

IMPERIAL COLLEGE HEALTHCARE NHS TRUST STANDING ORDERS

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Version	V8.1
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Purpose - NHS Trusts are required by law to make Standing Orders (SOs), which regulate the way in which the proceedings and business of the Trust will be conducted.

High standards of corporate and personal conduct are essential in the NHS. Standing Orders should be read alongside the Standing Financial Instructions (SFIs), Schedule of Reserved and Delegated Powers (SoRDP) and Scheme of Delegated Financial Authorities (SoDFA) identify who in the Trust is authorised to do what.

Key messages

- The consolidated document provides a single source of the key rules under which the Trust is managed and governed.
- The regulations, which determine the way that the Trust board operates and the Trust is governed, are spelt out in the Standing Orders.
- Financial responsibilities and authorities are described in the SFIs and SoDFA.
- All employees of the Trust need to be aware of their responsibilities and authorities described in this document.

You may also need to refer to the following policies and guidance –

Various legislation is relevant to the contents of the SOs and these are identified in the text. The SOs refer to the following Trust Policies:

- Counter Fraud, Bribery and Corruption Policy and Response Plan; and
- Declarations of Interests and Hospitality Policy

Who should read this policy?

- All individuals employed or engaged by the Trust who have been given resource management and decision making authorities need to have a reasonable understanding of the extended SOs.
- All should be aware that the SOs exist and what they contain.

Core accountabilities

Policy drafting	Trust Company Secretary
Review and approval	For approval by ARG Committee (two yearly) and by the Executive annually
Adoption	ARG on behalf of the Trust board
Dissemination	Trust Company Secretary
Compliance	All staff and individuals providing services in the name of the Trust

Version history

V3.1	Apr 2010	Programmed update
V4.0	May 2014	Programmed update, plus update for the NHS Act, 2006 (2012 provisions) and other new legislation. Not implemented – updated to V5.0
V5.0	January 2015	As 4.0 plus further minor amendments
V5.1	February 2015	Minor amendments during approval at Trust Board
V5.2	March 2016	Review following executive restructure
V5.3	October 2016	Reviewed for approval.
V6.0	October 2016	Approved at ARG Committee
V6.1	August 2017	Amendment of CE to CEO.
V6.2	November 2017	Reviewed from approval.
V7.1	December 2018	Annual review with SFIs and Scheme of Delegation
V7.2	February 2019	Reviewed with SFIs and SoDFA – minor amendments
V8.1	March 2022	Reviewed with SFIs and Scheme of Delegation and Schedule of Reserved and Delegated Powers

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Foreword to Standing Orders

NHS Trusts are required by law to make Standing Orders (SOs), which regulate the way in which the proceedings and business of the Trust will be conducted. Regulation 19 of the NHS Trusts (Membership and Procedure) Regulations, 1990 (as amended 2014) requires the meetings and proceedings of an NHS Trust to be conducted in accordance with the rules set out in the Schedule to those Regulations and with Standing Orders made under Regulation 19(2).

These Standing Orders and associated documents are extremely important. High standards of corporate and personal conduct are essential in the NHS. As the NHS is publicly funded, it is accountable to Parliament for the services it provides and for the effective and economical use of taxpayers' money. The Standing Orders, Standing Financial Instructions, procedures and the rules and instructions made under them provide a framework and support for the public service values which are essential to the work of the NHS of:

- Accountability – the ability to stand the test of Parliamentary scrutiny, public judgements on propriety and professional codes of conduct.
- Probity – an absolute standard of honesty in dealing with the assets of the Trust; integrity in decisions affecting patients, staff and suppliers, and in the use of information acquired in the course of NHS duties.
- Openness – transparency about NHS activities to promote confidence between the organisation and its staff, patients and the public.

Additional documents, which form part of these “extended” Standing Orders are:

- Standing Financial Instructions, which detail the financial responsibilities, policies and procedures to be maintained by the Trust;
- Schedule of Reserved Powers and Delegated Powers; and
- Scheme of Delegated Financial Authorities, which sets out delegated levels of authority and responsibility.

These Standing Orders set out the ground rules within which board directors and staff must operate in conducting the business of the Trust. Observance of them is mandatory. Such observance will mean that the business of the Trust will be carried out in accordance with the law, Government policy, the Trust's statutory duties and public service values. As well as protecting the Trust's interests, they will also protect staff from any possible accusation of having acted less than properly.

All Executive and Non-Executive Directors and senior staff are expected to be aware of the existence of these documents, understand when they should be referred to and, where necessary and appropriate to their role, make themselves familiar with the detailed provisions.

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Introduction

- I. The Imperial College Healthcare NHS Trust (the Trust) is a body corporate which was established under The Imperial College National Health Service Trust (Establishment) Order (the Establishment Order) 2007 No 2755 (and amendment order 2012 No 755).
- II. The principal place of business of the Trust is The Bays, South Wharf Road, St Mary's Hospital, London W2 1NY.
- III. NHS Trusts are governed by statute, mainly the National Health Service Act 2006 and the Health and Social Care Act 2012.
- IV. The statutory functions conferred on the Trust are set out in the National Health Service Act 2006 (Chapter 3 and Schedule 4) and in the Establishment Order.
- V. As a body corporate the Trust has specific powers to contract in its own name. The Trust also has a common law duty as a bailee for property held by the Trust on behalf of patients.
- VI. The Code of Conduct and Accountability in the NHS (Department of Health and Social Care (DHSC)), revised April 2013) requires that 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 managers. The Code of Conduct and Accountability makes various requirements concerning possible conflicts of interest of board directors.
- VII. The Code of Practice on Openness in the NHS (NHS Executive, 1995), as revised by the Freedom of Information Act 2000, and the Environmental Information Regulations 2004, set out the requirements for public access to information on the NHS.
- VIII. Through these Standing Orders, the board exercises its powers to make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee appointed by virtue of the Standing Orders; 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 for Health may direct.

1. *Interpretation*

- IX. The Chair of the Trust is the final authority in the interpretation of Standing Orders on which the Chief Executive Officer, guided by the Chief of Staff and Director of Corporate Governance, shall advise him.
- X. The following definitions apply for this document.
Legislation definitions:
 - the **2006 Act** is the National Health Service Act, 2006
 - the **2012 Act** is the Health and Social Care Act, 2012
 - **Membership and Procedure Regulations** are the National Health Service Trust (Membership and Procedure) Regulations 1990 (SI(1990)2024), as amended 2014.

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Other definitions used in this document:

- **Accountable Officer** is the officer responsible and accountable for funds entrusted to the Trust; and is responsible for ensuring the proper stewardship of public funds and assets. The Chief Executive Officer, or their appointed replacement, is the Accountable Officer for this Trust.
- **Budget** is the plan, expressed in financial terms, proposed by the Trust board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.
- **Chair of the Trust** is the person appointed by the Secretary of State for Health, acting through NHS England and NHS Improvement to lead the board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression “the Chair of the Trust” shall, if the Chair is absent from the meeting or otherwise unavailable, be deemed to include the **Deputy Chair of the Trust**, or other Non-Executive Director as is appointed in accordance with Standing Order 13.
- **Chief Executive Officer** is the chief officer of the Trust.
- **Chief Financial Officer** undertakes the responsibilities of the Director of Finance and is a member of the Trust board.
- **Chief Operating Officer** undertakes the responsibilities of the Chief Operating Officer and is a member of the Trust board.
- **Committee** is committee appointed by the Trust board.
- **Committee Members** are formally appointed by the Trust board to sit on, or to chair specific committees.
- **Clinical Directors** are specialty leads reporting to and accountable to the Divisional Directors, with professional oversight from the Medical Director.
- **Deputy Chair** means the Non-Executive Director appointed by the Trust to take on the Chair’s duties if the Chair is absent for any reason.
- **Director** means the member of the Trust board and for the avoidance of doubt includes the Chair, Executive Directors, and Non-Executive Directors only.
- **Director of Nursing** undertakes the responsibilities of the Director of Nursing and is a member of the Trust board.
- **Divisional Directors** are accountable across a number of directorates and organisational initiatives, accountable to the Chief Executive Officer but operationally responsible to the Chief Operating Officer, with professional oversight from the Medical Director.

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- **Establishment Order** is the Imperial College National Health Service Trust (Establishment) Order (the Establishment Order) 2007 No. 2755 (and amendment order 2012 No. 755).
- **Executive Management Board** is a formal executive committee
- **Executive Director** means an Executive member of the Trust board and there will be a total of five voting members of the Trust board, appointed in accordance with the Membership and Procedure Regulations, 1990.
- **Funds Held on Trust** are those funds which the Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under Part 11 (eleven) of the NHS Act 2006. Such funds may or may not be charitable.
- **Medical Director** undertakes the responsibilities of the Medical Director and is a member of the Trust board.
- **Motion** is a formal proposition to be discussed and voted on during the course of a Trust board or Committee meeting.
- **NHS England and NHS Improvement (NHSE/I)** is responsible for the oversight of NHS trusts, including NHS foundation trusts; and has delegated authority from the Secretary of State for Health for the appointment of the Non-Executive Directors, including the Chair of NHS Trusts.
- **Nominated Officer** is the officer charged with the responsibility for discharging specific tasks within the Standing Orders and Standing Financial Instructions.
- **Non-Executive Director** is a person appointed by the Secretary of State for Health, exercised through the authority vested in the NHS Improvement, to help the Trust board to deliver its functions.
- **Officer** (or **staff**) means an employee of the Trust or any other person holding a paid appointment or office with the Trust. (This includes all employees or agents of the Trust, including medical and nursing staff and consultants practising upon the Trust's premises and shall be deemed to include employees of third parties contracted to the Trust when acting on behalf of the Trust).
- **SFIs** are the Standing Financial Instructions.
- **SOs** are the Standing Orders.
- **Standards of Business Conduct** is the NHS "Standards of Business Conduct, incorporating anti-bribery and corruption; and the recognition and treatment of conflicting interests, gifts and hospitality" or as amended (NHS Standards of Business Conduct Policy, 2019)
- **Trust** is the Imperial College Healthcare NHS Trust.

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- **Trust board** (or the **board**) is the Chair and Non-Executive Directors and Executive Directors (voting Directors).
 - **Chief of Staff and Director of Corporate Governance** is the officer appointed to provide advice on corporate governance issues to the board and the Chair; and monitor the Trust's compliance with the law, Standing Orders, and DHSC guidance.
 - **Working day** means any day, other than a Saturday, Sunday or legal holiday.
- XI. Any reference to an Act of Parliament, Statutory Instrument, Direction or Code of Practice shall be construed as a reference to any modification, replacement or re-enactment for the time being in force.
- XII. All reference to the masculine gender shall be read as equally applicable to the feminine gender and vice-versa.

Standing Orders for the regulation of the proceedings of Imperial College Healthcare National Health Service Trust

Part I – Membership

2. *Name and Business of the Trust*

- 2.1. All business shall be conducted in the name of Imperial College Healthcare NHS Trust (“the Trust”).
- 2.2. The Trust has the functions conferred on it by Schedule 4 of the 2006 National Health Service Act.
- 2.3. The Trust has resolved that certain powers and decisions may only be exercised or made by the Trust board in formal session, which may include members participating by video or telephone. These powers and decisions are set out in the Schedule of Reserved and Delegated Powers, and have effect as if incorporated into the Standing Orders.

3. *Composition of the Trust board*

- 3.1. The membership of the Trust board shall comprise the Chair and seven Non-Executive Directors, together with five Executive Directors (in accordance with the Establishment Order). At least half of the membership of the Trust Board, shall be independent Non-Executive Directors (this can include the Chair).
- 3.2. In addition to the Chair, the Non-Executive Directors shall normally include:
 - 3.2.1. one appointee nominated to be the Deputy Chair
 - 3.2.2. one appointee nominated to be the (shadow) Senior Independent Director. This role will become fully established should the Trust achieve Foundation Trust status
 - 3.2.3. in accordance with the Establishment Order, one appointee from University College, in recognition of the Trust’s status as a teaching hospital
 - 3.2.4. one or more appointees who have recent relevant financial experience.

Appointees can fulfil more than one of the roles identified.

- 3.3. The Executive Directors shall include:
 - 3.3.1. Chief Executive Officer
 - 3.3.2. Chief Financial Officer, or equivalent
 - 3.3.3. Medical Director
 - 3.3.4. Director of Nursing, or equivalent
 - 3.3.5. Chief Operating Officer, or equivalent
- 3.4. The Board may ask for regular attendance of other senior officers at Trust board.

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4. Appointment of the Chair and Directors

- 4.1. The Chair and Non-Executive Directors of the Trust are appointed by NHS England and NHS Improvement on behalf of the Secretary of State for Health.
- 4.2. The Chief Executive Officer shall be appointed by the Chair and the Non-Executive Directors.
- 4.3. Executive Directors shall be appointed by the Remuneration and Appointments Committee, the Non-Executive Directors and the Chief Executive Officer.
- 4.4. Where more than one person is appointed jointly to an Executive Director post in the Trust, those persons shall become appointed as an Executive Director, jointly, and the joint appointees will have the power of one vote; and shall count for the purpose of Standing Order 3 as one person.

5. Deputy Chair

- 5.1. To enable the proceedings of the Trust to be conducted in the absence of the Chair, the Trust board may elect one of the Non-Executive Directors to be Deputy-Chair, for a period that does not exceed the remainder of their appointed term as a Non-Executive Director of the Trust.
- 5.2. Any Non-Executive Director so elected may at any time resign from the office of Deputy Chair by giving notice in writing to the Chair. The appointment as Deputy Chair will end with the termination for any reason of that Non-Executive Director's period of office as a director. On such resignation or termination, the Trust board may then appoint another Non-Executive Director as Deputy Chair, in accordance with the provision of this Standing Order.
- 5.3. When the Chair is unable to perform his duties due to illness or absence for any reason, his duties will be undertaken by the Deputy Chair.

6. Tenure of Office

- 6.1. The regulations governing the period of tenure of office of the Chair and Non-Executive Directors and the termination or suspension of office of the Chair and Non-Executive Directors are contained in the Membership and Procedure Regulations, 1990 (as amended 2014) and as directed by NHS England and NHS Improvement, under its delegated authority from Secretary of State for Health.

7. Code of Conduct and Accountability and the Trust's Commitment to Openness

- 7.1. All directors shall subscribe and adhere at all times to the principles contained in the Trust's 'Counter Fraud Policy (includes Bribery and Corruption Policy and Response Plan)' and 'Declarations of Interests and Hospitality Policy'.
- 7.2. All directors shall sign a copy of the Trust's Code of Accountability and Code of Conduct.

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8. *Functions and Roles of Chair and Directors*

- 8.1. The function and role of the Chair and members of the Trust board is described within these Standing Orders and within those documents that are listed previously to be read in association with these Standing Orders.

Part II – Meetings

9. *Ordinary Meetings of the Trust Board*

- 9.1. All ordinary meetings of the Trust board shall be held in public and shall be conducted in accordance with relevant legislation, including the Public Bodies (Admission to Meetings) Act 1960, as amended and guidance issued by the Secretary for State for Health. Members of the public and representatives of the press shall be afforded facilities to attend.
- 9.2. Ordinary meetings of the Trust board shall be held at regular intervals at such times and places (virtually in instances such as the COVID pandemic) as the Trust board may from time to time determine. A minimum of six meetings shall be held each year.
- 9.3. The Chair shall give such directions as he thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press to ensure that the Trust board's business may be conducted without interruption and disruption.
- 9.4. Without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public and representatives of the press will be required to withdraw upon the Trust board resolving as follows: "That in the interests of public order the meeting adjourn for (the period to be specified) to enable the board to complete business without the presence of the public" (Public Bodies (Admission to Meetings) Act 1960).
- 9.5. Nothing in these Standing Orders shall require the Trust board to allow members of the public or representatives of the press to record proceedings in any manner whatsoever (other than in writing) or to make any oral report of proceedings as they take place, without the prior agreement of the Trust board.
- 9.6. The Chair may invite any member of staff of Imperial College Healthcare NHS Trust, any other NHS organisation, an officer of the local council(s), or any other individual acting in an advisory capacity to attend meetings. These invitees shall not count as part of the quorum or have any right to vote at the meeting.
- 9.7. An annual public meeting shall be held in July each year for the purpose of presenting audited accounts, annual reports and any report on the accounts.
- 9.8. The Trust board may, by resolution, exclude the public from a part or the whole of a meeting whenever publicity would be prejudicial to public interest by reason of the confidential nature of the business to be transacted (Public Bodies (Admission to Meetings) Act 1960).

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- 9.9. The provisions of these Standing Orders relating to meetings of the Trust board shall refer only to formal Trust board meetings, whether ordinary or extraordinary meetings. The provisions shall not apply to seminars or workshops or other meetings attended by members of the Trust board.

10. Extraordinary Meetings of the Trust Board

- 10.1. The Chair may call a meeting of the Trust board at any time. Directors may ask the Chair to call a meeting of the Trust board at any time.
- 10.2. A meeting may be called forthwith, by the directors who are eligible to vote, if the Chair refuses to call a meeting after such a request has been presented to him, signed by at least one third of the whole number of directors who are eligible to vote (including at least one executive and one Non-Executive Director); and has been presented to him at the Trust's principal place of business. The directors who are eligible to vote may also call a meeting forthwith, if, without refusing, the Chair does not call a meeting within seven days after receipt of such request.

11. Notice of Meetings

- 11.1. The Trust shall set dates and times of regular Trust board meetings for the forthcoming financial calendar year by the end of November of each year.
- 11.2. A notice of the meeting, specifying the business proposed to be transacted, shall be available before each meeting of the Trust board. The notice shall be delivered to every director electronically to the usual e-mail address of the director. The notice shall be delivered to each director at least three working days before the meeting. Notice shall be presumed to have been served two days after posting, if applicable, and one day after being sent out via email.
- 11.3. Lack of service of such notice on any individual director shall not affect the validity of a meeting. However, failure to serve such a notice on at least three directors who are eligible to vote will invalidate the meeting.
- 11.4. In the case of a meeting called by directors in default of the Chair, see Standing Order 9, the notice shall be signed by those directors and no business shall be transacted at the meeting other than that specified in the notice.
- 11.5. Where a part or the whole of a meeting is to be open to the public, official notice of the time, place and agenda of the meeting shall be announced on the Trust website (or details of how to connect to a virtual meeting provided on the Trust website, if that is the case given exceptional circumstances such as a pandemic). A copy of the notice including the agenda may also be sent to local organisations that will have an interest in the decisions of the Trust board. These organisations include bodies responsible for commissioning acute NHS services locally, patient and public representative groups and local councils.
- 11.6. Notice will be given at least three working days before the meeting. Failure to do so will render the meeting invalid.

12. *The Agenda*

- 12.1. The Trust board may determine that certain matters will appear on every agenda for an ordinary meeting of the Trust board; and that these will be addressed prior to any other business being conducted at the discretion of the Chair. On agreement by the Trust board, these matters may change from time to time.
- 12.2. A director may request that a matter is included on an agenda. This request should be made in writing, including by electronic means, to the Chair, Chief Executive Officer, or the Chief of Staff and Director of Corporate Governance at least seven working days before the meeting, subject to Standing Order 10. Requests made less than seven working days before the meeting may be included on the agenda at the discretion of the Chair, or to the extent that this discretion is delegated to the Chief Executive Officer and the Chief of Staff and Director of Corporate Governance.
- 12.3. Notwithstanding Standing Order 17, a director may with the consent of the Chair of the meeting, add to the agenda of any meetings, any item of business relevant to the responsibilities of the Trust, under "Any Other Business".

13. *Chair of Meetings*

- 13.1. The Chair shall preside at any meeting of the Trust board, if present. In his absence, the Deputy Chair shall preside.
- 13.2. If the Chair and Deputy Chair are absent, the directors present, who are eligible to vote shall choose a Non-Executive Director who shall preside. An Executive Director may not take the chair.
- 13.3. The decision of the Chair of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and his interpretation of the Standing Orders shall be final. In this interpretation he shall be advised by the Chief Executive Officer and the Trust Company Secretary and in the case of Standing Financial Instructions he shall be advised by the Chief Financial Officer.

14. *Voting*

- 14.1. It is not a requirement for decisions to be subject to a vote. The necessity for a vote shall be indicated by the agreement of at least one third of those attending and eligible to vote. The Chair shall be responsible for deciding whether a vote is required and what form this will take.
- 14.2. Where it is necessary to take a vote to determine an issue, the decision shall be determined by a majority of the votes of the directors present and eligible to vote. If the result of the vote is equal, the Chair of the meeting shall have a second or casting vote.
- 14.3. All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may be held, if a majority of the directors present and eligible to vote so request. Unless specifically agreed beforehand, the voting record of each individual director will not be made public, or recorded.

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- 14.4. The voting record, other than by paper ballot, of any question will be recorded to show how each director present voted or did not vote, if at least one-third of the directors present and eligible to vote so request.
- 14.5. If a director so requests, his vote will be recorded by name. Such a request will not be accepted if doing so would reveal the votes of other directors that do not wish to have their vote recorded.
- 14.6. In no circumstances may an absent director vote by proxy.
- 14.7. An officer who has been appointed formally by the Trust to act up for an Executive Director during a period of incapacity, or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of that Executive Director. An officer attending the Trust board to represent an Executive Director during a period of incapacity or temporary absence, but without formal acting up status, may not exercise the voting rights of that Executive Director. An officer's status when attending a meeting shall be recorded in the minutes.
- 14.8. Where the office of a director who is eligible to vote is shared jointly by more than one person:
 - 14.8.1. either or both of those persons may attend and take part in the meetings of the Trust board.
 - 14.8.2. if both are present at a meeting they will cast one vote if they agree.
 - 14.8.3. in the case of disagreement no vote will be cast.
 - 14.8.4. the presence of either or both of those persons will count as the presence of one person for the purpose of establishing a quorum.
- 14.9. Where necessary, a director may be counted as present when available constantly for discussions through an audio or video link and may take part in voting on an open basis.

15. *Quorum*

- 15.1. No business shall be transacted at a Trust board meeting unless at least four of the Directors who are eligible to vote (including at least one Executive Director and one Non-Executive Director) are present.
- 15.2. An officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.
- 15.3. A Director will not count towards the quorum on a matter where he is ruled to be ineligible to participate in the discussion, or vote, due to the declaration of a conflict of interest, see Standing Order 21 and 22. If a quorum is not available for the passing of a resolution on any matter, that matter may be discussed further at the meeting, but no resolution can be made. That position shall be recorded in the minutes of the meeting. The meeting shall then proceed to the next business.

16. *Record of Attendance*

- 16.1. The names of the directors and others invited by the Chair, in accordance with Standing Order 8, present at the meeting, shall be recorded in the minutes.

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- 16.2. If a Director is not present for the entirety of the meeting, the minutes shall record the items that were considered whilst they were present.

17. Minutes

- 17.1. The minutes of the proceedings of a meeting shall be drawn up, entered in a record kept for that purpose and submitted for agreement at the next meeting.
- 17.2. There should be no discussion on the minutes, other than as regards their accuracy, unless the Chair considers discussion appropriate.
- 17.3. Any amendment to the minutes as to their accuracy shall be agreed and recorded at the next meeting and the amended minutes shall be regarded as the formal record of the meeting.

18. Notice of Motion

- 18.1. Subject to the provision of Standing Order 20, a director of the Trust desiring to move a motion shall give notice of this, to the Chair, at least seven working days before the meeting. The Chair shall insert all such notices that are properly made in the agenda for the meeting. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

19. Motions

- 19.1. When a motion is under discussion or immediately prior to the discussion, it shall be open to a Director to move:
- 19.1.1. an amendment to the motion.
 - 19.1.2. the adjournment of the discussion or the meeting.
 - 19.1.3. that the meeting proceed to the next business.
 - 19.1.4. the appointment of an ad hoc committee to deal with a specific item of business.
 - 19.1.5. that the motion be now put.
 - 19.1.6. a motion resolving to exclude the public (including the press).
- 19.2. The proposer may withdraw a motion or amendment once moved and seconded with the concurrence of the seconder and the consent of the Trust board.

20. Right of Reply

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

21. Motion to Rescind a Decision of the Trust Board

- 21.1. Notice of a motion to rescind any decision of the Trust board (or general substance of any decision) which has been passed within the preceding six calendar months, shall bear the signature of the Director who gives it and also the signature of four other directors who are eligible to vote.
- 21.2. When the Trust board has debated any such motion, it shall not be permissible for any Director, other than the Chair to propose a motion to the same effect within a further period of six calendar months.

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22. *Declaration of Interests and Register of Interests*

Declaration of Interests

- 22.1. In addition to the statutory requirements relating to pecuniary interests dealt with in Standing Order 22, the Trust's Declarations of Interests and Hospitality Policy requires directors to declare interests which are relevant and material to the Trust board. All existing Directors and any senior officers who may act up into an Executive Director post should declare such interests on an annual basis, or as otherwise recommended in the Policy. Any directors and senior officers appointed subsequently should declare these interests on appointment.
- 22.2. Interests, which would be regarded as "relevant and material", are:
- 22.2.1. directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies).
 - 22.2.2. ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
 - 22.2.3. majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.
 - 22.2.4. a position of authority in a charity or voluntary organisation in the field of health and social care.
 - 22.2.5. any connection with a voluntary or other organisation contracting for NHS services.
- 22.3. If directors have any doubts about the relevance of an interest, this should be discussed with the Chair. Financial reporting standard 102 (refer to section 33 Related Party Disclosures) sets out the requirements for entities to disclose the possibility that its financial position has been affected by the existence of, and transactions with, related parties.
- 22.4. Annual declarations of interests should be considered by the Trust board and retained as part of the record of the Trust board meeting. Any changes in interests should be declared at the next Trust board meeting following the change occurring.
- 22.5. If a conflict of interest is established during the course of a Trust board meeting, whether arising from a declared interest or otherwise, the Director concerned should withdraw from the meeting and play no part in the relevant discussion or decision. The declared conflict of interest should be recorded in the minutes of the meeting. When a Director has declared an interest arising solely from a position with a charity or voluntary body under this Standing Order, the Trust board may resolve that the Director may remain in the meeting and take part in the discussion, but not vote on the relevant item. A record of this decision shall be made in the minutes.
- 22.6. Directors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports.

Register of Interests

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- 22.7. The Chief of Staff and Director of Corporate Governance will ensure that a Register of Interests is established and maintained to record formally declarations of interests of directors. The Register of Interests will include details of all directorships and other relevant and material interests which have been declared by both executive and Non-Executive Directors.
- 22.8. These details will be kept up to date by means of an annual review of the Register of Interests in which any changes to interests declared during the preceding twelve months will be incorporated.
- 22.9. The Register of Interests will be published on the Trust's website.
- 22.10. With the exception of the requirement to report interests in the Annual Report (Standing Order 22.7), this Standing Order also applies in full to any committee or sub-committee or group of the Trust board; and to any member of such committee or sub-committee or group (whether or not they are a director).

23. Disability of Directors in Proceedings on Account of Pecuniary Interest

- 23.1. Subject to Standing Order 22 and the provisions of this Standing Order, if a director has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust at which the contract or other matter is the subject of consideration, he 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.
- 23.2. The Secretary of State may, subject to such conditions as he may think fit to impose, remove any disability imposed by this Standing Order, in any case where it appears to him to be in the interests of the NHS that the disability should be removed.
- 23.3. The Trust board, or any committee or sub-committee may, if it thinks fit, provide for the exclusion of a director from a meeting while any contract, proposed contract or other matter in which that person has a pecuniary interest, direct or indirect, is under consideration.
- 23.4. Any remuneration, compensation or allowances payable to a Director by virtue of paragraph 233, Part 11 of the NHS Act 2006 shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- 23.5. For the purpose of this Standing Order a Director shall be treated, subject to Standing Order 22 as having an indirect pecuniary interest in a contract, proposed contract or other matter, if:
- 23.5.1. he, or a nominee of his, is a Director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration;
- or,
- 23.5.2. he is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration;

- 23.5.3. and in the case of persons living together as a couple, whether married or not, the interest of one person shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.
- 23.6. A Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
- 23.6.1. of his membership of a company or other body, if he has no beneficial interest in any securities of that company or other body;
- 23.6.2. of an interest in any company, body or person with which he is connected as mentioned in Standing Order 22.5 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.
- 23.7. This Standing Order shall not prohibit a Director from taking part in the consideration or discussion of the contract or other matter, or from voting on any question with respect to it, if:
- 23.7.1. he has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, **and**
- 23.7.2. the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, **and**
- 23.7.3. the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed one-hundredth of the total issued share capital of the class.

This does not affect his duty to disclose the interest.

- 23.8. This Standing Order also applies in full to any committee or sub-committee or group of the Trust board; and to any member of such committee or sub-committee or group (whether or not they are a Director).

24. *Standards of Business Conduct*

- 24.1. All staff must comply with the NHS Standards of Business Conduct, and the Seven Principles of Public Life (also known as the Nolan Principles) set out by the Committee on Standards in Public Life (published in 1995) and by the Professional Standards Authority, November 2013. The following provisions should be read in conjunction with the Declarations of Interests and Hospitality Policy.
- 24.2. All staff shall declare any relevant and material interest, such as those described in Standing Order 22. The declaration should be made on appointment or, if the interest is acquired, or recognised subsequently, at that time to the Executive Director, clinical director, or senior manager to whom they are accountable. Such director or senior manager shall ensure that such interests are entered in a Register of Interests, kept for that purpose.
- 24.3. Officers who are involved in, have responsibility for, or are able by virtue of their role or functions to influence the placing of contracts by the Trust, may be required by the

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Trust to give statements from time to time, or in connection with particular contracts, confirming that they have no relevant or material interest to declare.

- 24.4. If an officer becomes aware of a potential or actual contract in which he has an interest of the nature described in Standing Orders 22 and 23 and this Standing Order, he shall immediately advise the Chief Financial Officer formally in writing. This requirement applies whether or not the officer is likely to be involved in administering the proposed, or awarded contract to which he has an interest.
- 24.5. Gifts and hospitality shall only be accepted in accordance with the Declarations of Interests and Hospitality Policy. Officers of the Trust shall not ask for any rewards or gifts; nor shall they accept any rewards or gifts of significant value.
- 24.6. All gifts and hospitality, other than those that are of clearly minimal value, should be declared and will be kept by the Chief of Staff and Director of Corporate Governance and departmental managers for that purpose. Acceptance of gifts by way of inducements or rewards is a criminal offence under the Fraud Act, 2006 and the Bribery Act 2010.
- 24.7. In addition to Standing Orders 22 and 23 and this Standing Order, an officer must also declare to the Chief Executive Officer any other employment, business or other relationship of his, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with interests of the Trust, unless specifically allowed under that officer's contract of employment.
- 24.8. All Board Directors and directors (which is taken to include all those who regularly attend Trust board meetings) are subject to the Fit and Proper Persons Regulations, a CQC fundamental standard, and the provider must be able to demonstrate that they are fit and proper for the role.

Part III – Arrangements for the exercise of functions by delegation and committees

25. *Exercise of Functions*

- 25.1. Subject to Standing Order 3 and any such directions as may be given by the Secretary of State for Health, the Trust board may delegate any of its functions to a committee or sub-committee appointed by virtue of Standing Order 25, or to a Director or an officer of the Trust. In each case, these arrangements shall be subject to such restrictions and conditions as the board thinks fit.

Emergency Powers

- 25.2. The powers which the Trust board has retained to itself within these Standing Orders may in emergency be exercised by the Chief Executive Officer and the Chair acting jointly and, if possible, after having consulted with at least two Non-Executive Directors. The exercise of such powers by the Chief Executive Officer and the Chair shall be reported to the next formal meeting of the Trust board.

Delegation to Committees

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- 25.3. The Trust board shall agree from time to time to the delegation of specific powers to be exercised by committees or sub-committees, which it has formally constituted. The Trust board shall approve the constitution and terms of reference of these committees and their specific powers.

Delegation to Officers

- 25.4. Those functions of the Trust, which have not been retained as reserved by the Trust board or delegated to a committee of the Trust board, shall be exercised on behalf of the Trust board by the Chief Executive Officer. The Chief Executive Officer shall determine which functions they will perform personally and shall nominate officers to undertake the remaining functions for which they will still retain accountability to the Trust board.

Schedule of Reserved and Delegated Powers

- 25.5. The Trust board shall adopt a Schedule of Reserved and Delegated Powers for setting out the matters for which approval is required by the Trust board.
- 25.6. Subject to Standing Order 44, the Trust board shall review such Schedule at such times as it considers appropriate; and shall update such Schedule after each review.
- 25.7. The Schedule of Reserved and Delegated Powers shall take precedence over any terms of reference or description of functions of any committee or sub-committee established by the Trust board. The powers and functions of any committee or sub-committee shall be subject to and qualified by the reserved matters contained in that Schedule.

Scheme of Delegated Financial Authorities

- 25.8. The Trust board shall adopt a Scheme of Delegated Financial Authorities setting out details of the directors and officers of the Trust to whom responsibility has been delegated for deciding particular matters; and in a director's or officer's absence, the director or officer who may act for them.
- 25.9. Subject to Standing Order 44, the Trust board shall review such Schedule, as far as it pertains to matters reserved to itself at such times as it considers appropriate; and shall update such Schedule after each review. Similarly for all matters delegated to the Chief Executive Officer or other Executive Directors accountable to them, the Chief Executive Officer shall periodically review the schemes of delegated powers and no less than annually and shall update such Schedule after each review.
- 25.10. The direct accountability, to the Trust board, of the Chief Financial Officer and other Executive Directors to provide information and advise the Trust board in accordance with any statutory requirements shall not be impaired, in any way, by the delegations set out in the Scheme of Delegated Authorities.
- 25.11. The Trust board shall adopt a Scheme of Delegated Financial Authorities setting out details of the directors and officers of the Trust to whom responsibility has been delegated for deciding particular matters; and in a director's or officer's absence, the director or officer who may act for them.

26. *Appointment of Committees*

- 26.1. Subject to Standing Order 3 and such directions as may be given by, or on behalf of, the Secretary of State for Health, the Trust may, and if directed by him, shall appoint committees of the Trust, consisting wholly or partly of Directors of the Trust or wholly of persons who are not Directors of the Trust. Committees will be subject to review by the Trust board from time to time.
- 26.2. A committee appointed under Standing Order 25 may, subject to such directions as may be given by, or on behalf of, the Secretary of State for Health or the Trust board, appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include Directors of the Trust) or wholly of persons who are not members of the committee (whether or not they include Directors of the Trust).
- 26.3. The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration, to meetings of any committee or sub-committee.
- 26.4. The Trust board shall approve the terms of reference of each such committee. Each committee shall approve the terms of reference of each sub-committee reporting to it. The terms of reference shall include details of the powers vested and conditions, including reporting back to the committee, or Trust board. Such terms of reference shall have effect as if incorporated into the Standing Orders and be subject to review every two years, at least, by that committee; and adoption by the Trust board.
- 26.5. Committees may not delegate their powers to a sub-committee unless expressly authorised by the Trust board.
- 26.6. The Chair shall approve the appointments to each of the committees and sub-committees that it has formally constituted. The payment of travelling and other allowances shall be in accordance with the rates as may be determined by the Secretary of State for Health, with the approval of the Treasury (see Part 11, paragraph 233 of the 2006 Act).
- 26.7. Minutes, or a representative summary of the issues considered and decisions taken, of any committee appointed under this Standing Order are to be formally recorded and submitted for inclusion onto the agenda of the next possible Trust board meeting. Minutes, or a representative summary of the issues considered and decisions taken of any sub-committee shall be submitted for inclusion onto the agenda of the next committee meeting to which it reports.
- 26.8. The committees to be established by the Trust will consist of statutory and mandatory, and non-mandatory committees.

Statutory and Mandatory Committees

Role of Audit Committee (Audit, Risk and Governance Committee Part I)

- 26.9. The Trust board shall appoint a Committee to undertake the role of an Audit Committee (Audit, Risk and Governance Committee Part II). This role shall include providing the Trust board with a means of independent and objective review of the financial systems and of general control systems that ensure that the Trust achieves its objectives, the reliability of the financial information used by the Trust and of compliance with law,

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regulations, guidance and codes of conduct. This Committee will pay due regard to good practice guidance, including, in particular, the NHS Audit Committee Handbook.

- 26.10. The terms of reference of the Audit Committee shall have effect as if incorporated into these Standing Orders and their approval shall be recorded in the appropriate minutes of the Trust board and may be varied from time to time by resolution of the Trust board.

Role of Remuneration Committee (Remuneration and Appointments Committee)

- 26.11. The Trust board shall appoint a committee to undertake the role of a Remuneration Committee. This role shall include providing advice to the Trust board about appropriate remuneration and terms of service for the Chief Executive Officer and other Executive Directors (Regulations 17-18, of the NHS Trusts (Membership and Procedure) Regulations, 1990 (as amended 2014), as well as advising the Trust board on the terms of service of other senior officers, and ensuring that the policy of the Trust board on remuneration and terms of service is applied consistently.
- 26.12. The Committee shall advise the Trust board on the size, structure and membership and succession plans for the Trust board and maintain oversight of the performance of the Chief Executive Officer and Executive Directors.
- 26.13. The terms of reference of the Remuneration Committee shall have effect as if incorporated into these Standing Orders and their approval shall be recorded in the appropriate minutes of the Trust board and may be varied from time to time by resolution of the Trust board.

Non-Mandatory Committees

- 26.14. The Trust board shall appoint such additional non-mandatory committees as it considers necessary to support the business and inform the decisions of the Trust board (Regulations 15-16, NHS Trusts (Membership and Procedure) Regulations 1990 (as amended 2014).
- 26.15. The terms of reference of these committees shall have effect as if incorporated into these Standing Orders. The approval of the terms of reference shall be recorded in the appropriate minutes of the Trust board and may be varied from time to time by resolution of the Trust board.
- 26.16. The membership of these committees may comprise Non-Executive Directors or Executive Directors, or a combination of these. The membership and voting rights shall be set out in the terms of reference of the committee and shall be subject to approval by the board.
- 26.17. At the time of latest review of this version of Standing Orders (March 2022), the following Non-Executive Director led, non-mandatory committees are in place:
- Finance, Investment and Operations Committee
 - Quality Committee
 - Risk and Governance Committee (managed as Part II to the Audit Committee)
 - Redevelopment Committee
 - People Committee

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These are subject to change at the discretion of the Trust board. All new, or amended non-mandatory committees will have the same standing and will be subject to the same standing orders.

27. *Proceedings in Committee to be Confidential*

- 27.1. There is no requirement for meetings of Trust board committees and sub-committees to be held in public, or for agendas or records of these meetings to be made public. However, the records of any meetings may be required to be disclosed, should a valid request be made under the rights conferred by the Freedom of Information Act, 2000 and there is no legal justification for non-disclosure.
- 27.2. Committee members should normally regard matters dealt with, or brought before the committee as being subject to disclosure, unless stated otherwise by the Chair of the committee. The Chair shall determine whether specific matters should remain confidential until they are reported to the Trust board.
- 27.3. A director of the Trust or a member of a committee shall not disclose any matter reported to the Trust board, or otherwise dealt with by the committee if the Trust board resolves that it is confidential.
- 27.4. Regardless of this Standing Order 26, individual directors and officers of the Trust have a right and a duty to raise with the Trust any matter of concern they may have about health service issues concerned with the delivery of care or services.

28. *Election of Chair of Committee*

- 28.1. Each committee shall appoint a Chair; and may appoint a deputy Chair from its membership. The terms of reference of the committee shall describe any specific rules regarding who the Chair should be. Meetings of the committee will not be recognised as quorate, if the Chair, or deputy Chair, or other suitably qualified, nominated member of the committee is not present to undertake the role.
- 28.2. Each committee shall review the appointment of its Chair, as part of the annual review of the committee's role and effectiveness.

29. *Special Meetings of Committee*

- 29.1. The Chief Executive Officer shall require any committee to hold a special meeting, on the request of the Chair, or on the request, in writing of any two members of that committee.

Part IV – Custody of seal and sealing of documents

30. *Custody of Seal*

- 30.1. The common seal of the Trust shall be kept by the Chief Executive Officer, or Trust Company Secretary, in a secure place.

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31. *Sealing of Documents*

- 31.1. The Seal of the Trust shall only be attached to documents where the sealing has first been approved by the Trust board, or the Chair, or the Chief Executive Officer, or their designated acting replacement, in accordance with the Scheme of Delegated Authorities.
- 31.2. The seal shall be affixed in the presence of the signatories.
- 31.3. General guide:
- 31.3.1. all contracts for the purchase of land and/or building
 - 31.3.2. all contracts for capital works exceeding £250,000
 - 31.3.3. all lease agreements where the annual lease charge exceeds £250,000 per annum or the total payable under the lease is greater than £1million
 - 31.3.4. any contract or agreement with organisations other than the NHS or other government bodies including local authorities where the annual costs exceed or are expected to exceed £250,000.
- 31.4. Where use of the seal is authorised, it must be witnessed by either two Executive Directors, or one Executive Director and the Chief of Staff and Director of Corporate Governance.

32. *Register of Sealing*

- 32.1. An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose. The entry shall be signed by the persons who approved and authorised the sealing of the document; and who attested the seal.
- 32.2. An annual report of all sealing shall be made to the Trust board, or a committee delegated to oversee the register at periods of its discretion. The report shall contain details of the seal number, the description of the document and date of sealing.

Part V – Appointment of directors and officers of the Trust

33. *Canvassing of, and Recommendations by, Directors*

- 33.1. Canvassing of any director of the Trust or member of a committee of the Trust directly or indirectly for any appointment under the Trust, shall disqualify the candidate from such appointment. Where the Chair or any such director or committee member is so canvassed he shall notify the Chief Executive Officer in writing. The purpose of this Standing Order shall be included in any form of application or otherwise brought to the attention of candidates.
- 33.2. No director of the Trust shall solicit for any person any appointment under the Trust or recommend any person for such appointment; but this shall not preclude a director from sharing knowledge about the availability of potential candidates prior to the commencement of recruitment, nor from giving a written testimonial of a candidate's ability, experience or character for submission to the appropriate panel or committee of the Trust board.

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34. *Relatives of Directors or Officers of the Trust*

- 34.1. Candidates for any appointment under the Trust shall, when making application, disclose in writing to the Trust whether they are related to any director or senior officer of the Trust. Failure to disclose such a relationship is likely to disqualify a candidate and, if appointed, render him liable to instant dismissal.
- 34.2. Every director and senior officer of the Trust shall disclose to the Chief Executive Officer any relationship between himself and a candidate of whose candidature that director or senior officer is aware. It shall be the duty of the Chief Executive Officer to report to the committee with responsibility for oversight of remuneration and terms of service any such disclosure made.
- 34.3. Where the relationship to the director or senior officer of the Trust is disclosed, Standing Order 22 shall apply.
- 34.4. This Standing Order applies to circumstances where a candidate or candidate's partner or spouse is an immediate family relation or dependent of the director or senior officer of the Trust, or their partner or spouse.

Part VI – Tendering and Contracting Procedures

35. *General*

- 35.1. The Trust will adopt and maintain a procurement strategy.
- 35.2. Every contract made by or on behalf of the Trust shall comply with the procedures and requirements of:
 - 35.2.1. these Standing Orders
 - 35.2.2. the Trust's Standing Financial Instructions
 - 35.2.3. any direction by the Trust board.
- 35.3. Wherever possible and provided it protects the Trust's position adequately, contracts made will reflect the most up to date and relevant model Standard Conditions that are provided by the DHSC. These models may be amended to develop bespoke contracts.
- 35.4. The Public Procurement (amendment etc) (EU Exit) Regulations 2019, which broadly replicates the previous EU procurement rules, should be followed until the UK government implements new public procurement legislation. The rules set out detailed procedures for contracts where the value equals or exceeds specific thresholds. These thresholds are exclusive of VAT and relate to the full life of the contract.
- 35.5. The Chief Executive Officer shall be responsible for ensuring the best value for money can be demonstrated for all services provided under contract or in-house. The Trust board may also determine from time to time those in-house services should be market tested by competitive tendering.

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- 35.6. Contract procedures shall take account of the Trust's Policy Standards of Business Conduct and the necessity to avoid any possibility of collusion or allegations of collusion between contractors and suppliers; or between contractors and suppliers and staff of the Trust.
- 35.7. The application of the provisions of this part of the Standing Orders to contracts and purchases may be varied by resolution of the Trust board from time to time.

36. *Delegated Authority to Enter into Contracts*

- 36.1. The Trust board shall have power to accept tenders and to authorise the conclusion of contracts. It may delegate such authority subject to financial limits set in accordance with Standing Order 36.2 to:
- 36.1.1. a committee appointed under sections 24 and 25 of these Standing Orders
 - 36.1.2. the Chief Executive Officer
 - 36.1.3. to the Chief Executive Officer jointly with the Chair
 - 36.1.4. the directors or nominated officers.
- 36.2. The financial limits determining whether quotations (competitive or otherwise) or sealed bid tenders must be obtained shall be set in accordance with the procedure in the Standing Financial Instructions the current thresholds being set out in the Trust Scheme of Delegated Authorities.

37. *Competition in Purchasing or Disposals – Procedures*

- 37.1. The Trust board shall from time to time adopt procedures which shall be regarded as being incorporated into these Standing Orders and which shall take account of Standing Financial Instructions, the Trust's Procurement Policy and Rules and Regulations implementing UK regulations on Public Procurement and which shall deal with:
- 37.1.1. Tender process selection
 - 37.1.2. methods for inviting tenders
 - 37.1.3. the manner in which tenders are to be submitted
 - 37.1.4. the receipt and safe custody of tenders
 - 37.1.5. the opening of tenders
 - 37.1.6. evaluation
 - 37.1.7. re-tendering
 - 37.1.8. such other matters in connection with tendering as the Board considers appropriate

38. *Disposals of Land and Buildings*

- 38.1. Land and buildings that are owned by the Trust, or are otherwise recorded as being part of the estate of the Trust, shall be disposed of in accordance with the most recent rules and guidance issued by the DHSC. Disposal will require the approval of the Trust board.

Part VII – Miscellaneous

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39. Suspension of Standing Orders

- 39.1. Except where this would contravene any statutory provision or any direction made by the Secretary of State for Health, any one or more of the Standing Orders, except for Standing Order 40 which may not be suspended, may be suspended at any Trust board or committee meeting, provided that at least two-thirds of the members are present and the majority of those present vote in favour of suspension.
- 39.2. A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 39.3. A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the directors.
- 39.4. No formal business may be transacted while Standing Orders are suspended.
- 39.5. The Audit, Risk and Governance Committee shall review every decision to suspend Standing Orders.

40. Variation of Standing Orders

- 40.1. These Standing Orders shall be varied only if:
 - 40.1.1. A notice of motion under Standing Order 19 has been given **and**
 - 40.1.2. no fewer than half of the appointed Non-Executive Directors vote in favour of such variation **and**
 - 40.1.3. at least two-thirds of the Directors who are eligible to vote are present **and**
 - 40.1.4. the variation proposed does not contravene a statutory provision or direction made by the Secretary of State for Health.
- 40.2. Standing Order 40 (this Standing Order) may not be varied.
- 40.3. Any financial limits in these Standing Orders and the Schedule of Reserved and Delegated Powers of the Trust board and the Scheme of Delegated Financial Authorities may be varied by resolution of the Trust board at any time.
- 40.4. Where financial limits are varied the Chief Financial Officer will advise the Audit, Risk and Governance Committee, and internal and external audit.

41. Availability of Standing Orders

- 41.1. The Trust Company Secretary shall ensure that all Directors of the Trust are made aware of how to access a copy of the Standing Orders.
- 41.2. A copy of these Standing Orders will be held, with unrestricted access to all staff, on the Trust's intranet site.

42. Signature of Documents

- 42.1. Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall be signed by the Chief Executive Officer, or by any Executive Director of the Trust duly authorised for that purpose by the board in accordance with the Scheme of Delegated Authorities, unless any enactment otherwise requires or authorises differently.

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42.2. The Chief Executive Officer or nominated directors shall be authorised, by resolution of the board, to sign on behalf of the Trust any agreement or other document (not required to be executed as a deed) the subject matter of which has been approved by the board or committee or sub-committee to which the board has delegated appropriate authority.

42.3. In land transactions, the signing of certain supporting documents may be delegated to senior Officers, but this will not include the main or principal documents effective the transfer, or any document, which is required to be executed as a deed.

43. *Standing Financial Instructions*

43.1. Standing Financial Instructions adopted by the Trust shall have effect as if incorporated in these Standing Orders.

44. *Review of Standing Orders*

44.1. Standing Orders shall be reviewed annually by the Executive Management Board and two-yearly by the Audit, Risk and Governance Committee, on behalf of the Trust Board, or earlier, if developments within, or external to the Trust, indicate the need for a significant revision.

44.2. The Chief Executive Officer will review any change before a recommendation is made to the Trust board for adoption.