

# Standing Orders

## Board of Directors

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<b>Version:</b>	September 2017
<b>Supersedes:</b>	Standing Orders (Board) September 2015
<b>Executive Lead:</b>	Director of Governance & Operations
<b>Approval Committee:</b>	Audit Committee
<b>Ratified by:</b>	Board of Directors
<b>Date ratified:</b>	14 September 2017
<b>Date issued:</b>	15 September 2017
<b>Review date:</b>	15 September 2019

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## FOREWORD

The National Health Service Act 2006 as amended by the Health and Social Care Act 2012 and the Foundation Trust's Constitution require that all the powers of the Foundation Trust are exercisable by the Board on its behalf. The purpose of these Standing Orders is to provide a framework within which the Board and its committees and the officers to whom individual powers of the Board are delegated can perform their role properly, with due propriety and in accordance with sound principles of corporate governance.

The Board will discharge its responsibilities by direct decision or delegation to a committee or the Chief Executive and the powers so delegated may be sub-delegated in accordance with these Standing Orders. In acting under delegated powers, it is the duty of any committee or the Chief Executive to report to the Board any serious impediments encountered in discharging their responsibilities.

These documents, together with Standing Financial Instructions, provide a regulatory and business framework for the conduct of the Board. All Executive and non-Executive Directors, and all members of staff, should be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions.

## INTRODUCTION

### Statutory Framework

The Bradford Teaching Hospitals NHS Foundation Trust ('the Foundation Trust') is a Public Benefit Corporation which, was established on 1 April 2004, by the granting of Authorisation by Monitor.

The Foundation Trust's head office is at Trust Headquarters, Chestnut House, Bradford Royal Infirmary, Duckworth Lane, Bradford BD9 6RJ or such other place as the Board shall decide.

The principle places of business of the Foundation Trust are:

- Bradford Royal Infirmary, Duckworth Lane, Bradford BD9 6RJ
- St Luke's Hospital, Little Horton Lane, Bradford BD5 0NA

The Foundation Trust also runs programmes from the Listening for Life Centre and the Bradford Institute for Health Research unit, based in the grounds of the Bradford Royal Infirmary.

The statutory functions conferred on the Foundation Trust are set out in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012 and in the Foundation Trust's Provider Licence issued by Monitor.

As a Public Benefit Corporation the Foundation 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.

### NHS Framework

The Foundation Trust's Constitution requires the Board, in consultation with the Council of Governors, to adopt Standing Orders for the regulation of their proceedings and business. The Foundation Trust must also adopt Standing Financial Instructions (SFIs) as an integral part of Standing Orders (SOs) setting out the responsibilities of individuals.

### Delegation of Powers

The Foundation Trust has powers to delegate and make arrangements for delegation. The Standing Orders (SOs) set out the detail of these arrangements.

Under the Standing Order relating to the Arrangements for the Exercise of Functions (SO 4) the Board is given powers to make arrangements for the exercise, on behalf of the Foundation Trust, of any of its functions by a committee, sub-committee or joint committee appointed by virtue of SO 5, or by an officer of the Trust, in each case subject to such restrictions and conditions as the Board thinks fit or in accordance with the terms of the constitution and the terms of authorisation

Delegated powers are covered in a separate document (Reservation of Powers to the Board and Scheme of Delegation). This document has effect as if incorporated into the Standing Orders.

## 1 INTERPRETATION AND DEFINITIONS

- 1.1 Unless otherwise stated, words and expressions contained in these Standing Orders, shall bear the same meaning as in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012.

‘the 2006 Act’ is the National Health Service Act 2006 as amended by the Health and Social Care Act 2012

‘the 2012 Act’ is the Health and Social Care Act 2012.

‘the Board’ shall mean the Board of Directors as constituted in accordance with the Foundation Trust’s Constitution.

‘ACCOUNTABLE OFFICER’ means the Officer responsible and accountable for funds entrusted to the Trust. He/she shall be responsible for ensuring the proper stewardship of public funds and assets. In accordance with the Act, this shall be the Chief Executive.

‘COUNCIL OF GOVERNORS’ shall mean the Council of Governors as constituted in accordance with the Foundation Trust’s Constitution.

‘CHAIRMAN’ means the person appointed by Council of Governors (in accordance with the Constitution) to be Chairman of the Foundation Trust. The expression ‘the Chairman’ shall be deemed to include the Vice-Chairman of the Trust if the Chairman is absent from the Council of Governors meeting or is otherwise unavailable.

‘CHIEF EXECUTIVE’ shall mean the Chief Officer of the Foundation Trust or in his absence his designated deputy.

‘COMMITTEE’ shall mean a committee appointed by the Board.

‘COMMITTEE MEMBERS’ shall be persons formally appointed by the Board to sit on or to chair specific committees.

‘CONSTITUTION’ shall mean the constitution attached to the Authorisation with any variations from time to time approved the Council of Governors

‘DEPUTY CHAIRMAN’ means the Non-Executive Director appointed by the Board under Standing Order 2.9.

‘DIRECTOR’ shall mean a member of the Board.

‘DIRECTOR OF FINANCE’ shall mean the Chief Finance Officer of the Foundation Trust.

‘FOUNDATION TRUST’ means the Bradford Teaching Hospitals NHS Foundation Trust.

'FUNDS HELD ON TRUST' shall mean those funds which the Foundation Trust held at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under S.90 of the NHS Act 1977 as amended and S.22 of the 2006 Act. Such funds may or may not be charitable.

'MEMBER' means a member of the Foundation Trust.

'MONITOR' means the body corporate known as Monitor, as provided by section 61 of the Health and Social Care Act 2012.

'MOTION' means a formal proposition to be discussed and voted on during the course of a meeting.

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

'OFFICER' means an employee of the Foundation Trust and, where the context permits, it shall be deemed to include employees of third parties contracted to the Foundation Trust when acting on behalf of the Foundation Trust.

'SECRETARY TO THE FOUNDATION TRUST' means a person whose function shall be to provide advice on corporate governance issues to the Board, Council of Governors and the Chairman.

'SFIs' means Standing Financial Instructions.

'SOs' means Standing Orders.

'VICE-CHAIRMAN' means the public or patient governor appointed by the Council of Governors in accordance with the Constitution to preside at meetings of the Council of Governors in the Chairman's absence.

## **2.0 THE BOARD**

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

2.2 All funds received in trust shall be in the name of the Foundation Trust as corporate trustee. In relation to funds held on trust, powers exercised by the Foundation Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised as a Foundation Trust.

2.3 The Foundation Trust has the functions conferred on it by the 2006 Act, the Authorisation and the Constitution.

2.4 Directors acting on behalf of the Foundation Trust as a corporate trustee are acting as quasi-trustees. Accountability for charitable funds held on trust is to the Charity Commission.

2.5 The Foundation 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 the Standing Orders.

**2.6 Composition of the Board**

The composition of the Board shall be as set out in paragraph 8.1.2 of the Constitution.

**2.7 Appointment of the Chairman and Directors**

The Chairman and Non-Executive Directors are appointed by the Council of Governors in accordance with paragraphs 8.1.5 to 8.1.6 of the Constitution.

The Chief Executive shall be appointed in accordance with paragraph 8.2.2 of the Constitution and other Executive Directors shall be appointed in accordance with paragraph 8.2.3 of the Constitution.

**2.8 Terms of Office of the Chairman and Directors**

The regulations governing the period of tenure of office of the Chairman and Directors and the termination or suspension of office of the Chairman and Directors are contained in the Constitution.

**2.9 Appointment of Deputy Chairman**

For the purpose of enabling the proceedings of the Foundation Trust to be conducted in the absence of the Chairman, the directors may appoint a Non-Executive Director from amongst them to be Deputy Chairman for such a period, not exceeding the remainder of his/her term as Non-Executive Director, as they may specify on appointing him/her.

2.10 Any Non-Executive Director so elected may at any time resign from the office of Deputy Chairman by giving notice in writing to the Chairman and the Directors may thereupon appoint another Non-Executive Director as Deputy Chairman in accordance with SO paragraph 2.9.

**2.11 Powers of Deputy Chairman**

Where the Chairman has died or has otherwise ceased to hold office or where he/she has been unable to perform his/her duties as Chairman owing to illness, absence or any other cause, references to the Chairman in these Standing Orders shall, so long as there is no Chairman able to perform his/her duties, be taken to include references to the Deputy Chairman.

**2.12 Appointment of Senior Independent Director**

The Directors may, in consultation with the Council of Governors, appoint a Non-Executive Director to be Senior Independent Director for such a period, not exceeding the remainder of his/her term as Non-Executive Director, as they may specify on appointing him/her. The Senior Independent Director may also be the Deputy Chairman.

2.13 Any Non-Executive Director so elected may at any time resign from the office of Senior Independent Director by giving notice in writing to the Chairman and the directors may thereupon appoint another Non-Executive Director as Senior Independent Director in accordance with paragraph SO paragraph 2.12.

2.14 The Senior Independent Director shall be available to Members and Governors if they have concerns which contact through the normal channels has failed to resolve or for which such contact is inappropriate.

### **3.0 MEETINGS OF THE BOARD**

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

Meetings of the Board shall be open to the public and press.

The Board may, by resolution, exclude the public and press from a meeting (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest or the interest of the Foundation Trust by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or the proceedings.

#### **3.2 Calling meetings**

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

3.3 In exceptional circumstances, and with the agreement of the Chairman, Board members may attend via remote working facilities. Normal rules relating to quoracy will apply to the functioning of such a meeting.

3.4 The Chairman may call a meeting of the Board at any time. If the Chairman refuses to call a meeting after a requisition for that purpose, signed by at least one third of the whole number of Directors, has been presented to him/her, or if, without so refusing, the Chairman does not call a meeting within seven days after such requisition has been presented to him/her, such one third or more directors may forthwith call a meeting.

#### **3.5 Notice of meetings**

Before each meeting of the Board, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chairman or by an officer authorised by the Chairman to sign on his behalf, shall be delivered to every Director, or sent by post to the usual residence or business address of such director, so as to be available to him/her at least three clear days before the meeting.

3.6 Notice to Directors of meetings of the Board shall be given by post or otherwise delivered to the director by fax or email if the director has so requested.

3.7 Lack of service of the notice on any Director shall not affect the validity of a meeting.

3.8 In the case of a meeting called by Directors in default of the Chairman, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice.

3.9 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.

#### **3.10 Setting the agenda**

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. Such matters may be identified within these Standing Orders or following subsequent resolution shall be listed in an Appendix to the Standing Orders.

- 3.11 A Director desiring a matter to be included on an agenda shall make his/her request in writing to the Chairman or Secretary to the Foundation Trust at least three clear business days before notice of the meeting is given. Requests made less than three days before the notice is given may be included on the agenda at the discretion of the Chairman.
- 3.12 **Chairman of meetings**  
The Chairman of the Foundation Trust or, in their absence, the Deputy Chairman, is to chair meetings of the Board.
- 3.13 If the Chairman is absent from a meeting temporarily on the grounds of a declared conflict of interest, the Deputy Chairman, if present, shall preside. If the Chairman and Deputy Chairman are absent, or are disqualified from participating, such Non-Executive Director as the Directors present shall choose, shall preside.
- 3.14 **Frequency of meetings**  
Meetings of the Board shall be held as frequently as business to be transacted requires, and in any event not less than six times per annum.
- 3.15 The Foundation Trust will publicise and hold an annual public meeting in accordance with the NHS Act 2006, Schedule 7, paragraph 28.
- 3.16 **Notices of motion**  
A Director desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Chairman or Secretary to the Foundation Trust, 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 paragraph 3.10.
- 3.17 **Withdrawal of motion or amendments**  
A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chairman.
- 3.18 **Motion to rescind a resolution**  
Notice of motion to amend or 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 Directors who gave it and also the signature of four other Directors. When any such motion has been disposed of by the Board, it shall not be competent for any Director other than the Chairman to propose a motion to the same effect within six months. However, the Chairman may do so if he/she considers it appropriate.
- 3.19 **Motions**  
The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 3.20 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 committee to deal with a specific item of business
- That the motion now be put

No amendment to the motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the motion.

### 3.21 **Chairman's ruling**

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 Chairman of the meeting on questions of order, relevance, regularity and any other matters shall be observed at the meeting. Save as permitted by law, at any meeting the person presiding shall be the final authority on the interpretation of Standing Orders (on which he/she should be advised by the Chief Executive).

### 3.22 **Voting**

Every question put to a vote at a meeting shall be determined by a majority of the votes of the directors present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second or casting vote.

3.23 All questions put to the vote shall, at the discretion of the Chairman 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.

3.24 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 whether he/she abstained.

3.25 If a Director so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).

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

3.27 An Officer who has been appointed in accordance with 8.2.5 of the Constitution as an Executive Director in an acting capacity, shall be treated in all respects for the purposes of these Standing Orders as an Executive Director. During the period the officer acts in that capacity and he/she shall be entitled to vote at meetings of the Board. An Officer attending the Board to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.

### 3.28 **Minutes**

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

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

- 3.30 Minutes of meetings will be taken and circulated in accordance with Directors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public.
- 3.31 **Suspension of Standing Orders**  
Except where this would contravene any statutory provision or any direction made by Monitor any one or more of the Standing Orders may be suspended at any meeting, provided that at least two thirds of Board members are present, including one Executive Director and one Non-Executive Director, and that a majority of those present vote in favour of suspension.
- 3.32 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 3.33 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Directors.
- 3.34 No formal business may be transacted while Standing Orders are suspended.
- 3.35 **Variation and amendment of Standing Orders**  
These Standing Orders shall be amended only if:
- the variation proposed does not contravene a statutory provision; and
  - unless presented by the Chairman or Chief Executive, a notice of motion under Standing Order 3.16 has been given; and
  - at least two thirds of the directors are present; and
  - no fewer than half the total of the Foundation Trust's Non-Executive Directors vote in favour of amendment.
- 3.36 **Record of attendance**  
The names of the Directors present at the meeting shall be recorded in the minutes and form a register of attendance.
- 3.37 **Quorum**  
No business shall be transacted at a meeting of the Board unless at least one third of the whole number of Directors are present including at least one Executive Director and one Non-Executive director.
- 3.38 An officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.
- 3.39 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 Standing Order 6 or 7) he/she 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.

## 4 ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

- 4.1 The Board may make arrangements for the exercise, on behalf of the Foundation Trust, of any of its powers by a Committee of Directors or by the Chief Executive, in each case in accordance with these Standing Orders and subject to such restrictions and conditions as the Board thinks fit.

Where a function is delegated to another NHS body, the Foundation Trust has responsibility to ensure that the proper delegation is in place. In other situations, i.e. delegation to Committees, Sub Committees or Officers, the Foundation Trust retains full responsibility.

### 4.2 **Emergency Powers**

The powers which the Board has retained to itself within these Standing Orders (SO 2.5) may in an emergency be exercised by the Chief Executive and the Chairman after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chairman shall be reported in the next formal meeting of the Board in public session, for ratification.

### 4.3 **Delegation to Committees**

The Board may agree from time to time to the delegation of powers to be exercised by a Committee, which it has formally constituted. The Chairman, membership and Terms of Reference of a Committee shall be determined by the Board.

### 4.4 **Delegation to Officers**

Any powers of the Board not expressly reserved to the Board or delegated to a Committee will be delegated to the Chief Executive.

The Chief Executive shall determine which powers are retained by the Chief Executive and shall delegate the remainder to an Executive Director or another Officer. Any power of the Foundation Trust not reserved to the Board or the Council of Governors shall be exercised by the Chief Executive.

- 4.5 The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals which shall be considered and approved by the Board.

- 4.6 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Director of Finance or other Executive Director to provide information and advise the Board in accordance with any directions of NHS Improvement, the Audit Code and the Constitution.

- 4.7 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.

## 5 COMMITTEES

### 5.1 **Appointment of Committees**

The Board may appoint Committees with a membership wholly of Directors to exercise any of its powers.

- 5.2 The Board may appoint Committees consisting wholly or partly of members who are not Directors for any purpose, which is calculated or likely to contribute to or assist it

in the exercise of its powers, but may not delegate the exercise of any of its powers to such a Committee. The power to appoint Committees under this paragraph is delegated to the Chief Executive, where the Chief Executive is authorised to discharge the powers on behalf of the Board.

5.3 These Standing Orders shall apply to Committees, save that:

- The quorum of a Committee shall be two, or such greater figure as may be specified by the Board or Chief Executive as appropriate; and
- Minutes of Committees shall be presented to the next meeting of the Board or to the Chief Executive as appropriate, except in the case of the Remuneration Committee, where its recommendations will be circulated to the Chairman, Chief Executive and Non-Executive Directors only.

5.4 The Board shall have the following standing committees: an Audit and Assurance Committee (to comply with paragraph 19 of the Authorisation and paragraph 8.4.3 of the Constitution); a Nominations and Remuneration Committee (to comply with paragraphs 8.4.7 and 8.4.8 of the Constitution); a Finance and Performance Committee, Integrated Governance and Risk Committee, Health and Safety Committee, Workforce Committee, Partnerships Committee, Major Projects Committee and a Quality Committee. Appointment of Committees shall be in accordance with paragraph 4.3 of these Standing Orders.

5.5 Committees may not delegate their powers to a sub-Committee unless authorised by the Board or the Chief Executive as appropriate.

5.6 **Confidentiality**

At all times Directors and other members of Committees must:

- Comply with the Foundation Trust's policies on confidentiality and data protection;
- Abide by and respect the Foundation Trust's contractual obligations of confidentiality; and
- Keep confidential the Foundation Trust's intellectual property rights and information regarding its business and commercial interests.

Nothing in this paragraph prevents the disclosure of confidential information in accordance with any overriding power of a Director, the Foundation Trust's Anti-Fraud, Bribery and Corruption Policy or the Foundation Trust's Whistle Blowing policy.

5.7 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.

5.8 A Director 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.

## 6 DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

### 6.1 Declarations of Interests

In accordance with paragraph 10.1 of the Constitution, Directors are required to declare formally any direct or indirect pecuniary interest and any other interest, which is relevant and material to the business of the Foundation Trust. The responsibility for declaring an interest is solely that of the Director concerned and should be in line with NHS England guidance. Interests should be entered into the register:

- Within twenty-eight days of appointment;
- If arising later, within twenty-eight days of becoming aware of the interest.

In addition, if the Director is present at any meeting of the Board and has an interest in any matter which is the subject of consideration, the Director shall at that meeting and as soon as possible after its commencement disclose the fact.

6.2 In accordance with paragraph 7.14.2 of the Constitution, any travelling or other expenses or allowances payable to a Director shall not be treated as a pecuniary interest.

6.3 If Directors have any doubt about the relevance of an interest, this should be discussed with the Chairman, Chief Executive or Secretary to the Foundation Trust.

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

### 6.5 Register of Interests

Any declarations of interests made shall be recorded in a register of interests kept in accordance with paragraph 11.1 of the Constitution. Any interest declared at a meeting shall also be recorded in the minutes of the meeting.

6.6 The register will be available to the public online. Where a person is not able to access this they may be provided with a copy or extract from the register. If the person requesting a copy or extract is not a Member of the Foundation Trust then a charge may be made for doing so.

## 7 STANDARDS OF BUSINESS CONDUCT

### 7.1 Policy

Staff must comply with the guidance contained in the Foundation Trust's policy on Business Conduct.

The following provisions should be read in conjunction with this document:

### 7.2 Interests of Officers in Contracts

If it comes to the knowledge of a Director or an Officer that a contract in which he/she has any pecuniary interest, not being a contract to which he/she is himself/herself a party, has been, or is proposed to be, entered into by the Foundation Trust, he/she shall, at once, give notice in writing to the Chairman, Chief Executive or Secretary to

the Foundation Trust of the fact that he/she is interested therein. In the case of married persons or persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

7.3 A Director or Officer must also declare to the Chairman, Chief Executive or Secretary to the Foundation Trust any other employment or business or other relationship of his/hers that conflicts, or which it might reasonably be predicted could conflict, with the interests of the Foundation Trust.

7.4 **Canvassing of, and Recommendations by, Directors in relation to Appointments**

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

7.5 A Director shall not canvass for any person for any permanent appointment in the Foundation Trust. Nothing in these Standing Orders prevents a director or Committee member from providing a reference for a candidate, provided the referee is not sitting on the Appointments Committee.

7.6 Informal discussions outside Appointments Panels or Committees, whether solicited or unsolicited, should be declared to the Panel or Committee.

7.7 **Relatives of Directors or Officers**

Candidates for any staff appointment shall when making application disclose in writing whether they are related to any Director or employee of the Foundation Trust. Failure to disclose any relative/relationship shall disqualify a candidate and, if appointed, render him/her liable to instant dismissal.

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

7.9 On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Foundation Trust whether they are related to any other Director or employee of the Foundation Trust.

7.10 Where the relationship of an Officer or another Director to a Director is disclosed, the Standing Order headed 'Declarations of Interests and Register of Interests' (SO 6) shall apply.

## 8 CUSTODY OF SEAL AND SEALING OF DOCUMENTS

### 8.1 Custody of Seal

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

### 8.2 Sealing of Documents

The seal of the Foundation Trust shall not be fixed to any document nor shall any

document intended to take effect as a deed be signed on behalf of the Foundation Trust unless the sealing or such signature has been authorised by a resolution of the Board, a Committee or an Officer to whom the appropriate power has been delegated.

- 8.3 Before any building, engineering, property or capital document is sealed or signed as a deed, it must be approved and signed by the Director of Finance (or an Officer nominated by him/her) and authorised and countersigned by the Chief Executive (or an Officer nominated by him/her who shall not be within the originating directorate).

8.4 **Register of Sealing and other Deeds**

An entry of every document sealed or signed as a deed shall be made and numbered consecutively in a book provided for that purpose and kept by the Secretary to the Foundation Trust. Each entry shall be signed by those who attest the seal or sign the document as a deed. The fixing of the Foundation Trust's seal shall be attested by, and the documents to be signed as a deed shall be signed by, any two Directors or one director and the Secretary to the Foundation Trust. A report of all sealings and signatures of documents as a deed shall be made to the Board by the Secretary to the Foundation Trust as and when required. The report shall contain details of the seal number, the description of the document and the date of sealing or signature.

9 **SIGNATURE OF DOCUMENTS**

- 9.1 Where the signature of any document will be a necessary step in legal proceedings involving the Foundation Trust, unless any enactment otherwise requires or authorises, it shall be signed by the Chief Executive or the Director or Officer nominated by the Chief Executive.

- 9.2 Contracts for the sale or disposal of land or any interest in land or other property, which are to be completed by deed shall be signed by the Chief Executive, but only after the transaction has been authorised in accordance with paragraph SO 8.3. Other contracts and documents requiring signature, on behalf of the Foundation Trust, shall be signed by the Chief Executive or other Officer nominated by the Chief Executive.

10 **DISPUTE RESOLUTION**

10.1 **Dispute Resolution between Board and Council of Governors**

In the case of a dispute between the Board and the Council of Governors, the procedure described in paragraph 18.2 of the Constitution will be followed. Within twenty-eight days of either the Board or Council of Governors resolving that a dispute exists with the other, the Secretary to the Foundation Trust shall call a joint meeting of both bodies to be held as soon as reasonably practicable within three months of the resolution. The joint meeting shall be held under the Foundation Trust's Board' Standing Orders, but the provisions of these Standing Orders in relation to interests shall apply to Governors attending the joint meeting as they apply to a Council of Governors meeting.

The joint meeting shall be chaired by the Chairman and the agenda shall be agreed by him with the Chief Executive. The joint meeting shall either recommend a formula for resolving the dispute which the Board and Council of Governors shall receive and consider formally as soon as practicable, or, if possible, shall agree the issues that separate the Board and Council of Governors and possible ways forward.

If either body resolves to refer the issue to mediation, the Chairman and Vice-Chairman on behalf of the Council of Governors and the Chief Executive and the Deputy Chairman of the Board shall meet within twenty-eight days of such resolution to agree a mediator. In default of agreement, either body may resolve to refer the dispute to arbitration.

If either body resolves to refer a dispute to arbitration, those referred to in the preceding sub-paragraph may agree an arbitrator. If this is not done within twenty-eight days of such resolution, the Secretary of the Foundation Trust on the instructions of either body shall refer the dispute to the Chartered Institute for Arbitrators to be finally resolved by arbitration.

The existence of the dispute shall not prejudice the duty of the Board in the exercise of the Foundation Trust's powers on its behalf.

#### 10.2 **Dispute Resolution between a Member and the Foundation Trust**

This dispute resolution procedure, as part of these Standing Orders, formally approved by the Council of Governors under paragraph 18.1 of the Constitution, will be used to determine any dispute between a Member and the Foundation Trust. This procedure shall not be used for disputes:

- Arising from decisions of the Chairman of a meeting in accordance with Standing Orders;
- Arising from decisions under paragraphs 6.5 and 6.6 of the Constitution; or
- In respect of which there exists a remedy under a policy or procedure of the Foundation Trust.

The last category includes patient complaints, or matters relating to grievance, dispute or disciplinary procedures involving staff.

10.3 Any Member who has a dispute with the Foundation Trust under paragraph 18.1 of the Constitution, which the Member has been unable to resolve in discussion with the Secretary to the Foundation Trust and which has arisen from the provisions of the Constitution, shall notify the Secretary to the Foundation Trust of the nature of the dispute in writing.

10.4 Within twenty-eight days of receiving written notice of a dispute under Standing Order 10.2, the Secretary to the Foundation Trust in consultation with the Chairman shall decide if the dispute is one arising within paragraph 18.1 of the Constitution and Standing Order 10.2 and, if so, whether the dispute raises issues of a sufficiently substantial nature to reasonably require resolution under this procedure. If not, the Member shall be notified in writing that the Foundation Trust will take no further action on the dispute. If so, the Secretary to the Foundation Trust will arrange a meeting between the Member and a Non-Executive Director, at which the Secretary to the Foundation Trust will be present, to resolve the dispute informally. If this is unsuccessful, the following procedure should be adopted.

10.5 The Secretary to the Foundation Trust will convene a Committee chaired by a Non-Executive Director to consider the dispute and make recommendations to the Board. If the recommendations of the Committee are accepted by the Board, the Member will be informed and the dispute will be considered as resolved. If the Board rejects the Committee's recommendations, it may authorise the reference of the dispute to a

process of dispute resolution.

- 10.6 The recommendations of this Committee will be presented to the Council of Governors and on acceptance of these recommendations by a majority vote, the matter shall be considered as resolved.
- 10.7 If the recommendations of the Committee are not accepted by the Council of Governors, the appointment of mutually agreed mediators may be sought. Should mediation fail, the dispute will be determined through reference to the terms of the Arbitration Act 1996.

## **11 MISCELLANEOUS**

### **11.1 Standing Orders to be given to Directors and Officers**

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 Standing Orders and 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 Standing Orders.

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

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

### **11.3 Review of Standing Orders**

Standing Orders shall be reviewed annually by the Board. The requirement for review extends to all documents having effect as if incorporated in Standing Orders.

### **11.4 Accounting Officer**

The Accounting Officer is responsible for ensuring the proper stewardship of public funds and assets. For this Foundation Trust it shall be the Chief Executive.

**Annex 1**

**Bradford Teaching Hospitals NHS Foundation Trust**

**Finance and Performance Committee – Terms of Reference**

**1. Constitution**

The Finance and Performance Committee (“the Committee”) is a Committee of the Board of Directors. The purpose and powers of the Committee are set out in these terms of reference. Any changes to these terms of reference must be approved by the Board of Directors.

**2. Purpose**

The purpose of the Committee is two-fold:

- To maintain a detailed overview of the Foundation Trust’s assets and resources in relation to the achievement of financial targets, business objectives and the financial stability of the Foundation Trust.
- To provide detailed scrutiny of performance matters.

The Committee will provide assurance and, if necessary raise concerns or make recommendations to the Board of Directors. In fulfilling this purpose, the Committee will at all times seek assurance that patient safety is not compromised by any proposed recovery or action plan.

**3. Chair of the Committee**

The Chair of the Committee (“the Chair”) will be a nominated identified Non-Executive Director. In their absence, the meeting will be chaired by a Deputy Chair, who is a nominated identified Non-Executive Director.

**4. Membership**

The Committee will include the following members:

<b>Member</b>	<b>Deputy</b>
Four Non-Executive Directors	Non-Executive Director
Director of Governance & Operations	Assistant Director of Operations
Director of Finance	Deputy Director of Finance
Chief Nurse	Deputy Chief Nurse
Director of Informatics	Deputy Director of Informatics

**5. Attendance**

The Director of Finance or Deputy Director of Finance should always be present.

The Trust Secretary will be in attendance.

The Head of Performance will be in attendance.

Members should attend at least 75% of meetings within any calendar year. Attendance will be monitored and addressed by the Chair.

The Chair may invite other personnel to attend as necessary in order to deal with specific aspects of its business.

## **6. Quorum**

A quorum shall be two Non-Executive Directors and two Executive Directors (or their nominated Deputies). Quoracy requires that the Director of Finance or Deputy Director of Finance is present.

## **7. Frequency of Meetings**

The Committee will normally meet on a monthly basis. The Chair may at any time convene additional meetings of the Committee to consider any business that requires urgent attention.

At the request of the Chair, the Committee may hold meetings by telephone, video link or by email exchange. Normal rules relating to quoracy will apply to the functioning of such a meeting. These minutes will be deemed as standard meetings of the Committee and shall be minuted accordingly.

## **8. Duties**

The Duties of the Committee will include:

1. Overseeing the development and maintenance of the Foundation Trust's medium and long term financial strategy
2. Overseeing the development and delivery of the Foundation Trust's annual plan and integrated business plan
3. Reviewing and monitoring financial plans and their link to operational performance
4. Overseeing financial risk evaluation, measurement and management
5. Scrutiny and approval of business cases (within delegated limits)
6. Approval and oversight of the Capital Programme
7. Reviewing the performance of the Foundation Trust in achieving National Standards, Contractual Indicators (National and Local) and Trust-defined indicators
8. Receive, consider and approve the annual reference cost submission ensuring appropriate application of costing methodologies
9. To approve and keep under review the Foundation Trust's investment policy in relation to treasury management (to include cash investments and all other elements of working capital).

The Committee will receive and review the strategic objectives allocated to it by the Board of Directors identifying any areas where additional assurance is required.

To receive and review those Board Assurance Framework risks allocated to the Committee by the Board, monitor progress made in mitigating those risks, identify any areas where additional assurance is required and escalate assurance to the Board of Directors as agreed by the Committee.

## **9. Reporting Arrangements**

Minutes of the meetings shall be recorded by the minute taker to the Committee and a summary will be reported to the Board of Directors by the Chair of the Committee.

**10. Review of Terms of Reference**

The Finance and Performance Committee shall review these terms of reference annually and recommendations for any changes will be submitted to the Board of Directors for approval.

**11. Sub Committees Reporting to this Committee**

Trust Improvement Committee (TIC)

**Annex 2**

**Bradford Teaching Hospitals NHS Foundation Trust**

**Quality Committee Terms of Reference**

**1. Constitution**

The Quality Committee (“the Committee”) is a Committee of the Board of Directors. The purpose and powers of the Committee are set out in these terms of reference. Any changes to these terms of reference must be approved by the Board of Directors.

**2. Purpose**

The purpose of the Committee is to provide detailed scrutiny of the Foundation Trust’s arrangements for the management and development of safety, effectiveness and patient experience in order to provide assurance and, if necessary, raise concerns or make recommendations to the Board of Directors.

**3. Chair of the Committee**

The Chair of the Committee (“the Chair”) will be a nominated identified Non-Executive Director. In their absence, the meeting will be chaired by a Deputy Chair, who will be nominated identified Non-Executive Director.

**4. Membership**

The Committee will include the following members:

<b>Member</b>	<b>Deputy</b>
Four Non-Executive Directors	Non-Executive Director
Director of Governance & Operations	Assistant Director of Governance & Risk
Chief Nurse	Deputy Chief Nurse
Medical Director	Deputy Medical Director
Director of Informatics	Deputy Director of Informatics or Associate Medical Director, Informatics

**5. Attendance**

The Trust Secretary will be in attendance.

Members should attend at least 75% of meetings within any calendar year. Attendance will be monitored and addressed by the Chair.

The Chair may invite other personnel to attend as necessary in order to deal with specific aspects of its business.

**6. Quorum**

A quorum shall be two Non-Executive Directors and two Executive Directors (or their nominated Deputies).

## 7. Frequency of Meetings

The Committee will normally meet on a monthly basis. The Chair may at any time convene additional meetings of the Committee to consider any business that requires urgent attention.

At the request of the Chair, the Committee may hold meetings by telephone, video link or by email exchange. Normal rules relating to quoracy will apply to the functioning of such a meeting. These minutes will be deemed as standard meetings of the Committee and shall be minuted accordingly.

## 8. Duties

The Committee will be responsible for:

- Assuring safety, effectiveness and patient experience across all the Foundation Trust's services
- Contributing to and overseeing the development of the Foundation Trust's annual Quality Report;
- Determining and monitoring the programme of clinical risk management and clinical audit;
- Overseeing the programme of work to move the CQC rating of the Foundation Trust to good/outstanding; and
- Informing the development of the corporate objectives and priorities for inclusion in divisional annual plans
- Overseeing the Foundation Trust's Information Governance requirements

The Committee will also review all aspects of quality within the Foundation Trust through examination of:

- Serious Incidents, Infection Prevention and Control, Patient Experience, and other relevant reports;
- Regular highlight reports from the Sub-Committees and
- National reviews and inquiries which involve systems failure.

The Committee will receive and review the strategic objectives allocated to it by the Board of Directors identifying any areas where additional assurance is required.

The Committee will receive and review those Board Assurance Framework risks allocated to it by the Board, monitoring progress made in mitigating those risks, identifying any areas where additional assurance is required and escalating assurance to the Board of Directors as agreed by the Committee.

## 9. Reporting Arrangements

Minutes of the meetings shall be recorded by the minute taker to the Committee and a written summary of key points will be reported to the Board of Directors by the Chair of the Committee.

## 10. Review of Terms of Reference

The Quality Committee shall review these terms of reference annually and recommendations for any changes will be submitted to the Board of Directors for approval.

#### **11. Sub Committees Reporting to the Quality Committee**

- Children and Young People's Board
- Mortality Sub-Committee
- Integrated Safeguarding Sub-Committee
- Clinical Audit and Effectiveness Sub-Committee
- Information Governance Sub-Committee
- Patient Safety Sub-Committee
- Patients First Sub-Committee

**Annex 3**

**Bradford Teaching Hospitals NHS Foundation Trust**

**Workforce Committee Terms of Reference**

**1. Constitution**

The Workforce Committee (“the Committee”) is a Committee of the Board of Directors. The purpose and powers of the Committee are set out in these terms of reference. Any changes to these terms of reference must be approved by the Board of Directors.

**2. Purpose**

The purpose of the Committee is to provide detailed scrutiny of the Foundation Trust’s workforce arrangements in order to provide assurance and, if necessary, raise concerns or make recommendations to the Board of Directors.

**3. Chair of the Committee**

The Chair of the Committee (“the Chair”) will be a nominated identified Non-Executive Director. In their absence, the meeting will be chaired by a Deputy Chair, who will be nominated identified Non-Executive Director.

**4. Membership**

The Committee will include the following members:

<b>Member</b>	<b>Deputy</b>
Three Non-Executive Directors	Non-Executive Director
Director of Human Resources	Deputy Director of Human Resources
Director of Governance & Operations	Assistant Director of Operations
Chief Nurse	Deputy Chief Nurse
Medical Director	Deputy Medical Director

**5. Attendance**

The Head of Corporate Governance will be in attendance.

Members should attend at least 75% of meetings within any calendar year. Attendance will be monitored and addressed by the Chair.

The Chair may invite other personnel to attend as necessary in order to deal with specific aspects of its business.

**6. Quorum**

A quorum shall be two Non-Executive Directors and two Executive Directors (or their nominated Deputies).

## **7. Frequency of Meetings**

The Committee will normally meet on a bi-monthly basis. The Chair may at any time convene additional meetings of the Committee to consider any business that requires urgent attention.

At the request of the Chair, the Committee may hold meetings by telephone, video link or by email exchange. Normal rules relating to quoracy will apply to the functioning of such a meeting. These minutes will be deemed as standard meetings of the Committee and shall be minuted accordingly.

## **8. Duties**

The Committee will maintain a strategic oversight of all workforce related strategies, such as:

- Workforce Planning
- Recruitment and Retention
- Appraisal, performance and performance management
- Education, Training and Development
- Staff engagement, morale and motivation
- Health and Wellbeing
- Organisational Development
- Advancing Practice
- Human Resources policies and procedures
- Safe Working Hours
- Freedom to Speak Up
- Leadership Capacity

The Committee will be responsible for:

- Providing assurance on staffing levels.
- Delivering the Foundation Trust's People's Strategy and reporting to the Board on an annual programme of work to implement the strategy.
- Monitoring the results of the staff survey and overseeing the development and implementation of resultant action plans to drive improvement.
- Ensuring that the Trust is compliant with relevant legislation and regulations relating to workforce matters.

The Committee will receive and review the strategic objectives allocated to it by the Board of Directors identifying any areas where additional assurance is required.

The Committee will receive and review those Board Assurance Framework risks allocated to it by the Board, monitoring progress made in mitigating those risks, identifying any areas where additional assurance is required and escalating assurance to the Board of Directors as agreed by the Committee.

## **9. Reporting Arrangements**

Minutes of the meetings shall be recorded by the minute taker to the Committee and a written summary of key points will be reported to the Board of Directors by the Chair of the Committee.

**10. Review of Terms of Reference**

The Workforce Committee shall review these terms of reference annually and recommendations for any changes will be submitted to the Board of Directors for approval.

**11. Sub Committees Reporting to the Workforce Committee**

- Education and Workforce

**Annex 4**

**Bradford Teaching Hospitals NHS Foundation Trust**

**Partnerships Committee Terms of Reference**

**1. Constitution**

The Partnerships Committee (“the Committee”) is a Committee of the Board of Directors. The purpose and powers of the Committee are set out in these terms of reference. Any changes to these terms of reference must be approved by the Board of Directors.

**2. Purpose**

The purpose of the Committee is to provide detailed scrutiny of the Foundation Trust’s arrangements for partnerships and collaborative working in order to provide assurance and, if necessary, raise concerns or make recommendations to the Board of Directors.

**3. Chair of the Committee**

The Chair of the Committee (“the Chair”) will be a nominated identified Non-Executive Director. In their absence, the meeting will be chaired by a Deputy Chair, who will be nominated identified Non-Executive Director.

**4. Membership**

The Committee will include the following members:

<b>Member</b>	<b>Deputy</b>
Three Non-Executive Directors	Non-Executive Director
Chief Executive	Deputy Chief Executive
Director of Finance	Deputy Director of Finance
Director of Strategy and Integration	Head of Planning, Head of Policy
Medical Director	Deputy Medical Director

**5. Attendance**

The Trust Secretary will be in attendance.

Members should attend at least 75% of meetings within any calendar year. Attendance will be monitored and addressed by the Chair.

The Chair may invite other personnel to attend as necessary in order to deal with specific aspects of its business.

**6. Quorum**

A quorum shall be two Non-Executive Directors and two Executive Directors (or their nominated Deputies).

## **7. Frequency of Meetings**

The Committee will normally meet on a bi-monthly basis. The Chair may at any time convene additional meetings of the Committee to consider any business that requires urgent attention.

At the request of the Chair, the Committee may hold meetings by telephone, video link or by email exchange. Normal rules relating to quoracy will apply to the functioning of such a meeting. These minutes will be deemed as standard meetings of the Committee and shall be minuted accordingly.

## **8. Duties**

The Committee will maintain a strategic oversight of all partnerships and collaborative working arrangements, providing assurance on appropriateness, due diligence and alignment with the Foundation Trust's strategy. This will include oversight of the following relationships:

- West Yorkshire Association of Acute Trusts (WYAAT)
- Bradford Accountable Care system
- Airedale-Bradford Collaboration
- West Yorkshire and Harrogate Sustainability and Transformation Partnership (STP)

The Committee will also be responsible for oversight of working arrangements with other bodies in the field of research and for maintaining assurance of joint ventures.

The Committee will oversee the communications strategy in place to inform patients and the public of how we are working across organisational boundaries to improve the care we provide.

The Committee will receive and review the strategic objectives allocated to it by the Board of Directors identifying any areas where additional assurance is required.

The Committee will receive and review those Board Assurance Framework risks allocated to it by the Board, monitoring progress made in mitigating those risks, identifying any areas where additional assurance is required and escalating assurance to the Board of Directors as agreed by the Committee.

## **9. Reporting Arrangements**

Minutes of the meetings shall be recorded by the minute taker to the Committee and a written summary of key points will be reported to the Board of Directors by the Chair of the Committee.

## **10. Review of Terms of Reference**

The Partnership Committee shall review these terms of reference annually and recommendations for any changes will be submitted to the Board of Directors for approval.

## **11. Sub Committees Reporting to this Committee**

- Education in Partnerships
- Translational Research Programme

**Annex 5**

**Bradford Teaching Hospitals NHS Foundation Trust**

**Major Projects Committee Terms of Reference**

**1. Constitution**

The Major Projects Committee (“the Committee”) is a Committee of the Board of Directors. The purpose and powers of the Committee are set out in these terms of reference. Any changes to these terms of reference must be approved by the Board of Directors.

**2. Purpose**

The purpose of the Committee is to provide detailed scrutiny of the Foundation Trust’s major projects in order to provide assurance and, if necessary, raise concerns or make recommendations to the Board of Directors.

**3. Chair of the Committee**

The Chair of the Committee (“the Chair”) will be a nominated identified Non-Executive Director. In their absence, the meeting will be chaired by a Deputy Chair, who will be nominated identified Non-Executive Director.

**4. Membership**

The Committee will include the following members:

<b>Member</b>	<b>Deputy</b>
Three Non-Executive Directors	Non-Executive Director
Executive Directors – to be confirmed dependent on projects underway	As appropriate

**5. Attendance**

The Head of Corporate Governance will be in attendance.

Members should attend at least 75% of meetings within any calendar year. Attendance will be monitored and addressed by the Chair.

The Chair may invite other personnel to attend as necessary in order to deal with specific aspects of its business.

**6. Quorum**

A quorum shall be two Non-Executive Directors and two Executive Directors (or their nominated Deputies).

**7. Frequency of Meetings**

The Committee will normally meet on a bi-monthly basis. The Chair may at any time convene additional meetings of the Committee to consider any business that requires urgent attention.

At the request of the Chair, the Committee may hold meetings by telephone, video link or by email exchange. Normal rules relating to quoracy will apply to the functioning of such a meeting. These minutes will be deemed as standard meetings of the Committee and shall be minuted accordingly.

## **8. Duties**

The Committee will maintain a strategic oversight of all major projects underway in the Foundation Trust; the Board will determine those for inclusion. In 2017/18 these will include:

- Electronic Patient Records (EPR)
- Joint Venture Pathology Service

The Committee will also maintain strategic oversight of all major capital investment projects.

The Committee will periodically review the methodologies adopted for the conduct of major projects.

The Committee will monitor the implementation of major projects against the agreed plans, including an assessment of any deviation on costs, time and outcomes, and will ensure appropriate oversight of risk.

The Committee will receive and review the strategic objectives allocated to it by the Board of Directors identifying any areas where additional assurance is required.

The Committee will receive and review those Board Assurance Framework risks allocated to it by the Board, monitoring progress made in mitigating those risks, identifying any areas where additional assurance is required and escalating assurance to the Board of Directors as agreed by the Committee.

## **9. Reporting Arrangements**

Minutes of the meetings shall be recorded by the minute taker to the Committee and a written summary of key points will be reported to the Board of Directors by the Chair of the Committee.

## **10. Review of Terms of Reference**

The Major Projects Committee shall review these terms of reference annually and recommendations for any changes will be submitted to the Board of Directors for approval.

## **11. Sub Committees Reporting to this Committee**

None

**Annex 6**

**Bradford Teaching Hospitals NHS Foundation Trust**

**Audit and Assurance Committee – Terms of Reference**

**1. Constitution**

The Board hereby resolves to establish a Committee of the Board to be known as the Audit and Assurance Committee (The Committee). The Committee is a non-executive committee of the Board and has no executive powers, other than those specifically delegated in these Terms of Reference.

**2. Membership**

The Committee shall be appointed by the Board from amongst the non-executive directors of the Trust and shall consist of not less than three members. A quorum shall be two members. One of the members will be appointed Chair of the Committee by the Board. At least one member of the Committee shall have recent and relevant financial experience. The Chairman of the organisation shall not be a member of the Committee.

**3. Attendance**

The Director of Finance and appropriate Internal and External Audit representatives shall normally attend meetings. However, at least once a year the Committee should meet privately with the External and Internal Auditors.

The Chief Executive and other executive directors should be invited to attend, but particularly when the Committee is discussing areas of risk or operation that are the responsibility of that director.

The Chief Executive should be invited to attend, at least annually, to discuss with the Committee the process for assurance that supports the Annual Governance Statement.

In addition to the above a representative of the local counter fraud service and governor representatives may be invited

The Trust Secretary shall attend to provide appropriate support to the Chair and committee members.

**4. Frequency**

Meetings shall be held not less than three times a year. The External Auditor or Head of Internal Audit may request a meeting if they consider that one is necessary.

**5. Authority**

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

## 6. Duties

The duties of the Committee can be categorised as follows:

### 6.1 Governance, Risk Management and Internal Control

The Committee shall review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities (both clinical and non-clinical), that supports the achievement of the organisation's objectives. The Committee will maintain an oversight of the foundation trust's general risk management structures and ensure appropriate information flows to the audit committee in relation to the trust's overall internal control and risk management position.

In particular, the Committee will review the adequacy of:

- The processes related to all risk and control disclosure statements (in particular the Annual Governance Statement and declarations of compliance with the Care Quality Commission's Registration Criteria), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board.
- The underlying assurance processes that indicate the degree of the achievement of corporate priorities, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
- The policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by NHS Protect (previously known as the NHS Counter Fraud and Security Management Service).
- The arrangements by which staff of the Foundation Trust may raise concerns about possible improprieties in matters of financial reporting and control, clinical quality, patient safety or other matters.
- In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from Executive Directors and managers as appropriate, concentrating on the overarching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.
- This will be evidenced through the Committee's use of an effective Assurance Framework to guide its work and that of the audit and assurance functions that report to it.
- The Committee will review the Foundation Trust's Corporate Risk Register and the seek assurance that the processes for maintaining it are robust.
- The Committee will monitor corporate governance including codes of conduct, standing orders, standing financial instructions and maintenance of registers of interest, ensuring appropriate standards are set and compliance with them is monitored

## 6.2 Internal Audit

The Committee shall ensure that there is an effective Internal Audit function established by management that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Chief Executive and Board. This will be achieved by:

- Consideration of the provision of the Internal Audit service, the cost of the audit and any questions of resignation and dismissal.
- Review and approval of the Internal Audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the Assurance Framework.
- Consideration of the major findings of Internal Audit work (and management's response), and ensure co-ordination between the Internal and External Auditors to optimise audit resources. Monitor progress on the timely implementation of recommendations raised by Internal Audit.
- Ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the organisation.
- Annual review of the effectiveness of Internal Audit.

## 6.3 External Audit

The Committee shall oversee a market testing exercise for the appointment of an auditor at least once every five years. It will be responsible for reviewing and monitoring the External Auditor's independence and objectivity.

The Committee shall review the work and findings of the External Auditor and consider the implications and management's responses to their work. This will be achieved by:

- Assessing the Auditor's work and fees on an annual basis to ensure the work is of a sufficiently high standard and that the fees are reasonable. The Committee shall make recommendations to the Council of Governors with respect to the appointment, reappointment or removal of the auditor.
- Approval of the External Audit engagement letter.
- Discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the Annual Plan, and ensure coordination, as appropriate, with other External Auditors in the local health economy.
- Discussion with the External Auditor of their local evaluation of audit risks and assessment of the Trust and associated impact on the audit fee.
- Review all External Audit reports, including agreement of the ISA 260 Report before submission to the Board and any work carried outside the annual audit plan, together with the appropriateness of management responses. Progress against the implementation of recommendations highlighted in External Audit reports will be monitored by the Committee.

The Committee shall assist the Council of Governors to develop a policy on the engagement of the external auditor to supply non-audit services and shall periodically review its implementation.

#### **6.4 Quality Assurance Functions**

The Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications to the governance of the organisation.

These will include, but will not be limited to, any reviews by Department of Health Arm's Length Bodies or Regulators/Inspectors (e.g., Care Quality Commission (CQC), NHS Litigation Authority, etc.), professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc.). For the purpose of independent reviews and inquiries the Committee will monitor and seek assurance that processes are in place and action plans are implemented. It is the role of the Chief Executive to nominate an Executive Director to lead the process for the management of high level inquiries.

The Committee has a role in reviewing the work of the Charitable Funds Committee, Quality Committee including clinical risk management and clinical audit, Finance and Performance Committee, Workforce Committee, Partnership Committee and Major Projects Committee.

As necessary the Committee will review performance indicators and examine any other matter referred and initiate investigation.

#### **6.5 Management**

The Committee shall request and review reports and positive assurances from Executive Directors and managers on the overall arrangements for governance, risk management and internal control.

They may also request specific reports from individual functions within the organisation (e.g. clinical audit) as they may be appropriate to the overall arrangements.

#### **6.6 Financial Reporting**

The Committee shall review the Annual Report, Quality Report and Financial Statements before submission to the Board, focusing particularly on:

- The wording in the Annual Governance Statement and other disclosures relevant to the Terms of Reference of the Committee.
- Changes in, and compliance with, accounting policies and practices.
- Unadjusted mis-statements in the financial statements.
- Major judgemental areas.
- Significant adjustments resulting from the audit.

The Committee should also ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Board.

#### **6.7 Standing orders, standing financial instructions and standards of business conduct**

- The Committee will review on behalf of the board of directors the operation of, and proposed changes to, the standing orders and standing financial instructions, the constitution, codes of conduct and standards of business conduct; including maintenance of registers.

- The Committee will examine the circumstances of any significant departure from the requirements of any of the foregoing, and whether those departures relate to a failing, an overruling or a suspension.
- The Committee will review the scheme of delegation.

## **7. Reporting**

The minutes of Committee meetings shall be formally recorded and submitted to the Board of Directors. The Chair of the Committee shall draw to the attention of the Board of Directors any issues that require disclosure to the full Board of Directors, or require executive action.

The Committee will report to the Board of Directors annually on its work in support of the Annual Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the organisation, the integration of governance arrangements and the appropriateness of the self-assessment against the Care Quality Commission's Registration Criteria.

The Committee will report to the Council of Governors any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.

## **8. Links with Other Committees**

This Committee with the Quality Committee, Finance and Performance Committee, Workforce Committee, Partnerships Committee and Major Projects Committee have a shared responsibility to provide assurance to the Board of Directors. They need to work collaboratively to ensure all aspects of governance are covered and that the Board of Directors receives comprehensive assurance on the Foundation Trust's business and activities.

## **9. Other Matters**

The Committee shall be supported administratively by the Trust Secretary, whose duties in this respect will include:

- Agreement of agenda with Chairman and attendees and collation of papers
- Ensure minutes are recorded and keeping a record of matters arising and issues to be carried forward
- Advising the Committee on pertinent areas.

At the request of the Committee Chair, the Committee may hold meetings by telephone, video link or by email exchange. Normal rules relating to quoracy will apply to the functioning of such a meeting. These meetings will be deemed as standard meetings of the Committee and shall be minuted accordingly.

## **10. Review of Terms of Reference**

The Terms of Reference shall be reviewed annually by the Board of Directors.

**Annex 7****NOMINATIONS AND REMUNERATION COMMITTEE – TERMS OF REFERENCE****1 MEMBERSHIP****1.1 Introduction**

The Nominations and Remuneration Committee is established under the Trust's Standing Order – Arrangements for the Exercise of Functions by delegation and is constituted as a standing committee of the Board of Directors.

The Nominations and Remuneration Committee is authorised by the Board of Directors to act within its terms of reference.

**1.2 Membership**

The Nominations and Remuneration Committee will consist of the Chairman and all Non-Executive Directors. The Chief Executive will attend in an advisory capacity. The Director of Human Resources will service the Committee and provide specialist advice and information as necessary.

**1.3 Quorum**

This will be the Chairman and three other Non-Executive Directors.

**2. ROLE**

- 2.1 To regularly review the structure, size and composition (including skills, knowledge and experience) required of the Board of Directors and make recommendations to the Board with regard to any changes.
- 2.2 To give full consideration to and make plans for succession planning for the Chief Executive and other Executive Director posts.
- 2.3 To agree the Non-Executive membership of an Appointments Panel to appoint any Executive Director. The panel will automatically include the Chairman and Chief Executive. The panel will have delegated authority to appoint an Executive Director.
- 2.4 To be responsible for agreeing an Appointments Panel to include the Chairman which will then have delegated authority to identify and recommend a suitable candidate for approval by the Council of Governors to fill the position of Chief Executive.
- 2.5 To agree the job description for any Executive Director taking into account the role and capabilities required.
- 2.6 To determine on behalf of the Board of Directors the terms and conditions of employment and salary levels of Executive Directors in the Trust and any other Senior Managers not covered by Agenda for Change terms and conditions. The remuneration of the Chief Executive will be proposed by the Chairman and approved by the whole body of Non-Executive Directors. The remuneration of Executive Directors will be proposed by the Chief Executive and approved by the whole body of Non-Executive Directors.

In undertaking this function it will:-

- 2.6.1 Observe all statutory and contractual obligations as they affect individual post holders.
- 2.6.2 Act in accordance with the Foundation Trust's standing orders.
- 2.6.3 Have regard to any directions made by the Secretary of State in so far as they apply to Bradford Teaching Hospitals as a Foundation Trust.
- 2.6.4 Have regard to the guidance in any directives on pay and conditions of employment in respect of very senior managers so far as they apply to Bradford Teaching Hospitals as a Foundation Trust.
- 2.6.5 Ensure that in considering any starting salary over £142,500 there is a clear and documented rationale for the level of salary awarded and that an opinion from NHSI are sought before confirming any appointment.
- 2.6.6 Consider the pension consequences and associated costs to the Foundation Trust of basic salary increases and any other changes in pensionable remuneration, especially for directors close to retirement.
- 2.6.7 Take into account the financial state of the Foundation Trust.
- 2.6.8 Have regard to legislation on discrimination when considering levels of pay/terms and conditions.
- 2.6.9 Ensure that remuneration is sufficient to recruit, retain and motivate Executive Directors at the level of skills appropriate to the role.
- 2.6.10 Consider the relationship between the remuneration of these posts and that of other grades of staff employed in Bradford Teaching Hospitals in particular the layer below Board level. This may include reference to the level of pay awards granted under national pay systems e.g. Agenda for Change.
- 2.6.11 To consider any matter relating to the continuation in office of any Executive Director including the suspension or termination of service.
- 2.6.12 Consider any proposal for a severance payment to be made to a Senior Manager. A 'Senior Manager' is defined as the Chief Executive or any Director who reports to the Chief Executive, whether or not they are an executive member of the Board. The Remuneration Committee will either reject the proposal or approve a business case to be sent to NHSI if they propose/approve a payment to be made.
- 2.6.13 To approve the running of any MARS or Voluntary Redundancy Scheme.
- 2.6.14 To make recommendations on any local pay arrangements not covered by national terms.
- 2.6.15 To recommend the scope and detail to be included in the annual report concerning basic salary and elements relating to performance including an explanation of the criteria on which performance is based where necessary.
- 2.6.16 To review appraisal outcomes for Executive Directors where there is a performance related pay element.
- 2.6.17 To be satisfied that a risk assessment has been carried out when it is agreed that an Executive Director can leave the Foundation Trust without serving their full contractual notice.

2.6.18 To work within the principles contained in the HM Treasury guidance on how to manage public funds in respect of 'special payments' and the Code of Governance for NHS Foundation Trusts.

### **3 REPORTING ARRANGEMENTS**

The Nominations and Remuneration Committee will meet in private and record the reasons for all decisions and report these decisions to the Board of Directors as required.

### **4 ADMINISTRATIVE ISSUES**

#### **4.1 Communicating Decisions**

The responsibility is vested in the Director of Human Resources as secretary to communicate the decision of the Nominations and Remuneration Committee in writing to each post holder where it affects their pay or terms and conditions.

#### **4.2 Timing of Annual Review**

All salaries will be reviewed annually to take effect from their incremental date.

### **5 PROGRAMME OF MEETINGS**

5.1 For the purpose of the Annual Review of Executive Directors the Nominations and Remuneration Committee will meet within the first four months following the 1 April each year.

5.2 The Nominations and Remuneration Committee will meet at other times for the following purposes as determined by the Chairman of the Nominations and Remuneration Committee:-

- To keep up to date with relevant developments.
- To review remuneration policies.
- To consider proposals for changes in terms and conditions of employment.
- To consider any in-year variation of salaries and terms and conditions of employment of Executive Directors.
- To agree process and salaries for new appointments.

### **6 REVIEW**

The Terms of Reference will be reviewed in 2 years' time.

Revised July 2017

**Annex 8**

**Integrated Governance and Risk Committee Terms of Reference**

**1. Constitution**

The Integrated Governance and Risk Committee (“the Committee”) is an Executive Committee chaired by the Chief Executive. The purpose and powers of the Committee are set out in these terms of reference.

**2. Purpose**

The purpose of the Committee is to provide assurance to the Board that the arrangements for integrated governance and risk management are robust and effective including scrutiny of the Corporate Risk Register, Board Assurance Framework, the Well Led Framework, and compliance with the NHS Provider Licence. In particular the committee will oversee the process by which corporate governance risks are identified, escalated and managed across the Trust and that the Board is made aware of all significant risks to achieving its strategic objectives.

**3. Chair of the Committee**

The Committee will be chaired by the Chief Executive of the Foundation Trust. If the Chairperson is not present then a nominated Executive Director shall act as chair.

**4. Membership and Attendance**

The Committee will include the following members:

<b>Member</b>	<b>Deputy</b>
Chief Executive	Executive Director
Director of Governance and Operations	Assistant Director of Governance and Risk
Director of Finance	Deputy Director of Finance
Chief Nurse	Deputy Chief Nurse
Medical Director	Deputy Medical Director
Director of Human Resources	Deputy Director of Human Resources
Director of Informatics	Deputy Director of Informatics
Director of Strategy & Integration	Head of Planning
Trust Secretary	

Attendance will be monitored and addressed by the Chair.

The Chair may also invite other personnel to attend as necessary in order to deal with specific aspects of the Committee’s business.

**5. Quorum**

The Committee will be quorate if five members are present of which three must be Executive Directors.

## 6. Frequency of Meetings

The Committee will normally meet on a monthly basis. The Chair may at any time convene additional meetings of the Committee to consider any business that requires urgent attention.

## 7. Duties

The Committee will monitor and review the Board Assurance Framework and ensure that risks to the achievement of the Foundation Trust's strategic objectives are identified and managed appropriately.

The Committee will monitor the Foundation Trust's compliance with its Provider Licence and ensure that the conditions for the quarterly returns to NHS Improvement are being met prior to Board approval.

The Committee will monitor and review the Well Led Framework and ensure that the principles of the Foundation Trust Code of Governance are being adhered to appropriately.

The Committee will oversee the effective application of the Foundation Trust's Risk Escalation Framework. It will also regularly review the Corporate Risk Register and:

- ensure risks relating to the achievement of each strategic objective have been assessed and where appropriate included on the Corporate Risk Register
- will review all corporate risks scoring 12 or greater on a monthly basis, along with new, updated, closed and overdue review corporate risks
- will review all divisional risks scoring 15 or greater which have not yet been escalated to the Corporate Risk Register
- is responsible for escalating risks with the potential to significantly impact strategic objectives to the Board and its Committees
- will have responsibility for raising any issues of significant seriousness to the attention of the Board members in between Board meetings
- receive agreed assurance and escalation reports as defined in the forward plan for the Committee which include identification of risks to achieving strategic objectives and CQC compliance
- receive internal audit reports with a limited assurance opinion and consider whether the matters identified need to be included on the corporate risk register
- receive the external visits register and associated reports following inspection visits e.g. HSE, MHRA, GMC with respect to identifying and managing risks to the organisation

## 8. Reporting Arrangements

- An extract from the updated Corporate Risk Register showing risks scoring 12 and above will be reported bi-monthly to the Board of Directors by the Chief Executive
- A quarterly report on the Board Assurance Framework will be presented to the Board of Directors to enable a full discussion and challenge to take place regarding strategic risks
- A bi-annual report will be presented to the Board of Directors on the Trust's compliance with the Well-Led Framework and NHS Provider Licence.

**9. Review of Terms of Reference**

The Committee shall review these terms of reference annually. Recommendations for any changes will be submitted to the Board of Directors for approval.

**10. Sub committees reporting to this committee**

No permanent sub-committees report to Integrated Governance and Risk Committee.

## Annex 9

### Bradford Teaching Hospitals NHS Foundation Trust

#### Health & Safety Committee Terms of Reference

##### 1. Constitution

The Health and Safety Committee (“the Committee”) is an Executive Committee chaired by the Director of Governance & Operations\Deputy Chief Executive. The purpose and powers of the Committee are set out in these terms of reference.

##### 2. Purpose

A Health & Safety Committee is a statutory requirement in accordance with requirements of section 2(7) of the Health and Safety at Work etc. Act 1974 (‘In such cases as may be prescribed it shall be the duty of every employer, if requested to do so by the safety representatives in accordance with regulations made by the Secretary of State, a safety committee having the function of keeping under review the measures taken to ensure the health and safety at work of his employees and such other functions as may be prescribed’).

To consult and engage in partnership working with Bradford Teaching Hospitals NHS Foundation Trust (BTHFT) Safety Representatives to ensure the health and safety of employees and others who may be affected by the Foundation Trust’s undertaking.

##### 3. Chair of the Committee

Chair - Director of Governance & Operations  
 Deputy Chair - Assistant Director of Governance and Risk

##### 4. Membership

<b>Title</b>	<b>Nominated Deputy</b>
Director of Governance & Operations (Chairperson)	Assistant Director of Governance and Risk
Non-Executive Director	N/A
Head of Non-Clinical Risk	Non-Clinical Risk Manager
Director of Estates and Facilities	Assistant Director of Estates
Head of Midwifery	Head of Nursing – Children’s Services
Divisional General Manager, Division of Anaesthetics, Diagnostics & Surgery	Deputy General Manager, Division of Anaesthetics, Diagnostics & Surgery
Head of Nursing, Division of Medicine & Integrated Care	Matron, Division of Medicine & Integrated Care
Director of Pharmacy	Deputy Director of Pharmacy
Workplace Health and Wellbeing Manager	Deputy Workplace Health and Wellbeing Manager
HR Manager	HR Manager
Staff Side representatives	

## 5. Attendance

It is expected that each member will attend a minimum of 75% (i.e. 3 out of the 4 meetings per year) of meetings. Attendance will be monitored.

## 6. Quorum

Chair or Deputy Chair plus 2 management representatives and 2 Union representatives.

## 7. Frequency of Meetings

Meetings will be held quarterly.

## 8. Duties

- To encourage co-operation between management and staff in order to improve Health & Safety and Welfare at work.
- Consider Health and Safety reports submitted by BTHFT safety representatives, specialist advisors and sub-committees of the Health and Safety Committee.
- To agree an annual health and safety training strategy.
- To develop and monitor an annual health and safety work plan.
- To manage a risk register of health and safety risks that cannot be managed locally or that may be common across BTHFT.
- To assess the BTHFT health and safety performance through the development and monitoring of key performance indicators (KPIs).
- To assign health and safety risks to the appropriate BTHFT Committee for their management and monitor their progress to resolution.
- To provide progress reports to the relevant committees on health and safety risks that have been assigned to the health and safety committee for resolution.
- To develop, promote and monitor health and safety communication and publicity in the workplace so as to raise staff awareness and nurture a positive health and safety culture within BTHFT.
- To ensure that the Health and Safety Policies and affiliated procedures are implemented and their effectiveness monitored.
- Consider reports of factual information provided by the Health & Safety Executive (HSE) and other stakeholders and engage with the appropriate enforcing authorities, in adopting health and safety industry best practice.
- Monitor trends of incidents, dangerous occurrences and notifiable diseases so that recommendations may be made to the relevant services for corrective action.
- To receive lessons learned from incidents/near misses relevant to the purpose of the meeting and provide feedback to areas.
- To commission task and finish groups to undertake work to resolve specific issues.
- Undertake and act upon joint inspections with staff side and take appropriate action based on the findings.
- To receive union inspection notices (UIN) and take appropriate action based on their findings.
- Align with the Trust's corporate governance framework and escalate risks in line with the agreed process as set out within BTHFT's Risk Escalation Framework (see appendix 1 for the Health and Safety Committee structure).
- Produce an annual report for the Board of Directors to provide assurance on health and safety.
- Actively champion and proactively promote health and safety across the Trust.
- Members will complete their mandatory health and safety training.

- Support and sponsor specialist risk groups, task and finish groups, benchmarking and networking with external bodies.
- The committee will use an agreed suite of indicators to measure its effectiveness and the effectiveness of the policies that it is responsible for and the decisions that it makes.

## **9. Reporting Arrangements**

The committee will report directly to the Board of Directors through minutes of the meetings, escalation of key topics discussed and an annual report.

## **10. Review of Terms of Reference**

Terms of Reference will be reviewed annually or where there may be significant changes.

## **11. Groups reporting to this committee**

- COSHH Advisory Group
- Ionising Radiation Group
- Non Ionising Radiation Group
- Medical Gases Group
- Medical Devices Group
- Sharps Injury Prevention Group
- Estates & Facilities Compliance Risk and Assurance Group

**Reviewed: July 2017**