

# Leicestershire Partnership NHS Trust

## Standing Orders

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## 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 shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive or Secretary).
- 1.2 Any expression to which a meaning is given in the National Health Service Act 2006 (the "NHS Act 2006"), the Health and Social Care Act 2012 and other Acts relating to the National Health Service or in the Regulations made under such Acts shall 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 shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.
- 1.2.2 "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.
- 1.2.3 "Board" means the Chair, officer and non-officer members of the Trust collectively as a 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 manager or employee with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation.
- 1.2.6 "Chair of the Board (or Trust)" is the person appointed by the NHS Improvement on behalf of 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" shall 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 or sub-committee created and appointed by the Trust.
- 1.2.10 "Committee members" means persons formally appointed by the Board to sit on or to chair specific 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 "Director of Finance" means the Chief Financial Officer of the Trust.
- 1.2.13 "Integrated Governance Committee" means a committee whose functions are concerned with the arrangements for the purpose of monitoring and improving the quality of healthcare for which the Trust has responsibility.

- 1.2.14 "Member" means Executive Director or Non-Executive Director of the Board as the context permits. Member in relation to the Board does not include its Chair.
- 1.2.15 "Membership and Procedure Regulations" means National Health Service Trusts (Membership and Procedure) Regulations 1990 (SI 1990/2024) as subsequently amended.
- 1.2.16 "Nominated officer" means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.
- 1.2.17 "Officer" means employee of the Trust or any other person holding a paid appointment or office with the Trust.
- 1.2.18 "Public Services Contract" means a Services Contract where the estimated value of consideration which the Trust expects to give under the contract (net of VAT) is equivalent to or greater than the limits set by the European Commission from time to time (as published in the Official Journal of the EU).
- 1.2.19 "Public Supply Contract" means a Supplies Contract where the estimated value of consideration which the Trust expects to give under the contract (net of VAT) is equivalent to or greater than the limits set by the European Commission from time to time (as published in the Official Journal of the EU).
- 1.2.20 "Public Works Contract" means a contract for, or under which the Trust engages a person to procure by any means to specified requirements, building and engineering works of construction and maintenance of the types listed in Schedule 1 of the Public Works Contracts Regulations 2006 where the estimated value of the consideration which the Trust expects to give under the contract (net of VAT) is equivalent to or greater than the limits set by the European Commission from time to time (as published in the Official Journal of the EU).
- 1.2.21 "Secretary" means a person appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chair and monitor the Trust's compliance with the law, Standing Orders, and Department of Health guidance.
- 1.2.22 "Services Contract" means a contract for the provision of professional or other services other than under Service Level Agreement.
- 1.2.23 "SLA" means Service Level Agreement; an agreement that specifies the definition, service, and performance to be provided.
- 1.2.24 "Supplies Contract" means a contract for the purchase or hire of goods including any siting or installation other than under a Service Level Agreement.
- 1.2.25 "SFIs" means Standing Financial Instructions.
- 1.2.26 "SOs" means Standing Orders.
- 1.2.27 "Trust" means Leicestershire Partnership NHS Trust.
- 1.2.28 "Deputy Chair" means the non-officer member appointed by the Board to take on the Chair's duties if the Chair is absent for any reason.
- 1.2.29 "Executive Director" means a member of the Board who is an Executive Director or a person to be regarded as an executive director pursuant to Regulation 5 of the Membership and Procedure Regulations.
- 1.2.30 "Non-Executive Director" means a member of the Board who is not an Officer of the Trust.

1.2.31 "Directors" means the Executive Directors and Non-Executive Directors of the Trust.

1.2.32 "Health service body" has the meaning ascribed to it in the Membership and Procedure Regulations, and health service bodies shall be construed accordingly.

## **SECTION B – STANDING ORDERS**

### **1. INTRODUCTION**

#### **1.1 Statutory Framework**

The Leicestershire Partnership NHS Trust (the Trust) is a statutory body which came into existence under the Leicestershire and Rutland Healthcare National Health Service Trust (Establishment) Order 1998 (SI 1998/3069) as amended by SI 1999/1825 and SI 2002/1437.

- i) The principal place of business of the Trust is Trust Headquarters, Bridge Park Plaza, Bridge Park Road, Thurmaston, Leicester LE4 8PQ.
- ii) NHS Trusts are governed by Act of Parliament. Most health legislation made since 1997 has been consolidated into the National Health Service Act 2006 (the NHS Act 2006), the National Health Service (Consequential Provisions) Act 2006 and the Health and Social Care Act 2012.
- iii) The functions of the Trust are conferred by this legislation.
- iv) 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.
- v) The Trust also has statutory powers under Sections 75, 256 and 257 of the NHS Act 2006 to fund projects jointly planned with local authorities, voluntary organisations and other bodies.
- vi) The Code of Accountability requires the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions (SFIs) as an integral part of Standing Orders setting out the responsibilities of individuals.
- vii) The Trust will also be bound by such other statutes and legal provisions which govern the conduct of its affairs.

#### **1.2 NHS Framework**

- i) 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.
- ii) The Code of Accountability requires that, inter alia, Boards draw up a schedule of decisions reserved to the Board, and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives (a scheme of delegation). The code also requires the establishment of audit and remuneration committees with formally agreed terms of reference. The Codes of Conduct makes various requirements concerning possible conflicts of interest of Board members.
- iii) The Code of Practice on Openness in the NHS sets out the requirements for public access to information on the NHS.

#### **1.3 Delegation of Powers**

- i) 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, sub-committee appointed by virtue of Standing Order 4 (Committees), or by an Officer of the Trust, or by another body as defined in Standing Order 5.1.2, in each case subject to such restrictions and conditions as the Trust thinks fit.

- ii) Reserved and delegated Powers are covered in a separate document (Scheme of reservation and delegation). This document has effect as if incorporated into these Standing Orders and Standing Financial Instructions.

#### **1.4 Integrated Governance**

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

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

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

In accordance with the Membership and Procedure Regulations the composition of the Board shall be:

- i) The Chair of the Trust (appointed by the NHS Improvement) on behalf of the Secretary of State for Health;
- ii) Up to 6 Non-Executive Directors, which are appointed by the NHS Improvement on behalf of the Secretary of State for Health, including a nominee of the University of Leicester as the Trust is regarded as having a significant teaching commitment within the meaning of paragraph 5(3) of Schedule 4 of the NHS Act 2006.
- iii) Up to 5 Executive Directors with voting rights (but not exceeding the number of Non-Executive Directors) including:
  - the Chief Executive (the Chief Officer);
  - the Director of Finance (the Chief Finance Officer);
  - the Medical Director (a medical practitioner), and
  - the Director of Nursing (a registered nurse or midwife registered on the register maintained by the Nursing and midwifery Council) (Executive Nurse)
- iv) The Trust shall have not more than 12 and not less than 8 Directors (unless otherwise determined by the Secretary of State for Health and set out in the Trust's Establishment Order or such other communication from the Secretary of State).

### **2.2 Appointment of Directors**

- i) The Non-Executive Directors of the Trust shall be appointed by the Secretary of State (Regulation 3 of the Membership and Procedure Regulations).
- ii) The Executive Directors of the Trust shall be appointed by the relevant committee of the Board (Regulations 3, 17 and 18 of the Membership and Procedure Regulations).

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

- i) The regulations setting out the period of tenure of office of the Chair and Members and for the termination or suspension of office of the Chair and Members are contained in Regulations 7 to 9 of the Membership and Procedure Regulations.

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

- i) Subject to Standing Order 2.4 (ii) below, the Chair and Directors of the Trust may appoint a Non-Executive Director from amongst them 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.
- ii) 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 Directors may thereupon appoint another Non-Executive Director as Deputy Chair in accordance with the provisions of Standing Order 2.4 (i).



- iii) 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 shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be; and references to the Chair in these Standing Orders shall, so long as there is no Chair able to perform those duties, be taken to include references to the Deputy Chair.

## **2.5 Joint Directors**

- i) Where more than one person is appointed jointly to a post in the Trust which qualifies the holder for executive directorship or in relation to which an Executive Director is appointed, those persons shall become or be appointed an Executive Director jointly, and shall count for the purpose of Standing Order 2.1 as one person (Regulation 6 of the Membership and Procedure Regulations).
- ii) Where the office of an Executive Director is shared jointly by more than one person:
  - a) Either or both of those persons may attend or take part in meetings of the Board;
  - b) If both are present at a meeting they should cast one vote if they agree;
  - c) In the case of disagreements no vote should be cast;
  - 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 Role of Directors**

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

### **i) Executive Directors**

Executive Directors shall exercise their authority within the terms of these Standing Orders and Standing Financial Instructions and the Scheme of Reservation and Delegation.

### **ii) Chief Executive**

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

### **iii) Director of Finance**

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

### **iv) Non-Executive Directors**

The Non-Executive Directors shall exercise their authority within the terms of the Standing Orders and Standing Financial Instructions and the Scheme of Reservation and Delegation.

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

v) **Chair**

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

The Chair shall liaise with the NHS Improvement (or successor body) 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 the debate and ultimate resolutions.

**2.7 Corporate role of the Board**

- i) All business shall be conducted in the name of the Trust.
- ii) The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in Standing Order 3 (Meetings of the Trust).
- iii) The Board shall define and regularly review the functions it exercises on behalf of the Secretary of State.
- iv) All funds received in trust shall be held in the name of the trust as corporate trustee.

**2.8 Schedule of Matters reserved to the Board and Scheme of Reservation and Delegation**

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 Reservation and Delegation' and shall have effect as if incorporated into the Standing Orders. Those powers which it has delegated to officers and other bodies are also contained in the Scheme of Reservation and Delegation.

**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 Control or Child Protection Services etc.).

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

#### **3.1 Calling meetings**

- i) Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine. These meetings are open to the public to enable staff and members of the public to attend.
- ii) The Chair of the Trust may call a meeting of the Board at any time.
- iii) One third or more members of the Board may requisition a meeting in writing. If the Chair refuses, or fails, to call a meeting within seven days of a requisition being presented, the members signing the requisition may forthwith call a meeting.

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

- i) Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be delivered to every member, or sent by post to the usual place of residence of each member or by email to the last known email of each member, so as to be available to members at least three clear days before the meeting. The notice shall be signed by the Chair or by an Executive Director authorised by the Chair to sign on their behalf. Want of service of such a notice on any member shall not affect the validity of a meeting.
- ii) In the case of a meeting called by members in default of the Chair calling the meeting, the notice shall be signed by those members.
- iii) No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under Standing Order 3.6 (Emergency motions).
- iv) A member desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least 10 clear days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 10 days before a meeting may be included on the agenda at the discretion of the Chair.
- v) Before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's principal offices at least three clear days before the meeting, (required by the Public Bodies (Admission to Meetings) Act 1960 Section 1 (4)(a)).

#### **3.3 Agenda and Supporting Papers**

The Agenda will be sent to Members at least 6 days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be dispatched no later than three clear days before the meeting, save in emergency. The Board 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 Standing Orders or following subsequent resolution shall be listed in an Appendix to the Standing Orders.)

#### **3.4 Petitions**

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

### **3.5 Notice of Motion**

- i) Subject to the provision of Standing Orders 3.7 (Motions: Procedure at and during a meeting) and 3.8 (Motion to rescind a resolution), a member of the Board wishing to move a motion shall send a written notice to the Chief Executive who will ensure that it is brought to the immediate attention of the Chair.
- ii) The notice shall be delivered at least 12 clear days before the meeting. The Chief Executive shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

### **3.6 Emergency Motions**

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

### **3.7 Motions: Procedure at and during a meeting**

#### **i) Who may propose**

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

#### **ii) Contents of motions**

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

- 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 next business;
- e. that the Board adjourn;
- f. that the question be now put.

#### **iii) Amendments to motions**

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

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

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

iv) **Rights of reply to motions**

a) Amendments

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

b) Substantive/original motion

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

v) **Withdrawing a motion**

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

vi) **Motions once under debate**

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

- a. an amendment to the motion;
- b. the adjournment of the discussion, or the meeting;
- c. that the meeting proceed to the next business;
- d. that the question should be now put;
- e. the appointment of an 'ad hoc' committee to deal with a specific item of business;
- f. that a member/director be not further heard;
- g. a motion under Section 1(2) or Section 1(8) of the Public Bodies (Admissions to Meetings) Act 1960 resolving to exclude the public, including the press (see Standing Order 3.17 (admission of public and the press)).

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

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

**3.8 Motion to Rescind a Resolution**

i) Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the member who gives it and also the signature of three other members, and before considering any such motion of which notice shall have been given, the Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.

ii) When any such motion has been dealt with by the Board it shall not be competent for any director/member other than the Chair to propose a motion to the same effect within six months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

### **3.9 Chair of meeting**

- i) At any meeting of the Board the Chair, if present, shall preside. If the Chair is absent from the meeting, the Deputy Chair (if the Board has appointed one), if present, shall preside.
- ii) If the Chair is absent temporarily on the grounds of a declared conflict of interest the Deputy Chair, if present, shall preside. If the Chair and Deputy Chair are absent, or are disqualified from participating at the meeting, such Non-Executive Director as the Members present shall choose shall preside.

### **3.10 Chair's ruling**

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

### **3.11 Quorum**

- i) No business shall 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 Executive Director and one Member who is a Non-Executive Director) is present.
- ii) A member of staff in attendance for an Executive Director member but without formal acting up status may not count towards the quorum.
- iii) 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 Standing Order 7 (Duties and obligations of Board members/Directors and Senior Managers under these Standing Orders)) that person shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

### **3.12 Voting**

- i) Save as provided in Standing Orders 3.13 (Suspension of Standing Orders) and 3.14 (Variation and Amendment of Standing Orders), every question put to a vote at a meeting shall be determined by a majority of the votes of members present and voting on the question. In the case of an equal vote, the person presiding (ie: the Chair of the meeting) shall have a second, and casting vote.
- ii) 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.
- iii) If at least one third of the members present so request, the voting on any question may be recorded so as to show how each member present voted or did not vote (except when conducted by paper ballot).
- iv) If a member so requests, their vote shall be recorded by name.
- v) In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.

- vi) A manager who has been formally appointed to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Executive Director member.
- vii) An officer attending the Board meeting to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An officer's status when attending a meeting shall be recorded in the minutes.
- viii) For the voting rules relating to joint members see Standing Order 2.5.

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

- i) Except where this would contravene any statutory provision or any direction made by the Secretary of State or the rules relating to the Quorum (Standing Order 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 Executive Director of the Trust and one member who is not) and that at least two-thirds of those members present signify their agreement to such suspension. The reason for the suspension shall be recorded in the Board's minutes.
- ii) A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and members of the Trust.
- iii) No formal business may be transacted while Standing Orders are suspended.
- iv) The Audit and Assurance Committee shall review every decision to suspend Standing Orders.

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

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

- a. Upon a notice of motion under Standing Order 3.5 (notice of motion);
- b. Upon a recommendation of the Chair or Chief Executive included on the agenda for the meeting;
- c. That two thirds of the Board members are present at the meeting where the variation or amendment is being discussed, and that at least half of the Trust's Non-Executive Directors vote in favour of the amendment;
- d. Providing that any variation or amendment does not contravene a statutory provision or direction made by the Secretary of State.

### **3.15 Record of Attendance**

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

### **3.16 Minutes**

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

Minutes shall be circulated in accordance with members' wishes. Where providing a record of a public meeting the minutes shall be made available to the public.

### **3.17 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 shall be required to withdraw upon the 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'

*'Guidance should be sought from the 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 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:

- a. '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.'

#### **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, shall be confidential to the members of the Board.

Non-Executive Directors and Executive Directors or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Trust, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the 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 shall be construed as permitting the introduction by the public, or press representatives, of recording, transmitting, video or similar apparatus into meetings of the Trust or Committee thereof. Such permission shall be granted only upon resolution of the Trust.

### **3.18 Observers at Trust meetings**

The Trust 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.



**3.19 Smoking**

Smoking is prohibited at all meetings of the Trust.

## **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 consisting wholly or partly of Directors of the Trust or wholly of persons who are not Directors of the Trust (Regulation 15 of the Membership and Procedure Regulations).

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

### **4.2 Joint Committees**

- i) Joint committees may be appointed by the Board by joining together with one or more other health service bodies, wholly or partly of the Chair and Directors of the Trust or other health service bodies, or wholly of persons who are not Directors of the Trust or other health service 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 Board 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 Directors of the Trust or health bodies in question) or wholly of persons who are not Directors of the Trust or health bodies in question or the committee of the Trust or health bodies in question.

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

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

### **4.4 Terms of Reference**

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

### **4.5 Delegation of powers by Committees to Sub-Committees**

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

### **4.6 Approval of Appointments to Committees**

The Board shall approve the appointments to each of the committees which it has formally constituted. Where the Board determines, and regulations permit, that persons, who are not members of the Board, shall be appointed to a committee the terms of such appointment shall be within the powers of the Board as defined by the Secretary of State. The Board shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with national guidance.

#### **4.7 Appointments for Statutory functions**

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

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

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

##### **4.8.1 Audit and Assurance Committee**

In line with the requirement of the NHS Audit Committee Handbook, NHS Codes of Conduct and Accountability, and the Higgs report, an Audit and Assurance Committee will be established and constituted to provide the Board with an independent and objective review on its financial systems, financial information and compliance with laws, guidance, and regulations governing the NHS. The Terms of Reference will be approved by the Board and reviewed on a periodic basis.

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

The Chair of the Audit and Assurance Committee is appointed in line with current approved practice.

##### **4.8.2 Remuneration Committee**

In line with the requirements of the NHS Codes of Conduct and Accountability, and the Higgs report, a Remuneration Committee will be established and constituted.

The Higgs report recommends the committee be comprised exclusively of Non-Executive Directors, a minimum of three, who are independent of management.

The purpose of the Committee is to ensure there is a fair and transparent procedure for developing and maintaining policy on executive remuneration and for fixing the remuneration packages for the Chief Executive, Executive Directors and other Directors of the Trust.

##### **4.8.3 Other Committees**

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

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

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

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 (Appointment of Committees and Sub-Committees), or by an associate member, 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 Board thinks fit.

5.1.2 Paragraph 18 of Schedule 4 of the NHS Act 2006 allows the functions of Trust to be carried out jointly with any Special Health Authority, Local Health Board, other NHS trusts, or any other body or individual. Regulation 16 of the Membership and Procedure Regulations provides that the Trust may make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or a sub-committee appointed by virtue of Regulation 15 of the Membership and Procedure Regulations, subject to such restrictions and conditions as the Trust thinks fit.

5.1.3 Where a function of the Trust is delegated to committees, sub-committees, associate members or officers, the Trust delegating the function retains full responsibility.

### **5.2 Emergency Powers and urgent decisions**

The powers which the Board has reserved to itself within these Standing Orders (see Standing Order 2.8 (Schedule of matters reserved to the Board and Scheme of Reservation and Delegation)) may in emergency or for an urgent decision be exercised by the Chief Executive and the Chair after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and Chair shall be reported to the next formal meeting of the Board in public session for formal ratification.

### **5.3 Delegation to Committees**

5.3.1 The Board shall agree from time to time to the delegation of executive powers to be exercised by other committees, or sub-committees, or joint-committees, which it has formally constituted in accordance with Regulation 15 of the Membership and Procedure Regulations. The constitution and terms of reference of these committees, or sub-committees, or joint committees, and their specific executive powers shall be approved by the Board in respect of its sub-committees.

5.3.2 When the Board is not meeting as the Trust in public session it shall operate as a committee and may only exercise such powers as may have been delegated to it by the Trust in public session.

### **5.4 Delegation to Officers**

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

5.4.2 The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals which shall be considered and approved by the Board. The Chief Executive may periodically propose

amendment to the Scheme of Delegation which shall be considered and approved by the Board.

- 5.4.3 Nothing in the Scheme of Delegation 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 Department of Health requirements. Outside these statutory requirements the roles of the Director of Finance shall be accountable to the Chief Executive for operational matters.

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

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

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

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

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

### **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. The Board may delegate the approval of specific policies to its committees.

### **6.2 Specific Policy statements**

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

- The Code of Business Conduct for Leicestershire Partnership NHS Trust staff;
- Code of Conduct for Board Members of Public Bodies 2011;
- Association of British Pharmaceutical Industries (ABPI) Code of Professional Conduct relating to hospitality/gifts from pharmaceutical/external industry;
- The staff Disciplinary Policies and Procedures adopted by the Trust, both of which shall have effect as if incorporated in these Standing Orders.

### **6.3 Standing Financial Instructions**

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

### **6.4 Specific guidance**

Notwithstanding the application of Standing Order 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;
- the Public Contracts Regulations 2015;
- Confidentiality: NHS Code of Practice 2003;
- the NHS Constitution for England (as amended from time to time); and
- any other relevant Acts or guidance.

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

### **7.1 Declaration of Interests**

#### **7.1.1 Requirements for Declaring Interests and applicability to Board Members**

- i) The NHS Code of Accountability requires Board members to declare interests which are relevant and material to the NHS Board of which they are a member. All existing Board members should declare such interests. Any Board members appointed subsequently should do so on appointment.
- ii) Regulation 20 of the Membership and Procedure Regulations requires Directors of the Trust to declare any pecuniary interest, direct or indirect, in any contract, proposed contract and any other matter (Regulation 20 of the Membership and Procedure Regulations).

#### **7.1.2 Interests which are relevant and material**

- i) Interests which should be regarded as "relevant and material" are:
  - a) Directorships, including Non-Executive Directorships held in private companies or Public Limited Companies (plc) (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 share holdings 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. (Any relevant company included in this fund that has a potential relationship with the Trust must be declared.)
- 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 he/she or any person connected with him/her (as defined in Standing Order 7.3 below and elsewhere) has any pecuniary interest, direct or indirect, the Board member shall declare his/her interest by giving notice in writing of such fact to the Chair as soon as practicable.
- iii) For the avoidance of doubt any remuneration, compensation or allowances payable to a Director by virtue of paragraph 11 of Schedule 4 of the NHS Act 2006 shall not be treated as a pecuniary interest for the purposes of Regulation 20 of the Membership and Procedure Regulations.

#### **7.1.3 Advice on Interests**

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

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

#### 7.1.4 **Recording of Interests for Board Directors**

Any interests or changes in interests should be declared using the Trust's online system LPT Declare.

#### 7.1.5 **Publication of declared interests in Annual Report**

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

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

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

### **7.2 Register of Interests**

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

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

### **7.3 EXCLUSION OF CHAIR AND MEMBERS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST**

#### 7.3.1 **Interpretation of 'Pecuniary' interest**

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

- i) "spouse" shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse);
- ii) "contract" shall include any proposed contract or other course of dealing.
- iii) "Pecuniary interest" subject to the exceptions set out in this Standing Order, a person shall be treated as having an indirect pecuniary interest in a contract if:-
  - a) he/she, or a nominee of his/her, is a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same, or



- b) he/she is a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.
- iv) Exception to Pecuniary interests
- A Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
- (a) Of his membership of a company or other body if he has no beneficial interest in any securities of that company or other body;
  - (b) Of an interest in any company, body or person with which he is connected 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 of that contract or matter.
- v) A Director shall not be prohibited from taking part in consideration or discussion of the contract or other matter or from voting on any question in respect to it without prejudice to his/her duty to disclose the interest if:
- a) he/she has an indirect pecuniary interest in a contract or other matter by reason only of a beneficial interest in securities of a company or other body; and
  - b) the total nominal value of those securities does not exceed £5000 or one hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and
  - c) of the share capital is more than one class, the total nominal value of shares of any one class in which he has the beneficial interest does not exceed one hundredth of the total issued share capital of that class.

### 7.3.2 **Exclusion in proceedings of the Board**

- i) Subject to the following provisions of this Standing Order, if the Chair or a member of the Board has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- ii) The Secretary of State may, subject to such conditions as he/she may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to him/her in the interests of the National Health Service that the disability should be removed. (See Standing Order 7.3.3 on the 'Waiver' which has been approved by the Secretary of State for Health).
- iii) The Board may exclude the Chair or a member of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he/she has a pecuniary interest is under consideration.
- iv) This Standing Order 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 or sub-committee (whether or not he/she is also a member of the Board) as it applies to a member of the Board.

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

#### i) Power of the Secretary of State to make waivers

Under Regulation 20 of the Membership and Procedure 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 20 (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 (ii) to (iv) below.

#### ii) Definition of 'Chair' for the purpose of interpreting this waiver

For the purposes of Standing Order 7.3.3(b) (below), the "relevant Chair" is –

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

#### iii) Application of waiver

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

It will apply to:

- iv) a Director of the Trust, who is a healthcare professional, within the meaning of Regulation 4(1)(c) of the Membership and Procedure Regulations, and who is providing or performing, or assisting in the provision or performance of
  - (a) services under the NHS Act 2006; or
  - (b) services in connection with a pilot scheme under the NHS Act 2006;for the benefit of persons for whom the Trust is responsible.
- v) 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.
- vi) 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 Chair must consult the Chief Executive before making a declaration in relation to the member in question pursuant to Standing Order 7.3.3(ii) above, except where that member is the Chief Executive;
- c) **in the case of a meeting of the Trust:**
  - i) the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
  - ii) may not vote on any question with respect to it.
- 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 Board.

## **7.4 STANDARDS OF BUSINESS CONDUCT**

### **7.4.1 Trust Policy and National Guidance**

All Trust staff and members of the Board must comply with the national guidance contained in HSG (93)5 on 'Standards of Business Conduct for NHS staff' the Code of Conduct for Board Members of Public Bodies 2011 (see Standing Order 6.2 (specific policy statements)) and the Association of British Pharmaceutical Industries (ABPI) Code of Professional Conduct relating to hospitality/gifts from pharmaceutical/external industry.

### **7.4.2 Interest of Officers in Contracts**

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

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

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

- i) Canvassing of members of the Board or of any Committee of the Board directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this Standing Order 7 shall be included in application forms or otherwise brought to the attention of candidates.
- ii) Members of the Board shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this Standing Order shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.
- iii) Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee

#### **7.4.4 Relatives of Members or Officers**

- i) Candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any member or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.
- ii) The Chair and every member and officer of the Trust shall disclose to the Board any relationship between himself and a candidate of whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the 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 Board is disclosed, Standing Order 7.3 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 Deputy, by him/her in a secure place.

### **8.2 Sealing of Documents**

The fixing of the seal of the Trust shall be authenticated by the signature of the Chair or of some other person authorised either generally or specially by the Trust for that purpose and of one other Director.

### **8.3 Register of Sealing**

The Chief Executive shall keep a register in which he/she, or another manager of the Trust authorised by him/her, shall enter a record of the sealing of every document. A report of the use of the seal shall be made to the Board at least quarterly. The report shall contain details of the seal number, the description of the document and the date of sealing.

### **8.4 Use of Seal – General guide**

- (i) All contracts for the purchase/lease of land and/or building
- (ii) All contracts for capital works exceeding £100,000
- (iii) All lease agreements where the annual lease charge exceeds £10,000 per annum and the period of the lease exceeds beyond five years
- (iv) Any other lease agreement where the total payable under the lease exceeds £100,000
- (v) 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

### **8.5 Signature of documents**

8.5.1 Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or the Director of Finance unless any enactment otherwise requires or authorises, or the Board shall have given the necessary authority to some other person for the purpose of such proceedings.

8.5.2 The Director of Finance or nominated officers shall be authorised to sign on behalf of the Trust any agreement or other document (not required to be executed as a deed) the subject matter of which has been approved by the Board or Committee or Sub-Committee to which the Board has delegated appropriate authority.

8.5.3 Subject to Standing Order 8.5.4 below, where the execution of any agreement or other document is authorised by these Standing Orders it may be signed by the Chief Executive or the Director of Finance.

8.5.4 An Executive Director of the Trust must sign all finance or operating lease agreements for the supply of goods and/or services which it is proposed that the Trust enters into, irrespective of their financial value. Other than in exceptional circumstances, the Director of Finance shall act as the Executive Director for the purposes of this Standing Order.

- 8.5.5 Prior to signature of finance or operating leases as referred to in Standing Order 8.5.4 above, the Director of Finance (or his/her nominated representative) must review and approve the proposed form of finance or operating lease agreement, enabling him to confirm that the lease agreement is correctly classified either as an operating lease or a finance lease and thereby satisfy himself, on behalf of the Trust, of the value for money of the proposed agreement. The review to be undertaken by the Director of Finance under this Standing Order 8.5 shall be carried out in addition to any technical evaluation to be conducted by any other person in respect of the goods and/or services to be supplied.

## **9. MISCELLANEOUS**

### **9.1 Standing Orders to be given to Members and Officers**

It is the duty of the Chief Executive to ensure that existing members and officers and all new appointees are notified of and understand their responsibilities within Standing Orders and Standing Financial Instructions. Copies shall be placed on the Trusts Intranet to allow ease of access, by members and officers, to the latest version. New designated officers shall be informed in writing and shall receive copies where appropriate in Standing Orders.

### **9.2 Documents having the standing of Standing Orders**

Standing Financial Instructions and the Scheme of Reservation and Delegation shall have effect as if incorporated into Standing Orders.

### **9.3 Review of Standing Orders**

Standing Orders shall be reviewed at least every three years by the Board. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.