



Standing Orders 2024-2025

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1.0 Introduction

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

1.2 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:

- I. Accountability – the ability to stand the test of Parliamentary scrutiny, public judgements on propriety and professional codes of conduct.
- II. 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.
- III. Openness – transparency about NHS activities to promote confidence between the organisation and its staff, patients and the public.

1.3 These Standing Orders set out the ground rules within which Board members 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.

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1.4 All Board members 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.

2.0 Interpretation and Terminology

2.1 The Trust Board has also approved Standing Financial Instructions which set out the financial rules adopted by the Trust, and Reservation of Powers to the Board and Delegation of Powers, which set out arrangements for the exercise of the Trust's functions. The Trust's Standing Orders should be read in conjunction with the Standing Financial Instructions and Reservation of Powers to the Board and Delegation of Powers.

2.2 The Chair of the Trust is the final authority in the interpretation of Standing Orders on which the Chief Executive, guided by the Deputy Director of Corporate Affairs, shall advise them and in the case of Standing Financial Instructions by the Director of Finance.

2.3 Should any difficulties arise regarding the interpretation or application of any of the Standing Orders, then the advice of the Deputy Director of Corporate Affairs must be sought before acting.

2.4 Acts relating to the National Health Service or in Financial Regulations made under the Acts shall have the same meaning in this interpretation.

2.5 Any reference to an Act of Parliament, Statutory Instrument, Direction or Code of Practice shall be construed as a reference to

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any modification, replacement or re-enactment for the time being in force.

Accountable Officer	Means the 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
Board	Means the Chair, Officer and Non-Officer members of the Trust collectively as a body
Budget	Means a resource, expressed in financial terms, and proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust
Budget Holder	Means the Director or employee with delegated authority to manage finances (income and expenditure) for a specific area of the organisation
Chair of the Board (or Trust)	Is the person appointed by the Secretary of State for Health and Social Care 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 Vice-Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable
Chief Executive	Means the Chief Officer/Accountable Officer of the Trust
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
Committee	Means a Committee or Sub-Committee created and appointed by the Trust
Committee members	Means any persons formally appointed by the Board to sit on or to chair specific Committees
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

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	of surplus and obsolete assets
Director	Means a person appointed as a director in accordance with the Membership and Procedure Regulations and includes the Chair
Director of Finance	Means the Chief Financial Officer of the Trust
Executive Director	Means a person appointed as an Executive Director of the Trust under (SO17) and who is an Officer of the Trust
Funds held on trust	Means 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, Chapter 2 of the NHS Act 2006. Such funds may or may not be charitable.
Deputy Director of Corporate Affairs	Means the person appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chair and to monitor the Trust's compliance with the law, Standing Orders and Department of Health guidance.
Legal Adviser	Means the properly qualified person appointed by the Trust to provide legal advice.
Member	Means an Officer or Non-Officer member of the Board as the context permits. Member in relation to the Board does not include its Chair.
Associate member	Means a person appointed to perform specific statutory and non-statutory duties which have been delegated by the Trust Board for them to perform and these duties have been recorded in an appropriate Trust Board minute or other suitable record.
Membership, Procedure and Administration Arrangements Regulations	Means the NHS Membership and Procedure Regulations (SI 1990/2024) and subsequent amendments.
NHSE/I	Means the body responsible for the oversight of NHS trusts and has delegated authority from the Secretary of State for Health and Social Care for the appointment of the Non-Executive Directors, including the Chair of the

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	Trust
Nominated Officer	Means an Officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.
Non-Executive Director	Means a person appointed as a Non-Executive Director of the Trust under (SO17) and who is not an Officer of the Trust.
Non-Officer member	Means a member of the Trust who is not an Officer of the Trust is not to be treated as an Officer by virtue of regulation 1(3) of the Membership, Procedure and Administration Arrangements Regulations.
Officer	Means an employee of the Trust or any other person holding a paid appointment or office within the Trust.
Officer Member	Means a member of the Trust who is either an Officer of the Trust or is to be treated as an Officer by virtue of regulation 1(3) (i.e. the Chair of the Trust or any person nominated by such a Committee for appointment as a Trust member).
Senior Independent Director	Non-Executive Director appointed by the Board to resolve issues of concern, may be, but does not have to be the Trust Vice-Chair.
The 2006 Act	Means the National Health Service Act 2006.
The 2009 Act	Means the National Health Service Act 2009.
The 2012 Act	Means the Health and Social Care Act 2012
The 2022 Act	Means the Health and Social Care Act 2022
Trust	Means the East of England Ambulance Service NHS Trust.
Vice-Chair	Means the Non-Officer member appointed by the Board to take on the Chair's duties if the Chair is absent for any reason

2.6 Wherever the title Chief Executive, Director of Finance, or other nominated Officer is used in these Standing Orders, it shall be deemed to include such other Officers or employees who have been duly authorised to represent them.

2.7 Wherever the term “employee” or ‘staff’ is used and where the context permits, it shall be deemed to include employees of third parties contracted to the Trust when acting on behalf of the Trust.

3.0 The Trust

3.1 The East of England Ambulance Service NHS Trust (The Trust) is a statutory body which came into existence on 01 July 2006 under The East of England Ambulance Service NHS Trust (Establishment) Order 2006 No 1619, (the Establishment Order).

3.2 The principal place of business of the Trust is: East of England Ambulance Service Headquarters, Melbourn Station, Whiting Way, Off Back Lane, Melbourn, Cambridgeshire, SG8 6EN.

3.3 The Trust is governed by statute, mainly the National Health Service Act 2006, the Health and Social Care Act, 2012 and Health and Care Act, 2022. The functions of the Trust are conferred by this legislation.

3.4 The Trust shall define and regularly review the functions it exercises on behalf of the Secretary of State for Health and Social Care.

3.5 As a statutory body, the Trust has specified 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 and Social Care.

3.6 The Trust will also be bound by such other statutes and legal provisions which govern the conduct of its affairs.

3.7 In addition to the statutory requirements the Secretary of State for Health and Social Care through the Department of Health issues further directions and guidance. Members and employees should take particular note of the requirements of the:

- Code of Conduct for NHS Managers
- Standards of Business for NHS Staff
- NHS Code of Conduct and Accountability
- Code of Practice on Openness in the NHS
- NHS Constitution

4.0 Delegation of Powers - Schedule of Reservation of Powers to the Board and Delegation of Powers

4.1 The Trust has powers to delegate and make arrangements for delegation and these Standing Orders set out the detail of these arrangements and have effect as if incorporated into the Standing Orders and Standing Financial Instructions.

4.2 The Board has resolved certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in the Schedule of Reservation of Powers to the Board, Appendix A and shall have effect as if incorporated into these Standing Orders. Those powers which it has delegated to Officers and other bodies are contained in the Scheme of Delegation of Powers, Appendix B and C.

Standing Orders

5.0 Suspension of Standing Orders

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- 5.1 Except where this would contravene any statutory provision or any direction made by the Secretary of State for Health and Social Care or the rules relating to the quorum (SO25), 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 Board members are present, including at least one Officer member and one Non-Officer member, and at least two-thirds of those members present signify their agreement to such suspension.
- 5.2 The reason for the suspension shall be recorded in the Board's minutes.
- 5.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and members of the Trust.
- 5.4 No formal business may be transacted while Standing Orders are suspended.
- 5.5 The Audit and Risk Committee shall review every decision to suspend Standing Orders.

6.0 Variation and Amendment of Standing Orders

- 6.1 These Standing Orders shall not be varied except in the following circumstances:
- I. upon a notice of motion under (SO30)
 - II. upon a recommendation of the Chair or Chief Executive included on the agenda for the meeting

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- III. that two-thirds of the Board members are present at the meeting where the variation or amendment is being discussed, and that at least half of Non-Officer members vote in favour of the amendment
- IV. providing that any variation or amendment does not contravene a statutory provision or direction made by the Secretary of State for Health and Social Care.

6.2 Any financial limits in these Standing Orders and the Reservation of Powers to the Board and Delegation of Powers may be varied by resolution of the Board at any time.

6.3 Where financial limits are varied the Director of Finance will advise the Audit and Risk Committee, and internal and external audit.

6.4 Standing Order (SO6), this Standing Order may not be varied.

7.0 Duty to Report Non-Compliance with Standing Orders, Standing Financial Instructions, Reservation of Powers to the Board and Delegation of Powers

7.1 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 Audit and Risk Committee for action or ratification. All members of the Board and staff have a duty to disclose any non-compliance with these Standing Orders, Standing Financial Instructions, Reservation of Powers to the Board and Delegation of Powers, to the Deputy Director of Corporate Affairs as soon as possible.

7.2 The failure to comply with the Standing Orders, Standing Financial Instructions, Reservation of Powers to the Board and Delegation of Powers can, in certain circumstances, be regarded as a disciplinary matter that could result in dismissal.

8.0 Review of Standing Orders

8.1 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.

8.2 Any change will be reviewed by the Audit and Risk Committee before a recommendation is made to the Board for adoption.

The Trust Board

9.0 Role of the Trust Board

9.1 The Board provides leadership of the Trust towards achievement of corporate/strategic objectives and oversight of the framework of sound internal controls, risk management and governance in place to support their achievement, by

- I. ensuring accountability through holding the organisation to account for the delivery of the strategy and scrutinising performance
- II. formulating strategy, defining the Trust's purpose and identifying priorities
- III. seeking assurance that systems of governance and internal control are robust and reliable and to set the appetite for risk
- IV. shaping a positive culture for the Board and the Trust

- V. ensuring the management of effective staff and patient wellbeing and safety

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

9.3 All funds received in trust shall be held in the name of the Trust as corporate trustee.

9.4 The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in (SO24)

10.0 Composition of the Membership of the Trust Board

10.1 The Board will function as a corporate decision-making body, Officer and Non-Officer members will be full and equal members, having joint responsibility for every decision of the Board regardless of their individual skills or status. This does not affect the particular responsibilities of the Chief Executive as Accountable Officer. Officer members shall exercise their authority within the terms of these Standing Orders and Standing Financial Instructions and the Reservation of Powers to the Board and Delegation of Powers.

10.2 In accordance with the Membership, Procedure and Administration Arrangement Regulations the composition of the Board shall be:

- I. The Chair of the Trust
- II. Up to 5 Non-Officer members
- III. Up to 5 Officer members, but not exceeding the number of Non-Officer members, including the Chief

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Executive (Accountable Officer), Director of Finance and a medical or dental practitioner

10.3 The Trust shall have not more than 11 and not less than 8 voting members. Unless otherwise determined by the Secretary of State for Health and Social Care and set out in the Trust's Establishment Order or such other communication from the Secretary of State for Health and Social Care.

10.4 The voting members of the Board are:

- I. Trust Chair
- II. Non-Executive Directors
- III. Chief Executive
- IV. Chief Paramedic (Allied Health Professional) and Director of Quality
- V. Director of Finance
- VI. Chief of Clinical Operations
- VII. Director of People Services

10.5 The non-voting regular attendees of the Board are:

- I. Director of Strategy, Culture and Education
- II. Director of Corporate Affairs and Performance
- III. Medical Director
- IV. Director of Integration and Deputy CEO
- V. Associate Non-Executive Directors

10.6 At least one or more Non-Officer members must have recent relevant financial experience.

10.7 The Board may appoint additional Executive Directors/Officers, in crucial roles in the Trust, to be non-voting regular attendee of the Trust Board.

11.0 Appointment of the Chair and Members of the Trust

11.1 The Chair and Non-Executive Directors of the Trust are appointed by NHSE/I, on behalf of the Secretary of State for Health and Social Care.

11.2 The Chief Executive shall be appointed by the Chair and the Non-Executive

Directors, overseen by NHSE/I.

11.3 Executive Directors shall be appointed by a Committee comprising the Chair, the Non-Executive Directors and the Chief Executive.

11.4 The Trust is required to ensure that directors and equivalents are 'fit and proper' for the role and make every reasonable effort to assure itself by all available means. The Trust has a 'Fit and Proper Person Test- Standard Operating Procedure' which sets out the Trust's systems and processes in place to ensure that all new directors and existing directors are, and continue to be, fit and proper.

12.0 Terms of Office of the Chair and Members

12.1 The regulations governing the period of tenure of office of the Chair and Non-Executive Directors and the termination or

suspension of office of the Chair and Non- Executive Directors are contained in the Membership and Procedure Regulations and as directed by NHSE/I, under its delegated authority from the Secretary of State for Health and Social Care.

13.0 Appointment and Powers of Vice-Chair

13.1 To enable the proceedings of the Trust to be conducted in the absence of the Chair, the Trust Board may elect one of the Non-Executive Directors to be Vice- Chair, for a period that does not exceed the remainder of their appointed term as a Non-Executive Director of the Trust.

13.2 Any Non-Executive Director so elected may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair. The appointment as Vice- Chair will end with the termination for any reason of that Non-Executive Director's period of office. On such resignation or termination, the Board may then appoint another Non-Executive Director as Vice-Chair, in accordance with the provision of this Standing Order (SO13).

13.3 When the Chair is unable to perform their duties due to illness or absence for any reason, their duties will be undertaken by the Vice-Chair.

13.4 When the Chair has ceased to hold office the Vice-Chair shall act as Chair until a new Chair is appointed. 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 Vice-Chair.

14.0 Appointment of Associate Non-Executive Director

14.1 The Board may appoint Associate Non-Executive Directors on terms and conditions to be specified by the Board to provide additional advice and expertise to the Board. Associate Non-Executive Directors will be non-voting appointees without executive or delegated executive functions but will be accountable to the Board for the responsibilities detailed in their terms and conditions of employment, which shall never exceed six years.

15.0 Joint Members

15.1 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 (SO25) as one person including quorum.

16.0 Appointments for Statutory Functions

16.1 Where the Board is required to appoint persons to the Board or a Committee and/or to undertake statutory functions as required by the Secretary of State for Health and Social Care, and where such appointments are to operate independently of the Board, such appointment shall be made in accordance with the regulations and directions made by the Secretary of State for Health and Social Care.

17.0 Role of Members

17.1 Trust Chair

The Trust Chair shall be responsible for the operation of the Board and chair all Board meetings when present. The Chair has certain delegated executive powers as included in the Scheme of

Delegation. The Chair must comply with the terms of appointment and with these Standing Orders, Standing Financial Instructions and Reservation of Powers to the Board and Delegation of Powers.

The Chair shall liaise with NHSE/I over the appointment of 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.

The Chair shall work in close harmony with the Chief Executive and shall ensure that key and appropriate issues are deliberated 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 resolutions.

17.2 Non-Executive Director

Non-Executive members 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 members of or when chairing a Committee of the Trust which has delegated powers.

17.3 Chief Executive

The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. They are the Accountable Officer for the Trust and shall be responsible for ensuring the discharge of obligations under Financial Directions and in line with the requirements of the Accountable Officer Memorandum for Trust Chief Executives.

17.4 The Director of Finance

The Director of Finance shall be responsible for the provision of financial advice to the Trust and to its members and for the

supervision of financial control and accounting systems. They shall be responsible along with the Chief Executive for ensuring the discharge of obligations under relevant Financial Directions.

17.5 Executive Director

Executive Director members shall exercise their authority within the terms of these Standing Orders, Standing Financial Instructions, Reservation of Powers to the Board and Delegation of Powers, and responsibilities as required by law or statute.

17.6 Deputy Director of Corporate Affairs

The Deputy Director of Corporate Affairs shall act independently of the Board to provide advice on corporate governance issues to the Board and the Chair and to monitor the Trust's compliance with the law, Standing Orders and Department of Health and Social Care guidance.

17.7 Lead Roles

The Chair will ensure that the designation of lead roles or appointments of Board members as required by the Department of Health and Social Care or as set out in any statutory or other guidance will be made in accordance with that guidance or statutory requirement.

Meetings of the Board

18.0 Ordinary Meetings of the Trust Board

18.1 All ordinary meetings of the 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

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Health and Social Care. Members of the public and representatives of the press shall be afforded facilities to attend. In accordance with (SO24)

18.2 Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may from time to time determine. A minimum of five meetings shall be held each year.

18.3 The Chair of the Trust may call a meeting of the Board at any time.

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

19.0 Extraordinary Meetings of the Trust Board

19.1 The Chair may call a meeting of the Board at any time. Board members may ask the Chair to call a meeting of the Board at any time.

19.2 A meeting may be called forthwith, by the members who are eligible to vote, if the Chair refuses to call a meeting after such a request has been presented to the Chair, signed by at least one-third of the whole number of members who are eligible to vote (including at least one executive and one non-executive member); and has been presented to the Chair. The members who are eligible to vote may also call a meeting forthwith, if, without refusing, the Chair does not call a meeting within seven days after receipt of such request.

20.0 Annual General Meeting of the Board

20.1 An annual general meeting shall be held on or before 30th September in each year for the purpose of presenting audited accounts, annual report, quality account and any report on the accounts.

21.0 Notice of Trust Board meetings

21.1 The Board shall set dates and times of regular Board meetings to be held in public for the forthcoming calendar year by the end of November of each year by way of making a business calendar available.

21.2 A notice of the meeting, specifying the business proposed to be transacted, shall be posted before each meeting of the Board. The notice shall be delivered to every member, by the most effective route, including being sent by post to the usual place of residence of the member, sent electronically to the usual Trust e-mail address of the member, or circulated via an agreed online board paper portal. The notice shall be delivered to each member 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 or portal.

21.3 In the case of a meeting called by members in default of the Chair, the notice shall be signed by those members and no business shall be transacted at the meeting other than that specified in the notice, or emergency motions allowed under (SO34)

21.4 Before each meeting of the Board held in public, a public notice of the time and place of the meeting, and the public part of the

agenda, shall be displayed at the Trust's website at least three clear days before the meeting.

21.5 The Board can determine the utilisation of technology to conduct meetings held in public virtually, to increase accessibility and for the safety of staff and the public, for example during pandemics. The use of virtual meetings must support the public's ability to hold the Board to account via questions. In the event of technical difficulties preventing the meeting held in public from being accessible to the public, a recording will be made available after the event on the website, to maximise the openness and transparency of the Trust.

22.0 Trust Board Meeting Agenda and Supporting Papers

22.1 A member desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least 15 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 15 days before a meeting may be included on the agenda at the discretion of the Chair.

22.2 The meeting agenda will be sent to members six days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be dispatched no later than three clear days before the meeting, save in emergency.

23.0 Chair's Ruling at Board Meetings

23.1 The Chair shall preside at any meeting of the Board if present and in their absence, the Vice-Chair shall preside.

23.2 If the Chair and Vice-Chair are absent, the members present, who are eligible to vote shall choose a Non-Officer member who shall preside. An Officer member may not take the chair.

23.3 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.

24.0 Attendance and Admittance at Meetings

24.1 The Chair will decide what arrangements and terms and conditions are appropriate to offer in extending an invitation to observers to attend and address any of the Board's meetings and may change, alter or vary these terms and conditions as deemed fit. These observers shall not count as part of the quorum or have any right to vote at the meeting. (SO25)

24.2 The Chair may invite any member of staff of the 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 attendees shall not count as part of the quorum or have any right to vote at the meeting. (SO25)

24.3 The Chair 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 Board's business may be conducted without interruption and disruption.

24.4 Without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public

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and representatives of the press 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"

- 24.5 The 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.
- 24.6 Business proposed to be transacted when the press and public have been excluded from a meeting as provided in this (SO24) shall be confidential to members of the Board.
- 24.7 Members and Officers or any employee or representative of the Trust in attendance at a private meeting or private part of a meeting, shall not reveal or disclose the contents of papers, discussions or minutes of the items taken in private, outside of the Board meetings without the express permission of the Trust Chair.
- 24.8 Members and Officers or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or 'Non-Disclosable' or minutes headed 'Items Taken in Private' or 'Non-Disclosable' outside of the Trust, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the Board meeting which may take place on such reports or papers.
- 24.9 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.

24.10 The provisions of these Standing Orders relating to meetings of the Board shall refer only to formal Board meetings, whether ordinary or extraordinary meetings. The provisions shall not apply to seminars or workshops or other meetings attended by members of the Board.

25.0 Trust Board Quorum

25.1 No Board business shall be transacted at a meeting unless at least one-third of the whole number of the Chair and members, including at least one member who is also an Officer member of the Trust and one member who is not, is present.

25.2 An Officer in attendance for an Officer member but without formal acting up status may not count towards the quorum.

25.3 If the Chair or a member 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 (SO46) 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.

25.4 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 Board's meetings and may change, alter or vary these terms and

conditions as it deems fit. These observers shall not count as part of the quorum or have any right to vote at the meeting. (SO25))

26.0 Record of Attendance at Trust Board Meetings

26.1 The names of the Chair, members and others invited by the Chair present at the meeting shall be recorded in the minutes.

26.2 If a member is not present for the entirety of the meeting, the minutes shall record the items that were considered whilst they were present.

27.0 Trust Board Meeting Minute

27.1 The minute 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.

27.2 There should be no discussion on the minutes, other than as regards their accuracy, unless the Chair considers discussion appropriate.

27.3 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.

27.4 Minutes shall be circulated in accordance with members' wishes. Where providing a record of a meeting held in public the minutes shall be made available to the public, usually via the Trust's website.

28.0 Voting at Trust Board Meetings

- 28.1 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 Chair shall be responsible for deciding whether a vote is required and what form this will take.
- 28.2 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 members present and eligible to vote. If the result of the vote is equal, the chair of the meeting shall have a second or casting vote.
- 28.3 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.
- 28.4 If at least one-third of the members present so request, the voting on any question may be recorded so as to show how each member present voted or did not vote, except when conducted by paper ballot.
- 28.5 If a member so requests, their vote will be recorded by name. Such a request will not be accepted if doing so would reveal the votes of other members that do not wish to have their vote recorded.
- 28.6 In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.

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28.7 Where necessary, a member may be counted as present when available constantly for discussions through an electronic, audio or video link and may take part in voting on an open basis.

28.8 An Officer who has been formally appointed to act up for an Officer member during a period of incapacity or temporarily absence to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Officer member.

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

28.10 Where the office of a voting Officer member of the Board is shared jointly by more than one person:

- I. either or both of those persons may attend and take part in the meetings of the Board
- II. if both are present at a meeting, they will cast one vote if they agree
- III. in the case of disagreement, no vote will be cast
- IV. the presence of either or both of those persons will count as the presence of one person for the purpose of establishing a quorum.

29.0 Petitions

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

30.0 Notice to Move a Motion

30.1 Subject to the provision of (SO31), a member of the Board desiring to move a motion shall give notice of this, to the Deputy Director of Corporate Affairs, at least 15 working days before the meeting. The Deputy Director of Corporate Affairs shall insert all such notices that are properly made and permissible under governing regulations 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.

30.2 Subject to the agreement of the Chair, and subject also to the provision of (SO31) a member of the Board may give written notice of an emergency motion to the Deputy Director of Corporate Affairs, 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 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.

31.0 Moving a Motion Procedure

31.1 Proposal: A motion may be proposed by the chair of the meeting or any member present during a meeting. It must also be seconded by another voting member.

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:

- I. the reception of a report

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II. consideration of any item of business before the Board

III. the accuracy of minutes

IV. that the Board proceed to next business

V. that the Board adjourn

VI. that the question be now put

31.2 Amendment: A motion for amendment shall not be discussed unless it has been proposed and seconded. Amendments to motions shall be moved relevant to the motion and shall not have the effect of negating the motion before the Board. 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.

31.3 Withdrawal: A motion, or an amendment to a motion, may be withdrawn.

31.4 Under Debate: When a motion is under debate during a Trust Board meeting, no motion may be moved other than:

I. an amendment to the motion

II. the adjournment of the discussion, or the meeting

III. that the meeting proceed to the next business

IV. that the question should be now put

V. the appointment of an 'ad hoc' Committee to deal with a specific item of business

VI. that a member be not further heard

VII. a motion resolving to exclude the public, including the press

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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 member of the Board who has not taken part in the debate and who is eligible to vote.

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.

- 31.5 Right of Reply: 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.

The member who proposed the substantive motion shall have a right of reply at the close of any debate on the motion.

32.0 Motion to Rescind a Resolution of the Trust Board

- 32.1 Notice of a 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 member who gives it and also the signature of three other members, and before considering any such motion of which notice shall have been given, the Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.

- 32.2 When any such motion has been dealt with by the Board it shall not be competent for any member 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.

33.0 Trust Board Reservation of Powers

33.1 The Trust Board shall adopt a Schedule of Powers Reserved for the Trust Board setting out the matters for which approval is required by the Trust Board. The Reservation of Powers to the Board and Delegation of Powers that is current at the date of adoption of these Standing Orders is contained in Appendix A and shall be regarded as forming part of these Standing Orders.

33.2 Subject to (SO8), the Board shall review the Reservation of Powers to the Board at such times as it considers appropriate; and shall update the Schedule in Appendix A after each review.

33.3 The Reservation of Powers to the Board shall take precedence over any terms of reference or description of functions of any Committee or Sub-Committee established by the 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.

Exercise of Trust Functions by Delegation

34.0 Delegation of Functions to Committee, Officers or other Bodies

34.1 Subject to this Standing Order (SO34) and any such directions as may be given by the Secretary of State for Health and Social Care, the Board may delegate any of its functions to a Committee or Sub-Committee appointed by virtue of Standing Order (SO34), or to an Officer of the Trust, or to another body

as defined in Standing Order (SO34). In each case, these arrangements shall be subject to such restrictions and conditions as the Board thinks fit.

34.2 Third Parties: Regulations (Arrangement for delegation and joint exercise of statutory functions 2023) allow for the functions of the Trust to be carried out by third parties. In accordance with Regulations the functions of the Trust may also be carried out in the following ways:

- I. by another Trust
- II. jointly with any one or more of the following: NHS trusts, NHSE/I and Integrated Care Board (or its successor constituted by statute)
- III. by arrangement with the appropriate Trust or Integrated Care Board (or its successor constituted by statute), by a Joint Committee or Joint Sub-Committee of the Trust and one or more other health service bodies
- IV. NHSE/I and the Integrated Care Board (or its successor constituted by statute)

Where a function is delegated by these Regulations to another Trust, then that Trust or third-party exercises the function in its own right; the receiving Trust has responsibility to ensure that the proper delegation of the function is in place. In other situations, i.e. delegation to committees, sub-committees or officers, the Trust delegating the function retains full responsibility.

34.3 Emergency Powers: The powers which the Board has retained for itself within these Standing Orders may in emergency be exercised by the Chief Executive and the Chair 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 Chair shall be reported to the next formal meeting of the Board held in public for ratification.

- 34.4 Delegation to Committee: The 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 Board shall approve the constitution and terms of reference of these Committees and their specific powers.

The Standing Orders and Standing Financial Instructions, as far as they are applicable, shall, as appropriate, apply to meetings and any Committees established by the Board. 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 "member" is to be read as a reference to a member of other committees also as the context permits.

When the Board is not meeting as the Trust in public session it shall operate as a committee and may only exercise such powers as may have been delegated to it by the Trust in public session.

- 34.5 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 Board.

- 34.6 Delegation to Officers: Those functions of the Trust, which have not been retained as reserved by the Board or delegated to a Committee of the Board, shall be exercised on behalf of the Board by the Chief Executive. The Chief Executive shall determine which functions they will perform personally and shall nominate Officers to undertake the remaining functions for which they will still retain accountability to the Board.

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The Chief Executive shall prepare a Scheme of Delegation identifying 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.

The Schedule that is current at the date of adoption of these Standing Orders is contained in Appendix B and C and shall be regarded as forming part of these Standing Orders.

34.7 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 or Department of Health and Social Care requirements. Outside these statutory requirements the roles of the Director of Finance shall be accountable to the Chief Executive for operational matters. Subject to (SO17), the Trust Board shall review such Schedule at such times as it considers appropriate; and shall update such Schedule in Appendix B and C after each review.

35.0 Appointment of Committees and Sub-Committees

35.1 Subject to such directions as may be given by the Secretary of State for Health and Social Care, the Board may appoint Committees of the Board.

35.2 Committees will be subject to review by the Board from time to time.

35.3 Appointments to Committees: The Board shall determine the membership and terms of reference of Committees and Sub-

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Committees and shall if it requires to, receive and consider reports of such Committees.

- 35.4 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 members nor Officers, shall be appointed to a Committee the terms of such appointment shall be within the powers of the Board as defined by the Secretary of State for Health and Social Care. 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.
- 35.5 Where the Board is required to appoint persons to a Committee and/or to undertake statutory functions as required by the Secretary of State for Health and Social Care and where such appointments are to operate independently of the Board such appointment shall be made in accordance with the regulations and directions made by the Secretary of State for Health and Social Care.
- 35.6 A Committee appointed under (SO35) may, subject to such directions as may be given by, or on behalf of, the Secretary of State for Health and Social Care, or the Board, appoint Sub-Committees.
- 35.7 The Standing Orders and Standing Financial Instructions, as far as they are applicable, shall apply with appropriate alteration, to meetings of any Committee or Sub-Committee.
- 35.8 Terms of Reference: The 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 Board. Such terms of reference shall have effect as if incorporated into the Standing Orders and be subject to review every year, at least, by that Committee and adoption by the Board.

35.9 Committees may not delegate their powers to a Sub-Committee unless expressly authorised by the Board.

35.10 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 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.

36.0 Joint Committees

36.1 Joint Committees may be appointed by the Trust by joining together with one or more other health or social care organisations, consisting wholly or partly of the Chair and Board members or other third-party organisation, or wholly of persons who are not members of the Trust or other third-party organisation.

36.2 Any Committee or Joint Committee appointed under this Standing Order may, subject to such directions as may be given by the Secretary of State for Health and Social Care, or the Board or other third-party organisation, appoint Sub-Committees consisting wholly or partly of members of the Committees or Joint Committee (whether or not they are members of the Trust

or third-party organisation) or wholly of persons who are not members of the Trust or third-party organisation, or the Committee of the Trust or third-party organisation.

36.3 The Committees to be established by the Trust will consist of statutory and mandatory and non-mandatory Committees.

37.0 Statutory and Mandatory Committees

37.1 There is no requirement for meetings of 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.

37.2 The Standing Orders and Standing Financial Instructions, as far as they are applicable, shall as appropriate apply to meetings and any Committees established by the Board. 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 "member" is to be read as a reference to a member of other Committees also as the context permits.

38.0 Role of the Audit and Risk Committee

38.1 The Board shall appoint a Committee to undertake the role of an Audit Committee. This role shall include providing the Board with a means of independent and objective review of the financial systems, financial information, system of internal control and compliance with laws, guidance, and regulations governing the NHS. This Committee will pay due regard to good practice

guidance, including, in particular, the NHS Audit Committee Handbook.

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

39.0 Role of the Nomination, Remuneration and Terms of Service Committee

39.1 The Board shall appoint a Committee to undertake the role of a nomination, remuneration and terms of service Committee. This role shall include providing advice to the 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 Board on the terms of service of other senior Officers and ensuring that the policy of the Board on remuneration and terms of service is applied consistently.

39.2 The Committee shall advise the Board on the size, structure and membership and succession plans for the Board and maintain oversight of the performance of the Chief Executive and Executive Directors.

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

40.0 Charitable Funds Committee

- 40.1 The Board, acting as Corporate Trustee, shall appoint a Committee to be known as the Charitable Funds Committee whose role shall be to advise the Board on the appropriate receipt, use and security of charitable monies, provide oversight, assurance monitoring of the charitable funds strategy and approach. It will specifically give detailed scrutiny to proposed expenditure and the annual charitable accounts and report.
- 40.2 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 Board, acting as Corporate Trustee, and may be varied from time to time by resolution of the Board, acting in this capacity.

41.0 Non-Mandatory Committees

- 41.1 The Board shall appoint such additional non-mandatory committees as it considers necessary to support the business and inform the decisions of the Board.
- 41.2 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 Board and may be varied from time to time by resolution of the Board.
- 41.3 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.

41.4 The current non-mandatory committees in place are:

- Quality Governance Committee
- Finance and Sustainability Committee
- People Committee
- Performance and Safety Committee

42.0 Quality Governance Committee

42.1 The Board will establish a Quality Governance Committee to provide assurance to the Board that the Trust is providing safe and high quality services to patients, supported and informed by effective arrangements for monitoring and continually improving the safety and quality of care. It will review whether local and national targets are met and that lessons were learned from incidents, complaints and claims. The terms of reference will be approved by the Board and reviewed on at least an annual basis.

43.0 Finance and Sustainability Committee

43.1 The Board will establish a Finance and Sustainability Committee to assure itself that responsibilities in regard to fiscal issues, value for money, financial risk and investment decisions are being discharged. It will review in more detail the financial performance of the Trust and the investment systems, options for future investment and investment performance. It will specifically give detailed scrutiny to financial performance against plans and forecasts, highlighting and seeking assurance on deviation or recovery. The Committee will assure itself that there are robust processes and controls in place for the effective delivery of the Sustainability Strategy, in accordance with the agreed strategy, plans and trajectories. The terms of reference will be approved by the Board and reviewed on at least an annual basis.

44.0 People Committee

44.1 The Board will establish a People Committee to provide oversight and challenge to strategies, ensuring they are developed to foster the attraction, development, engagement, wellbeing, retention and deployment of a high quality workforce and ensure essential standards of quality and safety are maintained. It will also be responsible for providing oversight and monitoring implementation of the people and culture strategies and workforce plans, monitoring performance against key workforce metrics and scrutinising the achievement of workforce resourcing and performance management framework. The terms of reference will be approved by the Board and reviewed on at least an annual basis.

45.0 Performance and Safety Committee

45.1 The Board will establish a Performance and Safety Committee to assure itself that responsibilities in regard to operational performance is delivered in accordance with the agreed strategy, plans and trajectories undertaking scrutiny of specific issues where performance is showing areas of concern. Gain assurance that the measures incorporated in the Integrated Performance Report to the Board meet both internal requirements and those of external stakeholders to ensure the delivery of safe and effective services. The terms of reference will be approved by the Board and reviewed on at least an annual basis.

Duties And Obligations of Board Members and Senior Managers under Standing Orders

46.0 Declaration of Interests and Register of Interests

46.1 The NHS Code of Accountability and this Standing Order (SO46) which is based on the regulations, requires Board members to declare any material or pecuniary interests, which includes monetary, for personal or family interests that he/she has and which are relevant and material to the NHS Board of which they are a member. All existing Board members should declare such interests. Any Board member appointed subsequently should do so on appointment.

46.2 Interests which should be regarded as “relevant and material” include the following but not limited to them:

- I. Directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies)
- II. Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS
- III. Majority or controlling share-holdings in organisations likely or possibly seeking to do business with the NHS
- IV. A position of authority in a charity or voluntary organisation in the field of health and social care
- V. Any connection with a voluntary or other organisation contracting for NHS services
- VI. Research funding/grants that may be received by an individual or their department
- VII. Interests in pooled funds that are under separate management
- VIII. Any other commercial interest in the decision before the meeting.

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- 46.3 For the avoidance of doubt, any Board member who comes to know that the Trust has entered into or proposes to enter into a contract in which they or any person connected with them (SO50) has any pecuniary interest, direct or indirect, the member shall declare their interest by giving notice in writing of such fact to the Deputy Director of Corporate Affairs as soon as practicable.
- 46.4 Financial Reporting Standard No 8, issued by the Accounting Standards Board, specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.
- 46.5 Recording interests: Declaration of interests should be considered by the Board and retained as part of the record of each Board meeting. Any changes in interests should be declared at the next Board meeting following the change occurring.
- 46.6 When a member has declared an interest arising solely from a position with a charity or voluntary body under this Standing Order, the Board may resolve that the member 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.
- 46.7 Interest of Members and Officers in Contracts: Any Board member or Officer of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which they or any person connected with them (SO50) has any pecuniary interest, direct or indirect, the Officer shall declare their interest by giving notice in writing of such fact to the Deputy Director of Corporate Affairs as soon as practicable.

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- 46.8 The Trust will require interests, employment or relationships so declared to be entered in the Register of Interests.
- 46.9 Any Board member or Officer should declare to the Deputy Director of Corporate Affairs any other employment or business or other relationship of theirs, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.
- 46.10 Recording Interests during a meeting: If a conflict of interest is established during the course of a Board meeting, whether arising from a declared interest or otherwise, the member 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.
- 46.11 Register of Interests: The Deputy Director of Corporate Affairs will ensure that a Register of Interests is established and maintained to record formally, declarations of interests of members and other decision-making staff. 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.
- 46.12 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.
- 46.13 The Register will be available to the public on the Trust's website. The Chair and Chief Executive will take reasonable steps to make arrangements for the Register of Interests to be made available to the public and open to inspection if required.

46.14 Board members' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports.

47.0 Standards of Business Conduct

47.1 The Trust considers it to be a priority to maintain the confidence and continuing goodwill of its patients, public and other stakeholders. The Trust will ensure that all staff are aware of the standards expected of them and will provide guidance on their personal and professional behaviour.

47.2 All Trust staff and Board members must comply with the Trust's Standards of Business Conduct and Conflicts of Interest Policies and national guidance.

47.3 The Trust adheres to and expects all staff to abide by the seven principles of public life set out by the Parliamentary Committee on Standards of Public Life.

47.4 Gifts and hospitality shall only be accepted in accordance with the Trust's Declaration of Interests and Standards of Business Conduct Policies.

47.5 Officers who are involved in, have responsibility for, or are able by virtue of their role or functions to influence the expenditure of taxpayer monies, 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.

48.0 Canvassing of and Recommendations by Members in Relation to Trust Appointments

48.1 Canvassing of Board members directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.

48.2 Board members shall not solicit for any person any appointment under the Trust or recommend any person for such appointment. This Standing Order shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

48.3 Informal discussions outside appointments panels or Committees, whether solicited or unsolicited, should be declared to the panel or Committee.

49.0 Relatives of Board Members or Officers

49.1 Candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any member or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, may result in disciplinary action or dismissal.

49.2 The Chair and every member and Officer of the Trust shall disclose to the Board any relationship between themselves and a candidate of whose candidature that member or Officer is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made.

49.3 On appointment, members, and prior to acceptance of an appointment in the case of Executive Directors, should disclose to the Trust whether they are related to any other member or holder of any office under the Trust.

49.4 Where the relationship to a member of the Trust is disclosed, the Standing Order headed 'Disability of Chair and members in proceedings on account of pecuniary interest' (SO50) shall apply.

50.0 Exclusion of Chair and Members in Proceedings on Account of Pecuniary Interest

50.1 Subject to 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 Board meeting at which the contract or other matter is the subject of consideration, they 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.

50.2 The Secretary of State for Health and Social Care may, subject to such conditions as they 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.

50.3 The Board, or any Committee or Sub-Committee may, if it thinks fit, provide for the exclusion of a member 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.

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50.4 Any remuneration, compensation or allowances payable to a member 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.

50.5 This Standing Order applies to a Committee or Sub-Committee and to a joint Committee or Sub-Committee as it applies to the Trust and applies to a member of any such Committee or Sub-Committee, whether or not they are also a member of the Trust.

50.6 For the purpose of this Standing Order a member shall be treated, subject to (SO46) as having an indirect pecuniary interest in a contract, proposed contract or other matter, if:

- I. they, or a nominee of theirs, 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
- II. they are 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
- III. 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.

50.7 A member shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

- I. of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body

- II. of an interest in any company, body or person with which they are connected as mentioned in this Standing Order (SO50) 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.

51.0 Confidentiality

51.1 The Chair of the Board or any Committee may determine that a matter dealt with by the Board or Committee, or brought before it, is confidential.

51.2 A member of the Board or a Committee shall not disclose any such matter beyond the membership of the Board or Committee until such times as the confidential status of the matter has been revoked by the Chair of the Board or the relevant Committee.

51.3 A member 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.

51.4 Members and Officers or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or 'Non-Disclosable' or minutes headed 'Items Taken in Private' or 'Non-Disclosable' outside of the Trust, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the Board meeting which may take place on such reports or papers.

52.0 Overlap with Other Trust Policy

52.1 The Board will from time to time agree and approve policy statements/ procedures which will apply to all or specific groups of staff employed by the Trust. The decisions to approve such policies and procedures will be recorded in an appropriate Board minute and will be deemed where appropriate to be an integral part of the Trust's Standing Orders and Standing Financial Instructions.

52.2 These Standing Orders and Standing Financial Instructions must be read in conjunction with the following Policy statements:

- I. the Standards of Business Conduct and Conflicts of Interest Policy
- II. the staff Disciplinary and Appeals Procedures adopted by the Trust both of which shall have effect as if incorporated in these Standing Orders

52.3 These Standing Orders and Standing Financial Instructions must be read in conjunction with the following guidance and any other issued by the Secretary of State for Health and Social Care:

- I. Standards of Business Conduct (HSG(93)5) and Conflicts of Interest
- II. Caldicott Guardian 1997 and Caldicott Guardian 2013
- III. Human Rights Act 1998
- IV. Freedom of Information Act 2000.

53.0 Joint Finance Arrangements

53.1 The Board may confirm contracts to purchase from a voluntary organisation or a local authority using its powers under Section 28A of the NHS Act 1977. The Board may confirm contracts to transfer money from the NHS to the voluntary sector or the health-related functions of local authorities where such a transfer is to fund services to improve the health of the local population more effectively than equivalent expenditure on NHS services, using its powers under Section 28A of the NHS Act 1977, as amended by section 29 of the Health Act 1999.

Custody of the Common Seal, Sealing of Documents and Signature of Documents

54.0 Custody of and Use of the Common Seal

54.1 The Common Seal of the Trust shall be kept by the Chief Executive or a nominated Officer in a secure place.

54.2 The Common Seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board or of a Committee, thereof or where the Board has delegated its powers.

54.3 Before any building, engineering, property or capital document is sealed it must be approved and signed by the Director of Finance (or an Officer nominated by them) and authorised and countersigned by the Chief Executive or an Officer nominated by them, who shall not be within the originating directorate.

54.4 The Common Seal is a corporate signature. It may be interchangeable for the words 'for and on behalf of the Trust' for documents of minor importance and/or minor value.

54.5 For bearing witness to the affixing of the Common Seal recommended wording for the witnessing of the use of the Seal is "The Common Seal of the East of England Ambulance NHS Trust was hereunto affixed in the presence of..."

54.6 The following documents will be sealed

- I. Land conveyances
- II. Shares or bond transfers and sales
- III. Building or Construction Contracts valued in excess of £500,000
- IV. When a seal is requested by the other party

55.0 Register of Sealing

55.1 An entry of every sealing shall be made and numbered consecutively in a Register provided for that purpose, kept by the Chief Executive, or nominated Officer. The entry shall be signed by the persons who approved and authorised the sealing of the document; and who attested the Seal.

55.2 A report of all sealing shall be made to the 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.

56.0 Signature of Documents

56.1 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

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Scheme of Delegated Powers, unless any enactment otherwise requires or authorises differently.

- 56.2 The Chief Executive or nominated directors 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.
- 56.3 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).