

**ROYAL DEVON UNIVERSITY HEALTHCARE NHS
FOUNDATION TRUST
STANDING ORDERS**

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ROYAL DEVON UNIVERSITY HEALTHCARE NHS FOUNDATION TRUST

STANDING ORDERS

Approved by the Board of Directors on 29 November 2006 and
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FOREWORD

Within the License issued by NHS England/NHS Improvement (NHSE/I), the Independent Regulator of NHS Foundation Trusts, NHS Foundation Trusts are required to demonstrate appropriate arrangements to provide comprehensive governance arrangements in accordance with the National Health Service Act 2006.

Standing Orders regulate the proceedings and business of the Trust and are part of its corporate governance arrangements. In addition, as part of accepted Codes of Conduct and Accountability arrangements, Boards are expected to adopt schedules of reservation of powers and delegation of powers. These “Scheme of Delegation” schedules are incorporated within the Trust’s Standing Financial Instructions.

This document, together with Standing Financial Instructions, Standards of Business Conduct, Budgetary Control Procedures, the Fraud and Corruption Policy and the procedures for the Declaration of Interests provide a regulatory framework for the business conduct of the Trust. They fulfil the dual role of protecting the Trust’s interests and protecting staff from possible accusation that they have acted less than properly.

The Standing Orders, Budgetary Control Procedures and Standing Financial Instructions, which includes the Scheme of Delegation, provide a comprehensive business framework that can be applied to all activities. Members of the Board of Directors and all members of staff should be aware of the existence of and work to these documents.

CONTENTS

FOREWORD	3
1. INTRODUCTION.....	6
1.1 Statutory Framework	6
1.2 Delegation of Powers	6
1.3 Conflict with the Trust’s Constitution.....	6
1.4 Final authority in the interpretation of Standing Orders.....	6
1.5 Definitions	7
2. THE TRUST	8
2.1 Composition of the Board of Directors	9
2.2 Appointment of the Chair and Directors.....	9
2.3 Terms of office of the Chair and Non-Executive Directors	9
2.4 Appointment of the Vice-Chair.....	9
2.5 Powers of the Vice-Chair.....	9
2.6 Senior Independent Director.....	10
2.7 Joint Directors	10
2.8 Relationship between the Board of Directors and the Council of Governors.....	10
3. MEETINGS	10
3.1 Calling meetings.....	10
3.2 Notice of meetings	11
3.3 Setting the Board agenda.....	11
3.4 Public Meetings.....	11
3.5 Annual Members meeting	12
3.6 Procedures at Board of Directors meetings	12
3.7 Chair of meetings	13
3.8 Record of attendance	13
3.9 Quorum	13
3.10 Chair’s ruling	13
3.11 Voting.....	14
3.12 Minutes	14
3.13 Joint Directors	14
3.14 Declaration of Board Members’ interests.....	15
3.15 Interest of Directors in contracts and other matters at meetings of the Board of Directors.....	15
3.16 Register of Interests	16

4.	ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS	17
4.1	Appointment of Board Committees and Sub-Committees.....	17
4.2	Board Committee and Sub-Committees: Constitution.....	18
4.3	Board Committee and Sub-Committees: Confidentiality	18
4.4	Chief Executive	19
5.	CUSTODY OF AND SEALING OF DOCUMENTS	19
5.1	Custody of seal	19
5.2	Sealing of documents.....	19
5.3.	Register of Sealings	19
6.	OFFICERS: APPOINTMENTS AND DECLARATIONS OF INTERESTS.....	20
6.1	Canvassing of and recommendations by Directors.....	20
6.2	Relatives of Directors or officers.....	20
6.3	Interest of officers in contracts.....	21
7	MISCELLANEOUS.....	21
7.1	Suspension of Standing Orders.....	21
7.2	Variation and amendments of Standing Orders	21
7.3	Standing Orders to be given to Directors and officers.....	22
7.4	Documents having the standing of Standing Orders.....	22
7.5	Review of Standing Orders.....	22
7.6	Signature of legal documents	22
7.7	Standing Financial Instructions.....	22
7.8	Urgent decisions	22
7.10	Non-Executive Directors' attendance at meetings	22
7.11	Operation of shared services by the Trust	23
	APPENDIX 1 – COMMITTEES AND SUB-COMMITTEES OF THE BOARD OF DIRECTORS	24

1. INTRODUCTION

1.1 Statutory Framework

The Royal Devon University Healthcare NHS Foundation Trust (here after referred to as Royal Devon) is a public benefit corporation which was established under the National Health Service Act 2006 (the 2006 Act). The principal place of business of the Trust is the Royal Devon and Exeter Hospital (Wonford) in Exeter and North Devon District Hospital in Barnstaple.

NHS Foundation Trusts are governed by statute namely the National Health Service Act 2006. The statutory functions conferred on the Trust are set out in the 2006 Act and in the Trust's License and Constitution.

As a public benefit corporation the Trust has specific powers to do anything which appears to be necessary or desirable for the purposes of, or in connection with, its functions. It is also accountable to the Charity Commission for those funds deemed to be charitable. The Trust also has a common law duty as a bailee for patients' property held by the Trust on behalf of patients.

The NHS Constitution requires the Trust to adopt Standing Orders (SOs) for the regulation of its proceedings and business. When compiling their accounts, the sector regulator for health services in England (NHSE/I) requires that Foundation Trusts comply with International Financial Reporting Standards. NHSE/I produces a Foundation Trust Annual Reporting Manual which also provides guidance for foundation trusts, consistent with the requirements of the Financial Reporting Advisory Board.

NHSI's Code of Governance requires that, among other things, Boards draw up a schedule of matters 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 Constitution also requires the establishment of Audit and Remuneration Committees with formally agreed terms of reference. The Trust also operates a Code of Conduct for Directors.

1.2 Delegation of Powers

Under the Standing Orders relating to the Arrangements for the Exercise of Functions (Standing Order 4) the Board exercises its powers to make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee appointed by virtue of Standing Order 4.1. This may also be exercised by an officer of the Trust, in each case subject to such restrictions and conditions as the Board thinks fit or as the Independent Regulator may direct. Delegated Powers are covered in a separate document (Matters Reserved for the Board and Delegation of Powers). That document has effect as if incorporated into the Standing Orders.

1.3 Conflict with the Trust's Constitution

Where any conflict arises between the Constitution and these Standing Orders, the Constitution shall have primacy.

1.4 Final authority in the interpretation of Standing Orders

The Chair of the Trust shall be the final authority in the interpretation of Standing Orders on which they shall be advised by the Chief Executive and in the case of Standing Financial Instructions (SFIs) by the Chief Financial Officer

1.5 Definitions

Throughout these Standing Orders, if not inconsistent with the context:

"**Trust**" means the Royal Devon.

"**Board**" means the Board of Directors and comprises the Chair and Non-Executive Directors, appointed by the Council of Governors (CoG), and Executive Directors appointed by the relevant committee of the Trust.

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

"**Vice-Chair**" means the Non-Executive Director appointed by the CoG to take on the Chair's duties if the Chair is absent for any reason. The Constitution contains further guidance on the selection of the Vice Chair.

"**Director**" means a person appointed as an *Executive or Non-Executive* Director, and whose post carries with it Board membership status, and includes the Chair. It does not include either corporate directors or anyone else whose job title includes the word 'director'. The official register of Directors will be posted on the Trust and NHSE/I's website.

"**Senior Independent Director**" means the non-executive director appointed by the Board to provide a sounding board for the Chair and to serve as an intermediary for the other directors when necessary. The Senior Independent Director should also be available to Governors.

"**Chief Executive**" means the Chief Executive Officer of the Trust.

"**Chief Financial Officer**" means the Chief Finance Officer of the Trust.

"**Officer**" means any person whose contract of employment is held by the Trust.

"**Authorised Officer**" means the person(s) specified in the schemes of delegation document next to the appropriate paragraph as being the person(s) authorised for that purpose.

"**Accountable Officer**" shall be the officer responsible and accountable for funds entrusted to the Trust. They shall be responsible for ensuring the proper stewardship of public funds and assets. For the Trust this shall be the Chief Executive.

"**Budget**" shall mean a resource, expressed in financial terms, proposed by the board for the purpose of carrying out, for a specific period, any or all functions of the Trust.

"**Committee**" shall mean a committee appointed by the Trust.

"**Committee Members**" shall be persons formally appointed by the Trust to sit on or to chair specific committees.

“Constitution” shall mean the Constitution, approved by NHSI (the sector regulator for health services in England), and which describes the operation of the Foundation Trust.

“Funds held on Trust” shall mean those funds which the Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under Schedule 2 Part II Para 16.1.c NHS & Community Care Act 1990. Such funds may or may not be charitable.

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

“Secretary” means a person appointed by the Trust (the Foundation Trust Secretary) to act independently of the Board and monitor the Trust’s compliance with the law, Standing Orders and observance of Constitution and License.

“SFIs” means Standing Financial Instructions.

“SOs” means Standing Orders.

“Council of Governors” means that body of elected and appointed Governors, authorised to be members of the Council of Governors and act in accordance with the Constitution. **“CoG”** means the Council of Governors.

“Member” means any person registered as a Member of the Trust, and authorised to vote in elections to elect Governors.

2. THE TRUST

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

All Trust staff and members must comply with the Trust’s Standards of Business Conduct and Conflicts of Interest Policy and the national guidance contained in HSG(93)5 on ‘Standards of Business Conduct for NHS staff’.

All funds received in trust shall be held in the name of the Trust as corporate trustee. In relation to funds held on Trust, powers exercised by the Trust as a corporate trustee shall be exercised separately and distinctly from those powers exercised as a Trust.

The Trust has the functions conferred on it by the Health and Social Care (Community Health and Standards) Act 2003, and by its License, which include the Constitution.

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. Accountability for non-charitable funds held on trust is only to NHSE/I.

The Trust has resolved that certain powers and decisions may only be exercised or made by the Board in formal session. These powers and decisions are set out in “Matters Reserved for the Board” contained within the Trust’s SFIs and have effect as if incorporated into the Standing Orders.

2.1 Composition of the Board of Directors

In accordance with the Constitution the composition of the Board of Directors of the Trust shall be:

- The Chair of the Trust;
- 7 Non-Executive Directors; and
- 7 Executive Directors including:
 - Chief Executive;
 - Chief Financial Officer;
 - Medical or Dental practitioner; and
 - Registered Nurse or Midwife.

2.2 Appointment of the Chair and Directors

The regulations for such appointments are laid down in the Constitution and are summarised as follows. The Chair and Non-Executive Directors are appointed by the CoG. The CoG shall appoint a committee (the Nominations Committee), whose members shall be laid down in terms of reference, to select suitable candidates for their approval. The Chief Executive will be appointed and removed by the Non-Executive Directors, and this appointment is subject to approval by the CoG. Executive Directors, except for the Chief Executive, will be appointed or removed by a Committee whose members shall be the Chair and the Non-Executive Directors.

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

The regulations governing the period of tenure of office of the Chair and Non-Executive Directors and the termination or suspension of office of the Chair and Non-Executive Directors are contained in the Constitution.

2.4 Appointment of the Vice-Chair

2.4.1 For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chair, the Board of Directors will recommend one of the Non-Executive Directors to be the Vice-Chair of the Trust. The Council of Governors will be asked to ratify this recommendation. This appointment as Vice-Chair will be for such a period, not exceeding the remainder of their term as Non-Executive Director of the Trust.

2.4.2 Any Non-Executive Director so appointed may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair and the Directors of the Trust may thereupon recommend another Non-Executive Director to be Vice-Chair in accordance with Standing Order 2.4.1. The Constitution contains further advice on occasions when the Council of Governors is discussing matters relating to the Chair.

2.5 Powers of the Vice-Chair

Where the Chair of the Trust has died or otherwise ceased to hold office, or where the individual has been unable to perform the duties as Chair owing to illness, absence or any other cause, references to the Chair shall, so long as the Chair is unable to perform the duties, be taken to include references to the Vice-Chair.

2.6 Senior Independent Director

In consultation with the Council of Governors, the Board should appoint one of the independent Non-Executive Directors to be the Senior Independent Director (SID). The SID should provide a sounding board for the Chair and to serve as an intermediary for the other Directors when necessary. The SID should be available to Governors if they have concerns that contact through the normal channels of Chair, Chief Executive, Chief Financial Officer or Trust Secretary has failed to resolve, or for which such contact is inappropriate.

2.7 Joint Directors

Where one or more persons is appointed jointly to a post in the Trust which qualifies the holder for executive directorship, those persons shall become appointed as an Executive Director jointly, and shall count for the purpose of Standing Order 2.1 as one person.

2.8 Relationship between the Board of Directors and the Council of Governors

The Constitution describes the duties of these two bodies in more detail. In summary the Board of Directors manage the business of the Trust (in accordance with the Constitution), and the CoG conduct a number of tasks, among them:

- to approve the appointment of the Non-Executive Director members of the Board (after selection by the Nominations Committee);
- where necessary and appropriate remove Non-Executive Directors and/or the Chair
- to decide their remuneration and terms and conditions of office;
- to appoint the external auditors; and
- to review various periodic reports listed in the constitution, presented to them by the Board.

The CoG will also represent the views of their constituency, staff group or stakeholder, so that the needs of the local health economy are taken into account when deciding the Trust's strategic direction and other relevant matters.

In situations where any conflict arises between the Board of Directors and the CoG, then the decision of the Chair shall normally be final. However, there may be circumstances where the Chair feels unable to decide owing to a conflict of interest. In such a situation, the Chair will initiate an investigation and make recommendations. Normally this will be achieved by inviting the Chair of another Foundation Trust to conduct the investigation, and the choice of individual will be agreed by both the CoG and the Board.

The SID shall be available to the CoG for any concerns regarding the Board, in particular the Chair and Non-Executive Directors.

3. MEETINGS

Please see Appendix 1 for Committees and Sub-Committees of the Board of Directors and the Trust's Governance Performance System.

3.1 Calling meetings

3.1.1 Ordinary meetings

Ordinary meetings of the Board of Directors shall be held at regular intervals at such times and places as the Board of Directors may determine. Normally this will

be monthly, except for August and December, on the last Wednesday of the month. The Chair may decide, taking into account business needs, to hold Board meetings in August and December if appropriate.

3.1.2 Extraordinary meetings

The Chair may call a meeting of the Board of Directors at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least four 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, such four or more Directors may forthwith call a meeting.

3.2 **Notice of meetings**

Before each meeting of the Board of Directors, a notice of meeting, specifying the business proposed to be transacted at it, shall be issued by the Secretary. This notice shall be delivered to every Director (including by email), or sent by post to their usual place of residence or other address nominated by the Director, so as to normally be available to all Directors at least seven days before the meeting. The agenda and wherever possible the accompanying papers will be dispatched to Board members no later than five working days before the meeting, save in an emergency.

3.3 **Setting the Board agenda**

The Trust may determine that certain matters shall appear on every agenda for a meeting of the Board of Directors and shall be addressed prior to any other business being conducted.

A Director desiring a matter to be included on the agenda shall make their request in writing to the Chair at least twelve days before the meeting, subject to Standing Order 3.2. Requests made less than twelve days before a meeting may be included on the agenda at the discretion of the Chair.

Lack of service of the calling notice on any Director shall not affect the validity of a meeting.

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.

3.4 **Public Meetings**

The Trust recognises that it should be as open as possible and to this end it will hold ordinary Board of Directors meetings in public, subject to the public and press being excluded on the grounds of the confidential nature of the business to be discussed (as per the provisions of section 1(2) of the Admission to Public Meetings Act 1960). The Trust will also hold its general CoG meetings in public, subject to confidential business needing to be discussed. CoG meetings are usually held quarterly and the rules for the calling and conduct of meetings of the CoG are contained in the Constitution and the CoG Rules of Procedure.

The public and representatives of the press shall be afforded facilities to attend the meetings in public of the Board of Directors and the Council of Governors.

3.5 Annual Members meeting

Requirements for the Annual Members Meeting are laid down in the Constitution and the Members Meeting Rules of Procedure. The Trust will hold an Annual Members Meeting within 8 months of the end of each financial year at which it will present its annual report, audited annual accounts, the report made on those accounts by the auditor and membership and forward planning information. An additional public Members Meeting will be called if the auditor issues a report in the public interest other than at the end of the financial year.

3.6 Procedures at Board of Directors meetings

3.6.1 Notice of motion

A Director desiring to move a motion shall send a notice thereof at least twelve clear days before the meeting to the Trust Chair. The Chair shall insert in the agenda for the meeting all notices so received that are in order. This Standing Order shall not prevent any motion being withdrawn, or moved without notice, on any business mentioned on the agenda for the meeting. Such withdrawals, or moving of motions without notice, shall be at the discretion of the Chair of the meeting, pursuant to the powers per Standing Order 3.10.

3.6.2 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.

3.6.3 Petitions

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

3.6.4 Emergency motions

Subject to agreement by the Chair and of Standing Order 3.6.1, a member of the Board may give written notice of an emergency motion after the issue of the notice of the meeting and the agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, the Chair shall declare the item to the Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.

3.6.5 Motion to rescind a resolution

Notice of motion to amend or rescind any resolution which has been passed within the preceding six calendar months shall bear the signatures of the Directors who give it and also the signature of four other Directors. When any such motion has been disposed of by the Trust, 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.

3.6.6 Motions

The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

When a motion is under discussion, or immediately prior to discussion, it shall be open to a Director to move:

- An amendment to the motion;
- The adjournment of the discussion or the meeting;

- That the meeting proceed to the next business (*);
- The appointment of an ad hoc committee to deal with a specific item of business; and
- That the motion be now put (*);

* In the case of sub-paragraphs noted by (*), to ensure objectivity, motions may only be put by a Director who has not previously taken part in the debate.

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

3.7 Chair of meetings

At any meeting of the Board of Directors the Chair, if present, shall preside. If the Chair is absent from the meeting the Vice-Chair, if present, shall preside. If the Chair and Vice-Chair are absent, such Non-Executive Director as the Directors present shall choose, shall preside.

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

3.8 Record of attendance

The names of the Directors present at the meeting shall be recorded in the minutes.

3.9 Quorum

No business shall be transacted at a meeting unless 50% of the Directors, the majority of which are Non-Executive Directors, are present.

An officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.

If a 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 3.14 & 3.15) they shall no longer count towards the quorum. If a quorum is not then 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 Trust will decide what arrangements and terms and conditions it feels appropriate to offer in extending an invitation to observers to attend any of the Trust's Board meetings. The Chair will decide on attendance at Board meetings by officers or invited attendees, taking into account whether it is a Board meeting in public or a Board meeting to transact confidential business.

3.10 Chair's ruling

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

3.11 Voting

Every question at a meeting shall be determined by a majority of the votes of the Chair and Directors present and voting on the question. In the case of any equality of votes, the person presiding shall have a second or casting vote. No resolution of the Board of Directors shall be passed by a majority composed only of Executive Directors or only of Non-Executive Directors.

In a situation where the office of Executive Director is shared by more than one person their attendance and voting at meetings will be in accordance with Standing Order 3.13.

Where the Chair so directs, or where it is proposed, seconded and carried to do so, a vote shall be taken by paper ballot. Otherwise, all questions put to the vote shall, at the discretion of the Chair, be determined by oral expression or by a show of hands.

If at least four of the Directors present so request, the voting on any question may be recorded so as to show how each Director present voted or did not vote.

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

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

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's status when attending a meeting shall be recorded in the minutes.

3.12 Minutes

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

No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendments to the minutes shall be agreed and recorded at the next meeting.

Minutes shall be circulated in accordance with Chair's wishes.

3.13 Joint Directors

Where a post of Executive Director is shared by more than one person:

- a) both persons shall be entitled to attend meetings of the Trust;
- b) either of those persons shall be eligible to vote in the case of an agreement between them;
- c) In the case of disagreement between them no vote should be cast; and
- d) the presence of either or both of those persons shall count as one person for the purposes of Standing Order 3.9 above.

3.14 Declaration of Board Members' interests

The Constitution requires Board members to declare interests which are relevant and material to the Board of which they are a member, and lists those interests to be declared. All Board members should be guided by this and declare any such interests.

Any such interests should be declared by Board members to the Secretary, who will report it at the next Board meeting. If Board members have any doubts about the relevance of an interest, this should be discussed with the Chair. There will be an annual check of the register of interests in advance of the production of the Annual Report.

There is no requirement for the interests of Board members' spouses, partners or close relatives to be declared. Members may, however, wish to voluntarily disclose such interests where they are known to the member and would be classed as relevant and material interests if they were the interests of the member themselves.

At the time Board members' interests are declared, they should be recorded in the Board's Minutes. The Minutes containing information about the interests of Board members should be drawn to the attention of the Trust's internal and external auditors. Any changes to members' interests should also be declared within four weeks of the change occurring, and recorded in Board Minutes.

Board members' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's Annual Report. The information should be kept up to date for inclusion in succeeding Annual Reports. A register of directors' interests is also to be maintained on the Trust's website.

3.15 Interest of Directors in contracts and other matters at meetings of the Board of Directors

- 3.15.1 Subject to the provisions of Standing Order 3.15.3, if a Director has any pecuniary, personal or family 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, proposed 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 questions with respect to it.
- 3.15.2 The Chair should consider whether to exclude a Director from a meeting of the Trust while any contract, proposed contract or other matter in which they have a pecuniary, personal or family interest, is under consideration.
- 3.15.3 For the purpose of this Standing Order the Chair or a Director shall be treated, subject to Standing Order 3.15.6, as having an indirect pecuniary interest in a contract, proposed contract or other matter if:
- a) 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;
 - b) they are a partner of, or in the employment of, a person with whom a contract was made or is proposed to be made, or who has a direct pecuniary interest in the other matter under consideration; and/or

- c) in the case of married persons, or those living together, the interest of one partner shall, if known to the other, be deemed for the purposes of this regulation to also be an interest of the other.

3.15.4 Any remuneration, compensation or allowances payable to a Director by virtue of paragraph 9 of Schedule 2 to the National Health Service and Community Care Act 1990 shall not be treated as a pecuniary interest for the purpose of this Standing Order.

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

- a) of their membership of a company or other body if they have no beneficial interest in any securities of that company or body; and/or
- b) of an interest in any company, other body or connected person (as defined in Standing Order 3.15.4.) 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 voting on any question with respect to that contract, proposed contract or other matter.

3.15.6 Where a Director:

- a) 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 body; and
- b) the total nominal value of the securities does not exceed 2% of the total nominal value of the issued share capital of the company or body, whichever is the less; and
- c) if the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed 2% of the total issued share capital of that class.

This Standing Order shall neither prohibit them from taking part in the consideration or discussion of the contract or other matter nor from voting on any question with respect to it without prejudice however to their duty to disclose their interest.

3.15.7 Standing Order 3.15 applies to a committee or sub-committee of the Trust as it applies to the Trust, and applies to any member of such a committee or sub-committee (whether or not they are also a Director of the Trust) as it applies to a Director of the Trust.

3.16 Register of Interests

The Chief Executive will ensure that a Register of Interests is established to formally record declaration of interests of Directors and officers in line with the requirements of the Constitution, and the Trust's Policy for the Standards of Business Conduct. 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 of the Trust as defined in the Constitution. Directors should notify the Secretary when their previous declaration changes. In addition Directors' details will be kept up to date by means of an annual review of the Register to be conducted by the Secretary in April of each year prior to production of the Annual Report.

In accordance with the Constitution, the Register of Directors and the Board's Register of Interests will be made available on the Trust's website and in hard copy upon request to the Secretary. Details will also be made available in the Annual Report.

4. **ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS**

Subject to any directions to the contrary by NHSE/I or the Trust itself, the Trust may make arrangements for the exercise of any of its functions, by a committee, sub-committee or joint committee with another corporate body, or by an officer of the Trust.

The Board has approved the following arrangements for the exercise of its functions:

- **Matters Reserved for the Board** - details of these are set out under "Matters Reserved for the Board" within the Trust's Standing Financial Instructions document.
- **Emergency Powers** - the powers which the Board has retained to itself 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 the Chair shall be reported to the next formal meeting of the Board for ratification.
- **Committees of the Trust** - the general appointment and constitution requirements for Trust Committees are detailed in Standing Orders 4.1 and 4.2. Appendix 1 details the Committees of the Trust as at May 2022.
- **Scheme of Delegation** - as set out in the Scheme of Delegation schedules, which are contained within the Trust's SFIs, these show the Authorised Officer(s) with delegated responsibility for deciding particular matters and those who may act in their absence.
- **Chief Executive** - the responsibilities of the Chief Executive are set out in Standing Order 4.4 below.

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 amendments to the Scheme of Delegation which shall be considered and approved by the Board as indicated above.

Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Chief Financial Officer or other Executive Director to provide information and advise the Board in accordance with any statutory requirements.

The arrangements made by the Board as set out in the "Matters Reserved for the Board", which is contained within the Trust's SFIs, shall affect as if incorporated in these Standing Orders.

4.1 **Appointment of Board Committees and Sub-Committees**

Subject to Standing Order 2.2 and such directions as may be given by NHSE/I, the Board may appoint committees of the Trust, consisting wholly or partly of Directors of the Trust or wholly of persons who are not Directors of the Trust.

The Board approved list of committees, together with their designated functions, as at May 2022, are detailed in Appendix 1 to these Standing Orders.

A Committee appointed under Para 1 Standing Order 4.1 may, subject to such directions as may be given by NHSE/I or the Trust, appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include Directors of the Trust) or wholly of persons who are not members of the committee (whether or not they include Directors of the Trust).

The Standing Orders of the Trust, shall apply, subject to any appropriate alterations, to meetings of any committees established by the Trust.

The Board will either set terms of reference for committees, or will specify the arrangements for so doing. Committees may not delegate their executive powers to a sub-committee unless expressly authorised by the Board.

The Board shall approve the appointment of each committee which it has formally constituted. Where the Board determines that persons, who are neither Directors nor officers, shall be appointed to a committee, the terms of such an appointment shall be determined by the Board subject to the payment of travelling and other allowances being in accordance with current regulations in force across the Trust.

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

4.1.1 Committee for appointing Chief Executive as Director

As laid down in the Trust's Constitution, the Chair and Non-Executive Directors of the Trust will appoint the Chief Executive as a Director of the Trust, subject to approval by the CoG.

4.1.2 Committee for appointing Executive Directors other than the Chief Executive

As laid down in the Trust's Constitution, a Committee, whose members shall be the Chair, the Non-Executive Directors and the Chief Executive of the Trust, will appoint the Executive Directors of the Trust other than the Chief Executive.

4.1.3 Committees for exercising of specific functions

The Board of Directors may appoint a Committee to exercise specific functions on its behalf, subject to reporting to a meeting or meetings of the full Board of Directors as the Trust shall direct. If the Chair deems it necessary to set up such a committee urgently, they shall report their action to the next full meeting of the Board of Directors.

4.2 Board Committee and Sub-Committees: Constitution

The Chair and members of each Board Committee shall be specified in the Committee's Terms of Reference.

Any Board Committee shall be summoned on the request of its Chair.

4.3 Board Committee and Sub-Committees: Confidentiality

A member of any Board Committee shall not disclose any matter dealt with by, or brought before, the Committee, without its permission, until the Committee shall

have reported to the Board of Directors or shall have otherwise have concluded action on that matter.

If the Board resolves that a matter reported to the Board or otherwise dealt with by Committee is confidential, then members of the Board of Directors or the Committee in question shall not disclose any such matter.

4.4 Chief Executive

The Chief Executive shall be personally accountable to the CoG and Board of Directors for the discharge of the general management function of the Trust. This includes responsibility for planning, implementation, control and managerial performance. It also includes responsibilities for the implementation of financial policies, after taking account of advice given by the Chief Financial Officer on all such matters. The Chief Financial Officer will also be accountable to the Board of Directors for this advice.

The Chief Executive will ensure that the Board of Directors is provided with the range of advice and information it needs to formulate policies, decide priorities, set objectives and monitor progress.

5. CUSTODY OF AND SEALING OF DOCUMENTS

5.1 Custody of seal

The Common Seal of the Trust shall be kept by the Chief Executive or an officer authorised by them in a secure place in accordance with arrangements approved by the Trust.

5.2 Sealing of documents

The Board of Directors approves that the seal should be affixed to the following documents:

- Purchase or Sale of Land;
- JCT Form of Contract with contractors;
- Appointment of architects, surveyors and engineers; and
- All leases.

The Seal shall be affixed in the presence of the Chair or a Non-Executive Director and the Chief Executive or an Executive Director, and shall be attested by those present. The form of attestation shall read,

"The Common Seal of the Royal Devon University Healthcare National Health Service Foundation Trust was hereunto affixed as a deed in the presence of

.....
(Chair / Non-Executive Director)

.....
(Chief Executive / Authorised Officer)

5.3. Register of Sealings

The Chief Executive shall keep a Register of Sealings, in which they or another Authorised Officer shall enter a record of the sealing of every document. All such

entries shall be consecutively numbered, and shall be signed by those present when the document is sealed. The Register can be viewed by Directors upon request.

6. OFFICERS: APPOINTMENTS AND DECLARATIONS OF INTERESTS

6.1 Canvassing of and recommendations by Directors

Canvassing of Trust Directors or any Board Committee directly or indirectly for any Trust appointment shall disqualify the candidate from such appointment. The details of this prohibition shall be included in any form of application or otherwise brought to the attention of candidates. Contact with Trust Directors or any Board Committee by a candidate in the course of their normal duties will not be interpreted as canvassing.

A Director shall not solicit for any person any Trust appointment or recommend any person for such appointment. This paragraph shall not preclude a Director from giving a written testimonial of a candidate's ability, experience or character for submission to the Trust.

Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

6.2 Relatives of Directors or officers

Candidates for any Trust appointment shall be advised that, when making their application, they must disclose in writing to the Trust whether to their knowledge they are related to any Director or Senior Officer of the Trust.

In addition, candidates on appointment should disclose in writing any beneficial interest in line with HSG(93)5 "Standards of Business Conduct for NHS staff" and the Trust's Policy for the Standards of Business Conduct.

Failure to disclose any such relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.

Every Director and Senior Officer of the Trust shall disclose in writing to the Chief Executive any relationship between himself and a candidate of whose candidature that Director or Senior Officer is aware.

It shall be the duty of the Chief Executive to report in writing any such disclosure made pursuant to Standing Order 6.2 paragraphs 1 to 4 to the appropriate Committee considering the appointment of the candidate.

Where a relationship to a Director is disclosed Standing Order 3.15 shall apply.

On appointment, Directors (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 Director or holder of any office under the Trust.

Standing Order 6.2 applies where either the applicant or applicant's spouse (including civil partner or common law husband or wife) has any of the following relationships to either a Director or Director's spouse or a Senior Officer or Senior Officers' spouse:

- first degree relatives (including half and step relations); and

- second degree relatives (including half and step relations).

6.3 Interest of officers in contracts

The rules for the declaration of interests by Directors are contained in the Constitution

If it comes to the knowledge of any Trust Officer that a contract in which they have any pecuniary interest not being a contract to which they 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 Trust of the fact of their interest. In the case of married persons living together, the interest of one spouse shall, if known to the other, be deemed to be also the interest of that other spouse.

An officer must also declare to the Chief Executive any other employment or business or other relationship of his, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict, with the interests of the Trust.

The Trust will require interests, employment or relationships to be declared by staff to be entered in a Register of Interests of Staff. This is to be held by the Trust's Secretary.

7 MISCELLANEOUS

7.1 Suspension of Standing Orders

The meetings and proceedings of The Trust shall be conducted in accordance with the Constitution.

Subject to those Regulations and any other statutory provision or any direction made by NHSE/I, the Trust may, by resolution, suspend, vary or revoke any one or more of the Standing Orders at any meeting. For such a resolution to be valid at least eight of the whole number of the Directors of the Trust must be present and at least eight of the Directors present must signify their agreement.

A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.

A separate record of matters discussed during the suspension of Standing Orders shall be made separately available to the Directors.

No formal business may be transacted while Standing Orders are suspended.

7.2 Variation and amendments of Standing Orders

These Standing Orders shall only be amended if:

- a notice of motion under Standing Order 3.6.1 has been given; and
- at least eight of the whole number of the Directors of the Trust must be present and at least eight of the Directors present must signify their agreement; and
- the variation proposed does not contravene a statutory provision or direction made by NHSE/I or the Secretary of State.

The proceedings of the Trust shall not be invalidated by any vacancy in its membership or by any defect in a Director's appointment.

7.3 Standing Orders to be given to Directors and officers

The Chief Executive shall give a copy of the Standing Orders to each Director of the Trust and appropriate officers, including all Authorised Officers so designated per the Schemes of Delegation schedules.

7.4 Documents having the standing of Standing Orders

SFIs, Reservations of Power to the Board and Delegation of Powers shall have the effect as if incorporated into Standing Orders.

7.5 Review of Standing Orders

Standing Orders shall be reviewed every three years by the Trust. The requirement for review extends to all documents that have the effect as if incorporated in Standing Orders.

7.6 Signature of legal 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 an officer duly authorised by them for this purpose.

The Chief Executive or nominated officer shall be authorised, by resolution of the Board, to sign on behalf of the Trust any agreement or other document the subject matter of which has been approved by the Board or Committee or Sub-Committee to which the Board has delegated appropriate authority.

7.7 Standing Financial Instructions

SFIs adopted by the Trust shall have effect as if incorporated in these Standing Orders.

7.8 Urgent decisions

Where urgent decisions are required, the Chief Executive, in consultation with the Chair (or, in their absence, the Vice-Chair) may authorise urgent action in respect of a matter on behalf of the Trust which would normally have been considered by the Trust itself. Such action shall be recorded by the Chief Executive in a permanent record, and shall be reported to the next meeting of the Trust.

7.9 Limits of Delegation to Officers

Standing Order	Limit of Authority	Duly Authorised Officer
3.2	Notice of Trust meetings	Foundation Trust Secretary
3.16	Board's Register of Interests	Foundation Trust Secretary
5.1	Custody of Seal	Foundation Trust Secretary
5.3	Register of Sealings	Chief Financial Officer
6.3	Register of Interests of Staff	Foundation Trust Secretary
7.6	Signature of legal documents	Executive Directors

7.10 Non-Executive Directors' attendance at meetings

If a Non-Executive Director has not attended a meeting of the Board of Directors for a period of six months, the Board shall report the absence to NHSE/I and the CoG. Unless the CoG is satisfied that the absence was due to reasonable cause, the Non-Executive Director's place on the Board of Directors shall be declared

vacant and on the making of such a declaration that person shall cease to be a Non-Executive Director.

7.11 Operation of shared services by the Trust

Where Trust staff are operating a shared service then for the provision of the service that organisation's Standing Orders should be followed. That is assuming the shared service is resourced to do so, where this is not the case the organisation will be informed. The conduct of the staff and the systems used to provide the service is governed by the Trust governance arrangements.

APPENDIX 1 – COMMITTEES AND SUB-COMMITTEES OF THE BOARD OF DIRECTORS

The diagram below shows, pursuant to Standing Orders 4.2 and 4.3, the Committees and Sub-Committees (where formed) of the Board of Directors as at May 2022.

