



## Standing Orders

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NB This policy relates to the Isle of Wight NHS Trust hereafter referred to as the Trust

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## 1 EXECUTIVE SUMMARY

This document sets out how the Trust regulates its proceedings and business, including delegated responsibilities and the roles, responsibilities and appropriate governance arrangements for meetings.

## 2 INTRODUCTION

### 2.1 Statutory Framework

The Trust is a statutory body which came into existence on 1st April 2012 under The Isle of Wight National Health Service Trust (Establishment) Order 2012 T (SI 2012/786) (the "**Establishment Order**").

The principal place of business of the Trust is St Mary's Hospital, Parkhurst Road, Newport, Isle of Wight, PO30 5TG ("**Trust Headquarters**").

The Trust is governed by the Law, principally the Health Act 2006.

The functions of the Trust are conferred by the Health Act 2006.

As a statutory body, the Trust has specified powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable as well as to the Secretary of State.

In accordance with Regulation 19(2) of the 1990 Regulations, the Trust has adopted these Standing Orders (SOs) for the regulation of its proceedings and business. The Trust has also adopted Standing Financial Instructions (SFIs) and a Scheme of Reservation and Delegation (SRD) setting out the responsibilities of key individuals. NB There are separate Standing Financial Instructions, Standing Orders and Scheme of Reservation and Delegation applicable to the Trust as corporate trustee of the Isle of Wight NHS Charity.

### 2.2 NHS Framework

In addition to the statutory framework set out in SO 2.1 above, the Secretary of State, through the Department of Health and Social Care (DHSC) issues further directions and guidance which are binding on the Trust.

As required by the Code of Accountability, the Trust has drawn up the Scheme of Reservation and Delegation (SRD). This provides a schedule of decisions reserved to the Board of Directors and ensures that management arrangements are in place to enable responsibility to be clearly delegated.

The Code of Conduct makes various requirements concerning Directors' possible conflicts of interest.

The Code of Practice on Openness sets out the requirements for public access to information in the NHS. The Freedom of Information Act 2000 promoted greater openness by public authorities, of which the Trust is one. Under the Data Protection Act 1998 members of the public are also able to access their clinical records or any other personal information.

### 2.3 Delegation of Powers

The Trust has powers to delegate and make arrangements for delegation. The SOs and SRD set out the detail of these arrangements.

The Trust's delegated powers are set out in the SRD, which has effect as if incorporated into the SOs and SFIs (SO 5.3) shall be applicable to the SRD.

## 2.4 Integrated Governance

Trust boards of directors are encouraged by the DHSC to move away from silo governance and develop integrated governance arrangements that will lead to good governance and ensure that decision-making is informed by intelligent information covering the full range of corporate, financial, clinical, information and research governance. Guidance from the DHSC on the move toward and implementation of integrated governance has been issued and will be incorporated in the Trust's governance arrangements (see Integrated Governance Handbook 2006). Integrated governance will better enable the Board of Directors to take a holistic view of the organisation and its capacity to meet its legal and statutory requirements and clinical, quality and financial objectives resulting in a more cost effective service and more efficient information processes.

## 3 DEFINITIONS AND ABBREVIATIONS

### 3.1 In this document:

Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in these SOs shall bear the same meaning as in the Health Act 2006.

References in these SOs to legislation include all amendments, replacements or re-enactments made and include all subordinate legislation made there under.

If there is a conflict between the provisions of these SOs and the provisions of any document referred to herein or the Law then the provisions of these SOs shall prevail unless the Law requires otherwise.

Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa.

Headings are for ease of reference only and are not to affect interpretation.

All annexes and appendices referred to in these SOs form part of them.

References to paragraphs are to paragraphs in these SOs save where it expressly states that the reference is to a paragraph in an annex or appendix to the SOs.

Save as otherwise permitted by Law, at any meeting of the Board, the Trust Chair shall be the final authority on the interpretation of these SOs (on which he should be advised by the Chief Executive or Director Responsible for Governance).

### 3.2 Glossary

A glossary of all terms, abbreviations and definitions used within the Standing Orders for the Isle of Wight NHS Trust can be found in Appendix 1.

## 4 ROLES AND RESPONSIBILITIES

### 4.1 Board of Directors

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

## 4.2 Executive Directors

Executive Directors shall exercise their authority within the terms of these SOs, the SFIs and SRD.

### 4.2.1 Chief Executive

The Chief Executive shall be responsible for the overall performance of the Trust. He is the Accountable Officer for the Trust and shall be responsible for ensuring the discharge of obligations under the SFIs and the Accountable Officer Memorandum for NHS Trusts.

### 4.2.2 Director of Finance

The Director of Finance shall be responsible for the provision of financial advice to the Board of Directors and for the supervision of financial control and accounting systems within the Trust. He shall be responsible along with the Chief Executive for ensuring the discharge of obligations under the SFIs.

## 4.3 Non-Executive Directors

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

## 4.4 The Chair

The Chair shall be responsible for the operation of the Board of Directors and will chair all Board meetings when present. The Chair must comply with the terms of his appointment and with these SOs.

The Chair shall liaise with NHS England & Improvement over the appointment of 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 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 debate and form resolutions.

## 5 COURSE OF ACTION

### 5.1 The Board of Directors, composition, appointment and tenure.

#### 5.1.1 Composition of the Board of Directors

In accordance with Regulation 2(1) of the 1990 Regulations, the Trust shall not have more than eleven voting Directors, (unless otherwise determined by the Secretary of State and set out in the Establishment Orders or such other communication from the Secretary of State).

The Board of Directors with voting rights shall consist of:

- the Chair;
- up to five other Non-Executive Directors; and
- up to five Executive Directors.



The number of voting executive directors will not exceed the number of non-executive directors.

### **5.1.2 Appointment of Chair and Directors**

The Chair and Non-Executive Directors shall be appointed by the Secretary of State via NHS England. The Executive Directors shall be appointed by the relevant committee of the Trust.

Disqualification for appointment as Chair and/or Non-Executive Director is set out in Regulation 11 of the 1990 Regulations.

### **5.1.3 Terms of office of the Chair and Directors**

The regulations setting out the period of tenure of office, and for the termination or suspension of office, of the Chair, Executive Directors and Non-Executive Directors are set out in Regulations 7 to 10 of the 1990 Regulations.

### **5.1.4 Appointment and powers of Vice-Chair**

Subject to the paragraph below, the Directors may appoint a Non-Executive Director to be Vice-Chair, for such period, not exceeding the remainder of his term as a Non-Executive Director, as they may specify on appointing him.

Any Non-Executive Director appointed as the Vice-Chair may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair. The Directors may thereupon appoint another Non-Executive Director as Vice-Chair in accordance with the provisions of the paragraph above.

In accordance with Regulation 14 of the 1990 Regulations, where the Chair has died or has ceased to hold office, or where he has been unable to perform his duties as Chair owing to illness, absence from England or Wales, or any other cause, the Vice-Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes his duties, as the case may be; and references to the Chair in these SOs shall, so long as the Chair is unable to perform his duties, be taken to include references to the Vice-Chair.

### **5.1.5 Joint Directors**

Subject to Regulation 6 of the 1990 Regulations, where more than one person is appointed jointly to an Executive Director post, those persons shall count as one person for the purposes of SO 5.1.1 above.

Where the office of an Executive Director is shared jointly by more than one person:

- either or both of those persons may attend or take part in Board meetings;
- if both are present at a Board meeting, they should cast one vote if they agree;
- in the case of disagreements no vote should be cast;
- the presence of either or both of those persons should count as the presence of one person for the purposes of SO 6.7 below

## **5.2 Corporate role of the Board of Directors**

### **5.2.1 Corporate role of the Board of Directors**

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

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

The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in SO 6 below.

The Board of Directors shall define and regularly review the functions it exercises on behalf of the Secretary of State.

### **5.3 Scheme of Reservation and Delegation (SRD)**

The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in the SRD and shall have effect as if incorporated into these SOs. Those powers which the Board has delegated are also contained in the SRD.

### **5.4 Public Involvement and Consultation**

Section 242 of the National Health Service Act 2006 requires the Trust to make arrangements for local public involvement and consultation, whether directly or through representatives, in the planning of health services, the development and consideration of proposals for service changes, and decisions affecting the operation of health services.

### **5.5 Lead roles for Directors**

The Chair will ensure that the designation of lead roles or appointments of Directors as required by the Department of Health and Social Care or as set out in any statutory or other guidance will be made in accordance with that guidance or statutory requirement (e.g. appointing a lead Director with responsibilities for infection control or child protection etc.).

## **6 MEETINGS OF THE TRUST**

### **6.1 Calling Meetings**

Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may in its absolute discretion determine.

The Chair may call a meeting of the Board of Directors at any time.

One-third or more Directors may requisition a meeting in writing. If the Chair refuses, or fails, to call a meeting within seven clear days of a requisition being presented to him, the Directors signing the requisition may forthwith call a meeting.

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

Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be delivered to every Director by email, so as to be available to Directors at least three clear days before the meeting. The notice shall be signed by the Chair or by an Officer authorised by the Chair to sign on his behalf. Lack of service of such a notice on any Director shall not affect the validity of a meeting.

In the case of a meeting called by Directors in default of the Chair pursuant to SO 6.1 above, the notice shall be signed by those Directors.

No business shall be transacted at a meeting of the Board other than that specified on the agenda, or emergency motions allowed under SO 6.4.2.

A Director desiring a matter to be included on an agenda shall make his request in writing to the Chair at least 15 clear days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than

15 clear days before a meeting may be included on the agenda at the discretion of the Chair.

Before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's Headquarters at least three clear days before the meeting, pursuant to Section 1(4)(a) of the Public Bodies (Admissions to Meetings) Act 1960.

### **6.3 Agenda and Supporting Papers**

The agenda will be sent to Directors at least three clear days before the meeting and supporting papers, whenever possible, shall accompany the agenda, save in the event of an emergency. The Trust may determine that certain matters shall appear on every agenda for a meeting and shall be addressed prior to any other business being conducted. (Such matters may be identified within these SOs or following subsequent resolution shall be listed in an Appendix to the SOs).

### **6.4 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.

#### **6.4.1 Notice of Motion**

Subject to the provisions of SO 6.4.3 and SO 6.5.5, a Director 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.

The notice shall be delivered at least 15 clear days before the meeting. The Chief Executive shall include in the agenda for the meeting all notices so received that are in order and permissible under these SOs. This SO shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

#### **6.4.2 Emergency Motions**

Subject to the agreement of the Chair, and subject also to the provision of SO 6.32, a Director 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.

#### **6.4.3 Motions: Who may propose a motion**

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

#### **6.4.4 Contents of Motions**

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

- a) the reception of a report;
- b) consideration of any item of business before the Board;
- c) the accuracy of minutes;
- d) that the Board proceed to the next item of business;
- e) that the Board adjourn;
- f) that the question be now put.
- g) 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 Board, upon which any further amendment may be moved.

## **6.5 Rights of Reply to Motions**

### **6.5.1 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.

### **6.5.2 Substantive/Original Motion**

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

### **6.5.3 Withdrawing a Motion**

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

### **6.5.4 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 item of 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 Director be not further heard;
- g) a motion under Section 1 (2) or Section 1 (8) of the Public Bodies (Admissions to Meetings) Act 1960 resolving to exclude the public, including the press (SO 6.14).

In those cases where the motion is either that the meeting proceeds to the 'next item of business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a Director who has not taken part in the debate and who is eligible to vote.

If a motion to proceed to the next item of 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.

### **6.5.5 Motion to rescind a resolution**

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 Director who gives it and also the signature of three other Directors, and before considering any such motion of which notice shall have been given, the Board may refer the matter to any appropriate Board committee or the Chief Executive for recommendation.

When any such motion has been dealt with by the Board it shall not be competent for any Director other than the Chair to propose a motion to the same effect within six calendar

months. This SO shall not apply to motions moved in pursuance of a report or recommendations of a Board committee or the Chief Executive.

## **6.6 Chair of Meeting**

At any meeting of the Board 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.

If the Chair is absent temporarily on the grounds of a declared conflict of interest, the Vice-Chair, if present, shall preside. If both the Chair and Vice-Chair are absent or are disqualified from participating, another Non-Executive Director shall preside, and shall be chosen by the Directors present at the meeting.

### **6.6.1 Chair's Ruling**

The decision of the Chair (or the person chairing the meeting) on questions of order, relevancy and regularity (including procedure on handling motions) and the interpretation of the SOs, SFIs and SRD at the meeting, shall be final.

## **6.7 Quorum**

No business shall be transacted at a meeting of the Board of Directors unless one-third of the voting levels are present including:

- the Chair, or where appropriate Vice Chair, or Non-Executive Director fulfilling the role of Chair on this occasion.
- 1 Executive Director; and
- 2 Non-Executive Directors.

A Deputy Director or Nominated Officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.

If the Chair or a Director 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 (SO 6.32.1) 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 item of business.

## **6.8 Meetings – electronic communication**

In this SO, "communication" and "electronic communication" shall have the meanings set out in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.

A Director in electronic communication with the Chair and all other parties to a meeting of the Board of Directors or of a committee or sub-committee of the Board of Directors shall be regarded for all purposes as personally attending such a meeting provided that, but only for so long as, at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.

A meeting at which one or more of the Directors attends by way of electronic communication is deemed to be held at such a place as the Directors shall at the said meeting resolve. The Directors may resolve that the place is 'via Microsoft Teams' (or whatever virtual platform is used). In the absence of such a resolution, the meeting shall be deemed to be held at the place (if any) where a majority of the Directors attending

the meeting are physically present, or in default of such a majority, the place at which the Chair of the meeting is physically present.

Meetings held in accordance with this SO are subject to SO 6.7 (Quorum). For such a meeting to be valid, a quorum MUST be present and maintained throughout the meeting.

The minutes of a meeting held in this way MUST state that it was held by electronic communication and that the Directors were all able to hear each other and were present throughout the meeting.

## **6.9 Voting**

Save as provided in SO 6.9 and SO 6.10, every question put to a vote at a meeting shall be determined by a majority of the votes of Directors present and voting on the question. In the case of an equal vote, the person chairing the meeting shall have a casting vote.

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.

If at least one-third of the Directors present so request, the voting on any question may be recorded so as to show how each Director present voted or did not vote (except when conducted by paper ballot).

If a Director so requests, their vote shall be recorded by name.

In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.

A Deputy Director or Nominated Officer 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.

A Deputy Director or Nominated Officer attending the Board meeting to represent an Executive Director during a period of incapacity or where temporarily filling an Executive Director vacancy without formal acting up status may not exercise the voting rights of the Executive Director. An individual's status when attending a meeting shall be recorded in the minutes.

For the voting rules relating to joint Directors see SO 5.1.5.

## **6.10 Suspension of Standing Orders**

Except where this would contravene any statutory provision or any direction made by the Secretary of State or the rules relating to quorum under SO 6.7, any one or more of the SOs may be suspended at any meeting of the Board, 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) and that at least two-thirds of the Directors present signify their agreement to such suspension. The reason for the suspension shall be recorded in the Trust Board's minutes.

A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Chair and Directors.

No formal business may be transacted while SOs are suspended.

The Audit Committee shall review every decision to suspend SOs.

### **6.11 Variation and Amendment of SOs**

These SOs shall not be varied except in the following circumstances:

- a) upon a notice of motion under SO 6.4.1 above;
- b) upon a recommendation of the Chair or Chief Executive included on the agenda for the meeting;
- c) that two-thirds of the Directors are present at the meeting where the variation or amendment is being discussed, and that at least half of the Non-Executive Directors vote in favour of the amendment; and
- d) providing that any variation or amendment does not contravene the Law.

### **6.12 Record of Attendance**

The names of the Chair and Directors and other persons present at the meeting shall be recorded.

### **6.13 Minutes**

The minutes of the proceedings of a meeting of the Board shall be drawn up and submitted for agreement at the next ensuing meeting of the Board where they shall be signed by the person presiding at it.

No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate.

### **6.14 Admission of Public and the Press**

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

'That representatives of the press, and other members of the public, be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest', Section 1(2), Public Bodies (Admission to Meetings) Act 1960.

Guidance should be sought from the Director Responsible for Governance to ensure correct procedure is followed on matters to be included in the exclusion.

### **6.15 General disturbances**

The Chair (or Vice-Chair if one has been appointed) or the person presiding over the meeting shall give such directions as he thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Board 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 its business without the presence of the public', Section 1(8) Public Bodies (Admissions to Meetings) Act 1960.

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

Matters to be dealt with by the Board following the exclusion of representatives of the press, and other members of the public, as provided in SO 6.14; shall be confidential to the Directors.

Directors and Officers in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or 'Items Taken in Private' outside of the Trust without the Board's express permission. This prohibition shall apply equally to the content of any discussion during the Board meeting which may take place on such reports or papers.

#### **6.17 Use of mechanical or electrical equipment for recording or transmission of meetings**

Nothing in these SOs 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. Such permission shall be granted only upon resolution of the Board.

#### **6.18 Observers at Board meetings**

The Board of Directors will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and address any Board meetings and may change, alter or vary these terms and conditions as it deems fit.

#### **6.19 Appointment of Committees and Sub-Committees**

Subject to the 1990 Regulations, such directions as may be given by the Secretary of State, the Board of Directors may appoint committees of the Board.

The Board of Directors shall determine the membership and terms of reference of Committees and sub-committees and shall if it requires, receive and consider reports of such Committees.

#### **6.20 Joint Committees**

Subject to Regulations 17 and 18 of the 1990 Regulations, the Board may appoint committees of the Board consisting wholly or partly of Directors or wholly of persons who are not Directors.

Any committee or joint committee appointed under this SO may, subject to such directions as may be given by the Secretary of State or the Board, appoint sub-committees consisting wholly or partly of members of the committees or joint committee (whether or not they are Directors) or wholly of persons who are not Directors.

#### **6.21 Applicability of SOs and SFIs to Committees**

The SOs and SFIs, as far as they are applicable, shall as appropriate apply to any Committees established by the Board; in which case the term "Chair" is to be read as a reference to the Chair of the committee in question as the context permits, and the term "Director" is to be read as a reference to a member of the committee as the context permits. For the avoidance of doubt, there is no requirement to hold meetings of committees established by the Board in public.

#### **6.22 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 of Directors shall decide and shall be in accordance with the Law. Such terms of reference shall have effect as if incorporated into these SOs.

#### **6.23 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 to do so by the Board.



## 6.24 Approval of Appointments to Committees

The Board of Directors shall approve the appointments to each of the Committees which it has formally constituted. Where the Board determines, and the Law permits, that persons, who are neither Directors 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.

## 6.25 Appointments for Statutory Functions

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

## 6.26 Committees established by the Board of Directors

Subject to SO 6.26 i)-j) below, the Trust may appoint committees consisting wholly or partly of Directors or wholly of persons who are not Directors, including but not limited to:

- a) Audit Committee;
- b) Nominations & Remuneration Committee;
- c) a Committee the purpose of which is to review and monitor the quality and performance of the Trust's contractual and corporate obligations (Quality and Performance Committee)
- d) a Committee the purpose of which shall be to monitor and empower staff partnership arrangements (Staff Partnership Forum)
- e) a Committee the purpose of which shall be to monitor and improve the quality and safety of healthcare for which the Trust has responsibility and to oversee the operation and application of the Mental Health Act (Quality and Performance Committee):
- f) a Committee the purpose of which shall be to undertake objective scrutiny of the Trust's Longer Term Financial Strategy, financial performance, investment and workforce decisions (Finance and Infrastructure Committee)
- g) a Committee the purpose of which shall be to monitor and review workforce matters (People & Organisational Development Committee)

Notwithstanding SO 6.26a)-g) above, the Trust shall appoint:

- h) a Committee consisting solely of the Chair and all Non-Executive Directors, the purpose of which shall be to appoint the Chief Executive (Nominations & Remuneration Committee); and
- i) a Committee consisting solely of the Chair, Chief Executive and Non-Executive Directors, the purpose of which shall be to appoint the Executive Directors. (Nominations & Remuneration Committee)

## 6.27 Other Committees

Notwithstanding the provisions of SO 6.26, the Board may also establish such other Committees as required to discharge the Trust's responsibilities.

## 6.28 Arrangements for the exercise of Trust functions by delegation

### 6.28.1 Delegation of functions to Committees, Officers or other bodies

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 Trust, of any of its functions by:

- a committee or sub-committee appointed by virtue of SO 6.26
- another body as defined below,

in each case subject to such restrictions and conditions as the Board thinks fit.

Schedule 4, paragraph 18 of the National Health Service Act 2006 permits the Trust to enter into arrangements for the carrying out, on such terms as the Board considers appropriate, of any of its functions jointly with any Special Health Authority, Local Health Board or other NHS Trust, or any other body or individual or the functions of the Trust.

Where a function is delegated to another health service body mentioned above, then that NHS trust or health service body exercises the function in its own right, and has responsibility to ensure that the proper delegation of the function is in place. In situations where the Board delegates a function to an Officer or to a committee and/or sub-committee of the Board, the Trust retains full responsibility for the function.

### **6.28.2 Emergency powers and urgent decisions**

The powers which the Board has reserved to itself within these SOs, SFIs or SRD 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.

Decisions determined by the exercise of these powers can take effect immediately. The exercise of such powers by the Chief Executive and Chair shall be reported to the next formal meeting of the Board of Directors.

### **6.28.3 Written resolution outside of formal Board meetings**

The Board may exercise its decision making powers outside of a formal meeting of the Board by written resolution. This power may only be exercised if a majority of Board members agree to its use and vote on the motion by written resolution.

A written resolution can take effect immediately upon receipt of all votes (or indications of abstentions) cast by Directors participating in the vote. The provisions of paragraph 6.9 'Voting' apply to decisions made by written resolution. The exercise of this power shall be reported to the next formal meeting of the Board of Directors.

The power to make a decision by written resolution must not be used as a means to avoid the Board's obligation to make decisions in public. For this reason, the power to make decisions under this provision may only be used if it would cause detriment to the Trust's interests to delay the decision until the next planned meeting.

Use of the powers conferred by this provision must be reported to the next available meeting of the Board.

### **6.28.4 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, or joint-committees, which it has formally constituted in accordance with directions issued by the Secretary of State. The constitution and terms of reference of these committees, or sub-committees, or joint committees, and their specific executive powers shall be approved by the Board in respect of its sub-committees.

### **6.28.5 Delegation to Directors**

Those functions of the Trust which have not been retained as reserved by the Board or delegated to another committee or sub-committee or joint-committee of the Board shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall

determine which functions he will perform personally and shall nominate Officers to undertake the remaining functions for which he will retain accountability to the Trust.

The Chief Executive shall prepare the SRD, identifying his proposals which shall be considered and approved by the Board. The Chief Executive may periodically propose amendment to the SRD, which shall be considered and approved by the Board.

Nothing in the SRD shall impair the discharge of the direct accountability to the Board of the Director of Finance to provide information and advise the Board in accordance with statutory or DHSC requirements. Outside these statutory requirements the Director of Finance shall be accountable to the Chief Executive for operational matters.

### **6.29 Scheme of Reservation and Delegation (SRD)**

The arrangements made by the Board as set out in the SRD, shall have effect as if incorporated into these SOs.

### **6.30 Duty to report non-compliance with SOs and SFIs**

If for any reason these SOs or the SFIs 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 referring action or ratification. All Directors and Officers have a duty to disclose any non-compliance with these SOs to the Chief Executive as soon as possible.

### **6.31 Overlap with other Trust Policy statements/Procedures, Regulations and the Standing Financial Instructions**

The Board of Directors will from time to time agree and approve policy statements and procedures which will apply to all or specific groups of Officers. The decisions to approve such policies and procedures will be recorded in an appropriate Board minute and will be deemed where appropriate to be an integral part of the Trust's SOs and SFIs.

SFIs adopted by the Board in accordance with the Code of Accountability shall have effect as if incorporated in these SOs.

### **6.32 Duties and Obligations of Directors**

#### **6.32.1 Declaration of interests**

The Code of Accountability requires Directors to declare interests which are "relevant and material" (as defined in this SO) to the Board. All Directors should declare such interests. Any Directors appointed subsequently should do so on appointment.

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

- a) directorships, including directorships held in private companies or PLCs (with the exception of those of dormant companies);
- b) ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or the Trust;
- c) majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS or the Trust;
- d) a position of authority in a charity or voluntary organisation in the field of health and social care;
- e) any connection with a voluntary or other organisation contracting for NHS or Trust services;
- f) research funding/grants that may be received by an individual or their department;
- g) 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);

- h) any other commercial interest in the decision placed before the meeting of the Board/committee.

Any Director who comes to know that the Trust has entered into or proposes to enter into a contract in which he or any person connected with him (as defined in SO 6.32.7) has any pecuniary interest, direct or indirect, the Director shall declare his interest by giving notice in writing of such fact to the Trust as soon as practicable.

#### **6.32.2 Advice on interests**

If Directors have any doubt about the relevance of an interest, this should be discussed with the Chair, the Director of Finance or the Director Responsible for Governance.

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.

#### **6.32.3 Recording of interests in Board minutes**

At the time Directors' interests are declared, they should be recorded in the Board minutes, or in the case of any Committee, in the Committee's minutes. Where interests are declared to any Committee, these should be formally reported to the Board at the earliest opportunity.

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

#### **6.32.4 Publication of declared interests in annual report**

Any directorships held by Directors in companies that are likely or possibly seeking to do business with the NHS or the Trust should be published in the Trust's annual report.

#### **6.32.5 Conflicts of interest which arise during the course of a meeting**

During the course of a Board meeting, if a conflict of interest is established, the Director concerned should withdraw from the meeting and play no part in the relevant discussion or decision.

#### **6.32.6 Register of interests**

The Chief Executive will ensure that a register of interests is established to record formally declarations of interests of Directors. In particular the register will include details of all directorships and other relevant and material interests (as defined in SO 6.32.1) which have been declared by both Executive Directors and Non-Executive Directors.

These details will be kept up to date by means of an annual review of the register in which any changes to interests declared during the preceding twelve months will be incorporated.

The register of interests 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.

#### **6.32.7 Definition of connected persons**

For the sake of clarity, the following definition of terms is to be used in interpreting SO 6.32.1:

"**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);

"**contract**" shall include any proposed contract or other course of dealing;

"**pecuniary interest**" subject to the exceptions set out in this SO, a person shall be treated as having an indirect pecuniary interest in a contract if:-

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

#### 6.32.8 Exception to pecuniary interests

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

- a) neither he nor any person connected with him has any beneficial interest in the securities of a company of which he or such person appears as a member; or
- b) any interest that he or any person connected with him may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence him in relation to considering or voting on that contract; or
- c) 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 SO 6.32.8c) above applies, the person shall nevertheless be obliged to disclose/declare their interest in accordance with SO 6.32.1 above; and that the offences in Sections 1, 2 and 7 of the Bribery Act 2010 may apply, in specific cases, relating to Directors' pecuniary interests.

#### 6.32.9 Exclusion in proceedings of the Board of Directors

Subject to the following provisions of this SO, if the Chair or a Director has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the 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.

The Secretary of State may, subject to such conditions as he may think fit to impose, remove any disability imposed by this SO in any case in which it appears to him in the interests of the National Health Service that the disability should be removed.

The Board may exclude the Chair or a Director from a meeting of the Board of Directors while any contract, proposed contract or other matter in which he has a pecuniary interest is under consideration.

Any remuneration, compensation or allowance payable to the Chair or a Director by virtue of Schedule 4, paragraph 11 of the National Health Service Act 2006 (pay and allowances) shall not be treated as a pecuniary interest for the purpose of this SO.

This SO applies to a committee or sub-committee and to a joint committee or sub-committee as it applies to the Board and applies to a member of any such committee, sub-

committee or joint committee (whether or not he is also a Director) as it applies to a Director.

### **6.33 Secretary of State's waiver**

Under regulation 20(2) of the 1990 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 National Health Service that the disability in regulation 20(2) (which prevents the Chair or a Director 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 SO 6.33.1 to SO 6.33.3.

#### **6.33.1 Definition of 'Chair' for the purpose of interpreting this waiver**

For the purposes of SO 6.33.2 below, the "relevant Chair" is –

- a) at a meeting of the Board of Directors, the Chair; and
- b) at a meeting of a committee – the Chair of the committee or person acting as Chair.

#### **6.33.2 Application of waiver**

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

- a) To a Director who is a healthcare professional within the meaning of Regulation 4(1)(c) of the 1990 Regulations (e.g. a medical or dental practitioner, or a registered nurse or midwife), and who is providing or performing, or assisting in the provision or performance, of:
  - services under the National Health Service Act 2006; or
  - services in connection with a pilot scheme under the National Health Service Act 2006; for the benefit of persons for whom the Trust is responsible.
- b) Where the 'pecuniary interest' of the Director in the matter which is the subject of consideration at a meeting at which he is present:
  - arises by reason only of the Director's role as such a professional providing or performing, or assisting in the provision or performance of, those services to those persons;
  - has been declared by the relevant Chair as an interest which cannot reasonably be regarded as an interest more substantial than that of the majority of other persons who:
    - a. are members of the same profession as the Director in question, or
    - b. 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.

#### **6.33.3 Conditions which apply to the waiver and the removal of director having a pecuniary interest**

The removal is subject to the following conditions:

- a) the Director must disclose his interest as soon as practicable after the commencement of the meeting and this must be recorded in the minutes;
- b) the relevant Chair must consult the Chief Executive before making a declaration in relation to the Director in question pursuant to SO 6.33.2, except where that member is the Chief Executive.

**In the case of a meeting of the Trust Board:** the Director may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded; and may not vote on any question with respect to it.

**In the case of a meeting of a committee of the Board:** the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded, and may vote on any question with respect to it; but the resolution which is subject to the vote must comprise a recommendation to, and be referred for approval by, the Board.

## **7 STANDARDS OF BUSINESS CONDUCT TRUST POLICY AND NATIONAL GUIDANCE**

### **7.1 Officers and Directors**

All Officers and Directors 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', the Code of Conduct for NHS Managers 2002 and the ABPI Code of Professional Conduct relating to hospitality/gifts from pharmaceutical/external industry.

### **7.2 Interest of Officers in contracts**

Any Officer who comes to know that the Trust has entered into or proposes to enter into a contract in which he or any person connected with him (as defined in SO 6.32.7) 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 Director Responsible for Governance as soon as practicable.

An Officer should also declare to the Chief Executive any other employment or business or other relationship of his, or of a cohabiting partner, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.

The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.

### **7.3 Canvassing of and recommendations by Directors in relation to appointments**

Canvassing of Directors of the Trust or members of any committee of the Board directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment, and may potentially fall within one or more of the offences contained in Sections 1 and/or 2 of the Bribery Act 2010. The contents of this SO shall be included in application forms or otherwise brought to the attention of candidates.

Directors shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this SO shall not preclude a Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

Informal discussions outside appointment panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

### **7.4 Relatives of Directors or Officers**

Candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Chief Executive whether they are related to any Director or Officer. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal. The Chief Executive will establish a procedure by which candidates will be informed of this duty during the recruitment process.

The Chair and every Director and Officer shall disclose to the Chief Executive any relationship between himself and a candidate of whose candidature that Director or Officer is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made.

On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Chief Executive and Chair whether they are related to any other Director or Officer.

Where the relationship to a Director or Officer is disclosed, SO 6.32 shall apply.

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

### **8.1 Custody of Seal**

The common seal of the Trust shall be kept by the Chief Executive or a Nominated Officer authorised by him in a secure place.

### **8.2 Sealing of Documents**

In many instances the procurement and financial systems used by the Trust are able to affix electronic seals. Where it is necessary that a document shall be manually sealed, the seal shall be affixed in the presence of two Officers duly authorised by the Chief Executive, and not also from the originating department, and shall be attested by them.

The following documents may only be executed by the use of the Trust's seal – physical or electronic:

- a) all contracts for the purchase/lease of land and/or building;
- b) all contracts for capital works exceeding £100,000;
- c) all lease agreements where the annual lease charge exceeds £10,000 per annum and the period of the lease exceeds five years;
- d) any other lease agreement where the total payable under the lease exceeds £100,000;
- e) any contract or agreement with organisations other than NHS or other government bodies including local authorities where the annual costs exceed or are expected to exceed £100,000.

### **8.3 Register of sealing**

The Chief Executive shall keep a register in which he, or another Officer authorised by him, shall enter a record of the manual sealing of every document. The register for electronically sealed documents is maintained within the procurement and financial systems.

### **8.4 Signature of documents**

Where any physical 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 two Executive Directors or Deputy Directors, the Director Responsible for Governance or other Nominated Officers with formal acting up status.

In land transactions, the signing of certain supporting documents will be delegated to Officers and set out clearly in the SRD 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 LINKS TO OTHER ORGANISATIONAL DOCUMENTS

Notwithstanding the application of SO 7, these SOs and SFIs must be read in conjunction with the Law, including the following guidance and any other issued by the Secretary of State:

- Caldicott Guardian Manual 2006;
- Human Rights Act 1998;
- Freedom of Information Act 2000.

Notwithstanding the application of SO 7, these SOs and the SFIs must be read in conjunction with the relevant Trust policies and procedures, including but not limited to the following categories of Trust policies:

- Finance: Standing Financial Instructions;
- Governance: Risk Management, Standards of Business Conduct;
- Clinical: Medicines;
- Human Resources: Code of Conduct for Managers.

## Appendix 1 - A glossary of all terms, abbreviations and definitions used within the Standing Orders for the Isle of Wight NHS Trust

- 1) "**1990 Regulations**" means the National Health Service Trusts (Membership and Procedure) Regulations 1990 (SI 1990/2024).
- 2) "**2006 Act**" means the National Health Service Act 2006.
- 3) "**Accountable Officer**" means the Chief Executive who is responsible and accountable for the obligations and duties set out in the Accountable Officer Memorandum for NHS Trusts.
- 4) "**Accountable Officer Memorandum for NHS Trusts**" means the memorandum published by the Secretary of State, and as may be amended, varied or replaced by the Secretary of State from time to time.
- 5) "**Associate / Assistant / Deputy Director**" means an Officer appointed as such by the Chief Executive who may attend meetings of the Board of Directors but is not a member of the Board of Directors nor entitled to vote.
- 6) "**Audit Committee**" means the Committee established in accordance with SO 6.25 which is known as the Audit Committee.
- 7) "**Board of Directors**" means collectively the Chair, the Executive Directors and the Non-Executive Directors of the Trust appointed in accordance with Paragraph 3 of Schedule 4 to the 2006 Act and the 1990 Regulations, and the phrase "**Board**" shall be construed accordingly.
- 8) "**Bribery Act 2010**" means the Act of Parliament enacted on 8 April 2010.
- 9) "**Chair**" means the Non-Executive Director appointed by the Secretary of State in accordance with Paragraph 3 of Schedule 4 of the 2006 Act to lead the Board of Directors and to ensure that it successfully discharges its overall responsibility for the Trust as a whole.
- 10) "**Charity Commission**" means the regulator of charities in England and Wales including for the avoidance of doubt any successor body established or authorised to perform the statutory duties of the predecessor body.
- 11) "**Chief Executive**" means the chief executive officer of the Trust.
- 12) "**Clear Days**" means any day of the week excluding Saturdays, Sundays and the date of posting and receipt.
- 13) "**Code of Accountability**" means the code of conduct on accountability in the NHS published by the Department of Health in July 2004 as amended and updated from time to time.
- 14) "**Code of Conduct**" means the code of conduct published by the Trust as amended and updated from time to time.
- 15) "**Code of Practice on Openness**" means the code of practice on openness in the NHS published by the DHSC in August 2003 as amended and updated from time to time.
- 16) "**Committee**" means a committee or sub-committee created and appointed by the Board.

- 17) "**Committee member**" means person formally appointed by the Board to sit on or to chair specific Committees.
- 18) "**Director Responsible for Governance**" means a person or organisation appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chair, and monitor the Trust compliance with the Law, SOs, SFIs, SRD and Secretary of State / the Department of Health and Social Care guidance and directions.
- 19) "**DHSC**" means the Department of Health and Social Care.
- 20) "**Director**" means collectively the Chair, Executive Directors and Non-Executive Directors.
- 21) "**Establishment Order**" has the meaning set out in SO 2.1
- 22) "**Executive Director**" means a Director who is either an Officer or is to be treated as an Officer by virtue of Regulation 5 of the 1990 Regulations.
- 23) "**Director of Finance**" means the chief financial officer of the Trust.
- 24) "**Laws**" means:
- a. any applicable statute or proclamation or any delegated or subordinate law;
  - b. any enforceable community right within the meaning of section 2(1) European Communities Act 1972;
  - c. any NHS requirement, applicable code of practice, national minimum standard, guidance, direction or determination with which the Trust is bound to comply to the extent that the same are published and publicly available; and
  - d. any applicable judgement of a relevant court of law which is a binding precedent in England and Wales in each case in force in England and Wales.
- 25) "**NHS Audit Committee Handbook**" means the joint publication by DHSC and the Healthcare Financial Management Association 3<sup>rd</sup> Edition published in October 2014 as amended and updated from time to time.
- 26) "**Nominated Officer**" means an Officer charged with the responsibility for discharging specific tasks within the SOs, SRD or the SFIs.
- 27) "**Non-Executive Director**" means a member of the Board of Directors who is not an Officer.
- 28) "**Officer**" means an employee of the Trust or any other person holding a paid appointment or office with the Trust (including secondees), but for the avoidance of doubt does not include Non- Executive Directors.
- 29) "**Nominations & Remuneration Committee**" means the committee established in accordance with SO 6.25.
- 30) "**Scheme of Reservation and Delegation**" means the Trust's reservation of powers to the Board and delegation of powers and the phrase "**SRD**" shall be construed accordingly.
- 31) "**Secretary of State**" means the Secretary of State for Health.
- 32) "**Standing Financial Instructions**" means the Trust's Standing Financial Instructions which regulate the conduct of Executive Directors, Non-Executive Directors and Nominated Officers in relation to all financial matters with which they are concerned. The phrase "**SFIs**" shall be construed accordingly.
- 33) "**Standing Orders**" means the Trust's Standing Orders, which regulate the proceedings and business, including delegated responsibilities and the roles, responsibilities and

appropriate governance arrangements for meetings. The phrase "**SO**" shall be interpreted accordingly.

- 34) "**Trust**" means Isle of Wight NHS Trust established pursuant to the Establishment Order.
- 35) "**Trust Headquarters**" has the meaning given ascribed to it in SO 2.1.
- 36) "**Vice-Chair**" means the Non-Executive Director appointed by the Board of Directors to take on the Chair's duties if the Chair is absent for any reason.

Uncontrolled when printed

## Appendix 2 - Links to Documents Referenced to compose the Standing Orders:

Bribery Act 2010  
<https://www.legislation.gov.uk/ukpga/2010/23/contents>

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