

STANDING ORDERS FOR THE BOARD OF DIRECTORS

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i. INTRODUCTION

1. The Trust's Standing Orders have been compiled in accordance with the requirements and provisions of the NHS and Community Care Act 1990, Health and Social Care (Community Health and Standard) Act 2003, the National Health Service Act 2006 (the 2006 Act), the Health and Social Care Act 2008 (the 2008 Act), the Health Act 2009 (the 2009 Act), and the Health and Social Care Act 2012 (the 2012 Act).
2. Failure to comply with Standing Orders and Standing Financial Instructions is a disciplinary matter which could result in dismissal.

ii. STANDING ORDERS

1. Standing Orders set out the composition and responsibilities of the Board of Directors and the code of conduct to which its members must comply. They also set out how Board business should be conducted.
2. A number of decisions in relation to the operation and management of the Trust are reserved for the Board of Directors (the Board), and the Scheme of Delegation (as referred to in Standing Orders) sets out what these are. It is important that all staff are aware of and comply with Standing Orders, Standing Financial Instructions and the Scheme of Delegation at all times.
3. The Trust shall deal with its regulator, NHS England (NHSE), in an open and co-operative manner and shall promptly notify NHSE of anything relating to the Trust of which NHSE would reasonably expect prompt notice, including, without prejudice to the foregoing generality, any anticipated failure or anticipated prospect of failure on the part of the Trust to meet its obligations under its Licence, or any financial, performance, governance and/or quality thresholds which NHSE may specify from time to time.
4. The Chair, Chief Executive, or any other authorised person giving information to the public on behalf of the Trust, shall ensure that they follow the principles set out by the Committee on Standards in Public Life and that they adhere to the principles set out within the Independent Commission's Good Governance Standard for Public Service. They must also ensure that they adhere to the current version of the NHS Foundation Trust Code of Governance as revised and issued by NHSE from time to time.

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SECTION A – INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS AND STANDING FINANCIAL INSTRUCTIONS

- 1.1 Save as otherwise permitted by law, at any meeting, the Chair of the NHS Foundation Trust (NHSFT) shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive and/or Trust Secretary).
- 1.2 Any expression to which a meaning is given in the National Health Service Act 2006 shall have the same meaning in these Standing Orders and Standing Financial Instructions and in addition:
- a. **"Accounting Officer"** means the NHS Officer responsible and accountable for funds entrusted to the Trust. The officer shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust the Accounting Officer shall be the Chief Executive.
 - b. **"Trust"** means Sussex Community NHS Foundation Trust.
 - c. **"Board of Directors" or "Board"** means the Chair, Executive and Non-Executive Directors of the Trust collectively as a body.
 - d. **"Budget"** means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.
 - e. **"Budget holder"** means the director or employee with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation.
 - f. **"Chair of the Board", "Chair of the Council" or "Chair of the Trust"** is the person appointed by the Council of Governors to lead the Board of Directors and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression "the Chair of the Trust" shall be deemed to include the Deputy Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable.
 - g. **"Chief Executive"** means the chief officer and the accounting officer of the Trust.
 - h. **"Council of Governors"** means the Council of Governors of the Trust as described by the Trust's Constitution.
 - i. **"Commissioning"** means the process for determining the need for and for obtaining the supply of healthcare and related services by the Trust within available resources.

- j. **"Committee"** means a committee or sub-committee created and appointed by the Board of Directors or Council of Governors.
- k. **"Committee members"** means persons formally appointed by the Board or Council to sit on or to chair specific committees.
- l. **"Trust Secretary"** means a person who may be appointed to act independently of the Board to provide advice on corporate governance issues.
- m. **"Constitution"** means the Trust's Constitution as approved by the Board of Directors and Council of Governors.
- n. **"Contracting and procuring"** means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets.
- o. **"Deputy Chair"** means the non-officer member appointed by the Council of Governors to take on the Chair's duties if the Chair is absent for any reason.
- p. **"Chief Financial Officer"** means the Chief Financial Officer of the Trust.
- q. **"Executive Director"** means a Member of the Board of Directors who holds an executive office of the Trust.
- r. **"Funds held on trust"** shall mean those funds which the Trust holds on date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept under powers derived under S.90 of the NHS Act 1977, as amended. Such funds may or may not be charitable.
- s. **"NHS England (NHSE)"** means the body responsible for overseeing foundation trusts and NHS trusts, as well as independent providers that provide NHS-funded care in England, (and any successor body or bodies from time to time).
- t. **"Nominated officer"** means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.
- u. **"Non-Executive Director"** means a Member of the Board of Directors who does not hold an executive office of the Trust and is appointed by the Council of Governors.
- v. **"Officer"** means employee of the Trust or any other person holding a paid appointment or office with the Trust.
- w. **"SFIs"** means Standing Financial Instructions.

- x. "SOs" means Standing Orders for the Board of Directors.

Wherever possible, references to gender incorporate both male and female. Any references to one gender alone are made for ease of reference only and should be read to apply to either male or female persons.

SECTION B – STANDING ORDERS

1. INTRODUCTION

1.1 Statutory Framework

- a. Sussex Community NHS Foundation Trust (the Trust) is a statutory body which became a public benefit corporation on 1 April 2016 following its authorisation as a NHS Foundation Trust by NHS Improvement pursuant to the National Health Service Act 2006 (the 2006 Act).
- b. The principal place of business of the Trust is Brighton General Hospital, Elm Grove, Brighton BN2 3EW.
- c. The Trust is governed by the 2006 and 2012 Acts, its Constitution and its Licence. The Board of Directors is required to adopt Standing Orders for the regulation of its proceedings and business.
- d. As a body corporate, the Trust has specific powers to contract in its own name and to act as a corporate trustee. In the latter role, it is accountable to the Charity Commission for those funds deemed to be charitable. The Trust also has a common law duty as a bailee for patients' property held by the Trust on behalf of patients.
- e. These Standing Orders bring together all the relevant information for the Board of Directors included in the Constitution and supporting annexes and can be amended from time to time under Section 26 and Annex 7 Section 6 of the Constitution.
- f. The Trust will also be bound by such other statutes and legal provisions which govern the conduct of its affairs.

1.2 NHS Regulatory Framework

- a. In addition to the statutory requirements, NHSE, the Care Quality Commission and other healthcare regulatory bodies as may exist may issue further requirements to which the Trust must adhere.
- b. The Constitution provides for the Trust to draw up a Schedule of Decisions Reserved to the Board and a Scheme of Delegation to enable responsibility to be clearly delegated to Committees of the Board and individual Directors. The Constitution also provides for the establishment of an Audit Committee and Nominations and Remuneration Committee(s) and sets out arrangements for dealing with possible conflicts of interests of Board

Directors. The Codes of Conduct makes various requirements concerning possible conflicts of interest of Board members.

- c. The Code of Practice on Openness in the NHS sets out the requirements for public access to information on the NHS. This is also subject to the Freedom of Information Act 2000.

1.3 Delegation of Powers

The Board has powers to delegate and make arrangements for delegation. The Standing Orders set out the detail of these arrangements. Under the Standing Order relating to the Arrangements for the Exercise of Functions (SO 5) the Board is given powers to "make arrangements for the exercise, on behalf of the Board, of any of their functions by a committee, sub-committee or joint committee appointed by virtue of Standing Order 4, or by an officer of the Trust, in each case subject to such restrictions and conditions as the Board thinks fit or as the Secretary of State may direct". The Reservation and Delegation of Powers are included in Appendix 1 within this document.

2. THE BOARD OF DIRECTORS: COMPOSITION OF MEMBERSHIP, TENURE AND ROLE OF MEMBERS

All business shall be conducted in the name of the Trust. The business of the Trust is to be managed by the Board of Directors who, subject to the Constitution, shall exercise all the powers of the Trust. A third party dealing in good faith with the Trust shall not be affected by any defect in the process by which Directors are appointed or any vacancy on the Board of Directors.

All funds received in trust shall be held in the name of the Trust as corporate trustee.

The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in Standing Order 4.

The Trust will be subject to the general duty to consult and involve patients and the public, and to seek assurance that the appropriate consultation process has been adhered to in line with national guidance.

2.1 Composition of the Membership of the Board

The Board shall consist of Executive Directors, Non-Executive Directors and a Chair. The Chair and Non-Executive Directors of the Trust are appointed by the Council of Governors at a General Meeting. The Council of Governors is also required to give its approval to the Chair and Non-Executive's appointment of the Chief Executive.

- a. **The role of the Chair is to:-**

- Provide leadership to the Board and promote the highest standards of integrity, probity and corporate governance throughout the organisation and particularly at the level of the Board;
- Lead the Board in establishing effective decision-making processes and acting as the guardian of due process;
- Ensure that constructive relationships based on candour, trust and mutual respect exist between Executive and Non-Executive Directors, elected and appointed members of the Council of Governors and between the Board of Directors and Council of Governors;
- Provide general leadership of the Board of Directors and the Council of Governors, ensuring that the Board and Council work together effectively;
- Enable all Board members to make a full contribution to the Board's affairs and ensure that the Board acts collectively;
- Set a Board agenda that is focused on strategy and risk, performance, quality and accountability;
- Ensure the Board has adequate support and is provided efficiently with all the necessary data on which to base informed decisions;
- Lead Non-Executive Board members, through a formally constituted Nominations and Remuneration Committee, on the appointment, appraisal and remuneration of the Chief Executive and (with the latter) other Executive Board members;
- Appoint effective and suitable Non-Executive Board members to Committees of the Board; and,
- Advise the Governors on the performance of Non-Executive Board members.
- Conduct annual appraisals of the Non-Executive Directors.
- Ensure that the Council of Governors receives training and development to enable them to effectively carry out their role.
- Set an agenda for the Council of Governors that is focused on strategy, quality, Trust and Board performance, set out in such a way that it facilitates the Councils' contribution to strategy and to holding the Non-Executive Directors (including the Chair) to account for the performance of the Board.

b. The role of a Non-Executive is to:

- Support the Chair, Chief Executive and Executive Directors in promoting the Trust's values;
- Constructively challenge the proposed decisions of the Board and ensure that appropriate challenge is made in all circumstances;
- Contribute to the development of strategy;
- Support a positive culture throughout the Trust and adopt behaviours in the boardroom and elsewhere that exemplify the corporate culture;
- Scrutinise the performance of the Executive management in meeting agreed goals and objectives;
- Appoint and determine appropriate levels of remuneration for the Chief Executive (whose appointment is subject to the approval of the Council of Governors) and Executive Directors;
- Develop an ongoing dialogue with the Council of Governors on the progress made in delivering the Trust's strategic objectives, the high level financial and operational performance of the Trust.

- c. A **Chief Executive** (who is the accounting officer), who is appointed (and removed) by the Chair and Non-Executive Directors, and whose appointment is subject to the approval of a majority of the members of the Council of Governors present and voting at a meeting.
- d. **Executive Directors** who are appointed (and removed) by a Committee consisting of the Chief Executive, Chair, and the other Non-Executive Directors. The Trust's Executive Directors must include a Finance Director, a registered medical practitioner or registered dentist (within the meaning of the Dentists Act 1984) and a Registered Nurse or Midwife.
- e. **All Board members** shall subscribe to the Code of Conduct and Accountability for NHS Boards 2004.
- f. The Board of Directors shall elect one of the Non-Executive Directors to be **Deputy Chair** of the Board. If the Chair is unable to discharge his/her office as Chair of the Trust, the Deputy Chair of the Board shall be acting Chair of the Trust. The Board, in consultation with the Governors, may appoint one of the Non-Executive Directors to act as the **Senior Independent Director** (SID). The SID may be the same person as the Deputy Chair but need not be.
- g. The Trust shall have a **Trust Secretary** who may be an employee. The Secretary may not be a Council Member, or the Chief Executive, or the Chief Financial Officer. The Secretary shall be accountable to the Chief Executive and their functions shall be as listed in the Constitution.

2.2 Tenure of Office

- a. The tenure of office for Directors shall be:-
 - Chair** – as determined by the Council of Governors.
 - Non-Executive Directors** – as determined by the Council of Governors.
 - Chief Executive and Chief Financial Officer** – for the period of their employment in those posts.
 - Other Executive Directors** – for the period of their employment in those posts.
- b. Any re-appointment of a Non-Executive Director by the Council of Governors shall be subject to a satisfactory appraisal carried out in accordance with procedures approved by the Board.
- c. The Chair or a Non-Executive Director may resign his/her office at any time during the period for which they were appointed by giving notice in writing to the Council of Governors.
- d. Where a Non-Executive Director is appointed to be the Chair of the Trust,

his/her tenure of office as a Non-Executive Director shall terminate when his/her appointment as Chair takes effect and time served as a Non-Executive Director shall not count towards time served as Chair.

2.3 Disqualification as a Director

A person may not become or continue as a Director of the Trust if:-

- a. He/she is not deemed a “fit and proper person” in accordance with NHS Improvement’s provider licence and/or the requirements of the Care Quality Commission;
- b. He/she is a member of the Council of Governors;
- c. He/she has been adjudged bankrupt or his/her estate has been sequestrated and in either case he/she has not been discharged;
- d. He/she has made a composition or arrangement with, or granted a Trust deed for, his/her creditors and has not been discharged in respect of it;
- e. He/she has within the preceding five years been convicted in the British Isles of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed;
- f. He/she is the subject of a disqualification order made under the Company Directors Disqualification Act 1986;
- g. In the case of a Non-Executive Director, he/she is no longer a member of one of the public constituencies;
- h. He/she is a person whose tenure of office as a Chair or as a member or Director of a health service body has been terminated on the grounds that his/her appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- i. He/she has had his/her name removed, by a direction under section 46 of the 1977 Act, from any list prepared under Part II of that Act, and has not subsequently had his/her name included on such a list;
- j. He/she has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;
- k. In the case of a Non-Executive Director, he/she has refused to fulfil any training or appraisal requirement established by the Board; or
- l. He/she has failed to sign and deliver to the Trust Secretary a statement in the form required by the Board confirming acceptance of the Code of Conduct for NHS Managers.

2.4 Executive Directors

- a. Executive Directors are usually employees of the Trust. However a person holding a post in a university or a person seconded to work for the Trust may also be appointed as an Executive Director.
- b. Executive Directors, including the Chief Executive, may be removed from the Board in line with due process if, in the view of the appointing body, it is not in the interests of the Trust for them to continue as a Director. If any Executive Director is suspended from his/her post with the Trust he/she will also be suspended from being a Director for the period of his/her suspension.
- c. Two people who job-share may be appointed as Executive Directors of the Trust but shall count as one Director for the purpose of SO 1. Both may attend meetings of the Trust but they have one vote between them and count as one person for the purpose of a quorum, whether either or both attend. In the event of disagreement between the two Directors no vote may be cast.

2.5 Corporate Role of the Board and Responsibilities

- a. The Board is held accountable by NHSE on behalf of the Secretary of State for the following key functions:-
 - To formulate strategy;
 - To ensure accountability by holding the organisation to account for the delivery of the strategy and through seeking assurance that systems of control are robust and reliable;
 - Shaping a positive culture for the Board and the organisation;
 - To, individually and collectively, act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the corporation as a whole and for the public;
 - To maintain and improve quality of care;
 - To ensure compliance with all applicable laws, regulation and statutory guidance.
 - To work in partnership with patients, carers, local health organisations, local government authorities and others to provide safe, effective, accessible, and well-governed services for patients.
- b. All business shall be conducted in the name of the Trust.
- c. All funds received in trust shall be held in the name of the Trust as corporate trustee.
- d. The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in Standing Order No. 3.
- e. The Board shall define and regularly review the functions it exercises on

behalf of the Secretary of State.

2.6 Reservation and Delegation of Powers

The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in Appendix 1 as 'Reservation and Delegation of Powers' and shall have effect as if incorporated into the Standing Orders. Those powers which it has delegated to officers and other bodies are also contained within the 'Reservation and Delegation of Powers'.

2.7 Lead Roles for Board Members

The Chair will ensure that the designation of Lead Roles or appointments of Board members as required by the Department of Health and Social Care or as set out in any statutory or other guidance will be made in accordance with that guidance or statutory requirement (e.g. appointing a Lead Board Member with responsibilities for Infection Control, Medical Revalidation, Information Risk, the Caldicott Guardian function, etc.).

2.8 Senior Independent Director

The Senior Independent Director shall perform the role set out in "The NHS Foundation Trust Code of Governance" (2010, revised 2013, 2014) issued by NHS Improvement, superseded by the "Code of Governance for NHS Provider Trusts" (2022) to be issued by NHS England. The Senior Independent Director shall be available to members and Governors who have concerns that they do not feel they can raise with the Chair or any Executive Director of the Trust. Recourse to the Senior Independent Director shall not replace the right to instigate the dispute resolution procedure as set out in the Constitution.

3. MEETINGS OF THE BOARD OF DIRECTORS

3.1. Calling meetings

- a. Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Chair may determine.
- b. The Chair of the Trust may call a meeting of the Board at any time.
- c. One third or more members of the Board may requisition a meeting in writing. If the Chair refuses, or fails, to call a meeting within seven days of a requisition being presented, the members signing the requisition may forthwith call a meeting.

3.2. Notice of Meetings and the Business to be transacted

- a. Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be delivered to every member, or sent by post to the usual place of residence of each member, or sent by email, so as

to be available to members at least 3 clear days before the meeting. Want of service of such a notice on any member shall not affect the validity of a meeting.

- b. In the case of a meeting called by members in default of the Chair calling the meeting, the notice shall be signed by those members.
- c. No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under Standing Order 3.6.
- d. A member desiring a matter to be included on an agenda shall make his/her request to the Chair at least 15 clear days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 15 days before a meeting may be included on the agenda at the discretion of the Chair.
- e. Before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's principal offices and/or on the Trust's website at least 3 clear days before the meeting, (required by the Public Bodies (Admission to Meetings) Act 1960 Section 1 (4) (a)).

3.3. Agenda and Supporting Papers

The Agenda will be sent to members a minimum of 5 days (including Saturdays and Sundays) before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be dispatched (electronically or in hard copy) no later than 3 clear (working) days before the meeting, except in an emergency.

3.4. Admissibility of papers

Board papers must:-

- a. be written using the appropriate template and contain clear recommendations for consideration by the Board; and
- b. be submitted to the Trust Secretary (or his/her nominee) for dispatch a minimum of 5 clear days before the date of the Board meeting, to facilitate the timely distribution of papers.

The Trust Secretary has the delegated authority of the Board to remove an item from the agenda if it is not received in time or to a suitable standard or is not on the agenda for the meeting and does not have Chair's approval for late inclusion on the agenda (SO 3.2 c and d).

3.5. Petitions

For the purposes of these Standing Orders, a petition is defined as "a document embodying a formal written request for some form of action or the consideration of some matter by the Board". Where a petition has been received by the Trust the Chair shall include the petition as an item for the agenda of the next meeting.

3.6. Notice of Motion

- a. Subject to the provision of Standing Orders 3.8 'Motions: Procedure at and during a meeting' and 3.9 'Motions to rescind a resolution', a member of the Board wishing to move a motion shall send a written notice to the Chief Executive who will ensure that it is brought to the immediate attention of the Chair.
- b. The notice shall be delivered at least 15 clear days before the meeting. The Chief Executive shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

3.7. Emergency Motions

Subject to the agreement of the Chair, and subject also to the provision of Standing Order 3.8 'Motions: Procedure at and during a meeting', a member of the Board may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.

3.8. Motions: Procedure at and during a meeting

a. Who may propose?

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

b. Contents of motions

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

- the receipt of a report;
- consideration of any item of business before the Board;
- the accuracy of minutes;
- that the Board proceed to next business;
- that the Board adjourn;
- that the question be now put.

c. Amendments to motions

- i. A motion for amendment shall not be discussed unless it has been proposed and seconded.
- ii. Amendments to motions shall be moved relevant to the motion, and shall not have the effect of negating the motion before the Board.
- iii. 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.

d. Rights of reply to motions

i. 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.

ii. 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.

e. Withdrawing a motion

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

f. Motions once under debate

- i. When a motion is under debate, no motion may be moved other than:-
 - o an amendment to the motion;
 - o the adjournment of the discussion, or the meeting;
 - o that the meeting proceed to the next business;
 - o that the question should be now put;
 - o the appointment of an 'ad hoc' committee to deal with a specific item of business;
 - o that a member/director be not further heard;
 - o a motion under Section I (2) or Section I (8) of the Public Bodies (Admissions to Meetings) Act 1960 resolving to exclude the public, including the press (see Standing Order 3.20).
- ii. In those cases where the motion is either that the meeting proceeds to the 'next business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a member of the Board who has not taken part in the debate and who is eligible to vote.

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

3.9. Motion to Rescind a Resolution

- a. Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the member who gives it and also the signature of three other members, and before considering any such motion of which notice shall have been given, the Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.
- b. When any such motion has been dealt with by the Board it shall not be competent for any director/member other than the Chair to propose a motion to the same effect within six months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

3.10. Chair of meeting

- a. At any meeting of the Board the Chair, if present, shall preside. If the Chair is absent from the meeting, the Deputy Chair, if present, shall preside.
- b. If the Chair and Deputy Chair are absent, such member (who is not also an Officer Member of the Trust) as the members present shall choose shall preside.

3.11. Chair's ruling

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

3.12. Quorum

- a. No business shall be transacted at a meeting unless at least one-half of the whole number of the Chair and members (including at least one member who is also an Officer Member of the Trust and one member who is not) is present.
- b. An Officer in attendance for an Executive Director (Officer Member) but without formal acting up status may not count towards the quorum.
- c. If the Chair or member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest (see SO No.7) that person shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further

or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

3.13. Voting

- a. Save as provided in Standing Orders 3.14 – Suspension of Standing Orders and 3.15 – Variation and Amendment of Standing Orders, every question put to a vote at a meeting shall be determined by a majority of the votes of members present and voting on the question. In the case of an equal vote, the person presiding (i.e. the Chair of the meeting, shall have a second, and casting vote.
- b. At the discretion of the Chair, all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chair directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.
- c. If at least one third of the members present so request, the voting on any question may be recorded so as to show how each member present voted or did not vote (except when conducted by paper ballot).
- d. If a member so requests, their vote shall be recorded by name.
- e. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.
- f. A manager who has been formally appointed to act up for an Officer Member during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Officer Member.
- g. A manager attending the Board meeting to represent an Officer Member during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Officer Member. An Officer's status when attending a meeting shall be recorded in the minutes.
- h. For the voting rules relating to joint members see Standing Order 2.4.

3.14. Suspension of Standing Orders

- a. Except where this would contravene any statutory provision or any direction made by the Secretary of State or the rules relating to the Quorum (SO 3.12), 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 are present (including at least one member who is an Officer Member of the Trust and one member who is not) and that at least two-thirds of those members present signify their agreement to such suspension. The reason for the suspension shall be recorded in the Board's minutes.
- b. A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and members of the Board.

- c. No formal business may be transacted while Standing Orders are suspended.
- d. The Audit Committee shall review every decision to suspend Standing Orders.

3.15. Variation and amendment of Standing Orders

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

- upon a notice of motion under Standing Order 3.6;
- upon a recommendation of the Chair or Chief Executive included on the agenda for the meeting;
- that two thirds of the Board members are present at the meeting where the variation or amendment is being discussed, and that at least half of the Board's Non-Officer members vote in favour of the amendment;
- providing that any variation or amendment does not contravene a statutory provision or direction made by the Secretary of State.

3.16. Record of Attendance

The names of the Chair and Directors/members/officers present at the meeting shall be recorded in the minutes of the meeting.

3.17. Minutes

- a. The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting.
- b. No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate.

3.18. Interest of Directors in Contracts and Other Matters on account of pecuniary interests

- a. Any Director who has a material interest in a matter as defined below shall declare such interest to the Board of Directors and:
 - i. shall not be present except with the permission of the Board of Directors in any discussion of the matter, and
 - ii. shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).
- b. Any Director who fails to disclose any interest required to be disclosed under the preceding paragraph must permanently vacate their office if required to do so by a majority of the remaining Directors.
- c. A material interest is:

- i. any directorship of a company;
- ii. any interest (excluding a holding of shares in a company whose shares are listed on any public exchange where the holding is less than 2% of the total shares in issue) held by a Director in any firm or company or business which, in connection with the matter, is trading with the Trust, or is likely to be considered as a potential trading partner with the Trust;
- iii. any interest in an organisation providing health and social care services to the National Health Service;
- iv. a position of authority in a charity or voluntary organisation in the field of health and social care; any affiliation to a special interest group campaigning on health or social care issues

3.19. Failure to Declare an Interest

If a Director of the Board fails to declare an interest, or is found to have used their position or knowledge for private advantage, disciplinary action will be taken by the Board, which could lead to removal.

3.20. Admission of public and the press

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

Members of the Council of Governors, the public and representatives of the press may attend all meetings of the Trust, but shall be required to withdraw upon the Board agreeing the following resolution:

- 'that representatives of the Council of Governors, the press and other members of the public be excluded from the remainder of this meeting, having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest', Section 1 (2), Public Bodies (Admission to Meetings) Act 1960
- Guidance should be sought from the Trust Secretary and/or the Trust's Freedom of Information Lead to ensure correct procedure is followed on matters to be included in the exclusion.

b. General disturbances

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

to be transacted, the public will be required to withdraw upon the Board agreeing the following resolution:

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

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

Matters to be dealt with by the Board following the exclusion of representatives of the press, and other members of the public, as provided in (a) and (b) above, shall be confidential to the members of the Board.

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

d. Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings

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

3.21. Observers at Board meetings

The Board 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's meetings and may change, alter or vary these terms and conditions as it deems fit.

4. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

4.1. Appointment of Committees

- i. The National Health Service Act 2006 states that the Board will establish a Nominations and Remuneration Committee and Audit Committee. Membership of these Committees will consist of a minimum of three Non-Executive Directors. The Nominations and Remuneration Committee and Audit Committee are formal Committees of the Board and will have a Non-Executive Director as Chair. Executive Directors and other staff may be invited to attend these committees.

- ii. The Board may appoint further committees (including a committee of the whole Board) to exercise functions on its behalf. Such committees may consist wholly or partly of Directors or wholly of persons who are not Directors. Where functions are being carried out by committees or sub-committees, their members, including those who are not Directors, are acting on behalf of and with delegated authority from the Board, and this should be reflected in the Committee's Terms of Reference.
- iii. A Committee appointed under SO 4.1 may appoint sub-committees consisting wholly or partly of members of the Committee.
- iv. Each such committee or sub-committee shall have such terms of reference or powers as approved by the Board. Such terms of reference shall have effect as if incorporated into Standing Orders.
- v. Committees may not delegate their powers to a sub-committee unless expressly authorised by the Board.
- vi. The appointment of Directors to committees and sub-committees of the Board comes to an end on the termination of their terms of office as Directors.
- vii. Standing Order 3.18 relating to pecuniary interests, applies to members of committees and sub-committees of the Trust whether or not they are Directors of the Trust itself.
- viii. Executive Directors may not be appointed to any committee or sub-committee set up to carry out the functions of "managers" under the Mental Health Act 1983. Most important of these is the hearing of appeals by detained patients under section 23 (3) (c) Schedule 9 of the 1990 Act.

4.2. Confidential Proceedings

A Director or Officer or Governor of the Trust shall not disclose a matter considered by the Board or a Committee in confidence without permission until the Board or Committee has considered the matter in public or has resolved to make the matter public.

4.3. Applicability of Standing Orders and Standing Financial Instructions to Committees

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

4.4. Terms of Reference

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

4.5. Delegation of powers by Committees to Sub-Committees

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

4.6. Approval of Appointments to Committees

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

4.7. Appointments for Statutory functions

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

4.8. Committees established by the Board

The statutory committees established by the Board are:

a. Audit Committee

In line with the requirements of the NHS Audit Committee Handbook, NHS Codes of Conduct and Accountability, the Higgs report, and NHSE's Code of Governance, an Audit Committee will be established and constituted to provide the Board with an independent and objective review on its financial systems, financial information, clinical audit programme, systems and processes for clinical and quality governance, and compliance with laws, governance practice, and regulations governing the NHS. The Terms of Reference will be approved by the Board and reviewed on a periodic basis.

b. Board of Directors' Nominations and Remuneration Committee

In line with the requirements of the NHS Codes of Conduct and Accountability, the Higgs report, and NHSE's Code of Governance, a Nominations and Remuneration Committee will be established and constituted.

The committee will be comprised exclusively of Non-Executive Directors, a minimum of three, who are independent of management.

The principal purpose of the Committee will be to, on behalf of the Board, set appropriate remuneration and terms of service for the Chief Executive and other Executive Directors including:

- i. all aspects of salary (including any performance-related elements/bonuses);
- ii. provisions for other benefits, including pensions and cars;
- iii. arrangements for termination of employment and other contractual terms.

c. **Charitable Funds Committee**

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

The provisions of this Standing Order must be read in conjunction with Standing Financial Instructions 17.

d. **Other Committees**

The Board has established the:

People Committee to provide strategic oversight and assurance of the development and delivery of the Trust's medium and long-term workforce plans.

Quality Improvement Committee to provide strategic oversight and assurance of all aspects of quality (patient safety, effectiveness of care and patient experience) and innovation.

Resources Committee to provide strategic oversight and assurance on the effective development and use of the Trust's financial, commercial, digital and estate resources.

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

5. **ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION**

5.1. **Delegation of Functions to Committees, Officers or other bodies**

- a. Subject to such directions as may be given by the Secretary of State, the Board may make arrangements for the exercise, on behalf of the Board, of

any of its functions by a committee, sub-committee appointed by virtue of Standing Order 4, or by an officer of the Trust, or by another body as defined in Standing Order 5.2 below, in each case subject to such restrictions and conditions as the Trust thinks fit.

- b. Where a function is delegated by these Regulations to another Trust, then that Trust or health service body exercises the function in its own right; the receiving Trust has responsibility to ensure that the proper delegation of the function is in place. In other situations, i.e. delegation to committees, sub-committees or officers, the Trust delegating the function retains full responsibility.

5.2. Emergency Powers and Urgent Decisions

The powers which the Board has reserved to itself within these Standing Orders (see Standing Order 2.6) may in emergency or for an urgent decision be exercised jointly by the Chief Executive and the Chair after having consulted at least two non-officer members. The exercise of such powers by the Chief Executive and Chair shall be reported to the next formal meeting of the Board in public session for formal ratification.

5.3. Delegation to Committees

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

5.4. Delegation to Officers

- a. Those functions of the Trust which have not been retained as reserved by the Board or delegated to other committee or sub-committee or joint-committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions he/she will perform personally and shall nominate officers to undertake the remaining functions for which he/she will still retain accountability to the Trust.
- b. The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals which shall be considered and approved by the Board. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board.
- c. Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Chief Financial Officer to provide information and advise the Board in accordance with statutory or Department of Health and Social Care requirements. Outside these statutory

requirements, the Chief Financial Officer shall be accountable to the Chief Executive for operational matters.

5.5. Reservation and Delegation of Powers

The arrangements made by the Board as set out in the "Reservation and Delegation of Powers" shall have effect as incorporated in these Standing Orders.

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

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

5.7. Overriding Standing Orders

Should there be a need to over-ride these Standing Orders, the permission of the Chief Executive will be sought, who will in turn consult with the Chair wherever possible. Full details and any justification for this non-compliance together with the circumstances around the non-compliance, shall be reported by the relevant Executive Director to the next formal meeting of the Board of Directors. All staff have a duty to disclose any potential or impending non-compliance to their Executive Director, who has a duty to report to the Chief Executive as soon as possible.

6. OVERLAP WITH OTHER TRUST POLICY STATEMENTS/ PROCEDURES, REGULATIONS AND THE STANDING FINANCIAL INSTRUCTIONS

6.1. Policy statements: general principles

The Board or one of its Committees will from time to time approve Policy statements/ procedures which will apply to all or specific groups of staff employed by the Trust. The decisions to approve such policies and procedures will be recorded in an appropriate Board or Committee minute and will be deemed where appropriate to be an integral part of the Trust's Standing Orders and Standing Financial Instructions.

6.2. Specific Policy statements

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

- a. the Trust's Standards of Business Conduct Policy (including gifts, hospitality and sponsorship);

- b. the Staff Disciplinary Policy and Appeals Procedures adopted by the Trust, both of which shall have effect as if incorporated in these Standing Orders.
- c. Anti-fraud, Bribery and Corruption Policy

6.3. Standing Financial Instructions

Standing Financial Instructions adopted by the Board in accordance with all financial regulations, directions and guidance issued by NHSE and any other relevant body shall have effect as if incorporated in these Standing Orders.

6.4. Specific guidance

Notwithstanding the application of SO 6.1 above, these Standing Orders and the Standing Financial Instructions must be read in conjunction with any directions and guidance issued by NHSE and any other relevant body and in accordance with the following:

- Health and Care Act 2022
- Data Protection Act 2018
- DH Caldicott Guardian Manual 2010
- Human Rights Act 1998;
- Freedom of Information Act 2000;
- Equality Act 2010;
- Information Governance Toolkit
- Bribery Act 2010
- Fit and proper persons regulations
- Fraud Act 2006

6.5. Provider Licence/ Health Legislation

In the event of and to the extent of any conflict or inconsistency between these SOs and the Provider Licence, the Provider Licence shall prevail.

In the event of and to the extent of any conflict or inconsistency between these SOs and the provisions of the National Health Service Act 2006 and/or Health and Social Care Act 2012 and/or the Health and Care Act 2022, the provisions of the National Health Service Act 2006 and/or Health and Social Care Act 2012 and/or the Health and Care Act 2022 shall prevail.

7. DUTIES AND OBLIGATIONS OF BOARD MEMBERS/DIRECTORS AND SENIOR MANAGERS UNDER THESE STANDING ORDERS

7.1. Declaration of Interests

a. Requirements for Declaring Interests and applicability to Board Members

The NHS Code of Accountability requires Board Members to declare interests which are relevant and material to the NHS Board of which they are a member. All existing Board members should declare such interests. Any Board members

appointed subsequently should do so on appointment in line with the Trust's Standards of Business Conduct Policy.

b. Interests which are relevant and material

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

- i. Directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies);
- ii. Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
- iii. Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS;
- iv. A position of authority in a charity or voluntary organisation in the field of health and social care;
- v. Any connection with a voluntary or other organisation contracting for NHS services;
- vi. Research funding/grants that may be received by an individual or their department;
- vii. Interests in pooled funds that are under separate management.

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

c. Advice on Interests

If Board members have any doubt about the relevance of an interest, this should be discussed with the Chair of the Trust or with the Trust Secretary.

International Accounting Standard No 24 (issued by the International Accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

d. Recording of Interests in Board minutes

At the time Board members' interests are declared, they should be recorded in the Board minutes.

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

e. **Publication of declared interests in Annual Report**

Board members' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports.

f. **Conflicts of interest which arise during the course of a meeting**

During the course of a Board meeting, if a conflict of interest is established, the Board member concerned should withdraw from the meeting and play no part in the relevant discussion or decision. (See overlap with SO 7.3)

7.2. Register of Interests

- a. The Chief Executive (or his/her nominee) will ensure that a Register of Interests is established to record formally declarations of interests of Board or Committee members. In particular the Register will include details of all directorships and other relevant and material interests (as defined in SO 7.1.2) which have been declared by both executive and non-executive Board members.
- b. These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.
- c. The Register will be available to the public and the Chief Executive (or his/her nominee) will take reasonable steps to bring the existence of the Register to the attention of local residents and to publicise arrangements for viewing it.

7.3. Exclusion of Chair and Members in proceedings on account of pecuniary interest

a. **Definition of terms used in interpreting 'Pecuniary' interest**

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

- i. "spouse" shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse);
- ii. "contract" shall include any proposed contract or other course of dealing.
- iii. "Pecuniary interest"

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

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

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

iv. Exception to Pecuniary interests

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

- neither he/she or any person connected with him/her has any beneficial interest in the securities of a company of which he/she or such person appears as a member, or
- any interest that he/she or any person connected with him/her may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence him/her in relation to considering or voting on that contract, or
- those securities of any company in which he/she (or any person connected with him/her) has a beneficial interest do not exceed £10,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less. Provided however, that where this applies, the person shall nevertheless be obliged to disclose/declare their interest in accordance with Standing Order 7.1.

b. Exclusion in proceedings of the Board

- i. Subject to the following provisions of this Standing Order, if the Chair or a member of the Board has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- ii. The Secretary of State may, subject to such conditions as he/she may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to him/her in the interests of the National Health Service that the disability should be removed. (See SO 7.3.c on the 'Waiver' which has been approved by the Secretary of State for Health).
- iii. The Board may exclude the Chair or a member of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he/she has a pecuniary interest is under consideration.
- iv. Any remuneration, compensation or allowance payable to the Chair or a Member by virtue of paragraph 11 of Schedule 5A to the National Health

Service Act 1977 (pay and allowances) shall not be treated as a pecuniary interest for the purpose of this Standing Order.

- v. This Standing Order applies to a committee or sub-committee and to a joint committee or sub-committee as it applies to the Trust and applies to a member of any such committee or sub-committee (whether or not he/she is also a member of the Trust) as it applies to a member of the Trust.

c. Waiver of Standing Orders made by the Secretary of State for Health

i. Power of the Secretary of State to make waivers

Under regulation 11(2) of the NHS (Membership and Procedure Regulations SI 1999/2024 (“the Regulations”), there is a power for the Secretary of State to issue waivers if it appears to the Secretary of State in the interests of the health service that the disability in regulation 11 (which prevents a Chair or a member from taking part in the consideration or discussion of, or voting on any question with respect to, a matter in which he/she has a pecuniary interest) is removed. A waiver has been agreed in line with sub-sections (2) to (4) below.

ii. Definition of ‘Chair’ for the purpose of interpreting this waiver

For the purposes of paragraph 7.3.iii. (below), the “relevant Chair” is:

- at a meeting of the Board, the Chair of that Trust;
- at a meeting of a Committee:-
 - in a case where the member in question is the Chair of that Committee, the Chair of the Trust;
 - in the case of any other member, the Chair of that Committee.

iii. Application of waiver

A waiver will apply in relation to the disability to participate in the proceedings of the Trust on account of a pecuniary interest.

It will apply to:-

A member of the Sussex Community NHS Foundation Trust (“the Trust”), who is a healthcare professional, within the meaning of regulation 5(5) of the Regulations, and who is providing or performing, or assisting in the provision or performance, of –

- services under the National Health Service Act 1977; or
- services in connection with a pilot scheme under the National Health Service Act 1997;

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

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

- arises by reason only of the member's role as such a professional providing or performing, or assisting in the provision or performance of, those services to those persons;
- has been declared by the relevant Chair as an interest which cannot reasonably be regarded as an interest more substantial than that of the majority of other persons who:-

are members of the same profession as the member in question,

are providing or performing, or assisting in the provision or performance of, such of those services as he/she provides or performs, or assists in the provision or performance of, for the benefit of persons for whom the Trust is responsible.

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

The removal is subject to the following conditions:

- the member must disclose his/her interest as soon as practicable after the commencement of the meeting and this must be recorded in the minutes;
- the relevant Chair must consult the Chief Executive before making a declaration in relation to the member in question pursuant to paragraph 7.3.iii above, except where that member is the Chief Executive;
- in the case of a meeting of the Board; the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded; but may not vote on any question with respect to it.
- in the case of a meeting of the Committee; the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded; may vote on any question with respect to it; but the resolution which is subject to the vote must comprise a recommendation to, and be referred for approval by, the Board.

7.4. Standards of Business Conduct

a. Trust Policy and National Guidance

- i. Directors and Officers should comply with the NHS Foundation Trust Code of Governance 2010 (revised 2013 and 2014) and/or subsequent iterations

of the same document including the Code of Governance for NHS Provider Trusts (expected to be issued in 2022), the Code of Conduct for NHS Managers and any guidance and directions issued by NHSE . This section of these Standing Orders should be read in conjunction with these documents.

- ii. All Trust staff and members of must comply with the Trust's Standards of Business Conduct Policy.

b. Interest of Officers in Contracts

- i. Any officer or employee of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in SO 7.3) has any pecuniary interest, direct or indirect, the Officer shall declare their interest by giving notice in writing of such fact to the Chief Executive or Trust Secretary as soon as practicable.
- ii. An Officer should also declare to the Chief Executive any other employment or business or other relationship of his/her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.
- iii. The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.

c. Canvassing of and Recommendations by Members in Relation to Appointments

- i. Canvassing of members of the Trust or of any Committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.
- ii. Members 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 member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

d. Relatives of Board Members or Officers

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

- ii. The Chair and every Board member and officer of the Trust shall disclose to the Board any relationship between themselves and a candidate of whose candidature that Board member or officer is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made.
- iii. On appointment, Board members (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Trust whether they are related to any other Board member or holder of any office under the Trust.
- iv. Where the relationship to a Board member of the Trust is disclosed, the Standing Order headed 'Disability of Chair and members in proceedings on account of pecuniary interest' (SO 7) shall apply.

e. Acceptance of Gifts (see Standards of Business Conduct Policy)

Staff (including Non-Executive Directors and bank and agency staff) should not accept gifts in any form, whether from patients, patients' relatives or from potential suppliers, other than as provided below.

- i. Gifts from suppliers or contractors Sussex Community NHS Foundation Trust does business (or is likely to do business) with, or customers, should be declined, whatever the value. Subject to this, low cost branded promotional aids (such as calendars, diaries or other small gifts) may be accepted where they are valued at under £6 in total. Team or directorate gifts of low value, such as confectionary (up to approximately £20) intended to be shared by the team may also be accepted. Gifts accepted from suppliers in accordance with this provision must be declared to the Trust Secretary. A clear reason should be recorded as to why it was considered permissible to accept the gift, alongside the actual or estimated value and include line manager approval.
- ii. Modest gifts from other sources (e.g. patients, families, service users, foreign dignitaries) may be accepted up to a value of £50 and do not need to be declared. Multiple gifts from the same source over a 12 month period should be declared where the cumulative value exceeds £50.
- iii. Under no circumstances should staff solicit gifts of any kind.
- iv. Money should never be accepted as a personal gift and should be refused. If, however, an individual offers to make a gift of money to the Trust, he/she should be referred to the Trust Secretary.
- v. Any charitable donations of sums of money, cheques or gift vouchers given to a member of staff must be passed to the Trust's charity. A receipt should be issued and letter of thanks sent.
- vi. Where the donor specifies how the money is to be spent, his/her wishes should be followed where reasonable and practical.

8. CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS

8.1 Custody of Seal

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

8.2 Sealing of Documents

The seal should only be used to execute deeds (e.g. conveyances of land) or where otherwise required by law. Where it is unclear whether the use of the seal is necessary, appropriate legal advice should be sought by the Trust Secretary or their nominee.

Where it is necessary that a document be sealed, the seal will be affixed in the presence of one or more Executive Directors, and will be attested by them. At least one signatory should not be from the department from which the document arises.

The requirements regarding the use of the seal should be applied in addition to any requirements regarding the authorisation of contracts based on their value (see the Scheme of Reservation and Delegation).

8.3 Register of Sealing

The Trust Secretary shall keep a register in which he/she, or another employee of the Authority authorised by him/her, shall enter a record of the sealing of every document.

8.4 Signature of documents

- a. Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive and/or any Executive Director(s).
- b. In land transactions, the signing of certain supporting documents will be delegated to Managers and set out clearly in the Scheme of Delegation but will not include the main or principal documents effecting the transfer (e.g. sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed).
- c. The Chief Executive or nominated officers shall be authorised by 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.

- d. For clinical negligence claims the authorised signatory for the claim is the Chief Nurse, acting on behalf of the Trust's solicitors.

9. DISPOSALS

Competitive tendering or quotation procedures shall not apply to the disposal of:

- a. any matter in respect of which a fair price can be obtained only by negotiation or sale by auction as determined (or pre-determined in a reserve) by the Chief Executive or his nominated officer;
- b. obsolete or condemned articles and stores, which may be disposed of in accordance with the supplies policy of the Trust;
- c. items to be disposed of with an estimated sale value of less than £5,000;
- d. items arising from works of construction, demolition or site clearance, which should be dealt with in accordance with the relevant contract;
- e. land or buildings concerning which Department of Health and Social Care or other statutory body guidance has been issued but subject to compliance with such guidance.

10. IN-HOUSE SERVICES

- 10.1 In all cases where the Board of Directors determines that in-house services should be subject to competitive tendering the following groups shall be set up:
 - a. Specification group, comprising the Chief Executive or nominated officer/s and specialist.
 - b. In-house tender group, comprising a nominee of the Chief Executive and technical support.
 - c. Evaluation team, comprising normally a specialist officer, a supplies officer and the Chief Financial Officer or his nominated representative. For services having a likely annual expenditure exceeding £1,000,000, a non-officer member should be a member of the evaluation team.
- 10.2 All groups should work independently of each other. No officer is able to sit on both the in-house tender group and the evaluation group.
- 10.3 The evaluation team shall make recommendations to the Executive Committee and / or the Board of Directors, in accordance with the Trust's detailed scheme of delegation.

11. SIGNATURE OF DOCUMENTS

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

document not requested to be executed as a deed, the subject matter of which has been approved by the Board of Directors or any committee or sub-committee with delegated authority.

12. MISCELLANEOUS

- 12.1 **Standing Orders to be given to Board Members and Officers** – It is the duty of the Chief Executive to ensure that existing Board Members and officers and all new appointees are notified of and understand their responsibilities within Standing Orders and Standing Financial Instructions. The current versions of Standing Orders, Standing Financial Instructions and the Scheme of Delegation will be available to staff at all times via the Trust’s intranet.
- 12.2 **Documents having the standing of Standing Orders** – Standing Financial Instructions and Reservation and Delegation of Powers shall have effect as if incorporated into Standing Orders.
- 12.3 **Review of Standing Orders** – Standing Orders shall be reviewed as required by the Audit Committee and Board of Directors. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.
- 12.4 **Dispute Resolution** – Where there is a dispute between the Board of Directors and the Council of Governors, the procedure set out in the Constitution as at the date of the dispute should be referred to and followed.
- 12.5 **Corporate Documents** – Specific to the setting up of the Trust shall be held in a secure place by the Chief Executive.
- 12.6 **Indemnity Insurance** – Members of the Board of Directors who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their Board functions, unless where they have acted recklessly. Any costs arising in this way will be met by the Trust and the Trust shall have the power to purchase suitable insurance to cover such costs.

13. RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS AND THE COUNCIL OF GOVERNORS

- 13.1 The Council of Governors will hold the Non-Executive Directors individually and collectively to account for the performance of the Board. The Council of Governors will work closely with the Board of Directors in order to comply with the requirements of the National Health Service Act 2006, the Health and Social Care Act 2012, the Health and Care Act 2022 and the Provider Licence in all respects and in particular in relation to matters set out in the Constitution including those referred to in SOs 13.2 and 13.3 below.
- 13.2 The members of the Board of Directors, having regard to the views of the Council of Governors, are to prepare the information as to the Trust’s forward planning in respect of each financial year to be given to NHSE.

- 13.3 The members of the Board of Directors are to present to the Council of Governors at a general meeting, the Annual Accounts, any report of the auditor on them, the Annual Report and the Quality Account.
- 13.4 The annual reports are to give:
- information on any steps taken by the Trust to secure that (taken as a whole) the actual membership of its Public Constituency is representative of those eligible for such membership; and
 - any other information NHSE requires as specified in the Annual Reporting Manual published by NHSE each year.
- 13.5 The Council of Governors may request that a matter which relates to the annual accounts or forward planning for the Trust is included on the agenda for a meeting of the Board of Directors.
- 13.6 If the Council of Governors so desires such a matter as described within SO 13.5 to be included on an agenda, they shall make their request in writing to the Chair at least 10 clear days before the meeting of the Board and provide the information stipulated at SO 3.4. The Chair shall decide whether the matter is appropriate to be included on the agenda. Requests made less than 10 days before a meeting may be included on the agenda at the discretion of the Chair.

APPENDIX 1 – RESERVATION AND DELEGATION OF POWERS

1. SCHEME OF RESERVATION AND DELEGATION (DECISIONS RESERVED TO THE BOARD)

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
N/A	THE BOARD	<p>General Enabling Provisions The Trust Board may determine any matter, for which it has delegated or statutory authority, it wishes in full session within its statutory powers.</p>
N/A	THE BOARD	<p>Regulations and Control Approve Standing Orders (SOs), a schedule of matters reserved to the Board and Standing Financial Instructions for the regulation of its proceedings and business. Suspend Standing Orders. Vary or amend the Standing Orders. Ratify any urgent decisions taken by the Chair and Chief Executive in public session in accordance with SO. Approve a scheme of delegation of powers from the Board to committees. Require and receive the declaration of Board members' interests that may conflict with those of Trust and determining the extent to which that member may remain involved with the matter under consideration. Require and receive the declaration of officers' interests that may conflict with those of the Trust. Adopt the organisation structures, processes and procedures to facilitate the discharge of business by the Trust and to agree modifications thereto. Receive reports from committees including those that the Trust is required by the Secretary of State or other regulation to establish and to take appropriate action on. Confirm the recommendations of the Trust's committees where the committees do not have executive powers. Approve arrangements relating to the discharge of the Board's responsibilities as a corporate trustee for funds held on trust. Establish terms of reference and reporting arrangements of all committees and sub-committees that are established by the Board. . Authorise use of the seal. Ratify or otherwise of failure to comply with Standing Orders brought to the Chief Executive's attention in accordance with SOs. Discipline members of the Board or employees who are in breach of statutory requirements or SOs.</p>

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
N/A	THE BOARD	<p>Appointments / Dismissal Appoint and dismiss committees (and individual members) that are directly accountable to the Board. Dismiss Executive Directors. Confirm appointment of members of any committee of the Trust as representatives on outside bodies. Dismiss the Trust Secretary (if the appointment of a Trust Secretary is required under Standing Orders).</p>
N/A	THE BOARD	<p>Strategy, Plans and Budgets Define the strategic aims and objectives of the Trust. Approve proposals for ensuring quality and developing clinical governance in services provided by the Trust, having regard to any guidance issued by the Secretary of State. Approve the Trust's policies and procedures for the management of risk. Approve Outline and Final Business Cases for Capital Investment. Approve Trust's budget. Approve annually Trust's proposed organisational development proposals. Ratify proposals for acquisition, disposal or change of use of land and/or buildings. Approve PFI proposals. Approve banking arrangements Approve proposals on individual contracts (other than NHS contracts) of a capital or revenue nature in line with the Detailed Scheme of Delegation Approve individual compensation payments (Remuneration Committee for redundancy compensation).</p>

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
N/A	THE BOARD	<p>Audit</p> <p>Approval of external auditors' arrangements for the separate independent examination of funds held on trust.</p> <p>Receipt of the annual management letter received from the external auditor and agreement of proposed action, taking account of the advice, where appropriate, of the Audit Committee.</p> <p>Receive an annual report from the Internal Auditor (Head of Internal Audit Opinion) and agree action on recommendations where appropriate of the Audit Committee</p>
N/A	THE BOARD	<p>Annual Reports and Accounts</p> <p>Receipt and approval of the Annual Report and Accounts for funds held on trust.</p>
N/A	THE BOARD	<p>Monitoring</p> <p>Receive of such reports as the Board sees fit from committees in respect of their exercise of powers delegated.</p> <p>Continuous appraisal of the affairs of the Trust by means of the provision to the Board as the Board may require from directors, committees, and officers of the Trust as set out in management policy statements. All monitoring returns required by the Department of Health and the Charity Commission shall be reported, at least in summary, to the Board.</p> <p>Receive reports from the Chief Financial Officer on financial performance against budget and Local Delivery Plan and also on actual and forecast income from SLA.</p>

2. DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
SFI	AUDIT COMMITTEE	<p>The Committee will:</p> <ul style="list-style-type: none"> • Examine and report on the integrity of the financial statement of the Trust. • Examine and report on the effectiveness of internal controls. • Examine and report on the internal and external audit functions. • Approve the Trust's annual report and accounts and Quality Accounts. • Receive an annual report on the use of the Trust's seal. • Provide assurance on the effectiveness of the Trust's governance structures, assurance processes and risk management across the whole of the Trust's activities, including

SFI	BOARD NOMINATIONS AND REMUNERATION COMMITTEE	The Committee will, acting with the Board's delegated authority: <ul style="list-style-type: none"> • Set appropriate remuneration and terms of service for the Chief Executive, other Executive Directors and other senior employees including; all aspects of salary (including any performance related elements/bonuses); • Make provisions for other benefits, including pensions and cars; • Make arrangements for termination of employment and other contractual terms.
SFI	RESOURCES COMMITTEE	Approve proposals in individual cases for the write off of losses or making of special payments above the limits of delegation to the Chief Executive and Chief Financial Officer (for losses and special payments) previously approved by the Board.
SFI	RESOURCES COMMITTEE	Approve annual commitments between £500,000 to £3 million , with a maximum total commitment up to £9 million .

3. DECISIONS RESERVED TO THE COUNCIL OF GOVERNORS

REF	COUNCIL OF GOVERNORS	DECISIONS RESERVED TO THE COUNCIL OF GOVERNORS
NHS ACT 2006	COUNCIL OF GOVERNORS	Chair, Non-Executive Directors (NEDs) and Chief Executive Appoint and, if appropriate, remove the chair. Appoint and, if appropriate, remove the other NEDs. In line with NHSE guidance, decide the remuneration and allowances and other terms and conditions of office of the Chair and the other NEDs. Approve (or not) any new appointment of a Chief Executive.
CONSTITUTION	COUNCIL OF GOVERNORS	Deputy Chair Appoint one of the NEDs (other than the Chair) as the Deputy Chair of the Board.
NHS ACT 2006	COUNCIL OF GOVERNORS	Audit and Annual Report and Accounts Approve the appointment (and where necessary dismissal) of External Auditors.
NHS ACT 2012	COUNCIL OF GOVERNORS	Significant Transactions and non-NHS income Approve significant transactions. Approve an application by the Trust to enter into a merger, acquisition, separation or dissolution.

		Decide whether the Trust's non-NHS work would significantly interfere with its principal purpose, which is to provide goods and services for the health service in England, or performing its other functions.
NHS ACT 2012 + CONSTITUTION	COUNCIL OF GOVERNORS	Trust's Constitution Jointly with the Board of Directors approve amendments to the Trust's constitution.
CONSTITUTION	COUNCIL OF GOVERNORS	Lead Governor Appoint a public Governor to undertake the role of Lead Governor.

4. SCHEME OF DELEGATION DERIVED FROM THE ACCOUNTING OFFICER MEMORANDUM

REF	DELEGATED TO	DUTIES DELEGATED
7	CHIEF EXECUTIVE	Accountable through NHS Accounting Officer to Parliament for stewardship of Trust resources.
9	CHIEF EXECUTIVE & CHIEF FINANCIAL OFFICER	Ensure the accounts of the Trust are prepared under principles and in a format directed by the Secretary of State. Accounts must disclose a true and fair view of the Trust's income and expenditure and its state of affairs. Sign the accounts on behalf of the Board.
10	CHIEF EXECUTIVE	Sign a statement in the annual report and accounts outlining responsibilities as the Accounting Officer. Sign a statement in the annual report and accounts outlining responsibilities in respect of Internal Control. Sign the Quality Account.
12	CHIEF EXECUTIVE	Ensure effective management systems that safeguard public funds and assist the Trust Chair to implement requirements of corporate governance including ensuring managers: <ul style="list-style-type: none"> • have a clear view of their objectives and the means to assess achievements in relation to those objectives. • be assigned well defined responsibilities for making best use of resources. • have the information, training and access to the expert advice they need to exercise their responsibilities effectively.

12	CHAIR	Implement requirements of corporate governance.
13	CHIEF EXECUTIVE	Achieve value for money from the resources available to the Trust and avoid waste and extravagance in the organisations' activities. Follow through the implementation of any recommendations affecting good practice as set out on reports from such bodies as the National Audit Office (NAO).
15	CHIEF FINANCIAL OFFICER	Operational responsibility for effective and sound financial management and information.
15	CHIEF EXECUTIVE	Primary duty to see that Chief Financial Officer discharges this function.
16	CHIEF EXECUTIVE	Ensuring that expenditure by the Trust complies with Parliamentary requirements.
18	CHIEF EXECUTIVE & CHIEF FINANCIAL OFFICER	Chief Executive, supported by Chief Financial Officer, to ensure appropriate advice is given to the Board on all matters of probity, regularity, prudent and economical administration, efficiency and effectiveness.
19	CHIEF EXECUTIVE	If Chief Executive considers the Board or Chair is doing something that might infringe probity or regularity, he/she should set this out in writing to the Chair and the Board. If the matter is unresolved, he/she should ask the Audit Committee to inquire and if necessary the Independent Regulator and Department of Health.
21	CHIEF EXECUTIVE	If the Board is contemplating a course of action that raises an issue not of formal propriety or regularity but affects the Chief Executive's responsibility for value for money, the Chief Executive should draw the relevant factors to the attention of the Board. If the outcome is that the Chief Executive is overruled it is normally sufficient to ensure that the Chief Executive's advice and the overruling of it are clearly apparent from the papers. Exceptionally, the Chief Executive should inform the Independent Regulator and the Department of Health. In such cases, and in those described in paragraph 19, the Chief Executive should as a member of the Board vote against the course of action rather than merely abstain from voting.

5. SCHEME OF DELEGATION DERIVED FROM THE CODE OF CONDUCT AND CODE OF ACCOUNTABILITY IN THE NHS

REF	DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
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N/A	AUDIT COMMITTEE	Approve procedure for declaration of gifts, hospitality and sponsorship.
N/A	BOARD	Ensure proper and widely publicised procedures for voicing complaints, concerns about misadministration, breaches of Code of Conduct, and other ethical concerns.
N/A	ALL BOARD MEMBERS	Subscribe to Code of Conduct.
N/A	BOARD	Board members share corporate responsibility for all decisions of the Board.
N/A	CHAIR & NON EXECUTIVE DIRECTORS	Chair and Non-Executive Directors of the Board are responsible for monitoring the executive management of the organisation and are responsible to the Secretary of State for the discharge of those responsibilities.
N/A	BOARD	<p>The Board has six key functions for which it is held accountable by the Department of Health on behalf of the Secretary of State:</p> <ul style="list-style-type: none"> • To ensure effective financial stewardship through value for money, financial control and financial planning and strategy. • To ensure that high standards of corporate governance and personal behaviour are maintained in the conduct of the business of the whole organisation. • To appoint appraise and remunerate senior executives. • To ratify the strategic direction of the organisation within the overall policies and priorities of the Government and the NHS, define its annual and longer-term objectives and agree plans to achieve them. • To oversee the delivery of planned results by monitoring performance against objectives and ensuring corrective action is taken when necessary. • To ensure effective dialogue between the organisation and the local community on its plans and performance and that these are responsive to the community's needs.

N/A	BOARD	<p>It is the Board's duty to:</p> <ul style="list-style-type: none"> • Act within statutory financial and other constraints. • Be clear what decisions and information are appropriate to the Board and draw up Standing Orders, a schedule of decisions reserved to the Board and Standing Financial Instructions to reflect these. • Ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives for the main programmes of action and for performance against programmes to establish performance and quality measures that maintain the effective use of resources and provide value for money. • Specify its requirements in organising and presenting financial and other information succinctly and efficiently to ensure the Board can fully undertake its responsibilities. • Establish Audit and Nominations and Remuneration Committees on the basis of formally agreed terms of reference that set out the membership of the sub-committee, the limit to their powers, and the arrangements for reporting back to the main Board.
N/A	CHAIR	<p>It is the Chair's role to:</p> <ul style="list-style-type: none"> • Provide leadership to the Board. • Enable all Board members to make a full contribution to the Board's affairs and ensure that the Board acts as a team. • Ensure that key and appropriate issues are discussed by the Board in a timely manner. • Ensure the Board has adequate support and is provided efficiently with all the necessary data on which to base informed decisions. • Lead Non-Executive Directors through a formally appointed Nominations and Remuneration Committee of the main Board on the appointment, appraisal and remuneration of the Chief Executive and (with the latter) other Executive Directors. • Appoint Non-Executive Directors to a Trust Board Sub-Committee / to Trust Board Committees. • Advise the Council of Governors on the performance of Non-Executive Directors.
N/A	CHIEF EXECUTIVE	<p>The Chief Executive is accountable to the Chair and Non-Executive Directors of the Board for ensuring that its decisions are implemented, that the organisation works effectively, in accordance with Government policy and public service values and for the maintenance of proper financial stewardship.</p> <p>The Chief Executive should be allowed full scope, within clearly defined delegated powers, for action in fulfilling the decisions of the Board.</p> <p>The other duties of the Chief Executive as Accounting Officer.</p>

N/A	NON EXECUTIVE DIRECTORS	Non-Executive Directors are appointed to bring independent judgment to bear on issues of strategy, performance, key appointments and accountability through the Council of Governors to the local community.
N/A	NON EXECUTIVE DIRECTORS & EXECUTIVE DIRECTORS	Declaration of conflict of interests.
N/A	BOARD	NHS Boards must comply with legislation and guidance issued by the Department of Health on behalf of the Secretary of State, NHS England and NHS Improvement, respect agreements entered into by themselves or in on their behalf and establish terms and conditions of service that are fair to the staff and represent good value for taxpayers money.

6. SCHEME OF DELEGATION FROM STANDING ORDERS

REF	DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
N/A	CHAIR	Final authority in interpretation of Standing Orders (SOs).
N/A	COUNCIL OF GOVERNORS	Appointment of Deputy Chair
N/A	CHAIR	Call meetings.
N/A	CHAIR	Chair all Board meetings and associated responsibilities.
N/A	CHAIR	Give final ruling in questions of order, relevancy and regularity of meetings.
N/A	BOARD	Suspension of Standing Orders.
N/A	BOARD	The Trust Board will review every decision it makes with regards suspension of Standing Orders
N/A	BOARD	Variation or amendment of Standing Orders.
N/A	CHAIR	Having a second or casting vote.
N/A	BOARD	Formal delegation of powers to sub committees or joint committees and approval of their constitution and terms of reference. (Constitution and terms of reference of sub committees may be approved by the Chief Executive).
N/A	CHAIR & CHIEF EXECUTIVE	The powers which the Board has retained to itself within these Standing Orders may in emergency be exercised by the Chair and Chief Executive after having consulted at least two Non-Executive Directors.
N/A	CHIEF EXECUTIVE	The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals that shall be considered and approved by the Board, subject to any amendment agreed during the discussion.

N/A	ALL	Disclosure of non-compliance with Standing Orders to the Chief Executive as soon as possible.
N/A	THE BOARD	Declare relevant and material interests.
N/A	CHIEF EXECUTIVE	Delegate authority to Trust Secretary to maintain Register(s) of interests.
N/A	ALL STAFF	Comply with national guidance contained in HSG 1993/5 "Standards of Business Conduct for NHS Staff".
N/A	CHIEF EXECUTIVE	Delegate authority to Trust Secretary to keep seal in safe place and maintain a register of sealing.
N/A	CHIEF EXECUTIVE/EXECUTIVE DIRECTOR	Approve and sign all documents which will be necessary in legal proceedings.

7. SCHEME OF DELEGATION FROM STANDING FINANCIAL INSTRUCTIONS

SFI REF	DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
10.2.5/11.2.1/14.1	CHIEF FINANCIAL OFFICER	Approval of all financial procedures.
1.1.3	CHIEF FINANCIAL OFFICER	Advice on interpretation or application of Standing Financial Instructions.
1.1.6	ALL MEMBERS OF THE BOARD AND EMPLOYEES	Have a duty to disclose any non-compliance with these Standing Financial Instructions to the Chief Financial Officer as soon as possible.
1.2.3	CHIEF EXECUTIVE	Responsible as the Accounting Officer.
1.2.3	CHIEF EXECUTIVE & CHIEF FINANCIAL OFFICER	Accountable for financial control but will, as far as possible, delegate their detailed responsibilities.
1.2.4	CHIEF EXECUTIVE	To ensure all Board members, officers and employees, present and future, are notified of and understand Standing Financial Instructions.

SFI REF	DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
1.2.5	CHIEF FINANCIAL OFFICER	Responsible for: <ul style="list-style-type: none"> • Implementing the Trusts financial policies and coordinating corrective action. • Maintaining an effective system of financial control including ensuring detailed financial procedures and systems are prepared and documented. • Ensuring that sufficient records are maintained to explain Trust's transactions and financial position. • Providing financial advice to members of Board and staff. • Maintaining such accounts, certificates etc. as are required for the Trust to carry out its statutory duties.
1.2.6	ALL MEMBERS OF THE BOARD AND EMPLOYEES	Responsible for security of the Trust's property, avoiding loss, exercising economy and efficiency in using resources and conforming to Standing Orders, Financial Instructions and financial procedures.
1.2.7	CHIEF EXECUTIVE	Ensure that any contractor or employee of a contractor who is empowered by the Trust to commit the Trust to expenditure or who is authorised to obtain income are made aware of these instructions and their requirements to comply.
2.1.1	AUDIT COMMITTEE	Provide independent and objective view on internal control and probity.
2.1.1	CHAIR OF THE AUDIT COMMITTEE	Raise the matter at the Board meeting where the Audit Committee considers there is evidence of ultra vires transactions or improper acts.
2.1.2	AUDIT COMMITTEE	Ensure an adequate internal audit service, for which the Committee is accountable, is provided (and involve the Chief Financial Officer in the selection process when/if an internal audit service provider is charged).
2.2.1	CHIEF FINANCIAL OFFICER	Decide at what stage to involve police in cases of misappropriation and other irregularities not involving fraud or corruption.
2.3.6	HEAD OF INTERNAL AUDIT	Review, appraise and report in accordance with NHS Internal Audit best practice.
2.4	AUDIT COMMITTEE	Ensure cost-effective External Audit.
2.6.1	CHIEF EXECUTIVE & CHIEF FINANCIAL OFFICER	Monitor and ensure compliance with Secretary of State Direction on fraud and corruption including the appointment of the Local Counter Fraud Specialist.

SFI REF	DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
2.6.2	CHIEF EXECUTIVE	Monitor and ensure compliance with Directions issued by the Secretary of State for Health on NHS security management including appointment of the Local Security Management Specialist.
3.1.1	CHIEF EXECUTIVE	Compile and submit to the Board an Annual Operating Plan which takes into account financial targets and forecast limits of available resources. The Annual Operating Plan will contain: <ul style="list-style-type: none"> • A statement of the significant assumptions on which the plan is based. • Details of major changes in workload, delivery of services or resources required to achieve the plan.
3.1.2	CHIEF FINANCIAL OFFICER	Submit budgets to the Board for approval.
3.1.3	CHIEF FINANCIAL OFFICER	Monitor performance against budget; submit to the Board financial estimates and forecasts.
3.1.6	CHIEF FINANCIAL OFFICER	Ensure adequate training is delivered on an ongoing basis to budget holders.
3.3	CHIEF EXECUTIVE	Delegate budget to budget holders.
3.2.2	CHIEF EXECUTIVE & BUDGET HOLDERS	Must not exceed the budgetary total or virement limits set by the Board.
3.3.1	CHIEF FINANCIAL OFFICER	Devise and maintain systems of budgetary control.
3.3.2	BUDGET HOLDERS	Ensure that: <ul style="list-style-type: none"> • No overspend or reduction of income that cannot be met from virement is incurred without prior consent of Board. • Approved budgets are not used for any other than specified purpose subject to rules of virement • No permanent employees are appointed without the approval of the CE other than those provided for within available resources and manpower establishment.
3.1.1	CHIEF EXECUTIVE	Identify and implement cost savings and income generation activities in line with the Annual Operating Plan.
3.1.1	CHIEF EXECUTIVE	Submit monitoring returns.
4.1	CHIEF FINANCIAL OFFICER	Preparation of annual accounts and reports.

SFI REF	DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
5.1.1	CHIEF FINANCIAL OFFICER	Managing banking arrangements, including provision of banking services, operation of accounts, preparation of instructions and list of cheque signatories (Board approves arrangements).
6.1	CHIEF FINANCIAL OFFICER	Income systems, including system design, prompt banking, review and approval of fees and charges, debt recovery arrangements, design and control of receipts, provision of adequate facilities and systems for employees whose duties include collecting or holding cash.
6.2.2	ALL EMPLOYEES	Duty to inform the Chief Financial Officer of money due from transactions which they initiate/deal with.
7	CHIEF EXECUTIVE	Tendering and contract procedure.
7.5.3	CHIEF EXECUTIVE	Waive formal tendering procedures.
7.5.3	CHIEF EXECUTIVE	Report waivers of tendering procedures to the Audit Committee.
7.5.5	CHIEF FINANCIAL OFFICER	Where a supplier is chosen that is not on the approved list the reason shall be recorded in writing to the Chief Executive.
7.6.2	CHIEF EXECUTIVE	Responsible for the receipt, endorsement and safe custody of tenders received.
7.6.3	CHIEF EXECUTIVE	Shall maintain a register to show each set of competitive tender invitations dispatched.
7.6.4	CHIEF EXECUTIVE & CHIEF FINANCIAL OFFICER	Where one tender is received will assess for value for money and fair price.
7.6.6	CHIEF EXECUTIVE	No tender shall be accepted which will commit expenditure in excess of that which has been allocated by the Trust and which is not in accordance with these instructions except with the authorisation of the Chief Executive.
7.6.8	CHIEF EXECUTIVE	Will appoint a manager to maintain a list of approved firms.
7.6.9	CHIEF EXECUTIVE	Shall ensure that appropriate checks are carried out as to the technical and financial capability of those firms that are invited to tender or quote.
7.7.2	CHIEF EXECUTIVE	The Chief Executive or his/her nominated officer should evaluate the quotation and select the quote which gives the best value for money.
7.7.4	CHIEF EXECUTIVE & CHIEF FINANCIAL OFFICER	No quotations shall be accepted which will commit expenditure in excess of that which has been allocated by the Trust and which is not in accordance with these instructions except with the authorisation of the Chief Executive.
7.10	CHIEF EXECUTIVE	The Chief Executive shall demonstrate that the use of private finance represents value for money and genuinely transfers risk to the private sector.
7.10	BOARD	All Private Finance Initiative (PFI) proposals must be agreed by the Board.

SFI REF	DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
7.11	CHIEF EXECUTIVE	The Chief Executive shall nominate an officer who shall oversee and manage each contract on behalf of the Trust.
7.12	CHIEF EXECUTIVE	The Chief Executive shall nominate officers with delegated authority to enter into contracts of employment, regarding staff, agency or temporary staff service contracts.
7.15	CHIEF EXECUTIVE	The Chief Executive shall be responsible for ensuring that best value for money can be demonstrated for all services provided on an in-house basis.
7.15.5	CHIEF EXECUTIVE	The Chief Executive shall nominate an officer to oversee and manage the contract on behalf of the Trust.
8.1	CHIEF EXECUTIVE	Must ensure the Trust enters into suitable contracts with service commissioners for the provision of NHS services.
8.4	CHIEF EXECUTIVE	As the Accounting Officer, ensure that regular reports are provided to the Board detailing actual and forecast income from the contract.
N/A	BOARD	Establish a Nominations and Remuneration Committee (which will be a Sub Committee of the Board).
N/A	BOARD NOMINATIONS AND REMUNERATION COMMITTEE	The Committee will, acting with the Board's delegated authority: <ul style="list-style-type: none"> • Set appropriate remuneration and terms of service for the Chief Executive, other Executive Directors and other senior employees including; all aspects of salary (including any performance related elements/bonuses); • Make provisions for other benefits, including pensions and cars; • Make arrangements for termination of employment and other contractual terms.
N/A	CHIEF EXECUTIVE	Approval of variation to funded establishment of any department.
10.3.1	CHIEF FINANCIAL OFFICER	Payroll: <ul style="list-style-type: none"> • Specifying timetables for submission of properly authorised time records and other notifications. • Final determination of pay and allowances. • Making payments on agreed dates. • Agreeing method of payment. • Issuing instructions (as listed in SFI 20.4.2).
10.3.1	SERVICE MANAGERS	Submit time records in line with timetable. Complete time records and other notification in required form. Submitting termination forms in prescribed form and on time.

SFI REF	DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
10.3	CHIEF FINANCIAL OFFICER	Ensure that the chosen method for payroll processing is supported by appropriate (contracted) terms and conditions, adequate internal controls and audit review procedures and that suitable arrangements are made for the collection of payroll deductions and payment of these to appropriate bodies.
10.3	CHIEF PEOPLE OFFICER People Officer	Ensure that all employees are issued with a Contract of Employment in a form approved by the Board and which complies with employment legislation; and Deal with variations to, or termination of, contracts of employment.
11.1	CHIEF EXECUTIVE	Determine, and set out, level of delegation of non-pay expenditure to budget managers, including a list of managers authorised to place requisitions, the maximum level of each requisition and the system for authorisation above that level.
11.1.3	CHIEF EXECUTIVE	Set out procedures on the seeking of professional advice regarding the supply of goods and services.
11.2.1	REQUISITIONER*	In choosing the item to be supplied (or the service to be performed) shall always obtain the best value for money for the Trust. In so doing, the advice of the Trust's adviser on supply shall be sought.
11.2.2	CHIEF FINANCIAL OFFICER	Shall be responsible for the prompt payment of accounts and claims.

SFI REF	DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
11.2.3	CHIEF FINANCIAL OFFICER	<p>Advise the Board regarding the setting of thresholds above which quotations (competitive or otherwise) or formal tenders must be obtained; and, once approved, the thresholds should be incorporated in standing orders and regularly reviewed.</p> <p>Prepare procedural instructions [where not already provided in the Scheme of Delegation or procedure notes for budget holders] on the obtaining of goods, works and services incorporating the thresholds.</p> <p>Be responsible for the prompt payment of all properly authorised accounts and claims.</p> <p>Be responsible for designing and maintaining a system of verification, recording and payment of all amounts payable.</p> <p>A timetable and system for submission to the Chief Financial Officer of accounts for payment; provision shall be made for the early submission of accounts subject to cash discounts or otherwise requiring early payment.</p> <p>Instructions to employees regarding the handling and payment of accounts within the Finance Department.</p> <p>Be responsible for ensuring that payment for goods and services is only made once the goods and services are received.</p>
11.2.4	CHIEF FINANCIAL OFFICER	Make a written case to support the need for a prepayment.
11.2.4	CHIEF FINANCIAL OFFICER	Approve proposed prepayment arrangements.
11.2.4	BUDGET HOLDER	Ensure that all items due under a prepayment contract are received (and immediately inform Chief Financial Officer if problems are encountered).
11.2.5	CHIEF EXECUTIVE	Authorise who may use and be issued with official orders.
11.2.6	MANAGERS AND OFFICERS	Ensure that they comply fully with the guidance and limits specified by the Chief Financial Officer.
11.2.7	CHIEF EXECUTIVE & CHIEF FINANCIAL OFFICER	Ensure that the arrangements for financial control and financial audit of building and engineering contracts and property transactions comply with the guidance contained within <u>CONCODE</u> and <u>ESTATECODE</u> . The technical audit of these contracts shall be the responsibility of the relevant Director.
11.3	CHIEF FINANCIAL OFFICER	Lay down procedures for payments to local authorities and voluntary organisations made under the powers of section 28A of the NHS Act.

SFI REF	DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
12.1	CHIEF FINANCIAL OFFICER	The Chief Financial Officer will advise the Board on the Trust's ability to pay dividend on PBC and report, periodically, concerning the PDC debt and all loans and overdrafts.
12.1.3	BOARD	Approve a list of employees authorised to make short-term borrowings on behalf of the Trust. (This must include the Chief Executive and Chief Financial Officer).
12.1.4	CHIEF FINANCIAL OFFICER	Prepare detailed procedural instructions concerning applications for loans and overdrafts.
12.1.6	CHIEF EXECUTIVE OR CHIEF FINANCIAL OFFICER	Be on an authorising panel comprising one other member for short-term borrowing approval.
12.2.2	CHIEF FINANCIAL OFFICER	Will advise the Board on investments and report, periodically, on performance of same.
12.2.3	CHIEF FINANCIAL OFFICER	Prepare detailed procedural instructions on the operation of investments held.
13	CHIEF FINANCIAL OFFICER	Ensure that Board members are aware of the Financial Framework and ensure compliance.
14.1.1	CHIEF EXECUTIVE	Capital investment programme: <ul style="list-style-type: none"> • Ensure that there is adequate appraisal and approval process for determining capital expenditure priorities and the effect that each has on plans. • Responsible for the management of capital schemes and for ensuring that they are delivered on time and within cost. • Ensure that capital investment is not undertaken without availability of resources to finance all revenue consequences.
14.1.2	CHIEF FINANCIAL OFFICER	Certify professionally the costs and revenue consequences detailed in the business case for capital investment.
14.1.3	CHIEF EXECUTIVE	Issue procedures for management of contracts involving stage payments.
14.1.4	CHIEF FINANCIAL OFFICER	Assess the requirements for the operation of the construction industry taxation deduction scheme.
14.1.5	CHIEF FINANCIAL OFFICER	Issue procedures for the regular reporting of expenditure and commitment against authorised capital expenditure.

SFI REF	DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
14.1.6	CHIEF EXECUTIVE	Issue manager responsible for any capital scheme with authority to commit expenditure, authority to proceed to tender and approval to accept a successful tender. Issue a scheme of delegation for capital investment management.
14.1.7	CHIEF FINANCIAL OFFICER	Issue procedures governing financial management, including variation to contract, of capital investment projects and valuation for accounting purposes.
14.2	CHIEF FINANCIAL OFFICER	Demonstrate that the use of private finance represents value for money and genuinely transfers significant risk to the private sector.
14.2	BOARD	Proposal to use Private Finance Initiative (PFI) must be specifically agreed by the Board.
14.3.1	CHIEF EXECUTIVE	Maintenance of asset registers (on advice from Chief Financial Officer).
14.3.5	CHIEF FINANCIAL OFFICER	Approve procedures for reconciling balances on fixed assets accounts in ledgers against balances on fixed asset registers.
14.3.8	CHIEF FINANCIAL OFFICER	Calculate and pay capital charges in accordance with Department of Health requirements.
14.4.1	CHIEF EXECUTIVE	Overall responsibility for fixed assets.
14.4.2	CHIEF FINANCIAL OFFICER	Approval of fixed asset control procedures.
14.4.4	BOARD, EXECUTIVE DIRECTORS AND ALL SENIOR STAFF	Responsibility for security of Trust assets including notifying discrepancies to Chief Financial Officer and reporting losses in accordance with Trust procedure.
15.2.1	CHIEF EXECUTIVE	Delegate overall responsibility for control of stores (subject to the Chief Financial Officer' responsibility for systems of control). Further delegation for day-to-day responsibility subject to such delegation being recorded.
15.2.1	CHIEF FINANCIAL OFFICER	Responsible for systems of control over stores and receipt of goods.
15.2.1	DESIGNATED PHARMACEUTICAL OFFICER	Responsible for controls of pharmaceutical stocks.
15.2.1	DESIGNATED ESTATES OFFICER	Responsible for control of stocks of fuel, oil and coal.

SFI REF	DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
15.2.2	HEADS OF SERVICE	Security arrangements and custody of keys.
15.2.3	CHIEF FINANCIAL OFFICER	Set out procedures and systems to regulate the stores.
15.2.4	CHIEF FINANCIAL OFFICER	Agree stocktaking arrangements.
15.2.5	CHIEF FINANCIAL OFFICER	Approve alternative arrangements where a complete system of stores control is not justified.
15.2.6	CHIEF FINANCIAL OFFICER	Approve system for review of slow moving and obsolete items and for condemnation, disposal and replacement of all unserviceable items.
15.2.6	HEADS OF SERVICE	Operate system for slow moving and obsolete stock, and report to the Chief Financial Officer evidence of significant overstocking.
15.3	CHIEF EXECUTIVE	Identify persons authorised to requisition and accept goods from NHS Supplies stores.
16.1.1	CHIEF FINANCIAL OFFICER	Prepare detailed procedures for disposal of assets including condemnations and ensure that these are notified to managers.
16.2.2	CHIEF FINANCIAL OFFICER	Prepare procedures for recording and accounting for losses, special payments and informing police in cases of suspected arson or theft.
16.2.2	ALL STAFF	Discovery or suspicion of loss of any kind must be reported immediately to either head of department or nominated officer. The head of department / nominated officer should then inform the Chief Executive and Chief Financial Officer.
16.2.2	CHIEF FINANCIAL OFFICER	Where a criminal offence is suspected, the Chief Financial Officer must inform the police if theft or arson is involved. In cases of fraud and corruption Chief Financial Officer must inform the relevant LCFS and NHS Counter Fraud Authority (NHSCFA) in line with Secretary of State directions.
16.2.2	CHIEF FINANCIAL OFFICER	Notify NHSCFA and External Audit of all frauds.
16.2.3	CHIEF FINANCIAL OFFICER	Notify the Board and External Auditor of losses caused by theft, arson, neglect of duty or gross carelessness (unless trivial).
16.2.4	BOARD	Approve write off of losses (within limits delegated by Department of Health).

SFI REF	DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
16.2.6	CHIEF FINANCIAL OFFICER	Consider whether any insurance claim can be made.
16.2.7	CHIEF FINANCIAL OFFICER	Maintain losses and special payments register.
17.1.1	CHIEF FINANCIAL OFFICER	Responsible for accuracy and security of computerised financial data.
17.1.2	CHIEF FINANCIAL OFFICER	Satisfy himself / herself that new financial systems and amendments to current financial systems are developed in a controlled manner and thoroughly tested prior to implementation. Where this is undertaken by another organisation assurances of adequacy must be obtained from them prior to implementation.
17.1.3	SENIOR INFORMATION RISK OFFICER	Shall publish and maintain a Freedom of Information Scheme.
17.2	RELEVANT OFFICERS	Send proposals for general computer systems to Chief Digital and Technology Officer
17.3	CHIEF FINANCIAL OFFICER	Ensure that contracts with other bodies for the provision of computer services for financial applications clearly define responsibility of all parties for security, privacy, accuracy, completeness and timeliness of data during processing, transmission and storage, and allow for audit review. Seek periodic assurances from the provider that adequate controls are in operation.
17.4	CHIEF DIGITAL AND TECHNOLOGY OFFICER	Ensure that risks to the Trust from use of IT are identified and considered and that disaster recovery plans are in place.
17.5	CHIEF FINANCIAL OFFICER	Where computer systems have an impact on corporate financial systems satisfy himself / herself that: <ul style="list-style-type: none"> • System acquisition, development and maintenance are in line with corporate policies. • Data assembled for processing by financial systems is adequate, accurate, complete and timely, and that a management rail exists. • The Chief Financial Officer and staff have access to such data. • Such computer audit reviews are being carried out as are considered necessary.
18.2	CHIEF EXECUTIVE	Responsible for ensuring patients and guardians are informed about patients' money and property procedures on admission.

SFI REF	DELEGATED TO	AUTHORITIES / DUTIES DELEGATED
18.3	CHIEF FINANCIAL OFFICER	Provide detailed written instructions on the collection, custody, investment, recording, safekeeping and disposal of patients' property (including instructions on the disposal of the property of deceased patients and of patients transferred to other premises) for all staff whose duty is to administer, in any way, the property of.
18.6	SERVICE MANAGERS	Inform staff of their responsibilities and duties for the administration of the property of patients.
19.1.3	CHIEF FINANCIAL OFFICER	Shall ensure that each trust fund which the Trust is responsible for managing is managed appropriately.
20.1.1	CHIEF FINANCIAL OFFICER	Ensure all staff are made aware of the Trust policy on the acceptance of gifts and other benefits in kind by staff.
22	CHIEF EXECUTIVE	Retention of document procedures in accordance with HSC 1999/053. (HSC 1999/053 has been replaced by the NHS code of practice: Parts 1 and 2 (April 2006))
23.1	CHIEF EXECUTIVE	Risk management programme.
23.1	BOARD	Approve and monitor risk management programme.
23.1	BOARD	Decide whether the Trust will use the risk pooling schemes administered by the NHS Litigation Authority or self-insure for some or all of the risks (where discretion is allowed). Decisions to self-insure should be reviewed annually.
23.1	CHIEF FINANCIAL OFFICER	<p>Where the Board decides to use the risk pooling schemes administered by the NHS Litigation Authority, the Chief Financial Officer shall ensure that the arrangements entered into are appropriate and complementary to the risk management programme. The Chief Financial Officer shall ensure that documented procedures cover these arrangements.</p> <p>Where the Board decides not to use the risk pooling schemes administered by the NHS Litigation Authority for any one or other of the risks covered by the schemes, the Chief Financial Officer shall ensure that the Board is informed of the nature and extent of the risks that are self-insured as a result of this decision. The Chief Financial Officer will draw up formal documented procedures for the management of any claims arising from third parties and payments in respect of losses that will not be reimbursed.</p>
23.2	CHIEF FINANCIAL OFFICER	Ensure documented procedures cover management of claims and payments below the deductible.

* Requisitioners are identified within the Oracle Finance System / Logistics Online System and given appropriate authority to requisition in line with Standing Financial Instructions.

8. DELEGATIONS IN RESPECT OF SUSSEX PRIMARY CARE (SPC)

SPC SO REF	RESERVED/DELEGATED TO	DECISION
2.1	SCFT BOARD	Alteration of other constitutional documents, of the Company such as the Standing Orders and Scheme of Delegation and Reservation.
2.2	SCFT BOARD	The modification of any of the rights attached to any shares in the Company or the grant or agreement to grant any option over any shares or uncalled capital.
2.3	SCFT BOARD	The formation, acquisition, merging or disposal of any Company subsidiary.
2.4	SCFT BOARD	The Company ceasing to be a private company or change (by whatever means) to the nature of its business.
2.5	SCFT BOARD	Sell or otherwise dispose of the whole or any part of the Company's undertaking, property, assets, or any interest in them or contract to do so whether or not for valuable consideration.
2.6	SCFT BOARD	Do, permit or allow to be done any act or thing whereby the Company may be wound-up, or enter into any compromise or arrangement under the Insolvency Act 1986.
2.7	SCFT BOARD	Appointment and removal of any directors (Article 19.2).
2.8	SCFT BOARD	Adopting the Business Plan and agreeing/approving any in-year material amendments to the Business Plan.
2.9	SCFT BOARD	Undertake any activities outside of Geographical Area (defined as the area of Sussex, including Brighton and Hove, or other such area as defined by the Shareholder from time to time).
2.10	SCFT BOARD	Consolidate, amalgamate or merge the Company with any company, association, partnership or legal entity.

SPC SO REF	RESERVED/DELEGATED TO	DECISION
2.11	SCFT BOARD	Make any political contribution.
3.1	SCFT RESOURCES COMMITTEE	The making of any one capital commitment in excess of £20k or aggregate capital commitment, over the preceding year, by the Company in excess of £50k unless otherwise contained within an approved Annual Business Plan.
3.2	SCFT RESOURCES COMMITTEE	Enter into any other contract, transaction or third party arrangement of a value exceeding £20,000 unless otherwise contained within an approved Annual Business Plan.
3.3	SCFT RESOURCES COMMITTEE	Borrow in excess of £10,000 without the express agreement of the Shareholder or create any mortgage, debenture, pledge, lien or other encumbrances over the undertaking or assets of the Company (save for charges arising by operation of law in the ordinary course of business or under retention of title covenants with suppliers to the Company), or factor, assign, discount or otherwise dispose of any book debts or other debts of the Company.
3.4	SCFT RESOURCES COMMITTEE	Approving any in-year material amendments to the Business Plan up to the limit of the Resources Committee's delegation from the Trust Board.
3.5	SCFT RESOURCES COMMITTEE	Commit to carrying on a new business or changing any business materially, disposing of any substantial part of its assets and/or business, purchasing the assets, business or share capital of any company, winding up any company, listing any share capital on any stock exchange or refinancing any of the Company's borrowings up to the limit of the Resources Committee's delegation from the Trust Board.
3.6	SCFT RESOURCES COMMITTEE	Acquire any interest in the share capital or instruments convertible into share capital of any other company or body corporate up to the limit of the Resources Committee's delegation from the Trust Board.
3.7	SCFT RESOURCES COMMITTEE	Acquire or dispose of any freehold or leasehold property or grant or surrender a lease in respect of such property.
4.1	SCFT AUDIT COMMITTEE	Appointment or removal of auditors and the fixing of their remuneration or changing the accounting policies of the Company in any material respect unless, such change is required by law or by virtue of a new statement of standard accounting practice.

SPC SO REF	RESERVED/DELEGATED TO	DECISION
4.2	SCFT AUDIT COMMITTEE	Make any alteration to the Company's accounting reference date.
4.3	SCFT AUDIT COMMITTEE	Open or close bank accounts or change the bankers of the Company.
5.1	SCFT SHAREHOLDER REPRESENTATIVE(S)	Give any guarantee, make any payment or incur any obligation or act as surety otherwise than in connection with the Company's ordinary business for the time being.
5.2	SCFT SHAREHOLDER REPRESENTATIVE(S)	Lend or agree to lend, grant any credit or make any advance to any person otherwise than in the ordinary course of the business of the Company.
5.3	SCFT SHAREHOLDER REPRESENTATIVE(S)	Effect or permit to be effected any variations or amendments to, or waivers or compromises or releases under or in connection with, or enter into, any agreement inconsistent with any contract which is material to the Company's business.
5.4	SCFT SHAREHOLDER REPRESENTATIVE(S)	Enter into any transaction outside of the ordinary course of business of the Company.
5.5	SCFT SHAREHOLDER REPRESENTATIVE(S)	Save as required within the normal course of business in relation to financing trade, make an application to or submit any business plan or other information to, any financial institution or other third party with a view to obtaining capital or any financial facility.
5.6	SCFT SHAREHOLDER REPRESENTATIVE(S)	Commence or settle any litigation or other legal proceedings (other than actions to recover debts in the ordinary course of business).

Matters reserved to the SPC Board are not shown here but are included in the SPC Standing Orders.