

# STANDING ORDERS

STANDARD

**STANDING ORDERS**

**CONTENTS**  
**PAGE**

|  |           |
|--|-----------|
| <b>1. INTRODUCTION.....</b>  | <b>6</b>  |
| 1.1 Statutory Framework  | 6         |
| 1.2 NHS Framework  | 7         |
| 1.3 Delegation of Powers   | 7         |
| 1.4 Integrated Governance  | 7         |
| <b>2. THE TRUST BOARD: COMPOSITION OF MEMBERSHIP, TENURE AND<br/>ROLE OF MEMBERS .....</b> | <b>8</b>  |
| 2.1 Composition of the Membership of the Trust Board                                       | 8         |
| 2.2 Appointment of the Chairman and Members of the Trust                                   | 8         |
| 2.3 Terms of Office of the Chairman and Members  | 9         |
| 2.4 Appointment and Powers of the Vice Chairman  | 9         |
| 2.5 Joint Members  | 10        |
| 2.6 Healthwatch  | 10        |
| 2.7 Role of Members  | 11        |
| 2.8 Disqualification from Appointment as a Chair or Non-executive Director                 | 12        |
| 2.9 Cessation of Disqualification  | 14        |
| 2.10 Corporate Role of the Board   | 14        |
| 2.11 Schedule of Matters reserved to the Board and Scheme of Delegation                    | 15        |
| 2.12 Lead Roles for Board Members  | 15        |
| <b>3. MEETINGS OF THE TRUST.....</b>   | <b>15</b> |
| 3.1 Calling Meetings   | 15        |
| 3.2 Notice of Meetings and the Business to be transacted                                   | 15        |
| 3.3 Agenda and Supporting Papers   | 17        |

**STANDARD**

|   |           |
|---|-----------|
| <b>3.4 Petitions</b>  | <b>17</b> |
| <b>3.5 Notice of Motion</b>   | <b>17</b> |
| <b>3.6 Emergency Motions</b>  | <b>17</b> |
| <b>3.7 Motions: Procedure at and During a Meeting</b>   | <b>17</b> |
| <b>3.8 Motion to Rescind a Resolution</b>   | <b>20</b> |
| <b>3.9 Chairman of Meeting</b>  | <b>20</b> |
| <b>3.10 Chairman's Ruling</b>   | <b>20</b> |
| <b>3.11 Quorum</b>  | <b>20</b> |
| <b>3.12 Voting</b>  | <b>21</b> |
| <b>3.13 Suspension of Standing Orders</b>   | <b>22</b> |
| <b>3.14 Waiver, variation and amendment of Standing Orders</b>                                | <b>22</b> |
| <b>3.15 Reporting of Waivers of Standing Orders and Standing Financial Instructions</b>       | <b>23</b> |
| <b>3.16 Record of Attendance</b>  | <b>23</b> |
| <b>3.17 Secretariat and Minutes</b>   | <b>23</b> |
| <b>3.18 Attendance at Meetings and Admission of Public and the Press</b>                      | <b>23</b> |
| <b>3.18 Annual Public Meeting</b>   | <b>25</b> |
| <b>4. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES .....</b>                                  | <b>26</b> |
| <b>4.1 Appointment of Committees</b>  | <b>26</b> |
| <b>4.2 Joint Committees</b>   | <b>26</b> |
| <b>4.3 Applicability of Standing Orders and Standing Financial Instructions to Committees</b> | <b>26</b> |
| <b>4.4 Terms of Reference</b>   | <b>26</b> |
| <b>4.5 Delegation of Powers by Committees to Sub-Committees</b>                               | <b>27</b> |
| <b>4.6 Approval of Appointments to Committees</b>   | <b>27</b> |
| <b>4.7 Appointments for Statutory Functions</b>   | <b>27</b> |
| <b>4.8 Committees established by the Trust Board</b>  | <b>27</b> |
| <b>4.9 Confidential Proceedings</b>   | <b>29</b> |

## STANDARD

|  |           |
|--|-----------|
| <b>5. ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION.....</b>  | <b>30</b> |
| 5.1 Delegation of Functions to Committees, Officers or Other Bodies  | 30        |
| 5.2 Emergency Powers and Urgent Decisions  | 30        |
| 5.3 Delegation to Committees   | 31        |
| 5.4 Delegation to Officers   | 31        |
| 5.5 Schedule of Matters Reserved to the Trust and Scheme of Delegation of Powers   | 31        |
| 5.6 Duty to Report Non-Compliance with Standing Orders and Standing  | 32        |
| Financial Instructions   | 32        |
| <b>6. OVERLAP WITH OTHER TRUST POLICY STATEMENTS/PROCEDURES, REGULATIONS AND THE STANDING FINANCIAL INSTRUCTIONS .....</b> | <b>32</b> |
| 6.1 Policy Statements: General Principles  | 32        |
| 6.2 Specific Policy Statements   | 32        |
| 6.3 Standing Financial Instructions  | 33        |
| 6.4 Specific Guidance  | 33        |
| <b>7. DUTIES AND OBLIGATIONS OF BOARD MEMBERS/DIRECTORS AND STAFF UNDER THESE STANDING ORDERS .....</b>                    | <b>33</b> |
| 7.1 Declaration of Interests   | 33        |
| 7.2 Advice on Interests  | 34        |
| 7.3 Recording of Interests in Trust Board Minutes  | 35        |
| 7.4 Publication of Declared Interests in Annual Report   | 35        |
| 7.5 Conflicts of Interest which Arise During the Course of a Meeting   | 36        |
| 7.6 Register of Interests  | 36        |
| 7.7 Exclusion of Chairman and Members in Proceedings on Account of Pecuniary Interest                                      | 36        |
| 7.8 Waiver of Standing Orders made by the Secretary of State for Health  | 38        |
| 7.9 Failure to Declare an Interest   | 40        |

## STANDARD

|  |           |
|--|-----------|
| 7.10 Standards of Business Conduct   | 40        |
| 7.11 Acceptance of Gifts and Donations   | 41        |
| <b>8. CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS .....</b> | <b>43</b> |
| 8.1 Custody of the Seal  | 43        |
| 8.2 Sealing of Documents   | 43        |
| 8.3 Register of Sealings   | 44        |
| 8.4 Signature of Documents   | 45        |
| <b>9. MISCELLANEOUS .....</b>  | <b>45</b> |
| 9.1 Joint Finance Arrangements   | 45        |
| 9.2 Conflict   | 45        |
| 9.3 Report on Trust Performance  | 45        |

**STANDARD**

## SECTION B: STANDING ORDERS

### 1. INTRODUCTION

#### 1.1 Statutory Framework

The Northampton General Hospital NHS Trust (the **Trust**) is a statutory body which came into existence on 01 April 1994 under The Northampton General Hospital National Health Service Trust (Establishment) Order 1993 No 2561.

- 1) The principal place of business of the Trust is Cliftonville, Northampton, NN1 5BD.
- 2) NHS Trusts are governed by Act of Parliament, mainly the National Health Service Act 1977 (NHS ACT 1977), the National Health Service and Community Care Act 1990 (NHS& CC Act 1990) as amended by the Health Authorities Act 1995, the Health Act 1999, the Health and Social Care Act 2001, Health and Social Care (Community Health and Standards) Act 2003 and the Health Act 2006
- 3) The functions of the Trust are conferred by this legislation.
- 4) As a statutory body, the Trust has specific powers to contract in its own name and is accountable to the Secretary of State for Health. The Trust can also act as a corporate trustee, and in this 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.
- 5) The Trust also has statutory powers under Section 28A of the NHS ACT 1977, as amended in the Health Act 1999, to fund projects jointly planned with local authorities, voluntary organisations and other bodies.
- 6) The Code of Accountability (page 38) requires the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions (SFIs) as an integral part of Standing Orders setting out the responsibilities of individuals.
- 7) The Trust will be bound by such other statutes and legal provisions which govern the conduct of its affairs

**STANDARD**

## 1.2 NHS Framework

- 1) In addition to the statutory requirements, the Secretary of State through the Department of Health issues further directions and guidance. These are normally issued under cover of a circular or letter.
- 2) The Code of Accountability (page 38) requires that, inter alia, Boards draw up a schedule of decisions reserved to the Board, and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives (a scheme of delegation). The Code also requires the establishment of audit and remuneration committees with formally agreed terms of reference. The Code of Conduct makes various requirements concerning possible conflicts of interest of Board members.
- 3) The Code of Practice on Openness in the NHS sets out the requirements for public access to information on the NHS. From 1 January 2005, this was superseded by the Freedom of Information Act 2000.

## 1.3 Delegation of Powers

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

Reservation of Powers to the Board and Delegation of Powers are covered in Section C. These documents have effect as if incorporated into the Standing Orders and Standing Financial Instructions.

## 1.4 Integrated Governance

Trust Boards are now encouraged to move away from silo governance and develop integrated governance that will lead to good governance and to ensure that decision-making is informed by intelligent information covering the full range of corporate, financial, clinical, information, education and research governance.

Guidance from the Department of Health on the move toward and implementation of integrated governance has been issued and has been incorporated in the Trust's governance framework and committee structure. Integrated governance will better enable the Board to take a holistic view of the organisation and its

# STANDARD

capacity to meet its legal and statutory requirements and clinical, quality and financial objectives.

## **2. THE TRUST BOARD: COMPOSITION OF MEMBERSHIP, TENURE AND ROLE OF MEMBERS**

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

All funds received in trust (i.e. donations, legacies etc.) shall be held in the name of the Trust as corporate trustee. In relation to funds held on trust, powers exercised by the Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised as a Trust.

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

Directors acting on behalf of the trust as a corporate trustee are acting as quasi-trustees. Accountability for charitable funds held on trust is to the Charity Commission. Accountability for non-charitable funds held on trust is only to the Secretary of State for Health.

The Trust has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in "Reservation of Powers to the Board" and have effect as if incorporated into the Standing Orders.

### **2.1 Composition of the Membership of the Trust Board**

In accordance with the Trust's Establishment Order (see SO1.1) and the Membership, Procedure and Administration Arrangements regulations, the composition of the Board shall be:

- 1) The Chairman of the Trust
- 2) Up to 5 non-executive directors excluding the Chairman
- 3) Up to 5 executive directors including
  - The Chief Executive;
  - The Director of Finance;
  - Deputy Chief Executive
  - A Medical or Dental Practitioner; and
  - A Registered Nurse or Midwife, as defined in Section 10(7) of the Nurses, Midwives and Health Visitors Act 1979(a).

### **2.2 Appointment of the Chairman and Members of the Trust**

## **STANDARD**



- 1) The Chairman is appointed by the Secretary of State for Health, as advised by the Trust Development Authority. Otherwise the appointment and tenure of office of the Chairman and Members are set out in the Membership and Procedure Regulations, and subsequent amendments.

The Trust shall have not more than 10 and not less than 7 Members (unless otherwise determined by the Secretary of State for Health and set out in the Trust's Establishment Order or such other communication from the Secretary of State).

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

- 1) The regulations setting out the period of tenure of office of the Chairman and Members and for the termination or suspension of office of the Chairman and Members are contained in Sections 2 to 4 of the Membership, Procedure and Administration Arrangements and Administration Regulations.
- 2) The tenure of office for directors shall be:
  - a) Chairman and Non-Executive Directors - as determined by the Trust Development Authority, but usually for a maximum period of four years, which may be renewable, subject to the provisions of SO 2.8
  - b) Chief Executive and Director of Finance – for the period of their employment in those posts
  - c) Other Executive Directors – for such period as specified by the Appointing Authority as long as they hold a post in the Trust
- 3) The Chairman 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 Appointing Authority.
- 4) Where a Non-Executive director is appointed to be the Chairman of the Trust, his/her tenure of office as a Non-Executive director shall terminate when his/her appointment as Chairman takes effect.

### **2.4 Appointment and Powers of the Vice Chairman**

- 1) Subject to SO 2.4(2) below, for the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chairman, the Chairman and members of the Trust shall appoint a Non-Executive director from among them to

**STANDARD**

- be Vice Chairman, for such period, not exceeding the remainder of his/her term as a member of the Trust, as they may specify on appointing him/her.
- 2) Any member so appointed may at any time resign from the office of Vice Chairman by giving notice in writing to the Chairman. The Chairman and members may thereupon appoint another Non-Executive director as Vice Chairman in accordance with the provisions of Standing Order 2.4(1).
  - 3) Where the Chairman of the Trust has died or has ceased to hold office, or where they have been unable to perform their duties as Chairman owing to illness or any other cause, the Vice Chairman shall act as Chairman until a new Chairman is appointed or the existing Chairman resumes their duties, as the case may be; and references to the Chairman in these Standing Orders shall, so long as there is no Chairman able to perform those duties, be taken to include references to the Vice Chairman.

## 2.5 Joint Members

- 1) Where more than one person is appointed jointly to a post mentioned in regulation 2(4)(a) of the Membership, Procedure and Administration Arrangements Regulations, those persons shall count for the purpose of SO 2.1 as one person.
- 2) Where the office of a member of the Board is shared jointly by more than one person:
  - a) Either or both of those persons may attend or take part in meetings of the Board;
  - b) If both are present at a meeting they should cast one vote if they agree;
  - c) In the case of disagreements no vote should be cast; and
  - d) The presence of either or both of those persons should count as the presence of one person for the purposes of SO 3.11 (Quorum).

## 2.6 Healthwatch

The Health and Social Care Act 2012 required local authorities to establish Healthwatches as social enterprises, replacing previous Local Involvement Networks (LINKs), from April 2013. Healthwatches are made up of users of local health and social services and members of the public who work together to

# STANDARD

influence and challenge how local health and social care services are provided. Healthwatches are independent of the local authority and health services.

## 2.7 Role of Members

The Board will function as a corporate decision-making body. Executive and Non-Executive directors will be full and equal members. Their role as members of the Trust Board will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions. All Board members shall subscribe to the Nolan Committee's Seven Principles of Public Life (see Appendix A) and the Codes of Conduct and Accountability for NHS Boards (see Appendix B).

### 1) Executive Directors

Executive directors shall exercise their authority within the terms of these Standing Orders and Standing Financial Instructions and the Scheme of Delegation. Executive directors are normally employees of the Trust. However, a person holding a post in a university or a person seconded to work for the Trust may be appointed as an Executive director. Executive directors (apart from the Chief Executive and the Director of Finance may be removed from the Trust Board if, in the view of the appointing committee, it is not in the interest of the Trust for them to continue as a Director. If any Executive director is suspended from his post with the Trust, he will also be suspended from being a director for the period of his suspension.

### 2) Chief Executive

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

### 3) Director of Finance

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

### 4) Non-Executive directors

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

### 5) Chairman

**STANDARD**

The Chairman shall be responsible for the operation of the Board and chair all Board meetings when present. The Chairman has certain delegated executive powers and must comply with the terms of appointment and with these Standing Orders. The Chairman shall liaise with the Appointments Commission over the appointment of the Non-Executive directors and, once appointed, shall take responsibility either directly or indirectly for their induction, their portfolios of interests and assignments, and their performance. The Chairman shall work in close harmony with the Chief Executive and shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.

## 2.8 Disqualification from Appointment as a Chair or Non-executive Director

- 1) The following people are disqualified from appointment as the Chairman or Non-Executive directors:
  - a) Chairmen, members, directors or employees of a health service body.
  - b) General Medical Practitioners, General Dental Practitioners or their employees.
  - c) Paid employees of a trade union that represents members who work in the NHS.
  - e) Those who have:
    - Within the preceding 5 years, been convicted of any offence and received a sentence of imprisonment for a period exceeding 3 months;
    - Become bankrupt;
    - Been dismissed, other than by reason of redundancy, from paid employment with a health service body; or had their term of office as a Chairman, member or director of a health service body terminated under the provisions of SO 2.8(6) or for nondisclosure of a pecuniary interest.
  - f) People who have had their names removed from a list of practitioners by a direction made under section 46 of the NHS Act 1977 and have not subsequently had their name included in such a list.
- 2) If Healthwatch member is appointed as a Non-Executive director of the Trust, he/she becomes disqualified from membership of the Healthwatch.
- 3) The House of Commons Disqualification Act 1975, as amended by the National Health Service and Community Care Act 1990, prevents the Trust Chairman or any Non-Executive director from contesting an election to Parliament or from being a Member of Parliament. If a Non-Executive director is selected as a

## STANDARD

- prospective parliamentary candidate, they must tender their resignation as a Non-Executive director with immediate effect.
- 4) Where the Chairman or Non-Executive director has been appointed:
    - a) If he became disqualified under SO 2.8(1), the Appointing Authority shall notify him in writing forthwith, or
    - b) If he was so disqualified at the time of his appointment he shall be notified in writing that he was not duly appointed.
  - 5) The Secretary of State will terminate the term of office of the Chairman or a Non-Executive director who has not attended a meeting of the Trust for six months without reasonable cause. The appointing authority may, with the consent of the Trust Development Authority when necessary, terminate the appointment of the Chairman or a Non-Executive director if it considers that the individual's continuation in office would not be in the interests of the NHS.
  - 6) If it appears to the Trust Development Authority that the Chairman or a Non-Executive director has failed to comply with SO 7.1 (declaration of interests), they may terminate immediately his/her tenure of office.

## STANDARD

## 2.9 Cessation of Disqualification

- 1) Where a person is disqualified by reason of having been adjudged bankrupt this disqualification shall cease if:
  - a) The bankruptcy is annulled on the ground that he ought not to have been adjudged bankrupt or on the ground that his debts have been paid in full, the disqualification shall cease on the date of the annulment; or
  - b) He is discharged when the disqualification shall cease on the date of his discharge.
- 2) Where a person is disqualified by reason of having made a composition or arrangement with his creditors, if he pays his debts in full the disqualification shall cease on the date on which the payment is completed. In any other case it shall cease in the expiry of five years from the date on which the terms of the deed of composition or arrangement are fulfilled.
- 3) Subject to SO 2.9(4), where person is disqualified as an employee he may, after the expiry period of not less than two years, apply in writing to the Secretary of State to remove the disqualification and the Secretary of State may direct that disqualification shall cease.
- 4) Where the Secretary of State refuses an application to remove a disqualification no further application may be made by that person until expiration of two years from the date of the application.
- 5) Where a person is disqualified as a Chairman or director by reason of appointments: where such appointments have been terminated, the disqualification shall cease on the expiry of a period of two years or such longer period as the Appointing Authority specifies when terminating his period of office but the Secretary of State may on application being made to him by that person or by that appointing authority, reduce the period of disqualification.

## 2.10 Corporate Role of the Board

- 1) All business shall be conducted in the name of the Trust.
- 2) All funds received in Trust (i.e. donations, legacies etc.) shall be held in the name of the Trust as corporate trustee. In relation to funds held on trust, powers exercised by the Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised as a Trust.

**STANDARD**

- 3) The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in SO 3.
- 4) The Board shall define and regularly review the functions it exercises on behalf of the Secretary of State.

### **2.11 Schedule of Matters reserved to the Board and Scheme of Delegation**

The Board has resolved that certain powers and decisions may only be exercised or made by the Board in formal session. These powers and decisions are set out in the "Schedule of Matters Reserved to the Board" and shall have effect as if incorporated into the Standing Orders. Those powers which it has delegated to officers and other bodies are contained in the Scheme of Delegation. Both are set out in Section C.

### **2.12 Lead Roles for Board Members**

The Chairman will ensure that the designation of lead roles or appointments of Board members as required by the Department of Health 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 or Safeguarding Services).

## **3. MEETINGS OF THE TRUST**

### **3.1 Calling Meetings**

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

### **3.2 Notice of Meetings and the Business to be transacted**

- 1) Before each meeting of the Trust 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, so as to be available to members at least three clear days before the meeting. The notice shall be signed by the

**STANDARD**

- Chairman or by an officer authorised by the Chairman to sign on their behalf. The validity of a meeting shall not be affected, however, by lack of service of notice on any person.
- 2) In the case of a meeting called by members in default of the Chairman calling the meeting, the notice shall be signed by those members.
  - 3) No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under SO 3.6.
  - 4) A member desiring a matter to be included on an agenda shall make his/her request in writing to the Chairman or the Trust Secretary at least 10 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 10 days before a meeting may be included on the agenda at the discretion of the Chairman.
  - 5) Trust Board papers must be written in the required Trust Board format and be submitted to the Trust Office at least 10 clear days before the date of the Trust Board meeting to facilitate timely distribution of the papers.
  - 1) Details of Board meetings shall be displayed at the Trust's principal offices and on the Trust website at least three clear days before the meeting or, if the meeting is convened at shorter notice, then at the time it is convened, as required by the Public Bodies (Admission to Meetings) Act 1960.

## STANDARD



### 3.3 Agenda and Supporting Papers

The Agenda will be sent to members at least 5 days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than three clear days before the meeting, save in emergency. Copies of the agenda and papers for meetings to be held in public will be placed on the Trust's website in advance of the meetings.

### 3.4 Petitions

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

### 3.5 Notice of Motion

- 1) Subject to the provision of SO 3.7 and SO 3.8, a member of the Trust Board wishing to move a motion shall send a written notice to the Chief Executive who will ensure that it is brought to the immediate attention of the Chairman.
- 2) The notice shall be delivered at least 10 clear days before the meeting. The Chief Executive shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

### 3.6 Emergency Motions

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

### 3.7 Motions: Procedure at and During a Meeting

#### 1) Who may propose

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

**STANDARD**

**2) Contents of motions**

The Chairman 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:

- a) The reception of a report.
- b) Consideration of any item of business before the Trust Board.
- c) The accuracy of minutes.
- d) That the Board proceed to next business.
- e) That the Board adjourn.
- f) That the question be now put.

**3) Amendments to motions**

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

**4) Rights of reply to motions**

a) 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.

b) 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.

**5) Withdrawing a motion**

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

**6) Motions once under debate**

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

- a) An amendment to the motion.
  - b) The adjournment of the discussion, or the meeting.
  - c) That the meeting proceed to the next business.
  - d) That the question should be now put.
  - e) The appointment of an 'ad hoc' committee to deal with a specific item of business.
  - f) That a member/director be not further heard.
  - g) 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 SO 3.18).
- 7) 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.
- 8) If a motion to proceed to the next business or that the question be now put, is carried, the Chairman should give the mover of the substantive motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

## STANDARD

### 3.8 Motion to Rescind a Resolution

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

### 3.9 Chairman of Meeting

- 1) At any meeting of the Trust Board the Chairman, if present, shall preside. If the Chairman is absent from the meeting, the Vice Chairman (if the Board has appointed one), if present, shall preside.
- 2) If the Chairman and Vice Chairman are both absent, the remaining Board members shall choose a Non-Executive director from among their number to act as Chair. An Executive director cannot take the chair.
- 3) If the Chairman is absent from a meeting temporarily on the grounds of a declared conflict of interest, the Vice Chairman, if present, shall preside. If the Chairman and Vice Chairman are absent, or are disqualified from participating, the remaining Board members shall choose a Non-Executive director from among their number to act as Chair

### 3.10 Chairman's Ruling

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

### 3.11 Quorum

**STANDARD**

- 1) No business shall be transacted at a meeting unless at least one third of the whole number of the Chairman and members (including at least two Executive directors and two Non-Executive directors) is present.
- 2) An officer in attendance for an Executive director (Officer Member) but without formal acting up status may not count towards the quorum.
- 3) If the Chairman or member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest (see SO 7.3) 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.
- 4) The above requirement for at least two Executive directors to form part of the quorum shall not apply where the Executive directors are excluded from a meeting.
- 5) If after 15 minutes from the time appointed for a meeting of the Trust Board to take place no quorum is present, then there shall be no meeting. Likewise, if during a meeting the Chairman, after counting the number of directors present, declares that there is no quorum, the meeting shall stand adjourned to a time arranged by the Chairman or to the next ordinary meeting of the Trust Board.

### 3.12 Voting

- 1) Save as provided for in SO 3.13 and SO 3.14, every question put to a vote at a meeting shall be determined by a majority of the votes of the Chairman and members present and voting on the question. In the case of an equal vote, the person presiding, i.e. the Chairman of the meeting shall have a second or casting vote.
- 2) At the discretion of the Chairman of the meeting, all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chairman directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.
- 3) 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).

## STANDARD

- 4) If a member so requests, his/her vote shall be recorded by name (except when conducted by paper ballot).
- 5) In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.
- 6) A manager who has been formally appointed to act up for an Executive director during a period of incapacity or temporarily to fill an Executive director vacancy shall be entitled to exercise the voting rights of the Executive director.
- 7) A manager attending the Trust Board meeting to represent an Executive director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive director. An Officer's status when attending a meeting shall be recorded in the minutes.
- 8) For the voting rules relating to joint members see SO 2.5.

### **3.13 Suspension of Standing Orders**

- 1) 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 3.11), any one or more of the Standing Orders may be suspended at any meeting, provided that at least two thirds of the whole number of the members of the Board are present (including at least one Executive director and one Non-Executive director of the Trust) 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 Trust Board's minutes.
- 2) A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chairman and members of the Trust.
- 3) No formal business may be transacted while Standing Orders are suspended.
- 4) The Audit Committee shall review every decision to suspend Standing Orders.

### **3.14 Waiver, variation and amendment of Standing Orders**

- 1) These Standing Orders shall not be waived or varied except in the following circumstances:
  - a) Upon a notice of motion under SO 3.5.

## **STANDARD**

- b) Upon a recommendation of the Chairman or Chief Executive included on the agenda for the meeting.
- c) 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 Trust's Non-Executive directors vote in favour of the amendment.
- d) Providing that any variation or amendment does not contravene a statutory provision or direction made by the Secretary of State.

### **3.15 Reporting of Waivers of Standing Orders and Standing Financial Instructions**

All waivers of Standing Orders should be reported to the Audit Committee after approval has been granted. The Audit Committee should ensure that waivers have only been granted in compliance with the regulations and where necessary. However, these provisions do not apply where the competitive tendering process is to be omitted or modified. Approval should then be sought as detailed in the relevant section of the Standing Financial Instructions. All such waivers will be reported retrospectively to the Trust's Audit Committee.

### **3.16 Record of Attendance**

- 1) The names of the Chairman and directors/members present at the meeting shall be recorded in the minutes.

### **3.17 Secretariat and Minutes**

- 1) The Executive Board Secretary or a nominated deputy shall attend the meetings of the Trust Board and its Committees. The Executive Board Secretary will be responsible for maintaining the records of such meetings. The minutes of the proceedings shall be drawn up and submitted for agreement at the next ensuing meeting where they shall be signed by the person presiding at it.
- 2) No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

### **3.18 Attendance at Meetings and Admission of Public and the Press**

- 1) The Chairman and members of the Trust will decide what arrangements it feels are appropriate to offer in extending an invitation to other Trust directors, deputies and observers to attend and address any of the Trust Board's meetings and may change, alter or vary these terms and conditions as it deems fit.
- 2) **Admission and exclusion on grounds of confidentiality of business to be transacted**

## **STANDARD**

3)

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

- (a) "That representatives of the press, and other members of the public, be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest", Section 1 (2), Public Bodies (Admission to Meetings) Act 1960.
- (b) On matters to be included in the exclusion, due regard should be given to the Freedom of Information Act 2000.

#### 4) **General disturbances**

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

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

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

Matters to be dealt with by the Trust Board following the exclusion of representatives of the press, and other members of the public, as provided in SO 3.18(4) and SO 3.18(5) above shall be confidential to the members of the Board. Members and Officers or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Trust, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the Trust Board meeting which may take place on such reports or papers.

#### 6) **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 Trust or Committees thereof. Such permission shall be granted only upon resolution of the Trust.

## STANDARD



- 7) Arrangements for the public to attend the Board's meetings shall not be construed as allowing them any right to speak at the meeting. However, at the discretion of the Chairman and with the agreement of directors, individuals may be invited to contribute views on specific matters.

### **3.18 Annual Public Meeting**

Following publication of the annual report, the Board will hold a Public meeting in accordance with the NHS Trusts (Public Meetings) Regulations 1991 (SI(1991)482) and any subsequent amendments.

**STANDARD**

## **4. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES**

### **4.1 Appointment of Committees**

- 1) Subject to such directions as may be given by the Secretary of State for Health, the Trust Board may appoint committees of the Trust Board.
- 2) The Trust shall determine the membership and terms of reference of committees and sub-committees and shall, if it requires to, receive and consider reports of such committees.

### **4.2 Joint Committees**

- 1) Joint committees may be appointed by the Trust by joining together with one or more other health service bodies consisting of, wholly or partly of the Chairman and members of the Trust or other health service bodies, or wholly of persons who are not members of the Trust or other health bodies in question.
- 2) Any committee or joint committee appointed under this Standing Order may, subject to such directions as may be given by the Secretary of State or the Trust or other health bodies in question, appoint sub-committees consisting wholly or partly of members of the committees or joint committee (whether or not they are members of the Trust or health bodies in question) or wholly of persons who are not members of the Trust or health bodies in question or the committee of the Trust or health bodies in question.

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

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

### **4.4 Terms of Reference**

Each such committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board shall decide and shall be in accordance with any legislation and regulation or direction

## **STANDARD**

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 Trust 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. The appointment of directors to committees and sub-committees of the Trust comes to an end on the termination of their terms of office as directors.

#### **4.7 Appointments for Statutory Functions**

- 1) 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. Executive directors may not be appointed to any committee or subcommittee 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 25 (3) (c) Schedule 9 of the 1990 Act.

#### **4.8 Committees established by the Trust Board**

- 1) The principal committees, sub-committees and joint-committees established by the Board are listed below. Their Terms of Reference are available from the Trust CEO Office.
- 2) **Audit Committee**  
In line with the requirements of the NHS Audit Committee Handbook, NHS Codes of Conduct and Accountability, and more recently the Higgs report, an Audit Committee will be established and constituted to provide the Trust Board with an independent and objective review on its financial systems, financial information and compliance with laws, guidance, and regulations governing the NHS. The

## **STANDARD**

Terms of Reference will be approved by the Trust Board and reviewed on a periodic basis.

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

The Trust's Audit Committee will have overall responsibility for independently monitoring, reviewing and reporting to the Trust Board on all aspects of governance, risk management and internal control. It will be supported in this role by the Quality Governance Committee.

### 3) **Quality Governance Committee**

The purpose of the Quality Governance Committee will be to monitor, review and report on the quality of services provided by the Trust. This will include review of governance, risk management and internal control systems to ensure the delivery of safe, high quality, patient-centred care; quality indicators flagged as of concern through escalation reporting or as requested by the Trust Board; and progress in implementing action plans to address shortcomings in the quality of services, should they be identified.

Membership will comprise of a minimum of two Non-Executive directors and the Medical and Nursing Executive Directors as a minimum. The Terms of Reference will be approved by the Trust Board and reviewed on a periodic basis.

### 4) **Remuneration and Nominations Committees**

In line with the requirements of the NHS Codes of Conduct and Accountability, and more recently the Higgs report, a Remuneration Committee and a Nominations Committee will be established and constituted. The Higgs report recommends the committees be comprised exclusively of Non-Executive directors, a minimum of three, who are independent of management. The Terms of Reference will be approved by the Trust Board and reviewed on a periodic basis.

### 5) **Finance, Investment and Performance Committee**

The purpose of the Finance and Investment Committee will be to undertake on behalf of the Trust Board objective scrutiny of the Trust's financial plans, investment policy and major investment decisions. The Committee will review the Trust's monthly financial performance and identify the key issues and risks requiring discussion or decision by the Trust Board. Additionally, the Trust Board may request that the Committee reviews specific aspects of financial performance where the Board requires additional scrutiny and assurance.

Membership will comprise of a Non-Executive Director Chair and two other Non-Executive Directors, the Chief Executive, the Director of Finance and the Chief Operating Officer.

## STANDARD

6) **Workforce Committee**

The purpose of the Workforce committee will be to undertake on behalf of the Trust to monitor, review and report on to the Board on assurance related to organisational development and workforce performance and on the achievement of associated key performance indicators. In addition to make recommendations to the Trust board on key strategic organisational development and workforce initiatives.

Membership will comprise of a minimum of two Non-Executive directors one of whom is the Chair and Executive Directors which must include the Director of Workforce and Transformation as a minimum. The Terms of Reference will be approved by the Trust Board and reviewed on a periodic basis.

7) **Other Committees**

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

**4.9 Confidential Proceedings**

- 1) A director or officer of the Trust shall not disclose a matter considered by the Trust Board or a Committee in confidence without its permission until the Board or Committee has considered the matter in public or has resolved to make the matter public.

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

### 5.1 Delegation of Functions to Committees, Officers or Other Bodies

- 1) 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 SO 4, or by an officer of the Trust, or by another body as defined in SO 5.1(2) below, in each case subject to such restrictions and conditions as the Trust thinks fit.
- 2) Section 16B of the NHS Act 1977 allows for regulations to provide for the functions of NHS trusts to be carried out by third parties. In accordance with The Trusts (Membership, Procedure and Administration Arrangements) Regulations 2000 the functions of the Trust may also be carried out in the following ways:
  - a) By another Trust.
  - b) Jointly with any one or more of the following: NHS trusts, NHS Trust Development Authority or Clinical Commissioning Groups (CCGs).
  - c) By arrangement with the appropriate Trust or CCG, by a joint committee or joint sub-committee of the Trust and one or more other health service bodies.
  - d) In relation to arrangements made under S63 (1) of the Health Services and Public Health Act 1968, jointly with the NHS TDA, NHS Trusts or CCGs.
- 3) 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

- 1) The powers which the Board has reserved to itself within these Standing Orders (see SO 2.11) may in emergency or for an urgent decision be exercised by the Chief Executive and the Chairman after having consulted at least two Non-Executive directors. The exercise of such powers by the Chief Executive and Chairman shall be reported to the next formal meeting of the Trust Board for formal ratification. In respect of the award of contracts, the Chairman may take Chairman's Action

**STANDARD**

between Trust Board meetings, subject to ratification of his/her decision at the next formal meeting of the Trust Board.

### **5.3 Delegation to Committees**

- 1) 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 subcommittees, or joint committees, and their specific executive powers shall be approved by the Board in respect of its sub-committees.
- 2) When the Board is not meeting as the Trust in public session, it shall operate as a committee and may only exercise such powers as may have been delegated to it by the Trust in public session.

### **5.4 Delegation to Officers**

- 1) 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.
- 2) The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals which shall be considered and approved by the Board. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board.
- 3) Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Director of Finance or other Executive directors to provide information and advise the Board in accordance with statutory or Department of Health requirements. Outside these statutory requirements the roles of the Director of Finance shall be accountable to the Chief Executive for operational matters.

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

The arrangements made by the Board as set out in the "Schedule of Matters Reserved to the Board" and "Scheme of Delegation" of Powers – see Section C – shall have effect as if incorporated in these Standing Orders.

**STANDARD**

## 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 Trust Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

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

### 6.1 Policy Statements: General Principles

- 1) The Trust Board has delegated the approval of most new and revised Trust core policies and guidelines to the Trust's Procedural Document Group reporting to the Clinical Quality and Effectiveness Group. The Trust Procedural Document Group will agree and approve policy statements and procedures which will apply to all or specific groups of staff employed by the Trust and others working in the Trust. The decisions to approve such policies and procedures will be recorded in an appropriate Trust Procedural Document Group Committee minute and will be deemed where appropriate to be an integral part of the Trust's Standing Orders and Standing Financial Instructions.
- 2) The Trust Board retains the responsibility for the review and approval of the following Trust core policies: the Standing Orders, Reservation and Delegation of Powers and Standing Financial Instructions; the Risk Management Policy; the Standards of Business Conduct Policy; and the Raising Concerns (Whistleblowing) Policy.

### 6.2 Specific Policy Statements

- 1) 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 Standards of Business Conduct Policy for Northampton General Hospital NHS Trust staff.
  - b) The Disciplinary Policy, Procedure and Rules, the Disciplinary Procedure for Medical and Dental Staff, and the Grievance Policy and Procedure for Northampton General Hospital NHS Trust

## STANDARD



- c) The Code of Conduct and the Code of Accountability for NHS Boards (2004) –See Appendix B .
- 2) The above Policy statements shall have effect as if incorporated in these Standing Orders.

### **6.3 Standing Financial Instructions**

Standing Financial Instructions approved by Audit Committee and adopted by the Trust Board in accordance with the Financial Regulations shall have effect as if incorporated in these Standing Orders.

### **6.4 Specific Guidance**

- 1) Notwithstanding the application of SO 6.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following guidance and any other issued by the Secretary of State for Health:
  - a) Caldicott Guardian 1997.
  - b) Human Rights Act 1998.
  - c) Freedom of Information Act 2000.

## **7. DUTIES AND OBLIGATIONS OF BOARD MEMBERS/DIRECTORS AND STAFF UNDER THESE STANDING ORDERS**

### **7.1 Declaration of Interests**

#### **1) Requirements for Declaring Interests and Applicability to Board Members**

The NHS Code of Accountability Appendix B requires Trust 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 addition to Board members, the requirements for other staff to declare interests are set out in the Trust's Standards of Business Conduct Policy.

#### **2) Interests which are Relevant and Material**

- a) 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).

## **STANDARD**

- (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 relevant company included in this fund that has a potential relationship with the Trust must be declared.
  - (viii) Any other interest in relation to an issue to be considered by the Trust Board.
- b) Any member of the Trust 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 SO 7.7 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 Chairman and the Director of Corporate Development, Governance and Assurance as soon as practicable.
- c) There is no requirement in the Code of Accountability for the interests of Board members' spouses or partners to be declared. However, SO 7.7 which is based on the Membership Procedure and Administration Regulations requires that the interests of members' spouses, if living together, in contracts should be declared. Therefore the interests of Board members' spouses and cohabiting partners should also be regarded as relevant.

## 7.2 Advice on Interests

- 1) If Board members or staff have any doubt about the relevance of an interest, this should be discussed with the Chairman of the Trust or with the Director of Corporate Development, Governance and Assurance
- 2) Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

## STANDARD

### **7.3 Recording of Interests in Trust Board Minutes**

At the time Board members' interests are declared, they should be recorded in the Trust Board minutes. Any changes in interests should be declared at the next Trust Board meeting following the change occurring and recorded in the minutes of that meeting.

### **7.4 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.

**STANDARD**

## 7.5 Conflicts of Interest which Arise During the Course of a Meeting

During the course of a Trust Board meeting, if a conflict of interest is established, the Board member concerned should withdraw from the meeting and play no part in the relevant discussion or decision. (See overlap with SO 7.7)

## 7.6 Register of Interests

- 1) The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Board 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 directors of the Trust Board.
- 2) These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding 12 months will be incorporated.
- 3) The Register will be available to the public and the Chief Executive will take reasonable steps to bring the existence of the Register to the attention of local residents and to publicise arrangements for viewing it.

## 7.7 Exclusion of Chairman and Members in Proceedings on Account of Pecuniary Interest

- 1) Definition of terms used in interpreting „Pecuniary“ interest  
For the sake of clarity, the following definition of terms is to be used in interpreting this Standing Order:
  - a) "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).
  - b) "Contract" shall include any proposed contract or other course of dealing.
  - c) "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:
    - (i) 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

**STANDARD**

- (ii) 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.
- d) Exception to Pecuniary interests
- A person shall not be regarded as having a pecuniary interest in any contract, proposed contract or other matter if:
- (i) Neither he nor any person connected with him has any beneficial interest in the securities of a company or other body of which he or such person appears as a member; or
  - (ii) any interest that he or any person connected with him may have in the contract or other matter is so remote or insignificant that it cannot reasonably be regarded as likely to influence him in relation to considering, discussing or voting on that contract or matter; or
  - (iii) those securities of any company in which he (or any person connected with him) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less.

Provided, however, that where paragraph (iii) above applies the person shall nevertheless be obliged to disclose/declare their interest in accordance with Standing Order 7.1(2) (b).

#### Exclusion in proceedings of the Trust Board

- 2) Subject to the following provisions of this Standing Order, if the Chairman or a member of the Trust Board has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- 3) 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 7.8 on the "Waiver" which has been approved by the Secretary of State for Health.)

## STANDARD

- 4) The Trust Board may exclude the Chairman 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.
- 5) Any remuneration, compensation or allowance payable to the Chairman or a member by virtue of paragraph 9 of Schedule 2 to the National Health Service and Community Care Act 1990 shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- 6) 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.

## 7.8 Waiver of Standing Orders made by the Secretary of State for Health

### 1) 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 chairman or a member from taking part in the consideration or discussion of, or voting on any question with respect to, a matter in which he has a pecuniary interest) is removed. A waiver has been agreed in line with sub-sections (2) to (4) below.

### 2) Definition of “Chairman” for the purpose of interpreting this waiver

For the purposes of paragraph 7.8(3) (below), the “relevant chairman” is:

- (a) At a meeting of the Trust, the Chairman of that Trust.
- (b) At a meeting of a Committee:
  - (i) In a case where the member in question is the Chairman of that Committee, the Chairman of the Trust.
  - (ii) In the case of any other member, the Chairman of that Committee.

### 3) 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:

**STANDARD**

(a) A member of Northampton General Hospitals NHS 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:

- (i) Services under the National Health Service Act 1977; or
- (ii) Services in connection with a pilot scheme under the National Health Service Act 1977;

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

b) Where the „pecuniary interest“ of the member in the matter which is the subject of consideration at a meeting at which he is present:

(i) 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.

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

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

#### 4) Conditions which apply to the waiver and the removal of having a pecuniary interest

The removal is subject to the following conditions:

- (a) The member must disclose his/her interest as soon as practicable after the commencement of the meeting and this must be recorded in the minutes.
- (b) The relevant chairman must consult the Chief Executive before making a declaration in relation to the member in question pursuant to paragraph 7.8(2)(b) above, except where that member is the Chief Executive.
- (c) **In the case of a meeting of the Trust:**
  - (i) The member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded.
  - (ii) May not vote on any question with respect to it.

## STANDARD

**d) In the case of a meeting of the Committee:**

- (i) The member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded.
- (ii) May vote on any question with respect to it. But
- (iii) The resolution which is subject to the vote must comprise a recommendation to, and be referred for approval by, the Trust Board

**7.9 Failure to Declare an Interest**

If a director of the Board fails to declare an interest, or is found to have used the position or knowledge for private advantage, disciplinary action may be taken by the Trust which could lead to dismissal.

**7.10 Standards of Business Conduct**

**1) Trust Policy and National Guidance**

All Trust staff and members must comply with the Trust's Standards of Business Conduct Policy and the national guidance contained in HSG(93)5 on "Standards of Business Conduct for NHS staff" and the Code of Conduct for NHS Boards (see SO 6.2).

**2) Interest of Officers in Contracts**

- (a) 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 7.8) has any pecuniary interest, direct or indirect, the Officer shall declare their interest by giving notice in writing of such fact to the Chief Executive or the Director of Corporate Development, Governance and Assurance as soon as practicable
- (b) An Officer should also declare to the Chief Executive or the Director of Corporate Development, Governance and Assurance 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.
- (c) The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.

**STANDARD**



- 3) **Canvassing of and Recommendations by Directors and Officers in Relation to Appointments**
- a) Canvassing of directors of the Trust or members of any committee or officers 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.
  - b) 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 director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.
  - c) Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

4) **Relatives of directors or officers**

- a) Candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him/her liable to instant dismissal.
- b) The Chairman and every member and officer of the Trust shall disclose to the Trust Board any relationship between himself and a candidate of whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the Trust Board any such disclosure made.
- c) On appointment (and prior to acceptance of an appointment in the case of Executive directors), directors should disclose to the Trust whether they are related to any other director or holder of any office under the Trust.
- d) Where the relationship of an officer or another director to a director of the Trust is disclosed, the Standing Order headed "Exclusion of Chairman and members in proceedings on account of pecuniary interest" (SO 7.7) shall apply.

### 7.11 Acceptance of Gifts and Donations

- 1) Staff should not accept gifts in any form, whether from patients, patients' relatives or carers, or from potential or actual suppliers, other than as provided below. The

## STANDARD

Trust's Standards of Business Conduct Policy sets out the rules in relation to gifts and donations and should be read as if incorporated into Standing Orders.

- 2) It is in order in certain circumstances for staff to accept small gifts to a maximum value of **£25** but their senior officer must be informed and a record made.
- 3) Any donated sums of money, cheques or gift vouchers given to a member of staff must be passed to the relevant charitable fund. A receipt should be issued and letter of thanks sent.
- 4) Where the donor specifies how the money is to be spent, his/her wishes must be followed.

## STANDARD

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

See the National Health Service and Community Care Act 1990 Schedule 2 paragraph 28.

### 8.1 Custody of the Seal

The Common Seal of the Trust shall be kept by the Director of Corporate Development, Governance and Assurance in a secure place.

### 8.2 Sealing of Documents

- 1) The Seal is a corporate signature. It may be interchangeable with the words “for and on behalf of the Trust” for documents of minor importance and/or value. The use of the Seal indicates that the document is important and/or valuable. No common law exists regarding any financial limits which require a Seal. However, a Seal must be used in the conveyancing of land.
- 2) If the Trust gives an undertaking, the sealing of a document imposes an obligation. A signature does not reduce the obligation, but a Seal reaffirms the obligation expressed within the document. In cases where the Trust is uncertain, a signature could be offered “for and on behalf of the Trust” and if this is refused, the Seal can be used.
- 3) The Trust or its officers may decide that a document shall be sealed, within the provisions of the NHS Acts.
- 4) The following documents **must** be sealed:
  - a) All contracts for the purchase or lease of land and/or buildings.
  - b) All documents relating to the transfer or sale of shares, bonds and other financial instruments.
- 5) The following documents **may** be sealed:
  - a) Legal agreements and licences.
  - b) When a Seal is requested by the other party or parties.
- 6) The Trust Board has delegated the responsibility for the use of the Trust’s Seal to the Chief Executive and the Director of Corporate Development, Governance and Assurance. However, in the absence of either of these two officers, the Chairman and/or another director (not from the originating department) duly authorised by

## STANDARD

the Chief Executive may attest the use of the Seal. Amendments to documents under Seal should be initialled by those attesting the use of the Seal. Every instance of the use of the Seal must be reported to the Trust Board for ratification and recorded in the minutes of the meeting.

### **8.3 Register of Sealings**

The Director of Corporate Development, Governance and shall keep a register in which she, or an officer from the Trust Office authorised by her, shall enter a summary record of the sealing of every document. Each record must be signed by those officers attesting the use of the Seal.

**STANDARD**

## 8.4 Signature of Documents

- 1) Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or an Executive director.
- 2) In land transactions, the signing of certain supporting documents will be delegated to Managers and set out 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).

## 9. MISCELLANEOUS

### 9.1 Joint Finance Arrangements

The Board may confirm contracts to purchase from a voluntary organisation or a local authority using its powers under Section 28A of the NHS Act 1977. The Board may confirm contracts to transfer money from the NHS to the voluntary sector or the health related functions of local authorities where such a transfer is to fund services to improve the health of the local population more effectively than equivalent expenditure on NHS services, using its powers under Section 28A of the NHS Act 1977, as amended by section 29 of the Health Act 1999.

### 9.2 Conflict

In the event of any conflict between the Standing Orders and any statutory provision, regulation or direction by the Secretary of State, the latter shall prevail.

### 9.3 Report on Trust Performance

The Trust Board will publish annually a report of the Trust's performance and activities. This will include a statement of the annual accounts in compliance with the requirements of the NHS Manual of Accounts.

**STANDARD**