

The ROYAL MARSDEN
NHS Foundation Trust

Board of Directors Standing Orders

March 2026

PRIVATE AND CONFIDENTIAL



NHS

Summary

NHS Foundation Trusts are required to adopt Standing Orders (SOs) for the regulation of their proceedings and business. 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). The Codes of Conduct and Accountability require Boards to adopt schedules of reservation of powers and delegation of powers.

As a public benefit corporation, the Trust has specific powers to take any action which appears to be necessary or desirable for the purposes of, or in connection with, its functions. It has the power to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable. The Trust also has a common law duty as a bailee for patients' property held by the Trust on behalf of patients.

The documents, together with Standing Financial Instructions (SFIs), provide a comprehensive regulatory and business framework for the conduct of the Trust. They fulfil the dual role of protecting the Trust's interests and protecting staff from any possible accusation that they have acted less than properly.

These SOs are for the regulation of the Trust Board's proceedings and business. All Directors and members of staff should be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions.

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1. Introduction

1.1 Purpose

1.1.1 The purpose of the Board SOs is to ensure that the highest standard of governance and conduct are achieved in the Board and throughout the Trust.

1.2 Statutory Framework

1.2.1 The NHS is governed by a regulatory framework that confers the functions of the Trust and comprises: Acts of Parliament and in particular the National Health Service Act 2006 (as amended by the Health and Social Care Act 2012); their constitutions and the provider licence, granted by the regulator.

1.2.2 The Royal Marsden NHS Foundation Trust is a public benefit corporation which was established on 1st July 2004 under the Health & Social Care (Community Health & Standards) Act 2003 (subsequently consolidated into Chapter 5 of the National Health Service Act 2006).

1.2.3 NHS Foundation Trusts are governed by a range of statutes, including the National Health Service Act 2006 (as amended by the Health and Social Care Act 2012) and other relevant legislation.

1.2.4 No Statutory Instrument is required to establish an NHS Foundation Trust. Under section 7(1) of the Health and Social Care (Community Health and Standings) Act 2003, when the Regulator gives an Authorisation to an NHS Trust, then that body ceases to be an NHS Trust and becomes an NHS Foundation Trust. The Establishment Order of Royal Marsden NHS Trust was also revoked when the Authorisation was issued, by virtue of section 7(2) of the 2003 Act.

1.2.5 The statutory functions conferred on the Trust are set out in the NHS & CC Act 1990 (Schedule 2), Chapter 5 of the National Health Service Act 2006, Health Act 2009, in the Trust's Constitution and the regulatory framework overseen by NHS England.

1.2.6 The Membership and Procedure Regulations 1990 (SI (1990) 2024) requires the Trust to adopt SOs for the regulation of its proceedings and business.

1.2.7 Board Members will also be asked to confirm that they remain a fit and proper person in accordance with Regulation 5 of the new Health and Social Care Act 2008 (Regulated Activities) Regulations 2014.

1.3 NHS Framework

1.3.1 In addition to the statutory requirements the Secretary of State through the Department of Health issues further requirements and guidance. These are normally issued via circular or letter.

1.3.2 The Corporate Governance Code for NHS Provider Trusts requires that, inter alia, 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 executives (a Scheme of Delegation). The code also requires the establishment of Audit and Remuneration Committees with formally agreed Terms of Reference. The Code of Conduct also outlines requirements concerning possible conflicts of interest of Board Directors.

1.3.3 The Code of Practice on Openness in the NHS and the Freedom of Information Act 2000 sets out the requirements for public access to information about the NHS.

1.4 NHS Constitution

1.4.1 The NHS Constitution sets out the rights and responsibilities of patients and staff. The Health Act 2009 places a duty on all providers of NHS services to have regard to the NHS Constitution in performing its NHS functions.

2. Interpretation

As permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of SOs (on which he/she shall be advised by the Chief Executive and/or Director of Workforce).

Any expression to which a meaning is given in the Health Service Acts or in the Regulations or Orders made under the Acts shall have the same meaning in this interpretation and in addition:

ACCOUNTABLE OFFICER	shall be the Officer responsible and accountable for funds entrusted to the Trust. He/She shall be responsible for ensuring the proper stewardship of public funds and assets. For The Royal Marsden, this shall be the Chief Executive.
AUTHORISATION	shall mean the approval given to the Trust by NHS England (as the regulator of NHS Foundation Trusts) to operate as a Foundation Trust.
BOARD OF DIRECTORS	shall mean the Chair and Non-Executive Directors, appointed by the Council of Governors, and the Executive Directors appointed by the remuneration committee of the Trust, as constituted in accordance with the Constitution.
BUDGET	shall mean a resource, 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.
CHAIR	is the person appointed by the Council of Governors to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The Chair also presides at the meetings of the Council of Governors. The expression “the Chair of the Trust” shall be deemed to include the Non-Executive Director appointed as the Vice-Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable.
CHIEF EXECUTIVE	shall mean the chief officer of the Trust who is to be appointed (and removed) by the Non-Executive Directors, and whose appointment is subject to the approval of a majority of the Members of the Council of Governors present and voting at a General Meeting.
COMMITTEE OF THE BOARD	shall mean a committee appointed by the Trust Board, with specific Terms of Reference, Chair and membership approved by the Board.
COMMITTEE OF THE COUNCIL	shall mean a committee appointed by the Council of Governors, with specific Terms of Reference, Chair and membership approved by the Council.

COMMITTEE MEMBERS	shall be persons formally appointed by the Trust to sit on or to Chair specific committees.
CONSTITUTION	shall mean the document which sets out the governance arrangements for the Council of Governors and the Board of Directors of the Trust, as approved in accordance with the National Health Service Act 2006 and overseen by NHS England.
COUNCIL OF GOVERNORS	shall mean the persons, elected and appointed, to fulfil the functions as laid out in the Constitution.
DIRECTOR	shall mean a person appointed to the Board of Directors in terms of the Constitution.
GOVERNOR	means a person elected or appointed to the Council of Governors in terms of the Constitution.
MEMBERS	means any member of staff, public or patient who has signed to become a member of the Foundation Trust.
MEMBERSHIP AND PROCEDURE REGULATIONS	shall mean the National Health Service Trust (Membership and Procedure) Regulations 1990 (SI(1990) 2024).
NHSE	means NHS England, the body responsible for the oversight and regulation of NHS Foundation Trusts.
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 Sos.
OFFICER	means an employee of the Trust.
COMPANY SECRETARY	means the Company Secretary or other person appointed to perform the duties of a Company Secretary.
SFIs	means Standing Financial Instructions.
SOs	means Standing Orders.
TRUST	Means The Royal Marsden NHS Foundation Trust.
SENIOR INDEPENDENT DIRECTOR	means the Non-Executive Director appointed by the Board to take on the Chair's duties if the Chair is absent for any reason.

3. The Trust

- 3.1 All business shall be conducted in the name of the Trust.
- 3.2 The powers of the Trust shall be exercised by the Board of Directors.

3.3 The Trust has resolved that certain powers and decisions may only be exercised or made by the Board in formal session. These powers and decisions are set out in "Reservation of Powers to the Board" and have effect as if incorporated into the Standing Orders.

3.4 The Council of Governors has certain powers conferred on it in accordance with the Constitution.

3.5 Composition of the Board - In accordance with the Constitution, the Trust is to have a Board of Directors, which shall comprise both executive and non-executive directors.

The Board of Directors is to comprise:

- a non-executive Chair;
- up to seven other Non-Executive Directors;
- the Chief Executive of the Institute of Cancer Research (ICR) as an ex-officio member;
- the following Executive Directors:
 - a Chief Executive (and Accounting Officer);
 - a Deputy Chief Executive (if one has been appointed);
 - a Chief Finance Officer;
 - a Chief Medical Officer (who shall be a registered medical practitioner);
 - a Chief Nurse (who shall be a registered nurse or midwife);
 - a Chief Operating Officer;
 - such other Directors as shall be determined from time to time;

In the event that the number of Non-Executive Directors (including the Chair) is equal to the number of Executive Directors, the Chair (and in his/her absence the Senior Independent Director) shall have the casting vote at meetings of the Board of Directors.

3.6 Appointment of the Chair and Directors - The Chair and Non-Executive Directors are appointed (and removed) by the Council of Governors.

The Chief Executive is appointed (and removed) by the Non-Executive Directors, subject to the approval of a majority of members of the Council of Governors present.

The Executive Directors are appointed (and removed) by a committee consisting of the Chair, the Chief Executive and Non-Executive Directors.

3.7 Nominations Committee - The Trust shall appoint a Nominations Committee whose Members shall comprise the Chair and selected Governors, to advise the Council of Governors on the appointment of Non-Executive Directors. The Nominations Committee may be advised by the Chief Executive, Non-Executive or Executive Directors and external advisors when appropriate.

3.8 Terms of Office of the Chair and Directors - The Chair and Non-Executive Directors are to be appointed for a period of office in accordance with the terms of the Constitution.

3.8.1 The Chair and the Non-Executive Directors:

- Shall serve terms of office of no longer than 3 years and shall be eligible for re-appointment at the end of the three years.
- Should not remain in post beyond nine years from the date of their first appointment to the board of directors and any decision to extend a term beyond six years should be subject to rigorous review. To facilitate effective succession planning and the development of a diverse board, this period of nine years can be extended for a limited time, particularly where on appointment a chair was an existing non-executive director. The need for all extensions should be clearly explained and should be

agreed with NHS England. Non-Executive Director becoming chair after a three-year term as a Non-Executive Director would not trigger a review after three years in post as chair.

- Should be subject to a review regarding their independence having served for a period of six years;

3.8.2 The Chief Executive and Executive Directors will normally hold non time limited contracts of employment.

3.9 Appointment of Senior Independent Director - The Board of Directors shall nominate one of the Non- Executive Directors to be a Senior Independent Director of the Board. If the Chair is unable to discharge his/her office as Chair of the Trust, the Senior Independent Director of the Board of Directors shall be the acting Chair of the Trust.

3.10 Powers of Senior Independent Director - Where the Chair of the Trust has died or has otherwise ceased to hold office or where he/she has been unable to perform his/her duties as Chair owing to illness, absence from the country or any other cause, references to the Chair in the Schedule to these Regulations shall, so long as there is no Chair able to perform his/her duties, be taken to include references to the Senior Independent Director.

3.11 Resignation - The appointed Senior Independent Director may at any time resign from the office by giving notice in writing to the Chair and the Directors of the Trust may thereupon appoint another Non-Executive Director as Senior Independent Director

3.12 Joint Directors - Where more than one person is appointed jointly to a post in the Trust which qualifies the holder for Executive Directorship or in relation to which an Executive Director is to be appointed, those persons shall become appointed as an Executive Director jointly and shall count as one person.

3.13 Relationship between the Board of Directors and the Council of Governors - It is the responsibility of the Board of Directors to manage the strategic business of the Trust (in accordance with the Constitution). The powers of the Council of Governors are detailed in the Constitution. The Governors will also represent the views of the Members of their constituency and ensure the needs of the local health community are taken into account when advising on the Trust's strategic direction.

3.14 Conflict Resolution -

In the event of a dispute between the Council of Governors and the Board of Directors:

- In the first instance, the Chair, on the advice of the Company Secretary and other such advice as the Chair may see fit to obtain, shall seek to resolve the dispute;
- If the Chair is unable to resolve the dispute, he shall convene and chair a special committee, comprising equal numbers of Directors and Governors, for the express purpose of considering the circumstances and to making recommendations to the Council of Governors and the Board of Directors with a view to resolving the dispute;
- In the case of the special committee passing a motion, the Chair shall have the casting vote in the event that the number of votes for and against the motion are equal;
- If the recommendations (if any) of the special committee are unsuccessful in resolving the dispute, the Chair may refer the dispute back to the Board of Directors who shall make the final decision;
- The dispute resolution procedures set out do not preclude the Governors from referring the matter to the panel of persons appointed by NHSE as set out in

paragraph 22 of the constitution. In these circumstances, the dispute must relate to a question about the Trust failing or its failure to act in accordance with provision made by or under Chapter 5 of the 2006 Act and must otherwise satisfy the conditions set out in paragraph 22 of the Constitution.

4. Meeting of the Board of Directors

- 4.1. Admission of the Public and the Press - The public and representatives of the press shall be afforded facilities to attend public meetings of the Board but shall be required to withdraw:
 - 4.1.1 upon the Board resolving as follows:

“A body may, by resolution, exclude the public from a meeting (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest 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 of the proceedings; and where such a resolution is passed, this Act shall not require the meeting to be open to the public during proceedings to which the resolution applies”. (*Section 1(2) Public Bodies (Admission to Meetings) Act 1960*).
 - 4.1.2 The Chair may exclude any member of the public from a meeting of the Board if they are interfering with or preventing the proper conduct of the meeting.
- 4.2 The Chair or Senior Independent Director shall give such directions as he/she thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Board's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the 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" (*Section 1(8) Public Bodies (Admission to Meetings) Act 1960*).
- 4.3 Nothing in these SOs shall require the Board to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than in writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Board.
- 4.4 Calling Meetings - Ordinary meetings of the Board shall be held at such times and places as the Board may determine.
 - 4.4.1 Meetings of the board shall be deemed closed for ‘special reasons’ in accordance with the Health and Social Care Act 2012 unless declared open to members of the public.
 - 4.4.2 The Board may agree that its members can participate in its public meetings by telephone, or video link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
- 4.5 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, 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 Directors may forthwith call a meeting.

- 4.6 Notice of Meetings - 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, via email so as to be available to him/her at least three clear days before the meeting.
- 4.7 Lack of service of the notice on any Director shall not affect the validity of a meeting.
- 4.8 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.
- 4.9 Agendas and supporting papers will be sent to members no later than three clear days before the meeting. Failure to serve such a notice on more than three members will invalidate the meeting. A notice shall be presumed to have been served one day after posting and may be issued electronically. Agendas and supporting papers will also be made available to members electronically.
- 4.10 Before each public meeting of the Board a public notice of the time and place of the meeting, shall be displayed on the Trust's website at least three clear days before the meeting. In accordance with the Health and Social Care Act 2012 (paragraph 152(4)); before holding a public meeting, a copy of the agenda will be sent to the Council of Governors, and approved Board minutes will be available to Governors.
- 4.11 Chair of Meeting - At any meeting of the Board, the Chair, if present, shall preside. If the Chair is absent from the meeting the Vice-Chair, if there is one and he/she is present, shall preside. If the Chair and Vice-Chair are absent such Non-Executive Director as the Directors present shall choose shall preside.
- 4.12 Declaration of Interests - At the start of a meeting of the Board of Directors, Directors shall declare any pecuniary, personal, family, financial or non-financial, interest whether that interest is direct or indirect, in any proposed contract or other matter that is under consideration or is to be considered by the Board. A family interest will include those of a Director's spouse or partner. Any Directors appointed subsequently shall declare such interests on appointment.
- 4.13 If the Chair is absent from a meeting temporarily on the grounds of a declared conflict of interest the Vice-Chair, if present, shall preside. If the Chair and Vice-Chair are absent, or are disqualified from participating, such Non-Executive Director as the Directors present shall choose shall preside.
- 4.14 Annual General (Members') Meeting - The Chair will publicise and hold an Annual Members' Meeting in accordance with the terms of the Constitution. The meeting will be held within 9 months of the end of each financial year, at which the registers and documents referred to in paragraph 40 of the constitution.
- 4.15 Notices of Motion - A Director of the Trust desiring to move or amend a motion at meetings shall send a written notice thereof at least ten clear days before the Board meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the Board meeting, without notice on any business mentioned on the agenda.
- 4.16 Withdrawal of Motion or Amendments - A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.
- 4.17 Motion to Rescind a Resolution at Board meetings - 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(s) who gives it and also the signature of four other Directors. When any such motion has been disposed of by the Trust, 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.

- 4.18 Motions - The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 4.19 When a motion is under discussion or immediately prior to discussion at Board meetings, 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 proceeds to the next business. (*)
 - The appointment of an ad hoc committee to deal with a specific item of business.
 - That the motion be now put. (*)

** In the case of sub-paragraphs denoted by (*) above to ensure objectivity motions may only be put by a director who has not previously taken part in the debate.*

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.

- 4.20 Chair's Ruling - Statements of Directors made at meetings of the Board shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevance, regularity and any other matters shall be observed at the meeting.
- 4.21 Voting - Decisions at Board meetings shall be determined by a majority of the votes of the Directors present and voting. In the case of the number of votes for and against a motion being equal, the Chair of the meeting shall have a second or casting vote.
- 4.22 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Directors present so request.
- 4.23 If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained.
- 4.24 If a Director so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- 4.25 In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.
- 4.26 An officer who has been appointed formally by the Board 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 the Executive Director. 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 Board meeting shall be recorded in the minutes.
- 4.27 Minutes - The Minutes of the proceedings of a Board meeting shall be drawn up and maintained as a permanent record. They will be submitted for agreement at the next ensuing meeting where they will be signed by the Chair.

- 4.28 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 Board meeting.
- 4.29 Minutes shall be circulated in accordance with Directors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public as required by the Code of Practice on Openness in the NHS.
- 4.30 Joint Directors - Where the office of a member of the Board is shared jointly by more than one person:
- a) each person may attend or take part in meetings of the Board
 - b) each of those persons shall be eligible to cast one vote if they agree
 - c) in the case of disagreements, no vote should be cast
 - d) the presence of those persons shall count as the presence of one person for the purposes of paragraph 4.37 (Quorum).
- 4.31 Suspension of Standing Orders - Except where this would contravene any statutory provision or any direction made by the Secretary of State (applicable to Foundation Trusts) or as required or authorised by NHS England, any one or more of the SOs may be suspended at any meeting, provided that at least two-thirds of the Board are present, including one Executive Director and one Non-Executive Director, and that a majority of those present vote in favour of suspension.
- 4.32 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Directors.
- 4.33 No formal business may be transacted while SOs are suspended.
- 4.34 The Audit and Finance Committee shall review every decision to suspend Standing Orders.
- 4.35 Variation and Amendment of Standing Orders - These Standing Orders shall be amended only if:
- A notice of motion under Standing Order 4.16 has been given; and
 - No fewer than half the total of the Trust's Non-Executive Directors vote in favour of amendment; and
 - At least two-thirds of the Directors are present; and
 - The variation proposed does not contravene a statutory provision or direction made by the Secretary of State.
- 4.36 Record of Attendance - The names of the Directors present at the Board meeting shall be recorded in the minutes.
- 4.37 Quorum - No business shall be transacted at a meeting of the Trust unless at least one-third of the whole number of the Chair and Directors appointed (including at least one Executive Director and one Non-Executive Director) are present.
- 4.38 An officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.
- 4.39 If a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (section 7 and 8) 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.

- 4.40 Frequency - The Trust shall hold meetings of the Board of Directors at least six times in each calendar year.
- 4.41 Petitions – Where a petition has been received by the Trust, the Chair shall include the petition as an item for the agenda for the next meeting.

5. Arrangements for the exercise of functions by delegation

- 5.1 The Board may make arrangements for the exercise, on behalf of the Trust, of any of its functions by committee or sub-committee, appointed by virtue of SO 5.3 or 5.4 below or by a Director or an officer of the Trust in each case subject to such restrictions and conditions as the Board thinks fit.
- 5.2 Emergency Powers - The powers which the Board has retained to itself within these SOs (may in 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 to the next formal meeting of the Board for ratification.
- 5.3 Delegation to Committees - The Board shall agree from time to time to the delegation of executive powers to be exercised by committees or sub-committees, which it has formally constituted. The Constitution and Terms of Reference of these committees, or sub-committees, and their specific executive powers shall be approved by the Board.
- 5.4 Delegation to Officers - Those functions of the Trust which have not been retained as reserved by the Board or delegated to an Executive Committee or Sub-Committee shall be exercised on behalf of the Board by the Chief Executive. The Chief Executive shall determine which functions he/she will perform personally and shall nominate officers to undertake the remaining functions for which he/she will still retain accountability to the Board.
- 5.5 The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals which shall be considered and approved by the Board, subject to any amendments agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board as indicated above.
- 5.6 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of any Executive Director to provide information and advise the Board in accordance with any statutory requirements.
- 5.7 The arrangements made by the Board as set out in the "Scheme of Delegation" shall have effect as if incorporated in these Standing Orders.

6. Committees

- 6.1 Appointment of Committees - The Trust may 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.
- 6.2 A Committee appointed may 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 Trust Committee (whether or not they include Directors of the Trust).

- 6.3 The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration to meetings of any Committees or Sub-Committee established by the Trust. There is no requirement for committees established under SO 5.1 and SO 5.2 above or sub-committees, to hold meetings in public.
- 6.4 Each such Committee or Sub-Committee shall have such Terms of Reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board shall decide. Such Terms of Reference shall have effect as if incorporated into the Standing Orders.
- 6.5 Committees may not delegate their Executive powers to a Sub-Committee unless expressly authorised by the Board.
- 6.6 The Board shall approve the appointments to each of the committees which it has formally constituted. Where the Board determines that persons, who are neither Directors nor officers, shall be appointed to a committee, the terms of such appointment shall be determined by the Board.
- 6.7 Where the Trust is required to appoint persons to a committee and/or to undertake statutory functions as required by NHS England, and where such appointments are to operate independently of the Trust such appointment shall be made in accordance with the regulations laid down by NHS England and approved by the Board.
- 6.8 Confidentiality - A member of the Board or a Committee of the Board shall not disclose a matter dealt with by, or brought before, the Committee without its permission until the committee shall have reported to the Board or shall otherwise have concluded on that matter.
- 6.9 A Director of the Trust or a member of a Committee shall not disclose any matter reported to the Board or otherwise dealt with by the Committee, notwithstanding that the matter has been reported or action has been concluded, if the Board or Committee shall resolve that it is confidential.

7. Declaration of Interests

Pursuant to Section 20 of the Schedule 7 of the National Health Service Act 2006 and guidance on Managing Conflicts of Interest in the NHS issued by NHS England in June 2017, a register of Director's interests must be kept by each NHS Foundation Trust.

- 7.1 All Executive and Non-Executive Directors should declare financial, non-financial relevant and material interests in accordance with the Trust's Business Conduct Policy. Any Directors or Governors appointed or elected subsequently should do so on appointment or election, as soon as an interest arises no later than 28 days of the interest arising, on joining the Trust and on an annual basis to the Company Secretary.

Directors must also declare details of any significant transactions which their close families or entities controlled by any of these, have undertaken with the Trust or anyone associated with the Trust, such as management contracting, NHS mergers or acquisitions, and operating in competition with the Trust. The Trust is required to disclose in its annual report details of such transactions. Board members, Governors and the Leadership Team should notify the Company Secretary within 28 days of any changes to the declarations of interest.

- 7.2 Interests regarded as "relevant and material", financial and non-financial and which should be included in the register are: -

- a) Any Directorship of a company, or any position of authority held in another NHS organisation or commercial, charity, voluntary or professional, statutory or other body which could be seen to influence decisions you take in your NHS role.
 - b) Any interest, including shareholdings and other ownership interests held by a Director or Governor in any publicly listed, private, not-for-profit company, business, partnership or consultancy which, in connection with the matter, is trading with the Trust, or is likely to be considered as a potential trading partner with the Trust.
 - c) Any interest in an organisation providing health and social care services to the National Health Service.
 - d) A position of Authority in a charity or voluntary organisation in the field of health or social care.
 - e) Any affiliation to a special interest group campaigning on health or social care issues.
 - f) To the extent not covered above, any connection with an organisation, entity or Company considering entering into or having entered into financial arrangement with the Trust, including but not limited to, lenders or banks.
 - g) Any gifts valued over £50 accepted on behalf of an organisation, not in a personal capacity.
 - h) Any hospitality of a value between £25 and £75. Hospitality of a value of more than £75 should be refused unless (in exceptional circumstances) senior approval is given. A clear reason should be recorded on the Trust's register of interests as to why it was permissible to accept.
 - i) Any patents and other intellectual property rights held where applications to protect have started or are on-going which are, or might be reasonably expected to be, related to items to be procured by the Trust.
- 7.3 If Directors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair.
- 7.4 At the time Directors' interests are declared they should be recorded in the Board minutes. Any changes in interests should be officially declared at the next Board meeting. It is the obligation of the Director to inform the Secretary in writing within seven days of becoming aware of the existence of a relevant or material interest. The Secretary will amend the Register upon receipt within three working days.
- 7.5 Directors' Directorships of companies in 6.2(a) or in companies likely or possibly seeking to do business with the NHS (6.2(b)) should be published in the Board's Annual Report. The information should be kept up to date for inclusion in succeeding Annual Reports.
- 7.6 During the course of a Board meeting, if a conflict of interest is established, the Director concerned should withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt, this includes voting on such an issue where a conflict is established. If there is a dispute as to whether a conflict of interest does exist, a majority will resolve the issue with the Chair having the casting vote.

- 7.7 Registers of Interests - The Chief Executive and the Company Secretary will ensure that a Register of Interests is established to record formally declarations of interests of Directors. In particular, the Registers will include details of all Directorships and other relevant and material interests which have been declared by Executive and Non-Executive Directors.
- 7.8 The details of Directors' interests recorded in the Register will be kept up to date by means of an annual review of the Registers in which any changes to interests declared within the preceding twelve months will be incorporated by the Company Secretary.
- 7.9 Subject to contrary regulations being passed, the Registers will be published on the Trust's website. The Chair will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.
- 7.10 Board Members will also be asked to confirm that they remain a fit and proper person in accordance with Regulation 5 of the new Health and Social Care Act 2008 (Regulated Activities) Regulations 2014. The declaration will be made each year in conjunction with the declarations of interest.

8. Disability of Directors in proceedings on Account of pecuniary interest

The entire text of this section is based on the Membership and Procedure regulations.

- 8.1 Subject to the following provisions of this SO, if the Chair or a Director of the Trust 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/she 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.
- 8.2 NHS England may, subject to such conditions as he may think fit to impose, remove any disability imposed by this SO in any case in which it appears to him in the interests of the NHS that the disability shall be removed.
- 8.3 The Trust may exclude a Director from a meeting of the Trust while any contract, proposed contract or other matter in which he/she has a pecuniary interest, is under consideration.
- 8.4 Any remuneration, compensation or allowances payable to a Director by virtue of such appointment or employment shall not be treated as a pecuniary interest for the purpose of this SO.
- 8.5 For the purpose of this SO the Chair or a Director shall be treated as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:
- (a) he/she, or a nominee of his/hers, 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
 - (b) he/she 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; and in the case of married persons living together the interest of one spouse shall, if known to the other, be deemed for the purposes of this SO to be also an interest of the other.

- 8.6 A Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
- (a) of his membership of a company or other body, if he/she has no beneficial interest in any securities of that company or other body;
 - (b) of an interest in any company, body or person with which he/she is connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director or a Governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter.
- 8.7 Where the Chair or a Director:
- a) 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
 - b) 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
 - c) if 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 that class, this SO shall not prohibit him/her from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it without prejudice however to his/her duty to disclose his/her interest.
- 8.8 This SO applies to a Committee or Sub-Committee of the Board as it applies to the Board and applies to any member of any such Committee or Sub-Committee (whether or not he/she is also a Director of the Trust) as it applies to a Director of the Trust.
- 8.9 Whilst this SO is aimed at the Board of Directors, because it exercises the powers of the Trust, it applies equally to Governors in circumstances in which Governors are in any way considering a contract with the Trust.

9. Standards of Business Conduct

- 9.1 Policy - Staff must comply with the national guidance contained in HSG (93)5 'Standards of Business Conduct for NHS staff'. The following provisions should be read in conjunction with this document and the Trust's SFI's and the Trust's Business Conduct Policy.
- 9.2 Interest of Officers in Contracts - If it comes to the knowledge of a Director, or an officer of the Trust 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 Chief Executive of the fact that he/she is interested therein as well as notify the Company Secretary of the interest as soon as possible and in any case within 28 days of the interest arising. In the case of 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.
- 9.3 An officer must also declare to the Chief Executive and the Company Secretary as soon as possible and in any case within 28 days of it arising any other employment or business or other relationship of his/hers, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust. The Trust requires interests, employment or relationships so declared by staff to be entered in a

register of interests of staff established and maintained by the Company Secretary, and in the case of Directors, made publicly available on the Trust website.

- 9.4 Canvassing of, and Recommendations by, Directors in Relation to Contractor / Business Supplier Appointments - Canvassing of Directors of the Trust, or Members of any committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the contractor / business supplier for such appointment. The contents of this paragraph of the SO shall be included in application forms or otherwise brought to the attention of candidates.
- 9.5 A Director shall not solicit for any person any appointment under the Trust or recommend any contractor / business supplier for such appointment: but this paragraph of this SO shall not preclude a Director from giving written testimonial of a contractor's ability, experience or character for submission to the Trust's procurement department.
- 9.6 Informal discussions outside appointment panels or Committees, whether solicited or unsolicited, should be declared to the panel or Committee who is considering relevant candidates in the tender procedure.
- 9.7 Relatives of Directors or Officers - Candidates for any staff appointment shall, when making application, disclose in writing whether they are related to any Director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him/her liable to instant dismissal.
- 9.8 The Directors and every officer of the Trust shall disclose to the Chief Executive any relationship with a candidate of whose candidature that Director or officer is aware. It shall be the duty of the Chief Executive to report to the Trust any such disclosure made.
- 9.9 On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Company Secretary whether they are related to any other Director or holder of any office under the Trust.
- 9.10 Where the relationship of an officer or another Director to a Director is disclosed, the Standing Order headed 'Disability of Directors in proceedings on account of pecuniary interest' (SO 8) shall apply.

10. Custody of Seal and Sealing Documents

- 10.1 Custody of Seal - The Common Seal of the Trust shall be kept by the Company Secretary on behalf of the Chief Executive in a secure place.
- 10.2 Sealing of Documents - The Seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by the Chief Executive (or nominated deputy) and the Chief Financial Officer (or nominated deputy). The affixing of the Seal shall be attested and signed the Chief Executive (or nominated deputy) and the Chief Financial Officer (or nominated deputy).
- 10.3 Where a document is required to be executed as a deed (documents such as leases and transfers of land), or where the Trust determines that a contract or other document should be executed as a deed, the document must be executed under seal in accordance with the procedure in 10.2 above. For the avoidance of doubt, the requirements set out above in relation to the execution of deeds and the affixing of the seal do not affect, and operate in addition to, the delegated authorities set out in the Trust's Scheme of Reservation and Delegation.

- 10.4 Register of Sealing - An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal.

A report of all sealing shall be made to the Trust at least quarterly. (The report shall contain details of the seal number, the description of the document and date of sealing).

11. Signature of Documents

- 11.1 Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive or any nominated executive director, unless any enactment otherwise requires or authorises, or the Board shall have given the necessary authority to some other person for the purpose of such proceedings.
- 11.2 The Chief Executive or nominated officers shall be authorised, by resolution of the Board, to sign on behalf of the Trust any agreement or other document (not required to be executed as a deed) the subject matter of which has been approved by the Board or committee or sub-committee to which the Board has delegated appropriate authority.

12. Miscellaneous

- 12.1 Standing Orders to be given to Directors and Officers - It is the duty of the Chief Executive to ensure that existing Directors and officers and all new appointees are notified of and understand their responsibilities within Standing Orders and SFIs. Updated copies shall be issued to staff designated by the Chief Executive. New designated officers shall be informed in writing and shall receive copies where appropriate of SOs.
- 12.2 Documents having the standing of Standing Orders - Standing Financial Instructions and Reservation of Powers to the Board and Delegation of Powers shall have the effect as if incorporated into SOs.
- 12.3 Review of Standing Orders - Standing Orders shall be reviewed annually by the Trust Board. The requirement for review extends to all documents having the effect as if incorporated in SOs.

Annex A

Reservation of Powers to the Board

1. Approval of Standing Orders, including Reservation of Powers to the Board.
2. Establishment, membership, terms of reference and reporting arrangements for all Committees acting on behalf of the Board.
3. Approval of strategic plans and key organisational policies.
4. Annual approval of the Business Plan and Financial Plan, . The Financial Plan will include authorised Reserves and Provisions against which expenditure can be committed. The Board delegates to the Audit and Finance Committee the responsibility to approve the Annual Report and Accounts
5. Approval of business cases for capital schemes in excess of £3m.
6. Approval of the disposal of land and buildings
7. Approval of additional revenue or capital expenditure on approved schemes and new expenditure proposals, where these exceed the Chief Executive's delegated authority.
8. Approval of personnel policies determining the terms and conditions of staff. The application of these policies to Executive Directors will be determined by the Board upon receipt of recommendations from the Remuneration Committee.
9. Determination of the Board's information needs, both routine and ad hoc, to enable the financial and operational performance of the Trust to be monitored.
10. Receipt of reports from Board sub-Committee meetings such as Audit and Finance and Quality, Assurance and Risk Committee.
11. Approval of long term and short term borrowing facilities.

