NHS
Solent
NHS Trust

Solent NHS Trust

Standing Orders

V9

Version	Approved by	Date	Amendment summary	Date of next review
V4	Board of Directors	Jan 2017	Document review and updated to reflect new terminology. Amendments presented to Dec 2016 Governance and Nominations Committee.	Nov 2018
V5	Chairs action	14th March 2017	Amended 4.8.5: Mental Health Act & Deprivation of Liberty Safeguards (DoLS) Scrutiny Committee (MHA & DoLSSC)	Nov 2018
V6	Acting Chairs action	5th February 2018	Amendment to Section 2.10 regarding Fit and Proper Person requirements and restrictions on an individual's ability to become /continue to be a director	Nov 2018
V7	Chairs Action	30th April 2018	Inclusion of People and OD Committee section 4.8.8	Nov 2018
V8	Board of Directors – via Audit & Risk Committee (Nov '18)	Nov 2018	Logo change. Clarification re: voting /non-voting membership section 2.1, minor amendments re: FPPT requirements 2.10, inclusion of Community Engagement Committee section 4.8.9	Nov 2020
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The Standing Orders, Standing Financial Instructions and Scheme of Delegation, provide a regulatory framework for the business conduct of the Trust. Each is a separate document, but should be read in conjunction with one another.

All executive and non-executive directors, and all members of staff, should be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions.

Failure to comply with Standing Orders and Standing Financial Instructions is a serious disciplinary matter

Section One Interpretation and Definitions

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

"Accountable Officer" means the NHS Officer responsible and accountable for funds entrusted to the Trust. The officer shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive

"Board of Directors" (also known as the Trust Board) means persons formally appointed to site on the Board of Directors (including the Chairman, Non-Executive Directors and Executive directors of the Trust)

"Chief Executive" means the chief officer of the Trust

"Committee" means a committee or sub-committee created and appointed by the Board of Directors

"Committee members" means persons formally appointed by the Board of Directors to sit on or to chair specific committees

"Contracting and procuring" means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets

"Deputy Chairman" means the non-officer (Non-executive) member appointed by the Board to take on the Chairman's duties if the Chairman is absent for any reason

"Chief Finance Officer (CFO) " means the Chief Finance Officer and Deputy CEO of the Trust

"Employee" means an employee of the Trust or any other person holding a paid appointment or office with the Trust

"Executive member" means an executive member of the Board of Directors who is either an executive member of the Board of Directors or is to be treated as such by virtue of regulation 1(3) (i.e. the Chairman of the Trust or any person nominated by such a Committee for appointment as a Trust member).

"Funds held on trust" shall mean those funds which the Trust holds on date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept under powers derived under S.90 of the NHS Act 1977, and now contained under Schedule 2, paragraph 12; Schedule 6, paragraph 8; and Schedule 5, paragraph 8 of the NHS Act 2006, as amended. Such funds may or may not be charitable.

"Member" means an executive or non-executive member of the Board as the context permits. Member in relation to the Board does not include its Chairman.

"Membership and Procedure Regulations" means National Health Service Trusts (Membership and Procedure) Regulations (SI 1990/2024) and subsequent amendments.

“Nominated employee” means an employee charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.

“Non-executive member” means a non-executive member of the Board of Directors and is not to be treated as an officer by virtue of the Membership, Procedure and Administration Arrangements Regulations 2000 (as amended).

“Officer” means employee of the Trust or any other person holding a paid appointment or office with the Trust.

“Officer member” means a member of the Trust who is either an officer of the Trust or is to be treated as an officer by virtue of regulation 1(3) (i.e. the Chairman of the Trust or any person nominated by such a Committee for appointment as a Trust member).

“Assurance Committee [Safety and Quality Committee]” means a committee whose functions are concerned with the arrangements for the purpose of monitoring and improving the quality of healthcare for which the Trust has responsibility

“SFIs” means Standing Financial Instructions

“SOs” means Standing Orders

“Trust” means Solent NHS Trust

Section Two Standing Orders

1.1 Statutory Framework

1.1.1 Solent NHS Trust (the Trust) is a statutory body which came into existence on 1 April 2011 under The Solent National Health Service Trust (Establishment) Order 2011 No 804.

1.1.2 The principal place of business of the Trust is:

Solent NHS Trust Headquarters,
Highpoint Venue,
Bursledon Rd,
Southampton,
SO19 8BR

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

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 Section 28A of the NHS Act 1977, as amended by the Health Act 1999 and as now contained under Sections 256 and 257 of the NHS Act 2006 (and Health & Social Care Act 2012), to fund projects jointly planned with local authorities, voluntary organisations and other bodies.

1.1.7 The Code of Accountability requires the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions (SFIs) as an integral part of Standing Orders setting out the responsibilities of individuals.

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 issues further directions and guidance. These are normally issued under cover of a circular or letter.

1.2.2 The Code of Accountability requires that, inter alia, Boards draw up a schedule of decisions reserved to the Board, and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives (a scheme of delegation). The code also requires the establishment of Audit and Remuneration Committees with formally agreed terms of reference. The Codes of Conduct make various requirements concerning possible conflicts of interest of Board members.

1.2.3 The Code of Practice on Openness in the NHS sets out the requirements for public access to information on the NHS and should be considered in conjunction with the Freedom of Information Act 2000.

1.3 Delegation of powers

The Trust has powers to delegate and make arrangements for delegation. The Standing Orders set out the detail of these arrangements. Under the Standing Order relating to the Arrangements for the Exercise of Functions (Section 5) the Trust's Board of Directors is given powers to "make arrangements for the exercise, on its behalf, of any of its functions by a committee, sub-committee or joint committee appointed by virtue of Standing Order 4 or by an officer of the Trust, in each case subject to such restrictions and conditions as the Board thinks fit (or as the Secretary of State may direct)". Delegated powers and Schemes of Delegation are available separately.

2. Board of Directors: composition, tenure and role

2.1 Composition of the membership of the Board of Directors

In accordance with the Membership and Procedure Regulations the composition of the Board shall be:

(i) Up to 6 non-executive members, including the Chair appointed by NHS Improvement[1].

(ii) The Chairman of the Board of Directors appointed by NHS Improvement.

(iii) Up to 5 executive members (but not exceeding the number of non-executive members) including:

- Chief Executive;
- Chief Finance Officer
- Chief Medical Officer;
- Chief Nurse.

(iv) Solent NHS Trust is established with 11 (voting) members in total; 5 executive members (below), a Chairman and 5 non- executive members

- Chief Executive
- Chief Finance Officer
- Chief Medical Officer
- Chief Nurse
- Chief People Officer

The Board of Directors shall have not more than 12 and not less than 8 members (unless otherwise determined by the Secretary of State for Health and set out in the Trust's Establishment Order or such other communication from the Secretary of State). In addition to the voting members previously listed within section 2.1; the Chief Operating Officer Southampton and County Services and Chief Operating Officer Portsmouth Services are also (non-voting) members.

[1] previously the Trust Development Authority and the Appointments Commission.

The Board of Directors shall, at its discretion, appoint a Deputy Chief Executive Officer at which point the voting arrangements will be considered.

2.2 Appointment of Chairman and members of the Board of Directors

Appointment of the Chairman and Members of the Board of Directors - paragraph 3 of Schedule 3 to the NHS Act 2006, provides that the Chairman is appointed by the Secretary of State, but otherwise the appointment and tenure of office of the Chairman and members are set out in the Membership and Procedure Regulations. The Terms and Conditions of the Chairman and Non-Executive members are set out by the NHS Improvement[2].

2.3 Terms of office of the Chairman and members of the Board of Directors

The regulations setting out the period of tenure of office of the Chairman and members and for the termination or suspension of office of the Chairman and members are contained in the Membership and Procedure Regulations. The terms of office of the Chairman and Non-Executive members are available via the NHSI document referenced above.

2.4 Appointment and Powers of Deputy Chairman

2.4.1 Subject to Standing Order 2.4.2 below, the Chairman and other members of the Board of Directors may appoint one of their number, who is not also an officer member, to be Deputy Chairman, for such period, not exceeding the remainder of his term as a member of the Trust.

2.4.2 Any member so appointed may at any time resign from the office of Deputy Chairman by giving notice in writing to the Chairman. The Chairman and other members of the Board of Directors may thereupon appoint another member as Deputy Chairman in accordance with the provisions of Standing Order 2.4 1.

2.4.3 Where the Chairman of the Trust has died or has ceased to hold office, or where he has been unable to perform his 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 his duties, as the case may be; and references to the Chairman in these Standing Orders shall, so long as there is no Chairman able to perform those duties, be taken to include references to the Deputy Chairman.

2.5 Role of the Board of Directors

2.5.1 The Board of Directors provides proactive leadership of the Trust towards achievement of corporate objectives and oversight of the framework of sound internal controls, risk management and governance in place to support their achievement.

The purpose of the Board is as follows:

- The purpose of the Trust Board is to govern the organisation effectively and ensure that the Trust is providing safe, high quality, patient-centred care.
- The Board is responsible for ensuring Solent is a value based organisation which provides; Great Care, is a Great Place to Work and provides Great Value for Money, where everyone counts and contributes.
- The Board leads the Trust by undertaking the following key roles:
  - Ensure the management of staff welfare and patient safety
  - Formulating Strategy, defining the organisations purpose and identifying priorities

[2] previously the Trust Development Authority and the Appointments Commission

- Ensuring accountability by holding the organisation to account for the delivery of the strategy and scrutinising performance
- Seeking assurance that systems of governance and internal control are robust and reliable and to set the appetite for risk
- Shaping a positive culture for the board and the organisation.

2.5.2 All members of the Board of Directors have joint responsibility for every decision of the Board regardless of their individual skills or status. This does not affect the particular responsibilities of the Chief Executive as the Trust's Accountable Officer. All directors, executive and non-executive, have a responsibility to constructively challenge the decisions of the Board of Directors and help develop proposals on priorities, risk mitigation, values, standards and strategy.

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

2.5.4 **Chief Executive**

The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. The Chief Executive is the Accountable Officer for the Trust and shall be responsible for ensuring the discharge of obligations under Financial Directions and in line with the requirements of the Accountable Officer Memorandum for Trust Chief Executives.

2.5.5 **Chief Finance Officer (CFO)**

The CFO shall be responsible for the provision of financial advice to the Trust and to its members and for the supervision of financial control and accounting systems. He shall be responsible along with the Chief Executive for ensuring the discharge of obligations under relevant Financial Directions.

2.5.6 **Non-executive members of the Board of Directors**

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

2.5.7 **Chairman of the Board of Directors**

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

The Chairman shall liaise with the Appointments Team of NHS Improvements over the appointment of non-executive members of the Board of Directors and, once appointed, shall take responsibility either directly or indirectly for their induction, their portfolios of interests and assignments and their performance.

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

2.7 Corporate role of the Board

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

2.7.2 All funds received in trust shall be held in the name of the Trust as corporate trustee and accountability for these funds is to the Secretary of State for Health

2.7.3 The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in paragraph 3 of these Standing Orders.

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

2.8 Schedule of Matters Reserved to the Board and Scheme of Delegation

The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in the 'Schedule of Matters Reserved to the Board'. Those powers which it has delegated to officers and other bodies are contained in the Scheme of Delegation.

2.9 Lead roles for members of the Board of Directors

The Chairman will ensure that the designation of lead roles or appointments of Board members as required by the Department of Health/regulators or as set out in any statutory or other guidance will be made in accordance with that guidance or statutory requirement.

2.10 Fit and Proper Person Requirements (FPPT)

The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 (Regulation 5) and NHS Provider License (Condition G4) places a duty on NHS providers not to appoint a person or allow a person to continue to be an Executive Director or equivalent or a Non-Executive Director (NED) under given circumstances.

The Trust is required to ensure that directors and equivalents are 'fit and proper' for the role and make every reasonable effort to assure itself by all available means. The Trust has developed a 'Fit and Proper Person Test- Standard Operating Procedure' which sets out the Trust's systems and processes in place to ensure that all new directors and existing directors are, and continue to be, fit, and that no appointments meet any of the unfitness criteria set out in the 2014 Regulations.

A number of restrictions apply in relation to the individuals' ability to become or continue as a director.

A person may not become of continue as a director of the Trust if[3]:

- a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.
- a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him;
- a person who, in the case of a non executive director other than the initial non-executive directors, no longer satisfies paragraph 29 (if applicable);

[3] *The list is taken from Monitor's Model Constitution for Foundation Trusts which, whilst the Trust is not an FT is considered applicable*

- a person whose tenure of office as a chairman or as a member or Director of a health service body has been terminated on the grounds that his appointment is not in the interests of public service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;

- a person who has had their name removed from a list maintained by a direction under any NHS act or has otherwise been disqualified or suspended from any healthcare profession, and has not subsequently had their name included in such a list or had their qualification re-instated or suspension lifted (as applicable), and due to such reasons is considered by the Trust to be unsuitable to be a Director;

- a person who by reference to information revealed by a disclosure and barring service (established under section 87 of the Protection of Freedoms Act 2012) check is considered by the chief executive to be inappropriate on the grounds that their appointment may adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute;

- a person who has, or has been in the last five years prior to their application to be a member, been involved as a perpetrator in a serious incident of assault or violence, or in one or more incidents of harassment, against any of the Trust's employees or other persons who exercise functions for the purposes of the Trust (including volunteers), and following such behaviour has been asked to leave, has been removed or excluded from any hospital, premises or establishment, in accordance with the relevant Trust policy for withholding treatment from violent / aggressive patients;

- a person who has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;

- a person who is a member of a local authority health overview and scrutiny committee;

- a person who is a subject of a disqualification order made under the Company Directors' Disqualification Act 1986;

- a person who has failed without reasonable cause to fulfil any training requirement established by the Board of Directors;

- a person who has failed to sign and deliver to the Secretary a statement in the form required by the Board of Directors confirming acceptance of the Directors' Code of Conduct;

- a person who has knowingly or recklessly made a false declaration for any purpose provided for under this constitution or in the 2006 Act;

- a person who is the spouse, partner, parent or child of a member of the Board of Directors (including the chairman) of the Trust; or

- a person who is the subject of a sex offenders order and/or his name in included in the sex offenders register.

Directors are required to complete a pre-employment and annual declaration in respect of FFPT considerations, in accordance with the Trust's Standard Operating Procedure. A full list of the considerations/requirements can be found within the self-declaration form and Board Code of Conduct.

3. Meetings of the Trust

3.1 Calling meetings

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

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

3.1.3 One third or more members of the Board of Directors may requisition a meeting in writing. If the Chairman refuses, or fails, to call a meeting within seven days of a requisition being presented, the members signing the requisition may forthwith call a meeting.

3.2 Notice of meetings and the business to be transacted

3.2.1 Before each meeting of the Board of Directors a written notice specifying the business proposed to be transacted shall be delivered to every member, or sent by post to the usual place of residence of each member, so as to be available to members at least three clear days before the meeting. The notice shall be signed by the Chairman or by an officer authorised by the Chairman to sign on their behalf. Want of service of such a notice on any member shall not affect the validity of a meeting.

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

3.2.3 No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under paragraph 3.6 of these Standing Orders.

3.2.4 A member desiring a matter to be included on an agenda shall make his/her request in writing to the Chairman at least 15 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 15 days before a meeting may be included on the agenda at the discretion of the Chairman.

3.2.5 Before each meeting of the Board of Directors (In Public meeting) a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's principal offices at least three clear days before the meeting (section 1(4)(a) Public Bodies (Admission to Meetings) Act 1960).

3.3 Agenda and supporting papers

The Agenda will be sent to members no later than five working days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be dispatched no later than four clear days before the meeting, save in emergency.

3.4 Petitions

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

3.5 Notice of motion

3.5.1 Subject to the provisions of paragraphs 3.7 and 3.8 of these Standing Orders, a member of the Board wishing to move a motion shall send a written notice to the Chief Executive who will ensure that it is brought to the immediate attention of the Chairman.

3.5.2 The notice shall be delivered at least fifteen 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.

3.6 Emergency motions

Subject to the agreement of the Chairman, and subject also to the provision of Standing Order 3.7, a member of the Board may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Board of Directors at the commencement of the business of the meeting as an additional item included in the agenda. The Chairman's decision to include the item shall be final.

3.7 Motions: procedure at and during a meeting

3.7.1 **Who may propose**

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

3.7.2 **Contents of motions**

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

(i) The reception of a report;
(ii) Consideration of any item of business before the Board of Directors;
(iii) The accuracy of minutes;
(iv) That the Board of Directors proceed to next business;
(v) That the Board of Directors adjourn;
(vi) That the question be now put.

3.7.3 **Amendments to motions**

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

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

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.

3.7.4 **Rights of reply to motions**

(i) <u>Amendments</u>

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.

(ii) <u>Substantive/original motion</u>

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

3.7.5 **Withdrawing a motion**

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

3.7.6 **Motions once under debate**

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

(i) An amendment to the motion;
(ii) The adjournment of the discussion, or the meeting;
(iii) That the meeting proceeds to the next business;
(iv) That the question should be now put;
(v) The appointment of an 'ad hoc' committee to deal with a specific item of business;
(vi) That a member/director be not further heard;
(vii) A motion under section 1(2) or section 1(8) of the Public Bodies (Admissions to Meetings) Act l960 resolving to exclude the public, including the press.

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

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

3.8 Motion to rescind a resolution

3.8.1 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 Board of Directors may refer the matter to any appropriate Committee or the Chief Executive for recommendation.

3.8.2 When any such motion has been dealt with by the Board of Directors it shall not be competent for any director/member 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.

3.9 Chairman of meeting

3.9.1 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.

3.9.2 If the Chairman and Deputy-Chairman, if there is one, are absent, such member (who is not also an Officer Member of the Trust i.e. a Non-Executive Director) as the members present shall choose shall preside.

3.10 Chairman's ruling

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

3.11 Quorum

3.11.1 No business shall be transacted at a meeting of an NHS trust unless the following are present:

- a minimum of two Executive Directors and
- at least two Non-Executive Directors including the Chair or a designated Non-Executive deputy Chair

3.11.2 A senior employee in attendance for an executive member of the Board of Directors but without formal acting up status may not count towards the quorum.

3.11.3 If the Chairman or member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest 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.

3.12 Voting

3.12.1 Save as provided in paragraphs 3.13 and 3.14 of these Standing Orders, every question put to a vote at a meeting shall be determined by a majority of the votes of members present and voting on the question. In the case of an equal vote, the person presiding (i.e. the Chairman of the meeting shall have a second, and casting vote).

3.12.2 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.

3.12.3 If at least one third of the members present so request, the voting on any question may be recorded so as to show how each member present voted or did not vote (except when conducted by paper ballot).

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

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

3.12.6 A senior employee who has been formally appointed to act up for an executive member of the Board of Directors during a period of incapacity or temporarily to fill an executive director vacancy shall be entitled to exercise the corresponding voting rights.

3.12.7 A senior employee attending a meeting of the Board of Directors to represent an executive member during a period of incapacity or temporary absence without formal acting up status may not exercise the corresponding voting rights. Their status of such attendees shall be recorded in the minutes.

3.13 Suspension of Standing Orders

3.13.1 Except where this would contravene any statutory provision or any direction made by the Secretary of State or the provisions of these Standing Orders with respect to a quorum, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the members of the Board of Directors are present (at least 8 including at least one member who is an executive member and one member who is a non-executive member) and that at least two-thirds of those members present signify their

agreement to such suspension. The reason for the suspension shall be recorded in the minutes of the meeting.

3.13.2 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chairman and members of the Trust.

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

3.13.4 The Audit and Risk Committee shall be advised of and review every decision to suspend Standing Orders.

3.14 Variation and amendment of Standing Orders

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

(i) Upon a notice of motion under paragraph 3.5 of these Standing Orders;
(ii) Upon a recommendation of the Chairman or Chief Executive included on the agenda for the meeting;
(iii) that two thirds of the Board members are present at the meeting (i.e at least 8 members) where the variation or amendment is being discussed, and that at least one half of the Trust's non-executive members vote in favour of the amendment; or
(iv) Providing that any variation or amendment does not contravene a statutory provision or direction made by the Secretary of State.

3.15 Minutes

3.15.1 The nominated secretary shall record the minutes of every meeting.

3.15.2 The secretary shall submit the draft minutes to the Board of Directors in advance of its next meeting for agreement, confirmation or otherwise.

3.15.3 The record of the minutes shall include:

(i) The names of:

(a) Every member present at the meeting;

(b) Any other person present; and

(c) Any apologies tendered by an absent member;

(ii) The withdrawal from a meeting of any member on account of a conflict of interest; and

(iii) Any declaration of interest.

3.15.4 Minutes shall record key points of discussion. They shall not, however, attribute comments to specific members unless this is specifically required by the Chairman presiding at the meeting. Where personnel, finance or other restricted matters are discussed, the minutes shall describe the substance of the discussion in general terms.

3.16 Admission of public and the press

3.16.1 **Admission and exclusion on grounds of confidentiality of business to be transacted**

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

“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'” (Section 1 (2), Public Bodies (Admission to Meetings) Act 1960)

3.16.2 **General disturbances**

The Chairman (or Deputy Chairman if one has been appointed) or the person presiding at the meeting shall give such directions as he 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 Board of Directors resolving as follows:

“That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Trust Board to complete its business without the presence of the public” (Section 1(8) Public Bodies (Admissions to Meetings) Act 1960)

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

Matters to be dealt with by the Board of Directors following the exclusion of representatives of the press, and other members of the public, as provided in 3.16.1 and 3.16.2 above shall be confidential to the members of the Board.

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

3.16.4 **Use of mechanical or electrical equipment for recording or transmission of meetings**

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

3.17 Observers at meetings of the Board of Directors

The Board of Directors 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 Board of Directors’ meetings and may change, alter or vary these terms and conditions as it deems fit.

Requests from personnel to observe the meeting must be made to the Company Secretary, and where appropriate sponsored by an Executive member. All requests will be referred to the Chairman and CEO for consideration and wider Board as appropriate.

4. Appointment of Committees and sub-Committees

4.1 Appointment of Committees

4.1.1 Subject to such directions as may be given by the Secretary of State for Health, the Board of Directors may appoint committees of the Board of Directors.

4.1.2 The Board of Directors shall determine the membership and terms of reference of committees and sub-committees and shall, if it requires to, receive and consider reports of such committees.

4.2 Joint Committees

4.2.1 Joint committees may be appointed by the Board of Directors by joining together with one or more other Trusts consisting of, wholly or partly of the Chairman and members of the Board of Directors or other health service bodies, or wholly of persons who are not members of the Board of Directors or other health bodies in question.

4.2.2 Any committee or joint committee appointed under this Standing Order may, subject to such directions as may be given by the Secretary of State or the Trust or other health bodies in question, appoint sub-committees consisting wholly or partly of members of the committees or joint committee (whether or not they are members of the Board of Directors or health bodies in question) or wholly of persons who are not members of the Trust or health bodies in question or the committee of the Trust or health bodies in question.

4.3 Applicability of Standing Orders and Standing Financial Instructions to Committees

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

4.4 Terms of reference

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 of Directors 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.

4.5 Delegation of powers by Committees to Sub-Committees

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

4.6 Approval of appointments to Committees

The Board of Directors shall approve the appointments to each of the committees which it has formally constituted (via the Governance and Nominations Committee concerning NED and Exec membership). Where the Board determines, and regulations permit, that persons, who are neither non-executive nor executive members, shall be appointed to a committee the terms of such appointment shall be within the powers of the Board of Directors as defined by the Secretary of State. The Board of Directors shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with national guidance.

4.7 Appointments for statutory functions

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

4.8 Committees established by the Board of Directors

The committees, established by the Board are:

4.8.1 Audit and Risk Committee

In line with the requirements of the NHS Audit Committee Handbook, NHS Codes of Conduct and Accountability, an Audit and Risk Committee will be established and constituted to provide the Board of Directors 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. The duties of the Committee will include Governance, Risk Management and Internal Control, Internal Audit, External Audit, Other Assurance Functions, Management and Financial Reporting.

4.8.2 Remuneration Committee

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

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

In accordance with Standing Orders the Board shall establish a Remuneration Committee with clearly defined terms of reference, specifying which posts fall within its area of responsibility, its composition, and the arrangements for reporting.

The Remuneration Committee make decisions on behalf of Solent NHS Trust Board and where necessary make recommendations to NHS Improvement about appropriate remuneration, allowances and terms of service for the Chief Executive and other executive directors, to include:-

- Salary
- Performance related pay
- Provision of other contractual terms and benefits
- Approval of compromise agreements/severance pay or other occasional payments to individuals and out of court settlements, taking account of national guidance

The Committee will also receive and note decisions of the Clinical Excellence Awards (CEA) panel.

4.8.3 Charitable Funds Committee

In line with its role as a corporate trustee for any funds held in trust, either as charitable or non charitable funds, the Board of Directors will establish a Charitable Funds Committee to administer those funds in accordance with any statutory or other legal requirements or best practice required by the Charity Commission. The provisions of this paragraph must be read in conjunction with paragraph 2.7 above and Standing Financial Instruction, Section 18.

4.8.4 Assurance Committee

The Board shall establish an Assurance Committee responsible for providing the assurance on all aspects of quality of care, including patient safety; governance systems, risk issues for clinical, corporate, workforce, information and research & development and regulatory standards of quality and safety. In particular providing assurance to the Board regarding :

- Regulatory compliance (including Safeguarding) and the provision of services in accordance with statute, best practice and guidance
- High standards of healthcare governance and high quality service provision.
- Risk – ensuring that risks are identified, prioritised and appropriately managed as highlighted via the Chief Nurse and Chief Operating Officers report to the Committee.
- a culture of continuous improvement across the Trust exists and learning is shared and embedded

4.8.5 **Mental Health Act & Deprivation of Liberty Safeguards (DoLS) Scrutiny Committee (MHA & DoLSSC)**

A MHA&DoLSC will be established and constituted to oversee the implementation of the Mental Health Act 1983 and DoLS functions within Solent NHS Trust.

The Scrutiny Committee has primary responsibility for seeing that the requirements of the Act and the Code of Practice regarding DoLS are followed within the Trust. In particular, to seek assurance that patients are detained only as the Mental Health Act 1983 or the DoLS Code of Practice allows, that their treatment and care accord fully with its provisions, and that they are fully informed of, and are supported in exercising, their statutory rights. In addition, the remit of the MHA&DoLSSC has been expanded during 2016 to include oversight and scrutiny of training for practitioners; to enable them to, competently, discharge their relevant responsibilities.

4.8.6 **Governance & Nominations Committee**

A Governance & Nominations Committee will be established and constituted to lead on the identification, nomination and recommendation of appointments (in accordance with their Terms of Reference) to the Board. The Committee will also keep under review the corporate governance arrangements for the Trust including Committee Structure, membership and Terms of Reference, making appropriate proposals and recommendations to the Board as appropriate.

4.8.7 **Finance & Infrastructure Committee**

The Finance & Infrastructure Committee will be established and constituted to ensure appropriate financial frameworks are in place to drive the financial strategy, and provide assurance to the Board on financial and infrastructure matters as directed. Specifically the Committee will make recommendations to the Board in relation to its duties of;

- strategic financial planning
- annual budget setting and monitoring
- Treasury management
- business management
- Financial Recovery Programme and financial control and
- Infrastructure (Estates and IT)

The Committee will also receive an 'exceptions and recommendation' report from the Finance and Commercial group, and may on request from the Board review specific aspects of financial performance where the Board requires additional scrutiny and assurance.

4.8.8 **Workforce and Organisational Development (OD) Committee**

The Workforce and OD Committee oversee all matters relating to workforce planning, talent acquisition, learning & development, employee productivity and workforce performance. It is responsible for ensuring that effective Workforce & OD programmes are developed, which align with organisational strategy and deliver continuous improvement in organisational effectiveness - all within the context of system transformation and organisational change.

4.8.9 **Community Engagement Committee**

The Committee is responsible for assuring the Board on delivery and development of the engagement strategy. In particular the Committee shall be concerned with assuring the Board that the Trust is fulfilling the three aims of the engagement strategy:

1. To improve our internal capacity, understanding and expertise on engagement.
2. To develop positive and constructive relationships with local community and voluntary sector organisations so that they can become equal partners in service design and delivery.
3. To develop the Trust's reputation as a system leader for engagement.

4.8.10 **Other Committees**

The Board of Directors may also establish such other committees as required to discharge their responsibilities.

As well as operating to the Trust's Code of Conduct, Committees will operate under the following principles[4]

- observe the highest standards of propriety involving impartiality, integrity and objectivity in relation to the trust's affairs and stewardship of public funds
- maximise value for money through ensuring that services are delivered in the most efficient and economical way, within available resources, and with independent validation of performance achieved wherever practicable;
- be accountable to Parliament, to users of services, to individual citizens, and to staff for the activities of the Trust, for their stewardship of public funds and the extent to which key performance targets and objectives have been met;
- comply fully with the principles of the Citizen's Charter and the Freedom of Information Act 2000, in accordance with Government policy on openness; and
- bear in mind the necessity of keeping comprehensive written records of their dealings, in line with general good practice in corporate governance.

5. Arrangements for the exercise of Trust functions by delegation

5.1 Delegation of functions to Committees, Executive Directors or other bodies

5.1.1 Subject to such directions as may be given by the Secretary of State, the Board of Directors may make arrangements for the exercise, on its behalf, of any of its functions by a committee, sub-committee appointed by virtue of Section 4 of these Standing Orders, or by an Executive Director or senior employee of the Trust, or by another body as defined in paragraph 5.1.2 below, in each case subject to such restrictions and conditions as the Board of Directors thinks fit.

5.1.2 Where a function is delegated to another Trust in accordance with the respective provisions of the NHS Act 2006, (and subsequent amendments) and Health and Social Care Act 2012, then that Trust or health service body exercises the function in its own right; the receiving Trust has responsibility to ensure that the proper delegation of the function is in place. In other situations, i.e. delegation to committees, sub-committees or Executive Directors or senior employees of the Trust, the Board of Directors delegating the function retains full responsibility.

[4] *Taken from the Department of Health Guidance (concerning best practice of Remuneration Committees)*

5.2 Emergency powers and urgent decisions

The powers which the Board of Directors has reserved to itself within these Standing Orders (see paragraph 2.8 of these Standing Orders) may in emergency or for an urgent decision be exercised by the Chief Executive and the Chairman. A proposal will be recommended by the Chief Executive and approved under 'Chairs action' and noted at the next formal meeting of the Board of Directors in public session.

5.3 Delegation to Committees

5.3.1 The Board of Directors shall agree from time to time to the delegation of executive powers to be exercised by other committees, or sub-committees, or joint-committees, which it has formally constituted in accordance with directions issued by the Secretary of State. The constitution and terms of reference of these committees, or sub-committees, or joint committees, and their specific executive powers shall be approved by the Board of Directors in respect of its sub-committees.

5.3.2 When the Board of Directors is not meeting in public session it shall operate as a committee and may only exercise such powers as may have been delegated to it by the Board of Directors in public session.

5.4 Delegation to Executive Directors and senior employees

5.4.1 Those functions of the Board of Directors which have not been retained as reserved by the Board of Directors or delegated to other committee or sub-committee or joint-committee shall be exercised on behalf of the Trust by the Chief Executive.

The Chief Executive shall determine which functions they shall perform personally and shall nominate officers to undertake the remaining functions for which they shall still retain accountability to the Board of Directors.

5.4.2 The Chief Executive shall prepare a Scheme of Delegation identifying their proposals which shall be considered and approved by the Board of Directors. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board of Directors.

5.4.3 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the CFO to provide information and advise the Board of Directors in accordance with statutory or Department of Health requirements. Outside these statutory requirements the CFO shall be accountable to the Chief Executive for operational matters.

5.5 Schedule of Matters Reserved to the Board and Scheme of Delegation of Powers

The arrangements made by the Board of Directors as set out in the Schedule of Matters Reserved to the Board and Scheme of Delegation of powers

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

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 of Directors for action or approval. All members of the Board of Directors and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

6. Overlap with other Trust policy statements/ procedures, regulations and Standing Financial Instructions

6.1 Policy statements: general principles

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

6.2 Specific policy statements

Notwithstanding the application of paragraph 6.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following policy statements:

(i) the Code of Conduct Appendix 2 to these Standing Orders

(ii) the staff disciplinary and appeals procedures adopted by the Trust, both of which shall have effect as if incorporated in these Standing Orders.

6.3 Standing Financial Instructions

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

6.4 Specific guidance

Notwithstanding the provisions of section 6.1, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following guidance and any other issued by the Secretary of State for Health:

(i) Caldicott Guardian Report 1997 (and all subsequent guidance);
(ii) Human Rights Act 1998; and
(iii) Freedom of Information Act 2000.

7. Duties and obligations of members of the Board of Directors and senior employees under these standing orders

7.1 Declaration of Interests

7.1.1 Requirements for declaring interests and applicability to members of the Board of Directors

The NHS Code of Accountability requires members of the Board of Directors to declare interests which are relevant and material to the NHS Board of which they are a member. All existing Board members should declare such interests. Any Board members appointed subsequently should do so on appointment.

7.1.2 Interests which are relevant and material

(i) Interests which should be regarded as "relevant and material" are:

(a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies);

(b) Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;

(c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;

(d) A position of authority in a charity or voluntary organisation in the field of health and social care;

(e) Any connection with a voluntary or other organisation contracting for NHS services;

(f) Research funding/grants that may be received by an individual or their department; and

(g) Interests in pooled funds that are under separate management.

(ii) Any member of the Board of Directors who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in paragraph 7.3 below and elsewhere) has any pecuniary interest, direct or indirect, shall declare his/her interest by giving notice in writing of such fact to the Chairman of the Board of Directors as soon as practicable.

7.1.3 **Advice on Interests**

(i) If members of the Board of Directors have any doubt about the relevance of an interest, this should be discussed with the Chairman of the Board of Directors, the Chief Executive or the Company Secretary.

(ii) 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.

7.1.4 **Recording of interests in minutes of meetings of the Board of Directors**

(i) At the time Board members' interests are declared, they should be recorded in the minutes of the Board of Directors.

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

7.1.5 **Publication of declared interests in Annual Report**

Board members' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report and on the Trusts website in accordance with the Trusts Managing Conflicts of Interest Policy. The information should be kept up to date for inclusion in succeeding annual reports.

7.1.6 **Conflicts of interest which arise during the course of a meeting**

During the course of a meeting, of the Board of Directors if a conflict of interest is established, the member concerned should withdraw from the meeting and play no part in the relevant discussion or decision.

7.2 **Register of Interests**

7.2.1 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 paragraph 7.1.2 above) which have been declared by members of the Board of Directors.

7.2.2. 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.

7.2.3 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.

7.3 Exclusion of Chairman and Members of the Board of Directors in proceedings on account of pecuniary interest

7.3.1 **Definition of terms used in interpreting 'pecuniary' interest**

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

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

(ii) "Contract" shall include any proposed contract or other course of dealing.

(iii) "Pecuniary interest"

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

(a) he, or his nominee, is a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same, or

(b) he 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.

(iv) Exception to pecuniary interests

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

(a) Neither he or any person connected with him has any beneficial interest in the securities of a company of which he or such person appears as a member; or

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

(c) those securities of any company in which he (or any person connected with him) 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 paragraph (c) above applies the person shall nevertheless be obliged to disclose/declare their interest in accordance with paragraph 7.1.2 (ii) of these Standing Orders.

7.3.2 **Exclusion in proceedings of the Board of Directors**

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

(ii) The Secretary of State may, subject to such conditions as he may think fit to impose, remove any disability imposed by this paragraph in any case in which it appears to him in the interests of the National Health Service that the disability should be removed.

(iii) The Board of Directors may exclude the Chairman or a member of the Board of Directors from a meeting of the Board of Directors while any contract, proposed contract or other matter in which he has a pecuniary interest is under consideration.

(iv) Any remuneration, compensation or allowance payable to the Chairman or member of the Board of Directors by virtue of paragraph 11 of Schedule 4 to the National Health Service Act 2006 (pay and allowances) shall not be treated as a pecuniary interest for the purpose of this paragraph.

(iv) This paragraph applies to a committee or sub-committee and to a joint committee or sub-committee as it applies to the Trust and applies to a member of any such Committee or sub-Committee (whether or not he is also a member of the Board of Directors) as it applies to a member of the Board of Directors.

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

(i) <u>Power of the Secretary of State to make waivers</u>

Under the Membership, Procedure and Administration Arrangements Regulations 1990 and subsequent amendments ("the Regulations"), there is a power for the Secretary of State to issue waivers if it appears to the Secretary of State in the interests of the health service that the disability in regulation 11 (which prevents a chairman or a member from taking part in the consideration or discussion of, or voting on any question with respect to, a matter in which he has a pecuniary interest) is removed. A waiver shall be agreed in line with sub-paragraphs (ii) to (iv) below.

(ii) Definition of 'Chairman' for the purpose of interpreting this waiver

For the purposes of paragraph 7.3.3 (iii) below, the "relevant chairman" is:

(a) At a meeting of the Board of Directors, the Chairman presiding at the meeting;

(b) At a meeting of a Committee:

- in a case where the member in question is the Chairman of that Committee, the Chairman of the Board of Directors;
- in the case of any other member, the Chairman of that Committee.

(iii) Application of waiver

A waiver will apply in relation to the disability to participate in the proceedings of the Trust on account of a pecuniary interest. It will apply to a member of the Trust, who is a healthcare professional, within the meaning of regulation 5(5) of the Regulations, and who is providing or performing, or assisting in the provision or performance, of:

(a) services under the National Health Service Act 2006; or

(b) services in connection with a pilot scheme under the National Health Service Act 2006;

For the benefit of persons for whom the Trust is responsible.

Where the 'pecuniary interest' of the member in the matter which is the subject of consideration at a meeting at which he is present:-

(a) Arises by reason only of the member's role as such a professional providing or performing, or assisting in the provision or performance of, those services to those persons;

(b) has been declared by the relevant chairman as an interest which cannot reasonably be regarded as an interest more substantial than that of the majority of other persons who:

- are members of the same profession as the member in question; and/or
- are providing or performing, or assisting in the provision or performance of, such of those services as he provides or performs, or assists in the provision or performance of, for the benefit of persons for whom the Trust is responsible.

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

The removal is subject to the following conditions:

(a) the member must disclose his/her interest as soon as practicable after the commencement of the meeting and this must be recorded in the minutes;

(b) the relevant chairman must consult the Chief Executive before making a declaration in relation to the member in question pursuant to paragraph 7.3.3 (ii) (b) above, except where that member is the Chief Executive;

(c) in the case of a meeting of the Board of Directors:

- the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
- may not vote on any question with respect to it.

(d) in the case of a meeting of the Committee:

- the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
- may vote on any question with respect to it; but
- the resolution which is subject to the vote must comprise a recommendation to, and be referred for approval by, the Trust Board of Directors.

7.4 Standards of Business Conduct

7.4.1 **Trust policy and national guidance**

The Board of Directors and all employees must comply with the Trust's Code of Conduct. Full requirements are set out Appendix 2

7.4.2 **Interest of executive directors and employees in contracts**

(i) Any executive member of the Board of Directors 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 or any person connected with him (as defined in paragraph 7.3 above) 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 the Company Secretary as soon as practicable.

(ii) An executive director other than the Chief Executive or a senior employee should also declare to the Chief Executive any other employment or business or other relationship of his, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.

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

7.4.3 **Canvassing of and recommendations by, members of the Board of Directors in relation to appointments**

(i) Canvassing of members of the Board of Directors or of any Committee of the Board of Directors directly or indirectly for any appointment by the Trust shall disqualify the candidate for such appointment. The contents of this paragraph shall be included in application forms or otherwise brought to the attention of candidates.

(ii) Members of the Board of Directors shall not solicit for any person any appointment by the Trust or recommend any person for such appointment; but this paragraph shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

7.4.4 **Relatives of Members or Officers**

(i) Candidates for any staff appointment by the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any member of the Board of Directors or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.

(ii) The Chairman of the Board of Directors, every member of the Board of Directors and senior employees shall disclose to the Board of Directors any relationship between himself and a candidate of whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the Board of Directors any such disclosure made.

(iii) On appointment, non-executive members of the Board of Directors, and in the case of executive members of the Board Directors, prior to appointment, should disclose to the Board of Directors whether they are related to any other member or holder of any office in the Trust.

(v) Where the relationship to a member of the Board of Directors is disclosed, the provisions of paragraph 7 shall apply.

8. Custody of seal, sealing and signature of documents

8.1 **Custody of seal**

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

8.2 **Sealing of documents**

Where the Trust (or supplier) decides that a document shall be sealed, the senior authorised person recommending the sealing shall make sure appropriate checks are made and the documents are correct.

The common seal shall be affixed under the management of the Chief Executive or their nominated manager and with appropriate signatories, as stipulated.

The signatories must be different to the senior authorised person recommending the sealing.

Appendix 3 summarises when the Company Seal should be used.

8.3 **Register of sealing**

The Chief Executive shall ensure that a register is maintained in which he, or another manager authorised by him, shall enter a record of the sealing of every document.

8.4 **Signature of documents**

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

- the Chief Executive or any other executive member of the Board of Directors.

In land transactions, the signing of certain supporting documents will be delegated to senior employees and set out clearly in the Scheme of Delegation but will not include the main or principal documents effecting the transfer, for example, sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed. The Commercial Team maintain a register of signatures.