NHS
Lancashire Teaching Hospitals
NHS Foundation Trust

STANDING ORDERS – BOARD OF DIRECTORS

Excellent care with compassion

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CONTENTS

1. INTRODUCTION

1.1 Lancashire Teaching Hospitals NHS FT is a statutory body which became a public benefit corporation on 1 April 2005 following its authorisation as an NHS Foundation Trust.

1.2 The principal places of business of the Trust are:

- Chorley and South Ribble Hospital, Preston Road, Chorley, Lancashire, PR7 1PP
- Royal Preston Hospital, Sharoe Green Lane, Fulwood, Preston, Lancashire, PR2 9HT

1.3 NHS Foundation Trusts are governed by Acts of Parliament, by their Constitutions and by terms of their provider licences (“the regulatory framework”).

1.4 The functions of the Trust are conferred by the regulatory framework. As a body corporate the Trust has specific 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. The Trust also has a common law duty as a bailee for patients' property held by the Trust on behalf of patients.

1.5 The regulatory framework requires the Board of Directors to adopt standing orders (“SOs”) for the regulation of its proceedings and business.

2. INTERPRETATION

2.1 Save as permitted by law and subject to the Constitution, at any meeting the Chair of the Trust shall be the final authority on the interpretation of standing orders (on which they shall be advised by the Secretary).

2.2 Any expression to which a meaning is given in the National Health Service Act 2006 (“2006 Act”) (as amended) or in any Regulations or Orders made under the Act shall have the same meaning in the interpretation of these standing orders and in addition:

“Accounting officer”	is the officer responsible and accountable for funds entrusted to the Trust. They shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.
“Board of Directors” or “Board”	means the Chair, Non-Executive Directors, and Executive Directors collectively as a body.
“Budget”	means a resource, expressed in financial terms, proposed by the Trust for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.
“Code of Governance”	means the *Code of governance for NHS provider trusts* (NHS England, October 2022) or any later version of the Code that may be published by NHS England from time to time.
“Council of Governors” or “Council”	means the Council of Governors of the Trust.
“Chair of the Trust” or “Chair”	is the person appointed by the Council of Governors to lead the Board of Directors and to ensure that it successfully

	discharges its overall responsibility for the Trust as a whole. The expression "the Chair of the Trust" or "Chair" shall be deemed to include the Vice-Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable.
"Charity"	means Lancashire Teaching Hospitals NHS Foundation Trust Charity, established by trust deed dated 9 November 1995 as varied (registered charity number 1051194) and the Rosemere Cancer Foundation Charity (registered charity 1131583)
"Chief Executive"	means the chief officer of the Trust.
"Committee"	means a Committee of the Board of Directors or Trust.
"Constitution"	means the Constitution of the Trust.
"Executive Director"	means a member of the Board of Directors who holds an executive office of the Trust.
"Finance Director"	means the chief financial officer of the Trust.
"Funds held on trust"	means those funds which the Trust holds at its date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept. Such funds may or may not be charitable.
"HSCA"	means the Health and Social Care Act 2012.
"Licence"	means the licence granted to the Trust in accordance with Section 88 of the HSCA.
"Motion"	means a formal proposition to be discussed and voted on during the course of a meeting
"NHS England"	means the body corporate established pursuant to Section 1H(1) of the 2006 Act.
"Nominated officer"	means an officer charged with the responsibility for discharging specific tasks within the standing orders and/or standing financial instructions
"Non-Executive Director"	means a member of the Board of Directors who does not hold an executive office of the Trust, including the Chair.
"Officer"	means an employee of the Trust.
"Secretary" or "Company Secretary"	means a person appointed by the Trust to act independently of the Board, to provide advice on corporate governance issues to the Board and the Chair and to monitor the Trust's compliance with the law, these standing orders and the regulatory framework.

"Senior Independent Director"	is the Non-Executive Director appointed to fulfil the role of senior independent director as described in the Code of Governance.
"SOs"	means these standing orders.
"Trust"	means Lancashire Teaching Hospitals NHS Foundation Trust.
"Vice Chair"	means the Non-Executive Director appointed by the Board of Directors to take on the Chair's duties if the Chair is absent for any reason.

3. THE TRUST

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

3.2 All funds received in trust shall be held by the Trust as corporate trustee on behalf of the Charity. In relation to funds held on trust, powers exercised by the Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised by the Trust in respect of its exchequer funds.

3.3 The Trust has resolved that certain powers and decisions may only be exercised or made by the board in formal session. These powers and decisions are set out in "reservation of powers to the board" and have effect as if incorporated into these standing orders.

Composition of the Board of Directors

3.4 In accordance with the Constitution the composition of the Board of the Trust shall be:

3.4.1 The Chair of the Trust

3.4.2 Up to 7 other Non-Executive Directors

3.4.3 Up to 6 Executive Directors including:

- the Chief Executive (the Chief Officer)
- the Finance Director (the Chief Finance Officer)
- the Medical Director who shall be a registered medical practitioner or a registered dentist
- a Nursing Director, who is to be a registered nurse or registered midwife.

Appointment of the Chair and Non-Executive Directors

3.5 In accordance with the Constitution, the Chair and the other Non-Executive Directors are appointed and removed by the Council of Governors at a general meeting. A Nominations Committee shall be established, which will be chaired by the Chair or the Vice-Chair or, in their absence, another non-executive director. The Nominations Committee will be constituted in accordance with its terms of reference, as amended from time to time.

3.6 In accordance with the Constitution the Non-Executive Directors of the Trust will appoint and remove the Chief Executive. The appointment of the Chief Executive requires the approval of the Council of Governors.

3.7 In accordance with the Constitution the Board shall establish a committee consisting of the Chair, the Chief Executive, and the other Non-Executive Directors to appoint or remove the Executive Directors (other than the Chief Executive) and the Company Secretary.

Terms of office of the Chair and Non-Executive Directors

3.8 The Chair and the Non-Executive Directors are to be appointed for a period of office in accordance with the terms and conditions of office decided by the Council of Governors.

Terms and conditions of Executive Directors

3.9 The Board shall appoint a committee of non-executive directors (which shall be known as the Appointments, Remuneration and Terms of Employment Committee of Non-Executive Directors) to decide the terms and conditions of office, including remuneration and allowances, of senior staff.

Appointment of Vice Chair

3.10.1 For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chair, the Board of Directors may appoint a Non-Executive Director to be Vice-Chair for such a period, not exceeding the remainder of their term as Non-Executive Director of the Trust, as they may specify on appointing them. If the Chair is unable to discharge their office as Chair of the Trust, the Vice-Chair of the Board of Directors shall be acting Chair of the Trust.

3.10.2 Any Non-Executive Director so appointed may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair. The Board of Directors of the Trust may thereupon appoint another Non-Executive Director as Vice-Chair in accordance with SO 3.10.1.

Powers of Vice-Chair

3.11 Where the Chair of the Trust has died or has otherwise ceased to hold office or where they have been unable to perform their duties as Chair owing to illness, absence from England and Wales or any other cause, references to the Chair in these standing orders shall, so long as there is no Chair able to perform their duties, be taken to include references to the Vice-Chair.

Appointment of Senior Independent Director

3.12 The Board of Directors will appoint one of the Non-Executive Directors to be the Senior Independent Director, in consultation with the Nominations Committee. The Senior Independent Director shall be available to members and Governors if they have concerns, which contact through normal channels has failed to resolve or for which such contact is inappropriate. They will also have a key role in the appraisal process for the Chair of the Trust. The Senior Independent Director may be the Vice-Chair.

4. MEETINGS OF THE TRUST

Calling meetings

4.1.1 Ordinary meetings of the Trust shall be held at such times and places as the Board may determine.

4.1.2 The Chair may call a meeting of the Board of Directors at any time. Meetings of the Board of Directors may also be called by the Secretary. Four Directors may request the secretary to call a meeting of the Board of Directors by giving written notice to the secretary requesting that a meeting is called and specifying the business to be carried out. The Secretary shall send a written notice to all Directors as soon as possible after the receipt of such a request. The Secretary shall call a meeting on at least fourteen (14) but not more than twenty-eight (28) days' notice to discuss the specified business. If the Secretary fails to call such a meeting then the Chair or four Directors shall call such a meeting.

Admission of the public and the press

4.2.1 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

4.2.2 Attendance at Board meetings carries no right to ask questions or otherwise participate in the meeting.

Conduct of meetings

4.3 The Chair shall give such directions as they think fit in regard to the arrangements for meetings and the accommodation of the public and representatives of the press to ensure that business can be conducted without interruption and disruption. This will include exclusion of the public and press representatives for special reasons and adjournment of the meeting, if required, to enable business to be completed without the presence of the public or press.

Notice of meetings

4.4.1 Save in the case of emergencies or the need to conduct urgent business, the Secretary shall give at least fourteen (14) days' written notice of the date and place of every meeting of the Board to all Directors. The notice of the meeting shall specify the business proposed to be transacted at it and shall be signed by the Chair or by an officer authorised by the Chair to sign on their behalf. The Secretary shall send a written notice to all Directors by e-mail to any e-mail address provided for that purpose by such Director.

4.4.2 Subject to SO 4.4.4, lack of service of the notice on any Director shall not affect the validity of a meeting.

4.4.3 In the case of a meeting called by Directors or the Chair in default of the Secretary, the notice shall be signed either by four Directors or the Chair and no business shall be transacted at the meeting other than that specified in the notice.

4.4.4 In the case of a meeting called by four Directors or the Chair in default of the Secretary, failure to serve a notice on more than three Directors will invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.

4.4.5 Agendas will be sent to the Directors before each 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 the case of emergencies or the need to conduct urgent business.

Setting the agenda

4.5.1 The agenda for all the meetings of the Board will be prepared by the Chair and Chief Executive, assisted by the Secretary.

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

4.5.3 A Director desiring a matter to be included on an agenda shall make their request in writing to the Chair at least ten clear days before the meeting, subject to SO 4.4.1. 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 7 days before a meeting may be included on the agenda at the discretion of the Chair.

Chair of meeting

4.6.1 At any meeting of the Board, the Chair, if present, shall preside. If the Chair is absent from the meeting the Vice-Chair, if there is one and they are present, shall preside. If the Chair and Vice Chair are absent such Non-Executive Director as the Directors present shall choose shall preside.

4.6.2 If the Chair is absent from a meeting temporarily on the grounds of a declared conflict of interest, the Vice Chair, if present, shall preside. If the Chair and Vice Chair are absent, or are disqualified from participating, such Non-Executive Director as the Directors present shall choose shall preside (but see Paragraph 4.20.1 in relation to quorum)

Annual Members' Meeting

4.7 In accordance with the Constitution, the Trust will hold an annual members' meeting within nine months of the end of each financial year.

Notices of Motion

4.8 A Director of the Trust desiring to move or amend a motion shall send a written notice thereof at least seven clear days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda subject to SO 4.4.3.

Withdrawal of motion or amendments

4.9 The proposer may withdraw a motion or amendment, once moved and seconded, with the concurrence of the seconder and the consent of the Chair.

Motion to rescind a resolution

4.10 Notice of motion to amend or rescind any resolution, which has been passed within the preceding six calendar months, shall bear the signature of the Director who gives it and also the signature of four other Directors. When any such motion has been disposed of by the Board, it shall not be possible for any Director other than the Chair to propose a motion to the same effect within six months. However the Chair may do so if they consider it appropriate.

Motions

4.11.1 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any consequent amendment to it.

4.11.2 When a motion is under discussion or immediately prior to discussion it shall be open to a Director to move:

- an amendment to the motion.
- the adjournment of the discussion or the meeting.
- that the meeting proceed to the next business. (*)
- the appointment of an ad hoc sub-committee to deal with a specific item of business.
- that the motion be now put. (*)

* In the case of sub-paragraphs denoted by (*) above, to ensure objectivity motions may only be put by a Director who has not previously taken part in the debate and who is eligible to vote. No

amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

Chair's ruling

4.12 Statements of Directors made at meetings of the Board shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

Voting

4.13.1 If a question is put to the vote, it shall be determined by a majority of the votes of the Directors present and voting on the question. In the case of any equality of votes, the Chair of the meeting shall have a second or casting vote.

4.13.2 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Directors present so request.

4.13.3 If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained.

4.13.4 If a Director so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).

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

4.13.6 An officer who has been appointed formally by the Board to act up for an Executive Director shall be entitled to exercise the voting rights of the Executive Director. An officer attending the Board to represent an Executive Director 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.

Participation in meetings

4.14 The members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

Minutes

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

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

4.15.3 Minutes shall be circulated in accordance with the Directors' wishes. Where the minutes are a record of a meeting held in public, they shall be made available to the public.

Job-share Executive Directors

4.16 Where a post of Executive Director is shared by more than one person:

- either or both persons shall be entitled to attend meetings of the Board
- either of those persons shall be eligible to vote in the case of agreement between them
- in the case of disagreement between them, no vote shall be cast
- the presence of either or both of those persons shall count as one person for the purposes of SO 4.20 (Quorum)

Suspension of Standing Orders

4.17.1 Except where this would contravene any statutory provision or any related direction, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Directors are present. This shall include at least two Executive Directors and two Non-Executive Directors and a majority of those present must vote in favour of suspension.

4.17.2 A decision to suspend SOs shall be recorded in the minutes of the meeting.

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

4.17.4 No formal business may be transacted while SOs are suspended.

4.17.5 The Audit Committee shall review any decisions to suspend SOs.

Variation and amendment of Standing Orders

4.18 These Standing Orders shall be amended only if:

- a notice of motion under Standing Order 4.8 has been given; and
- no fewer than half of the Trust’s Non-Executive Directors vote in favour of amendment; and
- at least two-thirds of the Directors are present; and
- the variation proposed does not contravene a statutory provision or direction

Attendance

4.19.1 The names of the Directors present at the meeting shall be recorded in the minutes.

4.19.2 The minimum level of attendance at meetings of the Board and its Committees (with any absence due to ill health or exceptional circumstances to be recognised) is 75% for all Board members per annum.

Quorum

4.20.1 Four Directors, including at least two Executive Directors (one of whom must be the Chief Executive or their nominee) and at least two Non-Executive Directors (one of whom must be the Chair or the Vice-Chair) shall form a quorum.

4.20.2 An officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.

4.20.3 If a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see SO 8) they 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.

Written resolutions

4.21. The Board of Directors may use the process for proposing/ adopting a written resolution set out in SOs 4.22 and 4.23 to enable them to transact business between meetings of the Board of Directors. This process shall not be used to replace meetings of the Board of Directors.

Proposing written resolutions

4.22.1 At the Chair's request, the Secretary shall propose a written resolution to the Directors.

4.22.2 A written resolution is proposed by giving notice of the proposed resolution to the Directors. Such notice shall stipulate:

(a) the proposed resolution; and

(b) the long-stop date by which the written resolution is to be adopted, which shall be not less than ten (10) days from the date the written resolution is dispatched by the secretary.

4.22.3 Notice of a proposed written resolution must be given in writing to each Director. Notice by e-mail or post is permitted.

Adopting written resolutions

4.23.1 A proposed written resolution shall be adopted when it has been signed and returned to the Secretary by e-mail or post by a majority of the Directors.

4.23.2 For the avoidance of doubt, the proposed written resolution shall lapse if it has not been signed and returned by the requisite number of Directors pursuant to SO 4.23.1 above, by the long-stop date.

4.23.3 Once a written resolution has been adopted, it shall be treated as if it had been a decision taken at a Board of Directors' meeting in accordance with these Standing Orders.

4.23.4 The Secretary shall ensure that the Trust keeps a record, in writing, of all written resolutions for at least six (6) years from the date of their adoption.

5. RESOLUTION OF DISPUTES BETWEEN THE COUNCIL OF GOVERNORS AND BOARD OF DIRECTORS

5.1 Should a dispute arise between the Council of Governors and the Board of Directors then the disputes resolution procedure set out below shall be followed.

5.2 The Chair, or Senior Independent Director (if the dispute involves the Chair), shall first endeavour, through discussion with governors and Directors or, to achieve the earliest possible conclusion, representatives appointed by them to act on their behalf for these purposes, to resolve the matter to the reasonable satisfaction of both parties. The senior independent director shall also be available to governors and directors if they have concerns which contact through normal channels has failed to resolve or for which normal contact is inappropriate.

5.3 Failing resolution under SO 5.2 above, the Chair or the Senior Independent Director may propose such further steps as they consider appropriate to try and resolve the dispute, for agreement by the parties.

6. ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

6.1 The Board may make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee of Directors or by an Executive Director of the Trust, in each case subject to such restrictions and conditions as the Board thinks fit.

Emergency powers

6.2 The powers which the Board has retained to itself within these Standing Orders (SO 3.3) may in emergency be exercised by the Chief Executive and the Chair. The exercise of such powers by the Chief Executive and the Chair shall be reported to the next formal meeting of the Board for ratification.

Delegation to Committees

6.3 The Board shall agree from time to time to the delegation of executive powers to be exercised by committees or sub-committees which it has formally constituted. The Board shall approve the Constitution and terms of reference of these Committees or sub-committees.

6.4 The Board may delegate such powers and responsibilities for its functions not otherwise reserved to the joint committee known as the Provider Collaborative Board. These delegated functions shall be as set out in the PCB Terms of Reference and may be amended or rescinded by the Board at its discretion.

Delegation to Executive Directors

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

6.5.2 The Chief Executive shall prepare a scheme of delegation, 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 as indicated above.

6.5.3 Nothing in the scheme of delegation shall impair the discharge of the direct accountability to the Board of the Chief Executive or other Executive Director to provide information and advise the Board in accordance with any statutory requirements or requirements of NHS England.

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

7. COMMITTEES

Appointment of Committees

7.1 The Board of Directors may delegate any of its powers to a Committee of Directors.

7.2 The Board may appoint committees consisting wholly or partly of Directors of the Trust or wholly of persons who are not Directors of the Trust for any purpose that is calculated or likely to contribute to or assist it in the exercise of its powers but it may not delegate the exercise of any of its powers to any such committee.

7.4 The standing orders of the Board, as far as they are applicable, shall apply with appropriate alteration to meetings of any Committees of the Trust.

7.5 Each Committee of the Trust shall have such terms of reference and powers and be subject to such conditions as the Board shall decide. Such terms of reference shall have effect as if incorporated into these Standing Orders.

7.6 The Board shall approve annually the appointments to each of the Committees which it has formally constituted. Should an amendment to the membership of any Committee be required outside the annual review, the Chair shall authorise such amendment.

7.7 Alternate members may attend meetings of Committees in order to aid quoracy providing the alternate member has the same standing as the member they act for.

7.8 Where the Trust is required to appoint persons to a Committee and/or to undertake statutory functions as required by NHS England, and where such appointments are to operate independently of the Trust such appointment shall be made in accordance with applicable statute and regulations and with the guidance issued by NHS England.

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7.9 The Committees established by the Board as at the date of this document are:

- Appointments, Remuneration and Terms of Employment
- Audit
- Charitable Funds
- Education, Training and Research
- Finance and Performance
- Safety and Quality
- Workforce

The Board may establish other committees from time to time as it sees fit.

Confidentiality

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

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

8. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

Declaration of Interests

8.1.1 Directors shall comply with the provisions relating to declaration of interests set out in the Constitution. All current Directors shall declare any interests that are required to be declared under the Constitution. Any new Directors who are appointed shall do so on appointment.

8.1.2 If Directors have any doubt as to whether an interest should be disclosed, they should discuss this with the Chair.

8.1.3 At the time Directors' 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. It is the responsibility of each Director to declare any interest that needs to be declared in accordance with the Constitution to the Secretary, in writing, within seven days of such interest arising.

8.1.4 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.

8.1.5 During the course of a Board meeting, if a conflict of interest is established the Director concerned should withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt, this includes voting on an issue where a conflict is established. If there is a debate as to whether a conflict of interest does exist, the majority will resolve the issue, with the Chair having the casting vote.

8.1.6 SO 8 applies to a Committee of the Board as it applies to the Board and applies to any member of any such Committee (whether or not they are also a Director) as it applies to a Director.

Register of Interests

8.2.1 In accordance with the Constitution, the Secretary will ensure that a register of interests is established to record formally declarations of interests of Directors. In particular the register will include details of all Directorships which have been declared by both Executive and Non-Executive Directors.

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

8.2.3 The register will be available to the public and the Secretary will take reasonable steps to bring the existence of the register to the attention of the local population and to publicise arrangements for viewing it.

9. STANDARDS OF BUSINESS CONDUCT

Policy

9.1 Staff and Directors must comply with the Trust’s Code of Business Conduct, the requirements of the regulatory framework (including the Constitution and the Scheme of Delegation) and any guidance and directions issued by NHS England. The following provisions should be read in conjunction with these requirements.

Interest of Directors/Officers in contracts

9.2.1 A Director or officer of the Trust must notify the Chief Executive in writing if it comes to their knowledge that the Trust has entered, or proposes to enter, into a contract in which they have a pecuniary interest, but are not a party to the contract. They will also notify the Chief Executive if they are aware that a co-habiting partner or relative has a pecuniary interest in a contract entered into or proposed to be entered into by the Trust.

9.2.2 An officer must also declare to the Chief Executive any other employment or business or other relationship of theirs, or of a cohabiting partner, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust. A register of declared interests of staff shall be kept and maintained by means of an annual review.

Canvassing of and recommendations by Directors in relation to appointments

9.3.1 Canvassing of Directors of the Trust or members of any Committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.

9.3.2 A Director of the Trust 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 Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

9.3.3 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the Panel or Committee.

Relatives of Directors or Officers

9.4.1 Candidates for any staff appointment shall, when making application, disclose in writing whether they are related to any Director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them liable to instant dismissal.

9.4.2 The Directors and every officer of the Trust shall disclose to the Chief Executive any relationship with a known candidate.

9.4.3 On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Board whether they are related to any other Director or holder of any office under the Trust.

9.4.4 Where the relationship of an officer or another Director to a Director of the Trust is disclosed, then SO 8 shall apply.

9.4.5 Relationships to which this standing order applies are those of father, mother, child, grandchild, brother, sister, aunt, uncle, nephew or niece of the member, their spouses or partners living together.

10. CUSTODY OF SEAL AND SEALING OF DOCUMENTS

Custody of seal

10.1 The common seal of the Trust shall be kept by the Company Secretary in a secure place.

Sealing of documents

10.2.1 Before any document is sealed, (as detailed in SO 10.2.2) it must be approved and signed by the Chair (or a Non-Executive Director nominated by them) and authorised and countersigned by the Chief Executive (or an officer nominated by them who shall not be within the originating Directorate).

10.2.2 The common seal must be used for the following documents

(a) contracts for building and engineering works above the limits set out in the scheme of delegation;

(b) leases in accordance with the limits as defined in the Trust's scheme of delegation;

(c) documents executed as a deed

(d) any other documents, having received the appropriate advice e.g. from a solicitor.

Register of sealing

10.3.1 An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealings shall be made to the Board of Directors on an annual basis. (The report shall contain details of the seal number, the description of the document and date of sealing).

11. SIGNATURE OF DOCUMENTS

11.1 Where the signature of any document is required to initiate or defend legal proceedings involving the Trust, it shall be signed by the Chief Executive, 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.

11.2 The Chief Executive or nominated officers shall be authorised by the Board 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 to which the Board has delegated appropriate authority.

11.3 For clinical negligence claims the authorised signatory for Court documents is the Nursing Director.

12. MISCELLANEOUS

Standing orders to be given to Directors and officers

12.1 It is the duty of the Chief Executive to ensure that existing Directors and officers and all new appointees are notified of and understand their responsibilities within these Standing Orders and the Trust's Standing Financial Instructions. Updated copies shall be issued to staff designated by the Chief Executive. New designated officers shall be informed in writing and shall receive copies where appropriate of SOs.

Documents having the standing of standing orders

12.2 Standing Financial Instructions and the Scheme of Delegation and Reservation of Powers to the Board shall have the effect as if incorporated into these SOs.

Review of standing orders

12.3 These Standing Orders shall be reviewed every three years by the Trust. The requirement for review extends to all documents having the effect as if incorporated in the SOs.