

NORTH BRISTOL NHS TRUST STANDING ORDERS

JULY JANUARY 2025

INTRODUCTION

North Bristol NHS Trust (the Trust) is a body corporate which was established under The North Bristol National Health Service Trust (Establishment) Order (the Establishment Order) 1999.

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

1 INTERPRETATIONS AND DEFINITIONS

- 1.1 Save as otherwise permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive).

2006 ACT	means the National Health Services Act 2006.
2022 ACT	means the Health and Care Act 2022.
ACCOUNTABLE OFFICER	means the officer responsible and accountable for funds entrusted to the Trust; and is responsible for ensuring the proper stewardship of public funds and assets. The <u>jointly appointed Chief Executive of North Bristol NHS Trust and University Hospitals Bristol and Weston NHS Foundation Trust, otherwise known as the Group Chief Executive</u> , or their appointed replacement, is the Accountable Officer for this Trust.
AUDIT COMMITTEE	means a committee whose functions are concerned with providing the Trust Board with a means of independent and objective review and monitoring financial systems and information, quality and clinical effectiveness, compliance with law, guidance and codes of conduct, effectiveness of risk management, the processes of governance and the delivery of the Board assurance framework.
<u>CHAIR</u>	<u>means the jointly appointed Chair of North Bristol NHS Trust and University Hospitals Bristol and Weston NHS Foundation Trust, otherwise known as the Group Chair.</u>
CHIEF EXECUTIVE OFFICER	is the chief officer of the Trust and the Accountable Officer and <u>is the jointly appointed Chief Executive of North Bristol NHS Trust and University Hospitals Bristol and Weston NHS Foundation Trust (otherwise known as the Group Chief Executive)</u> holds the role of Joint Chief Executive of both North Bristol NHS Trust and University Hospitals Bristol and Weston NHS Foundation 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 appointed by the Trust
COMMITTEE MEMBERS	shall be persons formally appointed by the Trust 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 of surplus and obsolete assets.
DIRECTORS	means <u>members of the Board of Directors of the Trust, including Group Executives and Group Non-Executive Directors who are jointly appointed across North Bristol NHS Trust and University Hospitals Bristol and Weston NHS Foundation Trust.</u> the Executive Directors and the Non-Executive Directors
EXECUTIVE DIRECTOR	means an officer of the Trust (including individuals jointly appointed across both North Bristol NHS Trust and University Hospitals Bristol and Weston NHS Foundation Trust, otherwise known as Group Executive Directors) being up to five voting members of the Trust Board in number, appointed in accordance with the NHS Trusts (Membership and Procedure) Regulations 1990. The remainder will not be eligible to vote on the Trust Board.
GROUP	means the hospital group established by the Trust and University Hospitals Bristol and Weston NHS Foundation Trust.
HOSPITAL MANAGING DIRECTOR	means the Executive Director who provides day-to-day leadership and line management of the <u>Hospital Management Team</u> executive team , reporting to the Chief Executive Officer.
NHS ENGLAND	means the body which is 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 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 <u>who is appointed by the Secretary of State for Health and Social Care to the Board of Directors who is not an Executive Director, including individuals jointly appointed across both North Bristol NHS Trust and University Hospitals Bristol and Weston NHS Foundation Trust, otherwise known as Group</u>

	Non-Executive Directors. –by the Secretary of State for Health and Social Care to help the Trust Board to deliver its functions.
<u>HOSPITAL MANAGEMENT GROUP</u>	<u>means the group of senior officers responsible for the day-to-day management and operation of the Hospitals within the Trust</u>
OFFICER	means an employee of the Trust or any other person holding a paid appointment or office with the Trust.
SFIs	means Standing Financial Instructions.
SOs	means Standing Orders.
VOLUNTARY ORGANISATION	means a body, other than a public or local authority, the activities of which are not carried on for profit.

2 THE BOARD

- 2.1 All business shall be conducted in the name of the Trust.
- 2.2 All funds received in trust shall be held in the name of the Trust as corporate trustee. Further:
- 2.2.1 The powers exercised by the Trust as corporate trustee, in relation to funds held on trust, shall be exercised separately and distinctly from those powers exercised as a Trust.
- 2.2.2 Directors acting on behalf of the Trust as a corporate trustee are acting as quasi- trustees. Accountability for charitable funds held on trust is to the Charity Commission and to the Secretary of State for Health and Social Care. Accountability for non-charitable funds held on trust is only to the Secretary of State for Health and Social Care.
- 2.3 The power of the Trust shall be exercised in public or private session as provided for in SO item 4.
- 2.4 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 Schedule of Matters reserved to the Board and Scheme of Delegation and have effect as if incorporated into the Standing Orders.
- 2.5 The Trust has the functions conferred on it by Schedule 4 of the 2006 Act.

3 MEMBERSHIP OF THE BOARD

- 3.1 The voting membership of the Trust Board shall comprise the Chair and six Non-Executive Directors, together with up to five Executive Directors. At least half of the voting membership of the Trust Board, excluding the Chair, shall be independent Non-Executive Directors.
- 3.2 In addition to the Chair, the Non-Executive Directors shall normally include:
- 3.2.1 one appointee nominated to be the Vice-Chair;
- 3.2.2 one appointee nominated to be the Senior Independent Director;
- 3.2.3 in accordance with the Establishment Order, one appointee from the University of Bristol, in recognition of the Trust's status as a teaching hospital;
- 3.2.4 one or more appointees who have recent relevant financial experience.

Appointees can fulfil more than one of the roles identified.

- 3.3 The Executive Directors shall include:
- 3.3.1 Chief Executive Officer;
 - 3.3.2 Chief Finance Officer, or equivalent;
 - 3.3.3 Chief Medical Officer or Chief Nursing Officer;
 - 3.3.4 Such other Executive Directors as may be appointed.
- 3.4 The Board may appoint additional Executive Directors, in crucial roles in the Trust, to be non-voting members of the Trust Board.
- 3.5 **Appointment of the Chair and Directors.** The Chair and Non-Executive Directors of the Trust are appointed by NHSE, on behalf of the Secretary of State for Health and Social Care. The tenure and termination and suspension of office shall be in accordance with the NHS Trusts (Membership and Procedure) Regulations 1990 (as amended).
- 3.6 The Chief Executive Officer shall be appointed by the Chair and the Non-Executive Directors.
- 3.7 Executive Directors shall be appointed by a committee comprising the Chair, the Non-Executive Directors and the Chief Executive Officer.
- 3.8 Where more than one person is appointed jointly to an Executive Director post in the Trust, those persons shall become appointed as an Executive Director, jointly. Where the post has voting rights attached, the joint appointees will have the power of one vote; and shall count for the purpose of Standing Order 3 as one person.
- 3.9 **Vice-Chair:** 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.
- 3.10 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 as a director. On such resignation or termination the Trust Board may then appoint another Non-Executive Director as Vice-Chair, in accordance with the provision of this Standing Order.
- 3.11 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.
- 3.12 **Functions and roles of the Chair and Directors.** The function and role of the Chair and members of the Trust Board is described within these Standing Orders and within those documents that are incorporated into these Standing Orders.
- 3.13 **Tenure of office.** Terms 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 NHS Trusts (Membership and Procedure) Regulations 1990 (as amended) and as directed by NHSE, under its delegated authority from Secretary of State for Health and Social Care.
- 4 **MEETINGS OF THE BOARD**
- 4.1 **Admission of the Public and the Press** – The meetings of the Board of Directors shall be open to members of the public and press unless the Board decides otherwise in relation to all of the meeting for reasons of confidentiality, or on other proper grounds, or for other special reasons. Matters to be dealt with by the Board following the exclusion of members of the public and/or press shall be confidential to the members of the Board. Directors and any employees of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Trust, without the express permission of the Trust.

- 4.2 In the event that the public and press are admitted to all or part of a Board meeting by reason of SO item 4.1 above, the Chair (or Vice 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 such as to ensure that the Board's business shall be conducted without interruption and disruption and the public will be required to withdraw upon the Board resolving "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".
- 4.3 The Board of Directors may agree further provisions in respect of the admission of the public and the press, to be set out in a policy.
- 4.4 **Observers at Board Meetings** – The Trust may make such arrangements from time to time as it sees fit with regards to the extending of invitations to observers to attend and address any of the Board meetings.
- 4.4.1 The Trust may appoint Associate Non-Executive Directors to the Board of Directors on such terms as the Board of Directors may direct. Associate Non-Executive Directors will attend Board of Director meetings and relevant Committee meetings at the discretion of the Chair and will play an active role in such meetings by providing advice and appropriate challenge across the range of Trust healthcare services and supporting business areas. For the avoidance of doubt, Associate Non-Executive Directors are not formally appointed as members of the Board of Directors and, should circumstances arise, will not be eligible to vote.
- 4.5 Nothing in these Standing Orders shall be construed as permitting the introduction by the public or press representatives of recording, transmitting, video or small apparatus into meetings of the Board or Committees. Such permission shall be granted only upon resolution of the Trust.
- 4.6 **Calling of Meetings** – Ordinary meetings of the Board shall be held at such times and places as the Board determines.
- 4.7 The Chair of the Trust may call a meeting of the Board at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of Directors, has been presented to them, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to them at the Trust's Headquarters, such one third or more Directors may forthwith call a meeting. An annual public meeting shall be held on or before 30th September in each year for the purpose of presenting audited accounts, annual reports and any report on the accounts.
- 4.8 **Notice of Meetings** – Before each meeting of the Board, a written notice of the meeting, specifying the business proposed to be transacted at it shall be delivered to every Director, or sent by post to the usual place of residence of such Director or sent electronically to the usual e-mail address of the director, or circulated via an agreed online board paper portal, so as to be available to them at least three working days before the meeting.
- 4.9 Want of service of the notice on any Director shall not affect the validity of a meeting.
- 4.10 In the case of a meeting called by Directors in default of the Chair, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice, or emergency motions permitted under SO item 4.20.1.
- 4.11 Agendas will normally be sent to members of the Board five working days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than three working days before the meeting, save in emergency. Failure to serve such a notice on more than three Directors will invalidate 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.
- 4.12 Before any meeting of the Board which is to be held in public, a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed on the Trust's website at least three working days before the meeting.

- 4.13 **Setting the Agenda** – The Board may determine that certain matters shall appear on every agenda for a meeting and shall be addressed prior to any other business being conducted. (Such matters may be identified within these Standing Orders or following subsequent resolution shall be listed in an Appendix to the Standing Orders).
- 4.14 A Director desiring a matter to be included on an agenda shall make their request in writing to the Chair at least five working 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 five working days before a meeting may be included on the agenda at the discretion of the Chair.
- 4.15 **Chair of Meeting** – At any meeting of the Board, the Chair of the Board, if present, shall preside. If the Chair is absent from the meeting the Vice Chair, if there is one and they are present, shall preside. If the Chair and Vice Chair are absent, such Non-Executive as the Directors present shall choose shall preside.
- 4.16 If the Chair is absent temporarily on the grounds of a declared conflict of interest the Vice Chair, if present, shall preside. If the Chair and Vice Chair are absent, or are disqualified from participating, such Non-Executive Director as the Directors present shall choose shall preside.
- 4.17 **Notices of Motion** – A Director of the Board desiring to move or amend a motion shall send a written notice thereof at least five working days before the meeting to the Chief Executive, who shall ensure that it is brought to the immediate attention of the Chair. The Chief Executive shall insert in the agenda for the meeting all notices so received, subject to the notice being permissible under the appropriate regulations. Subject to SO item 4.20.1, this paragraph shall not prevent any motion being moved during the meeting without notice on any business mentioned on the agenda.
- 4.18 **Withdrawal of Motion or Amendments** – A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.
- 4.19 **Motion to Rescind a Resolution** – Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall be made in writing by the Director who gives it and four other Board Directors and, before considering any such motion, the Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation. When any such motion has been disposed of by the Board, it shall not be competent for any Director other than the Chair to propose a motion to the same effect within six months, however the Chair may do so if they consider it appropriate. This Standing Order item 4.19 shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.
- 4.20 **Motions** – A motion may be proposed by the Chair or any Director present at the meeting. The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

Emergency Motions

- 4.20.1 Subject to the agreement of the Chair and SO item 4.21 below, a Director may give written notice of an emergency motion after the issue of the notice of meeting and agenda (by reason of SO item 4.8 and SO item 4.11), up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. At the Chair's discretion, the emergency motion shall be declared to the Board at the commencement of the business of the meeting as an additional item included on the agenda. The Chair's decision to include the item shall be final.
- 4.21 When a motion is under discussion or immediately prior to discussion it shall be open to a Director to move:
- 4.21.1 an amendment to the motion.
- 4.21.2 the adjournment of the discussion or the meeting.

- 4.21.3 that the meeting proceeds to the next business*.
 - 4.21.4 the appointment of an ad hoc committee to deal with a specific item of business.
 - 4.21.5 that the motion be now put*.
 - 4.21.6 that a Director be not further heard*.
 - 4.21.7 that the public be excluded pursuant to SO item 4.1,
- and in the case of sub-paragraphs denoted by (*) above, to ensure objectivity motions may only be put by a Director who has not previously taken part in the debate and who is eligible to vote.
- 4.22 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. 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.
 - 4.23 The Chair may (at their discretion) refuse to admit any motion of which notice was not given in accordance with SO item 4.17, other than a motion relating to:
 - 4.23.1 the reception of a report.
 - 4.23.2 consideration of any item of business before the Trust Board.
 - 4.23.3 the accuracy of minutes.
 - 4.23.4 that the Board proceed to next business.
 - 4.23.5 that the Board adjourn.
 - 4.23.6 that the question be now put.
 - 4.24 **Chair's Ruling** – Statements of Directors made at meetings of the Board shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matter shall be final.
 - 4.25 **Voting** – The Board shall aim to make decisions through discussion and by consensus. It is not a requirement for all decisions to be subject to a vote. The Chair of the meeting at which any particular decision is to be taken shall be responsible for determining whether a vote is required and what form this will take. Where the Chair determines that a vote should take place, the decision put to a vote shall be determined by a majority of the votes of the Chair and Directors present and voting on the question and, in the case of the number of votes for and against being equal, the Chair of the meeting (or any other person presiding in accordance with the terms of these Standing Orders) shall have a second or casting vote.
 - 4.26 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 the Chair so directs, or it is proposed and seconded by any of the Directors present.
 - 4.27 If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained.
 - 4.28 If a Director so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).

- 4.29 In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.
- 4.30 An Officer who has been appointed formally by the Board to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An Officer attending the Board to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.
- 4.31 Where necessary, a Director may be counted as present when available constantly for discussions through an audio or video link and may take part in voting on an open basis.
- 4.32 **Minutes** – The Minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting.
- 4.33 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.
- 4.34 Minutes shall be circulated in accordance with Director wishes. Where providing a record of a meeting in public the minutes shall be made available to the public.
- 4.35 **Joint Directors** – Where the Office of a Director is shared jointly by more than one person:
- 4.35.1 either or both of those persons may attend or take part in meetings of the Board.
 - 4.35.2 if both are present at a meeting, they should cast one vote if they agree.
 - 4.35.3 in the case of disagreements, no vote should be cast.
 - 4.35.4 the presence of either or both of those persons should count as the presence of one person for the purposes of SO item 4.42 (Quorum).
- 4.36 **Suspension of Standing Orders** – Except where it would contravene any statutory provision or any direction made by the Secretary of State for Health and Social Care or NHSE, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board are present, [including one Executive Director and one Non-Executive Director], and at least two-thirds of those present vote in favour of suspension.
- 4.37 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 4.38 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and Directors of the Board.
- 4.39 No formal business may be transacted while Standing Orders are suspended.
- 4.40 The Audit Committee shall review every decision to suspend Standing Orders.
- 4.41 **Record of Attendance** – The names of the Chair and Directors present at the meeting shall be recorded in the minutes. If a director is not present for the entirety of the meeting, the minutes shall record the items that were considered whilst they were present.
- 4.42 **Quorum** – No business shall be transacted at a meeting unless at least one half of the whole number of the voting Chair and Directors appointed are present (including at least two Non-Executive Directors and one Executive Director).
- 4.43 An Officer in attendance for an Executive Director but without formal acting-up status may not count towards the quorum.
- 4.44 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

Standing Order 7 or 8) he 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. The above requirement for at least one Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board considers the recommendations of the Remuneration and Nominations Committee).

5 ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

- 5.1 Subject to any relevant statutory provision and any directions as may be given by the Secretary of State for Health and Social Care, the Board may make arrangements for the exercise, on behalf of the Board, of any of its functions in each case subject below to such restrictions and conditions as the Trust thinks fit:
- 5.1.1 By a committee or sub-committee.
 - 5.1.2 Appointed by virtue of Standing Order item 6.1 or 6.2 below, or by an Officer of the Trust.
 - 5.1.3 by another body, subject to Standing Order item 5.2 below.
- 5.2 Where a function is delegated to a third party, the Trust has responsibility to ensure that the proper delegation is in place. Upon delegation to committees, sub committees or Officers or third parties, the Trust retains full responsibility.
- 5.3 **Emergency Powers** – The powers which the Board has retained to itself within these Standing Orders (Standing Order item 2.4) may in emergency be exercised by the Chief Executive and the Chair after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and Chair shall be reported to the next formal meeting of the Board in public or private session (as appropriate) for ratification.
- 5.4 **Delegation to Committees** – The Board shall agree from time to time to the delegation of executive powers to be exercised by committees, or sub-committees, or joint-committees, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, or joint committees and their specific executive powers shall be approved by the Board in respect of its sub-committees.
- 5.5 **Delegation to Officers** – Those functions of the Trust which have not been retained as reserved by the Board or delegated to a committee or sub-committee or joint-committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions they will perform personally and shall nominate Officers to undertake the remaining functions for which they will still retain an accountability to the Trust.
- 5.6 **Scheme of Delegation:** The Chief Executive shall prepare a Scheme of Delegation identifying their proposals which shall be considered and approved by the Board, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation that shall be considered and approved by the Board as indicated above.
- 5.7 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Chief Financial Officer to provide information and advise the Board in accordance with statutory or NHS England requirements. Outside these requirements, the roles of the Chief Financial Officer shall be accountable to the Chief Executive for operational matters.
- 5.8 The arrangements made by the Board as set out in the Schedule of Matters reserved to the Board and Scheme of Delegation shall have effect as if incorporated in these Standing Orders.
- 5.9 **Overriding Standing Orders** – If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the

Board for action or ratification. All Directors of the Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

6 COMMITTEES

- 6.1 Subject any guidance issued by the Department of Health and Social Care or by NHS England, the Trust may appoint committees of the Trust, or together with one or more other bodies as defined in the 2022 Act, appoint joint committees.
- 6.2 A committee or joint committee appointed under SO item 6.1 may, subject to such directions as may be given by the Trust or other health service bodies in question, appoint sub-committees consisting wholly or partly of members of the committee or joint committee (whether or not they are members of the Trust or other health service bodies in question); or wholly of persons who are not members of the Trust or other health service bodies or the committee of the Trust or other health service bodies in question.
- 6.3 The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees, joint committees and 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, joint committee or sub-committee as the context permits, and the term “member” is to be read as a reference to a member of the committee also as the context permits. There is no requirement to hold meetings of committees, joint committees and sub-committees established by the Trust in public.
- 6.4 Each such committee, joint committee and sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board shall decide and shall be in accordance with any applicable legislation and regulation or direction. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 6.5 The Board of Directors may appoint committees consisting wholly or partly of persons who are not Executive Directors or Non-Executive Directors of the Trust for any purpose that is calculated or likely to contribute or assist it in the exercise of its powers.
- 6.6 Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the Board.
- 6.7 The Board shall approve the appointments to each of the committees, joint committees and sub-committees which it has formally constituted. Where the Board determines, and regulations permit, that persons, who are neither Directors nor Officers, shall be appointed to a committee, joint committee or sub-committee the terms of such appointment shall be within the powers of the Board. The Board shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with national guidance.
- 6.8 Where the Board is required to appoint persons to a committee, joint committee or sub-committee and/or to undertake statutory functions, and where such appointments are to operate independently of the Board, such appointment shall be made in accordance with the Terms of Reference and any applicable regulations and directions.
- 6.9 The Trust Board of Directors shall establish an Audit Committee and Remuneration and Nomination Committee, as standing Committees of the Trust Board of Directors. In addition, the Trust Board of Directors shall establish such other Committees as it deems necessary and appropriate from time to time.

7 DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

- 7.1 **Declaration of Interests** – The 2006 Act, NHSE’s Code of Governance for NHS provider trusts and NHSE’s Managing conflicts of interest in the NHS guidance, as updated or superseded from time to time, require the Board Directors to declare interests which are relevant and material to the NHS board of which they are a Director. All existing Board Directors and other decision-making staff should declare such interests. Any Board Directors appointed subsequently should do so on appointment.

- 7.2 Interests are as defined in NHSE's Managing conflicts of interest in the NHS guidance.
- 7.3 At the time Board Directors' interests are declared, they should be recorded in the Board minutes. Any changes in interests should be declared at the next Board meeting following the change occurring and recorded in the minutes of that meeting.
- 7.4 Board Directors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Board's Annual Report. The information should be kept up to date for inclusion in succeeding annual reports.
- 7.5 If Board Directors have any doubt about the relevance of an interest, this should be discussed with the Chair or the Director of Corporate Governance. 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.
- 7.6 **Register of Interests** – The Director of Corporate Governance will ensure that a Register of Interests is established to record formal declarations of interests of Board Directors. In particular, the register will include details of all directorships and other relevant and material interests which have been declared by both Executive and Non-Executive Directors, as defined in Standing Order item 7.1.
- 7.7 These details will be kept up to date by means of an annual review of the register in which any changes to interests declared during the preceding 12 months will be incorporated.
- 7.8 The Register will be available to the public.
- 7.9 All senior managers and clinicians have a duty to ensure that declaration of interests are made which could materially affect the outcome of decisions made by them. Where in doubt, all senior managers and clinicians should contact the Corporate Governance Team for clarification.
- 7.10 With the exception of the requirement to report interests in the Annual Report (Standing Order 7.4), this Standing Order also applies in full to any committee or sub-committee or group of the Trust Board; and to any member of such committee or sub-committee or group (whether or not they are a Director).
- 8 DISABILITY OF CHAIR AND DIRECTORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST**
- 8.1 Subject to the following provisions of this Standing Order, if the Chair or a Director has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust at which the contract or other matter is the subject of consideration, they shall at the meeting or as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- 8.2 The Board may exclude the Chair or a Director of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he has a pecuniary interest, is under consideration.
- 8.3 Any remuneration, compensation or allowances payable to the Chair or a Director by virtue of the 2006 Act shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- 8.4 For the purpose of this Standing Order the Chair or a Director shall be treated, subject to SO item 8.5, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:
- 8.4.1 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; or

- 8.4.2 they are a partner/associate 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;
- 8.4.3 and in the case of persons living together as partners, the interest of one partner shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.
- 8.5 The Chair or a Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
 - 8.5.1 of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body;
 - 8.5.2 of an interest in any company, body or person with which they are connected as mentioned in SO item 8.4 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.
- 8.6 Where the Chair or a Director has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company body, whichever is the less, and if the share capital is of more than one class, the total nominal value of shares of any one class in which they have a beneficial interest does not exceed one-hundredth of the total issued share capital of that class, this Standing Order shall not prohibit them from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it, without prejudice however to their duty to disclose their interest.
- 8.7 This SO item 8 applies to a committee or sub-committee and to a joint committee as it applies to the Trust and applies to a Director of any such committee or sub-committee (whether or not he is also a Director of the Trust) as it applies to a Director of the Trust.

9 STANDARDS OF BUSINESS CONDUCT POLICY

- 9.1 Staff should comply with national guidance concerning standard of business conduct including as applicable NHS England's "Standards of Business Conduct for NHS Staff", as may be updated or superseded from time to time.
- 9.2 **Interests of staff** - All staff shall declare any relevant and material interest. The declaration should be made on appointment to the Executive Director, clinical director, or senior manager to whom they are accountable. If the interest is acquired or recognised subsequently, a declaration should be made via the Trust's online declarations of interest system in line with the Declarations of Interest Policy. The system will then add the interest to the Trust's Register of Interests.
- 9.3 **Interest of Officers in Contracts** – If it comes to the knowledge of an Officer of the Trust that a contract in which they have any pecuniary interest not being a contract to which they themselves are a party, has been, or is proposed to be, entered into by the Trust they shall, at once, give notice in writing to the Chief Executive or the Director of Corporate Governance of the fact that they are interested therein. In the case of persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.
- 9.4 An Officer should also declare to the Chief Executive 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.
- 9.5 The Trust requires interests, employment or relationships declared, to be entered in a register of interests of staff.

- 9.6 Gifts and hospitality shall only be accepted in accordance with the Trust's declarations of interest policy. Officers of the Trust shall not ask for any rewards or gifts; nor shall they accept any rewards or gifts of significant value.
- 9.7 **Canvassing of and Recommendations by, Directors in Relation to Appointments** – Canvassing of Directors of the Trust or of any Committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of Standing Order item 9 shall be included in application forms or otherwise brought to the attention of candidates.
- 9.8 A Director of the Board 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 item 9 shall not preclude a Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.
- 9.9 **Relatives of Directors or Officers** – Candidates for any staff appointment under the Trust shall, when making application, disclose in writing to the Trust whether they are related to any Director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them liable to instant dismissal.
- 9.10 The Chair and every Director and Officer of the Trust shall disclose to the Chief Executive any relationship between themselves and a candidate of whose candidature that Director or Officer is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made.
- 9.11 On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Board whether they are related to any other Director or holder of any office in the Trust.
- 9.12 Where the relationship to a Director of the Trust is disclosed, the Standing Order headed 'Disability of Chair and Directors in proceedings on account of pecuniary interest' (SO item 8) shall apply.

10 CUSTODY OF SEAL AND SEALING OF DOCUMENTS

- 10.1 **Custody of Seal** – The Common Seal of the Trust shall be kept by the Chief Executive in a secure place.
- 10.2 **Sealing of Documents** – The Seal of the Trust shall only be attached to documents where there is a legal requirement for sealing and the subject matter of the relevant document has first been approved in accordance with these Standing Orders and the Standing Financial Instructions. The seal shall be affixed in the presence of the signatories in accordance with Paragraph 33 of Schedule 4 of the 2006 Act:

"33 Instruments etc.

(1) The fixing of the seal of an NHS trust must be authenticated by the signature (a) of the chairman or of some other person authorised (whether generally or specifically) by the NHS trust for that purpose, and (b) of one other director."

- 10.3 **Bearing witness of the affixing of the Seal:** A recommended wording for the witnessing of the use of the Seal is "The Common Seal of the North Bristol National Health Service Trust was hereunto affixed in the presence of....".
- 10.4 **Register of Sealing** – An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealing shall be made to the Trust 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.

11 SIGNATURE OF DOCUMENTS

- 11.1 Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board shall have given the necessary authority to some other person for the purpose of such proceedings.
- 11.2 The Chief Executive or nominated Officer(s) shall be authorised, by resolution of the Board, to sign on behalf of the Trust any agreement or other document not requested to be executed as a deed, the subject matter of which has been approved by the Board or any committee, sub-committee or standing committee with delegated authority.
- 11.3 Unless there is a requirement for sealing, the Chief Executive or nominated officers shall also be authorised, by resolution of the Board, to execute any agreement or other document (the subject matter of which has been approved by the Board or any committee, sub-committee or standing committee with delegated authority) as a deed on behalf of the Trust by signing in the physical presence of an attesting witness.
- 11.4 Unless there is a specific requirement for a physical seal or wet ink signature, any signature under SO Item 11.1, 11.2 or 11.3 above may be provided in electronic form and shall not be invalid on this basis.

12 MISCELLANEOUS

- 12.1 **Standing Orders to be given to Directors and Officers** – It is the duty of the Chief Executive to ensure that existing Directors and Officers and all new appointees are notified of and understand their responsibilities within Standing Orders and standing financial instructions. Updated copies shall be issued to staff designated by the Chief Executive. New designated Officers shall be informed in writing and shall receive copies where appropriate of Standing Orders.
- 12.2 **Documents having the standing of Standing Orders** – standing financial instructions (including provisions as to tendering and contract procedures, disposals and in-house services), Schedule of Matters reserved to the Board and Scheme of Delegation, the Policy on the Register of Interests, Gifts and Hospitality and the Staff Disciplinary and Appeals Procedures document shall be read in conjunction with the Standing Orders. The Board may also, 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 decision to approve such policies and procedures shall be recorded in an appropriate Trust Board minute to be read in conjunction with these Standing Orders.
- 12.3 **Review of Standing Orders** – Standing Orders shall be reviewed annually by the Board and any requirements for amendments must be directed to both the Board of Directors and the Council of Governors. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.
- 12.4 The Board may confirm contracts to purchase from a voluntary organisation or a local authority using appropriate powers under the 2006 Act and shall comply with procedures laid down by the Chief Financial Officer which shall be in accordance with this Act.
- 12.5 **Variation of Standing Orders:** These Standing Orders shall be varied only if:
- 12.5.1 A notice of motion under Standing Order 4.17 has been given and
 - 12.5.2 no fewer than half of the appointed Non-Executive Directors vote in favour of such variation and
 - 12.5.3 at least two-thirds of the directors who are eligible to vote are present and
 - 12.5.4 the variation proposed does not contravene a statutory provision or direction made by the Secretary of State for Health.

- 12.6 Standing Order 12.5 (this Standing Order) may not be varied.
- 12.7 Any financial limits in these Standing Orders and the Schedule of Decisions Reserved for the Trust Board and the Scheme of Delegated Authorities may be varied by resolution of the Trust Board at any time.
- 12.8 Where financial limits are varied the Chief Finance Officer will advise the Audit Committee, and internal and external audit.