

Standing Orders

**For the regulation of proceedings and business of the
Board of Directors**

Foreword

Within the Terms of Authorisation issued by NHS Improvement, the Independent Regulator, NHS Foundation Trusts are required to demonstrate appropriate arrangements to provide comprehensive governance arrangements in accordance with the Health and Social Care (Community Health and Standards) Act 2003.

Standing Orders (SOs) regulate the proceedings and business of the Trust and are part of its corporate governance arrangements. These documents, together with Standing Financial Instructions, Standards of Business Conduct, Scheme of Delegation, the Fraud and Corruption Policy, in addition to ~~and~~ the Trust's Constitution, provide a regulatory framework for the business conduct of the Trust. They fulfil the dual role of protecting the Trust's interests and protecting staff from possible accusation that they have acted less than properly.

The Standing Orders, Standing Financial Instructions, Standards of Business Conduct, Scheme of Delegation and provide a comprehensive business framework that is to be applied to all activities, including those of the Charitable Foundation. Members of the Board of Directors and all members of staff should be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions.

Failure to comply with Standing Orders and Standing Financial Instructions is a disciplinary matter which could result in dismissal.

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Introduction

Statutory Framework

The Rotherham NHS Foundation Trust (the Trust) is a public benefit corporation established on 1 June 2005 pursuant to authorisation of Monitor under pursuant to Section 6 of the Health and Social Care (Community Health Standards) Act 2003, and was formerly the Rotherham General Hospitals NHS Trust.

The principal place of business of the Trust is:
Rotherham General Hospital
Moorgate Road
Rotherham S60 2UD

For administrative purposes, Rotherham Hospital is the Trust Headquarters.

NHS Foundation Trusts are governed by the National Health Service Act 1977 (NHS Act 1977), the National Health Service and Community Care Act 1990 (NHS & CC Act 1990) as amended by the Health Authorities Act 1995, the Health Act 1999, the Health and Social Care Act 2001 and 2003 and the Health and Social Care Act 2012. The Trust also has statutory powers under Section 28A of the NHS Act 1977, as amended by the Health Act 2006, to fund projects jointly planned with local authorities, voluntary organisations and other bodies

As a public benefit corporation, the Trust has specific powers to contract in its own name and to act as a Corporate Trustee. As Corporate Trustee, the Trust is accountable to the Charity Commission for those funds deemed to be charitable.

The Trust Constitution requires the Trust to adopt Standing Orders for the regulation of its proceedings and business in addition to Standing Financial Instructions as an integral part of the Standing Orders.

NHS Governance Framework

The Code of Governance requires that, inter alia, Boards of Directors draw up a schedule of decisions reserved to that Board, and ensure that management arrangements are in place to enable responsibility to be clearly delegated appropriately.

The Code also requires the establishment of an Audit Committee and a Remuneration Committee, with formally agreed terms of reference.

The Code of Practice on Openness in the NHS' set out the requirements of public access to information on the NHS, subject to, for example, the Freedom of Information Act 2012.

Delegation of Powers

The Trust has powers to delegate and make arrangements for delegation. These Standing Orders set out the detail of these arrangements.

Under the Standing Order relating to the Arrangements for the Exercise of Functions (SO5), the Trust is given powers to "make arrangements for the exercise, on behalf of the Trust of any of their functions by a Trust committee, sub-committee or joint committee appointed by virtue

of Standing Order 6 or by an officer of the Trust, in each case subject to such restrictions and conditions as the Trust thinks fit or in accordance with the Constitution and the terms of the authorisation.

Collaboration with others

Foundation Trust Boards of Directors are encouraged to move away from silo governance and develop internal integrated governance that will support authorised decision making which is informed by intelligent information covering the full range of corporate, financial, clinical, information and research governance.

However, this is being furthered with the introduction of new systems of health and social care, with many different types of organisations becoming a part of a single system.

A number of organisations in South Yorkshire and Bassetlaw ('SY&B'), have come together and established an Integrated Care System. These organisations include clinical commissioning groups, local authorities, voluntary organisations, regulatory authorities and others, including:

The Rotherham NHS Foundation Trust
Barnsley Hospital NHS Foundation Trust
Chesterfield Royal Hospital NHS Foundation Trust
Doncaster & Bassetlaw Teaching Hospitals NHS Foundation Trust
Sheffield Children's Hospital NHS Foundation Trust
Sheffield Teaching Hospitals NHS Foundation Trust

In parallel, Accountable Care Partnerships have been established across SY&B 'Place' localities, including those in Rotherham, Bassetlaw, Barnsley, Doncaster and Sheffield.

Collectively, the new structures will share obligations, set out in Memoranda of Understanding. National legislation is not yet in place to support collaborative governance and decision making arrangements, therefore the Trust retains legal and regulatory obligations as a stand-alone entity, at the time of writing. Appropriate amendments and updates will be made to these Standing Orders to reflect the progress made re the legal structures.

1.0 Interpretation

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 they should be advised by the Director of Corporate Affairs/Company Secretary).

Any expression to which a meaning is given in the National Health Service Act 1977, National Health Service and Community Care Act 1990, the Health and Social Care (Community Health and Standards) Act 2003 and other Acts relating to the National Health Service or in the Financial or other Regulations made under the Acts or in the Authorisation or Constitution shall have the same meaning in this interpretation and in addition:

"Accounting Officer" means the Officer responsible and accountable for funds entrusted to the Trust. They shall be responsible for ensuring the proper stewardship of public funds and assets. In accordance with the Act, this shall be the Chief Executive.

"Authorisation" means the authorisation of the Trust by Monitor, now under the umbrella organisation, NHS Improvement, the Independent Regulator of NHS Foundation Trusts

"Board of Directors" means the Chair, Non-Executive Directors and the Executive Directors (voting) and Directors (non-voting) appointed in accordance with the Trust's Constitution.

"Budget" means a resource, expressed in financial terms, approved 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 for a specific area of the organisation.

"Chair" is the person appointed in accordance with the Constitution to lead the Board of Directors and the Council of Governors. The expression "the Chair" 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 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 appointed by the Board of Directors.

"Committee in Common" means the collective group or representation from NHS organisations established to perform a particular function or duty.

"Committee members" mean persons formally appointed by the Board of Directors to sit on or to chair specific committees.

"Constitution" means the Constitution of the Trust as approved from time to time by NHS Improvement, the Independent Regulator of NHS Foundation Trusts.

"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.

“Council of Governors” means the persons, elected and appointed, to fulfil the functions as laid out in the Constitution.

"Finance Director" means the Director of Finance who is the chief finance officer of the Trust.

"Executive Director" means a director who is an officer of the Trust appointed in accordance with the Constitution. For the purposes of this document, “director” shall not include an employee whose job title incorporates the word director but who has not been appointed in this manner.

"Funds held on Trust" shall mean 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 Schedule 2 Part II para 16.1c NHS & Community Care Act 1990. Such funds may or may not be charitable.

“ICS” means Integrated Care System

“Independent Regulator” means the Regulator for the purpose of Part 1 of the 2003 Act.

“Memorandum of Understanding” (MoU) means a bilateral or multilateral agreement between two or more parties expressing an intended will and/or common line of action between the parties.

"Motion" means a formal proposition to be discussed and voted on during the course of a meeting.

"Nominated officer" means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.

"Non-Executive Director" means a director who is not an officer of the Trust and who has been appointed in accordance with the Constitution or under the previous appointment system. This includes the Chair of the Trust.

"Officer" means an employee of the Trust or any other person who exercises functions for the purposes of the Trust other than solely as a Staff Governor or Non-Executive Director of the Trust.

“Secretary” means the Company Secretary unless otherwise defined

"SFI's" means Standing Financial Instructions.

"SO's" mean Standing Orders.

“SY&B” means South Yorkshire and Bassetlaw, where a collaboration between the South Yorkshire and Bassetlaw NHS providers, and others, is established to deliver the objectives of the South Yorkshire and Bassetlaw ICS.

"Trust" means The Rotherham NHS Foundation Trust.

"Vice Chair" means the Non-Executive Director appointed by the Council of Governors to take on the duties of Chair if the Chair is absent for any reason.

2.0 The Trust

- a. All business conducted by the Board of Directors shall be conducted in the name of the Trust.
- b. The responsibilities of the Board of Directors are set out in the Constitution.
- c. The powers of the Trust established under statute shall be exercised by the Board of Directors except as otherwise provided for in SO5.
- d. Directors acting on behalf of the Trust as Corporate Trustee of The Rotherham Hospital and Community Charity Charitable Funds are accountable for charitable funds held on trust to the Charity Commission.
- e. The Board of Directors has resolved that certain powers and decisions may only be exercised or made by that Board in formal session. These powers and decisions are set out in the Matters Reserved.

2.1 Composition of the Board of Directors

- a. In accordance with the Trust's Constitution, the composition of the Board of Directors shall comprise both Executive and Non-Executive Directors.
- b. The Board of Directors shall comprise:
 - 1) A Non-Executive Chair
 - 2) No fewer than five other Non-Executive Directors
 - 3) No fewer than five Executive Directors including:
 - Chief Executive (and Accounting Officer)
 - Director of Finance
 - Registered Medical Practitioner or Registered Dentist (within the meaning of the Dentists Act 1984)
 - Registered Nurse or a Registered Midwife
- c. The Non-Executive Directors and Chair together shall be greater than the total number of Executive Directors.

2.2 Appointment and removal of the Chair and Non-Executive Directors

- a. The Chair and Non-Executive directors are appointed and may be removed by the Council of Governors in accordance with the procedure set out in the Constitution.
- b. Non-Executive Directors (including the Chair) are to be appointed by the Council of Governors using the procedure set out in the Constitution.

2.3 Terms of Office of the Chair and Non-Executive Directors

- a. The Chair and the Non-Executive Directors are to be appointed for a period of office in accordance with the Constitution. The terms and conditions of the office are decided by the Council of Governors at a General Meeting.

2.4 Appointment of Vice Chair of the Board of Directors

- a. For the purpose of enabling the proceedings of Governors of the Trust to be conducted in the absence of the Chair, the Council of Governors will appoint a Non-Executive Director to be Vice Chair for such a period, not exceeding the remainder of their term as Non-Executive Director of the Trust, as they may specify. Provision 3.6 of these Standing Orders sets out the provision if the Chair and Vice Chair are absent.
- b. 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 Council of Governors may thereupon appoint another Non-Executive Director as Vice Chair in accordance with the Constitution.

2.5 Powers of the Vice Chair

- a. Where the Chair of the Trust has ceased to hold office, or has been unable to perform duties as Chair owing to illness, absence or any other cause, references to the Chair shall, so long as there is no Chair able to perform those duties, be taken to include reference to the Vice Chair.

2.6 Appointment of Senior Independent Director

- a. The Board of Directors shall, following consultation with the Council of Governors, appoint one of the Non-Executive Directors to be their Senior Independent Director, using the procedure set out in the Constitution.

2.7 Role of Board of Directors

- a. The Board will function as a corporate decision-making body. Executive and Non-Executive Directors will be full and equal members. 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.

2.8 Corporate role of the Board

- a. All business conducted by the Trust shall be conducted in the name of the Trust unless otherwise resolved by the Directors.
- b. All funds received in trust shall be held in the name of the Trust as corporate trustee. In relation to funds held on trust, powers exercised by the Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised as a Trust.
- c. The powers of the Trust established under statute shall be exercised by the Board in session except as directed by a resolution of the Board.

2.9 Lead Roles for Board Members

- a. The Chair will ensure that the designation of Lead roles or appointments of Board members as required or as set out in any statutory or other guidance, will be made in accordance with the guidance or statutory requirement.

- b. Additional 'champion' roles may also be allocated to Non-Executive Directors.

2.10 Statement of Matters Reserved

- a. 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 statement of Matters Reserved to the Board and shall have effect as if incorporated into these Standing Orders.

3. Meetings of the Board of Directors

3.1 Admission of the Public and Press

- a. The public and representatives of the press shall be afforded facilities to attend all formal meetings of the Board of Directors but shall be required to withdraw upon the Board resolving as follows:
- b. 'That representatives of the press and other members of the public be excluded from the remainder of the meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest' (Section 1 (2) Public Bodies (Admission to Meetings) Act 1960).'
- c. The Chair shall give such direction as seen fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Board's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on the grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Board resolving as follows:
- d. 'That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to complete business without the presence of the public' (Section 1(8) Public Bodies (Admission to Meetings) Act 1960).
- e. Matters to be dealt with by the Board following the exclusion of representatives of the press, and other members of the public, as provided above, shall be confidential to the members of the Board.
- f. Members and Officers or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked 'in confidence' or minutes and papers headed 'private' 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.
- g. Nothing in these Standing Orders shall require the 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 Board.

3.2 Observers at Board Meetings

- a. The Board of Directors 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's Board meetings, and will change, alter or vary these terms and conditions as it deems fit.

3.3 Calling Meetings

- a. Ordinary meetings of the Board of Directors shall be held at such times and places as that Board may determine.
- b. Meetings of the Board of Directors may be called by the Company Secretary, or by the Chair.

- c. Meetings of the Board of Directors may be called by at least one-third of directors who give written notice to the Company Secretary specifying the business to be carried out.
- d. The Secretary should send a written notice to all directors within seven days after receipt of such a request. If the Chair, or Company Secretary, refuses to call a meeting following a requisition, such one-third or more Directors may forthwith call a meeting.

3.4 Notice of Meetings

- a. Before each meeting of the Board of Directors, a notice of the meeting, specifying the business proposed to be transacted at it, shall be delivered to every director, or sent electronically or by post to the agreed address of such director, so as to be available at least three clear days before the meeting.
- b. A notice shall be presumed to have been served one day after posting. Lack of service of the notice on any director shall not affect the validity of a meeting.
- c. In the case of a meeting called by directors in default of the Chair, those directors shall sign the notice and no business shall be transacted at the meeting other than that specified in the notice.
- d. Agendas will be sent to directors no less than three clear days before the meeting and supporting papers shall accompany the agenda, save in emergency.

3.5 Setting the Agenda

- a. The Board of Directors may determine that certain matters shall appear on every agenda for a meeting. (Such matters may be identified within these Standing Orders or following subsequent resolution shall be listed in an Appendix to the Standing Orders.)
- b. A director who requires an item to be included on the agenda should advise the Secretary of the Board prior to the agenda being agreed with the Chair and no less than 7 working days before a meeting.
- c. When a petition has been received by the Trust, the Chair shall include the petition as an item for the agenda of the next Board of Directors meeting.

3.6 Chair of Meeting

- a. At any meeting of the Board of Directors the Chair, if present, shall preside. If the Chair is absent from the meeting the Vice Chair shall preside. If the Chair and Vice Chair are absent, such Non-Executive Director as the directors present shall choose, shall preside.
- b. If the Chair is absent from a meeting temporarily on the grounds of a declared conflict of interest the Vice Chair, if present, shall preside. If the Chair and Vice Chair are absent, or are disqualified from participating, such Non-Executive Director as the directors present shall choose shall preside.

3.7 Annual Members' Meeting

- a. The Trust will publicise and hold an annual members meeting, in accordance with the terms of the Constitution.

3.8 Notices of Motion

- a. A director wishing to move or amend a motion should advise the Company Secretary prior to the agenda being agreed with the Chair and no less than 7 clear days before a meeting. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda.

3.9 Emergency Motion

- a. Subject to the agreement of the Chair, and subject to the provision of SO 3.8, 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.
- b. 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 is final.

3.10 Withdrawal of Motion or Amendments

- a. A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

3.11 Motion to Rescind a Resolution

- a. Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding 6 calendar months shall bear the signature of the director who gives it and also the signature of 4 other directors.
- b. When any such motion has been disposed of by the Board of Directors, it shall not be competent for any director other than the Chair to propose a motion to the same effect within 6 months. However, the Chair may do so if he/she considers it appropriate.

3.12 Motions

- a. The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- b. When a motion is under discussion or immediately prior to discussion it shall be open to a director to move:
 - An amendment to the motion.
 - The adjournment of the discussion or the meeting.
 - That the meeting proceeds to the next business.
 - The appointment of an ad hoc committee to deal with a specific item of business.
 - That the motion be now put.
 - A motion under Section 1 (2) of the Public Bodies (Admission to Meetings) Act

1960 resolving to exclude the public (including the press).

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

3.13 Chair's Ruling

- a. Statements of directors made at meetings of the Board of Directors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity, and any other matters shall be observed at the meeting.

3.14 Voting

- a. Every question put to a vote at a meeting shall be determined by a majority of the votes of the Chair of the meeting and directors present and voting on the question and, in the case of the number of votes for and against a motion being equal, the Chair of the meeting shall have a second or casting vote.
- b. All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the directors present so request.
- c. If at least four of the directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each director present voted or abstained.
- d. If a director so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- e. Under no circumstances may an absent director vote by proxy. Absence is defined as being absent at the time of the vote. In exceptional circumstances (to be defined by the Chairman), with prior agreement of the Chairman and Chief Executive, up to one Director may participate in a Board of Directors meeting by telephone, video or computer link. If prior agreement has been given, participation, and voting, shall be allowed, in accordance with SO 19.f.
- f. An officer who has been appointed formally by the Board of Directors 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.
- g. An officer attending 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.
- h. No resolution shall be passed if it is opposed by all the Non-Executive Directors present, or by all of the Executive Directors present.

3.15 Minutes

- a. The Minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.
- b. No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- c. Where providing a record of the meeting, a set of minutes from the meeting shall be made available to the public (required by Code of Practice on Openness in the NHS and the Freedom of Information Act) and circulated to the Council of Governors. A record of items discussed in private will be maintained and approved by the Board of Directors.

3.16 Suspension of Standing Orders

- a. Except where this would contravene any statutory provision or any provision of the authorisation or of the Constitution, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board of Directors are present, including two Executive Directors and two Non-Executive Directors, and that a majority of those present vote in favour of suspension.
- b. A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- c. A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the directors.
- d. No formal business may be transacted while Standing Orders are suspended.
- e. The Audit Committee shall review every decision to suspend Standing Orders.

3.17 Variation and Amendment of Standing Orders

- a. These Standing Orders shall be amended only if:
 - a notice of motion under Standing Order 3.8 has been given; and
 - no fewer than half of the Trust's total Non-Executive Directors in post vote in favour of amendment;
 - at least two-thirds of the Directors are present; and
 - the variation proposed does not contravene a statutory provision or provision of the authorisation or of the Constitution.

3.18 Record of Attendance

- a. The names of the Chair and directors present at the meeting shall be recorded in the minutes.
- b. The Secretary shall keep and maintain a record of the number of meetings of the Board of Directors and the attendance of individual directors. The Board of Directors may agree that its members can participate in its meetings by telephone, video or computer link as per SO 3.14.e. Participation where agreed shall be deemed to constitute presence in person at the meeting.

3.19 Quorum

- a. No business shall be transacted at a meeting of the Board of Directors unless at least one-third members of the whole number of the Directors are present (including at least one Executive Director and one Non-Executive Director).
- b. An officer in attendance for an Executive Director but without formal acting up status, may not count towards the quorum.
- c. 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 the declaration of a conflict of interest (see SO 7) they shall no longer count towards the quorum.
- d. 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.
- e. The meeting must then proceed to the next business. The above requirement for one Executive Director to form part of the quorum, shall not apply where the Executive Director is excluded from a meeting.
- f. In exceptional circumstances, up to one Director may participate in Board of Directors meetings by telephone, video or computer link in accordance with SO 14.e. With prior agreement of the Chairman and Chief Executive, which shall be noted in the minutes, the Director may form part of the quorum.

3.20 Frequency

- a. The Trust shall hold meetings of the Board of Directors bi- monthly.
- b. The Board of Directors shall determine the dates of the board meetings in advance.

4.0 Meetings of the Council of Governors

4.1 Admission of the Public and Press

- a. The public and representatives of the press shall be afforded facilities to attend all formal meetings of the Council of Governors but shall be required to withdraw upon the Governors resolving as follows:
- b. 'That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest' (Section 1(2) Public Bodies (Admission to Meetings) Act 1960.'
- c. The Chair (or Vice Chair) shall give such directions as he/she thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Council of Governors' business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Council of Governors resolving as follows:

'That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Governors to complete business without the presence of the public' (Section 1(8) Public Bodies (Admission to Meetings) Act 1960.'
- d. Nothing in these Standing Orders shall require the Council of Governors 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 Board.

4.2 Calling Meetings

- a. General Meetings of the Council of Governors shall be held at such times and places as the Council of Governors may determine.

4.3 Notice of Meetings

- a. Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted by it, shall be delivered to every Governor, or sent by post to the usual residence of such Governor, so as to be available to him/her at least three clear days before the meeting.
- b. Lack of service of the notice on any Governor shall not affect the validity of the meeting.
- c. Meetings of the Council of Governors may be called by seven Governors (including at least one elected Governor and one appointed Governors) who give written notice to the Secretary specifying the business to be carried out. The Secretary shall send out a written notice to all Governors as soon as possible after receipt of such a request.
- d. Agendas will be sent to Governors three clear days before the meeting, and supporting papers, whenever possible, shall accompany the agenda. Papers may be sent by electronic means.

- e. A notice shall be presumed to have been served one day after posting.

4.4 Chair of Meeting

- a. At any meeting of the Council of Governors, the Chair, if present, shall preside. If the Chair is absent from the meeting, the Vice Chair, if present, shall preside. If the Chair and Vice Chair are absent, one of the other Non-Executive Directors will be nominated by the Council of Governors to preside.
- b. If the person presiding at the meeting of the Council of Governors has a conflict of interest in relation to the business being discussed, the Vice Chair (or nominated Chair) will chair that part of the meeting.

4.5 Notices of Motion

- a. A Governor desiring to move or amend a motion shall send a written notice thereof at least 10 clear days before the meeting to the Secretary, who shall insert in the agenda for the meeting, all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned in the agenda.

4.6 Withdrawal of Motion or Amendments

- a. A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

4.7 Motions

- a. The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment of the Chair.
- b. When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:
- An amendment to the motion
 - The adjournment of the discussion
 - That the meeting proceeds to the next business
 - The appointment of an ad hoc committee to deal with a specific item of business
 - A motion under section 1 of the Public Bodies (Admissions to Meetings) Act 1960 resolving to exclude the public (including the press)
- c. No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

4.8 Chair's Ruling

- a. Statements of Governors made at meetings of the Trust shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevance, regularity and any other matter shall be observed at the meeting.

4.9 Voting

- a. Every question at a meeting shall be determined by a majority of the votes of the Governors present and voting on the question and, in the case of the number of votes for and against a motion being equal, the person presiding at or chairing the meeting shall have a casting vote.
- b. All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands.
- c. If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.
- d. If a Governor so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- e. Under no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.

4.10 Minutes

- a. The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting.
- b. No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- c. Where providing a record of a public meeting the Council of Governors' minutes shall be made available to the public as required by the Code of Practice on Openness in the NHS.

4.11 Record of Attendance

- a. The names of the Governors present at the meeting shall be recorded in the minutes, and shall be reported in the Trust's annual report.

4.12 Quorum

- a. For Council of Governors meetings, the quorum is as set out in the Constitution.
- b. If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see SO7) he shall not count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

4.13 Frequency of Council of Governor meetings

- a. The Council of Governors shall hold meetings at least four times a year in each calendar year.

5.0 Arrangements for the exercise of functions by delegation

- a. Subject to a provision in the authorisation or the Constitution, the Board of Directors may make arrangements for the exercise, on its behalf of any of its functions by
 - a committee or sub-committee of the Board;
 - appointed by virtue of SO5.c below; or
 - by an Executive Director.
- b. The Board of Directors shall agree from time to time to the delegation of executive powers to be exercised by a Committee, which it has formally constituted. The constitution and terms of reference of these Committees and their specific executive powers, shall be approved by the Board
- c. Each case will be subject to such restrictions and conditions as the Board of Directors thinks fit.
- d. Standard exceptions to this requirement are:
 - a) Approval of single tenders: Where, in the best interests of the Trust, single tendering arrangements need to be completed before the next Audit Committee meeting, the request may be considered by the Chief Executive and the Director of Finance acting jointly. Where the request is approved, the decision of the Chief Executive and Director of Finance will be reported in writing to the next Audit Committee meeting for formal acknowledgement and, if appropriate, approval.
 - b) Use of the Trust's seal: Where, in the best interests of the Trust, the sealing of documents needs to be completed before the next Board meeting, the sealing may be undertaken by any two of the following acting jointly: Chairman, Chief Executive and / or Director of Finance.

5.1 Emergency Powers

- a. The powers which the Board of Directors has retained to itself within these Standing Orders may, in emergency be exercised by the Chair, after having consulted at least two Non-Executive Directors and an Executive Director. The exercise of such powers by the Chair shall be reported to the next formal meeting of the Board of Directors for ratification.

5.2 Delegation to Committees

- a. The Board of Directors shall agree, as and when it deems appropriate, to the delegation of executive powers to be exercised by committees or sub-committees, which it has formally constituted.
- b. The constitution and terms of reference of these committees, or sub-committees, and their specific executive powers shall be approved by the Board of Directors.

5.3 Delegation to Officers

- a. Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to an executive committee or sub-committee shall be exercised on its behalf by the Chief Executive. The Chief Executive shall determine which functions shall be delegated to officers to undertake.

- b. The Chief Executive shall prepare a Scheme of Delegation (which is set out in the Standing Financial Instructions) identifying proposals which shall be considered and approved by the Board of Directors, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation, which shall be considered and approved by the Board of Directors as indicated above.
- c. Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of Directors or the Director of Finance or other executive director. Outside these statutory requirements the roles of the Director of Finance shall be accountable to the Chief Executive for operational matters.
- d. The arrangements made by the Board of Directors as set out in the Scheme of Delegation shall have effect as if incorporated in these Standing Orders.

5.4 Overriding Standing Orders

- a. 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 Committee.
- b. All members of the Board of Directors, Council of Governors and colleagues have a duty to disclose any non-compliance with these Standing Orders to the Chairman as soon as possible.

6.0 Committees

6.1 Appointment of Committees

- a. Subject to the authorisation and the Constitution, the Board of Directors may appoint committees of the Trust, consisting wholly or partly of the Chair and Executive or Non-Executive Directors of the Trust, or wholly of persons who are not Executive or Non-Executive Directors of the Trust.
- b. A committee or joint committee appointed under this regulation may, subject to such directions as may be given by the Independent Regulator of the Trust, and in accordance with the Constitution, appoint sub-committees consisting wholly or partly of directors of the committee or joint committee (whether or not they are directors of the Trust); or wholly of persons who are not directors of the Trust or the committee of the Trust.
- c. The Scheme of Delegation does not discharge accountability to Non-Executive Directors to provide information and advise the Board of Directors in accordance with any statutory requirements.
- d. The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committees established by the Trust. In which case the term “Chair” is to be read as a reference to the Chair of the committee as the context permits, and the term “director” is to be read as a reference to a member of the committee also as the context permits. (There is no requirement to hold any meetings of committees established by the Trust, in public.)
- e. Each such committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board of Directors), as the Board of Directors shall decide and shall be in accordance with any legislation and regulation.
- f. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- g. Where Trust committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the Board of Directors.
- h. Committees, sub committees, or other groups, will not use the designation ‘Board’ in its name.
- i. The Board of Directors shall approve the appointments to each of the committees, which it has formally constituted. Where the Board of Directors determines, and regulations permit, those 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 of Directors as defined by the authorisation and the Constitution.
- j. The committees and sub-committees established by the Trust are:
 - Audit Committee
 - Remuneration Committee
 - Nomination Committee (made up of majority Non-Executive Directors and relating to the appointment / removal of Executive Directors);

- Finance and Performance Committee
 - Quality Committee
 - People Committee
 - Charitable Funds Committee
 - The Rotherham NHS Foundation Trust Committee in Common
- k. Membership of the Trust's Committee in Common is defined by its Terms of Reference, as agreed by all the parties. The Board of Directors, together with other SYB ICS partners, has agreed not to delegate any of its statutory functions to the Committee in Common.
- l. Such other committees may be established, as required, to discharge the Board's responsibilities.
- m. The committee established by the Council of Governors is the Nomination Committee, made up of Governors, save for the Committee Chair, being the Trust Chairman. Travelling and other allowances for Non-Executive Directors shall be determined by the Committee.
- n. A Charitable Funds Committee has been established by the Corporate Trustee of The Rotherham Hospital and Community Charity.

6.2 Confidentiality

- a. A member of a committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Board of Directors or shall otherwise have concluded on that matter.
- b. A Director of the Trust, a member of a committee or attendee shall not disclose any matter reported to the Board of Directors or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if that committee shall resolve that it is confidential.
- c. The Board of Directors may facilitate the attendance of up to two Governors at certain Board Committee meetings. The purpose of Governors attending the Committees is to allow them to observe the Non-Executive Directors. This provides Governors the opportunity of fulfilling their duty of holding Non-Executive Directors to account for the performance of the Board, and to participate in Non-Executive annual appraisals. To ensure the integrity of Board Committee governance, Governors will not participate in the meetings, unless directly invited to so by the committee Chairman. No actions shall arise as a result of Governors' invited participation. Attending Governors shall acknowledge their duty of confidentiality of matters discussed, by providing a signed declaration to this effect.

7.0 Declarations of Interests

7.1 Members of the Board of Directors

- a. Pursuant to Section 20 of the Schedule 7 of the National Health Service Act 2006, a register of Director's interests must be kept by each NHS Foundation Trust.
- b. All Directors (including for the purposes of the standing order, Non-Executive Directors) should declare relevant and material interests to the NHS Board of which they are a member. This should take place on appointment.
- c. Interests may be financial or non-financial (i.e. political or belief-based). Interests which should be regarded as 'relevant and material' and which, for the avoidance of doubt, should be included in the register are:
 - (a) Any directorship of a company;
 - (b) Any interest (excluding a holding of shares in a company whose shares are listed on any public exchange where the holding does not exceed 5% of the total issued share capital, or the value of such shareholding does not exceed £25,000) or position in any firm or company or business, which, in connection with the matter, is trading with the Trust, or is likely to be considered as a potential trading partner with the Trust;
 - (c) Any interest in an organisation providing health and social care services to the National Health Service; or
 - (d) Position of authority in a charity or voluntary organisation in the field of health and social care;
 - (e) Any affiliation to a special interest group campaigning on health or social care issues (this includes political parties).
 - (f) To the extent not covered above, any connection with an organisation, entity or company considering entering in to, or having entered into financial arrangement with The Rotherham NHS Foundation Trust, including but not limited to, lenders or banks.
- d. Reference should also be made to the Monitor *NHS Foundation Trust Code of Governance* and the Trust's Constitution in determining whether other circumstances or relationships are likely to affect, or could appear to affect, the director's judgement.
- e. Each Board agenda will contain at the beginning, an agenda item relating to declaration of interests. During the course of a Board of Directors meeting, if a conflict of interest is established, the director concerned should withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt, this includes voting on such an issue where a conflict is established. If there is a dispute as to whether a conflict of interest does exist, a majority vote will resolve the issue with the Chair having the casting vote.
- f. At the time that interests are declared, they should be recorded in the Board of Director's minutes. Any changes in interests that should arise between Board meetings, should be advised to the Secretary in writing within seven days of becoming aware of the existence of a relevant or material interest.
- g. It is the responsibility of the director to inform the Secretary of changes in their interests, within the appropriate timelines.

- h. A register of directors' interests shall be maintained and held by the Secretary and presented bi-annually to the Board of Directors. This will be formally recorded in the minutes. Any changes in interests should be officially declared to the Secretary where an appropriate amendment is required.
- l There is no requirement for the interests of directors' spouses or partners to be declared; however, in accordance with the Nolan Principles of integrity, accountability and openness, good practice suggests that such declarations are strongly advisable (as are declaring the interests of other immediate family members and co-business partners).
- j. If directors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair or Secretary.
- k. For the avoidance of doubt, any remuneration, compensation or allowances payable to the Chair or a Non-Executive Director in accordance with the Constitution shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- l. The Register of Directors' Interests will be available for inspection by the public free of charge. Copies or extracts of the Registers must be provided to Members of the NHS Foundation Trust free of charge and within a reasonable time period of the request. A reasonable charge may be imposed on non-Members for copies or extracts of the register.

8.0 Standards of Business Conduct

8.1 Policy

- a. The Trust's Standards of Business Conduct provides guidance for all colleagues in the Trust who may or may not be Members of the Board of Directors, and who may have conflicts of interest that should be declared.
- b. There is an obligation on the Trust, through its incorporation with the NHS Standard Contract pursuant to General Condition 27, that 'Managing Conflicts of Interest in the NHS' statutory guidance (publications gateway reference 06419) and superseding the Standards of Business Conduct for NHS staff (HSG(93)5), is complied with by all colleagues.
- c. All Trust colleagues should familiarise themselves with the contents of the Standards of Business Conduct policy, and should seek advice if in doubt as to whether a potential interest should be declared.

8.2 Canvassing of, and Recommendations by, Directors in Relation to Appointments

- a. Canvassing of Directors of the Trust, or members of any Committee of the Trust directly or indirectly for any appointment under the Trust, shall disqualify the candidate for such appointment.
- b. A Director shall not solicit for any person any appointment under the Trust or recommend any person for such appointment, but this paragraph of this Standing order shall not preclude a Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.
- c. Informal discussions outside appointment panels or committees, whether solicited or unsolicited, will be declared to the panel or committee.

9.0 Compliance with Fit and Proper Persons Regulations

- a. The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 requires all NHS Trusts to ensure that all Executive and Non-Executive Director posts (or anyone performing similar or equivalent functions) are filled by people that meet the requirements of the Fit and Proper Persons Regulations ('FPPR'). The definition of directors includes those in permanent, interim or associate roles, irrespective of their voting rights at Board meetings.
- b. The regulations stipulate that Trusts must not appoint or have in place an Executive Director or a Non-Executive Director unless they meet the standards set out in the Regulations.
- c. Guidance issued by the CQC in January 2018 places ultimate responsibility on the Trust Chair to discharge the requirements of the FPPR.
- d. The Chair must assure themselves that new applicants and existing post holders meet the fitness checks and do not meet any of the unfit criteria. Responsibility also falls on the Chair to decide whether an investigation is necessary and, at the end of the investigation, to consider whether the director in questions remains fit and proper.
- e. The Chair will be notified by the CQC of any non-compliance with the FPPR, and holds responsibility for making any decisions regarding action that needs to be taken.

10.0 Custody of Seal and Sealing of Documents

10.1 Custody of Seal

- a. The Trust's Seal shall be kept by the Chief Executive, or officer appointed by them, in a secure place.

10.2 Sealing of Documents

- a. The Seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board or where the Board of Directors has delegated its powers.
- b. The affixing of the Seal shall be attested and signed by the Chief Executive Director (or officer nominated by them) together with one other Executive Director.
- c. 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).
- d. For contracts, other than building and engineering, contract management teams and Departmental Heads are required to consider the enforceability of rights which may accrue by virtue of breaches of such contracts.
- e. Where the contract management team or Departmental Head believes that the contract should be entered into under seal, that contract should be submitted to the Director of Finance for review. If the Director of Finance agrees that the contract should be completed under Seal then appropriate processes set out in the SFI's for building and engineering contracts, should be followed.

10.3 Register of Sealing

An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealings shall be made to the Board of Directors at least bi-annually. (The report shall contain details of the seal number, the description of the document and date of sealing). The book will be held by the Secretary.

11. Signature of documents

- a. Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board of Directors shall have given the necessary authority to some other person for the purpose of such proceedings.
- b. For the purpose of defence documents in legal proceedings, the Company Secretary or in their absence, any Executive Director, shall be authorised to sign the necessary documentation on behalf of the Trust.
- c. The Chief Executive or nominated officers shall be authorised, by resolution of the Board of Directors, 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 of Directors or committee or sub-committee to which that Board has delegated appropriate authority.
- d. Where electronic documents have been 'signed' with electronic signatures, details pertaining to the document, shall be maintained in a register and presented to the Board of Directors, for ratification where necessary, on a bi-annual basis.

12. Freedom to Speak Up

- a. In accordance with the Public Interest Disclosure Act 1998, the Board of Directors is required to prepare and update, as necessary, procedures for receiving and investigating disclosures, internally or externally, as well as illegal acts or omissions at work.
- b. The Board of Directors is responsible for ensuring that all senior leaders, are knowledgeable about Freedom to Speak Up (FTSU), and can readily articulate the Trust's FTSU requirements and policy.
- c. The Chief Executive is responsible for appointing the FTSU Guardian and ultimately, for ensuring that FTSU arrangements meet the needs of colleagues.
- d. The Chief Executive and Chair are responsible for ensuring the annual report contains information about FTSU and that the Trust is engaged with both the regional Guardian network and the National Guardian's Office

13. Miscellaneous

13.1 Standing Orders to be given to Directors and Officers

- a. It is the duty of the Chief Executive to ensure that existing directors and officers are notified of and understand their responsibilities within Standing Orders and SFIs.
- b. Updated copies shall be issued to staff in e-mail format through the Trust's Colleague Bulletin.
- c. New designated officers shall be informed in writing and shall receive e-copies where appropriate of Standing Orders.

13.2 Documents having the standing of Standing Orders

- a. Standing Financial Instructions and the Scheme of Delegation shall have effect as if incorporated into Standing Orders.

13.3 Review of Standing Orders

- a. Standing Orders, and all documents having effect as if incorporated in Standing Orders, shall be reviewed bi-annually by the Audit Committee on behalf of the Board of Directors.