

## WORCESTERSHIRE ACUTE HOSPITALS NHS TRUST

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### STANDING ORDERS

Approved by the  
Audit and Assurance Committee – 30 September 2017  
Trust Board – 9 November 2017

This document was completed  
by, and queries should be  
directed to:

Company Secretary

Version history			Notes
V1.0	Apr 2012	Review	
V2.0	Jan 2014	Update	
V3.0	Sept 2017	Update and rewritten to be user friendly and incorporate new legislation	Credit – North Bristol NHS Trust

September 2017

(Review Date – January 2019)

## Purpose

NHS Trusts are required by law to make Standing Orders (SOs), which regulate the way in which the proceedings and business of the Trust will be conducted.

High standards of corporate and personal conduct are essential in the NHS. These Standing Orders, together with the Standing Financial Instructions (SFIs), Schedule of Reservations of Powers (SRP) and Scheme of Delegated Authorities (SoDA) identify who in the Trust is authorised to do what.

## Key messages

- These documents provide the key rules under which the Trust is managed and governed.
- The regulations which determine the way that the Trust Board operates and the Trust is governed are spelt out in the Standing Orders.
- Financial responsibilities and authorities are described in the SFIs and SoDA

All employees of the Trust need to be aware of their responsibilities and authorities described in this document

Various legislation is relevant to the contents of the SOs and these are identified in the text. The SOs refer to the following Trust Policies:

- Policy Standards of Business Conduct, incorporating anti-bribery and corruption policy; and the recognition and treatment of conflicting interests, gifts and hospitality
- Anti Fraud and Corruption Policy

The NHS Trust Development Authority Accountability and Performance Management Framework may also be helpful.

## Who should read this policy?

- All individuals employed or engaged by the Trust who have been given resource management and decision making authorities need to have a reasonable understanding of the extended SOs.
- All should be aware that the SOs exist and what they contain.

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# Trust Standing Orders

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## Foreword to Standing Orders

NHS Trusts are required by law to make Standing Orders (SOs), which regulate the way in which the proceedings and business of the Trust will be conducted. Regulation 19 of the NHS Trusts (Membership and Procedure) Regulations, 1990 (as amended) requires the meetings and proceedings of an NHS trust to be conducted in accordance with the rules set out in the Schedule to those Regulations and with Standing Orders made under Regulation 19(2).

These Standing Orders and associated documents are extremely important. High standards of corporate and personal conduct are essential in the NHS. As the NHS is publicly funded, it is accountable to Parliament for the services it provides and for the effective and economical use of taxpayers' money. The Standing Orders, Standing Financial Instructions, procedures and the rules and instructions made under them provide a framework and support for the public service values which are essential to the work of the NHS of:

- Accountability – the ability to stand the test of Parliamentary scrutiny, public judgements on propriety and professional codes of conduct.
- Probity – an absolute standard of honesty in dealing with the assets of the Trust; integrity in decisions affecting patients, staff and suppliers, and in the use of information acquired in the course of NHS duties.
- Openness – transparency about NHS activities to promote confidence between the organisation and its staff, patients and the public.

Additional documents are:

- Standing Financial Instructions, which detail the financial responsibilities, policies and procedures to be maintained by the Trust.
- Schedule of Decisions Reserved to the Board of the Trust
- Scheme of Delegated Authorities, which sets out delegated levels of authority and responsibility

These Standing Orders set out the ground rules within which Board directors and staff must operate in conducting the business of the Trust. Observance of them is mandatory. Such observance will mean that the business of the Trust will be carried out in accordance with the law, Government policy, the Trust's statutory duties and public service values. As well as protecting the Trust's interests, they will also protect staff from any possible accusation of having acted less than properly.

All executive and Non-Executive Directors and senior staff are expected to be aware of the existence of these documents, understand when they should be referred to and, where necessary and appropriate to their role, make themselves familiar with the detailed provisions.

## Introduction

- I. The Worcestershire Acute Hospitals NHS Trust (the Trust) is a statutory body which came into existence on 1 January 2000 under The Worcestershire Acute Hospitals NHS Trust (Establishment) Order 1999 No. 3473, (the Establishment Order).
- II. The principle places of business of the Trust are:-
  - Alexandra Hospital, Woodrow Drive, Redditch, B98 7UB
  - Kidderminster Hospital, Bewdley Road, Kidderminster, DY11 6RJ
  - Worcestershire Royal Hospital, Charles Hastings Way, Worcester, WR5 1DD
- III. NHS Trusts are governed by statute, mainly the National Health Service Act 2006 and the Health and Social Care Act, 2012.
- IV. The statutory functions conferred on the Trust are set out in the NHS Act 2006 (Chapter 3 and Schedule 4) and in the Establishment Order.
- V. As a body corporate the Trust has specific powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable as well as to the Secretary of State for Health. The Trust also has a common law duty as a bailee for property held by the Trust on behalf of patients.
- VI. The (DH, revised April 2013) requires that boards draw up a schedule of decisions reserved to the Board and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior managers. The Code of Accountability makes various requirements concerning possible conflicts of interest of Board directors. The Membership and Procedure Regulations, 1990 requires the establishment of audit and remuneration committees with formally agreed terms of reference.
- VII. The Code of Practice on Openness in the NHS (NHS Executive, 1995), as revised by the Freedom of Information Act, 2000 and the Environmental Information Regulations, 2004 sets out the requirements for public access to information on the NHS.
- VIII. Through these Standing Orders, the Board exercises its powers to make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee appointed by virtue of the Standing Orders; or by an officer of the Trust, in each case subject to such restrictions and conditions as the Board thinks fit or as the Secretary of State for Health may direct.

## 1. Interpretation

- IX. The Chairman of the Trust is the final authority in the interpretation of Standing Orders on which the Chief Executive, guided by the Company Secretary, shall advise and in the case of Standing Financial Instructions be advised by the Director of Finance.
- X. The following definitions apply for this document.

Legislation definitions:

- the **2006 Act** is the National Health Service Act, 2006
- the **2012 Act** is the Health and Social Care Act, 2012

- **Membership and Procedure Regulations** are the National Health Service Trust (Membership and Procedure) Regulations 1990 (SI(1990)2024), as amended.

Other definitions:

- **Accountable Officer** is the officer responsible and accountable for funds entrusted to the Trust; and is responsible for ensuring the proper stewardship of public funds and assets. The Chief Executive, or their appointed replacement, is the Accountable Officer for this Trust.
- **Budget** is the plan, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.
- **Chairman of the Trust** is the person appointed by the Secretary of State for Health to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression “the Chairman of the Trust” shall, if the Chairman is absent from the meeting or otherwise unavailable, be deemed to include the Vice-Chairman of the Trust, or other Non-Executive Director as is appointed in accordance with Standing Order 12.
- **Chief Executive** is the chief officer of the Trust.
- **Committee** is committee appointed by the Trust Board.
- **Committee Members** are formally appointed by the Trust Board to sit on, or to chair specific committees.
- **Clinical Directors** are specialty leads reporting to and accountable to the Chief Executive, with professional oversight from the Divisional Medical Directors. They are **excluded** from the term “Director” for the purposes of this document, unless specifically stated otherwise.
- **Company Secretary** is the officer appointed to provide advice on corporate governance issues to the Board and the Chairman; and monitor the Trust’s compliance with the law, Standing Orders, and Department of Health guidance.
- **Directors** are the Non-Executive Directors and the Executive Directors
- **Director of Finance** is the Director of Finance; and is the chief finance officer of the Trust.
- **Establishment Order** is the The Worcestershire Acute Hospitals NHS Trust (Establishment) Order 1999 No. 3473.
- **Executive Director** is an officer of the Trust. Up to five will be voting members of the Trust Board, appointed in accordance with the Membership and Procedure Regulations, 1990. The remainder will not be eligible to vote on the Trust Board.
- **Funds Held on Trust** are those funds which the Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under Part 11 (eleven) of the NHS Act 2006. Such funds may or may not be charitable.
- **Motion** is a formal proposition to be discussed and voted on during the course of a Trust Board or Committee meeting.
- **NHS Improvement (NHSI)** is responsible for the oversight of NHS trusts and has delegated authority from the Secretary of State for Health for the

appointment of the Non-Executive Directors, including the Chairman of the Trust

- **Nominated Officer** is the officer charged with the responsibility for discharging specific tasks within the Standing Orders and Standing Financial Instructions.
- **Non-Executive Director** is a person appointed by the Secretary of State for Health, to help the Trust Board to deliver its functions.
- **Officer** (or **staff**) means an employee of the Trust or any other person holding a paid appointment or office with the Trust. (This includes all employees or agents of the Trust, including medical and nursing staff and consultants practising upon the Trust's premises and shall be deemed to include employees of third parties contracted to the Trust when acting on behalf of the Trust)..
- **SFIs** are the Standing Financial Instructions.
- **SOs** are the Standing Orders.
- **Standards of Business Conduct** is the Trust's "Policy Standards of Business Conduct, incorporating anti-bribery and corruption policy; and the recognition and treatment of conflicting interests, gifts and hospitality" or as amended
- **Trust** is the Worcestershire Acute Hospitals NHS Trust.
- **Trust Board** (or the **Board**) is the Chairman and Non-Executive Directors and Executive Directors
- **Vice Chairman** means the Non-Executive Director appointed by the Trust to take on the Chairman's duties if the Chairman is absent for any reason.
- **Working day** means any day, other than a Saturday, Sunday or legal holiday

- xii. Any reference to an Act of Parliament, Statutory Instrument, Direction or Code of Practice shall be construed as a reference to any modification, replacement or re-enactment for the time being in force.



## Standing Orders for the regulation of the proceedings of Worcestershire Acute Hospitals NHS Trust

### Part I – Membership

#### 1. Name and business of the Trust

- 1.1. All business shall be conducted in the name of Worcestershire Acute Hospitals NHS trust (“the Trust”).
- 1.2. All funds received in trust shall be in the name of the Trust as corporate trustee. The powers exercised by the Trust as corporate trustee, in relation to funds held on trust, shall be exercised separately and distinctly from those powers exercised as a Trust.
- 1.3. The Trust has the functions conferred on it by Schedule 4 of the 2006 Act.
- 1.4. 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 and to the Secretary of State for Health. Accountability for non-charitable funds held on trust is only to the Secretary of State for Health.
- 1.5. The Trust has resolved that certain powers and decisions may only be exercised or made by the Trust Board in formal session, which may include members participating by video or telephone. These powers and decisions are set out in the Schedule of Decisions Reserved for the Trust Board in Appendix 1 to these Standing Orders and have effect as if incorporated into the Standing Orders.

#### 2. Composition of the Trust Board

- 2.1. The voting membership of the Trust Board shall comprise the Chairman and five Non-Executive Directors, together with up to five Executive Directors. At least half of the membership of the Trust Board, excluding the Chairman, shall be independent Non-Executive Directors.
- 2.2. In addition to the Chairman, the Non-Executive Directors shall normally include:
  - 2.2.1. one appointee nominated to be the Vice-Chairman
  - 2.2.2. consider one appointee nominated to be the (shadow) Senior Independent Director.
  - 2.2.3. one or more appointees who have recent relevant financial experienceAppointees can fulfil more than one of the roles identified.
- 2.3. The Executive Directors shall include:
  - 2.3.1. Chief Executive
  - 2.3.2. Director of Finance, or equivalent
  - 2.3.3. Chief Medical Officer
  - 2.3.4. Chief Nursing Officer
  - 2.3.5. Chief Operating Officer

- 2.4. The Board may appoint additional Executive Directors, in crucial roles in the Trust, to be non-voting members of the Trust Board.

### 3. Appointment of the Chairman and directors

- 3.1. The Chairman and Non-Executive Directors of the Trust are appointed by the NHSI, on behalf of the Secretary of State for Health.
- 3.2. The Chief Executive shall be appointed by the Chairman and the Non-Executive Directors.
- 3.3. Where more than one person is appointed jointly to an Executive Director post in the Trust, those persons shall become appointed as an Executive Director, jointly. Where the post has voting rights attached, the joint appointees will have the power of one vote; and shall count for the purpose of Standing Order 2 as one person.

### 4. Vice-Chairman

- 4.1. To enable the proceedings of the Trust to be conducted in the absence of the Chairman, the Trust Board may elect one of the Non-Executive Directors to be Vice-Chairman, for a period that does not exceed the remainder of their appointed term as a Non-Executive Director of the Trust.
- 4.2. Any Non-Executive Director so elected may at any time resign from the office of Vice-Chairman by giving notice in writing to the Chairman. The appointment as Vice-Chairman will end with the termination for any reason of that Non-Executive Director's period of office as a director. On such resignation or termination the Trust Board may then appoint another Non-Executive Director as Vice-Chairman, in accordance with the provision of this Standing Order.
- 4.3. When the Chairman is unable to perform the duties required due to illness or absence for any reason, those duties will be undertaken by the Vice-Chairman.

### 5. Tenure of office

- 5.1. The regulations governing the period of tenure of office of the Chairman and Non-Executive Directors and the termination or suspension of office of the Chairman and Non-Executive Directors are contained in the Membership and Procedure Regulations and as directed by NHSI, under its delegated authority from Secretary of State for Health.

### 6. Code of Conduct and Accountability and the Trust's commitment to openness

- 6.1. All directors shall subscribe and adhere at all times to the principles contained in the Trust's Policy "Standards of Business Conduct, incorporating conflicting interests, gifts and hospitality" (the Policy Standards of Business Conduct).

## 7. Functions and roles of Chairman and directors

- 7.1. The function and role of the Chairman and members of the Trust Board is described within these Standing Orders and within those documents that are incorporated into these Standing Orders.

## Part II – Meetings

### 8. Ordinary meetings of the Trust Board

- 8.1. All ordinary meetings of the Trust Board shall be held in public and shall be conducted in accordance with relevant legislation, including the Public Bodies (Admission to Meetings) Act 1960, as amended and guidance issued by the Secretary for State for Health. Members of the public and representatives of the press shall be afforded facilities to attend.
- 8.2. Ordinary meetings of the Trust Board shall be held at regular intervals at such times and places as the Trust Board may from time to time determine. A minimum of six meetings shall be held each year.
- 8.3. The Chairman shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press; to ensure that the Trust Board's business may be conducted without interruption and disruption.
- 8.4. Without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public and representatives of the press will be required to withdraw upon the Trust Board resolving as follows: "That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to complete business without the presence of the public"
- 8.5. Nothing in these Standing Orders shall require the Trust Board to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place without the prior agreement of the Trust Board.
- 8.6. The Chairman may invite any member of staff of Worcestershire Acute Hospitals NHS Trust, any other NHS organisation, an officer of the local council(s), or any other individual acting in an advisory capacity to attend meetings. These invitees shall not count as part of the quorum or have any right to vote at the meeting.
- 8.7. An annual public meeting shall be held on or before 30<sup>th</sup> September in each year for the purpose of presenting audited accounts, annual reports and any report on the accounts.
- 8.8. The Trust Board may, by resolution, exclude the public from a part or the whole of a meeting whenever publicity would be prejudicial to public interest by reason of the confidential nature of the business to be transacted
- 8.9. The provisions of these Standing Orders relating to meetings of the Trust Board shall refer only to formal Trust Board meetings, whether ordinary or extraordinary meetings. The provisions shall not apply to seminars or workshops or other meetings attended by members of the Trust Board.

## 9. Extraordinary meetings of the Trust Board

- 9.1. The Chairman may call a meeting of the Trust Board at any time. Directors may ask the Chairman to call a meeting of the Trust Board at any time.
- 9.2. A meeting may be called forthwith, by the directors who are eligible to vote, if the Chairman refuses to call a meeting after such a request has been presented to them, signed by at least one third of the whole number of directors who are eligible to vote (including at least one executive and one Non-Executive Director); and has been presented to them at the Trust's principal place of business. The directors who are eligible to vote may also call a meeting forthwith, if, without refusing, the Chairman does not call a meeting within seven days after receipt of such request.

## 10. Notice of meetings

- 10.1. The Trust shall set dates and times of regular Trust Board meetings for the forthcoming calendar year by the end of November of each year.
- 10.2. A notice of the meeting, specifying the business proposed to be transacted, shall be posted before each meeting of the Trust Board. This notice shall be signed by the Chairman, or by a director or officer of the Trust authorised by the Chairman to sign on their behalf. The notice shall be delivered to every director, by the most effective route, including being sent by post to the usual place of residence of the director, or sent electronically to the usual e-mail address of the director. The notice shall be delivered to each director at least three working days before the meeting. Notice shall be presumed to have been served two days after posting and one day after being sent out via email.
- 10.3. Lack of service of such notice on any individual director shall not affect the validity of a meeting. However, failure to serve such a notice on at least three directors who are eligible to vote will invalidate the meeting.
- 10.4. In the case of a meeting called by directors in default of the Chairman, see Standing Order 9, the notice shall be signed by those directors and no business shall be transacted at the meeting other than that specified in the notice.
- 10.5. Where a part or the whole of a meeting is to be open to the public, official notice of the time, place and agenda of the meeting shall be announced in public. Notice will be given by one or more of: an announcement in the local press, on the Trust's internet website, displaying the notice in a conspicuous place in the Trust's hospitals or other facilities, or displaying the notice in other public places. The Trust Board may decide to limit publication to details of the items on the meeting agenda that will be considered in the part of the meeting to be held in public. A copy of the notice including the agenda may also be sent to local organisations that will have an interest in the decisions of the Trust Board. These organisations include bodies responsible for commissioning acute NHS services locally, patient and public representative groups and local councils.
- 10.6. Notice will be given at least three working days before the meeting. Failure to do so will render the meeting invalid.

## 11. The agenda

- 11.1. The Chairman may determine that certain matters will appear on every agenda for an ordinary meeting of the Trust Board; and that these will be addressed prior to any other business being conducted at the discretion of the Chairman.
- 11.2. A director may request that a matter is included on an agenda.
- 11.3. Notwithstanding Standing Order 17 a director may with the consent of the Chairman of the meeting, add to the agenda of any meetings any item of business relevant to the responsibilities of the Trust, under "Any Other Business".

## 12. Chairman of meetings

- 12.1. The Chairman shall preside at any meeting of the Trust Board, if present. In the Chairman's absence, the Vice Chairman shall preside.
- 12.2. If the Chairman and Vice-Chairman are absent, the directors present, who are eligible to vote shall choose a Non-Executive Director who shall preside. An Executive Director may not take the chair.
- 12.3. The decision of the Chairman of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and his interpretation of the Standing Orders shall be final. In this interpretation he shall be advised by the Chief Executive and the Company Secretary and in the case of Standing Financial Instructions he shall be advised by the Director of Finance.

## 13. Voting

- 13.1. It is not a requirement for decisions to be subject to a vote. The necessity of a vote shall be indicated by the agreement of at least one third of those attending and eligible to vote. The Chairman shall be responsible for deciding whether a vote is required and what form this will take.
- 13.2. Where it is necessary to take a vote to determine an issue, the decision shall be determined by a majority of the votes of the directors present and eligible to vote. If the result of the vote is equal, the Chairman of the meeting shall have a second or casting vote.
- 13.3. 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 be held, if a majority of the directors present and eligible to vote so request. Unless specifically agreed beforehand, the voting record of each individual director will not be made public, or recorded.
- 13.4. The voting record, other than by paper ballot, of any question will be recorded to show how each director present voted or did not vote, if at least one-third of the directors present and eligible to vote so request.
- 13.5. If a director so requests, his vote will be recorded by name. Such a request will not be accepted if doing so would reveal the votes of other directors that do not wish to have their vote recorded.
- 13.6. In no circumstances may an absent director vote by proxy.
- 13.7. An officer who has been appointed formally by the Trust to act up for an Executive Director during a period of incapacity, or temporarily to fill an Executive Director

vacancy, shall be entitled to exercise the voting rights of that Executive Director. An officer attending the Trust Board to represent an Executive Director during a period of incapacity or temporary absence, but without formal acting up status, may not exercise the voting rights of that Executive Director. An officer's status when attending a meeting shall be recorded in the minutes.

- 13.8. Where the office of a director who is eligible to vote is shared jointly by more than one person:
- 13.8.1. either or both of those persons may attend and take part in the meetings of the Trust Board.
  - 13.8.2. if both are present at a meeting they will cast one vote if they agree.
  - 13.8.3. in the case of disagreement no vote will be cast.
  - 13.8.4. the presence of either or both of those persons will count as the presence of one person for the purpose of establishing a quorum.
- 13.9. Where necessary, a director may be counted as present when available constantly for discussions through an audio or video link and may take part in voting on an open basis.

## 14. Quorum

- 14.1. No business shall be transacted at a meeting unless at least six of the directors who are eligible to vote (including at least three Executive Directors with voting powers and three Non-Executive Director) are present.
- 14.2. An officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.
- 14.3. A director will not count towards the quorum on a matter where he is ruled to be ineligible to participate in the discussion, or vote, due to the declaration of a conflict of interest, see Standing Order 21 and 22. If a quorum is not available for the passing of a resolution on any matter, that matter may be discussed further at the meeting, but no resolution can be made. That position shall be recorded in the minutes of the meeting. The meeting shall then proceed to the next business.

## 15. Record of attendance

- 15.1. The names of the directors and others invited by the Chairman, in accordance with Standing Order 8, present at the meeting, shall be recorded in the minutes.
- 15.2. If a director is not present for the entirety of the meeting, the minutes shall record the items that were considered whilst they were present.

## 16. Minutes

- 16.1. The minutes of the proceedings of a meeting shall be drawn up, entered in a record kept for that purpose and submitted for agreement at the next meeting.
- 16.2. There should be no discussion on the minutes, other than as regards their accuracy, unless the Chairman considers discussion appropriate.

- 16.3. Any amendment to the minutes as to their accuracy shall be agreed and recorded at the next meeting and the amended minutes shall be regarded as the formal record of the meeting.

## 17. Notice of motion

- 17.1. Subject to the provision of Standing Order 20, a director of the Trust desiring to move a motion shall give notice of this, to the Chairman, at least seven working days before the meeting. The Chairman shall insert all such notices that are properly made in the agenda for the meeting. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

## 18. Motions

- 18.1. When a motion is under discussion or immediately prior to the discussion it shall be open to a director to move:
- 18.1.1. an amendment to the motion.
  - 18.1.2. the adjournment of the discussion or the meeting.
  - 18.1.3. that the meeting proceed to the next business.
  - 18.1.4. the appointment of an ad hoc committee to deal with a specific item of business.
  - 18.1.5. that the motion be now put
  - 18.1.6. a motion resolving to exclude the public (including the press).
- 18.2. The proposer may withdraw a motion or amendment once moved and seconded with the concurrence of the seconder and the consent of the Trust Board.

## 19. Right of reply

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

## 20. Motion to rescind a decision of the Trust Board

- 20.1. Notice of a motion to rescind any decision of the Trust Board (or general substance of any decision) which has been passed within the preceding six calendar months, shall bear the signature of the director who gives it and also the signature of four other directors who are eligible to vote.
- 20.2. When the Trust Board has debated any such motion, it shall not be permissible for any director, other than the Chairman to propose a motion to the same effect within a further period of six calendar months.

## 21. Declaration of Interests and Register of Interests

### Declaration of Interests

- 21.1. In addition to the statutory requirements relating to pecuniary interests dealt with in Standing Order 22, the Trust's Policy on Standards of Business Conduct requires directors to declare interests which are relevant and material to the Trust Board. All existing directors and any senior officers who may act up into an Executive Director post should declare such interests on an annual basis, or as otherwise recommended in the Policy. Any directors and senior officers appointed subsequently should declare these interests on appointment.
- 21.2. Interests, which would be regarded as "relevant and material", are:
  - 21.2.1. directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies).
  - 21.2.2. ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
  - 21.2.3. majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.
  - 21.2.4. a position of authority in a charity or voluntary organisation in the field of health and social care.
  - 21.2.5. any connection with a voluntary or other organisation contracting for NHS services.
- 21.3. Subject to the requirements stated in Standing Order 22, the interests of directors' spouses, partners, or other family members must be disclosed where these maybe in conflict with the Trust .
- 21.4. If directors have any doubts about the relevance of an interest, this should be discussed with the Chairman. Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specifies that the potential level of influence, rather than the immediacy of the relationship is more important in assessing the relevance of an interest.
- 21.5. Annual declarations of interests should be considered by the Trust Board and retained as part of the record of the Trust Board meeting. Any changes in interests should be declared at the next Trust board meeting following the change occurring.
- 21.6. If a conflict of interest is established during the course of a Trust Board meeting, whether arising from a declared interest or otherwise, the director concerned should withdraw from the meeting and play no part in the relevant discussion or decision. The declared conflict of interest should be recorded in the minutes of the meeting. When a Director has declared an interest arising solely from a position with a charity or voluntary body under this Standing Order, the Trust Board may resolve that the director may remain in the meeting and take part in the discussion, but not vote on the relevant item. A record of this decision shall be made in the minutes.
- 21.7. Directors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report or a link provided within the report to the website. The information should be kept up to date for inclusion in succeeding annual reports.

## Register of Interests

- 21.8. The Company Secretary will ensure that a Register of Interests is established and maintained to record formally declarations of interests of directors. The Register of



Interests will include details of all directorships and other relevant and material interests which have been declared by both executive and Non-Executive Directors.

- 21.9. These details will be kept up to date by means of an annual review of the Register of Interests in which any changes to interests declared during the preceding twelve months will be incorporated.
- 21.10. The Register of Interests will be available to the public and open to inspection at the Trust's usual place of business at any time during normal business hours (between 09:00 and 17:00 on any working day).
- 21.11. With the exception of the requirement to report interests in the Annual Report (Standing Order 21.7), this Standing Order also applies in full to any committee or sub-committee or group of the Trust Board; and to any member of such committee or sub-committee or group (whether or not they are a director).

## **22. Disability of directors in proceedings on account of pecuniary interest**

- 22.1. Subject to Standing Order 21 and the provisions of this Standing Order, if a director has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust at which the contract or other matter is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- 22.2. The Secretary of State may, subject to such conditions as he may think fit to impose, remove any disability imposed by this Standing Order, in any case where it appears to them to be in the interests of the NHS that the disability should be removed.
- 22.3. The Trust Board, or any committee or sub-committee may, if it thinks fit, provide for the exclusion of a director from a meeting while any contract, proposed contract or other matter in which that person has a pecuniary interest, direct or indirect, is under consideration.
- 22.4. Any remuneration, compensation or allowances payable to a director by virtue of paragraph 233, Part 11 of the NHS Act 2006 shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- 22.5. For the purpose of this Standing Order a director shall be treated, subject to Standing Order 2 as having an indirect pecuniary interest in a contract, proposed contract or other matter, if:
  - 22.5.1. he, or a nominee of his, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or,
  - 22.5.2. he is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration;
  - 22.5.3. and in the case of persons living together as a couple, whether married or not, the interest of one person shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

- 22.6. A director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
- 22.6.1. of his membership of a company or other body, if he has no beneficial interest in any securities of that company or other body;
  - 22.6.2. of an interest in any company, body or person with which he is connected as mentioned in Standing Order 22.5 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.
- 22.7. This Standing Order shall not prohibit a director from taking part in the consideration or discussion of the contract or other matter, or from voting on any question with respect to it, if:
- 22.7.1. he has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, **and**
  - 22.7.2. the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, **and**
  - 22.7.3. the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed one-hundredth of the total issued share capital of the class.

This does not affect his duty to disclose the interest

- 22.8. This Standing Order also applies in full to any committee or sub-committee or group of the Trust Board; and to any member of such committee or sub-committee or group (whether or not they are a director).

## 23. Standards of Business Conduct

- 23.1. All staff must comply with the Trust's current adopted Policy on Standards of Business Conduct, which reflects national guidance, including HSG(93)5 'Standards of Business Conduct for NHS staff', 'Code of Conduct for NHS Managers' 2002, 'Managing Conflicts of Interests in the NHS' 2017 and the seven principles set out by the Committee on Standards in Public Life, published by the Professional Standards Authority, November 2012. The following provisions should be read in conjunction with the Trust Policy.
- 23.2. All staff shall declare any relevant and material interest, such as those described in Standing Order 21. The declaration should be made on appointment or, if the interest is acquired, or recognised subsequently, at that time to the Executive Director, clinical director, or senior manager to whom they are accountable. Such director or senior manager shall ensure that such interests are entered in a Register of Interests, kept for that purpose.
- 23.3. Officers who are involved in, have responsibility for, or are able by virtue of their role or functions to influence the placing of contracts by the Trust, may be required by the Trust to give statements from time to time, or in connection with particular contracts, confirming that they have no relevant or material interest to declare.

- 23.4. If an officer becomes aware of a potential or actual contract in which he has an interest of the nature described in Standing Orders 21 and 22 and this Standing Order, he shall immediately advise the Director of Finance formally in writing. This requirement applies whether or not the officer is likely to be involved in administering the proposed, or awarded contract to which he has an interest.
- 23.5. Gifts and hospitality shall only be accepted in accordance with the Trust's Policy Standards of Business Conduct. Officers of the Trust shall not ask for any rewards or gifts; nor shall they accept any rewards or gifts of significant value.
- 23.6. All gifts and hospitality, other than those that are of clearly minimal value (as determined in the Trust Policy on Standards of Business Conduct), should be declared in a Register of Gifts and Hospitality kept by the Company Secretary, and departmental managers for that purpose. Acceptance of gifts by way of inducements or rewards is a criminal offence under the Fraud Act, 2006 and the Bribery Act 2010.
- 23.7. In addition to Standing Orders 21 and 22 and this Standing Order, an officer must also declare to the Chief Executive any other employment, business or other relationship of his, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with interests of the Trust, unless specifically allowed under that officer's contract of employment.

## Part III – Arrangements for the exercise of functions by delegation and committees

### 24. Exercise of functions

- 24.1. Subject to Standing Order 3 and any such directions as may be given by the Secretary of State for Health, the Trust Board may delegate any of its functions to a committee or sub-committee appointed by virtue of Standing Order 25, or to a director or an officer of the Trust. In each case, these arrangements shall be subject to such restrictions and conditions as the board thinks fit.

#### Emergency powers

- 24.2. The powers which the Trust Board has retained to itself within these Standing Orders may in emergency be exercised by the Chief Executive and the Chairman acting jointly and, if possible, after having consulted with at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chairman shall be reported to the next formal meeting of the Trust Board for ratification.

#### Delegation to committees

- 24.3. The Trust Board shall agree from time to time to the delegation of specific powers to be exercised by committees or sub-committees, which it has formally constituted. The Trust Board shall approve the constitution and terms of reference of these committees and their specific powers.

#### Delegation to officers

- 24.4. Those functions of the Trust, which have not been retained as reserved by the Trust Board or delegated to a committee of the Trust Board, shall be exercised on behalf of the Trust Board by the Chief Executive. The Chief Executive shall determine which

functions he will perform personally and shall nominate officers to undertake the remaining functions for which he will still retain accountability to the Trust Board.

## **Schedule of Decisions Reserved for the Trust Board**

- 24.5. The Trust Board shall adopt a Schedule of Decisions Reserved for the Trust Board setting out the matters for which approval is required by the Trust Board. The Schedule that is current at the date of adoption of these Standing Orders is contained in Appendix 1 and shall be regarded as forming part of these Standing Orders.
- 24.6. Subject to Standing Order 44, the Trust Board shall review such Schedule at such times as it considers appropriate; and shall update such Schedule in Appendix 1 after each review.
- 24.7. The Schedule of Decisions Reserved for the Trust Board shall take precedence over any terms of reference or description of functions of any committee or sub-committee established by the Trust Board. The powers and functions of any committee or sub-committee shall be subject to and qualified by the reserved matters contained in that Schedule.

## **Scheme of Delegated Authorities**

- 24.8. The Trust Board shall adopt a Scheme of Delegated Authorities setting out details of the directors and officers of the Trust to whom responsibility has been delegated for deciding particular matters; and in a director's or officer's absence, the director or officer who may act for them. The Schedule that is current at the date of adoption of these Standing Orders is contained in the standing financial instructions.
- 24.9. Subject to Standing Order 44, the Trust Board shall review such Schedule at such times as it considers appropriate; and shall update such Schedule after each review.
- 24.10. The direct accountability, to the Trust Board, of the Director of Finance and other Executive Directors to provide information and advise the Trust Board in accordance with any statutory requirements shall not be impaired, in any way, by the delegations set out in the Scheme of Delegated Authorities.

## **25. Appointment of committees**

- 25.1. Subject to Standing Order 3 and such directions as may be given by, or on behalf of, the Secretary of State for Health, the Trust may, and if directed by them, shall appoint committees of the Trust, consisting wholly or partly of directors of the Trust or wholly of persons who are not directors of the Trust. Committees will be subject to review by the Trust Board from time to time.
- 25.2. A committee appointed under Standing Order 25 may, subject to such directions as may be given by, or on behalf of, the Secretary of State for Health or the Trust Board, appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include directors of the Trust) or wholly of persons who are not members of the committee (whether or not they include directors of the Trust).
- 25.3. The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration, to meetings of any committee or sub-committee.
- 25.4. The Trust Board shall approve the terms of reference of each such committee. Each committee shall approve the terms of reference of each sub-committee reporting to it. The terms of reference shall include details of the powers vested and conditions, including reporting back to the committee, or Trust Board. Such terms of reference

- shall have effect as if incorporated into the Standing Orders and be subject to review every two years, at least, by that committee; and adoption by the Trust Board.
- 25.5. Committees may not delegate their powers to a sub-committee unless expressly authorised by the Trust Board.
- 25.6. The Board shall approve the appointments to each of the committees and sub-committees that it has formally constituted. Where the Board determines that a committee shall include members who are neither directors nor officers, the Board shall determine the terms of such appointment. The payment of travelling and other allowances shall be in accordance with the rates as may be determined by the Secretary of State for Health, with the approval of the Treasury (see Part 11, paragraph 233 of the 2006 Act).
- 25.7. Minutes, or a representative summary of the issues considered and decisions taken, of any committee appointed under this Standing Order are to be formally recorded and submitted for inclusion onto the agenda of the next possible Trust Board meeting. Minutes, or a representative summary of the issues considered and decisions taken of any sub-committee shall be submitted for inclusion onto the agenda of the next committee meeting to which it reports.
- 25.8. The committees to be established by the Trust will consist of statutory and mandatory; and non-mandatory committees.

## **Statutory and Mandatory Committees**

### **Audit and Assurance Committee**

- 25.9. The Trust Board shall appoint a committee to undertake the role of an audit committee. This role shall include providing the Trust Board with a means of independent and objective review of the financial systems and of general control systems that ensure that the Trust achieves its objectives, the reliability of the financial information used by the Trust and of compliance with law, regulations, guidance and codes of conduct. This Committee will pay due regard to good practice guidance, including, in particular, the NHS Audit Committee Handbook.
- 25.10. The terms of reference of the Audit Committee shall have effect as if incorporated into these Standing Orders and their approval shall be recorded in the appropriate minutes of the Trust Board and may be varied from time to time by resolution of the Trust Board.

### **Remuneration and Nominations Committee**

- 25.11. The Trust Board shall appoint a committee to undertake the role of a remuneration and nominations committee. This role shall include providing advice to the Trust Board about appropriate remuneration and terms of service for the Chief Executive and other Executive Directors (Regulations 17-18, Membership and Procedure Regulations), as well as advising the Trust Board on the terms of service of other senior officers, and ensuring that the policy of the Trust Board on remuneration and terms of service is applied consistently.
- 25.12. The Committee shall advise the Trust Board on the size, structure and membership and succession plans for the Trust Board and maintain oversight of the performance of the Chief Executive and Executive Directors.

25.13. The terms of reference of the Remuneration and Nominations Committee shall have effect as if incorporated into these Standing Orders and their approval shall be recorded in the appropriate minutes of the Trust Board and may be varied from time to time by resolution of the Trust Board.

## **Charitable Funds Committee**

25.14. The Trust Board, acting as Corporate Trustee, shall appoint a Committee to be known as the Charitable Funds Committee, whose role shall be to advise the Trust on the appropriate receipt, use and security of charitable monies.

25.15. The terms of reference of the Charitable Funds Committee shall have effect as if incorporated into these Standing Orders and shall be recorded in the appropriate minutes of the Trust Board, acting as Corporate Trustee, and may be varied from time to time by resolution of the Trust Board, acting in this capacity.

## **Non mandatory committees**

25.16. The Trust Board shall appoint such additional non-mandatory committees as it considers necessary to support the business and inform the decisions of the Trust Board (Regulations 15-16, Membership and Procedure Regulations).

25.17. The terms of reference of these committees shall have effect as if incorporated into these Standing Orders. The approval of the terms of reference shall be recorded in the appropriate minutes of the Trust Board and may be varied from time to time by resolution of the Trust Board.

25.18. The membership of these committees may comprise Non-Executive Directors or Executive Directors, or a combination of these. The membership and voting rights shall be set out in the terms of reference of the committee and shall be subject to approval by the Board.

25.19. The current non-mandatory committees in place are (September 2017):

- Quality Governance Committee
- Finance and Performance Committee
- People and Culture Committee

These are subject to change at the discretion of the Trust Board. All new, or amended non-mandatory committees will have the same standing and will be subject to the same standing orders.

## **26. Proceedings in committee to be confidential**

26.1. There is no requirement for meetings of Trust Board committees and sub-committees to be held in public, or for agendas or records of these meetings to be made public. However, the records of any meetings may be required to be disclosed, should a valid request be made under the rights conferred by the Freedom of Information Act, 2000 and there is no legal justification for non-disclosure.

26.2. Committee members should normally regard matters dealt with, or brought before the committee as being subject to disclosure, unless stated otherwise by the chairman of the committee. The chairman shall determine whether specific matters should remain confidential until they are reported to the Trust Board.

- 26.3. A director of the Trust or a member of a committee shall not disclose any matter reported to the Trust Board, or otherwise dealt with by the committee if the Trust Board resolves that it is confidential.
- 26.4. Regardless of this Standing Order 26, individual directors and officers of the Trust have a right and a duty to raise with the Trust any matter of concern they may have about health service issues concerned with the delivery of care or services.

## **27. Election of chairman of committee**

- 27.1. Each committee shall appoint a chairman; and may appoint a vice-chairman from its membership. The terms of reference of the committee shall describe any specific rules regarding who the chairman should be. Meetings of the committee will not be recognised as quorate, if the chairman, or vice chairman, or other suitably qualified, nominated member of the committee is not present to undertake the role.
- 27.2. Each committee shall review the appointment of its Chairman, as part of the annual review of the committee's role and effectiveness.

## **28. Special meetings of committee**

- 28.1. The Chief Executive shall require any committee to hold a special meeting, on the request of the Chairman, or on the request, in writing of any two members of that committee.

## **Part IV – Custody of seal, sealing of documents and signature of documents**

### **29. Custody of seal**

- 29.1. The common seal of the Trust shall be kept by the Chief Executive in a secure place.

### **30. Sealing of documents**

- 30.1. The Seal of the Trust shall only be attached to documents where the sealing has first been approved by the Trust Board, or the Chairman, or the Chief Executive, or their designated acting replacement, in accordance with the Scheme of Delegated Authorities.
- 30.2. The seal shall be affixed in the presence of two Board directors including the Company Secretary. The Director should not be from the originating department.

### **31. Bearing witness to the affixing of the Seal**

- 31.1. A recommended wording for the witnessing of the use of the Seal is "The Common Seal of the Worcestershire Acute Hospitals NHS Trust was hereunto affixed in the presence of...."

## 32. Register of sealing

- 32.1. An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose. The entry shall be signed by the persons who approved and authorised the sealing of the document; and who attested the seal.
- 32.2. A report of all sealing shall be made to the Trust Board, or a committee delegated to oversee the register at periods of its discretion. The report shall contain details of the seal number, the description of the document and date of sealing.

## 33. Signature of documents

- 33.1 Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall be signed by the Chief Executive, or by any Executive Director of the Trust duly authorised for that purpose by the Board in accordance with the Scheme of Delegated Authorities, unless any enactment otherwise requires or authorises differently
- 33.2 In land transactions, the signing of certain supporting documents will be delegated to Managers and set out clearly in the Scheme of Delegation but will not include the main or principal documents effecting the transfer (e.g. sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed).

## Part V – Appointment of directors and officers of the Trust

### 34. Canvassing of, and recommendations by, directors

- 34.1. Canvassing of any director of the Trust or member of a committee of the Trust directly or indirectly for any appointment under the Trust, shall disqualify the candidate from such appointment. Where the Chairman or any such director or committee member is so canvassed they shall notify the Chief Executive in writing. The purpose of this Standing Order shall be included in any form of application or otherwise brought to the attention of candidates.
- 34.2. No director of the Trust shall solicit for any person any appointment under the Trust or recommend any person for such appointment; but this shall not preclude a director from sharing knowledge about the availability of potential candidates prior to the commencement of recruitment, nor from giving a written testimonial of a candidate's ability, experience or character for submission to the appropriate panel or committee of the Trust Board.

### 35. Relatives of directors or officers of the Trust

- 35.1. Candidates for any appointment under the Trust shall, when making application, disclose in writing to the Trust whether they are related to any director or senior officer of the Trust. Failure to disclose such a relationship is likely to disqualify a candidate and, if appointed, render them liable to instant dismissal.
- 35.2. Every director and senior officer of the Trust shall disclose to the Chief Executive any relationship between themselves and a candidate of whose candidature that director or senior officer is aware. It shall be the duty of the Chief Executive to report to the committee with responsibility for oversight of remuneration and terms of service any such disclosure made.



- 35.3. Where the relationship to the director or senior officer of the Trust is disclosed, Standing Order 21 (Interest of directors in contracts and other matters) shall apply.
- 35.4. This Standing Order applies to circumstances where a candidate or candidate's partner or spouse is an immediate family relation or dependent of the director or senior officer of the Trust, or their partner or spouse.

## Part VI – Tendering and contracting procedures

### 36. General

- 36.1. The Trust will adopt and maintain a procurement strategy. This may be developed by the Trust's procurement service supplier.
- 36.2. Every contract made by or on behalf of the Trust shall comply with the procedures and requirements of:
  - 36.2.1. these Standing Orders
  - 36.2.2. the Trust's Standing Financial Instructions
  - 36.2.3. any direction by the Trust Board
- 36.3. Wherever possible and provided it protects the Trust's position adequately, contracts made will reflect the most up to date and relevant model Standard Conditions that are provided by the Department of Health. These models may be amended to develop bespoke contracts.
- 36.4. Directives of the Council of the European Union (EU) for awarding all forms of contracts shall take precedence over all other procedural requirements and guidance and shall have effect as if incorporated in these Standing Orders. The EU Procurement Rules apply to public authorities under the, Public Contracts Regulations 2015 for England, Wales and Northern Ireland. The regulations cover fully regulated procurements and 'light touch regime'. The rules set out detailed procedures for contracts where the value equals or exceeds specific thresholds. These thresholds are exclusive of VAT and relate to the full life of the contract. The Chief Executive shall be responsible for ensuring the best value for money can be demonstrated for all services provided under contract or in-house. The Trust Board may also determine from time to time those in-house services should be market tested by competitive tendering.
- 36.5. Contract procedures shall take account of the Trust's Policy Standards of Business Conduct and the necessity to avoid any possibility of collusion or allegations of collusion between contractors and suppliers; or between contractors and suppliers and staff of the Trust.
- 36.6. The application of the provisions of this part of the Standing Orders to contracts and purchases may be varied by resolution of the Trust Board from time to time.

## 37. Delegated authority to enter into contracts

37.1. The Trust Board shall have power to accept tenders and to authorise the conclusion of contracts. It may delegate such authority subject to financial limits set in accordance with Standing Order 36.2 to:

- 37.1.1. a committee appointed under sections 24 and 25 of these Standing Orders
- 37.1.2. the Chief Executive
- 37.1.3. to the Chief Executive jointly with the Chairman
- 37.1.4. the directors or nominated officers
- 37.1.5. officers of the Trust's procurement service supplier, in accordance with that organisation's standard operating procedures.

37.2. The financial limits determining whether quotations (competitive or otherwise) or sealed bid tenders must be obtained shall be set in accordance with the procedure in the Standing Financial Instructions the current thresholds being set out in the Trust Scheme of Delegated Authorities (Appendix 3).

## 38. Competition in purchasing or disposals – procedures

38.1. The Trust Board shall from time to time adopt procedures which shall be regarded as being incorporated into these Standing Orders and which shall take account of Standing Financial Instructions, the Trust's Procurement Policy and Rules and Regulations implementing EC Directives on Public Procurement and which shall deal with:

- 38.1.1. Tender process selection
- 38.1.2. methods for inviting tenders
- 38.1.3. the manner in which tenders are to be submitted
- 38.1.4. the receipt and safe custody of tenders
- 38.1.5. the opening of tenders
- 38.1.6. evaluation
- 38.1.7. re-tendering
- 38.1.8. such other matters in connection with tendering as the Board considers appropriate

## 39. Disposals of land and buildings

39.1. Land and buildings that are owned by the Trust, or are otherwise recorded as being part of the estate of the Trust, shall be disposed of in accordance with the most recent rules and guidance issued by the Department of Health. Disposal will require the approval of the Trust Board.

## Part VII – Miscellaneous

## 40. Suspension of Standing Orders

- 40.1. Except where this would contravene any statutory provision or any direction made by the Secretary of State for Health, any one or more of the Standing Orders, except for Standing Order 40 which may not be suspended, may be suspended at any meeting, provided that at least two-thirds of the directors of the Trust are present and the majority of those present vote in favour of suspension.
- 40.2. A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 40.3. A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the directors.
- 40.4. No formal business may be transacted while Standing Orders are suspended.
- 40.5. The Audit Committee shall review every decision to suspend Standing Orders.

## 41. Variation of Standing Orders

- 41.1. These Standing Orders shall be varied only if:
  - 41.1.1. A notice of motion under Standing Order 17 has been given **and**
  - 41.1.2. no fewer than half of the appointed Non-Executive Directors vote in favour of such variation **and**
  - 41.1.3. at least two-thirds of the directors who are eligible to vote are present **and**
  - 41.1.4. the variation proposed does not contravene a statutory provision or direction made by the Secretary of State for Health.
- 41.2. Standing Order 41 (this Standing Order) may not be varied.
- 41.3. Any financial limits in these Standing Orders and the Schedule of Decisions Reserved for the Trust Board and the Scheme of Delegated Authorities may be varied by resolution of the Trust Board at any time.
- 41.4. Where financial limits are varied the Director of Finance will advise the Audit Committee, and internal and external audit.

## 42. Availability of Standing Orders

- 42.1. The Company Secretary shall make available a copy of the Standing Orders to each director of the Trust and to such other employees as the Chief Executive considers appropriate.
- 42.2. A copy of these Standing Orders will be held, with unrestricted access to all staff, on the Trust's intranet site.

## 43. Standing Financial Instructions

- 43.1. Standing Financial Instructions adopted by the Trust shall have effect as if incorporated in these Standing Orders.

## 44. Review of Standing Orders

- 44.1. Standing Orders shall be reviewed annually, or earlier, if developments within or external to the Trust indicate the need for a significant revision to the Standing Orders. The requirement to review extends to all documents having the effect as if incorporated in Standing Orders.
- 44.2. Any change will be reviewed by the Audit Committee before a recommendation is made to the Trust Board for adoption.

**ENDS**

## APPENDIX 1 - SCHEME OF RESERVATION AND DELEGATION

### 1 DECISIONS RESERVED TO THE BOARD

Standing Order 1 provides that “the Trust has resolved that certain powers and decisions may only be exercised or made by the Trust Board in formal session.” These powers and decisions are set out in this Schedule.

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
NA	THE BOARD	<p><b>General Enabling Provision</b></p> <p>The Board may determine any matter, for which it has delegated or statutory authority, it wishes in full session within its statutory powers.</p>
NA	THE BOARD	<p><b>Structure and governance of the Trust, including regulation, control and approval of Standing Orders and documents incorporated into the Standing Orders</b></p> <ol style="list-style-type: none"> <li>1. Approve, including variations to:               <ol style="list-style-type: none"> <li>1.1.1. Standing Orders for the regulation of its proceedings and business (SO40).</li> <li>1.1.2. this Schedule of matters reserved to the Trust Board (SO 24).</li> <li>1.1.3. Standing Financial Instructions (SO 44, SFI 2)</li> <li>1.1.4. Scheme of Delegated Authorities, including financial limits in delegations, from the Trust Board to officers of the Trust (SO 24, SO 40).</li> <li>1.1.5. suspension of Standing Orders (SO 39)</li> </ol> </li> <li>2. Determine the frequency and function of Trust Board meetings (SO 8), including:               <ol style="list-style-type: none"> <li>1.2.1. administration of public and private agendas of Board meetings (SO 8)</li> <li>1.2.2. calling extra-ordinary meetings of the Board (SO 9)</li> </ol> </li> <li>3. Ratify the exercise of emergency powers by the Chairman and Chief Executive (SO 24)</li> <li>4. Establish Board committees including those which the Trust is required to establish by the</li> </ol>

# Scheme of Reservation and Delegation

Approved by the Board of  
Worcestershire Acute Hospitals  
NHS Trust  
xxxx 2017

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
		<p>Secretary of State for Health or other regulation (SO 25); and:</p> <p>1.4.1. delegate functions from the Board to the committees (SO 24)</p> <p>1.4.2. delegate functions from the Board to a director or officer of the Trust (SO 24)</p> <p>1.4.3. approve the appointment of members of any committee of the Trust Board or the appointment of representatives on outside bodies (SO 25)</p> <p>1.4.4. receive reports from Board committees and take appropriate action in response to those reports (SO 25)</p> <p>1.4.5. confirm the recommendations of the committees which do not have executive decision making powers (SO 25)</p> <p>1.4.6. approve terms of reference and reporting arrangements of committees (SO 25).</p> <p>1.4.7. approve delegation of powers from Board committees to sub-committees (SO 25)</p> <p>5. Approve and adopt the organisational structures, processes and procedures to facilitate the discharge of business by the Trust; and modifications thereto.</p> <p>1.5.1. Appoint the Chief Executive (SO 3)</p> <p>1.5.2. Appoint the Executive Directors (SO 3)</p> <p>6. Require, from directors and officers, the declaration of any interests which might conflict with those of the Trust; and consider the potential impact of the declared interests (SO 21).</p> <p>7. Agree and oversee the approach to disciplining directors who are in breach of statutory requirements or the Trust's Standing Orders.</p> <p>8. Approve the disciplinary procedure for officers of the Trust.</p> <p>9. Approve arrangements for dealing with and responding to complaints.</p> <p>10. Approve arrangements relating to the discharge of the Trust's responsibilities as a corporate trustee for funds held on Trust (SO 25)</p> <p>11. Approve arrangements relating to the discharge of the Trust's responsibilities as a bailee for patients' property.</p>
NA	THE BOARD	<p><b>Appointments/ Dismissal</b></p> <p>1. Appoint the Vice Chairman of the Board.</p>

# Scheme of Reservation and Delegation

Approved by the Board of  
Worcestershire Acute Hospitals  
NHS Trust  
xxxx 2017

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
		<ol style="list-style-type: none"> <li>2. Appoint and dismiss committees (and individual members) that are directly accountable to the Board.</li> <li>3. Appoint, appraise, discipline and dismiss Executive Directors (subject to SO 2.2).</li> <li>4. Confirm or rescind appointment of members of any committee of the Trust as representatives on outside bodies.</li> <li>5. Approve proposals of the Remuneration Committee regarding directors and senior employees and those of the Chief Executive for staff not covered by national terms and conditions.</li> </ol>
NA	THE BOARD	<p><b>Strategy, Plans and Budgets</b></p> <ol style="list-style-type: none"> <li>1. Approve those Trust policies that require consideration by the Trust Board. These will be determined by the individual directors responsible for adopting and maintaining the policies.</li> <li>2. Approve the Trust's strategic direction:               <ol style="list-style-type: none"> <li>i. annual budget, strategy and business plans</li> <li>ii. definition of the strategic aims and objectives of the Trust.</li> <li>iii. clinical and service development strategy</li> <li>iv. overall, programmes of investment to guide the letting of contracts for the supply of clinical services.</li> </ol> </li> <li>3. Approve and monitor the Trust's policies and procedures for the management of governance and risk.</li> <li>4. Define the strategic aims and objectives of the Trust.</li> <li>5. Approve proposals for ensuring quality and developing clinical governance in services provided by the Trust, having regard to any guidance issued by the Secretary of State.</li> <li>6. Approve the Trust's policies and procedures for the management of risk.</li> <li>7. Approve Outline and Final Business Cases for Capital Investment.</li> <li>8. Approve budgets.</li> <li>9. Approve annually Trust's proposed organisational development proposals.</li> <li>10. Ratify proposals for acquisition, disposal or change of use of land and/or buildings.</li> <li>11. Approve PFI proposals.</li> <li>12. Approve the opening of bank accounts.</li> <li>13. Approve proposals on individual contracts (other than NHS contracts) of a capital or revenue nature amounting to, or likely to amount to over £500,000 over a 3 year period or the period of the contract if</li> </ol>

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REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
		<p>longer.</p> <p>14. Approve proposals in individual cases for the write off of losses or making of special payments above the limits of delegation to the Chief Executive and Director of Finance (for losses and special payments) previously approved by the Board.</p> <p>15. Approve individual compensation payments.</p> <p>16. Approve proposals for action on litigation against or on behalf of the Trust.</p> <p>17. Decide the need to subject services to market testing</p>
	THE BOARD	<p><b>Policy Determination</b></p> <p>Approve management policies including personnel policies incorporating the arrangements for the appointment, removal and remuneration of staff.</p>
	THE BOARD	<p><b>Audit</b></p> <ol style="list-style-type: none"> <li>1. Approve audit arrangements recommended by the Audit Committee (including arrangements for the separate audit of funds held on trust).</li> <li>2. Receive reports of the Audit Committee meetings and take appropriate action.</li> <li>3. Receive and approve the annual audit reports from the external auditor in respect of the Financial Accounts and the Quality Account.</li> <li>4. Receive the annual management letter from the external auditor and agree action on recommendations of the Audit Committee, where appropriate.</li> <li>5. Endorse the Annual Governance Statement for inclusion in the Annual Report</li> <li>6. Approve the appointment (and where necessary dismissal) of External Auditors</li> <li>7. Receive an annual report from the Internal Auditor and agree action on recommendations where appropriate of the Audit Committee.</li> </ol>
NA	THE BOARD	<p><b>Annual Reports and Accounts</b></p> <ol style="list-style-type: none"> <li>1. Receive the Trust's Annual Report and Annual Accounts.</li> <li>2. Receive the Annual Report and Accounts for funds held on trust.</li> <li>3. Receive the Trust's Quality Account</li> </ol>
NA	THE BOARD	<p><b>Monitoring</b></p> <ol style="list-style-type: none"> <li>1. Receipt of such reports as the Board sees fit from committees in respect of their exercise of powers delegated.</li> <li>2. Continuous appraisal of the affairs of the Trust by means of the provision to the Board as the Board</li> </ol>



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		<p>may require from directors, committees, and officers of the Trust as set out in management policy statements.</p> <ol style="list-style-type: none"><li data-bbox="683 422 1937 550">3. Monitor returns required by external agencies; and significant performance reviews carried out by, including, but not exclusively limited to:<ul style="list-style-type: none"><li data-bbox="728 486 1131 518">• The Care Quality Commission</li><li data-bbox="728 518 996 550">• NHS Improvement</li></ul></li><li data-bbox="683 550 1937 614">4. Receive reports from Director of Finance on financial performance against budget and Sustainability and Transformation Plan</li><li data-bbox="683 614 1937 638">5. Receive reports from Director of Finance on actual and forecast income from SLA.</li></ol>

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## 2 - DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
SO 25.9	AUDIT AND ASSURANCE COMMITTEE	<p>The Committee will review the adequacy of:-</p> <ol style="list-style-type: none"> <li>1. All risk and control related disclosure statements in particular the Head of Internal Audit opinion, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board</li> <li>2. The underlying assurance processes that indicate the degree of the achievement of corporate objectives, the effectiveness of the management of principal risks (Board Assurance Framework) and the appropriateness of the above disclosure statements.</li> <li>3. The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.</li> <li>4. The policies and procedures for all work related to fraud and corruption as set out in Secretary of State Directions and as required by the Counter Fraud and Security Management Service</li> <li>5. Internal and external audit including appointing internal auditors</li> <li>6. Approve the annual accounts, annual report and annual governance statement</li> <li>7. Approve the Charitable Funds Annual Accounts and report</li> <li>8. Review arrangements that allow staff to raise, in confidence, concerns about possible improprieties in matters of financial reporting and control, clinical quality, patient safety or other matters. The audit committee's objective should be to ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action. This should include ensuring safeguards for those who raise concerns are in place and operating effectively.</li> <li>9. Other committees to discharge their functions, in particular relating to managing risks</li> </ol>
SO 25.11	REMUNERATION AND NOMINATIONS COMMITTEE	<p>The Committee will:</p> <ol style="list-style-type: none"> <li>1. Establish and keep under review a remuneration policy in respect of executive board directors and senior managers earning over £70,000 or accountable directly to an executive director and on locally-determined pay</li> <li>2. In accordance with all relevant laws, regulations and trust policies, decide and keep under review the terms and conditions of office of the trust's executive directors and senior managers earning over £70,000 or accountable directly to an executive director and on locally-determined pay, including:</li> </ol>

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REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
		<ul style="list-style-type: none"> <li>• Salary, including any performance-related pay or bonus;</li> <li>• Annual salary increase</li> <li>• Provisions for other benefits, including pensions and cars;</li> <li>• Allowances;</li> <li>• Payable expenses;</li> <li>• Compensation payments.</li> </ul>
SO 25.14	CHARITABLE FUNDS COMMITTEE	<p>The Committee will:</p> <ol style="list-style-type: none"> <li>1. Ensure the management of the Trust's charitable funds complies with relevant legislation.</li> <li>2. Monitor all significant transactions within charitable funds.</li> <li>3. Monitor the charitable funds of the Trust to ensure that any specific conditions are met.</li> <li>4. Appoint fund managers and monitor their investment performance.</li> <li>5. Approve the annual financial accounts and annual report, prior to their submission to the Charity Commission.</li> <li>6. Ensure gifted income is used in accordance with Standing Financial Instructions and the purpose stated by the donor.</li> <li>7. Review the internal control arrangements within the Trust, in relation to donated funds held, in conjunction with Internal Audit, External Audit and individual staff.</li> <li>8. Appoint Auditors to audit the Charitable Funds Accounts</li> </ol>
SO 25.19	QUALITY GOVERNANCE COMMITTEE	<p>The Committee will:</p> <ol style="list-style-type: none"> <li>1. Enable the Board to obtain assurance that the quality of care within the Trust is of the highest possible standard.</li> <li>2. Ensure that there are appropriate clinical governance systems and processes and controls are in place throughout the Trust in order to:               <ul style="list-style-type: none"> <li>○ Promote safety and excellence in patient care</li> <li>○ Identify, prioritise and manage risk arising from clinical care</li> <li>○ Ensure the effective and efficient use of resources through evidence based clinical practice</li> </ul> </li> </ol>

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REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
		3. Approve the Quality Account
SO 25.19	FINANCE AND PERFORMANCE COMMITTEE	The Committee will: <ol style="list-style-type: none"> <li>1. Give the Board assurance on the management of the financial and corporate performance of the Trust</li> <li>2. Monitor and support the financial planning and budget setting process.</li> <li>3. Review and approve when within delegated financial limits business cases with a significant financial impact</li> <li>4. Oversee developments in financial systems and reporting</li> </ol>
SO 25.19	PEOPLE AND CULTURE COMMITTEE	The Committee will <ol style="list-style-type: none"> <li>1. Ensure that the Trust attracts and retains a high performing workforce capable of delivering the Trust strategic objectives</li> </ol>