Bradford Teaching Hospitals
NHS Foundation Trust

Standing Orders of the Board of Directors

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FOREWORD

The National Health Service Act 2006 (as amended) and Bradford Teaching Hospitals NHS Foundation Trust's ('the Trust') Constitution require that all the powers of the 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 an Executive Director, 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 any Executive Director to report to the Board any serious impediments encountered in discharging their responsibilities.

These documents, together with the 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

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

The 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 functions conferred on the Trust are set out in the National Health Service Act 2006 (as amended) and in the Trust's Provider Licence issued by NHS England.

As a Public Benefit Corporation the Trust has specific powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable.

NHS Framework

The Trust's Constitution requires the Board to adopt Standing Orders for the regulation of its proceedings and business.

Delegation of Powers

The 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 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.

By virtue of Section 65Z5 of the 2006 Act the Trust has the power to delegate its functions to other NHS bodies or local authorities or to exercise its functions jointly with those bodies.

By virtue of Section 65Z6 of the 2006 Act, where a function is exercisable jointly by the Trust and another body (by virtue of Section 65Z5 or otherwise) those bodies may make arrangements for the function to be exercised by a joint committee of theirs.

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)

'THE 2006 ACT' is the National Health Service Act 2006 as amended.

'THE BOARD OF DIRECTORS' or 'THE BOARD' shall mean the Board of Directors as constituted in accordance with the 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 2006 Act, this shall be the Chief Executive.

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

'CHAIR' means the person appointed by the Council of Governors (in accordance with the Constitution) to be chair of the Trust. The expression 'the Chair' shall be deemed to include the Deputy Chair of the Trust if the Chair is absent from the Board (or other) meeting, or is otherwise unavailable.

'CHIEF EXECUTIVE' shall mean the Chief Officer of the Trust or in their absence their designated deputy.

'COMMITTEE' shall mean a committee appointed by the Board excluding a Joint Committee.

'COMMITTEE MEMBERS' shall be persons formally appointed by the Board to sit on or to chair specific Committees.

'CONSTITUTION' shall mean the Trust's constitution as may be varied from time to time.

'DEPUTY CHAIR' 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 Trust.

'FOUNDATION TRUST' or 'TRUST' means Bradford Teaching Hospitals NHS Foundation Trust.

'FUNDS HELD ON TRUST' shall mean those funds which the Trust held at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept in accordance with its powers. Such funds may or may not be charitable.

'JOINT COMMITTEE' means a committee of the Trust and one or more other bodies established in accordance with these Standing Orders.

'MEMBER' means a member of the Trust.

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

'SFIs' means Standing Financial Instructions.

'SOs' means Standing Orders.

2 THE BOARD

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

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

2.3 The Trust has the functions conferred on it by the 2006 Act and must operate within the Authorisation and the Constitution.

2.4 Directors acting on behalf of the 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 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

2.6.1 The composition of the Board shall be as set out in paragraph 7.1.2 of the Constitution.

2.7 Appointment of the Chair and Directors

2.7.1 The Chair 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.

2.7.2 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 Chair and Directors**

2.8.1 Provisions governing the tenure of office of the Chair and Directors and the termination or suspension of office of the Chair and Directors are contained in the Constitution.

2.8.2 The Chair and Non-Executive Directors shall be appointed for a term of office of no more than three years, subject to re-appointment by the Council of Governors.

2.8.3 The Chair and Non-Executive Directors shall not usually serve for more than six years in office or two consecutive terms of office of three years. No Chair or Non-Executive Director shall serve for longer than six years except in exceptional circumstances.

2.8.4 The Chief Executive and Executive Directors will normally hold contracts of employment which are not time limited.

2.9 **Appointment of Deputy Chair**

2.9.1 For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chair, the Board of Directors may appoint a Non-Executive Director to be the Deputy Chair 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 Deputy Chair shall not be the Senior Independent Director, and ideally should not be the Chair of the Audit Committee.

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

2.10 **Powers of Deputy Chair**

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

2.11 **Appointment of Senior Independent Director**

2.11.1 The Board of Directors shall, 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 shall not be the Deputy Chair, and ideally should not be the Chair of the Audit Committee.

2.11.2 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 Chair and the Board of Directors may thereupon appoint another Non-Executive Director as Senior Independent Director in accordance with SO 2.11.

2.11.3 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 MEETINGS OF THE BOARD

3.1 Admission of the Public and Press

3.1.1 Meetings of the Board shall be open to the public and the press. For these purposes, "the public" includes staff members and governors.

3.1.2 Attendance at Board meetings by the public and/or the press carries no right for the public or press to ask questions or otherwise participate in the meeting.

3.1.3 The Board may, by resolution, exclude the public and press from a meeting of the Board (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest or the interest of the 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.

3.1.4 In the event that the public and the press are admitted to all or part of a Board meeting, the Chair shall give such directions as he or she thinks fit in regard to the arrangements for that meeting and in regard to accommodation of the public and the press, such as to ensure that the Board's business can be conducted without interruption and disruption.

3.1.5 Without prejudice to the Board's power to exclude the public and press from a meeting as set out above, members of the public and the press admitted to a meeting of the Board shall be required to withdraw upon the Board resolving as follows:

"That in the interests of maintaining orderly conduct the meeting adjourn for [the period to be specified] to enable the Board of Directors to complete its business without the presence of the public and the press."

3.1.6 Nothing in these Standing Orders shall require the Board to allow members of the public or the press to record proceedings in any manner whatsoever, other than writing, or to allow any member of the public or the press to make any oral report of proceedings without prior agreement of the Board.

3.1.7 Matters to be dealt with by the Board at any meeting following the exclusion of representatives of the press, and other members of the public, as provided for in this SO 3.1, shall be confidential to the Board.

3.1.8 Members of the Board and any other person in attendance at the meeting shall not reveal or disclose the contents of any papers or reports considered at such meeting, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the Board meeting which may take place on such papers or reports.

3.2 Calling meetings

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

3.2.2 With the agreement of the Chair Board members may participate in meetings of the

Board of Directors by means of remote access (by way of telephone, video or computer link or otherwise) provided that they can hear, be heard and vote at the meeting in real time. Normal rules relating to quoracy will apply to the functioning of such a meeting. For the avoidance of doubt, presence at a meeting by remote access shall constitute presence at a meeting in person, for the purposes of quoracy.

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

3.3 Notice of meetings

3.3.1 Save in the case of emergencies or the need to conduct urgent business, before each meeting of the Board, a notice of the meeting, specifying the business proposed to be transacted at it, 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. In the case of an emergency or the need to conduct urgent business, as much notice as is practicable of the meeting shall be given to Directors.

3.3.2 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.

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

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

3.3.5 In the absence of evidence of earlier receipt, a notice shall be presumed to have been delivered at the time at which the notice would be delivered in the ordinary course of the post following dispatch, or, where the notice is sent by email, at the time at which the email is sent.

3.3.6 Save in the case of emergencies or the need to conduct urgent business, before each meeting of the Board to be held in public, a notice of the time and place of the meeting will be posted on the Trust's website at least three clear days before the meeting.

3.4 Agenda and supporting papers

3.4.1 Before each meeting of the Board, an agenda of the meeting specifying the business proposed to be transacted at it and any supporting papers 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, other than in exceptional circumstances and with the agreement of the Chair.

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

3.4.3 A Director desiring a matter to be included on an agenda shall make his/her request in writing to the Chair or Secretary to the Trust at least ten clear days before the date

of the meeting. Requests made less than ten clear days before meeting may be included on the agenda at the discretion of the Chair.

3.5 Chair of meetings

3.5.1 The Chair of the Trust or, in their absence, the Deputy Chair, is to chair meetings of the Board.

3.5.2 If the Chair is absent from a meeting temporarily on the grounds of a declared conflict of interest, the Deputy Chair, if present, shall preside. If the Chair and Deputy Chair are absent and/or are disqualified from participating, such Non-Executive Director as the Directors present shall choose, shall preside.

3.6 Frequency of meetings

3.6.1 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.

3.6.2 The Trust will publicise and hold an annual members' meeting in accordance with the 2006 Act, Schedule 7, paragraph 28.

3.7 Notices of motion

3.7.1 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 Chair or Secretary to the 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 3.8.

3.8 Withdrawal of motion or amendments

3.8.1 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 Chair.

3.9 Motion to rescind a resolution

3.9.1 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 Director 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 Chair to propose a motion to the same effect within six months. However, the Chair may do so if he/she considers it appropriate.

3.10 Motions

3.10.1 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

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

- An amendment to the motion
- The adjournment of the discussion or the meeting

- That the meeting proceed to the next business
- The appointment of an ad hoc committee to deal with a specific item of business
- That the motion now be put

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

3.11 Chair's ruling

3.11.1 Statements of Directors made at meetings of the Board shall be relevant to the matter under discussion at the material time, and the decision of the Chair of the meeting on questions of order, 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).

3.12 Voting

3.12.1 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.

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

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

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

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

3.12.6 An Officer who has been appointed in accordance with paragraph 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, 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.

3.13 Minutes

3.13.1 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.

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

3.13.3 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.

3.14 Suspension of Standing Orders

3.14.1 Except where this would contravene any statutory provision or any direction made by NHS England 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.

3.14.2 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.

3.14.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Directors.

3.14.4 No formal business may be transacted while Standing Orders are suspended.

3.15 Variation and amendment of Standing Orders

3.11.1 These Standing Orders shall be amended only if:

- the variation proposed does not contravene a statutory provision; and
- unless presented by the Chair or Chief Executive, a notice of motion under SO 3.7 has been given; and
- at least two thirds of the directors are present; and
- no fewer than half the total of the Trust's Non-Executive Directors vote in favour of amendment.

3.16 Record of attendance

3.16.1 The names of the Directors present at any meeting shall be recorded in the minutes and form a register of attendance.

3.17 Quorum

3.17.1 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.

3.17.2 Participation in a meeting in accordance with SO 3.2 shall constitute presence in person at the meeting.

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

3.17.4 If a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see SO 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 Trust, of any of its powers by a Committee of Directors or by an Executive Director, in each case in accordance with these Standing Orders and subject to such restrictions and conditions as the Board thinks fit.

4.2 By virtue of Section 65Z5 of the 2006 Act the Trust has the power to delegate its functions to other NHS bodies or local authorities or to exercise its functions jointly with those bodies.

4.3 By virtue of Section 65Z6 of the 2006 Act, where a function is exercisable jointly by the Trust and another body (by virtue of Section 65Z5 or otherwise) those bodies may make arrangements for the function to be exercised by a Joint Committee of theirs.

4.4 Emergency Powers

4.4.1 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 Chair after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chair shall be reported in the next formal meeting of the Board in public session, for ratification.

4.5 Delegation to a Committee

4.5.1 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 chair, membership and Terms of Reference of such a Committee shall be determined by the Board.

4.6 Delegation to Officers

4.6.1 Any functions of the Trust not expressly reserved to the Board or delegated to a Committee, Joint Committee or to an Executive Director will be delegated to the Chief Executive.

4.6.2 The Chief Executive shall determine which functions shall be performed by the Chief Executive personally and shall delegate the remainder to an Executive Director. Any function of the Trust not reserved to the Board or otherwise delegated shall be exercised by the Chief Executive.

4.6.3 The Chief Executive shall prepare a Scheme of Delegation identifying their proposals for:
(1) the delegation of and/or reservation of functions; and
(2) the allocation of responsibilities to Officers;

which shall be considered and approved by the Board.

4.6.4 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Chief Finance Officer or any other Executive Director to provide information and advise the Board in accordance with any statutory requirements, directions of NHS England, the Audit Code and/or the Constitution.

4.6.5 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 AND JOINT COMMITTEES

5.1 Appointment of Committees and Joint Committees

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

5.1.2 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 functions, but may not delegate the exercise of any of its functions 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 relevant functions on behalf of the Board.

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

- The quorum of a Committee shall be set out in the terms of reference for the relevant Committee; and
- Minutes of Committee meetings shall be made available to all members of the Board or to the Chief Executive as appropriate, except in the case of the Nomination and Remuneration Committee, where its recommendations will be circulated to the Chair, Chief Executive and Non-Executive Directors only.

5.1.4 The Board shall have the following standing Committees: an Audit Committee (to comply with paragraph 7.4.3 of the Constitution); a Nomination 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 this SO 5.

5.1.5 Committees may not delegate their powers to a sub-Committee unless authorised by the Board and the sub-Committee is comprised solely of Directors.

5.1.6 The Board may appoint Joint Committees of the Trust and other bodies pursuant to Section 65Z6 of the 2006 Act. Joint Committees will be established with terms of reference agreed by the constituting bodies. These Standing Orders shall not apply to any Joint Committee unless, and to the extent, set out in the Joint Committee's terms of reference. Minutes of Joint Committee meetings shall be presented to the next meeting of the Board.

5.2 Confidentiality

5.2.1 At all times Directors and other members of Committees and Joint Committees must:

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

save that the Trust's members of any Joint Committee may be required to comply with alternative policies on confidentiality and data protection with the agreement of the Board.

5.2.2 Nothing in this paragraph prevents the disclosure of confidential information in accordance with the Trust's Anti-Fraud, Bribery and Corruption Policy or the Trust's Freedom to Speak Up: Raising Concerns (Whistleblowing) policy.

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

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

6 DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

6.1 Declarations of Interests

6.1.1 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 Trust including any interest which falls within paragraph 9.1 of the Constitution and/or any interest which falls within the Trust's Conflicts of Interest policy. 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 declared at the earliest opportunity and in any event:

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

6.1.2 In addition, if a 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.

6.1.3 Any travelling or other expenses or allowances payable to a Director shall not be treated as a pecuniary interest.

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

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

6.2 Register of Interests

6.2.1 Any declarations of interests made shall be recorded in a register of interests kept in accordance with paragraph 10 of the Constitution. Any interest declared at a meeting shall also be recorded in the minutes of the meeting.

6.2.2 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 Trust then a charge may be made for doing so.

7 STANDARDS OF BUSINESS CONDUCT

7.1 Policy

7.1.1 Staff must comply with the guidance contained in the Trust's policy on Managing Conflicts of Interest.

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

7.2 Interests of Officers in Contracts

7.2.1 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 Trust, he/she shall, at once, give notice in writing to the Chair, Chief Executive or Secretary to the 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.

7.2.2 A Director or Officer must also declare to the Chair, Chief Executive or Secretary to the Trust any other employment or business or other relationship of theirs that conflicts, or which it might reasonably be predicted could conflict, with the interests of the Trust.

7.3 Canvassing of, and Recommendations by, Directors in relation to Appointments

7.3.1 Canvassing of Directors or members of an Appointments Committee directly or indirectly for any appointment under the 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.

7.3.2 A Director shall not canvass for any person any appointment in the 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.

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

7.4 Relatives of Directors or Officers

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

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

disclosure made.

7.4.3 Prior to acceptance of an appointment, prospective Directors should disclose to the Trust whether they are related to any other Director or employee of the Trust.

7.4.4 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

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

8.2 Sealing of Documents

8.2.1 The seal of the 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 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.

8.2.2 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).

8.3 Register of Sealing and other Deeds

8.3.1 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 Trust. Each entry shall be signed by those who attest the seal or sign the document as a deed. The fixing of the 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 Trust. A report of all sealings and signatures of documents as a deed shall be made to the Board by the Secretary to the 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 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 8.2. Other contracts and documents requiring signature, on behalf of the Trust, shall be signed by the Chief Executive or other Officer nominated by the Chief Executive.

10 DISPUTE RESOLUTION

10.1 Dispute Resolution between the Board and the Council of Governors

10.1.1 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 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 Trust Board's 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.

10.1.2 The joint meeting shall be chaired by the Chair and the agenda shall be agreed by him/her 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.

10.1.3 If either body resolves to refer the issue to mediation, the Chair and Lead Governor on behalf of the Council of Governors and the Chief Executive and the Deputy Chair 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.

10.1.4 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 Trust on the instructions of either body shall refer the dispute to the Chartered Institute for Arbitrators to be finally resolved by arbitration.

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

11 MISCELLANEOUS

11.1 Standing Orders to be given to Directors and Officers

11.1.1 It is the duty of the Chief Executive to ensure that existing Directors and Officers and all new appointees are notified of and understand their responsibilities within 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

11.1.1 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

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

11.4 Accounting Officer

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