

**Audit Committees, 31 March 2025: Appendix C to agenda item 11**

**STANDING ORDERS FOR THE BOARD OF DIRECTORS OF NORTHAMPTON GENERAL HOSPITAL**

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| **Date** | **Brief Summary of changes** |
| June 2023 | Changes to Standing Orders and Scheme of Delegation to reflect Board decisions in respect of Committees |
| Feb 2025 | Full revision of Standing Orders for alignment with Kettering General Hospital, presented to the Board of Directors |

**Contents**

**SECTION A – INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS SECTION B – STANDING ORDERS**

1. **Introduction**

1.1 Statutory Framework

1.2 Delegation of Powers

1. **The Board of Directors: Composition, Appointment of Directors and Secretary and Indemnity Arrangements**

2..1 Composition of the Membership of the Board of Directors

2.2 Appointment and Removal of the Chair and Members of the Trust

2.3 Terms of Office of the Chair and Members

2.4 Independence of Directors and Appointment and Powers of Vice-Chair

2.5 Role of Members

2.6 Corporate Role of the Board

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

2.8 Lead Roles for Board Members

1. **Meetings of the Trust**

3.1 Calling Meetings

3.2 Notice of Meetings and the Business to be Transacted

3.3 Agenda and Supporting Papers

3.4 Petitions

3.5 Notice of Motion

3.6 Emergency Motions

3.7 Motions: Procedure At and During a Meeting:

1. Who may propose a motion
2. Contents of motions
3. Amendments to motions
4. Rights of reply to motions
5. Withdrawing a motion
6. Motions once under debate

3.8 Motion to Rescind a Resolution

3.9 Chair of Meeting

3.10 Chair’s Ruling

3.11 Quorum

3.12 Voting

3.13 Suspension of Standing Orders

3.14 Variation and Amendment of Standing Orders

3.15 Record of Attendance

3.16 Minutes

3.17 Admission of Public and Press

|  |  |
| --- | --- |
|  |  |

**Contents**

1. **Appointment of Committees and Sub – Committees**

4.1 Appointment of Committees

4.2 Applicability of Standing Orders and Standing Financial Instructions to Committees

4.3 Terms of Reference

4.4 Delegation of powers by Committees to Sub-Committees

4.5 Approval of Appointments to Committees

4.6 Appointments for Statutory functions

4.7 Committees to be established by the Board of Directors

4.7.1 Audit Committee

4.7.2 Remuneration and Appointments Committee

4.7.3 Other Committees

4.8 Confidentiality

1. **Arrangements for the Exercise of Trust Functions by Delegation**

5.1 Delegation of Functions to Committees and Directors

5.2 Emergency Powers and Urgent Decisions

5.3 Delegation of Committees

5.4 Delegation to Officers

5.5 Scheme of Delegation of Powers

5.6 Duty to Report Non-Compliance with Standing Orders and Standing Financial Instructions

1. **Overlap with Other Trust Policy Statements/Procedures, Regulations and the Standing Financial Instructions**

6.1 Policy Statements: General Principles

6.2 Specific Policy Statements

6.3 Standing Financial Instructions

6.4 Specific Guidance

1. **Duties and Obligations of Board Members, Members, Directors and Senior Managers Under the Standing Orders and Standing Financial Instructions**

7.1 Declaration of Interests

7.1.1 Requirements for Declaring Interests and Applicability to Board members

7.1.2 Interests which are Relevant and Material

7.1.3 Advice on Interests

7.1.4 Recording of Interests in Board of Directors Minutes

7.1.5 Publication of Declared Interests in Annual Report

7.1.6 Conflicts of Interest Which Arise During the Course of a Meeting

7.2 Register of Interests

7.3 Exclusion of Chair and Members in Proceedings on Account of Pecuniary Interest

7.3.1 Definition of terms used in interpreting ‘Pecuniary’ interest

7.3.2 Exclusion in proceedings of the Board of Directors

1. **Custody of Seal, Sealing of Documents and Signature of Documents**

8.1 Custody of Seal

8.2 Sealing of Documents

8.3 Register of Sealing

8.4 Signature of documents

1. **Notification to NHS England**
2. **Board Performance**
3. **Review of Standing Orders**

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**STANDING ORDERS OF NORTHAMPTON GENERAL HOSPITAL NHS TRUST**

**SECTION A**

**1. Interpretation and Definitions for Standing Orders**

**1.1** Save as otherwise permitted by law, at any meeting the Chair of the Trust shall be

the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive or Secretary to the Board). 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.

**1.2** Any expression to which a meaning is given in

Acts relating to the National Health Service or in the Financial Regulations made under the Acts shall have the same meaning in these Standing Orders and in addition:

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

**“Audit Committee”** means the committee of the Board whose responsibility is to provide assurance to the Board that effective risk management, internal control and governance processes are maintained and that the Trust’s activities comply with the law, guidance and codes of conduct governing the NHS. The committee provides a formal independent mechanism for ensuring a co-ordinated approach for achieving sound financial and managerial control.

**"TRUST"** means Northampton General Hospital NHS Trust.

**"BOARD"** means the Board of Directors, formally constituted in accordance with Standing Orders and consisting of the Chair, and Non-Executive Directors, appointed by NHS England, and the Executive Directors, appointed by the Non-Executive Directors and (except for their own appointment) by the Chief Executive.

**"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.

**“BUDGET HOLDER”** means the Director or employee with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation.

**"CHAIR OF THE BOARD (OR TRUST)"** is the person appointed by NHS England to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression “the Chair of the Trust” shall be deemed to include the Vice-Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable.

**"CHIEF EXECUTIVE"** means the chief officer of the Trust.

**"COMMITTEE OF THE BOARD"** means a committee or sub-committee appointed by the Board of Directors with specific Terms of Reference, Chair and membership approved by the Board.

**"COMMITTEE MEMBERS"** means persons formally appointed by the Board to sit on or to chair specific committees.

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**“Establishment Order”** means 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.

**“DIRECTOR”** means a person appointed to the Board of Directors in accordance with Standing Order 2.

**“NOMINATED OFFICER"** means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.

**"Non-Executive director"** means a Member of the Trust who is not an officer of the Trust and is not to be treated as an officer by virtue of regulation 1(3) of the Membership, Procedure and Administration Arrangements Regulations.

**“OFFICER"** means employee of the Trust or any other person holding a paid appointment or office with the Trust.

**“SECRETARY"** means a person appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chair and monitor the Trust’s compliance with the law, Standing Orders, and Independent Regulator’s guidance.

**“SFIS"** means Standing Financial Instructions. **“SOs"** means Standing Orders.

**“SENIOR INDEPENDENT DIRECTOR”** means a Non Executive Director appointed by the Board who may act as the Vice-Chair.

**"Vice-Chair"** means the Non-Executive Director appointed by the Board to take on the Chair’s duties if the Chair is absent for any reason.

Wherever the title Chief Executive, Chief Finance Officer, or other nominated employee is used in these Standing Orders, it shall be deemed to include such other Directors or employees who have been duly authorised to represent them.

Where the term “employee” is used it shall be deemed to include employees of third parties contracted to the Trust when acting on behalf of the Trust.

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**STANDING ORDERS** **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.

 The principal place of business of the Trust is Cliftonville, Northampton, NN1 5BD.

 NHS Trusts are governed by Act of Parliament, notably the National Health Service Acts 2006 and 2012 and the functions of the Trust are conferred by such legislation.

 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. Charitable funds are administered by the Northamptonshire Heathcare Charitable Fund. The Trust also has a common law duty as a bailee for patients’ property held by the Trust on behalf of patients.

 The Trust is under a duty 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.  The Board must also comply with the Standards for Members of NHS Boards and CCG Governing Bodies in England 2012.

The Trust will be bound by such other statutes and legal provisions which govern the conduct of its affairs.

**1.2 Delegation of Powers**

The Trust has powers to delegate and make arrangements for delegation. The Standing Orders set out the detail of these arrangements. Under the Standing Order relating to the Arrangements for the Exercise of Functions (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 or sub-committee or 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 Trust thinks fit”. Delegated Powers are covered in a separate document (Reservation of Powers to the Board and Delegation of Powers). This document should be read in conjunction with these Standing Orders.

1. **THE BOARD OF DIRECTORS: COMPOSITION, APPOINTMENT OF DIRECTORS AND SECRETARY AND INDEMNITY ARRANGEMENTS**

**2.1 Composition of the Membership of the Board of Directors**

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 Chair of the Trust
2. Up to six Non-Executive directors excluding the Chair
3. One Associate Non-Executive Director nominated by the University of Leicester
4. Up to five Executive directors, comprising:

* The Chief Executive and Accountable Officer;
* The Chief Finance Officer;
* The UHN Chief Executive
* The Medical Director
* The Chief Nurse

The Trust shall have not more than 12 and not less than eight 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).

The Board of Directors will be supported by the Secretary who will attend Board meetings in that capacity.

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| **2.2 Appointment and removal of Chair and Members of the Board of Directors** |  |

The Chair and Non-Executive Directors are appointed, and may be removed by, NHS England on behalf of the Secretary of State for Health.

The Trust shall appoint a committee whose members shall include the Chair and Non-Executive Directors of the Trust whose function will be to appoint the Chief Executive as a director of the Trust. The Trust shall appoint a committee whose members shall include the Chair, Non-Executive Directors and Chief Executive whose function will be to appoint the other Executive Directors of the Trust.

The Trust will seek assurance that any individuals under consideration for appointment as Directors of the Trust satisfy the Fit and Proper Person requirements.

**2.3 Terms of Office of the Chair and Members of the Board of Directors of Directors**

The Chair and Non-Executive Directors will hold a term of three years. If appropriate, a further term may be served. Any decision to extend a term beyond six years should subject to rigorous review comprising annual appointments thereafter. The Chair and Non-Executive Directors should not remain in post beyond nine years from the date of their first appointment to the Board of Directors, except where a short extension may be appropriate to facilitate effective succession planning and the development of a diverse board, particularly where, on appointment, a chair was an existing non-executive director. A Non-Executive Director becoming chair after a three-year term as a non-executive director would not trigger a review after three years in post as Chair.

All matters relating to the terms of office of the Chair and Non-Executive Directors shall be determined by NHS England.

All matters relating to the employment of Executive Directors shall be determined by the remuneration committee.

**2.4 Independence of Directors and Appointment and Powers of Vice-Chair**

The Board shall make a statement within its Annual Report regarding the independent status or otherwise of each Non-Executive Director.

The Board shall appoint one of the Independent Non-Executive Directors as the ‘Senior Independent Director’.

For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chair, the Board of Directors shall appoint one of the Non-Executive Directors to be Vice-Chair.

Where the Chair of the Trust has died or has ceased to hold office, or where they have been unable to perform their duties as Chair owing to illness or any other cause, the Vice-Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be; and references to the Chair in these Standing Orders shall, so long as there is no Chair able to perform those duties, be taken to include references to the Vice-Chair.

**2.5 Roles of Board Members**

The Board will function as a corporate decision-making body, Executive Directors and Non-Executive Directors will be full and equal members. Their role as members of the Board of Directors will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

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.

1. **Chief Executive**

The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. They are 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 NHS Trust Chief Executives.

1. **Chief Finance Officer**

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

1. **Non-Executive Directors**

The Role of the Non-Executive Directors will include the following:

* Challenge and help develop proposals on strategy.
* Scrutinise the performance of management in meeting agreed goals and objectives.
* Monitor the reporting of performance.
* Ensure the integrity of financial and clinical outcome information.
* Ensure financial and clinical quality controls and systems of risk management are

robust and defensible.

* Determine appropriate levels of remuneration of Executive Directors.
* Be involved in succession planning for Board members.

1. **Chair**

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

The Chair shall liaise with NHS England 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 Chair shall work closely 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.

1. **Senior Independent Director**

The Board shall appoint a Senior Independent Director. The Senior Independent Director may meet with the other members of the Board without the Chair present on at least an annual basis in order to evaluate and appraise the performance of the Chair.

They may also act as an alternative contact point for officers or members with concerns which have failed to be resolved or would not be appropriate through the normal channels of the Chair, Chief Executive or Chief finance officer.

1. **Board Secretary**

The Board shall appoint a Secretary who, under the direction of the Chair, shall ensure effective information flows within the Board and Council and their Committees, and between senior management and Non- Executive Directors. The Secretary shall also advise the Board on all governance matters and shall facilitate induction and professional development as required.

**2.6 Corporate Role of the Board**

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

The Trust shall comply with Section B of the NHS Provider Code of Governance in ensuring an appropriate division of responsibilities within the Board of Directors. A Director, or Officer of the Trust, who has acted honestly and in good faith will not have to meet out of their or her own personal resources any personal civil liability which is incurred in the execution or purported execution of their function as a Director save where the Director has acted recklessly. On behalf of the Directors, and as part of the Trust’s overall insurance arrangements the Board of Directors shall put in place appropriate insurance provision to cover such indemnity.

Non-Executive Directors may, at the Trust’s expense request the Audit Committee to seek external advice or appoint an external adviser on any material matter of concern provided the request to do so is a collective one by the majority of Non-Executive Directors.

**2.7 Schedule of Matters Reserved to the Board and Scheme of Delegation**

The Board has resolved that certain powers and decisions may only be exercised by it in formal session. These powers and decisions are set out in the Scheme of Delegation and should be read in conjunction with these Standing Orders. Those powers which it has delegated to officers and other bodies are contained in the Scheme of Delegation.

**2.8 Lead Roles for Board Members**

The Chair will ensure that the designation of Lead roles or appointments of Board members as required by NHS England 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 Child Protection Services etc.).

**3. MEETINGS OF THE TRUST**

**3.1 Calling meetings**

1. Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine.
2. The Chair of the Trust may call a meeting of the Board at any time.
3. One third or more voting 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**

1. Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be communicated to every Board member, so as to be available to members at least seven days before the meeting. Failure to serve such a notice on any member shall not affect the validity of a meeting.
2. Notwithstanding the above requirement for notice, the Chair may waive notice on written receipt of the agreement of at least two-thirds of voting Directors (Executive and Non-Executive Directors taken together) but to include a minimum of two voting Executive Directors and two Non-Executive Directors.
3. In the case of a meeting called by Board members in default of the Chair calling the meeting, the notice shall be signed by those members.
4. No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under Standing Order 3.6.
5. A Board member desiring a matter to be included on an agenda shall make their request in writing to the Chair at least 14 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 Chair.

**3.3 Agenda and Supporting Papers**

The Board may determine that certain matters shall appear on every agenda for a meeting of the Board and shall be addressed prior to any other business being conducted.

The Agenda and supporting papers will be sent to members seven days before the meeting With the Chair’s agreement, additional papers may be issued no later than three days before the meeting.

**3.4 Petitions**

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

**3.5 Notice of Motion**

1. Subject to the provision of Standing Orders 3.7 ‘Motions: Procedure at and during a meeting’ and 3.8 ‘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.
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 Chair, and subject also to the provision of Standing Order 3.7 ‘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 of Directors at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.

**3.7 Motions: Procedure at and during a Meeting**

i) **Who may propose?**

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

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ii) **Contents of motions**

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

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

ii) The Chair, having regard to the advice of the Company Secretary, may reject a Motion if it:

(a) is not about a matter for which the Trust has a responsibility;

(b) is defamatory, frivolous or offensive;

(c) requires the disclosure of confidential or exempt information;

(d) Would, if carried, commit the Board to a course or courses of action contrary to agreed procedures or outside its authority to act.

iii) **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.

iv) **Rights of reply to motions**

1. **Amendments**

The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment, but may not otherwise speak on it.

1. **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.

v) **Withdrawing a motion**

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

vi) **Motions once under debate**

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

- an amendment to the motion;

- the adjournment of the discussion, or the meeting;

- that the meeting proceed to the next business;

- that the question should be now put;

- the appointment of an 'ad hoc' committee to deal with a specific item of business;

- that a member/Director be not further heard;

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.

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.

**3.8 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 Board of Directors of Directors 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 Board of Directors 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.

**3.9 Chair of Meeting**

1. At any meeting of the Board of Directors the Chair, if present, shall preside. If the  
   Chair is absent from the meeting, the Vice-Chair (if the Board has appointed one), if present, shall preside.
2. If the Chair and Vice-Chair are absent, such Non-Executive Director as  
   the Board members present shall choose shall preside.

**3.10 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.

**3.11 Quorum**

1. No business shall be transacted at a meeting unless at least one-third of the whole number of the Chair and voting members (including at least one Executive Director and at least two Non-Executive Directors) are present.
2. A non-voting executive or non-executive director or an officer in attendance for an Executive director (Officer Member) but without formal acting up status does not count towards the quorum.
3. If after 15 minutes from the time appointed for a meeting of the Board of Directors to take place no quorum is present, then there shall be no meeting. Likewise, if during a meeting the Chair, after counting the number of directors present, declares that there is no quorum, the meeting shall stand adjourned to a time arranged by the Chair or to the next ordinary meeting of the Board of Directors.
4. 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.

**3.12 Voting**

1. Save as provided in Standing Orders 3.13 - Suspension of Standing Orders and 3.14 - 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.
2. Each Director and Non-Executive Director shall be entitled to exercise one vote. For the avoidance of doubt, in the event of equality of votes, the Chair shall always have a casting vote.
3. 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.
4. If at least one third of the Board 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).
5. If a Board member so requests, their vote shall be recorded by name.
6. In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.
7. An officer who has been appointed formally by the Board to act up as 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. An officer attending the Board to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An officer’s status when attending a meeting shall be recorded in the minutes.

**3.13 Suspension of Standing Orders**

1. Except where this would contravene any statutory provision 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 two Non-Executive Directors and at least two Executive Directors) 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 of Directors's minutes.
2. 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 Trust.
3. The Audit Committee shall review every decision to suspend Standing Orders.

**3.14 Variation and Amendment of Standing Orders**

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

* upon a notice of motion under Standing Order 3.5;
* 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 Trust’s Non-Executive Directors vote in favour of the amendment;

providing that any variation or amendment does not contravene a statutory provision or direction made by the Independent Regulator of NHS Trusts and is approved by the Independent Regulator.

**3.15 Record of Attendance**

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

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**3.16 Minutes**

The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ordinary meeting.

No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

* 1. **Admission of Public and the Press**
     1. The public and representatives of the press shall be entitled to attend all formal meetings of the Trust (Board) but shall be required to withdraw upon the Trust (Board) resolving in accordance with the following:

*“A body may, by resolution, exclude the public from a meeting (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted…..." (Section 1(2) Public Bodies (Admission to Meetings) Act 1960)*

* + 1. The Chair shall give such directions as he thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press 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 resolving as follows:

*"That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to complete business without the presence of the public" (utilising the power given in section 1(8) Public Bodies (Admission to Meetings) Act 1960)*

* + 1. Nothing in these Standing Orders shall require the Trust (Board) to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Board.

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

**4.1 Appointment of Committees**

The Board shall determine the membership and terms of reference of committees and sub­committees and shall if it requires, receiving and considering reports of such committees.

**4.2 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 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.)

**4.3 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.

**4.4 Delegation of Powers by Committees to Sub-Committees**

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

**4.5 Approval of Appointments to Committees**

The Board shall approve the appointments to each of the committees that it has formally constituted. Where the Board determines 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. Those appointed would be entitled to the payment of travelling and other allowances.

**4.6 Appointments for Statutory Functions**

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

**4.7 Committees Established by the Board of Directors**

The committees and sub-committees established by the Board are:

**4.7.1 Audit Committee**

In line with the requirements of the 2006 Act , an Audit Committee will be  
established and constituted to provide the Board of Directors with an independent and objective

review on its financial systems, financial information and compliance with laws, guidance, and regulations applicable to the Trust. The Terms of Reference will be approved by the Board of Directors and reviewed on a periodic basis.

The Code of Governance for NHS Providers recommends a minimum of three Non-Executive Directors be appointed, unless the Board decides otherwise and the Terms of Authorisation require that at least one must have recent and relevant financial experience.

**4.7.2 Remuneration and Appointments Committee**

A Remuneration and Appointments Committee will be established and constituted.

The committee shall be comprised exclusively of a minimum of 3 Non-Executive Directors.

The Remuneration and Appointments Committee will have delegated responsibility for setting remuneration and terms of service for the Chief Executive and other Executive Directors.

including:

1. all aspects of salary (including any performance-related elements/bonuses);
2. provisions for other benefits, including pensions and cars;

**4.7.3 Other Committees**

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

**4.8 Confidentiality**

A member of the Board or a committee of the Board shall not disclose a matter dealt with by, or brought before, the Board/committee without its permission or until the committee shall have reported to the Board or shall otherwise have concluded on that matter.

A Director of the Trust or a member of a committee shall not disclose any matter dealt with by, the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board or committee shall resolve that it is confidential.

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

**5.1 Delegation of Functions to Committees and Directors**

The Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a committee or sub-committee appointed by virtue of Standing Order 4, or by an individual Director, in each case subject to such restrictions and conditions as the Trust thinks fit.

**5.2 Emergency Powers and Urgent Decisions**

The powers, which the Board has reserved, to itself within these Standing Orders (see Standing Order 2.9) may in emergency or for an urgent decision be exercised by the Chief Executive and the Chair after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and Chair shall be notified and recorded to the next formal meeting of the Board of Directors.

**5.3 Delegation to Committees**

The Board shall agree from time to time to the delegation of executive powers to be exercised by other committees, or sub-committees, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, and their specific executive powers shall be approved by the Board.

**5.4 Delegation to Officers**

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

**5.4.2** All powers delegated by the Chief Executive can be re-assumed by them should the need arise. As Accountable Officer, the Chief Executive is accountable through NHS England to Parliament for the funds entrusted to the Trust.

**5.4.3** The Chief Executive shall prepare a Scheme of Delegation identifying their 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.

**5.4.4** Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of any Executive Director to provide information and advise the Board in accordance with statutory requirements. Outside these statutory requirements the role of the Director of Finance shall be accountable to the Chief Executive for operational matters.

**5.4.5** Powers are delegated to Directors and officers on the understanding that they will exercise powers in a matter which, in their judgement, is not likely to be a cause for public concern.

**5.4.6** The Scheme of Delegation shows only the "top level" of delegation within the Trust. The Scheme is to be used in conjunction with the system of budgetary control and other established procedures within the Trust.

**5.4.7** In the absence of a Director or officer to whom powers have been delegated those powers shall be exercised by that Director or officer’s superior unless alternative arrangements have been notified in writing by the director concerned. If the Chief Executive is absent powers delegated to them may be exercised by their appointed deputy after taking appropriate advice from the Chief finance officer

**5.5 Scheme of Delegation of Powers.** The arrangements made by the Board as set out in the “Scheme of Delegation” of powers should be read in conjunction with these Standing Orders. The scheme includes a schedule of matters reserved to the Board of Directors.

**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 Audit Committee, and to the Board at the next available opportunity All members of the Board of Directors and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

**6. OVERLAP WITH OTHER TRUST POLICY STATEMENTS/PROCEDURES,**

**REGULATIONS AND THE STANDING FINANCIAL INSTRUCTIONS**

**6.1 Policy Statements: General Principles**

The Board of Directors will from time to time agree and approve Policy Statements/ Procedures, which will apply to all, or specific groups of staff employed by Northampton General Hospital NHS Trust. Delegated authority to approve such Policies and Procedures will be set out in the Trust’s Scheme of Delegation.

**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:

* the Managing Declarations of Interest, Gifts and Hospitality and Commercial Sponsorship Policy;

- the staff Disciplinary and Appeals Procedures adopted by the Trust both of which should

be read in conjunction with Standing Orders.

**6.3 Standing Financial Instructions**

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

**6.4 Specific Guidance**

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

* Caldicott Guardian 1997;
* Human Rights Act 1998;
* Freedom of Information Act 2000;
* Equality Act 2010.

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**7. DUTIES AND OBLIGATIONS OF BOARD MEMBERS / DIRECTORS AND SENIOR**

**MANAGERS UNDER THESE STANDING ORDERS**

**7.1 Declaration of Interests**

**7.1.1 Requirements for Declaring Interests and Applicability to Board Members**

The regulatory framework requires Board of Directors Members to declare interests, which are relevant and material to the Board of Directors Secretary. All existing Board members should declare such interests. Any Board members appointed subsequently should do so on appointment.

**7.1.2 Interests which are Relevant and Material**

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

1. Directorships (excluding those within the University Hospitals of Northamptonshire NHS Group), including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies);
2. Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
3. Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;
4. A position of authority in a charity or voluntary organisation in the field of health and social care;
5. Any connection with a voluntary or other organisation contracting for NHS services;
6. Research funding/grants that may be received by an individual or their department;
7. Interests in pooled funds that are under separate management.

(ii) Any member of the Board of Directors who comes to know that the Trust has entered

into or proposes to enter into a contract in which they or any person connected with them (as defined in Standing Order 7.3 below and elsewhere) has any pecuniary interest, direct or indirect, the Board member shall declare their interest by giving notice in writing of such fact to the Trust as soon as practicable.

**7.1.3 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 Board Secretary.**

Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

**7.1.4 Recording of Interests in Board of Directors Minutes**

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

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

**7.1.5 Publication of Declared Interests ~~in Annual Report~~**

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

**7.1.6 Conflicts of Interest Which Arise During the Course of a Meeting**

During the course of a Board of Directors 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**

**7.2.1** The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Board or Committee members. In particular the Register will include details of all directorships and other relevant and material interests (as defined in SO 7.1.2), which have been declared by both Executive and Non-Executive Board of Directors members.

**7.2.2** These details will be kept up to date by means of an ongoing review of the Register in which any changes to interests declared will be incorporated upon notification to the Trust Board Secretary.

**7.2.3** The Register will be available to the public and the Chief Executive will take reasonable steps to bring the existence of the Register to the attention of local residents and to publicise arrangements for viewing it.

**7.3 Exclusion of Chair and Members in Proceedings on Account of Pecuniary**

**Interest**

**7.3.1 Definition of Terms Used in Interpreting ‘Pecuniary’ Interest**

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

1. **"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);
2. **"contract"** shall include any proposed contract or other course of dealing.
3. **“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: -
4. they, or their nominee, are 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
5. they or 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: -

1. neither they or any person connected with them has any beneficial interest in the securities of a company of which they or such person appears as a member, or
2. any interest that they or any person connected with them may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence them in relation to considering or voting on that contract, or
3. those securities of any company in which they (or any person connected with them) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less.

Provided however, that where paragraph (c) above applies the person shall nevertheless be obliged to disclose/declare their interest in accordance with Standing Order 7.1.2 (ii).

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

1. Subject to the following provisions of this Standing Order, if the Chair or a member of the Board of Directors has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board of Directors at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
2. The Board may, subject to such conditions as it may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to them in the interests of the National Health Service that the disability should be removed. Such action shall have the support of at least two-thirds of the Directors (including two Executive and two Non-Executive Directors).
3. The Board of Directors 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 they have a pecuniary interest is under consideration.
4. Any remuneration, compensation or allowance payable to the Chair or a member by virtue of paragraph 11 of Schedules 3 & 4 to the National Health Service Act 2006 shall not be treated as a pecuniary interest for the purpose of this Standing Order.
5. This Standing Order applies to a committee or sub-committee as it applies to the Trust.

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1. **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 them in a secure place.

**8.2 Sealing of Documents**

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.

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 ttheir is refused, the Seal can be used. The Trust or its officers may decide that a document shall be sealed, within the provisions of the NHS Acts.

* + 1. The following documents must be sealed:
* All contracts for the purchase or lease of land and/or buildings.
* All documents relating to the transfer or sale of shares, bonds and other financial instruments.
  + 1. Legal agreements and licences may be sealed.

Where it is necessary that a document shall be sealed, the seal shall be affixed on the order of the Board of Directors in the presence of two senior managers duly authorised by the Chief Executive, and not also from the originating department, and shall be attested by them.

**8.3 Register of Sealing**

The Chief Executive shall keep a register in which they, or another manager of the Trust authorised by them, shall enter a record of the sealing of every document.

**8.4 Signature of documents**

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

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).

1. **NOTIFICATION TO NHS ENGLAND**

The Board shall notify NHS England of any major changes in the circumstances of the Trust which have made or could lead to a substantial change to its financial well being, healthcare delivery performance, or reputation and standing or which might otherwise affect the Trust’s compliance with the terms of its Authorisation.

1. **BOARD PERFORMANCE**

The Chair, with the assistance of the Trust Secretary, shall lead, at least annually, a performance assessment process for the Board. This process should act as the basis for determining individual and collective professional development programmes for Directors.

**11. REVIEW OF STANDING ORDERS**

Upon each updating of these Standing Orders, the Board shall determine the next appropriate review date.

The Board is responsible for giving final approval to updated versions of Standing Orders. The Audit Committee is responsible for considering draft revisions prior to submission to the Board.

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