

Standing Orders Board of Directors

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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 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 (now part of NHS England and Improvement).

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.

'ACCOUNTING OFFICER' means the Officer responsible and accountable for funds entrusted to the Trust. They shall be responsible for ensuring the proper stewardship of public funds and assets. 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.

'CHAIRPERSON' means the person appointed by Council of Governors (in accordance with the Constitution) to be Chairperson of the Foundation Trust. The expression 'the Chairperson' shall be deemed to include the Vice-Chairperson of the Trust if the Chairperson 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 their absence their 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 CHAIRPERSON' 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 (now part of NHS England and Improvement).

'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 Chairperson.

'SFIs' means Standing Financial Instructions. 'SOs' means Standing Orders.

'VICE-CHAIRPERSON' 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 Chairperson'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 7.1.2 of the Constitution.

2.7 Appointment of the Chairperson and Directors

The Chairperson and Non-Executive Directors are appointed by the Council of Governors in accordance with paragraphs 7.1.5 to 7.1.6 of the Constitution.

The Chief Executive shall be appointed in accordance with paragraph 7.2.2 of the Constitution and other Executive Directors shall be appointed in accordance with paragraph 7.2.3 of the Constitution.

2.8 Terms of Office of the Chairperson and Directors

The regulations governing the period of tenure of office of the Chairperson and

Directors and the termination or suspension of office of the Chairperson and Directors are contained in the Constitution.

2.9 Appointment of Deputy Chairperson

For the purpose of enabling the proceedings of the Foundation Trust to be conducted in the absence of the Chairperson, the directors may appoint a Non-Executive Director from amongst them to be Deputy Chairperson 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 Chairperson by giving notice in writing to the Chairperson and the Directors may thereupon appoint another Non-Executive Director as Deputy Chairperson in accordance with SO paragraph 2.9.

2.11 Powers of Deputy Chairperson

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

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 Chairperson.

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 Chairperson and the directors may thereupon appoint another Non-Executive Director as Senior Independent Director in accordance with 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 With the agreement of the Chairperson, 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 Chairperson may call a meeting of the Board at any time. If the Chairperson 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 Chairperson 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 Chairperson or by an officer authorised by the Chairperson to sign on his behalf, shall be delivered to every Director, or sent by e-mail, 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 e-mail or otherwise delivered to the director by post 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 Chairperson, 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 Chairperson 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 Chairperson.
- 3.12 **Chairperson of meetings**
The Chairperson of the Foundation Trust or, in their absence, the Deputy Chairperson, is to chair meetings of the Board.
- 3.13 If the Chairperson is absent from a meeting temporarily on the grounds of a declared conflict of interest, the Deputy Chairperson, if present, shall preside. If the Chairperson and Deputy Chairperson 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 Chairperson 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 Chairperson.

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 Chairperson to propose a motion to the same effect within six months. However, the Chairperson 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 Chairperson of the meeting, the amendment negates the substance of the motion.

3.21 **Chairperson'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 Chairperson 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 Chairperson 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 7.2.5 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 Chairperson 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 Chairperson 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 Chairperson after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chairperson 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 Chairperson, 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 their 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 Chairperson, Chief Executive and Non-Executive Directors only.

- 5.4 The Board shall have the following standing committees: an Audit Committee (to comply with paragraph 19 of the Authorisation and paragraph 7.4.3 of the Constitution); a Nominations and Remuneration Committee (to comply with paragraphs 7.4.7 and 7.4.8 of the Constitution); and a Charitable Funds 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 9.1 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 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 Chairperson, 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 10.1 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 Managing Conflicts of Interest.

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 Chairperson, 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 Chairperson, Chief Executive or Secretary to the Foundation Trust any other employment or business or other relationship of theirs that conflict, 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 Chairperson or Chief Executive any relationship with a candidate of whose candidature that Director or Officer is aware. It shall be the duty of the Chairperson 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 17.2 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 Chairperson 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 Chairperson and Vice-Chairperson on behalf of the Council of Governors and the Chief Executive and the Deputy Chairperson 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 17.1 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 Chairperson of a meeting in accordance with Standing Orders;
- Arising from decisions under paragraphs 5.5 and 5.6 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 Chairperson shall decide if the dispute is one arising within paragraph 17.1 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.