

**STANDING ORDERS  
AND  
SCHEME OF  
RESERVATION AND  
DELEGATION**

**August 2020**

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## SECTION A

### 1. INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS AND STANDING FINANCIAL INSTRUCTIONS

- 1.1 Save as otherwise permitted by law, at any meeting the Chairman of the Trust shall be the final authority on the interpretation of Standing Orders (on which he/she should be advised by the Chief Executive and/or Secretary to the Board).
- 1.2 Any expression to which a meaning is given in the HPSS (NI) Order 1991, the Health and Social Care (Reform) Act (Northern Ireland) 2009 and other Acts/Orders relating to the HSC shall have the same meaning in these Standing Orders and Standing Financial Instructions and in addition:
- 1.2.1 "**Accounting Officer**" means the HSC Officer responsible and accountable for funds and assets entrusted to the Trust. The officer shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.
- 1.2.2 "**Trust**" means the Western Health & Social Care Trust
- 1.2.3 "**Board**" means the Chairman, executive and non-executive members of the Trust collectively as a body.
- 1.2.4 "**Budget**" means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.
- 1.2.5 "**Budget holder**" means the director or employee with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation.
- 1.2.6 "**Chairman of the Trust**" is the person appointed by the Departmental Public Appointments Unit to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression "the Chairman of the Trust" shall be deemed to include the member acting as Chairman of the Trust if the Chairman is absent from the meeting or is otherwise unavailable.
- 1.2.7 "**Chief Executive**" means the chief officer of the Trust. The Chief Executive is the Trust's Accounting Officer.
- 1.2.8 "**Governance Committee**" means a committee whose functions are concerned with the arrangements for the purpose of monitoring and improving the quality and safety of health and social care for which the Western Health and Social Care Trust has responsibility.



- 1.2.9 "**Commissioning**" means the process for determining the need for and for obtaining the supply of healthcare, social care and related services by the Trust within available resources.
- 1.2.10 "**Committee**" means a committee or sub-committee created and appointed by the Trust.
- 1.2.11 "**Committee members**" means persons formally appointed by the Board to sit on or to chair specific committees.
- 1.2.12 "**Contracting and procuring**" means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets.
- 1.2.13 "**Director of Finance**" means the Chief Financial Officer of the Trust.
- 1.2.14 "**Funds held on trust**" shall mean those funds which the Trust holds on date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept under powers derived under Article 16 of the HPSS (NI) Order 1991. Such funds may or may not be charitable.
- 1.2.15 "**Member**" means executive or non-executive member of the Board as the context permits. Member, in relation to the Board, includes its Chairman.
- 1.2.16 "**Associate Member**" means a person appointed to perform specific statutory and non-statutory duties which have been delegated by the Trust Board for them to perform and these duties have been recorded in an appropriate Trust Board minute or other suitable record.
- 1.2.17 "**Membership, Procedure and Administration Arrangements Regulations**" means HSS Trusts (Membership and Procedure) Regulations (Northern Ireland) 1994.
- 1.2.18 "**Nominated officer**" means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.
- 1.2.19 "**Officer**" means employee of the Trust or any other person holding a paid appointment or office with the Trust.
- 1.2.20 "**Secretary**" means a person appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chairman and monitor the Trust's compliance with the law, Standing Orders, and Department of Health guidance.
- 1.2.21 "**SFIs**" means Standing Financial Instructions.

1.2.22 "**SOs**" means Standing Orders.

1.2.23 "**Member acting as Chairman**" means the non-executive member appointed by the Board to take on the Chairman's duties if the Chairman is absent for any reason.

1.2.24 "**DoH**" means the Department of Health



## **SECTION B – STANDING ORDERS**

### **1. INTRODUCTION**

#### **1.1 Statutory Framework**

The Western Health & Social Services Trust which shall also be known as the Western Health and Social Care Trust is a statutory body which came into existence on 1<sup>st</sup> August 2006 and was operational from 1<sup>st</sup> April 2007 under the Western Health and Social Care Trust (Establishment) Order (Northern Ireland) 2006.

- (1) The principal place of business of the Trust is Trust Headquarters, Multi Disciplinary Education Centre, Altnagelvin Hospital, Glenshane Road, Londonderry, BT47 6SB.
- (2) HSC Trusts are provided for under Article 10(1) of the Health and Personal Social Services (NI) Order 1991. The Western Health and Social Services Trust (transfer of Staff, Assets and Liabilities) Order (NI) 2007 provides for the transfer of staff, assets and liabilities to the Trust.
- (3) The functions of the Trust are conferred by this legislation.
- (4) As a statutory body, the Trust has specified powers to contract in its own name and to act as a corporate trustee.
- (5) Schedule 3 of the HPSS (NI) Order 1991 specifies the duties, powers and status of HSC Trusts.
- (6) The DoH publication “Code of Conduct and Code of Accountability for Board Members of Health and Social care bodies” requires the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions (SFIs) as an integral part of Standing Orders setting out the responsibilities of individuals.
- (7) The Trust will also be bound by such other statutes and legal provisions which govern the conduct of its affairs.

#### **1.2 Health and Social Care Framework**

- (1) In addition to the statutory requirements the Minister for Health through the DoH issues further directions and guidance. These are normally issued under cover of a circular or letter.
- (2) The Codes of Conduct and Accountability require that, inter alia, Boards draw up a schedule of decisions reserved to the Board, and



ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives (a scheme of delegation). The code also requires the establishment of audit and remuneration committees with formally agreed terms of reference. The Standards of Business Conduct make various requirements concerning possible conflicts of interest of Board members.

- (3) The Trust will produce and publish an annual report for each financial year within the timescales set by the DoH. The Annual Report will identify the Chairman, Chief Executive and non-executive directors, as well as the chairman and members of the Audit Committee, Governance Committee, Endowment & Gifts Committee, Finance & Performance Committee and Remuneration Committee.
- (4) The Trust will comply with all statutory requirements and Departmental directions, including the DoH Framework Document, Management Statement and Financial Memorandum, the Code of Conduct and Code of Accountability for Board Members of Health and Social Care bodies and other codes of conduct and directions as these apply to the functions, activities and conduct of Boards of Health and Social Care Trusts. Where these are updated or replaced, the new provisions and requirements will apply.

### **1.3 Delegation of Powers**

The Trust has powers to delegate and make arrangements for delegation. The Standing Orders set out the detail of these arrangements. Under the Standing Order relating to the Arrangements for the Exercise of Functions (SO 5), the Trust is given powers to "make arrangements for the exercise, on behalf of the Trust, of any of their functions by a committee, sub-committee or joint committee appointed by virtue of Standing Order 4 or by an officer of the Trust, in each case subject to such restrictions and conditions as the Trust thinks fit or as the Minister for Health may direct". Delegated Powers are covered in Section C of this document - Scheme of Reservation and Delegation..

### **1.4 Governance**

Trust Boards are required to have in place integrated governance structures and arrangements that will lead to good governance and to ensure that decision-making is informed by intelligent information covering the full range of corporate, financial, clinical, social care, information and research governance aspects. This will better enable the Board to take a holistic view of the organisation and its capacity to meet its legal and statutory requirements and clinical, social care, quality, safety and financial objectives.



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

### **2.1 Composition of the Membership of the Trust Board**

In accordance with the Health and Social Services Trusts (Membership and Procedure) Regulations (NI) 1994 the composition of the Board shall be:

- (i) The Chairman of the Trust (Appointed by the DoH Public Appointments Unit);
- (ii) Up to 7 non-executive members (appointed by the DoH Public Appointments Unit);
- (iii) Up to 5 executive members (but not exceeding the number of non-executive members) including:
  - the Chief Executive;
  - the Director of Finance;

The Trust shall have not more than 13 and not less than 8 members (unless otherwise determined by the Minister for Health and set out in the Trust's Establishment Order or such other communication from DoH).

### **2.2 Appointment of Chairman and Members of the Trust**

- (i) The Chairman and Non-Executive Directors of the Trust are appointed by the DoH Public Appointments Unit following approval by the Minister for Health.

### **2.3 Terms of Office of the Chairman and Members**

- (i) The regulations setting out the period of tenure of office of the Chairman and members and for the termination or suspension of office of the Chairman and members are contained in Part 2, Articles 7 - 9 of the HSS Trusts (Membership and Procedure) Regulations (NI) 1994.

### **2.4 Appointment and Powers of Vice-Chairman**

- (i) Subject to Standing Order 2.4 (ii) below, the Chairman and members of the Trust may appoint one of their numbers, who is not also an executive member, to be Vice-Chairman, for such period, not exceeding the remainder of his term as a member of the Trust, as they may specify on appointing him.



- (ii) Any member so appointed may at any time resign from the office of Vice-Chairman by giving notice in writing to the Chairman. The Chairman and members may thereupon appoint another member as Vice-Chairman in accordance with the provisions of Standing Order 2.4 (i).
- (iii) Where the Chairman of the Trust has died or has ceased to hold office, or where he/she have been unable to perform his/her duties as Chairman owing to illness or any other cause, the Vice-Chairman shall act as Chairman until a new Chairman is appointed or the existing Chairman resumes his/her duties, as the case may be; and references to the Chairman in these Standing Orders shall, so long as there is no Chairman able to perform those duties, be taken to include references to the Vice-Chairman.

## **2.5 Joint Members**

- (i) Where more than one person is appointed jointly to a post mentioned in Part 2, Regulation 6 of the HSS Trusts (Membership and Procedure) Regulations (NI) 1994, those persons shall count for the purpose of Standing Order 2.1 as one person.
- (ii) Where the office of a member of the Board is shared jointly by more than one person:
  - (a) either or both of those persons may attend or take part in meetings of the Board;
  - (b) if both are present at a meeting they should cast one vote if they agree;
  - (c) in the case of disagreements no vote should be cast;
  - (d) the presence of either or both of those persons should count as the presence of one person for the purposes of Standing Order 3.11- Quorum.

## **2.6 Role of Members**

The Board will function as a corporate decision-making body, executive and non-executive Members 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.

### **(i) Executive Members**

Executive Members shall exercise their authority within the terms of these Standing Orders and Standing Financial Instructions and the Scheme of Delegation.



(ii) **Chief Executive**

The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. He/she is the **Accounting Officer** for the Trust and shall be responsible for ensuring the discharge of obligations under Financial Directions and in line with the requirements of the Accounting Officer Memorandum for Trust Chief Executives issued by DoH. The Chief Executive will endeavor to attend all meetings of the Trust Board and if, for any reason cannot attend a particular Trust Board meeting, he/she will be represented by a nominated Executive Director.

(iii) **Director of Finance**

The Director of Finance shall be responsible for the provision of financial advice to the Trust and to its members and for the supervision of financial control and accounting systems. He/she shall be responsible along with the Chief Executive for ensuring the discharge of obligations under relevant Financial Directions.

(iv) **Non-Executive Members**

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

(v) **Chairman**

The Chairman shall be responsible for the operation of the Board and chair all Board meetings when present. The Chairman has certain delegated executive powers. The Chairman must comply with the terms of appointment and with these Standing Orders.

The Chairman shall liaise with the DoH Public Appointments Unit over the appointment of Non-Executive Directors and once appointed shall take responsibility for their induction, their portfolios of interests and assignments, and their performance.

The Chairman shall work closely with the Chief Executive and shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.

## 2.7 **Corporate role of the Board**

- (i) All business shall be conducted in the name of the Trust.



- (ii) All funds received in trust shall be held in the name of the Trust as corporate trustee.
- (iii) The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in Standing Order No. 3.
- (iv) The Board shall define and regularly review the functions it exercises on behalf of the Minister for Health.

## **2.8 Schedule of Matters reserved to the Board and Scheme of Delegation**

- (i) 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 Section C - 'Schedule of Matters Reserved to the Board' and shall have effect as if incorporated into the Standing Orders. Those powers which it has delegated to officers and other bodies are contained in the Schedule of Delegated Authority.

## **2.9 Lead Roles for Board Members**

The Chairman will ensure that the designation of lead roles or appointments of Board members as required by the DoH or as set out in any statutory or other guidance will be made in accordance with that guidance or statutory requirement (e.g. appointing a Lead Board Member with responsibilities for Infection Control or Child Protection Services etc.).

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

### **3.1 Calling meetings**

- (i) Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine. The Board shall determine the minimum number of meetings to be held each year.
- (ii) The Chairman of the Trust may call a meeting of the Board at any time.
- (iii) One third or more members of the Board may request a meeting in writing. If the Chairman refuses, or fails, to call a meeting within seven days of a request being presented, the members signing the request may forthwith call a meeting.

### **3.2 Notice of Meetings and the Business to be transacted**

- (i) Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be delivered to every



member, or sent by post to the usual place of residence of each member, so as to be available to members at least three working days before the meeting. The notice shall be signed by the Chairman or by an officer authorised by the Chairman to sign on his/her behalf. Lack of service of such a notice on any member shall not affect the validity of a meeting.

- (ii) In the case of a meeting called by members in default of the Chairman calling the meeting, the notice shall be signed by those members.
- (iii) No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under Standing Order 3.6.
- (iv) A member desiring a matter to be included on an agenda shall make his/her request in writing to the Chairman at least 10 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 10 working days before a meeting may be included on the agenda at the discretion of the Chairman.
- (v) Before each meeting of the Board a public notice in accordance with DoH guidance shall be issued detailing the time and place of the meeting. The public part of the agenda shall be displayed at the Trust's principal offices at least one week before the meeting (required by section 54 of the Health and Personal Social Services Act (Northern Ireland) 2001).
- (vi) Deputations from any meeting, association, public body or an individual may be permitted to address a meeting of the Board, subject to the following conditions :
  - The subject is on the agenda
  - The Chief Executive has received 7 working days' notice in writing of the intended deputation, its purpose and a brief synopsis of content.
- (vii) The specified notice may be waived at the discretion of the Chairman. Any deputation will be confined to a presentation by not more than 2 persons and will not exceed 10 minutes duration. The Chairman may at his/her discretion vary the number of individuals permitted to address the Board

### **3.3 Agenda and Supporting Papers**

The Agenda and, save in emergency, supporting papers will be sent to members at least 3 working days before the meeting. Any requests



Western Health  
and Social Care Trust

to address the Board which have been allowed under Standing Order 3.2 will be notified to members as soon as possible thereafter.





### **3.4 Petitions**

Where a petition has been received by the Trust, the Chairman may include the petition as an item for the agenda of the next meeting but in any instance will seek to ensure that issues of complaint or representation have been channeled through existing formal complaints or representation arrangements.

### **3.5 Notice of Motion**

- (i) Subject to the provision of Standing Orders 3.7 'Motions: Procedure at and during a meeting' and 3.8 'Motions to rescind a resolution', a member of the Board wishing to move a motion shall send a written notice to the Chief Executive who will ensure that it is brought to the immediate attention of the Chairman.
- (ii) The notice shall be delivered at least 5 working days before the meeting. The Chief Executive shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

### **3.6 Emergency Motions**

Subject to the agreement of the Chairman, and subject also to the provision of Standing Order 3.7 'Motions: Procedure at and during a meeting', a member of the Board may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Trust Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chairman's decision to include the item shall be final.

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

#### **(i) Who may propose**

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

#### **(ii) Contents of motions**

The Chairman may exclude from the debate at his/her discretion any such motion of which notice was not given on the notice summoning the meeting other than a motion relating to:

- the reception of a report;



- consideration of any item of business before the Trust Board;
- the accuracy of minutes;
- that the Board proceeds to next business;
- that the Board adjourns;
- that the question be now put.

(iii) **Amendments to motions**

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

Amendments to motions shall be moved relevant to the motion, and shall not have the effect of negating the motion before the Board.

If there are a number of amendments, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved.

(iv) **Rights of reply to motions**

(a) Amendments

The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment, but may not otherwise speak on it.

(b) Substantive/original motion

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

(v) **Withdrawing a motion**

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

(vi) **Motions once under debate**

When a motion is under debate, no motion may be moved other than:

- an amendment to the motion;
- the adjournment of the discussion, or the meeting;
- that the meeting proceeds to the next business;
- that the question should be now put;



- the appointment of an 'ad hoc' committee to deal with a specific item of business;
- that a member/director be not further heard;
- a motion under Section 23(2) of the Local Government Act (NI) 1972 resolving to exclude the public, including the press (see Standing Order 3.17).

In those cases where the motion is either that the meeting proceeds to the 'next business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a member of the Board who has not taken part in the debate and who is eligible to vote.

If a motion to proceed to the next business or that the question be now put, is carried, the Chairman should give the mover of the substantive motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

### **3.8 Motion to Rescind a Resolution**

- (i) Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the member who gives it and also the signature of three other members, and before considering any such motion of which notice shall have been given, the Trust Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.
- (ii) When any such motion has been dealt with by the Trust Board it shall not be competent for any executive/member other than the Chairman to propose a motion to the same effect within six months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

### **3.9 Chairman of meeting**

- (i) At any meeting of the Trust Board the Chairman, if present, shall preside. If the Chairman is absent from the meeting, the Vice-Chairman (if the Board has appointed one), if present, shall preside.
- (ii) If the Chairman and Vice-Chairman are absent, such member (who is not also an executive Member of the Trust) as the members present shall choose, shall preside.

### **3.10 Chairman's ruling**

The decision of the Chairman of the meeting on questions of order, relevancy and regularity (including procedure on handling motions)



and his/her interpretation of the Standing Orders and Standing Financial Instructions at the meeting shall be final.

### **3.11 Quorum**

- (i) No decisions may be taken at a meeting unless at least one third of the whole number of the Chairman and voting members appointed are present, including at least one non-executive director member and one executive director member.
- (ii) An Officer in attendance for an Executive Director but without formal acting-up status may not count towards the quorum.
- (iii) If the Chairman or member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest (SO No. 7) that person shall no longer count towards the quorum. If a quorum is then not available for the discussion and /or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

### **3.12 Voting**

- (i) Save as provided in Standing Orders 3.13 - Suspension of Standing Orders and 3.14 - Variation and Amendment of Standing Orders-, every question put to a vote at a meeting shall be determined by a majority of the votes of members present and voting on the question. In the case of an equal vote, the person presiding (ie: the Chairman of the meeting) shall have a second and casting vote.
- (ii) At the discretion of the Chairman all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chairman directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.
- (iii) If at least one third of the members present so request, the voting on any question may be recorded so as to show how each member present voted or did not vote (except when conducted by paper ballot).
- (iv) If a member so requests, his/her vote shall be recorded by name.
- (v) In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.
- (vi) A manager who has been formally appointed to act up for an Officer Member during a period of incapacity or temporarily to fill an



Executive Director vacancy shall be entitled to exercise the voting rights of the Officer Member.

- (vii) A manager attending the Trust Board meeting to represent an Officer Member during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Officer Member. An Officer's status when attending a meeting shall be recorded in the minutes.
- (viii) For the voting rules relating to joint members see Standing Order 2.5.

### **3.13 Suspension of Standing Orders**

- (i) Except where this would contravene any statutory provision or any direction made by the Minister for Health or the rules relating to the Quorum (SO 3.11), any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the members of the Board are present (including at least one member who is an Officer Member of the Trust and one member who is not) and that at least two-thirds of those members present signify their agreement to such suspension. The reason for the suspension shall be recorded in the Trust Board's minutes.
- (ii) A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chairman and members of the Trust.
- (iii) No formal business may be transacted while Standing Orders are suspended.
- (iv) The Audit Committee shall review every decision to suspend Standing Orders.

### **3.14 Variation and amendment of Standing Orders**

These Standing Orders shall not be varied except in the following circumstances:

- upon a notice of motion under Standing Order 3.5;
- upon a recommendation of the Chairman or Chief Executive included on the agenda for the meeting;
- that two thirds of the Board members are present at the meeting where the variation or amendment is being discussed, and that at least half of the Trust's Non-Executive members vote in favour of the amendment;
- providing that any variation or amendment does not contravene a statutory provision or direction made by the Minister for Health.



### **3.15 Record of Attendance**

The names of the Chairman and Directors/members present at the meeting shall be recorded.

### **3.16 Minutes**

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

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

### **3.17 Admission of public and the press**

#### **(i) Admission and exclusion on grounds of confidentiality of business to be transacted**

The public and representatives of the press may attend all open/public meetings of the Trust, but shall be required to withdraw upon a resolution of the Trust Board as follows:

- '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 23(2) of the Local Government Act (NI) 1972.

#### **(ii) General disturbances**

The Chairman (or Vice-Chairman if one has been appointed) or the person presiding over the meeting shall give such directions as he thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Trust Board resolving as follows:

- 'That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Trust Board to complete its business without the presence of the public'. Section 23(2) of the Local Government Act (NI) 1972.



(iii) **Business proposed to be transacted when the press and public have been excluded from a meeting**

Matters to be dealt with by the Trust Board following the exclusion of representatives of the press, and other members of the public, as provided in (i) and (ii) above, shall be confidential to the members of the Board.

Notwithstanding the provisions of 3.17 (i) and (ii) above, the Board shall make arrangements to ensure that any discussion of confidential matters relating to staff, patients, clients or commercially sensitive issues are conducted by the Board meeting "In Committee". A separate confidential minute of such meetings shall be maintained and approved by the Board at its next meeting. In addressing such matters, they shall operate with full executive powers.

Members and Officers or any employee of the Trust in attendance shall not reveal or disclose the contents of any "In Committee" meeting or papers marked 'In Confidence' or minutes headed 'Items Taken in 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.

(iv) **Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings**

Nothing in these Standing Orders shall be construed as permitting the introduction by the public, or press representatives, of recording, transmitting, video or similar apparatus into meetings of the Trust or Committee thereof. Such permission shall be granted only upon resolution of the Chairman.

### **3.18 Observers at Trust meetings**

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

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

### **4.1 Appointment of Committees**

Subject to such directions as may be given by the Minister for Health, the Trust Board may appoint Committees of the Trust.

The Trust shall determine the membership and terms of reference of Committees and Sub-Committees and shall, if it requires to, receive and consider reports of such Committees.

### **4.2 Joint Committees**

(i) Joint committees may be appointed by the Trust by joining together with one or more other Trusts consisting, wholly or partly, of the Chairman and members of the Trust or other health service bodies, or wholly of persons who are not members of the Trust or other health bodies in question.

(ii) Any Committee or Joint Committee appointed under this Standing Order may, subject to such directions as may be given by the Minister for Health or the Trust or other health bodies in question, appoint sub-committees consisting wholly or partly of members of the Committees or Joint Committee (whether or not they are members of the Trust or health bodies in question) or wholly of persons who are not members of the Trust or health bodies in question or the committee of the Trust or health bodies in question.

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

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

### **4.4 Terms of Reference**

Each such 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 legislation and regulation or direction issued by the Minister for Health. Such terms of reference shall have effect as if incorporated into the Standing Orders.





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

Where Committees are authorised to establish Sub-Committees they may not delegate executive powers to the Sub-Committee unless expressly authorised by the Trust Board.

#### **4.6 Approval of Appointments to Committees**

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

#### **4.7 Appointments for Statutory functions**

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

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

The Committees, Sub-Committees, and Joint-Committees established by the Board are:

##### **4.8.1 Audit Committee**

In line with the requirements of the Cabinet Office's guidance on Codes of Practice for Public Bodies (DF/DFP 03/06), the Audit and Risk Assurance Handbook (NI) 2014, and DoH guidance on Codes of Conduct and Accountability, an Audit Committee will be established and constituted to provide the Trust Board with an independent and objective view of its governance and internal control arrangements. The Terms of Reference will be approved by the Trust Board, it will be reviewed on a periodic basis and it will be available to the public on request.

The Committee will be comprised exclusively of non-executive directors, with a minimum of three, of which one must have significant, recent and relevant financial experience. The Trust Chairman shall not be a member of the Committee. The Committee will meet on at least three occasions per year.

#### **4.8.2 Remuneration and Terms of Service Committee**

In line with the requirements of the Codes of Conduct and Accountability and the Higgs report, a Remuneration and Terms of Service Committee will be established and constituted.

The Committee will be comprised exclusively of the Chairman and at least three non-executive directors.

The purpose of the Committee will be set out in formal terms of reference that will be available to the public on request. As a minimum, the role of the Committee will be to advise the Trust Board about appropriate remuneration and terms of service for the Chief Executive and other Senior Executives including:

- (i) all aspects of salary (including any performance-related elements/bonuses);
- (ii) provisions for other benefits, including pensions and cars;
- (iii) arrangements for termination of employment and other contractual terms.

#### **4.8.3 Governance Committee**

In line with the statutory duty of quality which is carried by the Chief Executive, a Governance Committee will be established and constituted to provide the Trust Board with an independent and objective review of the systems and processes in place to support individuals, teams and officers in discharging their individual accountability for the delivery of patient centred, safe and effective high quality services. The Terms of Reference will be approved by the Trust Board, they will be reviewed on a periodic basis and will be available to the public on request.

The Committee will be comprised of a non-executive director chairman and members will include at least two other non-executive directors, service directors and other key staff. The Committee will meet on at least three occasions per year.

#### **4.8.4 Endowment and Gift Funds Committee**

In line with its role as a corporate trustee for any funds held in trust, either as charitable or non-charitable funds, an Endowment and Gift Funds Committee will be established and constituted to oversee the administration, including banking arrangements, of endowment and gift funds, their investment and disbursement. The Terms of Reference will be approved by the Trust Board, they will be reviewed on a periodic basis and will be available to the public on request.

#### **4.8.5 Finance and Performance Committee**

A Finance and Performance Committee will be established to consider in detail the financial and performance information which is to be presented to the Board. The terms of reference will be approved by the Board, they will be reviewed on a regular basis and they will be available for inspection by the public. The Committee will be comprised of two non-executive directors, one of whom will be the Chair. The Directors of Finance and Performance & Service Improvement will also attend.

#### **4.8.6 Other Committees**

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

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

#### **5.1 Delegation of functions to Committees, Officers or other bodies**

**5.1.1** Subject to such directions as may be given by the Minister for Health, the Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a Committee, Sub-Committee appointed by virtue of Standing Order 4, or by an officer of the Trust, or by another body as defined in Standing Order 5.1.2 below, in each case subject to such restrictions and conditions as the Trust thinks fit.

**5.1.2** Section 13, schedule 3 of the HPSS (NI) Order 1991 allows for regulations to provide for the functions of Trusts to be carried out by third parties. In accordance with The HSS Trusts (Membership and Procedure) Regulations (NI) 1994 the functions of the Trust may also be carried out in the following ways:

- (i) by another Trust or service providing body;
- (ii) jointly with any one or more of the following: HSC Trusts, Boards, agencies or a Centre of Procurement Expertise;

**5.1.3** Where a function is delegated by these Regulations to another Trust, then that Trust or health service body exercises the function in its own right; the receiving Trust has responsibility to ensure that the proper delegation of the function is in place.

**5.1.4** In situations involving the delegation to Committees, Sub-Committees or officers, the Trust delegating the function retains full responsibility.

**5.1.5** Where a function is to be carried out on behalf of the Trust by a third party, appropriate arrangements will be put in place by contract or Service Level Agreement to ensure performance standards, monitoring arrangements and accountability.



## **5.2 Emergency Powers and urgent decisions**

The powers which the Board has reserved to itself within these Standing Orders (see Standing Order 2.9) may in emergency or for an urgent decision be exercised by the Chairman and the Chief Executive after having consulted at least two non-executive members. The exercise of such powers by the Chairman and Chief Executive shall be reported to the next formal meeting of the Trust Board in public session for formal ratification.

## **5.3 Delegation to Committees**

**5.3.1** The Board shall agree from time to time to the delegation of executive powers to be exercised by other Committees, or Sub-Committees, or Joint-Committees, which it has formally constituted in accordance with directions issued by the Minister for Health. 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.

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

## **5.4 Delegation to Officers**

**5.4.1** Those functions of the Trust which have not been retained as reserved by the Board or delegated to other Committee or Sub-Committee or Joint-Committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions he/she will perform personally and shall nominate officers to undertake the remaining functions for which he/she will still retain accountability to the Trust.

**5.4.2** The Chief Executive shall prepare a Schedule of Delegated Authority identifying his/her proposals which shall be considered and approved annually by the Board. The Chief Executive, or in his/her absence the Deputy Chief Executive or Director of Finance, may approve interim amendments to the Schedule of Delegated Authority.

**5.4.3** Nothing in the Schedule of Delegated Authority shall impair the discharge of the direct accountability to the Board of the Director of Finance to provide information and advise the Board in accordance with statutory or DoH requirements. Outside these statutory requirements the Director of Finance shall be accountable to the Chief Executive for operational matters.

## **5.5 Schedule of Matters Reserved to the Board and Scheme of Delegation of powers**



**5.5.1** The arrangements made by the Board as set out in the "Schedule of Matters Reserved to the Board" and "Schedule of Delegated Authority" shall have effect as if incorporated in these Standing Orders.

**5.6 Duty to report non-compliance with Standing Orders and Standing Financial Instructions**

If for any reason these Standing Orders or the Standing Financial instructions are not complied with in any significant or material respect full details shall be reported to the Audit Committee. All members of the Trust Board and staff have a duty to disclose any significant or material non-compliance to the Chief Executive as soon as possible.

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

**6.1 Policy Statements: General Principles**

The Trust Board will determine an appropriate mechanism for the formal approval of policies and procedures. The formal approval will be recorded in an appropriate minute and will be deemed where appropriate to be an integral part of the Trust's Standing Orders and Standing Financial Instructions.

**6.2 Standing Financial Instructions**

Standing Financial Instructions adopted by the Trust Board in accordance with the Financial Regulations shall have effect as if incorporated in these Standing Orders.

**6.3 Specific guidance**

Notwithstanding the application of SO 6.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with all relevant guidance and legislation.

**7. DUTIES AND OBLIGATIONS OF BOARD MEMBERS/DIRECTORS AND SENIOR MANAGERS UNDER THESE STANDING ORDERS**

**7.1 Code of Conduct and Accountability**

**7.1.1** The Code of Conduct and Accountability for Board members of Health and Social Care bodies, issued in July 2012, provides the basis on which Board members of HSC bodies should seek to fulfil the duties and responsibilities conferred upon them by DoH. The Code of Conduct and Accountability shall be made available to all



Board members. Board members shall subscribe to it and shall be judged upon the manner in which it is observed.

## **7.2 Declaration of Interests**

### **7.2.1 Requirements for Declaring Interests and applicability to Board Members**

- (i) The Trust's policy on Standards of Business Conduct requires Trust Board Members to declare interests which are relevant and material to the HSC Trust of which they are a member. All existing Board members should declare such interests and any Board members appointed subsequently should do so on appointment. Any future relevant and material interests should also be declared immediately by the member upon acquisition.

### **7.2.2 Interests which are relevant and material**

- (i) Interests which should be regarded as "relevant and material":
  - a) Directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies);
  - b) Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the HSC;
  - c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the Trust;
  - d) A position of authority in a charity or voluntary organisation in the field of health and social care;
  - e) Any connection with a voluntary or other organisation contracting for Trust services;
  - f) Research funding/grants that may be received by an individual or their department;
  - g) Interests in pooled funds that are under separate management.
- (ii) Where any member of the Trust Board comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in Standing Order 7.3 below and elsewhere) has any pecuniary interest, direct or indirect, the Board member shall declare his/her interest by giving notice in writing of such fact to the Trust as soon as practicable.

### **7.2.3 Advice on Interests**

If Board members have any doubt about the relevance of an interest, this should be discussed with the Chairman of the Trust or with the Trust's Chief Executive.

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.

### **7.2.4 Recording of Interests in Trust Board minutes**

At the time Board members' interests are declared, they should be recorded in the Trust Board minutes.

Any changes in interests should be declared at the next Trust Board meeting following the change occurring and recorded in the minutes of that meeting. The Chief Executive is responsible for ensuring that the Trust Register of Interests is duly updated.

### **7.2.5 Publication of declared interests in Annual Report and Accounts**

Where a Board member has an interest in any body which has transacted with the Trust, then the financial quantification of that transaction(s) shall be published in the Trust's Annual Report and Accounts for the year in question together with an appropriate description of the member's interest. The Chief Executive is responsible for ensuring that this information is reflected in the Register of Interests.

### **7.2.6 Conflicts of interest which arise during the course of a meeting**

During the course of a Trust Board meeting, if a conflict of interest is established, the Board member concerned should withdraw from the meeting and play no part in the relevant discussion or decision. (See overlap with SO 7.4)

### **7.2.7 Declaration of Objectivity and Interests for those Officers Engaged in Award of Contract**

Trust Officers participating Contract adjudication Groups or otherwise in the preparation, evaluation and award of contracts must complete a declaration of objectivity and interests during the course of the tendering process to ensure the transparency of the process and that decisions made are not compromised. The administration of the declaration process will be handled by the Trust's procurement provider in accordance with appropriate guidance. Where a potential conflict of interest is apparent, the procurement provider will contact



the Chief Executive or Director of Finance to agree the appropriate course of action.

### **7.3 Register of Interests**

**7.3.1** The Chief Executive will ensure that a Register of Interests is established to record formally any declarations of interests of Board or Committee members. In particular the Register will include details of all directorships and other relevant and material interests (as defined in SO 7.2.2) which have been declared by both executive and non-executive Trust Board members.

**7.3.2.** 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 twelve months will be incorporated.

**7.3.3** The Register will be available to the public on request and the Chief Executive will take reasonable steps to bring the existence of the Register to general public attention.

### **7.4 Exclusion of Chairman and Members in proceedings on account of pecuniary interest**

#### **7.4.1 Definition of terms used in interpreting 'Pecuniary' interest**

For the sake of clarity, the following definition of terms is to be used in interpreting this Standing Order:

- (i) "spouse" shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse);
- (ii) "contract" shall include any proposed contract or other course of dealing.
- (iii) "Pecuniary interest"

Subject to the exceptions set out in this Standing Order, a person shall be treated as having an indirect pecuniary interest in a contract if:-

- (a) he/she, or a nominee of his/her, is a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same, or
- (b) he/she is a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.





(iv) Exception to Pecuniary interests

A person shall not be regarded as having a pecuniary interest in any contract if:-

- (a) neither he/she nor any person connected with him/her has any beneficial interest in the securities of a company of which he/she or such person appears as a member, or
- (b) any interest that he/she or any person connected with him/her may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence him/her in relation to considering or voting on that contract, or
- (c) those securities of any company in which he/she (or any person connected with him/her) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less.

Provided however, that where paragraph (c) above applies the person shall nevertheless be obliged to disclose/declare his/her interest in accordance with Standing Order 7.2.2 (ii).

**7.4.2 Exclusion in proceedings of the Trust Board**

- (i) Subject to the following provisions of this Standing Order, if the Chairman or a member of the Trust Board has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- (ii) The Minister for Health may, subject to such conditions as he/she may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to him/her in the interests of the Health and Personal Social Services that the disability should be removed. (See SO 7.4.3 on the 'Waiver' which has been approved by the Minister for Health).
- (iii) The Trust Board may exclude the Chairman or a member of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he/she has a pecuniary interest is under consideration.



- (iv) Any remuneration, compensation or allowance payable to the Chairman or a member by virtue of paragraph 9, Schedule 3 of the Health and Personal Social Services (Northern Ireland) Order 1991 shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- (v) This Standing Order applies to a Committee or Sub-Committee and to a Joint Committee or Sub-Committee as it applies to the Trust and applies to a member of any such Committee or Sub-Committee (whether or not he/she is also a member of the Trust) as it applies to a member of the Trust.

### 7.4.3 Waiver of Standing Orders made by the Minister for Health

#### (1) Power of the Minister for Health to make waivers

Under regulation 20(2) of the HSS Trusts (Membership and Procedure) Regulations (NI) 1994, DHSSPS may issue waivers if it appears in the interests of the health service that the disability in regulation 11 (which prevents a chairman or a member from taking part in the consideration or discussion of, or voting on any question with respect to, a matter in which he has a pecuniary interest) should be removed. Any waiver that has been agreed will be in line with sub-sections (2) to (4) below.

#### (2) Definition of 'Chairman' for the purpose of interpreting this waiver

For the purposes of paragraph 7.4.3(3) below, the "relevant Chairman" is –

- (a) at a meeting of the Trust, the Chairman of that Trust;
- (b) at a meeting of a Committee –
  - (i) in a case where the member in question is the Chairman of that Committee, the Chairman of the Trust;
  - (ii) in the case of any other member, the Chairman of that Committee.

#### (3) Application of waiver

A waiver will apply in relation to the disability to participate in the proceedings of the Trust on account of a pecuniary interest.

It will apply to:

- (i) A member of the Trust, who is a healthcare professional, within the meaning of regulation 5(5) of the Regulations, and who is providing or performing, or assisting in the provision or performance, of –
  - (a) services under the Health and Personal Social Services (Northern Ireland) Order 1991; or
  - (b) services in connection with a pilot scheme under the Health and Personal Social Services (Northern Ireland) Order 1991;

for the benefit of persons for whom the Trust is responsible.

- (ii) Where the 'pecuniary interest' of the member in the matter which is the subject of consideration at a meeting at which he is present:-
  - (a) arises by reason only of the member's role as such a professional providing or performing, or assisting in the provision or performance of, those services to those persons;
  - (b) has been declared by the relevant Chairman as an interest which cannot reasonably be regarded as an interest more substantial than that of the majority of other persons who:-
    - (i) are members of the same profession as the member in question,
    - (ii) are providing or performing, or assisting in the provision or performance of, such of those services as he provides or performs, or assists in the provision or performance of, for the benefit of persons for whom the Trust is responsible.
- (4) Conditions which apply to the waiver and the removal of having a pecuniary interest

The removal is subject to the following conditions:

- (a) the member must disclose his/her interest as soon as practicable after the commencement of the meeting and this must be recorded in the minutes;
- (b) the relevant Chairman must consult the Chief Executive before making a declaration in relation to the member in question



pursuant to paragraph 7.4.3 (2) (b) above, except where that member is the Chief Executive;

- (c) in the case of a meeting of the Trust:
  - (i) the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
  - (ii) may not vote on any question with respect to it.
- (d) in the case of a meeting of the Committee:
  - (i) the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
  - (ii) may vote on any question with respect to it; but
  - (iii) the resolution which is subject to the vote must comprise a recommendation to, and be referred for approval by, the Trust Board.

## **7.5 Standards of Business Conduct**

### **7.5.1 Trust Policy and National Guidance**

All Trust staff and members of must comply with the Trust's Policy on Standards of Business Conduct and the guidance contained circular HSS (GEN1) 1/95.

### **7.5.2 Interest of Officers in Contracts**

- (i) Any Officer or Employee of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in SO 7.2) has any pecuniary interest, direct or indirect, the Officer or Employee shall declare his/her interest by giving notice in writing of such fact to the Chief Executive as soon as practicable.
- (ii) An Officer or Employee should also declare to the Chief Executive any other employment or business or other relationship of his/her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.
- (iii) The Trust will require interests, employment or relationships so declared to be entered in a Register of Interests of staff.



### **7.5.3 Canvassing of and Recommendations by Members in Relation to Appointments**

- (i) Canvassing of members 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 the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.
- (ii) Members of the Trust 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 member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

### **7.5.4 Relatives of Members or Officers**

- (i) Candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any member or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.
- (ii) The Chairman and every member and officer of the Trust shall disclose to the Trust Board any relationship between himself and a candidate of whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the Trust Board any such disclosure made.
- (iii) On appointment, members (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Trust whether they are related to any other member or holder of any office under the Trust.
- (iv) Where the relationship to a member of the Trust is disclosed, the Standing Order headed 'Exclusion of Chairman and members in proceedings on account of pecuniary interest' (SO 7.4) shall apply.



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

### **8.1 Custody of Seal**

The common seal of the Trust shall be kept by the Chief Executive or an Officer nominated by him/her in a secure place.

### **8.2 Sealing of Documents**

Documents to be sealed shall require a resolution to that effect by the Trust Board. Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two senior managers duly authorised by the Chief Executive, and not also from the originating department, and shall be attested by them.

### **8.3 Register of Sealing**

The Chief Executive shall keep a register in which he/she, or another manager of the Trust authorised by him/her, shall enter a record of the sealing of every document.

### **8.4 Signature of documents**

Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or any Executive Director.

In land transactions, the signing of certain supporting documents will be delegated to Managers and set out clearly in the Schedule of Delegated Authority but will not include the main or principal documents effecting the transfer (e.g. sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed).

## SECTION C – SCHEME OF RESERVATION AND DELEGATION

### 1.1 DECISIONS RESERVED TO THE BOARD

DELEGATED TO:	AUTHORITIES / DUTIES DELEGATED:
THE BOARD	<p><b>General Enabling Provision</b></p> <p>The Board may determine any matter, for which it has delegated or statutory authority, in full session within its statutory powers.</p>
THE BOARD	<p><b>Regulations and Control</b></p> <ol style="list-style-type: none"> <li>1. Approve Standing Orders (SOs), a Schedule of Matters Reserved to the Board and Standing Financial Instructions for the regulation of its proceedings and business.</li> <li>2. Suspend Standing Orders.</li> <li>3. Vary or amend the Standing Orders.</li> <li>4. Ratify any urgent decisions taken by the Chairman and Chief Executive in public session in accordance with Standing Order 5.2.</li> <li>5. Approve a Schedule of Delegated Authority from the Board to Committees and Officers.</li> <li>6. Require and receive the Declaration of Board Members' interests that may conflict with those of the Trust and determine the extent to which that member may remain involved with the matter under consideration.</li> <li>7. Require and receive the Declaration of Officers' interests that may conflict with those of the Trust.</li> <li>8. Approve arrangements for dealing with complaints.</li> <li>9. Adopt the organisation structures, processes and procedures to facilitate the discharge of business by the Trust and to agree modifications thereto.</li> <li>10. Receive reports from Committees including those that the Trust is required by the Minister for Health or other regulation to establish and to take appropriate action on.</li> <li>11. Confirm the recommendations of the Trust's Committees where the Committees do not have executive</li> </ol>

DELEGATED TO:	AUTHORITIES / DUTIES DELEGATED:
	<p>powers.</p> <p>12. Approve arrangements relating to the discharge of the Trust's responsibilities as a corporate Trustee for Endowment &amp; Gift funds.</p> <p>13. Establish terms of reference and reporting arrangements of all Committees and sub-committees that are established by the Board.</p> <p>14. Approve arrangements relating to the discharge of the Trust's responsibilities as an Appointee for patients' and clients' property.</p> <p>15. Authorise use of the seal.</p> <p>16. Ratify or otherwise instances of failure to comply with Standing Orders brought to the Chief Executive's attention in accordance with Standing Order 5.6.</p> <p>17. Initiate disciplinary procedures against members of the Board or employees who are in breach of statutory requirements or Standing Orders.</p>



DELEGATED TO:	AUTHORITIES / DUTIES DELEGATED:
THE BOARD	<p><b>Appointments/ Dismissal</b></p> <ol style="list-style-type: none"> <li>1. Appoint the Vice Chairman of the Board.</li> <li>2. Appoint and dismiss Committees (and individual members) that are directly accountable to the Board.</li> <li>3. Appoint, appraise, discipline and dismiss Senior Executives (subject to Standing Order 2.2).</li> <li>4. Confirm appointment of members of any Committee of the Trust as representatives on outside bodies.</li> <li>5. Appoint, appraise, discipline and dismiss the Secretary (if the appointment of a Secretary is required under Standing Orders).</li> <li>6. Approve proposals of the Remuneration Committee regarding Directors and Senior Executives and those of the Chief Executive for staff not covered by the Remuneration Committee.</li> </ol>
THE BOARD	<p><b>Strategy, Plans and Budgets</b></p> <ol style="list-style-type: none"> <li>1. Define the strategic aims and objectives of the Trust and approve any associated plans.</li> <li>2. Approve proposals for ensuring quality and developing clinical and social care governance in services provided by the Trust, having regard to any guidance issued by the Minister for Health.</li> <li>3. Approve the Trust's policies and procedures for the management of risk.</li> <li>4. Approve Outline and Final Business Cases for Capital Investment.</li> </ol> <p>Approve budgets.</p> <ol style="list-style-type: none"> <li>5. Approve annually Trust's proposed organisational development proposals.</li> <li>6. Approve proposals for acquisition, disposal or change of use of land and/or buildings.</li> <li>7. Approve PFI proposals.</li> <li>8. Approve the opening of bank accounts and Trust banking arrangements.</li> <li>9. Approve proposals on individual contracts (other than HSC contracts) of a capital or revenue nature in accordance with the Scheme of Delegation.</li> <li>10. Approve proposals in individual cases for the write off of losses or making of special payments in Accordance with the Scheme of Delegation.</li> </ol>

DELEGATED TO:	AUTHORITIES / DUTIES DELEGATED:
	11. Approve individual compensation payments in accordance with the Scheme of Delegation. 12. Approve proposals for action on litigation against or on behalf of the Trust in accordance with the Scheme of Delegation.
<b>THE BOARD</b>	<b>Policy Determination</b>  1. Approve policies including personnel policies incorporating the arrangements for the appointment, removal and remuneration of staff.
<b>THE BOARD</b>	<b>Audit</b>  1. Receive the annual Report To Those Charged With Governance from the external auditor and agree proposed action, taking account of the advice, where appropriate, of the Audit Committee.
<b>THE BOARD</b>	<b>Annual Reports and Accounts</b>  1. Receive and approve the Trust's Annual Report and Accounts. 2. Receive and approve the Accounts for Endowment & Gift Funds.
<b>THE BOARD</b>	<b>Monitoring</b>  1. Receipt of such reports as are required by statute or DHSSPS regulation and other such reports as the Board sees fit from Committees in respect of their exercise of powers delegated. 2. Continuous appraisal of the affairs of the Trust by means of the provision to the Board as the Board may require from Directors, Committees, and Officers of the Trust as set out in management policy statements. All monitoring returns required by the DoH shall be reported, at least in summary, to the board. 3. Receive reports on financial performance against budget and Trust Delivery Plan, including progress in meeting specific strategic, HSCB and DoH objectives and targets.

DELEGATED TO:	AUTHORITIES / DUTIES DELEGATED:
THE BOARD	Approve procedure for declaration of hospitality and sponsorship.
THE BOARD	Ensure proper and widely publicised procedures for voicing complaints, concerns about misadministration, breaches of Code of Conduct, and other ethical concerns.
THE BOARD	Board members share corporate responsibility for all decisions of the Board.
THE BOARD	<p>The Board has six key functions for which it is held accountable by the DoH on behalf of the Minister for Health:</p> <ol style="list-style-type: none"> <li>1. to ensure effective financial stewardship through value for money, financial control and financial planning and strategy;</li> <li>2. to ensure that high standards of corporate governance and personal behaviour are maintained in the conduct of the business of the whole organisation;</li> <li>3. to appoint, appraise and remunerate senior executives;</li> <li>4. to ratify the strategic direction of the organisation within the overall policies and priorities of the Government and the HSC, define its annual and longer term objectives and agree plans to achieve them;</li> <li>5. to oversee the delivery of planned results by monitoring performance against objectives and ensuring corrective action is taken when necessary;</li> <li>6. to ensure effective dialogue between the organisation and the local community on its plans and performance and that these are responsive to the community's needs.</li> </ol>
THE BOARD	<p>It is the Board's duty to:</p> <ol style="list-style-type: none"> <li>1. act within statutory financial and other constraints;</li> <li>2. be clear what decisions and information are appropriate to the Board and draw up Standing Orders, a Schedule of Decisions Reserved to the Board and Standing Financial Instructions to reflect these, ensure that management arrangements are in place to enable responsibility to be clearly delegated to Senior</li> </ol>

	<p>Executives for the main programmes of action and for performance against programmes to be monitored and Senior Executives held to account;</p> <ol style="list-style-type: none"><li>3. establish performance and quality measures that maintain the effective use of resources and provide value for money;</li><li>4. specify its requirements in organising and presenting financial and other information succinctly and efficiently to ensure the Board can fully undertake its responsibilities;</li><li>5. establish Audit, Governance, Endowment &amp; Gift Funds and Remuneration Committees on the basis of formally agreed terms of reference that set out the membership of the sub-committee, the limit to their powers, and the arrangements for reporting back to the main Board.</li></ol>
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## 1.2 SCHEME OF DELEGATION DERIVED FROM THE CODES OF CONDUCT AND ACCOUNTABILITY

DELEGATED TO:	AUTHORITIES/DUTIES DELEGATED:
<b>THE BOARD</b>	HSC Trust Boards must comply with legislation and guidance issued by the DoH on behalf of the Minister for Health, respect agreements entered into by themselves or on their behalf and establish terms and conditions of service that are fair to the staff and represent good value for taxpayers' money.
<b>ALL BOARD MEMBERS</b>	Subscribe to Code of Conduct.
<b>CHAIR AND NON-EXECUTIVE MEMBERS</b>	Chair and non-executive members are responsible for monitoring the executive management of the organisation and are responsible to the Minister for Health for the discharge of those responsibilities.
<b>CHAIRMAN</b>	<p>It is the Chairman's role to:</p> <ol style="list-style-type: none"> <li>1. provide leadership to the Board;</li> <li>2. enable all Board members to make a full contribution to the Board's affairs and ensure that the Board acts as a team;</li> <li>3. ensure that key and appropriate issues are discussed by the Board in a timely manner,</li> <li>4. ensure the Board has adequate support and is provided efficiently with all the necessary data on which to base informed decisions;</li> <li>5. lead Non-Executive Board members through a formally-appointed Remuneration Committee of the main Board on the appointment, appraisal and remuneration of the Chief Executive and (with the latter) other Senior Executives;</li> <li>6. appoint Non-Executive Board members to all Sub-Committees of the main Board;</li> <li>7. advise the Minister for Health on the performance of Non-Executive Board members.</li> </ol>
<b>CHIEF EXECUTIVE</b>	The Chief Executive is accountable to the Chairman and Non-Executive members of the Board for ensuring that its decisions are implemented, that the organisation works effectively, in accordance with Government policy

	<p>and public service values and for the maintenance of proper financial stewardship. The Chief Executive should be allowed full scope, within clearly defined delegated powers, for action in fulfilling the decisions of the Board. The other duties of the Chief Executive as Accounting Officer are laid out in the Accounting Officer Memorandum.</p>
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### 1.3 DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES

DELEGATED TO:	AUTHORITIES/DUTIES DELEGATED:
<b>NON-EXECUTIVE DIRECTORS</b>	Non-Executive Directors are appointed by the DoH Public Appointments Unit to bring independent judgement to bear on issues of strategy, performance, key appointments and accountability through the DoH to the Minister and to the local community.
<b>CHAIR AND DIRECTORS</b>	Declaration of potential conflict of interests.
<b>AUDIT COMMITTEE</b>	<p>The Committee will:</p> <ol style="list-style-type: none"> <li>1. Oversee the maintenance of an effective system of internal financial control and management reporting.</li> <li>2. Monitor compliance with Standing Orders and Standing Financial Instructions.</li> <li>3. Review Schedule of Losses and Special Payments and make recommendations to the Board.</li> <li>4. Review the annual financial statements prior to submission to the Board including the Governance Statement.</li> <li>5. Review the adequacy of the policies and procedures for all work related to fraud and corruption.</li> <li>6. Advise the Board on internal and external audit services.</li> <li>7. Oversee the adequacy of the Trust's arrangements in relation to Value for Money.</li> <li>8. Receive the annual report from the Internal Auditor and agree actions on recommendations as appropriate.</li> </ol>

<b>DELEGATED TO:</b>	<b>AUTHORITIES/DUTIES DELEGATED:</b>
<b>REMUNERATION AND TERMS OF SERVICE COMMITTEE</b>	<p>The Committee will:</p> <ol style="list-style-type: none"> <li>1. Advise the Board about appropriate remuneration and terms of service for the Chief Executive and Senior Executives.</li> <li>2. All aspects of salary (including any performance-related elements/bonuses);</li> <li>3. Provisions for other benefits, including pensions and cars;</li> <li>4. Arrangements for termination of employment and other contractual terms;</li> <li>5. Make recommendations to the Board on the remuneration and terms of service of the Chief Executive and Senior Executives to ensure they are fairly rewarded for their individual contribution to the Trust - having proper regard to the Trust's circumstances and performance and to the provisions of any national arrangements for such staff;</li> <li>6. Proper calculation and scrutiny of termination payments taking account of such national guidance as is appropriate advise on and oversee appropriate contractual arrangements for such staff;</li> <li>7. The Committee shall report in writing to the Board the basis for its recommendations.</li> </ol>
<b>GOVERNANCE COMMITTEE</b>	<p>The Committee will:</p> <ol style="list-style-type: none"> <li>1. Develop a corporate governance infrastructure within the Trust with clearly defined professional/managerial lines of accountability across all Directorates.</li> <li>2. Establish adequate procedures and systems to support the accountability arrangements for governance.</li> <li>3. Develop and monitor the strategy for clinical and social care governance across the Trust.</li> <li>4. Ensure appropriate arrangements are in place to produce the Governance Statement.</li> <li>5. Promote the clinical and social care governance culture within the Trust.</li> <li>6. Promote a learning culture across the Trust in response to lessons learnt to protect patient, client safety and ensure professional competence.</li> </ol>



	7. Monitor and provide evidence of awareness of the Clinical and Social Care Governance Systems and processes.
<b>DELEGATED TO:</b>	<b>AUTHORITIES/DUTIES DELEGATED:</b>
	<p>8. Review the implementation of, and ensure continued compliance with, all quality/risk related standards</p> <p>9. Agree an annual work programme, and monitor and review same.</p> <p>10. Receive regular reports from Directorates/Divisions provided on the agreed reporting template covering all aspects of Clinical and Social Care Governance.</p> <p>11. Provide education, leadership, guidance, direction and information to staff regarding Clinical and Social Care Governance issues.</p> <p>12. Provide regular reports to the Trust Board on Clinical and Social Care Governance issues.</p> <p>13. Approve new clinical procedures in accordance with DoH and other relevant guidelines.</p> <p>14. Approve the Annual Governance Report.</p>
<b>ENDOWMENT AND GIFTS COMMITTEE</b>	<p>The Committee will:</p> <ol style="list-style-type: none"> <li>1. Ensure that E&amp;G Funds are managed in line with all relevant guidance and legislation.</li> <li>2. Ratify the creation of new funds</li> <li>3. Make recommendations for the rationalization of funds</li> <li>4. Ensure that E&amp;G Fund assets are maintained within the Trust's general estate</li> <li>5. Ensure that E&amp;G Funds are not unnecessarily accumulated</li> <li>6. Approve expenditure in accordance with Schedule of Delegated Authority for E&amp;G.</li> <li>7. Produce an Annual Endowment &amp; Gift Funds Report</li> <li>8. Ensure that an annual E&amp;G Funds Governance Statement is produced</li> <li>9. Ensure that expenditure from E&amp;G Funds is subject to appropriate value for money considerations and</li> </ol>

	<p>procurement procedures</p> <p>10. Ensure that E&amp;G Fund annual accounts are prepared in line with DoH guidance</p> <p>11. Authorise appropriate policies and procedures in relation to E&amp;G Funds.</p>
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#### 1.4 SCHEME OF DELEGATION DERIVED FROM THE ACCOUNTING OFFICER MEMORANDUM

DELEGATED TO:	AUTHORITIES/DUTIES DELEGATED:
CHIEF EXECUTIVE	Accountable through HSC Accounting Officer to Parliament / NI Assembly for stewardship of Trust resources.
CHIEF EXECUTIVE	Ensure the accounts of the Trust are prepared under principles and in a format directed by the DoH. Accounts must disclose a true and fair view of the Trust's income and expenditure and its state of affairs. Sign the accounts on behalf of the Board.
CHIEF EXECUTIVE	Sign a statement in the accounts outlining responsibilities as the Accounting Officer. Sign a statement in the accounts outlining responsibilities in respect of Internal Control.
CHIEF EXECUTIVE	Ensure effective management systems that safeguard public funds and assist the Trust Chair to implement requirements of corporate governance including ensuring managers: <ul style="list-style-type: none"> <li>• “have a clear view of their objectives and the means to assess achievements in relation to those objectives</li> <li>• be assigned well defined responsibilities for making best use of resources have the information, training and access to the expert advice they need to exercise their responsibilities effectively.”</li> </ul>
CHIEF EXECUTIVE	Implement requirements of corporate governance.
DIRECTOR OF FINANCE	Achieve value for money from the resources available to the Trust and avoid waste and extravagance in the organisation's activities. Follow through the implementation of any recommendations affecting good practice as set out on reports from the Northern Ireland Audit Office (NIAO).
DIRECTOR OF FINANCE	Operational responsibility for effective and sound financial management and information.

<b>DELEGATED TO:</b>	<b>AUTHORITIES/DUTIES DELEGATED:</b>
<b>CHIEF EXECUTIVE</b>	Primary duty to ensure that Director of Finance discharges the function of providing effective and sound financial management and information.
<b>CHIEF EXECUTIVE</b>	Ensuring that expenditure by the Trust complies with Parliamentary / NI Assembly requirements.
<b>CHIEF EXECUTIVE</b>	Chief Executive, supported by Director of Finance, to ensure appropriate advice is given to the Board on all matters of probity, regularity, prudent and economical administration, efficiency and effectiveness.
<b>CHIEF EXECUTIVE</b>	If the Chief Executive considers that the Board or Chairman is doing something that might infringe probity or regularity, he/she should set this out in writing to the Chairman and the Board. If the matter is unresolved, he/she should ask the Audit Committee to inquire and if necessary the DoH.
<b>CHIEF EXECUTIVE</b>	If the Board is contemplating a course of action that raises an issue not of formal propriety or regularity but affects the Chief Executive's responsibility for value for money, the Chief Executive should draw the relevant factors to the attention of the Board. If the outcome is that he/she is overruled it is normally sufficient to ensure that his/her advice and the overruling of it are clearly apparent from the papers. Exceptionally, the Chief Executive should inform the DoH. In such cases, the Chief Executive should as a member of the Board vote against the course of action rather than merely abstain from voting.

## 1.5 SCHEME OF DELEGATION FROM STANDING ORDERS

DELEGATED TO:	AUTHORITIES/DUTIES DELEGATED:
CHAIRMAN	Final authority in interpretation of Standing Orders (SOs).
THE BOARD	Appointment of Vice Chairman
CHAIRMAN	Call meetings.
CHAIRMAN	Chair all Board meetings and associated responsibilities.
CHAIRMAN	Give final ruling in questions of order, relevancy and regularity of meetings.
CHAIRMAN	Having a second or casting vote
THE BOARD	Suspension of Standing Orders
AUDIT COMMITTEE	Audit Committee to review every decision to suspend Standing Orders (power to suspend Standing Orders is reserved to the Board)
THE BOARD	Variation or amendment of Standing Orders
THE BOARD	Formal delegation of powers to sub committees or joint committees and approval of their constitution and terms of reference. (Constitution and terms of reference of sub committees may be approved by the Chief Executive.)
CHAIRMAN &	The powers which the Board has retained to itself within these Standing Orders may in emergency be

<b>CHIEF EXECUTIVE</b>	exercised by the Chairman and Chief Executive after having consulted at least two Non-Executive members.
<b>CHIEF EXECUTIVE</b>	The Chief Executive shall prepare a Schedule of Delegated Authority identifying his/her proposals that shall be considered and approved by the Board, subject to any amendment agreed during the discussion.
<b>ALL</b>	Disclosure of non-compliance with Standing Orders to the Chief Executive as soon as possible.
<b>THE BOARD</b>	Declare relevant and material interests.
<b>CHIEF EXECUTIVE</b>	Maintain Register(s) of Interests.
<b>ALL STAFF</b>	Comply with the guidance contained in the Trust's Policy on Standards of Business Conduct for HPSS Staff.
<b>ALL</b>	Candidates disclose in writing any relationships to any member or holder of any office.
<b>ALL</b>	Chairman and every member and officer of the Trust shall disclose to the Trust Board any relationship between himself and a candidate.
<b>CHIEF EXECUTIVE</b>	Keep seal in safe place and maintain a register of sealing.
<b>CHIEF EXECUTIVE/ EXECUTIVE DIRECTOR</b>	Approve and sign all documents which will be necessary in legal proceedings.

- Nominated officers and the areas for which they are responsible should be incorporated into the Trust's Schedule of Delegated Authority document.