to any member of any such Committee, Sub-Committee, or joint Committee (whether or not he is also a Director).

- 8.7 The directorship of any company likely or seeking to do business with the NHS held by a Director should be published in the Trust's Annual Report. The information should be kept up to date for inclusion in succeeding Annual Reports.
- 8.8 The duty referred to in paragraph 8.1 is not infringed if:
- 8.8.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- 8.8.2 the matter has been authorised in accordance with the Constitution.
- 8.9 This SO does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question.
- 8.10 A Director need not declare an interest:
- 8.10.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
- 8.10.2 if, or to the extent that, the Directors are already aware of it;
- 8.10.3 if, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered:
- 8.10.3.1 by a meeting of the Board of Directors, or
- 8.10.3.2 by a committee of the Directors appointed for the purpose under the Constitution.
- 8.11 In the case of persons living together the interest of one partner or spouse shall, if known to the other, be deemed for the purposes of the Constitution and the SOs to be also an interest of the other.
- 8.12 If Directors have any doubt about the need to declare an interest (including in relation to the interest of partners in professional partnerships including General Practitioners) this should be discussed with the Chairman and subject to the views of the Chairman should be disclosed.
- 8.13 Any remuneration, compensation or allowances payable to a Director by virtue of paragraph 18 of Schedule 7 of the 2006 Act shall not be treated as an interest for the purpose of this SO.
- 8.14 **Register of Interests**
- 8.14.1 The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Directors.
- 8.14.2 The Register of Interests shall contain the names of each Director, whether he has declared any interests and, if so, the interests declared in accordance with the Constitution or these SOs.

- 8.14.3 It is the obligation of the Director to inform the Trust Secretary of the existence of a direct or indirect interest in accordance with this SO 8. The Trust Secretary must amend the appropriate Register of Interests upon receipt within 3 Clear Days.
- 8.14.4 The Register of Interests will be available to the public and the Chairman will take reasonable steps to bring the existence of the Register of Interests to the attention of the local population and to publicise arrangements for viewing it. Copies or extracts of the Register of Interests must be provided to Members of the Trust free of charge and within a reasonable time period of the request. A reasonable charge may be imposed on non-members for copies or extracts of the Register of Interests.
- 8.14.5 In establishing, maintaining, updating and publicising the Register of Interests, the Trust shall comply with all guidance issued from time to time by the Independent Regulator. The details of Directors' interests recorded in the Register of Interests will be kept up to date by means of a regular review as necessary of the Register of Interests by the Chief Executive or Trust Secretary during which any changes of interests recently declared will be incorporated.

## **9 STANDARDS OF BUSINESS CONDUCT**

### **9.1 Policy**

Directors and Officers of the Trust should comply with the requirements set out in these SOs, the Regulatory Framework, the Code of Conduct and the principles outlined in, including HSG (93)5 and any guidance and directions issued by the Independent Regulator. Directors should also give due consideration to the Bribery Act 2010 at all times.

### **9.2 Canvassing of, and Recommendations by, Directors in Relation to Appointments**

- 9.2.1 Canvassing of Directors or members of any Committee of the Board of Directors directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of these SOs shall be included in application forms or otherwise brought to the attention of candidates.
- 9.2.2 A Director shall not solicit for any person any appointment under the Trust or recommend any person for such appointment, but this paragraph of this SO shall not preclude a Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust in relation to any appointment.
- 9.2.3 Directors should declare any informal discussions outside appointments panels or Committees, whether solicited or unsolicited to the relevant panel or Committee.

### **9.3 Relatives of Directors or Officers**

- 9.3.1 Candidates for any staff appointment shall when making an application disclose in writing whether they are related to any Director or Officer. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.
- 9.3.2 The Directors shall disclose to the Chief Executive or his delegated officer any relationship between himself and a candidate of whose candidature that Director is aware of. It shall be the duty of the Chief Executive or his nominated officer to report to the Trust any such disclosure made.
- 9.3.3 Prior to acceptance of an appointment Directors shall disclose to the Trust whether they are related to any other Director or holder of any office with the Trust.

## **10 CUSTODY OF SEAL AND SEALING OF DOCUMENTS**

### **10.1 Custody of Seal**

The Common Seal of the Trust shall be kept by the Trust Secretary in a secure place.

### **10.2 Sealing of Documents**

The Common Seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board of Directors or of a Committee thereof or where the Board of Directors has delegated its powers.

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

### **10.4 Register of Sealing**

An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealing shall be made to the Board of Directors at least quarterly. The report shall contain details of the seal number, the description of the document and date of sealing.

## **11 SIGNATURE OF DOCUMENTS**

- 11.1 Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board of Directors shall have given the necessary authority to some other person for the purpose of such proceedings.

- 11.2 The Chief Executive or nominated officers shall be authorised, by resolution of the Board of Directors, to sign on behalf of the Trust any agreement or other document (not required to be executed as a deed) the subject matter of which has been approved by the Board of Directors or Committee or Sub-Committee to which the Board of Directors has delegated appropriate authority.

## **12 MISCELLANEOUS**

### **12.1 Conflicts**

In the event of any conflict between the terms or with regard to the interpretation of these SOs and the Regulatory Framework the latter shall prevail.

### **12.2 SOs to be given to Directors and Officers**

It is the duty of the Trust Secretary to ensure that existing Directors and all new appointees are notified of and understand their responsibilities within SOs and that they are notified of updates as appropriate.

### **12.3 Duty to report non-compliance with SOs**

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

### **12.4 Review of SOs**

SOs shall be reviewed annually by the Trust. The requirement for review extends to all documents having the effect as if incorporated in the SOs.

### **12.5 Access to independent professional advice**

Directors shall have access to independent professional advice, at the Trust's expense, where they judge it necessary to discharge their responsibilities as Directors. Decisions to appoint an external advisor should be the collective decision of the majority of Non-Executive Directors. The availability of independent external sources of advice should be made clear at the time of appointment.

### **12.6 Confidentiality**

12.6.1 A member of a Committee shall not disclose a matter dealt with by, or brought before, the Committee without its permission until the Committee shall have reported to the Board of Directors or shall otherwise have concluded on that matter.

12.6.2 A Director or a member of a Committee shall not disclose any matter reported to the Board of Directors or otherwise dealt with by the 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.

## **12.7 Access to appropriate support**

The Board of Directors and its Committees may arrange such resource as it considers appropriate to undertake its duties.