

## STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

### 1. *INTERPRETATION*

- 1.1 Save as otherwise permitted by law, at any meeting the Chair shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive, the Secretary, or the Director of Finance as appropriate).
- 1.2 Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in these Standing Orders shall bear the same meaning as in the Constitution.

### 2 *THE BOARD OF DIRECTORS*

- 2.1 All business shall be conducted in the name of the Trust.
- 2.2 The Trust has the functions conferred on it by the Regulatory Framework.
- 2.3 All funds received in the Trust shall be in the name of the Trust as corporate trustee. In relation to funds held on trust, powers exercised by the Board of Directors as corporate trustee shall be exercised separately and distinctly from those powers exercised by the Trust.
- 2.4 Directors acting on behalf of the Trust as a corporate trustee are acting as quasi-trustees. Accountability for charitable funds held on trust is to the Charity Commission. Accountability for non-charitable funds held on trust is to NHS England.
- 2.5 The Board of Directors has resolved that certain powers and decisions may only be exercised or made by the Board of Directors in formal session. Those powers and decisions are set out in the "Scheme of Delegation", which has effect as if incorporated into these Standing Orders Powers which the Board of Directors has delegated to Officers are also contained in the Scheme of Delegation.
- 2.6 Appointment and Powers of Vice-Chair and Senior Independent Director
- 2.7 **Vice Chair** - The Council of Governors may appoint one of the Non-Executive Directors to be Vice-Chair, for such period, not exceeding the remainder of their term as a Director, as they may specify on appointing them. -
- 2.8 Any Non-Executive Director so appointed may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair. The Council of Governors may thereupon appoint another Non-Executive Director as Vice-Chair in accordance with the provisions of [SO 3.4].
- 2.9 Where the Chair of the Trust has died or has ceased to hold office, or where he has been unable to perform their duties as Chair owing to illness or any other cause, the Vice-Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be; and references to the Chair in these Standing Orders shall, so long as there is no Chair able to perform their duties, be taken to include references to the Vice-Chair.
- 2.10 **Role of Directors** – The Board of Directors will function as a corporate decision-making body, Executive Directors and Non-Executive Directors will be full and equal

members. Their role as members of the Board of Directors will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

- 2.11 **Appointment and Powers of Senior Independent Director** - Subject to SO 2.14 below, the Chair (in consultation with the Non-Executive Directors and the Council of Governors) may appoint a Non- Executive Director, to be the Senior Independent Director, for such period, not exceeding the remainder of their term as a Director, as they may specify on appointing them. The Senior Independent Director shall perform the role set out in the Trust's "Senior Independent Director Job Description", as amended from time to time by resolution of the Board of Directors.
- 2.12 Any Director so appointed may at any time resign from the office of Senior Independent Director by giving notice in writing to the Chair. The Chair (in consultation with the Non-Executive Directors and the Council of Governors) may thereupon appoint another Non-Executive as Senior Independent Director in accordance with the provisions of Standing Order 3.9.
- 2.13 The posts and duties of the Vice-Chair and Senior Independent Director will not be combined.– This decision may be reviewed at any time by the Board of Directors, in consultation with the Council of Governors.
- 2.14 The role of the Senior Independent Director will include acting as a conduit for concerns to be raised by Governors if the usual mechanisms of contact and discussion have been exhausted and, subject to the agreement of the Council of Governors, making arrangements for the annual evaluation of the performance of the Chair. The process to achieve this evaluation and its outcome will be agreed with and reported to the Council of Governors.
- 2.15 **Joint Executive Directors** - Where more than one person is appointed jointly to an Executive Director post those persons shall count for the purpose of these Standing Orders as one person:-
- 2.15.1 Either one or both of those persons may attend or take part in meetings of the Board of Directors;
  - 2.15.2 If both are present at a meeting of the Board of Director they should cast one vote if they agree; and
  - 2.15.3 in the case of disagreements no vote should be cast;
  - 2.15.4 the presence of either or both of those persons should count as the presence of one person for the purposes of a quorum.
- 2.16 **Role of the Directors**
- 2.16.1 The Board of Directors will function as a corporate decision-making body, Executive and Non -Executive Directors will be full and equal members. Their role as members of the Board of Directors will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.
  - 2.16.2 **Chief Executive** - The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. The Chief Executive is the Accounting Officer for the Trust and shall be responsible for ensuring the discharge of obligations under Financial Directions and in line with the

requirements of the Accounting Officer Memorandum for Trust Chief Executives.

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

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

## 2.17 Schedule of Matters Reserved to the Board and Scheme of Delegation

2.17.1 The Board of Directors may resolve that certain powers and decisions be exercised only by the Board of Directors. These powers and decisions are set out in the Schedule of Matters Reserved to the Board and shall have effect as if incorporated into the Standing Orders. Those powers which it has delegated to Officers and other bodies are contained in the Scheme of Delegation.

## 3 MEETINGS OF THE BOARD OF DIRECTORS

### 3.1 Admission of the public and the press

3.1.1 Ordinary meetings of the Board of Directors shall be held in public at such times and places as the Board of Directors may determine unless the Board of Directors decides otherwise in relation to all or part of a meeting for reasons of commercial confidentiality or on other-grounds. The Chair (or other person presiding the meeting of the Board of Directors) shall give such directions as he thinks fit in regard to the arrangement for the accommodation of the public and representatives of the press such as to ensure that the Board of Directors' business shall be conducted without interruption and disruption. The Chair (or other person presiding the meeting of the Board of Directors) may exclude any member of the public from a meeting of the Board of Directors if they are interfering with or preventing the proper conduct of the meeting. The public and representatives of the press will be required to withdraw any meeting of the Board of Directors 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 or any other reason specified by the Board of Directors”*

Or:

*“That in the interests of public order the meeting adjourned for (the period to be specified) to enable the Board of Directors to complete business without the presence of the public”*

### 3.2 Observers at meetings of the Board of Directors

- 3.2.1 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.
- 3.2.2 Nothing in these SOs shall require the Board of Directors to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place without the prior agreement of the Board of Directors.
- 3.2.3 Directors and Officers 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 Board of Directors meeting, without the express permission of the Board of Directors. This prohibition shall apply equally to the content of any discussion during meetings of the Board of Directors which may take place on such reports or papers.

### 3.3 Calling meetings

- 3.3.1 Ordinary meetings of the Board of Directors shall be held at such times and places as the Board of Directors may determine.
- 3.3.2 The Chair may call a meeting of the Board of Directors at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third or more of the whole number of the Board of Directors has been presented to them, or if, without so refusing, the Chair does not call a meeting within seven (7) days after such a requisition has been presented to them, at the Trust Headquarters, such one third or more of the whole number of the Board of Directors may forthwith call a meeting for the purpose of conducting that business.

### 3.4 Notice of Meetings

- 3.4.1 Save in an emergency, before each meeting of the Board of Directors, a written notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair or by an Officer authorised by the Chair to sign on their behalf shall be delivered to every Director, or sent by post to the usual place of residence of such Director, so as to be available to them at least six (6) Clear Days before the meeting. Supporting papers, whenever possible, shall accompany the agenda, but will certainly be dispatched no later than three (3) Clear Days before the meeting, save in emergency.
- 3.4.2 Lack of service of the notice on any one (1) Director shall not affect the validity of a meeting.
- 3.4.3 In the case of a meeting called by directors in default of the Chair, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice or emergency motions allowed under these SOs. [Failure to serve such a notice on more than three (3) Directors will invalidate the meeting.

- 3.4.4 A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post or otherwise the day following electronic transmission.
- 3.4.5 In the event of an emergency giving rise to the need for an immediate meeting of the Board of Directors, failure to comply with the notice periods referred to in this SO shall not prevent the calling of such meeting without the requisite notice provided that event effort is made to make personal contact with every Director who is not absent from the United Kingdom and the agenda for the meeting is restricted to matters arising in that emergency.
- 3.4.6 Save in an emergency, before each meeting of the Board of Directors a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's office at least three (3) Clear Days before the meeting.

### **3.5 Setting the Agenda**

- 3.5.1 The Board of Directors may determine that certain matters shall appear on every agenda for a meeting of the Board of Directors.
- 3.5.2 A Director desiring a matter to be included on an agenda shall make their request in writing to the Chair at least fifteen (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 fifteen (15) Clear Days before a meeting may be included on the agenda at the discretion of the Chair.
- 3.5.3 Petitions – where a petition has been received by the Trust, the Chair shall include the petition as an item for the agenda of the next Board of Directors meetings subject to the powers granted to the Chair by these Standing Orders to regulate arrangements for meetings of the Board of Directors.

### **3.6 Chair of Meeting**

- 3.6.1 At any meeting of the Board of Directors, the Chair, if present, shall preside. If the Chair is absent from the meeting the Vice-Chair, if there is one and they are present, shall preside. If the Chair and Vice-Chair are absent such Non-Executive Director as the members of the Board of Directors present shall choose shall preside.
- 3.6.2 If the Chair is absent from a meeting temporarily on the grounds of a declared-interest the Vice Chair, if present, shall preside. If the Chair and Vice-Chair are absent, or are disqualified from participating, such Non-Executive Director as the members of the Board of Directors present shall choose shall preside.

### **3.7 Notices of Motion**

- 3.7.1 A member of the Board of Directors desiring to move or amend a motion shall send a written notice thereof at least fifteen (15) Clear Days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations.

3.7.2 Emergency Motions – Subject to the agreement of the Chair, a member of the Board of Directors may, give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one (1) hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Board of Directors at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include or exclude the item shall be final.

### 3.8 Motions: Procedure at and during a meeting

#### 3.8.1 Who may propose

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

#### 3.8.2 Contents of motions

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

- (a) the reception of a report;
- (b) consideration of any item of business before the Board of Directors;
- (c) the accuracy of minutes;
- (d) that the Board of Directors proceed to next business;
- (e) that the Board of Directors adjourn;
- (f) that the question be now put.

#### 3.8.3 Motion once under debate

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

- an amendment to the motion;
- the adjournment of the discussion or the meeting;
- that the meeting proceed to the next business. (\*)
- the appointment of an ad hoc committee to deal with a specific item of business;
- A motion resolving to exclude the public, including press

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

### 3.9 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. The Chair's decision on this will be final.

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.

### 3.10 Rights of reply to motions

#### 3.10.1 Amendments

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.

#### 3.10.2 Substantive/original motion

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

**3.11 Withdrawal of Motion or Amendments** – A motion or amendment once moved and seconded may be withdrawn by the proposer.

**3.12 Motion to Rescind a Resolution** – Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the director(s) who gives it and also the signature of three other directors. 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. When any such motion has been disposed of by the Board of Directors, it shall not be competent for any director other than the Chair to propose a motion to the same effect within six (6) months; however, the Chair may do so if he considers it appropriate. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

**3.13 Chair's Ruling** – Statements of Directors made at meetings of the Board of Directors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevance, regularity, and any other matters shall be observed at the meeting.

**3.14 Voting** – It is not a requirement for decisions to be subject to a vote. The necessity of 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.

**3.15** 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 vote is equal the Chair of the meeting of the Board of Directors shall have a second and casting vote.

- 3.16 If a Director so requests, their vote shall be recorded by name upon any vote (other than by secret paper ballot).
- 3.17 In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.
- 3.18 A manager who has been formally appointed to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Executive Director.
- 3.19 A manager attending the meeting of the Board of Directors to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.
- 3.20 For voting rules relating to joint Executive Directors see Standing Order.3.13.
- 3.21 **Minutes** – The Minutes of the proceedings of a meeting of the Board of Directors shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.
- 3.22 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. An amendment to the minutes shall be agreed and recorded at the next meeting.
- 3.23 Where a meeting has been recorded for the purpose of the minutes, the recording shall be deleted once the Chair of the meeting has reviewed the draft minutes.
- 3.24 **Suspension of Standing Orders**
- 3.24.1 Except where this would contravene any provision of the Constitution or statutory provision or guidance issued by NHS England of rules relating to the 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, including one (1) Executive Director and two (2) Non-Executive Directors, and that a majority of those present vote in favour of suspension.
- 3.24.2 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 3.24.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the members of the Board of Directors.
- 3.29 No formal business may be transacted while Standing Orders are suspended.
- 3.30 The Audit Committee shall review every decision to suspend Standing Orders.
- 3.25 **Variation and Amendment of Standing Orders** – These Standing Orders may only be amended in accordance the Constitution.
- 3.26 **Record of Attendance** – The names and titles of the members of the Board of Directors present at the meeting shall be recorded in the minutes.
- 3.27 **Quorum** – No business shall be transacted at a meeting of the Board of Directors





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unless at least one third of the whole numbers of the Directors are present including at least one (1) Executive Director and two (2) Non-Executive Directors.

- 3.28 If a Director has been disqualified from participating in the discussion on any matter and / or from voting on any resolution by reason of the declaration of a conflict of interest, they 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 the meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business. The above requirement for at least one (1) Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting of the Board of Directors (for example, when the Board of Directors considers the recommendations of the Remuneration Committee).
- 3.29 An officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.

#### 4 ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

- 4.1 Subject to the Regulatory Framework and such directions as may be given by NHS England, the Board of Directors may make arrangements for the exercise, on behalf of the Board of Directors, of any of its functions subject to contractual arrangements and such restrictions and conditions as the Board of Directors thinks fit- to ensure appropriate oversight by:
- 4.1.1 by a Committee of Sub-Committee appointed by virtue of SO6; or
- 4.1.2 by an Executive Director of the Trust.
- 4.2 **Emergency Powers and urgent decisions** – The powers which the Board of Directors has retained for itself within these Standing Orders may in an emergency or for an urgent decision be exercised by the Chief Executive and the Chair, after having consulted two (2) Non-Executive Directors where possible. The exercise of such powers by the Chief Executive and the Chair shall be reported to the next formal meeting of the Board of Directors for notification purpose only.
- 4.3 E-Governance
- 4.3.1 Where agreed by any of the officers, decisions may also be made by way of e-governance.
- 4.3.2 In such cases the document or issue in need of review should be sent via email and the Board of Directors should have a specified number of days to register their approval via email to the Secretary. The document should not require extensive discussion, although the Board of Directors may choose to ask specific questions to the document author. The email will need to clearly specify the approval that is sought.
- 4.3.3 A document of issue will be considered approved when the majority of the Board of Directors have approved it. As in a meeting of the Board of directors, the Chair shall have the casting vote in the event of an evenly split vote. Notice of all decisions taken by e-governance will be reported to the following formal meeting of the Board of Directors or Committee meeting.
- 4.4 **Delegation to Committees** – The Board of Directors shall agree from time to time to the delegation of executive powers to be exercised by Committees or Sub-Committees, which it has formally constituted. The constitution and terms of reference of these Committees, or Sub-Committees, and their specific executive powers shall be approved by the Board of Directors.

- 4.5 **Delegation to officers** – Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to other Committees or Sub-Committees shall be exercised on behalf of the Board of Directors by the Chief Executive. The Chief Executive shall determine which functions they will perform personally and shall nominate officers to undertake the remaining functions for which they will retain accountability to the Board of Directors.
- 4.6 The Chief Executive shall prepare a Schedule of Matters reserved to the Board of Directors and a Scheme of Delegation identifying their proposals which shall be considered and approved by the Board of Directors, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Schedule of Matters reserved to the Board and the Scheme of Delegation which shall be considered and approved by the Board of Directors as indicated above.
- 4.7 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of Directors or the Finance Director or other Executive Director to provide information and advise the Board of Directors in accordance with any statutory requirements or guidance issued by NHS England. Outside these statutory requirements the roles shall be accountable to the Chief Executive for operational matters.
- 4.8 The arrangements made by the Board of Directors as set out in the Schedule of Matters reserved to the Board and Scheme of Delegation shall have effect as if incorporated in these Standing Orders.
- 4.9 **Duty to report non-compliance with the Standing Orders** – 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 ratification. 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 or Chair of the Audit Committee as soon as possible.

## 5 COMMITTEES

- 5.1 **Appointment of Committees-** Subject to the Regulatory Framework and any guidance as may be issued by NHS England, the Board of Directors may and, if so required by NHS England, shall appoint Committees of the Board of Directors. The Board of Directors shall determine the membership and terms of reference of these Committees and shall if it requires to, receive and consider reports from them. There is no requirement to hold meetings of Committees established by the Board of Directors in public.
- 5.2 A Committee appointed under SO 6.1 may, subject to any guidance issued by NHS England and to any restriction imposed by the Board of Directors, appoint Sub- Committees consisting wholly of one or more members of the Committee.
- 5.3 The Standing Orders of the Board of Directors, as far as they are applicable, shall apply with appropriate alteration to meetings of any Committees or Sub-Committees established by the Board- of Directors. In which case the term “Chair” is to be read as a reference to the chair of the Committee as the context permits, and the term “member of the Board of Director” is to be read as a reference to a member of the Committee or Sub-Committee also as the context permits

- 5.4 Each such Committee or Sub-Committee shall have such terms of reference and powers, reviewed annually, and be subject to such conditions (as to reporting back to the Board of Directors), as the Board of Directors shall decide. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 5.5 Committees may not delegate their executive powers to a Sub-Committee unless expressly authorised by the Board of Directors.
- 5.6 The Board of Directors may elect to change the Committee and Sub-Committees of the Board of Directors, as necessary, without requirement to amend these Standing Orders.
- 5.7 The Board of Directors shall approve the appointments to each of the Committees which it has formally constituted.
- 5.8 A member of a Committee shall not disclose a matter dealt with by, or brought before, the Committee without its permission until the Committee shall have reported to the Board of Directors or shall otherwise have concluded on that matter.
- 5.9 A Director shall not disclose any matter reported to the Board of Directors or otherwise dealt with by the Committee, notwithstanding that the matter has been reported or action has been concluded, if the Board of Directors shall resolve that it is confidential.
- 5.10 **Committees established by the Board of Directors** - The Committees established by the Board of Directors are set out below. The Board of Directors may also establish and dissolve such other Committees and Sub-Committees as required to discharge the responsibilities of the Board of Directors, i.e. Finance Committee.

5.10.1 Audit Committee

In line with Regulatory Framework, the Board of Directors will establish and constitute an Audit Committee to provide the Board of Directors with an independent and objective review of its financial and internal control systems, financial information and compliance with laws, guidance, and regulations governing the NHS. The terms of reference will be approved by the Board of Directors and reviewed on an annual basis.

The Audit Committee will be composed of a minimum of three (3) independent non-executive directors, of which one must have significant, recent and relevant financial experience.

5.10.2 Nomination and Remuneration Committee

Nomination and Remuneration Committee will be established and constituted by the Board of Directors, comprised of a minimum of three (3) independent non-executive directors. The terms of reference of the Nomination and Remuneration Committee will be approved by the Board of Directors and reviewed on an annual basis.

The purpose of the Nomination and Remuneration Committee will be to decide on the appropriate remuneration, allowances, and terms of and conditions of service for the Chief Executive and other Executive Directors including:

- (a) All aspects of salary (including any performance-related elements/bonuses);

- (b) provisions for other benefits, including pensions and cars;
- (c) arrangements for termination of employment and other contractual terms.
- (d) to appoint the Executive Directors other than the Chief Executive.

The Remuneration Committee may also recommend and Monitor the level and structure of remuneration for senior management.

## 6 *DECLARATIONS OF INTEREST AND REGISTER OF INTEREST*

6.1 **Declarations of Interests** – the Constitution requires all members of the Board of Directors to declare to the Board of Directors all direct and indirect interests in a proposed transaction or arrangement with the Trust. Each Director shall upon being appointed declare to the Board of Directors via the Secretary any pecuniary (which includes monetary), personal or family interests that are relevant to the Trust. All existing Directors should declare such interests.

6.2 Interests which should be declared pursuant to paragraph 6.1 above include:

- 6.2.1 directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies);
- 6.2.2 majority or controlling holdings in organisations, or ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the Trust or the NHS;
- 6.2.3 a position of authority in a charity or Voluntary Organisation in the field of health and social care;
- 6.2.4 any connection with a Voluntary Organisation or other organisation that is seeking to contract or has contracted for NHS services or for the provision of the Trust's mandatory or authorised services; research funding/grants that may be received by an individual or their department;
- 6.2.5 pecuniary interest, direct or indirect, in a contract which the Trust has entered into or proposed to enter into;
- 6.2.6 any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust including but not limited to lenders or banks-;
- 6.2.7 any other commercial interest in the decision before the meeting.

6.3 No Director shall be treated as having an interest in any contract, proposed contract or other matter by reason only:

- 6.3.1 of their membership of a company or other body if they have no beneficial interest in any securities or that company or other body; or
- 6.3.2 of an interest in any company, body or person with which they are connected which is so remote or insignificant that it cannot reasonably be regarded as

likely to influence them in the consideration or discussion or, or in voting on, any question with respect to that contract, proposed contract or other matter.

- 6.4 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. If Directors have any doubt about the relevance of an interest, this should be discussed with the Chair, or the Secretary.
- 6.5 At the time Directors' interests are declared, they should be recorded in the minutes of the meeting of the Board of Directors. Any changes in interests should be declared at the next-meeting of the Board of Directors following the change occurring. It is the obligation of the Director to inform the Secretary in writing within seven (7) days of becoming aware of the existence of an interest. The Secretary shall amend the register of interest of Directors upon receipt within three (3) Clear Days.
- 6.6 This Standing Order applies to Committees and Sub-Committees of the Board of Directors as it applies to the Board of Directors and also applies to members of any such Committee or Sub-Committee (whether or not they are also a Director) as it applies to a Director.
- 6.7 Directors' directorships of companies likely or possibly seeking to do business with the Trust or NHS should be published in the Trust's Annual Report. The information should be kept up to date for inclusion in succeeding Annual Reports.
- 6.8 During the course of a meeting of the Board of Directors, if a conflict of interest is established, the Director concerned should withdraw from the meeting of the Board of Directors and play no part in the relevant discussion or decision.
- 6.9 **Register of Interests** - The Secretary will ensure that a register of interests (the "Register") is established to record formally declarations of interests of Directors. In particular the Register will include details of all directorships and interests which have been declared by both Executive Directors and Non-Executive Directors. Attendees of Committees of the Board of Directors who are not members of the Board of Directors will also be required to declare any such interests.
- 6.10 The details in the Register shall be reviewed and kept up to date on a regular basis, and the Register will be formally reviewed once a year.
- 6.11 The Register will be available to the public and the Secretary will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.
- 6.12 In establishing, maintaining, updating and publicising the Register, the Trust shall comply at all times with the Regulatory Framework and any guidance issued by NHS England. In the event of conflict between these Standing Orders and the Regulatory Framework, the latter shall prevail
- 6.13 For the avoidance of doubt, this Standing Order (Declaration of Interest and Register of Interest) applies to a Committee or Sub-Committee of the Board of Directors as it applies to the Board of Directors and it applies to all members of any such Committee or Sub-Committee whether or not they are also a Director.

## 7 CONFLICTS OF INTEREST AND PECUNIARY INTERESTS

- 7.1 During the course of a meeting of the Board of Directors if a conflict of interest is disclosed, the Director concerned shall withdraw from the meeting and take no further part in the matter under discussion.
- 7.2 Any remuneration, compensation or allowances payable to the Chair or a Director by virtue of the 2006 Act shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- 7.3 The Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
- 7.3.1 of a beneficial interest in securities of a company or other body; and
  - 7.3.2 the total nominal value of those securities does not exceed £5000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less; and
  - 7.3.3 if the share capital is of more than one class, the total nominal value of shares of any one class in which they have a beneficial interest does not exceed one-hundredth of the total issued share capital of that class;
- 7.4 This Standing Order shall not prohibit the Director from taking part in the consideration of discussion of the contract or other matter or from voting on any question with respect to it without prejudice however to their duty to disclose their interest.
- 7.5 This Standing Order applies to a Committee or Sub-Committee of the Board of Directors as it applies to the Board of Directors and applies to any member of any such Committee of Sub-Committee as it applies to a Director.

## 8 STANDARDS OF BUSINESS CONDUCT

- 8.1 **Policy** Directors and officers must comply with the national guidance contained in HSG(93)5 'Standards of Business Conduct for NHS staff', the Trust's Standards for Business Conduct, and any guidance issued by NHS England. In addition, they must adhere to the Trust's Counter Fraud Policy and Procedure for Staff, and any other guidance produced by the Trust.
- 8.2 **Interest of Officers in Contracts** - If it comes to the knowledge of a Director or an officer of the Trust that a contract in which they have any pecuniary interest not being a contract to which they are themselves a party, has been, or is proposed to be, entered into by the Trust they shall, at once, give notice in writing to the Chief Executive of the fact that they are interested therein. In the case of married persons or persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.
- 8.3 An officer must also declare to the Chief Executive any other employment or business or other relationship of them, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust. The Chief Executive will ensure that such declarations are formally recorded.
- 8.4 **Canvassing of, and Recommendations by, Directors in Relation to Appointments** –Canvassing of Directors or of any committee of the Board of

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

- 8.5 A Director of the Trust shall not solicit for any person any appointment under the Trust or recommend any person for such appointment: but this paragraph of this Standing Order shall not preclude a Director from giving written testimonial of a candidate's ability, experience, or character for submission to the Trust.
- 8.6 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.
- 8.7 **Relatives of Directors or Officers** - Candidates for any staff appointment shall when making application disclose in writing whether they are related to any director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them liable to instant dismissal.
- 8.8 Every Directors and officer of the Trust shall disclose to the Chief Executive any relationship between themselves and a candidate of whose candidature that Director or officer is aware. It shall be the duty of the Chief Executive to report to the Board of Directors any such disclosure made.
- 8.9 On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Board of Directors whether they are related to any other Director or holder of any office within the Trust.
- 8.10 Where the relationship of an officer or another Director is disclosed, Standing Order [6] (Pecuniary Interest) shall apply.
- 8.11 No formal definition of relationship is made. In considering whether a disclosure is required the influence rather than immediacy of the relationship is more important. In case of doubt disclosure should be made.

## **9** *DIRECTORS ACTING AS TRUSTEE*

- 9.1 All funds received in trust shall be in the name of the Trust as corporate trustee. In relation to funds held on trust, powers exercised by the Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised as a Trust. Directors acting on behalf of the Trust as corporate trustee are acting as a quasi-trustee. Accountability for charitable funds held on trust is to the Charity Commission and to NHS England. Accountability for non-charitable funds held on trust is only to NHS England.

## **10** *TENDERING AND CONTRACT PROCEDURE*

- 10.1 The procedure for making all contracts by or on behalf of the Trust shall comply with the Regulatory Framework and such directions as may be given by NHS England, these SOs and the Trust's Standing Financial Instructions.
- 10.2 Such contracts involving charitable funds shall comply with the requirements of the Charities Act- 2011.

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



- 11.1 **Custody of Seal** - The common seal of the Trust shall be kept by the Secretary in a secure place.
- 11.2 **Sealing of Documents** - Attestation by any two voting Directors shall be deemed to constitute affixing the seal under the authority of the Board of Directors. A report of all sealings shall be made to the Board of Directors at least quarterly.
- 11.3 **Register of Sealing** – The Secretary shall keep a register in which they, or another manager of the Trust authorised by them, shall enter a record of the sealing of every document.
- 11.4 The seal should be used whenever required by law, or on the advice of the Trust's solicitor.

## 12 SIGNATURE OF DOCUMENTS

- 12.1 Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive or their nominated deputy, unless any enactment otherwise requires or authorises, or the Board of Directors shall have given the necessary authority to some other person for the purpose of such proceedings.
- 12.2 The Chief Executive or nominated deputy shall be authorised, by resolution of the Board of Directors, to sign on behalf of the Trust any agreement or other document, not required to be executed as a deed, the subject matter of which has been approved by the Board of Directors or any committee, sub-committee or standing committee with delegated authority.
- 12.3 In land transactions, the signing of certain supporting documents will be delegated to officers and set out clearly in the Scheme of Delegation but will not include the main or principal documents effecting the transfer (e.g. sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed), which may only be signed by the Chief Executive or their nominated deputy with a second Director as set out in paragraph 12.2 of these Standing Orders.

## 13 MISCELLANEOUS

- 13.1 **Standing Orders to be given to Directors and Officers** - It is the duty of the Chief Executive to ensure that existing members of the Board of Directors and officers and all new appointees are notified of and put into a position to understand their responsibilities within Standing Orders and SFIs. Updated copies shall be issued to staff designated by the Chief Executive. New designated officers shall be informed in writing and shall receive copies where appropriate of SOs.
- 13.2 **Documents having the standing of Standing Orders** - Standing Financial Instructions, the Schedule of Matters reserved for the Board, and Scheme of Delegation shall have the effect as if incorporated into Standing Orders.
- 13.3 **Review of Standing Orders** - these Standing Orders including all documents having effect as if incorporated in them shall be reviewed as necessary by the Board of Directors.

- 13.4 **Dispute Resolution** – where a dispute arises out of or in connection with the Constitution, including the interpretation of these Standing Orders and the procedure to be followed at meetings of the Board of Directors, the members of the Board of Directors (and any other party to the dispute) shall use all reasonable endeavours to resolve the dispute as quickly as possible.
- 13.5 Where a dispute arises which involves the Chair, the dispute shall be referred to the Senior Independent Director who will use all reasonable efforts to mediate a settlement to the dispute.
- 13.6 For the avoidance of doubt, the Secretary shall deal with any membership queries and other similar questions in the first place including any voting or legislation issues and shall otherwise follow a process for resolving such matters with any procedures agreed by the Board of Directors.