



## THE TRUST'S STANDING ORDERS

October 2023

Version Control	Changes	Approval
V5.0	Updated to include updated legal and regulatory requirements and approved by Finance and Performance Committee for Board ratification.	26 October 2023 (Public) 28 September 2023 (Private)
V4.0	Approved by the Board of Directors	27 July 2021
V3.1 Draft	Updated following proposed amendments to the membership arrangements for the Audit Committee.	July 2021
V 3.0	Approved by the Board of Directors	28 January 2021
V 2.7 Draft	Updated to reflect changes requested at Audit Committee 17 January 2021	
V 2.6 Draft	Amendments to Reflect <ul style="list-style-type: none"> <li>a) Current working practices i.e. remote working due to the ongoing pandemic</li> <li>b) Up-to-date legislation, regulation, best practice</li> <li>c) Removal of reference to YAS Forum</li> <li>d) Amendment to Charitable Funds Committee Membership in line with agreed ToR July 2020</li> <li>e) Update to role titles and formatting.</li> </ul>	
V 2.5 Approved	Amendments to remove Appendix 3 and replace with references to Procurement Policy	Board of Directors 24 May 2018
V 1.5 Approved	Amendments to reflect SFIs	Board of Directors July 2015

## Foreword

These Standing Orders, together with the Trust's Standing Financial Instructions, provide a comprehensive business and regulatory framework for the conduct of the activities of the Yorkshire Ambulance Service NHS Trust, forming part of its corporate governance arrangements. They fulfil the dual role of protecting the Trust's interests and protecting staff from any possible accusation that they may have acted less than properly.

Accepted Codes of Conduct and Accountability arrangements also require Boards to adopt schedules of reservation and delegation of powers. These schedules are incorporated within the Trust's:

Standing Orders: Scheme of Powers Delegated and Reserved to the Board

and

Standing Financial Instructions: Scheme of Financial Delegation

These Standing Orders are for the regulation of the proceedings and Business of the **Board of Directors** the Members of which, together with all members of staff should be aware of the existence of and comply with these documents.

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V5.0 APPROVED BY TRUST BOARD 280923

## SECTION A

### 1. INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS AND STANDING FINANCIAL INSTRUCTIONS

- 1.1 Save as otherwise permitted by law, at any meeting the Chair of the Trust will be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive or the Company Secretary to the Board of Directors [the Board]).
- 1.2 Any expression to which a meaning is given in the Health and Care Act 2022, Health and Social Care Act 2012, Health Act 2009, National Health Service Act 2006, National Health Service and Community Care Act 1990 and other Acts relating to the National Health Service or in the Financial Regulations made under the Acts will have the same meaning in these Standing Orders and Standing Financial Instructions and in addition:
- 1.2.1 **"Accountable Officer"** means the NHS Officer responsible and accountable for funds entrusted to the Trust. The officer will be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it will be the Chief Executive.
- 1.2.2 **"Trust"** means the Yorkshire Ambulance Service NHS Trust
- 1.2.3 **"Board of Directors" or "the Board"** means the Chair, Officer and Non-Officer members of the Trust collectively as a unitary body.
- 1.2.4 **"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.
- 1.2.5 **"Budget Holder"** means the director or employee with delegated authority to manage finances (Income and Expenditure and Capital) for a specific area of the organisation.
- 1.2.6 **"Chair of the Board of Directors (or Trust)"** is the person appointed by the Secretary of State for Health 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" will be deemed to include the Deputy-Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable.
- 1.2.7 **"Chief Executive"** means the Chief Officer of the Trust.
- 1.2.8 **"Commissioning"** means the process for determining the need for and for obtaining the supply of healthcare and related services by the Trust within available resources.
- 1.2.9 **"Committee"** means a committee appointed by the Board.
- 1.2.10 **"Committee Members"** means voting Board members appointed by the Board to sit on or to Chair specific Board committees.

- 1.2.11 **"Contracting and Procuring"** means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets.
- 1.2.12 **"Deputy-Chair"** means the Non-Officer (Non-executive Director) member appointed by the Board to assume the Trust Chair's duties if the Chair is absent for any reason.
- 1.2.13 **"Deputy-Chief Executive"** means the Officer member appointed by the Remuneration and Nomination Committee to assume Executive duties and the duties of the Chief Executive in his absence.
- 1.2.14 **"Director of Finance"** means the Chief Financial Officer of the Trust.
- 1.2.15 **"Funds held on trust"** will mean those funds which the Trust holds on date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept under powers derived under S.90 of the NHS Act 1977, as amended. Such funds may or may not be charitable.
- 1.2.16 **"Member"** means Officer or Non-Officer member of the Board as the context permits. Member in relation to the Board does not include its Chairman.
- 1.2.17 **"Associate Member"** means a person appointed to perform specific statutory and non-statutory duties which have been delegated by the Board for them to perform and these duties have been recorded in an appropriate Board minute or other suitable record.
- 1.2.18 **"Membership, Procedure and Administration Arrangements Regulations"** means NHS Trusts (Membership and Procedure) Regulations 1990 (SI 1990/2024) and subsequent amendments.
- 1.2.19 **"Nominated Officer"** means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.
- 1.2.20 **"Non-Executive / Non-Officer Member"** means a member of the Trust who is not an Officer of the Trust, i.e. not an employee and is not to be treated as an Officer by virtue of regulation 1(3) of the Membership, Procedure and Administration Arrangements Regulations.
- 1.2.21 **"Officer"** means employee of the Trust or any other person holding a paid appointment or office with the Trust.
- 1.2.22 **"Executive / Officer Member"** means a member of the Trust who is either an Officer of the Trust or is to be treated as an Officer by virtue of regulation 1(3) of the Membership, Procedure and Administration Arrangements Regulations, i.e. the Chairman of the Trust or any person nominated by the Board or one of its Committees for appointment as a Trust member.
- 1.2.23 **"SFIs"** means Standing Financial Instructions.
- 1.2.24 **"Senior Independent Director (SID)"** means the Non-Officer member appointed by the Board to play a key role in supporting the Chairman in leading the Trust Board.

1.2.25 **"SOs"** means Standing Orders.

V5.0 APPROVED BY TRUST BOARD 280923



## SECTION B – STANDING ORDERS

### 1. INTRODUCTION

#### 1.1 Statutory Framework

The Yorkshire Ambulance Service NHS Trust (the Trust) is a statutory body which came into existence on 1<sup>st</sup> July 2006 under the name The Yorkshire Ambulance Service NHS Trust Establishment Order 2006 No. 1627.

- (1) The principal place of business of the Trust is Trust Headquarters, Springhill 2, Brindley Way, Wakefield, WF2 0XQ.

NHS Trusts are governed by statute, mainly the Health and Care Act 2022, Health and Social Care Act 2012, Health Act 2009, National Health Service Act 2006, National Health Service and Community Care Act 1990 and other Acts relating to the National Health Service.

- (2) The statutory functions of the Trust are conferred by this legislation and in the Establishment Order.
- (3) 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 for Health.
- (4) The Trust also has statutory powers under Section 28A of the NHS Act 1977, as amended by the Health Act 2009, to fund projects jointly planned with local authorities, voluntary organisations and other bodies.
- (5) Through these Standing Orders, the Board exercises its powers to 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 the Standing Orders; or by an officer of the Trust, in each case subject to such restrictions and conditions as the Board thinks fit or as the Secretary of State for Health may direct.

#### 1.2 NHS Framework

- (1) In addition to the statutory requirements the Secretary of State through the Department of Health issues further directions and guidance. These are normally issued under cover of a circular or letter.
- (2) The Code of Accountability (Department of Health and Social Care (DHSC), revised April 2013) requires the Board to draw up a schedule of decisions reserved for the Board and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior managers. The Code of Conduct and Accountability makes various requirements concerning possible conflicts of interest of Board directors.
- (3) The Code of Practice on Openness in the NHS (NHS Executive, 1995), as revised by the Freedom of Information Act (2000), and the

Environment Information Regulations 2004, set out the requirements for public access to information on the NHS.

### 1.3 Delegation of Powers

The Board has powers to delegate and make arrangements for delegation. The Standing Orders set out the detail of these arrangements. Under the Standing Order relating to the arrangements for the Exercise of Trust Functions by Delegation (SO 5) the Trust is given powers to "make arrangements for the exercise, on behalf of the Trust of any of their functions by a committee, sub-committee or joint committee appointed by virtue of Standing Order 4 or by an Officer of the Trust, in each case subject to such restrictions and conditions as the Trust thinks fit or as the Secretary of State may direct". Delegated Powers of the Board (as distinct from the Scheme of Financial Delegation) are covered in a separate document entitled Scheme of Powers Delegated and Reserved to the Board and have effect as if incorporated into the Standing Orders and Standing Financial Instructions.

### 1.4 Corporate Governance

Trust Boards are expected to develop corporate governance arrangements in line with the Code of Governance for NHS Provider Trusts (April 2023) and the Care Quality Commission "Well-led framework for governance reviews". Corporate governance is the means by which Boards lead and direct their organisations in order that decision making is effective, risk is managed and the right outcomes are delivered; to ensure that delivery of high quality services is in a caring and compassionate environment while collaborating through system and place-based partnerships and provider collaboratives to integrate care, whilst promoting equality and addressing health inequalities. Sound corporate governance better enables the Board to take a holistic view of the organisation and its capacity to meet its legal and regulatory requirements and deliver its strategic objectives and other obligations.

### 1.5 Seven Principles of Public Life

The principles of public life apply to anyone who works as a public office-holder and therefore are upheld by the Board and all employees:

- **selflessness** - holders of public office should act solely in terms of the public interest;
- **integrity** - holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- **objectivity** - holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias;

- **accountability** - holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this;
- **openness** - holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing;
- **honesty** - holders of public office should be truthful;
- **leadership** - holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour whenever it occurs.

## 2. THE BOARD OF DIRECTORS

### 2.1 Composition of the Board

In accordance with the Yorkshire Ambulance Service NHS Trust (Establishment) Order 2006 the statutory provision is for six Non-Executive Directors/Non-Officer Members (including the Chair) and five Executive Directors/Officer Members.

The composition of the YAS' Board will be:

- (1) The Chair of the Trust a Non-Executive Director (appointed by the Secretary of State for Health delegated NHS England (NHSE )
- (2) Five Non-Executive Directors (appointed by NHSE (to include a Deputy Chair and a Senior Independent Director, each nominated by the Board.
- (3) Five Officer Members including:
  - the Chief Executive
  - the Director of Finance

### 2.2 Appointment of Chair and Non-Executive Directors

Appointment and tenure of the Non-executive Chair and Non-executive Directors of the Trust are governed by the NHS Trusts (Membership and Procedure) Regulations 1990. Appointments are made by NHS England using powers delegated by the Secretary of State for Health.

### **2.3 Terms of Office of Chair and Non-Executive Directors**

NHS England using its powers delegated to it determines the period of tenure of office of the Chair and Non-executive Directors and for their termination or suspension of office.

### **2.4 Appointment and Powers of Deputy-Chair**

- (1) Subject to Standing Order 2.4 (2) below, the Chair and Members of the Board may appoint one of the Non-executive Directors, to be Deputy Chair, for such period, not exceeding the remainder of his/her term as a member of the Trust, as they may specify on appointing him/her.
- (2) Any Non-executive Director so appointed may at any time resign from the office of Deputy-Chair by giving notice in writing to the Chair. The Chair and members may thereupon appoint another Non-executive Director as Deputy Chair in accordance with the provisions of Standing Order 2.4 (1).
- (3) 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 Deputy Chair will 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 will, so long as there is no Chair able to perform those duties, be taken to include references to the Deputy-Chair.

### **2.5 Joint Directors**

- (1) Where more than one person is appointed jointly in accordance with the Trust's Establishment Order those persons will count for the purpose of Standing Order 2.1 as one person.
- (2) Where the office of a Member of the Board is shared jointly by more than one person:
  - (a) either or both of those persons may attend or take part in meetings of the Board
  - (b) if both are present at a meeting they should cast one vote if they agree
  - (c) in the case of disagreement no vote should be cast
  - (d) the presence of either or both of those persons should count as the presence of one person for the purposes of Standing Order 3.11 - Quorum

### **2.6 Function of the Board and Role of Members**

The Board will function as a unitary decision-making body; Executive and Non-executive Director Members will be full and equal members. Their role as Members of the Board of Directors will be to consider the key strategic,

business development, culture and risk issues facing the Trust in carrying out its statutory and other functions.

(1) **Executive / Officer Members**

Executive Members will exercise their authority within the terms of these Standing Orders and Standing Financial Instructions and the Scheme of Powers Delegated and Reserved to the Board.

(2) **Chief Executive Officer**

- i. The Chief Executive Officer (CEO) will be responsible for the overall performance of the executive functions of the Trust. (S)he is the **Accountable Officer** for the Trust and will be responsible for ensuring the discharge of obligations under Financial Directions and in line with the requirements of the Accountable Officer Memorandum for Trust CEOs.
- ii. If the CEO considers the Board or Chair are doing something that might infringe probity or regularity, (s)he should set this out in writing to the Chair and the Board. If the matter is unresolved, (s)he should ask the Audit Committee to inquire and if necessary, the ~~NHS~~ NHSE/Integrated Care Board (ICB) and Department of Health (DH).
- iii. If the Board is contemplating a course of action that raises an issue, not of formal propriety or regularity but affects the CEO's responsibility for value for money, the CEO should draw the relevant factors to the attention of the Board. If the outcome is that (s)he is overruled it is normally sufficient to ensure that his/her advice and the overruling of it are clearly apparent from the papers. Exceptionally, the CEO should inform the ~~NHS~~ NHSE, ICB and the DH. In such cases, the CEO should, as a Member of the Board, vote against the course of action rather than merely abstain from voting.

(3) **Deputy Chief Executive Officer**

The CEO, in consultation with the Chair of the Trust, will appoint one of the other Executive Members as the Deputy Chief Executive Officer (DCEO), the appointment of whom will be approved by the Remuneration and Nomination Committee at its next meeting. If the Chief Executive is absent for any reason (s)he will be responsible for discharging the responsibilities, obligations and requirements of the CEO, notwithstanding that the Chief Executive retains accountability for the overall performance of the executive functions of the Trust and for ensuring the discharge of the obligations and requirements of the **Accountable Officer**.

(4) **Director of Finance**

The Director of Finance will be responsible for the provision of financial advice to the Trust and to its members and for the supervision of financial control and accounting systems. (S)he will be responsible along with the CEO for ensuring the discharge of obligations under relevant Financial Directions.

(5) **Non-executive Directors / Non-Officer Members**

The Non-executive Director Members will not be granted nor will they seek to exercise any individual executive powers on behalf of the Trust.

(6) **Senior Independent Director**

The Senior Independent Director (SID) will be appointed by the Board from among the Non-executive Director Members whose role is to:

- i. play a key role in supporting the Chair in leading the Board and acting as a 'sounding board' and a source of advice for the Chair
- ii. be available to Board Members, if they have concerns which have not or cannot be resolved through contact with the Chair or the Chief Executive. This will involve an obligation on the SID to respond to such contacts and to meet privately with members if appropriate and necessary
- iii. be the focal point for Board Members for any concerns regarding the Chair's performance or the relationship between the Chair and Chief Executive
- iv. coordinate among other Directors annually, feedback on the Chair's performance to contribute to his/her appraisal
- v. act as a trusted intermediary for Non-executive Directors where this is required to help them challenge and contribute effectively
- vi. take the initiative in discussion with the Chair or other Board Members if it should seem that the Board is not functioning effectively

(7) **Chair of the Board of Directors**

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

The Chairman will liaise with ~~NHS~~ NHSE over the appointment of Non-Executive Directors and once appointed will take responsibility either directly or indirectly for their induction, training, appraisal, portfolios of interests and assignments, and their performance.

The Chair will work in close harmony with the CEO and will 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 finalise resolutions.

## **2.7 Role of the Unitary Board**

- (1) All business will be conducted in the name of the Trust

- (2) All funds received in trust will be held in the name of the Trust as corporate trustee
- (3) The powers of the Trust established under statute will be exercised by the Board meeting in public session except as otherwise provided for in Standing Order 3
- (4) The Board will define and regularly review the functions it exercises on behalf of the Secretary of State for Health

## 2.8 **Scheme of Powers Delegated and Reserved to the Board**

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 'Scheme of Matters Delegated and Reserved to the Board' and will have effect as if incorporated into the Standing Orders. Those powers which it has delegated to officers and other bodies are contained in the Scheme of Matters Delegated and Reserved to the Board.

## 2.9 **Lead roles for Board Members**

The Chair will ensure that the designation of Lead roles or appointments of Board members as required by the Department of Health 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 Prevention and Control, Emergency Services or Safeguarding etc.

# 3. **MEETINGS OF THE BOARD OF DIRECTORS**

## 3.1 **Calling Meetings**

- (1) Ordinary meetings of the Board will be held at least quarterly at such times, places or virtual arrangement as the Board may determine.

In these Standing Orders the expression 'ordinary meeting' includes, except where inconsistent with any legal obligation<sup>1</sup>:

- a physical meeting
- a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
- telephone conferencing

Participation in a meeting shall constitute being present at the meeting and count towards quorum.

Ordinary meetings of the Board will be held at least quarterly at such times and places as the Board may determine (Standing Orders, 3.1 refers).

- (2) The Chair of the Trust may call a meeting of the Board at any time.

- (3) One third or more Members of the Board may requisition a meeting in writing, addressed to the Chair of the Trust. 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**

- (1) Before each meeting of the Board a written notice specifying the business proposed to be transacted will be delivered to every Member, normally by email, or sent by post to the usual place of residence of each Member, so as to be available to Members at least three clear days before the meeting. The notice will be signed by the Chair or by an officer authorised by the Chair to sign on their behalf. Want of service of such a notice on any Member will not affect the validity of a meeting.
- (2) In the case of a meeting called by Members in default of the Chair calling the meeting, the notice will be signed by those Members.
- (3) No business will be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under Standing Order 3.6.
- (4) A Member desiring a matter to be included on an agenda will make his/her 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 days before a meeting may be included on the agenda at the discretion of the Chairman.
- (5) Before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, will be displayed at the Trust's principal offices at least three clear days before the meeting, (required by the Public Bodies (Admission to Meetings) Act 1960 Section 1 (4) (a)). Service of such notice by displaying on the Trust's website will suffice for the meaning of the Act.

### **3.3 Agendas**

The Agenda will be sent to members six clear days before the meeting and supporting papers, whenever possible, will accompany the agenda, but will certainly be dispatched no later than three clear days before the meeting, save in emergency.

### **3.4 Petitions**

Where a petition has been received by the Trust the Chair will 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 will send a written notice to the CEO who will ensure that it is brought to the immediate attention of the Chairman.
- (2) The notice will be delivered at least five clear days before the meeting. The CEO will include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order will 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 will state the grounds of urgency. If in order, it will be declared to the Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item will be final.

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

#### **(1) Who May Propose**

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

#### **(2) Contents of Motions**

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

- the reception of a report
- consideration of any item of business before the Board
- the accuracy of minutes
- that the Board proceeds to next business
- that the Board adjourn
- that the question be now put

#### **(3) Amendments to Motions**

A motion for amendment will not be discussed unless it has been proposed and seconded.

Amendments to motions will be moved relevant to the motion, and will not have the effect of negating the motion before the Board.

If there are a number of amendments, they will be considered one at a time. When a motion has been amended, the amended motion will become the substantive motion before the meeting, upon which any further amendment may be moved.

**(4) Rights of Reply to Motions**

i) Amendments

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

ii) Substantive/original motion

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

**(5) Withdrawing a Motion**

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

**(6) Motions Once Under Debate**

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

- i. an amendment to the motion
- ii. the adjournment of the discussion, or the meeting
- iii. that the meeting proceed to the next business
- iv. that the question should be now put
- v. the appointment of an 'ad hoc' committee to deal with a specific item of business
- vi. that a member/director be not further heard
- vii. a motion under Section I (2) or Section I (8) of the Public Bodies (Admissions to Meetings) Act 1960 resolving to exclude the public, including the press (see Standing Order 3.17)

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 Chairman should give the mover of the substantive motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

**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 will 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 will have been given, the Board may refer the matter to any appropriate Committee or the CEO for recommendation.

- (2) When any such motion has been dealt with by the Board it will 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 will not apply to motions moved in pursuance of a report or recommendations of a Committee or the CEO.

### **3.9 Chair of Meeting**

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

### **3.11 Quorum**

- (1) No business will be transacted at a meeting unless at least one-third of the whole number of the Chair and Members (including at least one member who is also an Officer Member of the Trust and one member who is not) is present.
- (2) 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.7) that person will 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 will 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 will be determined by a majority of the votes of members, either present or by electronic means, and voting on the question. In the case of an equal vote, Chair of the meeting will have the casting vote.

- (2) At the discretion of the Chair all questions put to the vote will be determined by either oral expression, a show of hands or by electronic means, unless the Chairman directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.
  - (i) if the vote is to be carried out by electronic means, the Director of Corporate Services/Company Secretary will record the responses of Board members, report these to the Chair in writing, and the outcome reported to the next Board meeting for recording in the Minutes.
- (3) If at least one third of the Members so request, the voting on any question may be recorded so as to show how each member voted or did not vote (except when conducted by paper ballot).
- (4) If a Member so requests, their vote will be recorded by name.
- (5) In no circumstances may an absent Member vote by proxy. Absence is defined as being absent at the time of the vote.
- (6) A manager who has been formally appointed to Deputise for an Officer Member, and is acting in his/her absence, will be entitled to exercise the voting rights of the Officer Member. Formal appointment to the position of Deputy Officer Member will only be effected on the absence of the Executive Officer Member for a period exceeding 3 months and then only on receipt of a formal offer in writing from the CEO. An Officer's status when attending a meeting will be recorded in the minutes.
- (7) A person who has been appointed/contracted to fill an Officer Member's role on an interim basis *will be* entitled to exercise the voting rights of the Officer Member. An Officer's status when attending a meeting will be recorded in the minutes.
- (8) A manager who has *not* been formally appointed to Deputise for an Officer Member, and who may nevertheless be representing the Officer Member in his/her absence, may *not* exercise the voting rights of the Officer Member. An Officer's status when attending a meeting will be recorded in the minutes.
- (9) For the voting rules relating to joint Members see Standing Order 2.5.

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

- (1) Except where this would contravene any statutory provision or any direction made by the Secretary of State or the rules relating to the Quorum (SO 3.11), any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the Members of the Board are present (including at least one Member who is an Officer Member of the Trust and one member who is not) and that at least two-thirds of those Members present signify their agreement to such suspension. The reason for the suspension will be recorded in the Board's minutes.

- (2) A separate record of matters discussed during the suspension of Standing Orders will be made and will be available to the Chair and Members of the Board.
- (3) No formal business may be transacted while Standing Orders are suspended.
- (4) The Audit & Risk Committee will review every decision to suspend Standing Orders.

### **3.14 Variation and amendment of Standing Orders**

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

- (1) upon a notice of motion under Standing Order 3.5
- (2) upon a recommendation of the Chair or CEO included on the agenda for the meeting
- (3) 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-Officer Members vote in favour of the amendment
- (4) providing that any variation or amendment does not contravene a statutory provision or direction made by the Secretary of State

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

- (1) Power of the Secretary of State to make waivers

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

- (2) Definition of 'Chair' for the purpose of interpreting this waiver:

For the purposes of paragraph 3.15.3 (below), the "relevant Chair" is –

- (i) at a meeting of the Board, the Chair of that Trust
- (ii) at a meeting of a Committee:
  - a) in a case where the member in question is the Chair of that Committee, the Chair of the Trust
  - b) in the case of any other member, the Chair of that Committee

(3) Application of waiver:

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

It will apply to:

- (i) A Member of the Trust, who is a healthcare professional, within the meaning of regulation 5(5) of the Regulations, and who is providing or performing, or assisting in the provision or performance, of –
- (a) services under the National Health Service Act 1977
  - or
  - (b) services in connection with a pilot scheme under the National Health Service Act 1997
- for the benefit of persons for whom the Trust is responsible
- (ii) Where the ‘pecuniary interest’ of the Member in the matter which is the subject of consideration at a meeting at which he is present:-
- (a) arises by reason only of the Member’s role as such a professional providing or performing, or assisting in the provision or performance of, those services to those persons
  - (b) 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:-
    - (i) are Members of the same profession as the Member in question
    - (ii) are providing or performing, or assisting in the provision or performance of, such of those services as he provides or performs, or assists in the provision or performance of, for the benefit of persons for whom the Trust is responsible
- (4) Conditions which apply to the waiver and the removal of having a pecuniary interest

The removal is subject to the following conditions:

- (a) the Member must disclose his/her interest as soon as practicable after the commencement of the meeting and this must be recorded in the minutes

- (b) the relevant Chairman must consult the Chief Executive before making a declaration in relation to the member in question pursuant to paragraph 3.15.3 (ii) (b) above, except where that Member is the CEO

**(c) in the case of a meeting of the Trust:**

- (i) the Member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded
- (ii) may not vote on any question with respect to it

**(d) in the case of a meeting of the Committee:**

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

**3.16 Record of Attendance**

The names of the Chair and Directors/Members present at the meeting will be recorded.

**3.17 Minutes**

The minutes of the proceedings of a meeting will be drawn up within 10 working days of the meeting and circulated for consideration and preliminary approval. These will be formally submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.

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

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

#### **(i) Admission and exclusion on grounds of confidentiality of business to be transacted**

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

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

#### **(ii) General disturbances**

The Chair (or Deputy-Chair if one has been appointed) or the person presiding over the meeting will give such directions as (s)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 Board's business will 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:

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

#### **(iii) 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 (i) and (ii) above, will be confidential to the Members of the Board.

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

#### **(iv) Use of mechanical or electrical equipment for recording or transmission of meetings**



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

### **3.19 Observers at Trust Meetings**

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

### **3.20 Annual General Meeting**

The Trust will publicise and hold an annual public meeting in accordance with the NHS Trust (Public Meetings) Regulations 1991 (SI(1991)482). The Agenda will be sent to members 6 clear days before the meeting and supporting papers, whenever possible, will accompany the agenda, but will certainly be dispatched no later than three clear days before the meeting, save in emergency. Information will be made available as in keeping with Board meetings held in Public. The meeting will be a full meeting of the Board and the minutes thereof will be placed before and agreed at the next meeting of the AGM.

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

### **4.1 Appointment of Committees**

Subject to such directions as may be given by the Secretary of State for Health, the Board may appoint committees of the Trust or committees comprising the Trust and other health bodies for the furtherance of its purpose.

The Board will determine the membership and terms of reference of committees and will if it requires to, receive and consider reports of such committees.

Where committees are authorised to establish sub-committees or groups under their terms of reference they may not delegate executive powers to the sub-committee or group unless expressly authorised by the Board.

Where committees are authorised to establish sub-committees or groups these must service the committee with regular in-year reports. In order to provide assurance any sub-committee or group that sits under a Committee of the Board will provide an annual work plan and annual progress report to the relevant committee.

### **4.2 Approval for Appointments to Committees**

The Board will approve the appointments to each of the committees which it has formally constituted. Where the Board determines, and regulations

permit, that persons, who are neither members nor officers, will be appointed to a committee the terms of such appointment will be within the powers of the Board as defined by the Secretary of State. The Board will define the powers of such appointees and will agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with national guidance.

#### **4.3 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 will be made in accordance with the regulations and directions made by the Secretary of State.

#### **4.4 Joint Committees**

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

#### **4.5 Terms of Reference**

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

The Standing Orders and Standing Financial Instructions of the Trust, as far as they are applicable, will as appropriate apply to meetings and any Committees established by the Trust. In which case the terms "Chair" is to be read as a reference to the Chairperson of another committee(s) as the context permits, and the terms "member" is to be read as a reference to a member of another committee(s), also as the context permits.

There is no requirement to hold meetings of committees established by the Board in public.

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

In line with the requirements of the NHS Audit Committee Handbook, NHS Codes of Conduct and Accountability, the Higgs report, the NHS Code of

Governance for Provider Organisations and the Well-led framework for governance reviews, the following committees established by the Board are:

- i. Audit and Risk Committee
- ii. Auditor Panel
- iii. Finance and Performance Committee
- iv. Quality Committee
- v. Remuneration and Nomination Committee
- vi. Charitable Funds Committee
- vii. People Committee
- viii. Trust Executive Group

#### 4.6.1 **Audit and Risk Committee**

The Committee will review the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the whole of the organisation's activities (both clinical and non-clinical) that supports the achievement of the organisation's objectives.

The Committee will be appointed by the Board and comprise a minimum of three Non-Executive Directors, excluding the Chair of YAS who will not be a member.

The Audit & Risk Committee Chairperson will be appointed by the Board.

#### 4.6.2 **Auditor Panel**

The Auditor Panel's functions are to advise the Board on the selection and appointment of the Trust's External Auditor including:

- i. Agreeing and overseeing a robust process for selecting the External Auditors in line with the organisation's normal procurement rules
- ii. Making a recommendation to the Board as to who should be appointed
- iii. Ensuring that any conflicts of interest are dealt with effectively
- iv. Advising the Board on the maintenance of an independent relationship with the appointed External Auditor
- v. Advising the Board on whether or not any proposal from the External Auditor to enter into a liability limitation agreement as part of the procurement process is fair and reasonable
- vi. Advise on (and approve) the contents of the organisation's policy on the purchase of non-audit services from the appointed External Auditor
- vii. Advise the Board on any decision about the removal or resignation of the External Auditor

The Auditor Panel shall comprise the entire membership of the Audit Committee with no additional appointees. In line with the requirements

of the *Local Audit (Health Service Bodies Auditor Panel and Independence) Regulations 2015* (regulation 6) each member's independence must be reviewed against the criteria laid down in the regulations.

The Audit Committee Chairperson will be appointed by the Board to Chair the Auditor Panel.

#### 4.6.3 Finance and Performance Committee

The purpose of the Finance and Performance Committee is to gain assurance, on behalf of the Board of Directors that the Trust is making sufficient progress towards the timely delivery of the Trust's Strategic ambitions and Operational Plan with consideration to the Trust's financial and performance issues whilst being assured as to compliance with appropriate regulatory and statutory requirements.

The Committee will be appointed by the Board and comprise of three Non-Executive Directors, one of whom will act as Chair of the Committee.

The Finance & Performance Committee Chairperson will be appointed by the Board.

#### 4.6.4 Quality Committee

The purpose of the Quality Committee is to provide assurance to the Board on the overall delivery of the Trust's strategic objectives in the context of quality of care and services and the effective mitigation of identified risk to support the delivery of safety and excellence in patient care. This remit includes a focus on safety, clinical effectiveness, patient experience, and on the effectiveness of quality governance and risk management systems.

The Committee will be appointed by the Board and comprise of three Non-Executive Directors, one of whom will act as Chair of the Committee.

The Quality Committee Chairperson will be appointed by the Board.

#### 4.6.5 **Remuneration and Nomination Committee**

The purpose of the Remuneration and Nomination Committee is to advise the Board about appropriate remuneration, terms of service and contractual arrangements for the CEO, and other Executive Directors/Very Senior Managers.

The Committee will monitor and evaluate the performance of the CEO and other Executive Directors/Very Senior Managers.

The Committee will be appointed by the Board and comprise exclusively of Non-Executive Directors, who are independent of management. The members of the Committee will be the Chair and all the Non-Executive Directors of the Trust.

The Trust Chair will be the Chairperson of the Remuneration and Nomination Committee.

#### 4.6.6 **Charitable Funds Committee**

YAS' Charity is registered with the Charities Commission which has approved its Objects:

"The trustees will hold the trust fund upon trust to apply the income, and at their discretion, so far as may be permissible, the capital for any charitable purpose or purposes relating to the National Health Service wholly or mainly for the [Tees, East and North Yorkshire Ambulance Services NHS Trust]".

Model Declaration of Trust (20 October 1999)

as amended by Supplemental Deed of Declaration (14 December 2006) to, "for the Yorkshire Ambulance Service NHS Trust.

The purpose of the Charitable Funds Committee has been established by the Corporate Trustee (the Board of Directors) to make and monitor arrangements for the control and management of the Charity's funds, and to effect the delegation of day-to-day responsibility to ensure that the Charity's funds are exercised within appropriate controls and governance.

The Committee will include two Non-Executive Directors, one of whom will act as Chair of the Committee, together with the Executive Director of Finance and another member of the Trust Executive Group.

The Charitable Funds Committee Chairperson will be appointed by the Board.

The provisions of this Standing Order must be read in conjunction with Standing Order 2.7 and Standing Financial Instructions Appendix 2.

#### 4.6.7 **People Committee**

The purpose of the People Committee is to gain assurance, on behalf of the Trust Board that the Trust is making sufficient progress towards its People priorities to support the delivery of the Trust's strategic objectives and

Operational Plan whilst being assured as to compliance with appropriate regulatory and statutory requirements

The Committee will be appointed by the Board and comprise of three Non-Executive Directors, one of whom will act as Chair of the Committee.

The People Committee Chairperson will be appointed by the Board.

#### 4.6.8 **Trust Executive Group**

The Trust Executive Group (TEG) is the senior operational decision-making body of the Trust, determining or overseeing the determination of key operational policies, business cases, and decisions which need to be made at Trust level, but which are not matters reserved for decision by the Trust's Board of Directors.

TEG will oversee the effective strategic and operational delivery of the Trust's strategy and enabling strategies, and its clinical, operational, workforce and financial objectives, including the achievement of statutory duties, clinical standards and targets, and high-quality patient care. This will include ensuring that there is appropriate integration, co-ordination and co-operation between individual service lines; between service lines and corporate functions; and with the Trust's key stakeholders and partners.

TEG as a Committee of the Board will be appointed by the Board and comprise of CEO and his senior team, including Directors and Very Senior Managers. The CEO will act as Chair of the Committee.

#### 4.6.9 **Other Committees**

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

#### 4.7 **Confidentiality**

A member of a committee will not disclose a matter dealt with by, or brought before, a committee without its permission until the committee has reported to the Board or otherwise concluded the matter.

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

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

*Also see 9. Section C – Scheme of Powers Delegated and Reserved to the Board*

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

5.1.1 Subject to such directions as may be given by the Secretary of State, the Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a committee, sub-committee appointed by virtue of Standing Order 4, or by an officer of the Trust, or by another body as defined in Standing Order 5.1.2 below, in each case subject to such restrictions and conditions as the Trust thinks fit.

5.1.2 Section 16B of the NHS Act 1977 allows for regulations to provide for the functions of Trusts to be carried out by third parties. In accordance with these Standing Orders the functions of the Trust may also be carried out in the following ways:

- (i) by another NHS Trust
- (ii) jointly with any one or more of the following: NHS Trusts, Integrated Care Boards (ICBs) or other health service bodies
- (iii) by arrangement with the appropriate Trust or Commissioning body, by a joint committee or joint sub-committee of the Trust and one or more other health service bodies

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

### **5.2 Emergency Powers, Urgent Decisions and Flexible Decision Making**

5.2.1 The powers which the Board has reserved to itself within these Standing Orders (see Standing Order 2.8) may in emergency or for an urgent decision be exercised by the CEO and the Chair after having consulted at least two non-officer members. The exercise of such powers by the CEO and Chair will be reported to the next formal meeting of the Board in public session for formal noting.

5.2.2 In order to facilitate a more flexible decision-making process intra-meetings and to enable quicker decisions to be made, the Board may, where deemed appropriate by the Chair, and as long as there is quorum, consider a matter on paper circulated via email and record their decision by email correspondence. A record of the decision will be created and reported to the next formal meeting of the Board in Public session for formal noting.

### **5.3 Delegation to Committees**

- 5.3.1 The Board will agree 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 will be approved by the Board in respect of its sub-committees.
- 5.3.2 When the Board is not meeting as the Trust in public session it will operate as a committee and may only exercise such powers as may have been delegated to it by the Trust in public session.

### **5.4 Delegation to Officers**

Those functions of the Trust which have not been retained as reserved by the Board or delegated to other committee or sub-committee or joint-committees will be exercised on behalf of the Trust by the CEO. The CEO will determine which functions (s)he will perform personally and will nominate officers to undertake the remaining functions for which (s)he will still retain accountability to the Trust.

### **5.5 Scheme of Delegation**

- 5.5.1 The CEO will prepare a Scheme of Powers Delegated and Reserved to the Board [Scheme of Powers] identifying his/her proposals which will be considered and approved by the Board. The CEO may periodically propose amendment to the Scheme of Powers which will be considered and approved by the Board.
- 5.5.2 Nothing in the Scheme of Powers will 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 Department of Health requirements. Outside these statutory requirements the roles of the Director of Finance will be accountable to the CEO for operational matters.
- 5.5.3 The arrangements made by the Board as set out in the Scheme of Powers Delegated and Reserved to the Board and the Scheme of Financial Delegation set out in the Standing Financial Instructions will have effect as if incorporated in these Standing Orders.
- 5.5.4 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, will be reported to the next formal meeting of the Board meeting in public for action retrospective approval, as appropriate. All members of the Board and staff have a duty to disclose any non-compliance with these Standing Orders to the CEO within 3 clear days of the non-compliance becoming apparent to them.

### **5.6 Interaction with Other Policies and Regulations**

#### **5.6.1 Policy statements: general principles**



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

#### 5.6.2 **Specific Policy statements**

Notwithstanding the application of SO 5.6.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following Trust Policy statements, both of which will have effect as if incorporated in these Standing Orders:

- the Business Conduct Policy and Guidance: Interests, Gifts, Hospitality & Sponsorship
- the Disciplinary Policy & Procedure

#### 5.6.3 **Standing Financial Instructions**

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

#### 5.6.4 **Specific guidance**

Notwithstanding the application of SO 5.6.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following guidance and any other issued by the Secretary of State for Health:

- Caldicott Guardian 1997
- Human Rights Act 1998
- Freedom of Information Act 2000

## 6. DECLARATION AND REGISTER OF INTERESTS

### 6.1 Declaration of Interests

The Trust's Declaration of Interest Policy requires directors and senior officers to declare interests which are relevant and material to the Trust Board. All existing Directors and any senior officers who may act up into Executive Director posts should declare interests on an annual basis, or as otherwise recommended in the Policy. Any directors and senior officers appointed subsequently should declare these interest on appointment.

### 6.2 Interests which are regarded as relevant and material are:

- a) Directorships, including Non-Executive 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
- c) Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS
- 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 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
- h) Any connection with a voluntary organization contracting for NHS services.

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

**If directors or senior officers have any doubt about the relevance of an interest, this should be discussed with the Chair of the Trust or with the Director of Corporate Services/Company 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.

### **6.3. Disclosure of Interests**

(i) Recording of Interests in Board minutes

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

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

(ii) Publication of declared interests in the Trust's Annual Report

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

(iii) Conflicts of interest which arise during the course of a meeting

During the course of a Board meeting, whether arising from a declared interest or otherwise, the director/senior officer 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 6.5). When a director/senior officer has declared an interest arising solely from a position with a charity or voluntary body under this Standing Order, the Trust Board may resolve that they may remain in the meeting and take part in the discussion, but not able to vote on the relevant item. A record of this decision shall be made in the minutes.

(iv) Directors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's Annual Report. The information should be kept up to date for inclusion in succeeding Annual Reports.

### **6.4 Register of Interests**

6.4.1 The CEO will ensure that a Register of Interests is established to record formally declarations of interest 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 6.2) which have been declared by both Executive and Non-executive Board members.

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

6.4.3 The Register will be published on the Trust's website.

6.4.4 With the exception of the requirement to report interests in the Annual Report, this Standing Order also applies in full to any committee or sub-committee of the Trust Board; and to any member of such committee or sub-committee (whether or not they are a director).

## **6.5 Disability of directors in proceedings on account of pecuniary interest**

- 6.5.1 If a director has a pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust at which the contract or other matter is the subject of consideration, he 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.
- 6.5.2 The Secretary of State may, subject to such conditions as he may think fit to impose, remove any disability imposed by this Standing Order, in any case where it appears to be in the interest of the NHS that the disability should be removed.
- 6.5.3 The Trust Board, or any committee or sub-committee may, if it thinks fit, provide for the exclusion of a director from a meeting while any contract, proposed contract or other matter in which, that person has a pecuniary interest, direct or indirect, is under consideration.
- 6.5.4 Any remuneration, compensation or allowances payable to a director by virtue of paragraph 233, Part 11 of the NHS Act 2006 shall not be treated as a pecuniary interest for the purposes of this Standing Order.
- 6.5.5 For the purposes of this Standing Order a director shall be treated, subject to Standing Order 6. as having an indirect pecuniary interest in a contract, proposed contract or other matter if:
- (i) (s)he, or a nominee of her/his, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or
  - (ii) (s)he is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration
  - (iii) and in the case of persons living together as a couple, whether married or not, the interest of one person shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.
- 6.5.6 A director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
- (i) of her/his membership of a company or other body, if (s)he has no beneficial interest in any securities of that company or other body
  - (ii) of an interest in any company, body or person with which (s)he is connected as mentioned in Standing Order 6.3 (iii) above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.
- 6.5.7 This Standing Order shall not prohibit a director from taking part in the consideration or discussion of the contract or other matter, or from voting on any question with respect to it if:

- (i) (s)he has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or body; and
- (ii) the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less; and
- (iii) the share capital is of more than one class, the total nominal value of shares of any one class in which (s)he has a beneficial interest does not exceed one-hundredth of the total issued share capital of the class.

**This does not affect her/his duty to disclose the interest.**

- 6.5.8 This Standing Order also applies in full to any committee or sub-committee of the Trust Board, and to any member or such committee or sub-committee (whether or not they are a director).

## **7. STANDARDS OF BUSINESS CONDUCT**

- 7.1 All Trust staff and members of the Board must comply with the NHS Standards of Business Conduct, and the Seven Principles of Public Life (also known as the Nolan Principles) set out by the Committee on standards in Public Life (published in 1995) and by the Professional Standards Authority (November 2013). The following provisions should be read in conjunction with the Trust's Business Conduct Policy and Guidance: Interests, Gifts, Hospitality & Sponsorship.
- 7.2 All staff shall declare any relevant and material interest, such as those described in Standing Order 6. Above. The declaration should be made on appointment or, if the interest is acquired, or recognized subsequently, at that time to the Director or senior manager to whom they are accountable. Such director or senior manager shall ensure that such interests are entered in a Register of Interest, kept for that purpose.
- 7.3 Any officer or employee of the Trust who are involved in, have responsibility for, or are able by virtue of their role or functions to influence the placing of contracts by the Trust, may be required by the Trust to give statements from time to time, or in connection with particular contracts, confirming that they have no relevant or material interest to declare.
- 7.4 If an officer becomes aware of a potential or actual contract in which he has an interest of the nature, he shall immediately advise the Executive Director of Finance formally in writing. This requirement applies whether or not the officer is likely to be involved in administering the proposed, or awarded contact to which he has an interest.
- 7.5 All gifts and hospitality, other than those that are of clearly minimal value, should be declared. Acceptance of gifts and hospitality by way of inducements or rewards is a criminal offence under the Fraud Act, 2006 and the Bribery Act 2010.

7.6 An Officer should also declare to the CEO any other employment or business or other relationship of his/her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.

7.7 All Trust Board members and directors/senior officers (which is taken to include all those who regularly attend Trust Board meetings) are subject to the Fit and Proper Persons regulations, a CQC fundamental standard, and the provider must be able to demonstrate that they are fit and proper.

## **7.8 Canvassing of and Recommendations by Members in Relation to Appointments**

- i) Canvassing of members of the Trust or of any Committee of the Trust directly or indirectly for any appointment under the Trust will disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order will be included in application forms or otherwise brought to the attention of candidates.
- ii) Members of the Trust will not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph of this Standing Order will not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

## **7.9 Relatives of Members or Officers**

- i) Candidates for any staff appointment under the Trust will, when making an application, disclose in writing to the Trust whether they are related to any member or the holder of any office under the Trust. Failure to disclose such a relationship will disqualify a candidate and, if appointed, render him/her liable to instant dismissal.
- ii) The Chair and every member and officer of the Trust will disclose to the Board any relationship between her/himself and a candidate of whose candidature that member or officer is aware. It will be the duty of the Chief Executive to report to the Board any such disclosure made.
- iii) On appointment, members (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Trust whether they are related to any other member or holder of any office under the Trust.
- iv) Where the relationship to a member of the Trust is disclosed, the Standing Order headed 'Exclusion from proceedings on account of pecuniary interest' (SO 6.5) will apply.

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

### **8.1 Trust Seal**

- (i) Custody of Seal

The common seal of the Trust will be kept by the Chief Executive or the Director of Corporate Services/Company Secretary, in a secure place.

(ii) Sealing of Documents

Where it is necessary that a document will be sealed, the seal will be affixed in the presence of two senior managers duly authorised by the CEO, and not also from the originating department, and will be attested by them.

(iii) Register of Sealing

The CEO will keep a register in which (s)he, or another manager of the Authority authorised by him/her, will enter a record of the sealing of every document.

## 8.2 Signature of Documents

Where any document will be a necessary step in legal proceedings on behalf of the Trust, it will, unless any enactment otherwise requires or authorises, be signed by the CEO or any Executive Director. Such authority may be extended to the Trust Solicitor, within the relevant SFI authorisation level.

In land transactions, the signing of certain supporting documents will be delegated to Managers and set out clearly in the Scheme of Powers Delegated and Reserved to the Board 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).

## 8.3. Housekeeping

(i) Standing Orders to be given to Directors and Officers

It is the duty of the CEO to ensure that existing directors and officers and all new appointees are notified of and understand their responsibilities within Standing Orders and Standing Financial Instructions. Updated copies will be issued to staff designated by the CEO. New designated officers will be informed in writing and will receive copies where appropriate of Standing Orders.

(ii) Documents having the standing of Standing Orders.

Standing Financial Instructions and the Scheme of Powers Delegated and Reserved to the Board of Directors and Scheme of Financial Delegation will have effect as if incorporated into these Standing Orders.

(iii) Review of Standing Orders

Standing Orders will be reviewed every two years by the Board of Directors. The requirement for review extends to all documents having effect as if incorporated in Standing Orders.

(iv) Accounting Officer

The Accounting Officer is responsible for ensuring the proper stewardship of public funds and assets. For this Trust it will be the CEO.

V5.0 APPROVED BY TRUST BOARD 280923



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