



Standing Orders, Reservation of Powers & Scheme of Delegation

Approved by the Board of Directors: 31 July 2024

Record of amendments

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6	Annual review, November 2010	24 November 2010
7	Annual review, January 2012	25 January 2012
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9	Annual review, September 2014	24 September 2014
10	Annual review, September 2015	30 September 2015
11	Temporary amendment to the Composition of the Trust	24 February 2016
12	Annual Review, September 2016	28 September 2016
13	Change in Voting Rights and Board Membership General Review and Refresh	31 October 2017
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21	Annual Review, March 2024	24 April 2024
22	Change in Voting Rights and Board Membership	31 July 2024

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1. Introduction

1.1 Statutory Framework

1.1.1 North West Ambulance Service NHS Trust ('the Trust') is a statutory body which came into existence on 1 July 2006, under (Establishment) Order No 2006/1622.

1.1.2 The principal place of business of the Trust is:

Ladybridge Hall,
Chorley New Road,
Bolton,
BL1 5DD.

1.1.3 NHS Trusts are governed by statute, mainly the National Health Service Act 1977 (NHS Act 1977), the National Health Service and Community Care Act 1990 (NHS & CC Act 1990) as amended by the Health Authorities Act 1995, the Health Act 1999 and the Health and Social Care Act 2012. The statutory functions are conferred by this legislation.

1.1.4 As a statutory body, the Trust has specific powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable as well as to the Secretary of State for Health and Social Care.

1.1.5 The Membership and Procedure Regulations (1990) as amended requires the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions as an integral part of Standing Orders setting out the responsibilities of individuals.

1.1.6 These Standing Orders apply to the North West Ambulance Service NHS Trust and its statutory elements.

1.2 Interpretations

The Chair of the Trust is the final authority in the interpretation of Standing Orders (on the advice of the Chief Executive and Director of Corporate Affairs).

1.3 Definitions

Terminology	Definition
Accountable Officer	Is the officer responsible and accountable for funds entrusted to the Trust; and is responsible for ensuring the proper stewardship of public funds and assets. The Chief Executive, or their appointed replacement, is the Accountable Officer for this Trust
Board of Directors	The Board of Directors means the Chair; Non-Executive Directors and both voting and non-voting Executive Directors.
Chair of the Board of Directors	Is the person appointed by the Secretary of State for Health and Social Care to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression "the Chair of the Trust" shall, if the Chair is absent from the meeting or otherwise unavailable, be deemed to include the Vice-Chair of the Trust, or other Non-Executive Director.
Chief Executive	The Accountable Chief Officer of the Trust
Committee	A committee appointed by the Board of Directors

Terminology	Definition
Committee Members	Formally appointed by the Board of Directors to sit on, or to chair specific committees
Directors	Are the Non-Executive Directors and Executive Directors (including non-voting Directors)
Director of Finance	The Chief Financial Officer of the Trust
The Trust	North West Ambulance Service NHS Trust
Funds held on Trust	Are those funds which the Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under Part 11 (eleven) of the NHS Act 2006. Such funds may or may not be charitable.
Motion	A formal proposition to be discussed and voted on during the course of a Board of Directors or Committee meeting
Nominated Officer	An Officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions
Officer	An employee of the Trust or any other person holding a paid appointment or office with the Trust
Secretary	A person appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chair and monitor the Trust's compliance with the Law, Standing Orders and Department of Health guidance
Vice Chair	The Non-Executive Director appointed by the Trust to take on the chair's duties is the Chair is absent for any reason

All reference to the masculine gender shall be read as equally applicable to the feminine gender and vice-versa.

1.4 NHS Framework

- 1.4.1 In addition to the statutory requirements the Secretary of State through the Department of Health and Social Care issues further directions and guidance. These are normally issued under cover of a circular or letter. The majority of these can be found on the department of health website.
- 1.4.2 The Code of Accountability for NHS Boards requires that, *inter-alia*, Boards draw up a schedule of decisions reserved to the Board known as the 'Reservation of Powers to the Board' and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives through a Scheme of Delegation. The Code also requires the establishment of Audit and Remuneration Committees with formally agreed terms of reference. The Code of Conduct for NHS Boards makes various requirements concerning possible conflicts of interest of members of the Board.
- 1.4.3 The Code of Practice on Openness in the NHS or the Freedom of Information Act 2000 and sets out the requirements for public access to information on the NHS.

1.5 Delegation of Powers

1.5.1 The Trust has powers to delegate and make arrangements for delegation. These Standing Orders set out the detail of these arrangements. Under the Standing Order relating to the Arrangements for the Exercise of Functions by Delegation (SO5), the Board 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 SO4 or by an Officer of the Trust, in each case subject to such restrictions and conditions as the Trust sees fit or as the Secretary of State for Health and Social Care may direct'. Delegated powers are included within these Standing Orders and (Reservation of Powers to the Board and Scheme of Delegation). The Standing Financial Instructions is a separate document. These documents have effect as if incorporated into these Standing Orders.

1.6 Integrated Governance

Trust Boards are now encouraged to move away from silo governance and develop integrated governance that will ensure decision-making is informed by intelligent information. Integrated governance better enables the Board to take a holistic view of the organisation and its capacity to meet its legal and statutory requirements and clinical, quality and financial objectives.

2. The Board of Directors: Composition of Membership, Tenure and Role of Members

2.1 Composition of the Board of Directors

2.1.1 In accordance with the Establishment Order 2006 No 1662 and Membership and Procedure Regulations 1990 (as amended) the voting membership of the Board of Directors shall comprise the Chair and five Non-Executive Directors, together with up to five Executive Directors. At least half of the membership of the Trust Board, excluding the Chair, shall be independent Non-Executive Directors.

In addition to the Chair, the Non-Executive Directors shall normally include:

- one appointee nominated to be the Deputy or Vice-Chair
- one appointee nominated to be the Senior Independent Director
- up to three non-voting Associate Non-Executive Directors

The Voting Executive Directors shall include:

- Chief Executive
- Executive Director of Operations
- Executive Director of Quality, Innovation and Improvement
- Executive Director of Finance
- Executive Medical Director

The Board may appoint additional Directors, to be non-voting members of the Trust Board, these currently include:

- Deputy Chief Executive/Director of Strategy, Partnerships and Transformation
- Director of People
- Director of Corporate Affairs

2.2 Appointment of Chair and Executive Directors/Directors

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

2.2.2 Associate Non-Executive Directors are appointed by the Trust.

2.2.3 The Chief Executive is appointed by the Chair and the Non-Executive Directors.

2.2.4 Other Executive Directors/Directors shall be appointed by a committee comprising the Chair and the Non-Executive Directors, under recommendation from the Chief Executive.

2.2.5 Where more than one person is appointed jointly to an Executive Director post in the Trust, those persons shall become appointed as an Executive Director, jointly. Where the post has voting rights attached, the joint appointees will have the power of one vote; and shall count as one person.

2.3 Terms of Office

- 2.3.1 The regulations governing the period of tenure of office of the Chair and Non-Executive Directors and the termination or suspension of office of the Chair and Non-Executive Directors are contained in the Membership and Procedure Regulations and as directed by NHSE, under its delegated authority from Secretary of State for Health and Social Care.
- 2.3.2 In line with NHS England's Code of Governance for NHS Provider Trusts, Chairs and Non-Executive Directors should not remain in post beyond nine years from the date of their first appointment and any decision to extend a term beyond nine years should be subject to rigorous review and consideration of progressive refreshing of the Board should be taken into account. In exceptional circumstances, terms may be extended for a limited time beyond nine years however should be subject to annual re-appointment by NHS England. Serving more than nine years could be relevant to the determination of a non-executive's independence.

2.4 Appointment and Powers of Vice-Chair

- 2.4.1 To enable the proceedings of the Trust to be conducted in the absence of the Chair, the Board of Directors may elect one of the Non-Executive Directors to be Vice-Chair, for a period that does not exceed the remainder of their appointed term as a Non-Executive Director of the Trust.
- 2.4.2 Any Non-Executive Director so elected may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair. The appointment as Vice-Chair will end with the termination for any reason of that Non-Executive Director's period of office as a director. On such resignation or termination the Board of Directors may then appoint another Non-Executive Director as Vice-Chair, in accordance with the provision of this Standing Order.
- 2.4.3 When the Chair is unable to perform their duties due to illness or absence for any reason, his duties will be undertaken by the Vice-Chair who shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties.
- 2.4.4 In order to appoint the Vice-Chair, nominations will be invited by the Chair. Where there is more than one nomination, a vote will be conducted and the results announced at the subsequent meeting of the Board. In the event of there being only one nomination and this being acceptable to the Directors present, the Board will be requested to confirm that person as Vice-Chair at the meeting in which the nomination is made.

2.5 Role of Members

- 2.5.1 The Board will function as a corporate decision-making body, Officer and Non-Officer 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.

Executive Members

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

Chief Executive

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

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.

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.

Chair

The Chair shall be responsible for the operation of the Board and chair all Board meetings when present. The Chair must comply with the terms of appointment and with these Standing Orders.

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

Senior Independent Director

The Senior Independent Director shall be available to hear any issues or concerns that individuals feel unable to raise with the Chair or any Executive Director.

- 2.5.2 In line with NHS England's Code of Governance for NHS Provider Trusts, where directors have concerns about the operation of the Board or the management of the trust that cannot be resolved, these should be recorded in board minutes. In the case of the resignation of a Non-Executive Director, any such concerns should be provided in a written statement to the Chair for circulation to the Board.

2.6 Corporate Role of the Board

- 2.6.1 All business shall be conducted in the name of the Trust.
- 2.6.2 All funds received in trust shall be in the name of the Trust as corporate trustee. In relation to funds held on trust, powers exercised by the Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised as a Trust.
- 2.6.3 The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided in SO3.

2.7 Schedule of Matters reserved to the Board and Scheme of Delegation

- 2.7.1 The Board 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 the Reservation of Powers to the Board and are incorporated into the Standing Orders. Those powers which it has delegated to individuals and other bodies are contained in the Scheme of Delegation.

3. Meetings of the Trust

3.1 Ordinary Meetings of the Trust Board

- 3.1.1 All ordinary meetings of the Board of Directors shall be held in public and shall be conducted in accordance with relevant legislation, including the Public Bodies (Admission to Meetings) Act 1960, as amended and guidance issued by the Secretary for State for Health. Members of the public and representatives of the press shall be afforded facilities to attend.
- 3.1.2 Ordinary meetings of the Board of Directors shall be held at regular intervals at such times and places as the Board of Directors may from time to time determine. A minimum of six meetings shall be held each year.
- 3.1.3 The public and representatives of the press shall be afforded facilities to attend all formal meetings of the Board but shall be required to withdraw upon the Board resolving 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'

as required under s.1(2) of the Public Bodies (Admission to Meetings) Act 1960.

- 3.1.4 The Chair (or person presiding at the meeting) shall give such directions as he thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Board's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on the grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Board resolving as follows:

'That, in the interests of public order, the meeting adjourn for [the period specified] to enable the Board to complete business without the presence of the public'

as required under s.1(8) of the Public Bodies (Admission to Meetings) Act 1960.

- 3.1.5 The Board of Directors or any employee or representative of the Trust in attendance at a private meeting or private part of a meeting, shall not reveal or disclose the contents of papers, discussions or minutes of the items taken in private, outside of the Board of Director meetings without express permission of the Board of Directors.
- 3.1.6 Nothing in these Standing Orders shall require the Board to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than in writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Board.

3.2 Notice of Meetings and the Business to be Transacted

3.2.1 *Regular meeting of the Trust*

Agendas will be sent to members at least five days before the meeting. Supporting papers, whenever possible, shall accompany the agenda and will in any event be despatched no later than three clear days before the meeting, except in an emergency.

3.2.2 *Exceptional meetings of the Trust*

A notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair or by an Officer of the trust authorised by the Chair to sign on their behalf, shall be delivered to every Director, so as to be available to them at least three clear days before the meeting.

3.2.3 *Meetings called by Directors*

In the case of a meeting called by Directors in the event that the Chair has not called the meeting, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice.

3.2.4 *Public notice*

Before each meeting of the Board, a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's office at least three clear days before the meeting, as required under s.1(4)(a) of the Public Bodies (Admission to Meetings) Act 1960.

3.3 Setting the Agenda

- 3.3.1 The Trust may determine that certain matters shall appear on every agenda for a meeting of the Trust and shall be addressed prior to any other business being conducted.
- 3.3.2 A Director may request that a matter is included on an agenda. This request should be made in writing to the Chair and Director of Corporate Affairs at least seven clear 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 seven days before a meeting may be included on the agenda at the discretion of the Chair.
- 3.3.3 Where a petition has been received by the Trust, the Chair shall include the petition as an item for the agenda of the next Board meeting.

3.4 Annual Public Meeting

The Trust will publicise and hold an annual public meeting in accordance with the NHS Trusts (Public Meetings) Regulations 1991. The meeting shall take place no later than 30 September each year. The Annual Report and Annual Accounts of the preceding year shall be presented at that meeting.

3.5 Chair of the Meeting

- 3.5.1 The Chair shall preside at any meeting of the Trust Board, if present. In their absence, the Vice Chair shall preside.
- 3.5.2 If the Chair and Vice-Chair are absent, the directors present, who are eligible to vote shall choose a Non-Executive Director who shall preside. An Executive Director may not take the chair.
- 3.5.3 The decision of the Chair of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and the Chair's interpretation of the Standing Orders shall be final. In this interpretation the Chair shall be advised by the Director of Corporate Affairs and in the case of Standing Financial Instructions the Chair shall be advised by the Director of Finance.

3.6 Voting

- 3.6.1 It is not a requirement for decisions to be subject to a vote. The necessity of a vote shall be indicated by the agreement of at least one third of those attending and eligible to vote. The Chair shall be responsible for deciding whether a vote is required and what form this will take.
- 3.6.2 Where it is necessary to take a vote to determine an issue, the decision shall be determined by a majority of the votes of the directors present and eligible to vote. If the result of the vote is equal, the Chair of the meeting shall have a second or casting vote.
- 3.6.3 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may be held, if a majority of the directors present and eligible to vote, so request. Unless specifically agreed beforehand, the voting record of each individual director will not be made public, or recorded
- 3.6.4 The voting record, other than by paper ballot, of any question will be recorded to show how each director present voted or did not vote, if at least one-third of the directors present and eligible to vote so request.
- 3.6.5 If a director so requests, his vote will be recorded by name. Such a request will not be accepted if doing so would reveal the votes of other directors that do not wish to have their vote recorded
- 3.6.6 Under no circumstances may an absent director vote by proxy.

3.6.7 An officer who has been appointed formally by the Trust 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 that Executive Director. An officer attending the Board of Directors to represent an Executive Director during a period of incapacity or temporary absence, but without formal acting up status, may not exercise the voting rights of that Executive Director. An officer's status when attending a meeting shall be recorded in the minutes.

3.6.8 Where the office of a director who is eligible to vote is shared jointly by more than one person:

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

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

3.7 Quorum

3.7.1 No business shall be transacted at a meeting of the Board unless at least six of the Directors who are eligible to vote (including at least three Executive and three Non-Executive Directors with voting powers) are present.

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

3.7.3 A director will not count towards the quorum on a matter where he is ruled to be ineligible to participate in the discussion, or vote, due to the declaration of a conflict of interest. If a quorum is not available for the passing of a resolution on any matter, that matter may be discussed further at the meeting, but no resolution can be made. That position shall be recorded in the minutes of the meeting.

3.8 Record of Attendance

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

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

3.9 Minutes

3.9.1 The minutes of the proceedings of a meeting shall be drawn up, entered in a record kept for that purpose and submitted for agreement at the next meeting.

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

3.9.3 Any amendment to the minutes as to their accuracy shall be agreed and recorded at the next meeting and the amended minutes shall be regarded as the formal record of the meeting.

3.10 Notices of Motion

3.10.1 Subject to the provision of Standing Order 3.11 and 3.13 a director of the Trust desiring to move a motion shall give notice of this in writing, to the Chair, at least seven working days before the meeting. The Chair shall insert all such notices that are properly made in the agenda for the

meeting. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

3.11 Motions: Procedure at and During a Meeting

3.11.1 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 proceed to the next business
- that the question should now be 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 1(2) or Section 1(8) of the Public Bodies (Admission to Meetings) Act 1960 resolving to exclude the public including the press

3.11.2 The proposer may withdraw a motion or amendment once moved and seconded with the concurrence of the seconder and the consent of the Trust Board.

3.12 Rights of reply to motions.

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

3.13 Motion to Rescind a Decision of the Trust Board

3.13.1 Notice of a motion to rescind any decision of the Board of Directors (or general substance of any decision) which has been passed within the preceding six calendar months, shall bear the signature of the director who gives it and also the signature of four other directors who are eligible to vote.

3.13.2 When the Board of Directors has debated any such motion, it shall not be permissible for any director, other than the Chair to propose a motion to the same effect within a further period of six calendar months.

3.14 Suspension of Standing Orders

3.14.1 Except where this would contravene any statutory provision or any direction made by the Secretary of State for Health and Social Care, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the directors of the Trust are present and the majority of those present, vote in favour of suspension.

3.14.2 In this instance:

- 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 and shall be available to the Directors
- no formal business may be transacted while Standing Orders are suspended
- the Audit Committee shall review every decision to suspend Standing Orders

3.15 Variation and Amendment of Standing Orders

3.15.1 These Standing Orders shall be amended only if:

- a notice of motion under SO 3.10 has been given; and
- no fewer than half of the appointed Non-Executive Directors vote in favour of the amendment; and
- at least two-thirds of the Directors who are eligible to vote are present; and
- the variation proposed does not contravene a statutory provision or direction made by the Secretary of State for Health and Social Care

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4. Committees

4.1 Appointment of Committees

- 4.1.1 Subject to such directions as may be given by the Secretary of State for Health and Social Care, the Board of Directors may appoint committees of the Trust.

4.2 Applicability of Standing Orders to Committees

- 4.2.1 The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration to meetings of any Committees established by the Trust. In which case the term 'Chair' is to be read as a reference to the Chair of other Committees as the context permits and the term 'member' is to be read as a reference to a member of other Committees also as the context permits. There is no requirement to hold meetings of Committees established by the Trust in public.

4.3 Terms of Reference

- 4.3.1 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 Secretary of State for Health and Social Care. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 4.3.2 Approved Terms of Reference for all Board Committees shall be held by the Director of Corporate Affairs.

4.4 Delegation of Powers by Board Committees

- 4.4.1 The Board of Directors shall authorise any delegation of powers to be exercised by its formally constituted Committees. The Board of Directors shall approve the terms of reference of these committees and any specific powers.

4.5 Approval of Appointments to Committees

- 4.5.1 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 not Directors, shall be appointed to a Committee, the terms of such appointment shall be determined by the Board.

4.6 Appointments for Statutory Functions

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

4.7 Minutes

- 4.7.1 Minutes, or a representative summary of the issues considered and decisions taken, of any Committee appointed under this Standing Order are to be formally recorded. The Chair of such Committees are to provide a representative summary of the issues considered and any decisions taken to the next Board of Directors meeting.

4.8 Statutory and Mandatory Committees

The mandated committees to be established by the Board are:

4.8.1 Audit Committee

The Board of Directors shall appoint a committee to undertake the role of an audit committee. This role shall include providing the Board of Directors with an independent and objective review of the financial systems and of general control systems that ensure the Trust achieves its objectives, the reliability of the financial information used by the Trust and of compliance with laws, guidance and regulations and codes of conduct governing the NHS. The Committee will comprise of a minimum of three Non-Executive Directors of which one must have significant, recent and relevant financial experience. This Committee will pay due regard to good practice guidance, including, in particular the NHS Audit Committee Handbook.

The Terms of Reference of the Audit Committee shall be approved by the Board of Directors and will be reviewed on a periodic basis.

4.8.2 Audit Panel

The Board of Directors shall nominate its Audit Committee to act as its Audit Panel in line with schedule 4, paragraph 1 of the Local Audit and Accountability Act 2014.

The Audit Panel's functions are to advise the Board of Directors on the selection and appointment of the External Auditor. This includes the following:

- i. Agree and oversee a robust process for selecting the External Auditors in line with the organisation's normal procurement rules.
- ii. Make a recommendation to the Board of Directors as to who should be appointed.
- iii. Ensure that any conflicts of interest are dealt with effectively.
- iv. Advise the Board of Directors on the maintenance of an independent relationship with the appointed External Auditor.
- v. Advise the Board of Directors on whether or not any proposal from the External Auditor to enter into a liability limitation agreement as part of the procurement process is fair and reasonable.
- vi. Advise on (and approve) the contents of the organisation's policy on the purchase of non-audit services from the appointed External Auditor.
- vii. Advise the Board of Directors on any decision about the removal or resignation of the External Auditor.

4.8.3 Nominations & Remuneration Committee

In line with the requirements of the 1990 Membership and Procedure Regulations, Regulations 17-18, a Remuneration Committee will be appointed and constituted to advise the Board about appropriate remuneration and terms of service for the Chief Executive and other Very Senior Managers including:

- All aspects of salary (including any performance related elements)
- Provisions for other benefits, including pensions and cars
- Arrangements for termination of employment and other contractual terms

4.8.4 Charitable Funds Committee

In line with its role as a corporate trustee for any funds held in trust, either as charitable or non-charitable funds, the Board will establish a Charitable Funds Committee to administer those funds in accordance with any statutory or other legal requirements or best practice required by the Charities Commission.

4.8.5 **Non-Mandatory Committees**

The Board of Directors shall appoint such additional non-mandatory committees as it considers necessary to support the business and inform the decisions of the Trust Board (Regulations 15-16, Membership and Procedure Regulations).

These are subject to change at the discretion of the Board of Directors. All new or amended non-mandatory committees will have the same standing and will be subject to the same standing orders.

5. Arrangements for the Exercise of Functions by Delegation

5.1 Introduction

- 5.1.1 Subject to Reservation of Powers to the Board, the Scheme of Delegation and such directions as may be given by the Secretary of State for Health and Social Care, the Board of Directors may delegate any of its functions to a committee appointed by virtue of SO4, or to a director or an officer of the Trust. In each case, these arrangements shall be subject to such restrictions and conditions as the Board thinks fit.

5.2 Emergency Powers and Urgent Decisions

- 5.2.1 The powers which the Board of Directors has retained to itself within these Standing Orders may in emergency be exercised by the Chief Executive and the Chair acting jointly and after having consulted with at least two Non-Executive Directors and two 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 of Directors for ratification.

5.3 Delegation to Committees

- 5.3.1 The Board of Directors shall agree from time to time to the delegation of specific powers to be exercised by committees, which it has formally constituted. The Board of Directors shall approve the constitution and terms of reference of these committees and their specific powers.

5.4 Delegation to Officers

- 5.4.1 Those functions of the Trust, which have not been retained as reserved by the Board of Directors or delegated to a committee of the Trust Board, shall be exercised on behalf of the Board of Directors by the Chief Executive. The Chief Executive shall determine which functions he will perform personally and shall nominate officers to undertake the remaining functions for which he will still retain accountability to the Trust Board.

5.5 Schedule of Decisions Reserved for the Board of Directors

- 5.5.1 The Board of Directors shall adopt a Schedule of Decisions Reserved for the Board of Directors setting out the matters for which approval is required by the Trust Board.
- 5.5.2 The Board of Directors shall review such Schedule at such times as it considers appropriate; and shall update after each review.
- 5.5.3 The Schedule of Decisions Reserved for the Board of Directors shall take precedence over any terms of reference or description of functions of any committee established by the Trust Board. The powers and functions of any committee shall be subject to and qualified by the reserved matters contained in that Schedule.

5.6 Scheme of Delegated Authorities

- 5.6.1 The Board of Directors shall adopt a Scheme of Delegated Authorities setting out details of the directors and officers of the Trust to whom responsibility has been delegated for deciding particular matters; and in a director's or officer's absence, the director or officer who may act for them.
- 5.6.2 The direct accountability, to the Board of Directors, of the Director of Finance and other Executive Directors to provide information and advise the Board of Directors in accordance with any statutory requirements shall not be impaired, in any way, by the delegations set out in the Scheme of Delegated Authorities

5.7 Duty to Report Non-Compliance with Standing Orders and Standing Financial Instructions

If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around non-compliance, shall be reported to the next formal meeting of the Board for action or ratification by the Director of Corporate Affairs. All members of the Board and all staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

6. Declarations of Interest and Register of Interests

6.1 Declaration of Interests

6.1.1 In addition to the statutory requirements relating to pecuniary interests, the Trust's Standards of Business Conduct Policy requires Board members to declare interests annually, or as and when they arise, which are relevant and material to the NHS Board of which they are a member. All existing Board members should declare such interests. Any Board members appointed subsequently should do so on appointment.

6.1.2 Interests which should be regarded as relevant and material are:

- Directorships, including non-executive directorships, held in private companies or PLCs
- Ownership or part ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS
- Shareholdings and ownership interests in any publicly listed, private or not might reasonably be expected to do business with the organisation
- A position of authority in another NHS organisation, commercial, charity, voluntary, professional, statutory or other body which could be seen to influence your role within the organisation
- A position on an advisory group or other paid or unpaid decision making forum that could influence how the organisation spends taxpayers money
- Are or could be involved in the recruitment or management of close family members and relatives, close friends and associates and business partners
- Any connection with a private, public, voluntary or other organisation contracting for NHS services
- Any other commercial interest relating to any relevant decision to be taken by the organisation
- Research funding/grants that may be received by an individual or their department.

6.1.3 If Directors have any doubt about the relevance of an interest, this should be discussed with the Director of Corporate Affairs.

6.1.4 At the time that Directors' interests are declared they should be recorded in the Board minutes and the Register of Interests. Any changes in interests should be declared at the next Board meeting following the change occurring and will be recorded in the minutes of that meeting.

6.1.5 During the course of a Board meeting, if a conflict of interest is established, the Director(s) concerned should declare such likely conflict of interest and withdraw from the meeting unless requested to remain by the Board members present. The Director should play no part in the relevant discussion or decision.

6.2 Register of Interests

6.2.1 The Chief Executive will ensure that a Register of Interests is established to record formally, declarations of interest of the Board. In particular the register will include details of all Directorships and other relevant and material interests which have been declared by both Executive and Non-Executive Directors, as defined in SO 6.1.2.

6.2.2 The Register of Interests shall be published on the website and shall be reviewed at least on an annual basis.

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

- 6.3.1 Subject to the following provisions of this Standing Order, which is taken from the Membership Procedure Regulations 1990 (as amended), if the Chair or a Director has any pecuniary interest, direct or indirect, in any contract, proposed contract or any other matter and is present at a meeting of the Board at which the contract or other matter is the subject of consideration, he 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.
- 6.3.2 The Board may exclude the Chair or a member of the Board from a meeting of the Board while any contract, proposed contract or other matter in which that person has a pecuniary interest is under consideration.
- 6.3.3 Any remuneration, compensation or allowances payable to the Chair or a Director by virtue of the NHS (Consolidation) Act 2006 Schedule 3 Part 1 Paragraph 10, NHS Act 1997 Schedule 5A Paragraph 11(4) or the 1999 Act Schedule 1 (pay and allowances) shall not be treated as pecuniary interest for the purpose of this regulation.
- 6.3.4 Subject to SO 6.3.3 and any conditions imposed by the Secretary of State for Health and Social Care, the Chair or a Director shall be treated for the purpose of this regulation as having indirectly a pecuniary interest in a contract, proposed contract or other matter if:
- The Director, 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, which has a direct pecuniary interest in the other matter under consideration; or
 - The Director is a partner of, or is in the employment of, a person with whom the contract was made, or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration.
 - In the case of married persons or persons living together as partners, the interest of one spouse/cohabitee shall, if known to the other, be deemed to be also the interest of that spouse/cohabitee.
- 6.3.5 For the purpose of clarity, the following definition of terms is to be used in interpreting this Standing Order:
- '*Spouse*' shall include any person who lives with another person in the same household. (Any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse).
 - '*Contract*' shall include any proposed contract or other course of dealing.
- 6.3.6 The Chair or a Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
- Of their (or a person connected to them) membership of a company or other body if they have no beneficial interest in any securities of that company or other body.
 - Of an interest in any company, body or person with which they are connected, as detailed in SO 6.3.2, which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a member in the consideration or discussion of, or in voting on, any question with respect to that contract or other matter.
 - The total nominal value of those securities does not exceed £5,000 or one hundredth of the total nominal value of the issued share capital of the company or body, whichever is the lower, provided however, that the person shall nevertheless be obliged to disclose/declare their interest in accordance with SO 6.1.2.

6.4 Powers of the Secretary of State for Health and Social Care

The Secretary of State for Health and Social Care may, subject to such conditions as they may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to them in the interests of the National Health Service that the disability shall be removed.

6.5 Committee Responsibilities

This regulation applies to a Committee of the Trust as it applies to the Board and applies to any member of any such Committee (whether or not they are also a Director of the Trust) as it applies to a Director of the Trust.

7. Standards of Business Conduct

7.1 Policy

- 7.1.1 All staff must comply with the national guidance contained in HSG(93)5 'Standards of Business Conduct for NHS Staff'. The following provisions should be read in conjunction with that guidance and staff should also refer to the Trust's Standards of Business Conduct; Policy on Managing Conflicts of Interest, Gifts & Hospitality and Sponsorship.
- 7.1.2 It is the responsibility of all Trust staff to ensure that they are not placed in a position which risks, or appears to risk, conflict between their private interests and their official duties.
- 7.1.3 It is an offence under the Bribery Act 2010 for an employee of the Trust to accept corruptly any inducement or reward for doing, or refraining from doing, anything in their official capacity, or corruptly showing favour or disfavour in the handling of contracts.
- 7.1.4 It is the responsibility of the Trust to ensure that its Officers are aware that breach of the provision of the Act renders them liable to prosecution and may also lead to the termination of their contracts of employment and superannuation rights within the NHS.

7.2 Interest of Officers in Contracts

- 7.2.1 If it comes to the knowledge of a Director or an Officer of the Trust that a contract in which he has any pecuniary interest not being a contract to which he is himself a party, has been, or is proposed to be, entered into by the Trust he shall, at once, give notice in writing to the Chief Executive or Director of Corporate Affairs of the fact that he is interested therein. In the case of married persons or persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.
- 7.2.2 An Officer must also declare to the Chief Executive any other employment or business or other relationship of their partner, or of a co-habiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.
- 7.2.3 The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.

7.3 Canvassing of and Recommendations by Directors in Relation to Appointments

- 7.3.1 Canvassing of Directors of the Trust or members of any Committee of the Trust directly or indirectly, for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Orders shall be included in application forms or otherwise brought to the attention of candidates.
- 7.3.2 A Director of the Trust shall not solicit for any person, any appointment under the Trust or recommend any person for such an appointment. But this paragraph of Standing Orders shall not preclude a Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.
- 7.3.3 Unsolicited informal discussions outside appointment panels or Committees should be declared to the panel or Committee.

7.4 Relatives of Directors or Officers

- 7.4.1 Candidates for any staff appointment shall when making an application, disclose in writing whether they are related to any Director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them liable to dismissal.
- 7.4.2 The Chair and every Director or Officer of the Trust shall disclose to the Board any relationship with a candidate of whose candidature that Director or Officer is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made.
- 7.4.3 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.
- 7.4.4 Where the relationship of an Officer or another Director to a Director of the Trust is disclosed, the Standing Order headed 'Exclusion of Chair and Members in Proceedings on Account of Pecuniary Interest' (SO 6.3) shall apply.

8. Custody of Seal and Sealing of Documents

8.1 Custody of Seal

The common seal of the Trust shall be kept by the Director of Corporate Affairs in a secure place.

8.2 Sealing of Documents

- 8.2.1 The Seal of the Trust shall only be attached to documents where the sealing has first been approved by the Trust Board, or the Chief Executive and the Director of Finance, or their designated acting replacement in accordance with the Scheme of Delegated Authorities
- 8.2.2 The seal shall be affixed in the presence of the signatories.

8.4 Register of Sealings

The Director of Corporate Affairs shall keep a register of sealings. An entry of every sealing shall be made and a report of all sealings shall be made to the Board at least bi-annually.

9. Partnership Arrangements – Memorandum of Understanding (MoUs)

- 9.1 The Trust will from time to time, establish partnership arrangements (MoUs) with external organisations or groups (NHS or non NHS) with the aim of achieving identified benefits for the parties involved in the partnership.
- 9.2 For governance purposes, it is imperative that such partnership arrangements are subject to formal approval by the Trust Management Committee prior to any commitment to join the partnership.
- 9.3 The anticipated outcomes and duration of partnership arrangements will be measured and monitored by the relevant lead Officer. The Director of Corporate Affairs will maintain a register of partnership arrangements which will be presented to the Board for scrutiny on a 6 monthly basis.
- 9.4 For the avoidance of doubt, the definition of a Partnership is as follows:

'A relationship established between the Trust and an external organisation for the furtherance or development of the Trust's activities, which aim to deliver identified benefits to the satisfaction of all Partners in the relationship. Such relationships would be in addition to the purchaser/provider or client/customer relationships which arise through the Trust's normal business activities.'

Reservation of Powers to the Board

1. Introduction

- 1.1 Standing Order 1.6 requires that the Trust must adopt a Reservation of Powers and Scheme of Delegation which define the powers retained by the Board. Those powers so determined are detailed below.

2. General enabling provision

- 2.1 The Board may determine any matter, for which it has delegated or statutory authority, it wishes in full session within its statutory powers.

3. Powers reserved to the Board

3.1 Regulations and control

- 3.1.1 Approval of Standing Orders, a schedule of matters reserved to the Board and Standing Financial Instructions for the regulation of its proceedings and business.
- 3.1.2 Suspension of Standing Orders.
- 3.1.3 Approve variations or amendments to the Standing Orders, schedule of matters reserved to the Board and Standing Financial Instructions.
- 3.1.4 Ratify any urgent decisions taken by the Chair and Chief Executive in public session in accordance with SO5.2.
- 3.1.5 Approval of a scheme of delegation of powers from the Board to committees and officers.
- 3.1.6 Require and receive the declaration of Board members' interests that may conflict with those of the Trust and determining the extent to which that member may remain involved with the matter under consideration.
- 3.1.7 Require and receive the declaration of officers' interests that may conflict with those of the Trust.
- 3.1.8 Approve arrangements for dealing and responding to complaints.
- 3.1.9 Receive reports from committees, including those that the Trust is required by the Secretary of State for Health and Social Care or other regulation to establish, and take appropriate action.
- 3.1.10 Confirm the recommendations of the Trust's committees where the committees do not have executive powers.
- 3.1.11 Approve arrangements relating to the discharge of the Trust's responsibilities as a corporate trustee for funds held on trust.
- 3.1.12 Establish terms of reference and reporting arrangements for all committees and sub-committees that are established by the Board.
- 3.1.13 Receive reports on instances of use of the seal.

- 3.1.14 Ratify, or otherwise, instances of failure to comply with Standing Orders or Standing Financial Instructions brought to the Chief Executive's attention in accordance with SO5.7.

3.2 Appointments and dismissals

- 3.2.1 Approve and adopt the organisational structures, processes and procedures to facilitate the discharge of business by the Trust; and modifications thereto.

- Appoint the Chief Executive
- Appoint the Executive Directors

Require, from directors and officers, the declaration of any interests which might conflict with those of the Trust; and consider the potential impact of the declared interests.

- 3.2.2 Agree and oversee the approach to disciplining directors who are in breach of statutory requirements of the Trust's Standing Orders.

- 3.2.3 Approve the disciplinary procedure for officers of the Trust.

3.3 Strategy, plans and budgets

- 3.3.1 Define the strategic aims and objectives of the Trust.

- 3.3.2 Approve all Trust strategies

- 3.3.3 Approve proposals for ensuring quality and developing clinical governance in services provided by the Trust, having regard to any guidance issued by the Secretary of State for Health and Social Care.

- 3.3.4 Approve the Trust's policies and procedures for the management of risk.

- 3.3.5 Approve Final Business Cases for Capital Investment schemes where the value exceeds £1,000,000.

- 3.3.6 Approve the Trust's annual revenue and capital budgets.

- 3.3.7 Ratify proposals for acquisition, disposal or change of use of land and/or buildings.

- 3.3.8 Approve PFI proposals.

- 3.3.9 Approve the opening of bank accounts.

- 3.3.10 Approve proposals on individual contracts (other than NHS contracts) of a capital or revenue nature amounting to, or likely to amount to over £1,000,000 during the duration of the contract.

- 3.3.11 Approve proposals in individual cases for the write-off of losses or making of special payments above the limits of delegation to the Chief Executive and Director of Finance (for losses and special payments) previously approved by the Board.

3.4 Policy determination

3.4.1 Approve the process for approval, dissemination and implementation of policies.

3.4.2 Approval of policies is delegated to the Executive Directors however the Board shall maintain responsibility for approving the following policies:

- Health, Safety and Security Policy
- Risk Management Policy
- Anti-Fraud, Bribery and Corruption Policy
- Freedom to Speak Up Policy
- Standards of Business Conduct: Policy on Managing Conflicts of Interest, Gifts, Hospitality & Sponsorship
- Complaints Investigation Policy
- Learning from Deaths Policy
- Policy on Prevention and Reduction of Violence

3.5 Audit Arrangements

3.5.1 Approve the appointment (and where necessary dismissal of External Auditors recommended by the Audit Panel).

3.5.2 Approve external auditors' arrangements for the separate audit of funds held on Trust, and submission of reports to the Audit Committee meetings which will take appropriate action.

3.5.3 Receive the Auditors Annual Report from the external auditor and agree action on recommendations of the Audit Committee, where appropriate.

3.6 Annual report and accounts

3.6.1 Receive and approve the Trust's Annual Report and Annual Accounts

3.6.2 Receive and approve the Annual Report and Accounts for funds held on trust

3.6.3 Receive and approve the Trust's Quality Account.

3.7 Monitoring

3.7.1 Receive Escalation and Assurance Reports from Chairs of Committees in respect of their exercise of delegated powers. The remit of each Committee is specified within the relevant Committee Terms of Reference available via the Trust's website and staff intranet.

3.7.2 Continuous appraisal of the affairs of the Trust by means of the provision to the Board of reports from directors, committees and officers of the Trust as set out in management policy statements. All monitoring returns required by the Department of Health and Social Care and the Charity Commission shall be reported, at least in summary, to the Board.

3.7.3 Receive reports from the Director of Finance on financial performance against budget.

4. Review

4.1 This Reservation of Powers to the Board document will be reviewed on an annual basis in conjunction with the annual review of Standing Orders, Standing Financial Instructions and the Scheme of Delegation.

Scheme of Delegation

Delegated Matter	Delegated Authority	Operational Delivery	Cross Reference to: Standing Orders (SO) Reservation of Powers (RoP) Standing Financial Instructions (SFIs) Trust Policy/Procedure
1. Corporate Affairs			
Approval of the Trust's Standing Orders and Reservations of Powers for the Board of Directors, Standing Financial Instructions and Scheme of Delegation of Powers (including variations and amendments)	Board of Directors	Director of Corporate Affairs Director of Finance	SO 1.4
Final authority in interpretation of Standing Orders	Chair, advised by Chief Executive and Director of Corporate Affairs	Chair, advised by Chief Executive and Director of Corporate Affairs	SO 1
Notifying Directors and employees of their responsibilities within the Standing Orders and Standing Financial Instructions and ensuring that they understand the responsibilities	Chief Executive	All Directors and employees	
Suspension of Standing Orders for the Board of Directors / Standing Financial Instructions	Board of Directors	Audit Committee	SO 3.14
Review suspension of Standing Orders for the Board of Directors / Standing Financial Instructions	Chief Executive	Director of Corporate Affairs	
Use of emergency powers relating to the authorities retained by the Board of Directors	Chairman & Chief Executive after having consulted with 2 NEDs & 2 Executive Voting Directors	Chairman & Chief Executive after having consulted with 2 NEDs & 2 Executive Voting Directors	SO 5.2
Advice on the interpretation or application of the Standing Financial Instructions	Director of Finance	Deputy Director of Finance	SFI 1
Advice on the interpretation or application of the Scheme of Reservation and Delegation of Powers	Director of Corporate Affairs	Head of Corporate Governance	SO 1
Establishment and Disestablishment of Formal Committees of the Board	Board of Directors	Director of Corporate Affairs	SO 4
Register of Interests, Gifts and Hospitality	Chief Executive		SO 6
- Register of Interests for Board of Directors - Register of Interests for Staff - Gifts and Hospitality Register	Director of Corporate Affairs Director of Corporate Affairs Directors of Corporate Affairs	Head of Corporate Governance Head of Corporate Governance Head of Corporate Governance	Standards of Business Conduct: Policy on Managing Conflicts of Interest, Gifts and Hospitality and Sponsorship
Annual Report			RoP 3.6
- Approval of Annual Report - Recommendation Annual Report for approval by Board of Directors - Preparation of Annual Report in line with DHSC Group Accounting Manual	Board of Directors Audit Committee Director of Corporate Affairs	Audit Committee Director of Corporate Affairs Head of Corporate Governance	
Common Seal			SO 8
- Receipt of a bi-annual report on use of Common Seal - Authorise use of Common Seal - Custody of Common Seal and Register of all sealings	Board of Directors Chief Executive, Deputy Chief Executive and Director of Finance Director of Corporate Affairs	Director of Corporate Affairs Director of Corporate Affairs Head of Corporate Governance	
Receiving Sponsorship	Board of Directors		SO 7
Waiver of Standing Orders / Standing Financial Instructions	Director of Corporate Affairs/Director of Finance/Chief Executive/Deputy Chief Executive (COO)	Trust Management Committee	SFI 17
Approval of Strategies, Policies & Procedures:	Board of Directors	Director of Corporate Affairs	
- Approval of all strategies - Approval of policies reserved for Board - Approval of other policies and procedures	Board of Directors Board of Directors Executive Lead	Lead Executive Trust Management Committee	RoP 3.3 RoP 3.4 Policy Management Framework
Appointment of Internal Auditors	Audit Committee	Director of Finance	SFI 2
Receiving Gifts and Hospitality	Director of Corporate Affairs	Head of Corporate Governance	SO 7
Partnership Arrangements – Memorandum of Understanding (MoUs):			SO 9
- Review of MoUs and Partnership Arrangements - Approval of MoUs and Partnership Arrangements - Register of Partnership Arrangements to be presented to Executive Leadership Committee	Director of Corporate Affairs Executive Leadership Committee Director of Corporate Affairs	Head of Legal Services Executive Lead Head of Corporate Governance	
Annual Governance Statement	Chief Executive	Director of Corporate Affairs Head of Risk and Assurance	SFI 2 & 20
Risk Management	Director of Corporate Affairs	Head of Risk and Assurance	SFI 20 Risk Management Policy Risk Management Strategy
Non-clinical incident management and reporting	Director of Corporate Affairs	Head of Risk and Assurance	Incidents and Near Misses Policy Incident Reporting Procedure

Delegated Matter	Delegated Authority	Operational Delivery	Cross Reference to: Standing Orders (SO) Reservation of Powers (RoP) Standing Financial Instructions (SFIs) Trust Policy/Procedure
Complaints & PALS Management - Level 1-3 - Level 4 and 5	Director of Corporate Affairs Resolution Manager Head of Resolution/Assistant Director of Legal, Resolution & PALS to approve prior to Deputy CEO sign off	Assistant Director of Legal, Resolution & PALS	Complaint Investigation Policy Complaints Procedure NHS Complaints Regs (SE 2004 No 1768) NHS Complaints Amended Regs 2006 (SI 2006 No 2084) Redress Procedure
Claims: Employer's Liability, Public Liability and Medical Negligence - Employers' Liability upto £25k - Employers' Liability upto £500k - Employers' Liability £500k+ - Public Liability and Property Damage upto £25k - Public Liability and Property Damage upto £500k - Clinical Negligence upto £500k - Clinical Negligence over £500k	Director of Corporate Affairs Solicitors Assistant Director Legal, Resolution & PALS Director of Corporate Affairs Solicitors Assistant Director Legal, Resolution & PALS Assistant Director Legal, Resolution & PALS Assistant Director Legal, Resolution & PALS Clinical Negligence Panel (Medical Director, Chief Consultant Paramedic, Director of Corporate Affairs)	Assistant Director of Legal, Resolution & PALS	SFIs: Losses, write off Claims Procedure
Redress	Director of Corporate Affairs	Assistant Director of Legal, Resolution & PALS	Redress Procedure
Litigation Papers	Director of Corporate Affairs	Assistant Director of Legal, Resolution & PALS	Claims Procedure
Health, Safety and Security and Fire Management	Director of Corporate Affairs	Assistant Director of Legal, Resolution & PALS	Health & Safety at Work Act Health, Safety & Security Policy Health and Safety A-Z Toolkit Reporting of Serious Incidents, Diseases and Dangerous Occurrences Slip, Trip and Falls Procedure Security Procedure Stress Procedure
2. Finance			
Annual Accounts	Board of Directors	Audit Committee	RoP3, SFI 4 DHSC Group Accounting Manual Audit Committee Terms of Reference
Approval of Capital Programme	Director of Finance	Head of Finance: Technical Accounts	SFI 11
Approval of Individual Capital and PFI Schemes	Director of Finance	Relevant Head of Finance/Head of Strategic Financial Planning	SFI 11 and 17
Appointment of External Auditors	Board of Directors	Audit Panel	SO 4
Asset Register, Capital Charges and Security of Assets	Director of Finance	Head of Finance: Technical Accounts	SFI 11
Banking Arrangements and Cash	Director of Finance	Head of Finance: Technical Accounts	SFI 5
Budget Setting	Director of Finance	Deputy Director of Finance	SFI 3
Charitable Funds Expenditure - Upto £2,499 - £25,000 to £50,000 - Above £50,001	Deputy Director of Finance/Head of Technical Accounts or Director of Corporate Affairs Director of Finance or Chief Executive Charitable Funds Committee or Board of Directors	Director of Finance	SFI 16 Charitable Funds Procedure
Charitable Funds Annual Accounts	Board of Directors	Director of Finance/Director of Corporate Affairs	SFI 16
External Borrowing	Director of Finance	Head of Finance: Technical Accounts	SFI 10
Healthcare Service and Financial Framework Agreements – Financial and Performance Monitoring Arrangements	Director of Finance	Head of Informatics/Head of Strategic Financial Planning	SFI 7
Healthcare Service and Financial Framework Agreements – Income	Director of Finance	Deputy Director of Finance	SFI 7
Investments	Board of Directors	Director of Finance	SFI 10
Other Income (including Income Generation)	Director of Finance	Head of Strategic Financial Planning	SFI 6
Petty Cash	Director of Finance	Senior Managers	SFI 9
Scheme of Budgetary Control	Chief Executive	Director of Finance	SFI 3
Fraud and Corruption	Chief Executive	Director of Finance	SFI 2
3. Strategy, Partnerships and Transformation			
Corporate Strategy	Director of Strategy, Partnerships and Transformation	Head of Strategy, Planning and Transformation	Trust Strategy
Business Planning	Director of Strategy, Partnerships and Transformation	Head of Strategy, Planning and Transformation	Annual Plan National Planning Guidance
Reconfigurations of Services and Clinical Pathway Changes	Director of Strategy, Partnerships and Transformation	Head of Partnership and Integration	
Freedom of Information	Director of Strategy, Partnerships and Transformation	Head of Communications and Engagement	Freedom of Information & Environmental Regulations Policy Freedom of Information Act 2000
Corporate Communications and Engagement	Director of Strategy, Partnerships and Transformation	Head of Communications and Engagement	Communication and Engagement Strategy
Patient and Public Engagement	Director of Strategy, Partnerships and Transformation	Head of Communications and Engagement	Communications and Engagement Strategy
Patient and Public Panel (patient involvement and engagement)	Director of Strategy, Partnerships and Transformation	Head of Communications and Engagement	Communications and Engagement Strategy
Approval and Management of Projects: - Approval authority outlined in SFI Requirements to Obtain Quotes and Tenders - Corporate Programme Board	Director of Strategy, Partnerships and Transformation	Head of PMO	The Project Way, Benefits Management Framework SFI Requirement to obtain Quotes and Tenders (all Revenue and Capital items 3.4.1 & 11.1.2)
4. Service Delivery			
Resilience/Emergency Planning	Director of Operations	Assistant Director of Resilience	Incident Response Plan v8.5

Delegated Matter	Delegated Authority	Operational Delivery	Cross Reference to: Standing Orders (SO) Reservation of Powers (RoP) Standing Financial Instructions (SFIs) Trust Policy/Procedure
5. Procurement			
Disposals - Board of Directors to approve disposal of land, buildings and equipment with a value in excess of £250,000 on completion of tender action. - Trust Management Committee to approve disposals between £25,000 to £249,999 (subject to formal tender action to disposal) - Director of Finance to approve disposal of surplus equipment between £2,500 and £24,999 on completion of competitive quotation process - Directors to approve disposal of surplus equipment with a value of up to £2,499	Director of Finance	Head of Procurement	SFI 13
Appointment of Consultants for the provision of Specialist Advice - Board of Directors to approve business cases for contracts with a whole life cost in excess of £50,000 (where costs are above £50,000 NHSE need to approve business case) - Trust Management Committee to approve business cases for whole life cost of up to £49,999	All Directors	Deputy Directors	SFI 17
Lease Car Arrangements	Director of Finance	Head of Fleet and Logistics	
Authorisation of Purchase Orders	Director of Finance	Deputy Director of Finance	SFI, Annex A
Purchasing and New Tender Specification Authorisation	Director of Finance	Head of Procurement	SFI 17
Authorisation of Requisition Forms for goods and services (all Revenue and Capital): - £1,000,000 and above to a maximum of £25m capital costs for property and non digital investments; or £30m whole life costs for digital improvements - Up to £999,999 - Up to £249,999 - Up to £99,999 - Up to £49,999 - Up to £49,999 - Refer to Annex A of SFI for other levels	Board of Directors Chief Executive Director of Finance Voting Directors Non-Voting Directors Area Directors		SFI Annex A
Approval of Competitive Tendering Awards and Appointment of Tender Evaluation Panels - Refer to SFIs for Requirements to Obtain Quotes and Tenders	Director of Finance	Head of Procurement	SFI Requirement to obtain Quotes and Tenders (all Revenue and Capital items)
Pool Vehicle Arrangements	Director of Finance	Head of Fleet and Logistics	Pool Vehicle Policy
Insurance (Motor and Workshops)	Director of Finance	Deputy Director of Finance	
6. Information Management			
Clinical Records Management - Overall accountability to ensure the Trust adheres to the Clinical Records Management legislation, Trust Policies and procedures and NHS Standards - Review and agree internal protocols governing the protection and use of patient identifiable information by Trust staff - Ensure adoption and adherence to confidentiality policies and procedures are in line with Caldicott Guardian accountability	Medical Director (Caldicott Guardian) Medical Director (Caldicott Guardian) Medical Director (Caldicott Guardian)	Deputy SIRO and Chief Information Officer Chief Clinical Information Officer (CCIO)	Clinical Records Management Policy & Procedure ePRF Procedures GDPR Regulations
Corporate Records Management	Director of Quality Innovation & Improvement (SIRO)	Deputy SIRO and Chief Information Officer	Data Protection and Security Policy Safe Haven
Disclosure of Patient Identifiable Information	Medical Director (Caldicott Guardian)	Chief Clinical Information Officer	Subject Access Request Procedure Data Protection and Security Policy Data Retention Policy
IM&T Systems Access Control	Director of Quality, Innovation and Improvement	Deputy SIRO and Chief Information Officer Chief Clinical Information Officer (CCIO)	Computer Misuse Act 1990 NWAS ICT Systems and Applications Guide ICT Business Continuity Strategy General Security Computer Aiding and Monitoring Use of Anti-virus Software Software Development & Change Control Password Management Encryption Standard Use of the Intranet Remote Access Access Control Laptop User Guide Acceptable Websites Reporting Security Incidents Acceptable use of NWAS iPads Using Equipment Off-site Objectionable Material

Delegated Matter	Delegated Authority	Operational Delivery	Cross Reference to: Standing Orders (SO) Reservation of Powers (RoP) Standing Financial Instructions (SFIs) Trust Policy/Procedure
7. Medical			
Medicine Management	Medical Director (CDAO)	Chief Pharmacist	NWAS Medicine Management Policy v5.1 2019 General Medicines Toolkit Controlled Drugs Toolkit
Clinical Delegation	Medical Director	Chief Consultant Paramedic Assistant Director of Nursing and Quality Chief Pharmacist	Clinical Supervision Structure JRCALC Guidelines Quality Impact Assessment Approval & Review Procedure
Clinical Effectiveness (Governance)	Medical Director	Chief Consultant Paramedic Chief Pharmacist Assistant Director of Nursing and Quality	JRCALC Guidelines Quality Strategy Health Notifications and Alert Process v3 2019 Clinical Audit Policy Learning from Deaths Policy Mental Health & Dementia Strategic Plan High Intensity User Policy High Intensity User Procedure Maternity and Neonatal Care Policy
Ambulance Quality Indicator Reporting	Medical Director	Chief Consultant Paramedic Deputy SIRO and Chief Information Officer	Clinical Audit Policy Quality Strategy Digital Strategy
Research and Development	Medical Director	Consultant Paramedic - Medical Directorate	Research and Development Policy
Public Health	Medical Director	Consultant Paramedic - Medical Directorate	NWAS Public Health Plan
Freedom to Speak Up	Chief Executive	Medical Director	Freedom to Speak Up Strategy Freedom to Speak Up Policy
8. Quality, Innovation and Improvement			
Patient Safety Management	Director of Quality, Innovation and Improvement	Head of PSIRF	Learning from Experiences Policy Learning Framework Duty of Candour Policy
Patient Safety Incident Response Framework (PSIRF) - Declaration of Patient Safety Incident Investigation (PSII) - Approval of patient Safety Incident Investigation (PSII)	Director of Quality, Innovation and Improvement - Patient Safety Event Cases (PSEC) Medical Director - Approval of Patient Safety Incident Investigation (PSII)	Head of PSIRF	Patient Safety Incident Response Plan Patient Safety Incident Response Policy
Infection Prevention & Control	Director of Quality, Innovation and Improvement	Assistant Director of Nursing and Quality (DIPC)	Infection Prevention and Control Policy Communicable Diseases Policy Health & Social Care Act 2008 Wound Care Policy & Procedure Linen Policy Peripheral Intravenous Cannulation Policy and Procedure Latex Sensitivity Policy
Vulnerable Persons Management (Safeguarding)	Director of Quality, Innovation and Improvement/	Assistant Director of Nursing and Quality	Safeguarding Vulnerable Persons and Control Policy Safeguarding Vulnerable Persons Procedures Childrens Act PREVENT Policy High Intensity User Policy High Intensity User Procedure Domestic Abuse Procedure
Single Oversight Framework: - Reporting of Single Oversight Framework through Integrated Performance Report - Delivery of Single Oversight Framework	Director of Quality, Innovation and Improvement All Executive Directors	Deputy SIRO and Chief Information Officer	Single Oversight Framework NHS Information Governance Handbook
CQC Registration - Accountable Officer - Registered Manager	Chief Executive Director of Quality, Innovation and Improvement	Deputy Chief Executive Assistant Director of Nursing and Quality	CQC Regulations NHS 111 Provider Handbook
Quality Account	Director of Quality, Innovation and Improvement	Chief of Regulatory Compliance and Improvement	
Violence and Aggression (VPR Standards)	Director of Quality, Innovation and Improvement	Chief of Regulatory Compliance and Improvement	VPR Standards Policy on Prevention and Reduction of Violence
9. Duties of Individuals			
Code of Conduct for NHS Managers	Chief Executive	Director of People	

Delegated Matter	Delegated Authority	Operational Delivery	Cross Reference to: Standing Orders (SO) Reservation of Powers (RoP) Standing Financial Instructions (SFIs) Trust Policy/Procedure
<p>10. Workforce</p> <p>Recruitment and Appointments:</p> <ul style="list-style-type: none"> - Recommend appointment of Chief Executive - Involvement in selection panel for Non-Executive Directors - Approve appointment of Chief Executive and Executive Directors (subject to salary approval by NHSE/I) - Determine skill set and person specification for members of the Board of Directors both voting and non-voting and approval selection process - Development and implementation of Trust Recruitment and Selection Policy. - Statement of Written Particulars of Employment for Very Senior Managers. - Confirmation of appointments / contracts of employment. - Compliance with Fit and Proper Person Regulations 	<p>Chairman Chairman Nominations and Remuneration Committee Nominations and Remuneration Committee</p> <p>Director of People</p> <p>Director of People/Chair</p>	<p>Director of People</p> <p>Deputy Director of People</p> <p>Head of Corporate HR</p>	<p>Recruitment and Selection Policy Criminal Records Check Policy</p> <p>Fit and Proper Person Test Procedure</p>
<p>Disciplinary Arrangements & Appeals</p> <ul style="list-style-type: none"> - Hearing Officer for dismissal of Chief Executive - Hearing Officer for disciplinary cases against Directors - Appeal panel members for disciplinary cases against Chief Executive & Executive Directors - Hearing Officers for Disciplinary cases as required/ Panel members for appeals against dismissal - Hearing Officers for disciplinary cases / appeals officer for probationary period dismissals or cases heard by one of their managers. <p>- Hearing Officers in cases where sanction available is up to and including a final written warning.</p>	<p>Director of People</p> <p>Chairman Chief Executive Non-Executive Directors Director (Executive Director/Area Director/Deputy Director) Senior Manager (Deputy Director/Area Heads of Operations/Heads of Dept)</p> <p>Middle Managers or above (e.g. Sector Managers, ICC Middle Managers)</p>	<p>Deputy Director of People</p>	<p>Disciplinary Policy and Procedure</p>
<p>Grievance Procedure</p> <ul style="list-style-type: none"> - Hearing Officer for grievance cases from Directors - Hearing Officers for Grievance from immediate staff or panel members for Stage 3 Grievance Appeal cases. - To hear Grievances at Stage 2 and from immediate staff / panel members for Stage 3 Grievance Appeal cases. - To hear Grievances at Stage 2 and for their immediate staff. To hear Stage 3 Grievance appeals associated with D@W complaints. - To hear Stage 2 grievances associated with Dignity At Work complaints. <p>- To hear grievances from immediate staff at Initial Grievance Meeting (stage 1)</p>	<p>Director of People</p> <p>Immediate Line Manager Immediate Line Manager OR More Senior Manager than Stage 2 More Senior Manager than at Stage 1 / 2 More Senior Manager than at Stage 1 / 2 More Senior Manager than at Stage 1 Ordinarily grievances should be heard by an appropriate manager as close to the aggrieved employee as possible and in most cases, this will be the employees direct line Manager. Subsequent stages of the grievance process should then be heard by a more senior Manager than at the previous stage.</p> <p>Immediate line Manager (In cases where the grievance relates to the line Manager then a more senior Manager or a manager from an alternative department will Chair).</p>	<p>Deputy Director of People</p>	<p>Individual and Collective Grievance Policy & Procedure</p>
<p>Workplace Performance Management</p> <ul style="list-style-type: none"> - Hearing Officer for dismissal of Chief Executive - Hearing Officer for cases against Directors. - Appeal panel members for cases against Chief Executive & Executive Directors - Hearing Officers for cases against Deputy Directors. Panel members on appeals against dismissal. - Panel members on appeals against dismissal. - Hearing Officers for cases at Stage 3 of policy, where dismissal is an option, or hear cases at Stage 1 and/or 2 where employee reports to their immediate reports. Act as Appeal Officer where sanction was imposed by one of the managers reporting directly to them (up to final written warning). - Hearing Officers in cases where sanction available is up to and including a final written warning. Appeals Officers against formal written warning sanction (Stage 1). - To manage initial informal performance management of staff and monitor the performance of staff who report into them and are being managed under the Performance Management Policy. 	<p>Director of People</p> <p>Chairman Chief Executive Non-Executive Directors Director (Exec Director / Area Director) Deputy Directors</p> <p>Senior Manager (e.g. Deputy Director/Area Heads of Operations/Heads of Dept)</p> <p>Middle Managers or above (e.g. Sector Managers, 111 Service Delivery Managers) Line Managers</p>	<p>Deputy Director of People</p>	<p>Workplace Performance Management Policy</p>
<p>Dignity at Work</p> <ul style="list-style-type: none"> - Respond to Dignity At Work complaints received from direct reports; take immediate steps to address inappropriate behaviour and work with individuals involved to improve work relationships. 	<p>Director of People</p> <p>Line Managers</p>	<p>Deputy Director of People</p>	<p>Dignity at Work Policy Disciplinary Policy</p>
<p>Funded Establishment:</p> <ul style="list-style-type: none"> - Approval of funded establishment as part of annual budget setting - Approval of restructure proposals affecting Directors subject to Very Senior Manager Pay arrangements - To authorise in-year all increase, decreases or other changes to establishments following appropriate authorisation by Finance - Approve in year proposals for restructure within budget establishment changes <p>Approve in-year proposals for re-structure resulting in establishment changes not affecting Directors subject to Very Senior Manager Pay Arrangements where there is a cost pressure</p>	<p>Board of Directors Nominations and Remuneration Committee Chief Executive Executive Directors Trust Management Committee</p>	<p>Chief Executive</p>	<p>Organisational Change Policy</p>
<p>Remuneration and Conditions of Service: Very Senior Manager Pay arrangements:</p> <ul style="list-style-type: none"> - Authorisation of all pay, benefits and grading issues for Directors subject to Very Senior Manager Pay arrangements and NHS England (NHSE) approval. - Recommendation of non-contractual termination payments to the NHSE and Treasury for approval - Approval of costs incurred in relation to Directors subject to Very Senior Manager Pay arrangements, Senior Managers and other cases where the cost exceeds £50,000. - Approval of business cases for redundancy where the costs exceed £50,000. - Recommend contractual terminations to the NHSE where costs exceed £100,000 - Jointly approve business cases for redundancy/premature retirement applications where the cost does not exceed £50,000 	<p>Nominations and Remuneration Committee</p> <p>Director of People and Director of Finance</p>	<p>Director of People</p>	<p>SFI S8</p>

Delegated Matter	Delegated Authority	Operational Delivery	Cross Reference to: Standing Orders (SO) Reservation of Powers (RoP) Standing Financial Instructions (SFIs) Trust Policy/Procedure
Payroll Processes: - Security and auditing of all payroll processes - Establish procedures and documentation for new starters, variations and terminations and other changes affecting payments to individuals - Agreement of dates and methods of payment - Management of payroll - Review contract for payroll services	Director of Finance Director of People	Deputy Director of Finance Deputy Director of People	Establishment Control Procedure
Education and Learning	Director of People	Assistant Director Workforce & OD	
Performance Appraisal Policy & Procedure	Director of People	Assistant Director Workforce & OD	Performance Appraisal Policy and Procedure
Pay Progression Deferral - Deferring individual pay progression - Appeal against pay progression	Director of People Line Manager Senior Manager	Assistant Director Workforce & OD / Deputy Director of People	Performance Appraisal Policy and Procedure Pay Progression Guidance
Sickness Warning Arrangements - Hearing Officer for dismissal of Chief Executive - Hearing Officer for cases of Executive Directors - Appeal panel members for cases against Chief Executive and Executive Directors. - Hearing Officers for cases involving Deputy Directors / Heads of Department / Area Heads of Ops. - Panel members on appeals against dismissal - Any cases where dismissal is a possible sanction - Hearing Officers for Stage 4 & Health Capability hearings / cases against staff for whom they are the immediate line manager. Appeals Officers for appeals against final written warning and cases heard by one of the managers who reports directly to them - Hearing Officers in cases where sanction available is up to and including a final written warning (Stages 1-3). - Hearing Officer for cases where the sanction applied may be up to and including a written warning (Stage 2). - Conduct Stage 1 sickness review meetings with immediate staff.	Director of People Chair Chief Executive NEDs Director (Exec Dir/Area Dir) Executive Director/Area Director or Deputy Director Senior Manager (Deputy Directors/Area Heads of Operations/Heads of Dept/Head of PTS/ICC Senior Managers) Middle Managers or above (e.g. Sector Managers, ICC Middle Manager) 111 Team Manager First Line managers	Deputy Directors/Senior Managers	Sickness Absence Procedure
Decisions on Injury Allowance Applications	Director of People	Head of Operations and Head of HR BP	Sickness Absence Procedure
Agency Rules	Director of People	Deputy Director of People	Agency Rules - NHS Improvement March 2016
Recovery of overpayments - Overpayments write off	Director of People Director of Finance	Deputy Director of Finance / Deputy Director of People	