

# **2GETHER NHS FOUNDATION TRUST**

## **STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS**

July 2017

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## 1. INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS

1.1 Save as otherwise permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders on which s/he should be advised by the Chief Executive and Trust Secretary.

1.2 Any expression to which a meaning is given in the National Health Service Act 2006, as amended, or in the Constitution of the Trust shall have the same meaning in these Standing Orders and in addition:

1.2.1 **"Accounting Officer"** means the NHS Officer responsible and accountable for funds entrusted to the Trust. The officer shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.

1.2.2 **"Trust"** means the 2gether NHS Foundation Trust.

1.2.3 **"Board"** means the Trust Board as established pursuant to the Constitution collectively as a body.

1.2.4 **"Budget"** means 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.

1.2.5 **"Budget holder"** means the director or employee with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation.

1.2.6 **"Chair"** is the person appointed by Council of Governors to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression "the Chair of the Trust" shall be deemed to include the Deputy Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable.

1.2.7 **"Chief Executive"** means the chief officer of the Trust.

1.2.8 **"Commissioning"** means the process for determining the need for and for obtaining the supply of healthcare and related services by the Trust within available resources.

1.2.9 **"Committee"** means a committee or sub-committee created and appointed by the Trust.

1.2.10 **"Committee Members"** means persons formally appointed by the Board to sit on or to chair specific committees.

1.2.11 **"Contracting and procuring"** means the systems for obtaining the supply of goods, materials, manufactured items, services,

building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets.

- 1.2.12 "**Director of Finance**" means the Chief Financial Officer of the Trust.
- 1.2.13 "**Funds held on trust**" shall mean those funds which the Trust holds on date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept under powers derived under the 2006 Act. Such funds may or may not be charitable.
- 1.2.14 "**Director**" means executive or non-executive director of the Board as the context permits. For the avoidance of doubt, the Chair is a non-executive director
- 1.2.16 "**Constitution**" means the constitution of the Trust as approved by Monitor (or any successor body) and annexed to the Authorisation
- 1.2.17 "**Nominated officer**" means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.
- 1.2.18 "**Non-executive director**" means a director of the Trust Board who is not an officer of the Trust and is appointed by the Council of Governors in accordance with the Constitution.
- 1.2.19 "**Officer**" means employee of the Trust or any other person holding a paid appointment or office with the Trust.
- 1.2.20 "**Executive Director**" means a director who is an officer of the Trust.
- 1.2.21 "**Trust Secretary**" means a person 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.
- 1.2.22 "**SFIs**" means Standing Financial Instructions.
- 1.2.23 "**SOs**" means Standing Orders.
- 1.2.24 "**Deputy Chair**" means the non-executive director appointed by the Council of Governors to take on the Chair's duties if the Chair is absent for any reason.
- 1.2.25 "**NHS Improvement**" is the organisation succeeding the body corporate known as Monitor, as provided by section 61 of the 2012 Act.

- 1.2.26 “**The 2006 Act**” means the National Health Service Act 2006
- 1.2.27 “**The 2012 Act**” means the Health and Social Care Act 2012
- 1.2.27 “**Council of Governors**” means the council established as the Board of Governors pursuant to the constitution and the 2006 Act

## **2. THE TRUST BOARD: COMPOSITION, TENURE AND ROLE OF DIRECTORS**

### **2.1 Terms of office of the Chair and non-executive directors**

The arrangements for tenure of office of the Chair and non-executive directors and for the termination of the Chair’s and non-executive directors’ terms of office are contained in the constitution.

### **2.2 Appointment and powers of Deputy Chair**

In accordance with the constitution, the Council of Governors shall appoint one of the directors who is not also an executive director, to be Deputy Chair, for such period, not exceeding the remainder of his/her term as a non-executive director of the Trust, as they may specify on appointing him/her.

- 2.3 Where the Chair has ceased to hold office, or where they have been unable to perform their duties as Chair owing to illness or any other cause, the Deputy Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes his/her duties, as the case may be; and references to the Chair in these Standing Orders shall, so long as there is no Chair able to perform those duties, be taken to include references to the Deputy Chair.

### **2.4 Joint Directors**

Where more than one person is appointed jointly as an executive director those persons shall, in terms of the composition of the Board as defined by the constitution, count as one person.

- 2.5 Where the office of director is shared jointly by more than one person:

- (a) either or both of those persons may attend or take part in meetings of the Board;
- (b) if both are present at a meeting they should cast one vote if they agree;
- (c) in the case of disagreements no vote should be cast;

- (d) the presence of either or both of those persons should count as the presence of one person for the purposes of determining whether a meeting of the Board is quorate.

## 2.6 Roles of Board members

The Board will function as the corporate decision-making body of the Trust; executive and non-executive directors will be full and equal directors. Their role as members of the Board of Directors will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

### Executive directors

- 2.7 Executive directors shall exercise their authority within the terms of the constitution, these Standing Orders, Standing Financial Instructions and the Scheme of Delegation.

### Chief Executive

- 2.8 The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. He/she is the **Accounting Officer** for the Trust and shall be responsible for ensuring the discharge of financial obligations in line with the requirements of the NHS Foundation Trust Accounting Officer Memorandum for Foundation Trust Chief Executives.

### Director of Finance

- 2.9 The Director of Finance shall be responsible for the provision of financial advice to the Trust and to its Board of Directors and for the supervision of financial control and accounting systems. He/she shall be responsible along with the Chief Executive for ensuring the discharge of financial obligations.

### Non-executive directors

- 2.10 The non-executive directors shall not be granted nor shall they seek to exercise any individual executive powers on behalf of the Trust. They may however, exercise collective authority when acting as directors of the Trust or when chairing a committee of the Trust which has delegated powers.

### Chair

- 2.11 The Chair shall be responsible for the operation of the Board and shall chair all Board meetings when present. The Chair has certain delegated executive powers. The Chair must comply with the terms of appointment

and with relevant provisions contained in the constitution and these Standing Orders.

- 2.12 The Chair shall liaise with the Trust's Nominations and Remuneration Committee appointed by the Council of Governors over the appointment of new non-executive directors and once appointed shall take responsibility either directly or indirectly for their induction, their portfolios of interests and assignments, and their performance.
- 2.13 The Chair shall work in close harmony with the Chief Executive and shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.

#### Trust Secretary

- 2.14 The Trust Secretary will provide advice to the Board and the directors on corporate governance issues and will monitor the Trust's compliance with the law, the constitution, Standing Orders, and guidance on governance issued by NHS Improvement or other relevant regulatory/governmental body.

#### 2.15 **Corporate role of the Board**

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

- 2.16 All funds received in trust shall be held in the name of the Trust as corporate trustee.
- 2.17 The powers of the Trust established under statute shall be exercised by the Board meeting in formal session
- 2.18 The Board shall define and regularly review the functions it exercises.

#### 2.19 **Schedule of matters reserved to the Board and Scheme of Delegation**

The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in the Scheme of Delegation.

### **3. MEETINGS OF THE BOARD OF DIRECTORS**

#### 3.1 **Calling meetings**

Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine. Meetings of the Board may be held in public or in private at the discretion of the Board.

- 3.2 The Chair may call a meeting of the Board at any time.



3.3 One third or more members of the Board may requisition a meeting in writing. If the Chair refuses, or fails, to call a meeting within seven days of a requisition being presented, the directors signing the requisition may forthwith call a meeting.

3.4 **Notice of meetings and the business to be transacted**

Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be despatched to every director, or to the usual place of residence of each director, so as to be available to directors at least 5 clear days before the meeting. The notice shall be issued by the Chair or by an officer authorised by the Chair to issue it on their behalf. Want of service of such a notice on any director shall not affect the validity of a meeting. The agenda shall normally constitute notice of a meeting.

3.5 In the case of a meeting called by directors in default of the Chair calling the meeting, the notice shall be issued by those directors.

3.6 No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under relevant provisions in these Standing Orders.

3.7 A director desiring a matter to be included on an agenda shall make his/her request in writing to the Chair or the Trust Secretary at least 10 clear days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 10 days before a meeting may be included on the agenda at the discretion of the Chair.

3.8 Before each public meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed on the Trust's website at least three clear days before the meeting.

3.9 **Agenda and supporting papers**

The agenda specifying the business proposed to be transacted will be sent to directors 5 clear days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than three clear days before the meeting, save in emergency and with the agreement of the Chair.

3.10 **Petitions**

Where a petition has been received by the Trust the Chair shall include the petition as an item for the agenda of the next meeting.

### 3.11 **Notice of Motion**

Subject to the provision of Standing Orders relating to 'Motions: Procedure at and during a meeting' and 'Motions to rescind a resolution', a director of the Board wishing to move a motion shall send a written notice to the Trust Secretary who will ensure that it is brought to the immediate attention of the Chair.

- 3.12 The notice shall be delivered at least 10 clear days before the meeting. The Trust Secretary shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

### 3.13 **Emergency Motions**

Subject to the agreement of the Chair, and subject also to the provision of Standing Orders relating to 'Motions: Procedure at and during a meeting', a director of the Board may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Trust Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.

### 3.14 **Motions: Procedure at and during a meeting**

A motion may be proposed by the Chair of the meeting or any director present. It must also be seconded by another director.

#### Contents of motions

- 3.15 The Chair may exclude from the debate at their discretion any such motion of which notice was not given on the notice summoning the meeting other than a motion relating to:

- the reception of a report;
- consideration of any item of business before the Trust Board;
- the accuracy of minutes;
- that the Board proceed to next business;
- that the Board adjourn;
- that the question be now put.

#### Amendments to motions

- 3.16 A motion for amendment shall not be discussed unless it has been proposed and seconded.

- 3.17 Amendments to motions shall be moved relevant to the motion, and shall not have the effect of negating the motion before the Board.
- 3.18 If there are a number of amendments, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved.

#### Rights of reply to motions

- 3.19 The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment, but may not otherwise speak on it.
- 3.20 The director who proposed the substantive/original motion shall have a right of reply at the close of any debate on the motion.

#### Withdrawing a motion

- 3.21 A motion, or an amendment to a motion, may be withdrawn.

#### Motions once under debate

- 3.22 When a motion is under debate, no motion may be moved other than:
- a) an amendment to the motion, or;
  - b) the adjournment of the discussion, or the meeting, or;
  - c) that the meeting proceed to the next business, or;
  - d) that the question should be now put, or;
  - e) the appointment of an 'ad hoc' committee to deal with a specific item of business, or;
  - f) that a director be not further heard, or;
  - g) a motion resolving to exclude the public, including the press
- 3.23 In those cases where the motion is either that the meeting proceeds to the 'next business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a director who has not taken part in the debate and who is eligible to vote.
- 3.24 If a motion to proceed to the next business or that the question be now put, is carried, the Chair should give the mover of the substantive motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

3.25 **Motion to Rescind a Resolution**

Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the director who gives it and also the signature of three other directors, and before considering any such motion of which notice shall have been given, the Trust Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.

3.26 When any such motion has been dealt with by the Trust Board it shall not be competent for any director other than the Chair to propose a motion to the same effect within six months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

3.27 **Chair of meeting**

At any meeting of the Trust Board the Chair if present, shall preside. If the Chair is absent from the meeting, the Deputy Chair (if the Board has appointed one), if present, shall preside.

3.28 If the Chair and Deputy Chair are absent, such director (who is not also an executive director of the Trust) as the directors present shall choose shall preside.

3.29 **Chair's ruling**

The decision of the Chair of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and their interpretation of the Standing Orders and Standing Financial Instructions, at the meeting, shall be final.

3.30 **Quorum**

No business shall be transacted at a meeting unless at least one-third of the whole number of the Chair and directors (including at least one executive director of the Trust and one non-executive director) is present.

3.31 An officer in attendance for an executive director but without formal acting up status may not count towards the quorum.

3.32 If the Chair or director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest that person 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.

### 3.33 **Voting**

Save as provided in Standing Orders relating to 'Suspension of Standing Orders' and 'Variation and Amendment of Standing Orders', every question put to a vote at a meeting shall be determined by a majority of the votes of directors present and voting on the question. In the case of an equal vote, the person presiding (i.e. the Chair of the meeting) shall have a second or casting vote.

3.34 At the discretion of the Chair all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chair directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.

3.35 If at least one third of the directors present so request, the voting on any question may be recorded so as to show how each director present voted or did not vote (except when conducted by paper ballot).

3.36 If a director so requests, their vote shall be recorded by name.

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

3.38 A manager who has been formally appointed 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.

3.39 A manager attending the Trust Board meeting to represent an executive director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the executive director. An officer's status when attending a meeting shall be recorded in the minutes.

3.40 For the voting rules relating to joint directors see Standing Order 3.7.

### 3.41 **Suspension of Standing Orders**

Except where this would contravene any statutory provision or the Standing Orders relating to the quorum, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the members of the Board are present (including at least one executive director of the Trust and one non-executive director) and that at least two-thirds of those directors present signify their agreement to such suspension. The reason for the suspension shall be recorded in the Trust Board's minutes.

- 3.42 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and directors of the Trust.
- 3.43 No formal business may be transacted while Standing Orders are suspended.
- 3.44 The Audit Committee shall review every decision to suspend Standing Orders.
- 3.45 **Variation and amendment of Standing Orders**

These Standing Orders form part of the constitution of the Trust. Standing Orders will NOT form part of the Trust's constitution.

3.46 **Record of Attendance**

The names of the Chair and directors present at the meeting shall be recorded.

3.47 **Minutes**

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

- 3.48 No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate.

3.49 **Admission of public and the press**

Subject to the Chair's decision as to whether a particular meeting should be open to the public, members of the public (including members of the Trust) and representatives of the press may attend all meetings of the Board of Directors except where the Board resolves that the public (including members of the Trust) and representatives of the press be excluded from all or part of a meeting on the following grounds:

- a) that any publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted, or;
- b) for other reasons stated in the resolution and arising from the nature of the business or the proceedings that the Board of Directors believes are special reasons for excluding the public and representatives of the press from the meeting in accordance with the constitution, or;
- c) to enable the business of the meeting to be conducted without interruption or disruption

- 3.50 Matters to be dealt with by the Trust Board following the exclusion of representatives of the press, and other members of the public shall be confidential to the directors of the Board.
- 3.51 Directors and officers or any employee of the Trust in attendance shall not reveal or disclose the contents of confidential papers or minutes relating to confidential papers outside of the Board of Directors meeting, without the express permission of the Chair. This prohibition shall apply equally to the content of any discussion during the Board of Directors meeting which may take place on such reports or papers.
- 3.52 The right of attendance referred to above carries no right to ask questions or otherwise participate in the meeting.
- 3.53 Nothing in these Standing Orders shall be construed as permitting the introduction by the public, or press representatives, of recording, transmitting, video or similar apparatus into meetings of the Board of Directors. Such permission shall be granted only upon resolution of the Board of Directors.

3.54 **Observers at Trust Board meetings**

The Board will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and address any of the Trust Board's meetings and may change, alter or vary these terms and conditions as it deems fit.

3.55 **Questions from the Public**

At each ordinary meeting of the Trust Board held in public there shall be up to 30 minutes set aside for written and oral questions from the public.

- 3.56 An oral question under this procedural standing order may be asked with the consent of the Chair and within the 30 minutes set aside for written and oral questions under this provision.

**Written question for the Board Meeting**

- 3.57 People who live or work in the areas where the Trust delivers services or are affected by the work of the Trust may direct a written question to:
- the Chair of the Trust Board;
  - the Chief Executive of the Trust;
  - a director of the Trust with responsibility; or
  - a chair of any other Trust Board committee, whose remit covers the subject matter in question;

on any matter that is within the powers and duties of the Trust.

### Notice of questions

- 3.58 A question under this procedural standing order must be submitted in writing to the Chief Executive to be received by 10 a.m. 4 clear working days before the date of the meeting.

### Response

- 3.59 A written answer will be provided to a written question and will be given to the questioner and to members of the Trust Board before being read out at the meeting by the Chair or other director to whom it was addressed.
- 3.60 A copy of all written questions and written answers circulated at the meeting will be attached to the signed copy of the minutes of the meeting.

### Additional Questions or Oral Questions without Notice

- 3.61 A member of the public who has put a written question may, with the consent of the Chair, ask an additional oral question on the same subject. The Chair may also permit an oral question to be asked at a meeting of the Trust Board without notice having been given.
- 3.62 An answer to an oral question will take the form of either:
- a) a direct oral answer; or
  - b) if the information required is not easily available, a written answer which will be sent to the questioner and circulated to all directors of the Trust Board.

- 3.63 Unless the Chair decides otherwise there will not be discussion on any public question.

### Chair's Discretion not to respond to questions

- 3.64 Written questions may be rejected and oral questions need not be answered when the Chair considers that they:
- a) are not on any matter that is within the powers and duties of the Trust, or;
  - b) are defamatory, frivolous or offensive, or;
  - c) are substantially the same as a question that has been put to a meeting of the Trust Board in the past six months, or;
  - d) would require the disclosure of confidential or exempt information.



## **4. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES**

### **4.1 Appointment of Committees**

The Trust Board may appoint committees of the Trust.

4.2 The Board shall determine the membership and terms of reference of committees and where appropriate, of sub-committees and shall if it requires to, receive and consider reports of such committees.

### **4.3 Joint Committees**

Joint committees may be appointed by the Trust pursuant to regulation 10 of the partnership regulations with a local authority.

4.4 Any committee or joint committee appointed under this Standing Order may, subject to such directions as may be given by the Trust, appoint sub-committees consisting wholly or partly of members of the committees or joint committee (whether or not they are directors of the Trust or health bodies in question) or wholly of persons who are not directors of the Trust or health bodies in question or the committee of the Trust or health bodies in question.

### **4.5 Applicability of Standing Orders and Standing Financial Instructions to Committees**

The Standing Orders and Standing Financial Instructions of the Trust, as far as they are applicable, shall as appropriate apply to meetings and any committees established by the Trust. In which case the term “Chair” is to be read as a reference to the Chair of other committees as the context permits, and the term “director” is to be read as a reference to a member of other committees also as the context permits. There is no requirement to hold meetings of committees established by the Trust in public.

### **4.6 Terms of Reference of Committees**

Each such committee shall have such terms of reference and powers and be subject to such conditions, as the Board shall decide. Such terms of reference shall have effect as if incorporated into the Standing Orders.

4.7 Changes to committee terms of reference shall require the approval of the Board, and such changes shall not be subject to the section of the constitution concerning amendments to the constitution.

### **4.8 Delegation of powers by Committees to Sub-Committees**

Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the Trust Board.

#### 4.9 **Approval of Appointments to Committees**

The Board shall approve the appointments to each of the committees which it has formally constituted. Where the Board determines, and regulations permit, that persons, who are neither directors nor officers, shall be appointed to a committee the terms of such appointment shall be within the powers of the Board. The Board shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with national guidance.

#### 4.10 **Appointments for Statutory functions**

Where the Board is required to appoint persons to a committee and/or to undertake statutory functions, and where such appointments are to operate independently of the Board such appointment shall be made in accordance with any relevant regulations or guidelines.

#### 4.11 **Committees established by the Trust Board**

The committees, sub-committees, and joint-committees established by the Board are:

##### Audit Committee

- 4.12 Having regard for the requirements of the NHS Codes of Conduct and Accountability, the 2006 Act, the Audit Code for NHS Foundation Trusts and the Code of Governance issued by NHS Improvement, an Audit Committee will be established and constituted to provide the Trust Board with an independent and objective review on its financial systems, financial information and compliance with laws, guidance, and regulations governing the NHS. The terms of reference will be approved by the Trust Board and reviewed on a periodic basis.

##### Appointments and Terms of Service Committee

- 4.13 Having regard for the requirements of the Code of Governance of NHS Foundation Trusts issued by NHS Improvement, an Appointments and Terms of Service Committee will be established and constituted.
- 4.14 The committee will comprise the Chair and the non-executive directors. The Chief Executive and the Director of Organisational Development shall normally be in attendance, except where their own remuneration or terms of service are under discussion.
- 4.15 The purpose of the committee will be to determine for the Trust Board appropriate appointments and remuneration and terms of service for the Chief Executive and other executive directors including:

- a) all aspects of salary (including any performance-related elements/bonuses);
  - b) provisions for other benefits, including pensions and cars;
  - c) arrangements for termination of employment and other contractual terms.
  - d) the appointment of the Chief Executive may be proposed by this committee but is subject to the approval of the Council of Governors.
- 4.16 The Committee will also consider succession planning for executive directors of the Board

#### Charitable Funds Committee

- 4.17 In line with its role as a corporate trustee for any funds held in trust, either as charitable or non charitable funds, the Trust Board will establish a Charitable Funds Committee to administer those funds in accordance with any statutory or other legal requirements or best practice required by the Charities Commission.

#### Other Committees

- 4.18 The Board may also establish such other committees as required to discharge the Trust's responsibilities.

4.19 **Voting rights on Committees**

Only directors who are members of Committees may vote.

## **5. ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION**

- 5.1 The Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a committee, sub-committee appointed by virtue of these Standing Orders or by an officer of the Trust, in each case subject to such restrictions and conditions as the Trust thinks fit.

#### **Emergency powers and urgent decisions**

- 5.2 The powers which the Board has reserved to itself may in emergency or for an urgent decision 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 Chair shall be reported to the next formal meeting of the Trust Board in public session for formal ratification.

### **Delegation to Committees**

- 5.3 The Board shall agree from time to time to the delegation of executive powers to be exercised by other committees, or sub-committees, or joint-committees, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, or joint committees, and their specific executive powers shall be approved by the Board in respect of its sub-committees.

### **Delegation to Officers**

- 5.4 Those functions of the Trust which have not been retained as reserved by the Board or delegated to other committee or sub-committee or joint-committee shall be exercised on behalf of the Trust 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 Trust.
- 5.5 The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals which shall be considered and approved by the Board. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board.
- 5.6 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Director of Finance to provide information and advise the Board in accordance with statutory requirements. Outside these statutory requirements the roles of the Director of Finance shall be accountable to the Chief Executive for operational matters.

### **Duty to report non-compliance with Standing Orders**

- 5.7 If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification. All members of the Trust Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

## **6. OVERLAP WITH OTHER TRUST POLICY STATEMENTS/ PROCEDURES, REGULATIONS AND THE STANDING FINANCIAL INSTRUCTIONS**

- 6.1 In accordance with the Trust's Policy on the development of policies and procedural documents, the Trust will from time to time agree and approve Policy statements/ procedures which will apply to all or specific groups of staff employed by 2gether NHS Foundation Trust. The decisions to approve such policies and procedures will be recorded in an appropriate

Trust Board or Committee minute and will be deemed where appropriate to be an integral part of the Trust's Standing Orders and Standing Financial Instructions.

- 6.2 Approval of any revision to such policies and procedures will be a matter for the Trust Board, its committees or an executive director, as appropriate.
- 6.3 These Standing Orders must be read in conjunction with the following:
- a) any governance policy for Trust staff;
  - b) any disciplinary procedures adopted by the Trust.
  - c) any policies approved by the Trust relating to conflicts of interest or business conduct
  - d) any guidance issued by the Department of Health or a relevant regulatory body
- 6.4 Standing Financial Instructions adopted by the Trust Board in accordance with the Financial Regulations shall have effect as if incorporated in these Standing Orders.

## **7. CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS**

- 7.1 The common seal of the Trust shall be kept by the Chief Executive or a nominated manager by him/her in a secure place.
- 7.2 Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two senior managers duly authorised by the Chief Executive, and not also from the originating department, and shall be attested by them.
- 7.3 The Chief Executive shall keep a register in which he/she, or another manager of the Trust authorised by him/her, shall enter a record of the sealing of every document. Use of the seal will be reported to the Board quarterly.
- 7.4 Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or any executive director.
- 7.5 In land transactions, the signing of certain supporting documents may be delegated to managers as 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).