

## STANDING ORDERS

Standing Orders for the  
regulation of Trust  
proceedings and business

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## **1. INTRODUCTION**

### **1.1 Statutory Framework**

- 1.1.1 Kingston Hospital NHS Foundation Trust is a statutory body which came into existence in December 1990 under The Kingston Hospital NHS Trust (Establishment) Order 1990 No 2420. It was licensed by Monitor as a Foundation Trust on 1 May 2013.
- 1.1.2 The principal place of business of the Trust is Galsworthy Road, Kingston upon Thames, Surrey, KT2 7QB.
- 1.1.3 NHS Foundation Trusts are governed by Acts of Parliament, mainly the National Health Service Act 2006 and subsequent versions.
- 1.1.4 The functions of the Trust are conferred by this legislation.
- 1.1.5 As a statutory body, the Trust has specified powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable as well as to the Secretary of State for Health.
- 1.1.6 The Trust also has statutory powers under the National Health Service Act 2006 to fund projects jointly planned with local authorities, voluntary organisations and other bodies.
- 1.1.7 NHS Improvement (formerly Monitor) requires the Trust to adopt appropriate processes for the regulation of its proceedings and business.
- 1.1.8 The Trust will also be bound by such other statutes and legal provisions which govern the conduct of its affairs.

### **1.2 NHS Framework**

- 1.2.1 In addition to the statutory requirements the Secretary of State (through the Department of Health) and Monitor, acting as NHS Improvement, issue further directions and guidance.
- 1.2.2 The Code of Governance, together with the NHS Provider Licence (and the NHS Foundation Trust Conditions), require that, inter alia, the Trust publicises which types of decisions are to be taken by Board and by the Council, and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives. The Code of Governance also requires the establishment of audit and remuneration committees with formally agreed terms of reference.
- 1.2.3 The Code of Governance sets out requirements for public access to information on the NHS.

### **1.3 Delegation of Powers**

- 1.3.1 The Trust has powers to delegate and make arrangements for delegation. Section SO3 deals with Committees and Delegation.
- 1.3.2 Delegated powers are covered in a separate document (Reservation of Powers to the Board & Delegation of Powers). This document has effect as if incorporated into Standing Orders and Standing Financial Instructions.

## 1.4 Well Led Framework - Integrated Governance

NHS Improvement and the Care Quality Commission (CQC) have published a joint well-led framework structured around eight key lines of enquiry. The framework maintains focus on strong integrated governance and leadership across quality, finance and operations, and in line with the changing operating environment, places emphasis on organisational culture, improvement and system working. Integrated governance enables the Board to take a holistic view of the Trust and its capacity to meet its legal and statutory requirements and clinical, quality and financial objectives.

## 2. INTERPRETATIONS AND DEFINITIONS

2.1 Save as otherwise permitted by law, at any meeting the Chairman of the Trust shall be the final authority on the interpretation of these Standing Orders (on which they should be advised by the Chief Executive or Company Secretary).

2.2 Any expression to which a meaning is given in the National Health Service Act 2006 and other acts relating to the National Health Service or in the Financial Regulations made under the acts shall have the same meaning in these Standing Orders and Standing Financial Instructions and in addition:

Accounting Officer	The NHS Officer responsible and accountable for funds entrusted to the Trust. The officer shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.
Associate Member	A person appointed to perform specific statutory and non-statutory duties which have been delegated by the Trust Board for them to perform and these duties have been recorded in an appropriate Trust Board minute or other suitable record.
Board	Collectively the Executive and Non-Executive Directors.
Budget	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	The Employee with delegated authority to manage finances (income and/or expenditure) for a specific area of the Trust.
Chairman (of the Board or Trust)	The person appointed in accordance with the Constitution to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression "the Chairman of the Trust" shall be deemed to include the Deputy Chairman of the Trust if the Chairman is absent from the meeting or is otherwise unavailable.
Chief Executive	The chief officer of the Trust.
Code of Governance	The NHS Foundation Trust Code of Governance in its latest form as published on <a href="http://www.gov.uk">www.gov.uk</a>
Commissioning	The process for determining the need for and for obtaining the supply of healthcare and related services by the Trust within available resources.

Committee	A committee or subcommittee created and appointed by the Trust.
Committee Member	A person formally appointed by the Board to sit on or to chair a specific Committee.
Contracting & Procuring	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.
Director	A Non-Voting Member of the Board who is an Officer of the Trust.
Director of Finance	The chief financial officer of the Trust.
Deputy Chairman	The deputy chairman appointed under paragraph 26 of the Constitution.
Employee	A person paid via the payroll of the Trust.
Executive Director	A Voting Member of the Board who is an Officer of the Trust.
Funds Held on Trust	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 National Health Service Act 2006, as amended. Such funds may or may not be charitable.
Member	A member of the Trust Board unless otherwise stated or necessary for interpretation purposes.
Member of Staff	An employee or a person employed via a third party who is acting in the position or capacity of an employee.
Monitor	The NHS Foundation Trust Regulator now operating under the title of NHS Improvement
Nominated Officer	An Officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.
Non-Executive Director	A Voting Member of the Board who is not an Officer of the Trust.
Officer	An employee of the Trust or any other person holding a paid appointment or office with the Trust.
Secretary	A person appointed to act as Trust Secretary or Company Secretary for the purposes of the Code of Governance, to provide advice on corporate governance issues to the Board and the Chairman and monitor the Trust's compliance with the law, Standing Orders and regulatory guidance.
SFIs	Standing Financial Instructions
SOs	Standing Orders
Trust	Kingston Hospital NHS Foundation Trust

## **SO1: THE TRUST BOARD**

### **1.1 Composition of the Trust Board**

1.1.1 The composition of the Trust Board shall be as specified in paragraph 22 of the Constitution.

### **1.2 Appointment of the Chairman and Members**

1.2.1 The Chairman is appointed in accordance with the terms of paragraphs 24 or 25 as appropriate of the Constitution.

### **1.3 Terms of Office of the Chairman and Members**

1.3.1 The provisions setting out the period of tenure of office of the Chairman and other Board members and for the termination or suspension of office of the Chairman and Members are contained in the Constitution, supplemented by the Code of Governance.

### **1.4 Appointment and Powers of the Deputy Chairman**

1.4.1 The Deputy Chairman is appointed in accordance with the terms of paragraph 26 of the Constitution. Any appointment as Deputy Chairman shall be for such period, not exceeding the remainder of his/her term as a Member of the Trust, as the Council of Governors may specify on appointing him/her.

1.4.2 Any Non-Executive Director so appointed may at any time resign from the office of Deputy Chairman by giving notice in writing to the Chairman. The Council of Governors may thereupon appoint another Non-Executive Director as Deputy Chairman in accordance with the provisions of Standing Order 1.4.1.

1.4.3 Where the Chairman of the Trust has died or has ceased to hold office, or where they have been unable to perform their duties as Chairman owing to illness or any other cause, the Deputy Chairman shall act as Chairman until a new Chairman is appointed or the existing Chairman resumes their duties, as the case may be. 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.

### **1.5 Appointment of a Senior Independent Director**

1.5.1 Subject to Standing Order 1.5.2, the Chairman and Director Members of the Trust may appoint one of their number, who is not also an Executive Director, to be Senior Independent Director in accordance with paragraph 26 of the Constitution, for such period, not exceeding the remainder of his/her term as a Non-Executive Director of the Trust, as they may specify on appointing him/her.

1.5.2 Any Member so appointed may at any time resign from the office of Senior Independent Director by giving notice in writing to the Chairman. The Chairman and Members may thereupon appoint another Member as Senior Independent Director in accordance with the provisions of Standing Order 1.5.1.

### **1.6 Appointment of a Deputy Chief Executive**

1.6.1 Subject to Standing Order 1.6.2, the Chairman and Directors of the Trust may appoint one of their number, who is an Executive Director, to be Deputy Chief Executive, for such period, not exceeding the remainder of his/her term as a Director of the Trust, as they may specify on appointing him/her.



1.6.2 Any Executive Director so appointed may at any time resign from the office of Deputy Chief Executive by giving notice in writing to the Chairman. The Chairman and Directors may thereupon appoint another Executive Director as Deputy Chief Executive in accordance with the provisions of Standing Order 1.6.1.

## **1.7 Role of Directors**

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

### **1.7.2 Executive Directors**

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

### **1.7.3 Chief Executive**

1.7.3.1 The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. He/she is the Accounting Officer for the Trust and shall be responsible for ensuring the discharge of obligations under applicable financial directions and NHS Improvement guidance and in line with the requirements of the NHS Foundation Trust Accounting Officer Memorandum.

### **1.7.4 Director of Finance**

1.7.4.1 The Director of Finance shall be responsible for the provision of financial advice to the Trust and to its Directors and for the supervision of financial control and accounting systems. He/she shall be responsible along with the Chief Executive for ensuring the discharge of obligations under applicable financial directions and NHS Improvement guidance.

### **1.7.5 Non-Executive Directors**

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

### **1.7.6 Chairman**

1.7.6.1 The Chairman shall be responsible for the operation of the Board and chair all Board meetings when present. The Chairman has certain delegated executive powers. The Chairman must comply with the terms of appointment and with these Standing Orders.

2.7.6.1 The Chairman shall liaise with the Council of Governors and the nominations and remuneration committee over the appointment of Non-Executive Directors and once appointed shall take responsibility either directly or indirectly for their induction, their portfolios of interests and assignments, and their performance.

3.7.6.1 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.

## **1.8 Corporate Role of the Board**

- 1.8.1 All business shall be conducted in the name of the Trust.
- 1.8.2 All funds received in trust shall be held in the name of the Trust as corporate trustee.
- 1.8.3 The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in the Constitution.
- 1.8.4 The Board shall define and regularly review the functions it exercises in compliance with the Code of Governance.

## **1.9 Corporate Role of the Council of Governors**

- 1.9.1 The Council of Governors shall fulfill their duties in accordance with the Constitution and applicable guidance from NHS Improvement from time to time.

## **1.10 Schedule of Matters Reserved to the Board and Scheme of Delegation**

- 1.10.1 The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in Reservation of Powers to the Board & Delegation of Powers and shall have effect as if incorporated into these Standing Orders. Those powers which it has delegated to Officers and other bodies are also set out in Reservation of Powers to the Board & Delegation of Powers.

## **1.11 Lead Roles for Board Members**

- 1.11.1 The Chairman will ensure that the designation of lead roles or appointments of Board Members as required by NHS Improvement or as set out in any statutory or other guidance will be made in accordance with that guidance or statutory requirement.

## **SO2: MEETINGS OF THE TRUST**

### **2.1 General**

- 2.1.1 Unless otherwise required by the Constitution, the following provisions of this Standing Order 2 shall apply.
- 2.1.2 Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine. The Chairman of the Trust may call a meeting of the Board at any time.
- 2.1.3 One third or more Directors of the Board may requisition a meeting in writing. If the Chairman refuses, or fails, to call a meeting within seven days of a requisition being presented, the Directors signing the requisition may forthwith call a meeting.

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

- 2.2.1 Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be delivered to every Member by email or equivalent electronic means, so as to be available to Members at least three working days before the meeting. The notice shall be signed by the Chairman or by an Officer authorised by the Chairman to sign on their behalf. Want of service of such a notice on any Director shall not affect the validity of a meeting.

2.2.2 In the case of a meeting called by Directors in default of the Chairman calling the meeting, the notice shall be signed by those Directors.

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

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

2.2.5 Before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed on the Trust's website at least three working days before the meeting.

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

2.3.1 The Agenda will be sent to Directors and Governors three working days before the meeting and supporting papers, whenever possible, shall accompany the agenda sent to Directors, save in an emergency.

### **2.4 Petitions**

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

### **2.5 Notice of Motion**

2.5.1 Subject to the provision of Standing Orders 2.7 and 2.8, a Director of the Board wishing to move a motion shall send a written notice to the Chief Executive who will ensure that it is brought to the immediate attention of the Chairman.

2.5.2 The notice shall be delivered at least ten clear days before the meeting. The Chief Executive shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

### **2.6 Emergency Motions**

2.6.1 Subject to the agreement of the Chairman, and subject also to the provision of Standing Order 2.7, a Director of the Board may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Trust Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chairman's decision to include the item shall be final.

### **2.7 Motions: Procedure at and During a Meeting**

2.7.1 Who may Propose

2.7.1.1 A motion may be proposed by the Chairman of the meeting or any Member present. It must also be seconded by another Member.

## 2.7.2 Contents of Motions

2.7.2.1 The Chairman may exclude from the debate at their discretion any such motion of which notice was not given on the notice summoning the meeting other than a motion relating to:

- 2.7.2.1.1 The reception of a report
- 2.7.2.1.2 Consideration of any item of business before the Trust Board
- 2.7.2.1.3 The accuracy of minutes
- 2.7.2.1.4 That the Board proceed to next business
- 2.7.2.1.5 That the Board adjourn; or
- 2.7.2.1.6 That the question be now put

## 2.7.3 Amendments to Motions

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

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

2.7.3.3 If there are a number of amendments, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved.

## 2.7.4 Rights of reply to Motions

### 2.7.4.1 Amendments

2.7.4.1.1 The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment, but may not otherwise speak on it.

### 2.7.4.2 Substantive / Original Motion

2.7.4.2.1 The Director who proposed the substantive motion shall have a right of reply at the close of any debate on the motion.

## 2.7.5 Withdrawing a Motion

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

## 2.7.6 Motions once Under Debate

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

- 2.7.6.1.1 An amendment to the motion
- 2.7.6.1.2 The adjournment of the discussion, or the meeting
- 2.7.6.1.3 That the meeting proceed to the next business
- 2.7.6.1.4 That the question should be now put
- 2.7.6.1.5 The appointment of an 'ad hoc' Committee to deal with a specific item of business
- 2.7.6.1.6 That a Director be not further heard; or
- 2.7.6.1.7 A motion resolving to exclude the public, including the press (see Standing Order 2.17)

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

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

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

2.8.1 Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Member who gives it and also the signature of three other Members, and before considering any such motion of which notice shall have been given, the Trust Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.

2.8.2 When any such motion has been dealt with by the Trust Board it shall not be competent for any Director other than the Chairman to propose a motion to the same effect within six months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

## **2.9 Chairman of Meeting**

2.9.1 At any meeting of the Trust Board the Chairman, if present, shall preside. If the Chairman is absent from the meeting, the Deputy Chairman (if the Board has appointed one), if present, shall preside.

2.9.2 If the Chairman and Deputy Chairman are absent, such Non-Executive Director as the Directors present shall choose shall preside.

## **2.10 Chairman's Ruling**

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

## **2.11 Quorum**

2.11.1 No business shall be transacted at a meeting unless at least one-third of the whole number of the Chairman and Directors (including at least one Executive Director and one Non-Executive Director) is present. Members will count towards the quorum when attending by means such as telephone or video conference.

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

2.11.3 If the Chairman 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 Standing Order 6) that person shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

## 2.12 Voting

- 2.12.1 Save as provided in Standing Orders 2.13 and 2.14, every question put to a vote at a meeting shall be determined by a majority of the votes of Directors present and voting on the question. In the case of an equal vote, the person presiding (i.e. the Chairman of the meeting) shall have a second, and casting vote.
- 2.12.2 At the discretion of the Chairman all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chairman directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.
- 2.12.3 If at least one third of the Directors present so request, the voting on any question may be recorded so as to show how each Director present voted or did not vote (except when conducted by paper ballot).
- 2.12.4 If a Director so requests, their vote shall be recorded by name.
- 2.12.5 In no circumstances may an absent director vote by proxy. Absence is defined as being absent at the time of the vote.
- 2.12.6 A manager who has been formally appointed to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Executive Director. The posts designated below are deemed to have 'acting up status' during a period of incapacity or temporary absence of their Executive Director.

<b>Executive Director</b>	<b>Designated post with 'acting up status'</b>
Medical Director	Deputy Medical Director
Director of Nursing & Quality	Deputy Director of Nursing
Director of Finance	Deputy Director of Finance
Chief Operating Officer	Deputy Chief Operating Officer
Director of Workforce & OD	Deputy Director of Workforce & OD

- 2.12.7 A manager attending the Trust Board meeting to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Officer's status in attending a meeting shall be recorded in the minutes.
- 2.12.8 A Non-Executive Director who has been nominated to take the place of a Non-Executive Director on a Board Committee during a period of incapacity or temporary absence shall be entitled to exercise the voting rights of the Non-Executive Director.

## 2.13 Suspension of Standing Orders

- 2.13.1 Except where this would contravene any statutory provision or any direction or guidance issued by NHS Improvement or the rules relating to the quorum (Standing Order 2.11), any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the Directors of the Board are present (including at least one Executive Director and one Non-Executive Director) and that at least two-thirds of those Directors present signify their agreement to such suspension. The reason for the suspension shall be recorded in the Trust Board minutes.
- 2.13.2 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chairman and Directors of the Trust.

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

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

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

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

2.14.1.1 Upon a notice of motion under Standing Order 2.5.

2.14.1.2 Upon a recommendation of the Chairman or Chief Executive included on the agenda for the meeting

2.14.1.3 That two thirds of the Directors 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; or

2.14.1.4 Providing that any variation or amendment does not contravene a statutory provision or direction or guidance made by NHS Improvement

## **2.15 Record of Attendance**

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

## **2.16 Minutes**

2.16.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they shall be signed by the person presiding at it and provided to Governors.

2.16.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate.

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

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

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

2.17.1.1.1 On the Board resolving 'that representatives of the press, and other members of the public, be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest'.

2.17.2 General Disturbances

2.17.2.1 The Chairman (or Deputy Chairman if one has been appointed) or the person presiding over the meeting shall give such directions as he/she thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Trust Board resolving as follows:

2.17.2.1.1 `That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Trust Board to complete its business without the presence of the public'.

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

2.17.3.1 Matters to be dealt with by the Trust Board following the exclusion of representatives of the press, and other members of the public, as provided in Standing Orders 2.17.1 and 2.17.2, shall be confidential to the Directors of the Board, except where any such variation has been agreed by the Trust Board under SO2.14.

2.17.3.2 Directors and Officers, any Employee of the Trust or any other person in attendance or in receipt of such papers shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Trust, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the Board meeting which may take place on such reports or papers.

2.17.4 Use of mechanical or electrical equipment for recording or transmission of meetings.

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

## **2.18 Observers at Trust Meetings**

2.18.1 The Trust will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and address any of the Trust Board's meetings and may change, alter or vary these terms and conditions as it deems fit.

## **SO3: APPOINTMENT OF COMMITTEES AND SUBCOMMITTEES**

### **3.1 General**

3.1.1 Unless otherwise required by the Constitution, the following provisions of this Standing Order 3 shall apply.

3.1.2 Subject to such directions and guidance as may be given by NHS Improvement, the Trust Board may appoint Committees of the Trust. The Trust shall determine the membership and terms of reference of Committees and subcommittees and shall, if it requires to, receive and consider reports of such Committees.

### **3.2 Joint Committees**

3.2.1 Joint Committees may be appointed by the Trust, by joining together with one or more other Trusts, consisting of wholly or partly the Chairman and Directors of the Trust or other health service bodies, or of Directors of the Trust with non-directors of other health bodies in question.

3.2.2 Any Committee in common or Joint Committee appointed under this Standing Order may, subject to such directions or guidance as may be given by NHS England or the Trust or other health bodies in question, appoint Subcommittees consisting wholly or partly of directors sitting on the Committees or Joint Committee (whether or not they are directors of the other health bodies in question) or wholly of persons who are not directors of the other health bodies in question provided that the Trust is always



represented by an Executive Director (or deputy nominated by the Executive Director) on such Committees, Joint Committees or Subcommittees.

### **3.3 Applicability of Standing Orders and Standing Financial Instructions to Committees**

3.3.1 The Standing Orders and Standing Financial Instructions of the Trust, as far as they are applicable, shall as appropriate apply to meetings and any Committees established by the Trust. In which case the term Chairman is to be read as a reference to the Chairman of the Committee as the context permits, and the term Director is to be read as a reference to a Director or non-Director on the Committee also as the context permits.

3.3.2 There is no requirement to hold meetings of Committees established by the Trust in public.

### **3.4 Terms of Reference**

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

### **3.5 Delegation of Powers**

3.5.1 Where Committees are authorised to establish Subcommittees they may not delegate executive powers to the Subcommittee unless expressly authorised by the Trust Board.

3.5.2 In the event of an urgent decision required by the Trust Board or a Subcommittee, such a decision can be considered by a committee by email or correspondence. This is subject to the quorum of the Trust Board or Subcommittee endorsing the required decision.

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

3.6.1 The Board shall approve the appointments to each of the Committees which it has formally constituted. Where the Board determines, and regulations, statute and NHS England guidance permit, that persons, who are neither Directors nor Officers, shall be appointed to a Committee, the terms of such appointment shall be within the powers of the Board in accordance with the Constitution. The Board shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with NHS Improvement guidance.

3.6.2 During a period of incapacity or temporary absence, Non-Executive Directors may nominate another named Non-Executive Director to attend a meeting of a Committee on their behalf. The status of the nominated Non-Executive Director shall be recorded in the minutes.

### **3.7 Appointments for Statutory Functions**

3.7.1 Where the Board is required to appoint persons to a Committee and/or to undertake statutory functions as required by NHS England, and where such appointments are to operate independently of the Board such appointment shall be made in accordance with the regulations and directions made by NHS England.

### **3.8 Committees Established by the Trust Board**

#### **3.8.1 Audit Committee**

3.8.1.1 In line with the requirements of the Code of Governance and related NHS Improvement guidance, and the Higgs report, an Audit Committee will be established and constituted to provide the Trust Board with an independent and objective review on its financial systems, financial information and compliance with laws, guidance, and regulations governing the NHS. The Terms of Reference will be approved by the Trust Board and reviewed on a periodic basis.

3.8.1.2 The Higgs report recommends a minimum of three Non-Executive Directors be appointed, unless the Board decides otherwise, of which one must have significant, recent and relevant financial experience.

#### **3.8.2 Remuneration Committee**

3.8.2.1 In line with the requirements of the Code of Governance and related NHS Improvement guidance, and the Higgs report, a Remuneration Committee will be established and constituted.

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

#### **3.8.3 Trust and Charitable Funds Committee**

3.8.3.1 In line with its role as a corporate trustee for any funds held in trust, either as charitable or non-charitable funds, the Trust Board will establish a Trust and Charitable Funds Committee to administer those funds in accordance with any statutory or other legal requirements or best practice required by the Charities Commission and NHS Improvement.

#### **3.8.4 Other Committees**

3.8.4.1 The Board may also establish such other Committees as required to discharge the Trust's responsibilities.

### **SO4: ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION**

#### **4.1 General**

4.1.1 The provisions of Standing Order 4 shall apply, subject to legislation, the Constitution and such directions and guidance as may be given by NHS Improvement.

4.1.2 The Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a Committee or sub-Committee appointed by virtue of Standing Order 3, or by an Executive Director of the Trust, in each case subject to such restrictions and conditions as the Trust thinks fit.

#### **4.2 Emergency Powers and Urgent Decisions**

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

### **4.3 Delegation to Committees**

- 4.3.1 The Board shall agree from time to time to the delegation of executive powers to be exercised by other Committees, Subcommittees or Joint Committees, which it has formally constituted in accordance with directions or guidance issued by NHS England. The constitution and terms of reference of these Committees, Subcommittees or Joint Committees, and their specific executive powers shall be approved by the Board.
- 4.3.2 When the Board is not meeting as the Trust in public session it shall operate as a Committee and may only exercise such powers as may have been delegated to it by the Trust in public session.

### **4.4 Delegation to Officers**

- 4.4.1 Those functions of the Trust which have not been retained as reserved by the Board or delegated to another Committee, Subcommittee or Joint Committee shall be exercised on behalf of the Trust by the Chief Executive.

The Chief Executive shall determine which functions he/she will perform personally and shall nominate Officers to undertake the remaining functions for which he/she will still retain accountability to the Trust.

- 4.4.2 The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals which shall be considered and approved by the Board. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board.
- 4.4.3 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Director of Finance to provide information and advise the Board in accordance with statutory or NHS Improvement requirements. Outside these statutory requirements the roles of the Director of Finance shall be accountable to the Chief Executive for operational matters.

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

- 4.5.1 The arrangements made by the Board as set out in Reservation of Powers to the Board & Delegation of Powers shall have effect as if incorporated in these Standing Orders.

### **4.6 Duty to Report Non-Compliance with Standing Orders and Standing Financial Instructions**

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

## **SO5: OVERLAP WITH OTHER TRUST POLICY STATEMENTS, PROCEDURES, REGULATIONS AND STANDING FINANCIAL INSTRUCTIONS**

### **5.1 Policy Statements: General Principles**

5.1.1 The Trust Board will from time to time agree and approve policy statements and procedures which will apply to all or specific groups of Members of Staff. 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.

### **5.2 Specific Policy Statements**

5.2.1 Notwithstanding the application of Standing Order 5.1, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following policy statements:

5.2.1.1 Standards of Conduct and Behaviour guidelines and the Managing Conflicts of Interests Policy.

5.2.1.2 Disciplinary Policy & Procedure and

5.2.1.3 Relevant appeals Procedures

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

### **5.3 Standing Financial Instructions**

5.3.1 Standing Financial Instructions adopted by the Trust Board in accordance with the financial regulations shall have effect as if incorporated in these Standing Orders.

### **5.4 Specific Guidance**

5.4.1 Notwithstanding the application of Standing Order 5.1, these Standing Orders and Standing Financial Instructions must be read in conjunction with current legislation and guidance, and any relevant guidance issued by NHS Improvement or the Secretary of State for Health:

## **SO6: DUTIES AND OBLIGATIONS ON BOARD MEMBERS, DIRECTORS AND SENIOR MANAGERS UNDER THESE STANDING ORDERS**

### **6.1 Declaration of Interests**

6.1.1 The provisions of Standing Order 6 shall apply, subject to legislation, the Constitution and such directions and guidance as may be given by NHS Improvement requiring Trust Directors to declare interests which are relevant and material to the Trust Board. All existing Board Members should declare such interests. Any Board Members appointed subsequently should do so on appointment.

6.1.2 Without prejudice to the Constitution, interests which should be regarded as relevant and material are:

6.1.2.1 Directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies).

6.1.2.2 Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.

- 6.1.2.3 Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.
- 6.1.2.4 A position of Authority in a charity or voluntary organisation in the field of health and social care.
- 6.1.2.5 Any connection with a voluntary or other organisation contracting for NHS services.
- 6.1.2.6 Research funding/grants that may be received by an individual or their department; and,
- 6.1.2.7 Interests in pooled funds that are under separate management
- 6.1.3 Any Director of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in Standing Order 6.3 and elsewhere) has any pecuniary interest, direct or indirect, the Board Member shall declare his/her interest by giving notice in writing of such fact to the Trust as soon as practicable.
- 6.1.4 Advice on interests
  - 6.1.4.1 If Board Members have any doubt about the relevance of an interest, this should be discussed with the Chairman of the Trust or with the Company Secretary.
  - 6.1.4.2 Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.
- 6.1.5 Recording of interests in Trust Board minutes.
  - 6.1.5.1 At the time Board Members' interests are declared, they should be recorded in the Trust Board minutes.
  - 6.1.5.2 Any changes in interests should be declared at the next Trust Board meeting following the change occurring and recorded in the minutes of that meeting.
- 6.1.6 Publication of declared interests
  - 6.1.6.1 Board Members' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's Register of Interests. The information should be kept up to date.
- 6.1.7 Conflicts of interest which arise during the course of a meeting.
  - 6.1.7.1 During the course of a Trust Board meeting, if a conflict of interest is established, the Board Member concerned should withdraw from the meeting and play no part in the relevant discussion or decision (see overlap with Standing Order 6.3).

## **6.2 Register of Interests**

- 6.2.1 The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Board or Committee Members. In particular, the register will include details of all directorships and other relevant and material interests (as defined in Standing Order 6.1.2) which have been declared by both Executive and Non-Executive Directors.

6.2.2 These details will be kept up to date by means of an annual review of the register in which any changes to interests declared during the preceding twelve months will be incorporated.

6.2.3 The register will be available to the public and the Chief Executive will take reasonable steps to bring the existence of the register to the attention of local residents and to publicise arrangements for viewing it.

### **6.3 Exclusion of the Chairman and/or Members from Proceedings on Account of a Pecuniary Interest**

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

6.3.1.1 "Spouse" shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse).

6.3.1.2 "Contract" shall include any proposed contract or other course of dealing.

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

6.3.1.3.1 He/she, or a nominee of him/her, is a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same; or,

6.3.1.3.2 He/she is a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.

6.3.1.4 "Exception to Pecuniary Interests". A person shall not be regarded as having a pecuniary interest in any contract if:

6.3.1.4.1 Neither he/she or any person connected with him/her has any beneficial interest in the securities of a company of which he/she or such person appears as a member or,

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

6.3.1.4.3 Those securities of any company in which he/she (or any person connected with him/her) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less. Provided, however, that where Standing Order 6.3.1.4.3 applies the person shall nevertheless be obliged to disclose/declare their interest in accordance with Standing Order 6.1.2.2.

6.3.2 Exclusion in proceedings of the Trust Board

6.3.2.1 Subject to the provisions of this Standing Order, if the Chairman or a Director of the Trust Board has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

- 6.3.2.2 Subject to applicable legislation, NHS Improvement may, subject to such conditions as it may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to it in the interests of the National Health Service that the disability should be removed (see also Standing Order 6.3.3).
- 6.3.2.3 The Trust Board may exclude the Chairman or a Director of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he/she has a pecuniary interest is under consideration.
- 6.3.2.4 Any remuneration, compensation or allowance payable to the Chairman or a Director by virtue of the National Health Service Act 2006 shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- 6.3.2.5 This Standing Order applies to a Committee, sub-Committee, or joint-Committee as it applies to the Trust and applies to a member of any such Committee, sub-Committee, or joint-Committee (whether or not he/she is also a Director of the Trust) as it applies to a Director of the Trust.

#### **6.4 Standards of Business Conduct**

- 6.4.1 All Members of Staff must comply with the Trust's Standards of Conduct and Behaviour Guidelines and the Managing Conflicts of Interest Policy and the national guidance contained in the ['Standards of Business Conduct Policy published by NHS England'](#) (see Standing Order 5.2).
- 6.4.2 Fit and Proper Persons
  - 6.4.2.1 As required by Regulation 5 Fit and Proper Persons: Directors and Regulation 20 Duty of Candour, Guidance for NHS Bodies (Care Quality Commission November 2014), "directors" must satisfy all the requirements set out in Regulation 5(3) and be declared fit and proper persons.
  - 6.4.2.2 Individuals must be: of good character, have the necessary qualifications, competence, skills and experience for their role, have the appropriate level of physical and mental fitness, have not been party to any serious misconduct or mismanagement in the course of carrying on a regulated activity, and not be deemed unfit under the Regulation provisions.
  - 6.4.2.3 For further guidance staff should refer to the Company Secretary.
- 6.4.3 Interest of Officers in Contracts
  - 6.4.3.1 Any Officer or Employee of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in Standing Order 6.3) has any pecuniary interest, direct or indirect, the Officer shall declare their interest by giving notice in writing of such fact to the Chief Executive or Company Secretary as soon as practicable.
  - 6.4.3.2 An Officer should also declare to the Chief Executive any other employment or business or other relationship of his/her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.
  - 6.4.3.3 The Trust will require interests, employment or relationships so declared to be entered in a register of interests of members of staff as determined by the Managing Conflicts of Interest Policy.
- 6.4.4 Canvassing of and Recommendations by Directors in Relation to Appointments

- 6.4.4.1 Canvassing of Directors of the Trust or of any Committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this Standing Order shall be included in application forms or otherwise brought to the attention of candidates.
- 6.4.4.2 Directors of the Trust shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this Standing Order shall not preclude a Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.
- 6.4.5 Relatives of Directors or Officers
- 6.4.5.1 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 Director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him/her liable to instant dismissal.
- 6.4.5.2 The Chairman and every Director and Officer of the Trust shall disclose to the Trust Board any relationship between himself 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 Trust Board any such disclosure made.
- 6.4.5.3 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 Director or holder of any office under the Trust.
- 6.4.5.4 Where the relationship to a Director of the Trust is disclosed, Standing Order 6.3 shall apply.

## **S07: CUSTODY OF THE SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS**

### **7.1 Custody of the Seal**

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

### **7.2 Sealing of Documents**

- 7.2.1 The seal of the Trust shall not be affixed to any documents unless the sealing has been authorised by a resolution of the Board or of a Committee thereof, or where the Board has delegated its powers.
- 7.2.2 Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two senior managers duly authorised by the Chief Executive, and not also from the originating department, and shall be attested by them.
- 7.2.3 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/her) and authorised and countersigned by the Chief Executive (or an Officer nominated by him/her who shall not be within the originating directorate).



### **7.3 Register of Sealing**

- 7.3.1 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.
- 7.3.2 A report of all sealings shall be made to the Board at least quarterly. The report shall contain details of the seal number, the description of the document and date of sealing.

### **7.4 Signature of Documents**

- 7.4.1 Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or any Executive Director.
- 7.4.2 In land transactions, the signing of certain supporting documents will be delegated to managers and set out clearly in the Scheme of Delegation but will not include the main or principal documents effecting the transfer (e.g. sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed).
- 7.4.3 The Chief Executive or nominated Officers shall be authorised, by resolution of the Board, to sign on behalf of the Trust any agreement or other document not requested to be executed as a deed, the subject matter of which has been approved by the Board or any Committee, sub-Committee or standing Committee with delegated authority.

## **SO8: MISCELLANEOUS**

### **8.1 Joint Finance Arrangements**

- 8.1.1 The following provisions are subject always to applicable legislation, NHS Improvement guidance and the Constitution. The Board may confirm contracts to purchase from a voluntary organisation or a local authority. 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.

### **8.2 Precedence**

- 8.2.1 In the event of any conflict between the provisions of these Standing Orders and the Constitution, the Constitution shall prevail.
- 8.2.2 In the event of any conflict between these Standing Orders and the Standing Financial Instructions and/or the Scheme of Delegation, these Standing Orders shall prevail.

## VERSION CONTROL SHEET

Version	Date	Author	Status	Comment
7			Approved	
7.01			Approved	Annual review and update. Circulated to senior staff
7.02			Approved	Annual review and update. Circulated to senior staff
8			Approved	
9			Approved	
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13			Approved	Annual review and update
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