

ANNEX 9

Standing Orders for the Practice and Procedure of the Board of Directors

1 Interpretation and definitions

- 1.1 Save as otherwise permitted by law, at any meeting the Chairman of the Trust shall be the final authority on the interpretation of standing orders, the schedule of reservation and delegation of powers and/or the standing financial instructions (on which he or she should be advised by the Chief Executive.)
- 1.2 Any expression to which a meaning is given in the Health and Social Care (Community Health and Standards) Act 2003 (as amended by the National Health Service Act 2006), the National Health Service Act 2006, or in regulations made under the above acts, shall have the same meaning in these standing orders and in addition:
- 1.2.1 “accounting officer” means the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the National Health Service Act 2006 for the Trust, this shall be the Chief Executive;
- 1.2.2 “Board” means the Board of Directors, formally constituted in accordance with this constitution and consisting of the Chairman, the independent non-executive directors appointed by the council and the executive directors;
- 1.2.3 “budget” means a resource, expressed in financial terms, approved by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust;
- 1.2.4 “Chairman” is the person appointed by the council to lead the board, and to ensure that it discharges its overall responsibility for the Trust as a whole;
- 1.2.5 Chief Executive means the chief officer of the Trust.
- 1.2.6 “clear days” excludes the date of posting and the date of the meeting itself.
- 1.2.7 “Commissioning” means the process for determining the need for and obtaining the supply of healthcare and related services by the Trust within available resources;
- 1.2.8 “committee” means a committee appointed by the Board;
- 1.2.9 “Committee Members” means persons formally appointed by the Board to sit on or to chair specific committees;
- 1.2.10 “Contracting and Procuring” means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets;
- 1.2.11 “council” means the Members’ Council (as defined in paragraph 1 of the constitution), formally constituted in accordance with the constitution and presided over by the Chairman;

- 1.2.12 “Deputy Chairman” is the independent non-executive director appointed by the Members’ Council to take on the Chairman’s duties if the Chairman is absent from the meeting or is otherwise unavailable;
- 1.2.13 “director of finance” means the chief financial officer of the Trust;
- 1.2.14 “executive director” means a member of the board who is an officer of the Trust;
- 1.2.15 “independent non-executive director” means a non-executive director of the Trust who satisfies the independence criteria as set out at paragraph A.3.1 of the NHS Foundation Trust Code of Governance;
- 1.2.16 “member” in the context of this document, means the executive or independent non-executive members of the board;
- 1.2.17 “Membership, Procedure & Administration Arrangements Regulations” means NHS Membership & Procedure Regulations (SI 1990/2024) and subsequent amendments;
- 1.2.18 “nominated officer” means an officer charged with the responsibility for discharging specific tasks within SOs and SFIs;
- “officer” means employee of the Trust or any other person holding a paid appointment or office with the Trust;
- 1.2.19 “Monitor” or “the regulator” is the body corporate known as Monitor as provided by Section 61 of the 2012 Act.
- 1.2.20 “senior independent director” means the senior independent non-executive director, appointed by the Board in consultation with the Members’ Council.
- 1.2.21 “SFIs” means the Trust’s standing financial instructions from time to time;
- 1.2.22 “SOs” or “Standing Order” means these standing orders set out in this Annex 9;
- 1.2.23 “Trust” means Great Ormond Street Hospital NHS Foundation Trust;
- 1.2.24 “Trust Secretary” means the secretary of the Trust or any other person appointed to perform the duties of the secretary, including a joint, assistant or deputy secretary;

2 Statutory Framework

- 2.1 The principal place of business of the Trust is Great Ormond Street Hospital, Great Ormond Street, London WC1N 3JH.
- 2.2 NHS foundation trusts are governed by a regulatory framework which establishes the functions of each foundation trust and comprises: Acts of Parliament and in particular the Health and Social Care (Community Health and Standards) Act 2003 (as amended by the National Health Service Act 2006) and/or replaced by the National Health Service Act 2006; their constitutions and the terms of their authorisation granted by the regulator.

- 2.3 As a statutory body the board has specified powers to contract in the name of the Trust.
- 2.4 The regulatory framework requires the Trust to adopt SOs for the regulation of its proceedings and business. The Trust must also adopt SFIs as an integral part of the SOs setting out the responsibilities of individuals, additional responsibilities and additional detailed provisions.

3 Reservation of powers

- 3.1 The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in a separate document entitled the "Schedule of Reservation and Delegation of Powers" and shall have effect as if incorporated into these standing orders. This document also details those powers which it has delegated to officers and other bodies.

4 The Board – composition

- 4.1 In accordance with the constitution, the composition of the Board shall comprise both executive and independent non-executive directors. The board is to comprise:
- 4.1.1 a non-executive Chairman;
 - 4.1.2 not more than 6 independent non-executive directors;
 - 4.1.3 not more than 6 executive directors; and
 - 4.1.4 at least half the board (excluding the Chairman) will comprise independent non-executive directors.

Of the executive directors

- 4.1.5 one of the executive directors shall be the Chief Executive;
- 4.1.6 the Chief Executive shall be the accounting officer;
- 4.1.7 one of the executive directors shall be the chief finance officer;
- 4.1.8 one of the executive directors is to be a senior registered medical practitioner or dentist;
- 4.1.9 one of the executive directors is to be a senior registered nurse.

Appointments to the Board of Directors

5 Appointment or removal of the Chairman and Non-Executive Directors

- 5.1 The councillors at a general meeting of the Members' Council shall, subject to the other provisions of the Trust's constitution, appoint or remove the Chairman of the Trust and the other non-executive directors, as outlined under Annex 7 of the Constitution. Any re-appointment of a non-executive director by the Members' Council shall be subject to a satisfactory appraisal carried out in accordance with any procedures the Board of Directors may approve from time to time.

6 Appointment and removal of the Chief Executive and other Executive Directors

- 6.1 The Chief Executive is appointed or removed by the non-executive directors, having followed the process specified in the constitution. The appointment of the Chief Executive shall require the approval of the Members' Council.

- 6.2 A committee consisting of the Chairman, the Chief Executive and the other non-executive directors shall appoint or remove the other executive directors.

7 Terms of office

- 7.1 The Chairman and the independent non-executive directors will:

- 7.1.1 serve terms of office of no longer than 3 years;
- 7.1.2 be eligible for re-appointment at the end of the 3 years;
- 7.1.3 not hold office for longer than 6 consecutive years; and
- 7.1.4 not be eligible for re-election (after 6 years) until there has been a minimum break of one year.

- 7.2 The Chief Executive and executive directors will normally hold non-time limited contracts of employment.

8 Appointment and Powers of Deputy Chairman

- 8.1 The councillors at a general meeting of the Members' Council shall appoint one of the non-executive directors to be Deputy Chairman of the Board of Directors. If the Chairman is unable to discharge his/her office as Chairman of the Trust for whatever reason, the Deputy Chairman of the Board of Directors shall be acting Chairman of the Trust.

- 8.2 Any Board member so appointed may at any time resign from the office of Deputy Chairman by giving notice in writing to the Chairman. The Members' Council may thereupon appoint another member as Deputy Chairman in accordance with the constitution.

9 Senior Independent Director

- 9.1 The Board of Directors shall appoint one of the independent non-executive directors as the "Senior Independent Director"(as defined in the NHS Foundation Trust Code of Governance) in consultation with the Members' Council, for such a period not exceeding the remainder of his term as a Non-Executive Director, as they may specify on appointing him.

- 9.2 The senior independent director will be available to members and councillors if they have concerns that the Chairman, Chief Executive and Chief Finance Officer are unable to resolve. Recourse to the senior independent director shall not replace the right to instigate the dispute resolution procedure set out in Annex 11 of the constitution.

10 Meetings of the Board of Directors

- 10.1 The Board may resolve to exclude members of the public or staff from any meeting or part of meeting on the grounds that:

- 10.1.1 publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted following an appropriate resolution by the Board; or

- 10.1.2 there are special reasons stated in the resolution and arising from the nature of the business of the proceedings.
- 10.2 The Chairman may exclude any member of the public or staff from a meeting of the Board if that person is interfering with or preventing the proper conduct of the meeting.
- 10.3 Nothing in the SOs shall require the Board to allow members of the public, staff 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.
- 10.4 The Trust will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and address any of the Board's meetings and may change, alter or vary these terms and conditions as it sees fit.

11 Calling and Notice of Meetings

- 11.1 Save in the case of emergencies or the need to conduct urgent business, the Trust Secretary shall give at least fourteen 'clear days' written notice of the date and place of every meeting of the Board of Directors to all directors. Notice will be given by post or by email and also be published on the Trust's website.
- 11.2 Meetings of the Board of Directors may be called by the Trust Secretary, the Chairman, or by four Directors who give written notice to the Trust Secretary specifying the business to be carried out. The Trust Secretary shall send a written notice to all directors as soon as possible after receipt of such a request and shall call a meeting on at least fourteen 'clear days' but not more than twenty eight days' notice.
- 11.3 Lack of service of such a notice on any member shall not affect the validity of a meeting.

12 Agenda and supporting papers

- 12.1 A Board member desiring other matters to be included on an agenda shall make his or her request known to the chair, in writing at least seven [7]clear days before the meeting. The Board member should indicate whether the item of business is to be transacted in the presence of the public and should provide the appropriate paper, document or supporting information. Where a request for an item of business to be included on an agenda is made less than seven clear days but more than three clear days before a meeting such item of business may, at the discretion of the Chairman, be included and shall be tabled as an agenda item at the commencement of the relevant meeting.

13 Petitions

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

14 Chairman of the Meeting

- 14.1 At any meeting of the Board, the Chairman, if present, shall preside. If the Chairman is absent from the meeting the Deputy Chairman, if there is one and he/she is present, shall preside. If the Chairman and Deputy Chairman are absent then the non-executive directors present shall choose which non-executive director present shall preside.
- 14.2 If the Chairman is absent temporarily on the grounds of a declared conflict of interest the Deputy Chairman, if present, shall preside. If the Chairman and Deputy Chairman are absent, or are disqualified from participating, then the remaining non-executive directors present shall choose which non-executive director present shall preside.

15 Notices of motion

- 15.1 A member of the board desiring to move or amend a motion shall send a written notice thereof at least seven clear days before the meeting to the Chairman. The Chairman shall insert in the agenda for the meeting all notices so received. This SO 15.1 shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda.

16 Withdrawal of motion or amendments

- 16.1 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 Chairman.

17 Motion to rescind a resolution

- 17.1 Notice of a motion to amend or rescind any resolution, or the general substance of any resolution passed within the preceding 6 calendar months, shall bear the signature of the Board member who gives it and also the signature of 4 other Board members. When any such motion has been disposed of by the Board, it shall not be for any member other than the Chairman to propose a motion to the same effect within 6 months. The Chairman may do so, however, if he or she considers it appropriate.

18 Motions

- 18.1 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 18.2 When a motion is under discussion, or immediately prior to discussion, it shall be open to a member to move:
- 18.2.1 an amendment to the motion;
 - 18.2.2 the adjournment of the discussion or the meeting;
 - 18.2.3 the appointment of an ad hoc committee to deal with a specific item of business;
 - 18.2.4 that the meeting proceed to the next business;
 - 18.2.5 that the motion be now put;

18.2.6 a motion resolving to exclude the public, including the press.

18.3 Such a motion, if seconded, shall be disposed of before the motion which was originally under discussion or about to be discussed. No amendment to the original motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the original motion. In the case of motions under SO 18.2.4 and SO 18.2.5, to ensure objectivity motions may only be put by a director who has not previously taken part in the debate on the original motion.

19 Chairman's ruling

19.1 The decision of the Chairman of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and his interpretation of the SOs and SFIs, at the meeting, shall be final and observed at the meeting.

20 Voting

20.1 Questions arising at a meeting of the Board shall be decided by a majority of votes.

20.2 In the case of an equality of votes the person presiding at or chairing the meeting shall have a second and casting vote.

20.3 No resolution of the Board shall be passed if it is opposed by all of the independent non-executive directors present or by all of the executive directors present.

20.4 At the discretion of the Chairman, all questions put to the vote shall be determined by a show of hands, unless the Chairman directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.

20.5 If a member so requests, his vote shall be recorded by name.

20.6 Subject to SO 20.7 below, in no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.

20.7 An officer, who has been appointed formally by the Board to act up for an executive director of the board during his or her absence, or to cover a vacant executive director post, shall be entitled to exercise the voting rights of the executive director.

20.8 An officer attending the Board to represent an executive director without formal acting up status may not exercise the voting rights of the executive director. An officer's status when attending a meeting shall be recorded in the minutes.

21 Minutes

21.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where the person presiding at it shall sign them. The signed minutes will be conclusive evidence of the events of that meeting.

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

21.3 Minutes shall be circulated in accordance with Board members' wishes. The minutes of the meeting shall be made available to the public except for minutes relating to

business conducted when members of the public are excluded under the terms of Board of Directors' Standing Order 10.1.

22 Record of Attendance

- 22.1 The names of the Chairman and directors/members present at the meeting shall be recorded.

23 Quorum

- 23.1 No business shall be transacted at a meeting unless at least five directors are present including not less than two independent non-executive directors, one of whom must be the Chairman of the Trust or the Deputy Chairman of the Board; and not less than two executive directors, one of whom must be the Chief Executive or another executive director nominated by the Chief Executive.
- 23.2 An officer in attendance for an executive director but without formal acting up status may not count towards the quorum.
- 23.3 If the Chairman or Board member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest (see Board of Directors Standing Orders 31 and 32), that person shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

The Board may agree that its members can participate in its meeting by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting. However, subject to SO 20.7 above, in no circumstances shall this paragraph be construed as allowing an absent member to vote by proxy.

24 Joint members

- 24.1 Where more than one person is appointed jointly as a member of the Board, those persons shall count as one person.
- 24.2 Where the office of a member of the Board is shared jointly by more than one person:
- 24.2.1 either or both those persons may attend or take part in meetings of the Board;
 - 24.2.2 if both are present at a meeting they should cast one vote if they agree;
 - 24.2.3 in the case of disagreements no vote should be cast.
 - 24.2.4 The presence of either or both those persons should count as the presence of one person for the purpose of Board of Directors Standing Order 23.

25 Urgent decisions

- 25.1 Where a matter requiring decision arises for which, under normal circumstances, the approval of the Board would be appropriate but which could not be obtained in the timescale within which action is required, either the Chairman or the Chief Executive is authorised to act (the latter with the prior consent of the Chairman or, in the absence of the Chairman, the Deputy Chairman). When action is taken under this

authority, the Chairman or Chief Executive shall seek endorsement of the Board at its next formal meeting.

26 Delegation to committees

- 26.1 Any of these powers may be delegated to a committee of directors or to an executive director.
- 26.2 The Board of Directors shall have various committees that will advise it, including an audit committee, a Board of Director's nominations committee (appointment of executive directors and recommending appointment of non-executive directors to the next general meeting of the Members' Council) and a Board of Directors remuneration committee.
- 26.3 Each such committee, and any sub-committee, shall have such terms of reference and powers as the Board of Directors shall determine from time to time. Such terms of reference shall have effect as if incorporated into these Standing Orders.
- 26.4 Where committees are authorised to establish sub-committees, they may not delegate executive powers to the sub-committee unless expressly authorised by the Board.
- 26.5 The Board shall have the power to approve appointments and dismiss the members of any committee or subcommittee that is established under the power afforded to the Board under SO 26, as applicable.

27 Committees established by the Board

- 27.1 The committees to be established by the Board shall include the following:

27.1.1 Audit Committee

An audit committee will be established and constituted to provide the Board with an independent and objective review on its financial systems, financial information and compliance with relevant laws and guidance. Its Terms of Reference will be approved by the Board and reviewed on a periodic basis.

The NHS Foundation Trust Code of Governance recommends a minimum of three independent non-executive directors be appointed, of which one must have significant, recent and relevant financial experience.

The duties and decisions to be taken by the committee are contained in the relevant part of the schedule of reservation and delegation of powers.

27.1.2 Board of Directors' Remuneration Committee

A **Board of Directors'** remuneration committee will be established and constituted. The duties and decisions to be taken by the committee are contained in the relevant part of the schedule of reservation and delegation of powers.

The NHS Foundation Trust Code of Governance recommends the committee be comprised exclusively of non-executive directors, and should include at least three independent non-executive directors.

27.1.3 Clinical Governance Committee

A clinical governance committee will be established and constituted to provide assurance to the Board along with the audit committee, that the Trust is properly governed and well-managed across the full range of clinical activities undertaken by the Trust.

The duties and decisions to be taken by the committee are contained in the relevant part of the schedule of reservation and delegation of powers. A Clinical Governance Committee will be established to advise the Trust Board on the quality and safety of services for patients and staff.

27.1.4 Board of Directors' Nominations Committee

A **Board of Directors'** nominations committee will be established and constituted. The duties of and decisions to be taken by the committee are contained in the relevant part of the schedule of reservation and delegation of powers.

The committee, with external advice as appropriate, is responsible for the identification and nomination of executive directors.

28 Delegation to officers

- 28.1 Those functions of the Trust which have not been retained as reserved by the Board or delegated to a committee or sub-committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions he or she will perform personally and shall nominate officers to undertake the remaining functions for which he or she will still retain accountability to the Board.
- 28.2 The Chief Executive shall prepare a scheme of delegation identifying his or her 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 that shall also be considered and approved by the Board, as it see fit.
- 28.3 Nothing in the scheme of delegation shall impair the discharge of the direct accountability to the Board of the director responsible for finance to provide information and advise the Board in accordance with statutory or regulatory requirements. Outside these statutory or regulatory requirements, the role of the director responsible for finance shall be accountable to the Chief Executive for operational matters.

29 Confidentiality

- 29.1 A member of a committee shall not disclose a matter dealt with by or brought before the committee without its permission until the committee has reported back to the Board or shall otherwise have concluded the matter.
- 29.2 A director of the Trust or a member of a committee shall not disclose any matter reported to the Board or otherwise dealt with by the committee notwithstanding that the matter has been reported or action has been concluded if the Board or committee shall resolve that it is confidential.

30 Additional Provisions

- 30.1 The Board may establish additional protocols and procedures for the operation of the Board of Directors, and the economic, effective and efficient operation and good governance of the Trust generally from time to time as appropriate.

31 Disclosure of interests

- 31.1 Directors shall declare any pecuniary, personal or family interest, whether that interest is direct or indirect, in any proposed contract or other matter that is under consideration or is to be considered by the Board. A family interest will include those of a director's spouse or partner. Any directors appointed subsequently shall declare such interests on appointment.

- 31.2 Such interests include (without limitation):

31.2.1 directorships, including non-executive directorships held in private companies, public limited companies or public benefit corporations (with the exception of those of dormant companies);

31.2.2 ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;

31.2.3 majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS;

31.2.4 a position of Trust or fiduciary duty in a charity or voluntary organisation in the field of health and social care;

31.2.5 any connection with a voluntary or other organisation contracting for NHS services;

31.2.6 research funding/grants that may be received by an individual or their department;

31.2.7 any other commercial interest in the decision before the meeting;

31.2.8 to the extent not covered above, any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to lenders or banks; or

31.2.9 membership of clubs, societies or organisations whose purpose may include furthering the business or personal interests of their members by undeclared or informal means. Such organisations include Masonic lodges and religious societies whose membership consists of professional and business people.

- 31.3 Any member of the Board who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in these Standing Orders) has any pecuniary interest, direct or indirect, shall declare his/her interest by giving notice in writing of such fact to the Trust as soon as practicable.

32 Declaring interests

- 32.1 At the time directors' interests are declared, they should be recorded in the Board' minutes and entered on a register of interests of directors to be maintained by the

Trust Secretary, which will be made available for inspection by members of the public. Any changes in interests should be declared at the next Board of Directors' meeting following the change occurring.

- 32.2 During the course of a Board of Directors' meeting, if a conflict of interest is established, the director concerned shall disclose the fact, and withdraw from the meeting and play no part in the relevant discussion or decision.
- 32.3 If a director has any doubt about the relevance of an interest, he should discuss it with the Chairman or Trust Secretary who shall advise him on whether or not to disclose the interest.
- 32.4 This Standing Order applies to a committee or sub-committee and to a joint committee or sub-committee as it applies to the Board and applies to a member of any such committee or sub-committee (whether or not he/she is also a member of the Trust) as it applies to a member of the Trust.

33 Canvassing of and Recommendations by Members in Relation to Appointments

- 33.1 Canvassing of members of the Trust or of any committee of the Trust directly or indirectly for any appointment with the Trust shall disqualify the candidate for such appointment. The contents of this paragraph shall be included in application forms or otherwise brought to the attention of candidates.
- 33.2 A member of the Board shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.
- 33.3 Informal discussions outside appointment panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

34 Relatives of Members of the Board or Officers of the Trust

- 34.1 The Chairman and every member and officer of the Trust shall disclose to the Board any relationship between himself and a candidate of whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made.
- 34.2 On appointment, members (and, prior to acceptance of an appointment in the case of executive directors) should disclose to the Trust whether they are related to any other member or holder of any office of the Trust.
- 34.3 Where the relationship to a member of the Trust is disclosed, the provisions of Standing Orders 31 and 32 may apply.

35 Standards of business conduct

- 35.1 Directors of the Trust shall comply with standing financial instructions prepared by the director of finance and approved by the Board for the guidance of all staff employed by the Trust.

35.2 Directors of the Trust must behave in accordance with the NHS Foundation Trust Code of Governance or its equivalent(s) from time to time.

35.3 Each director will uphold the seven principles of public life as detailed by the Nolan Committee.

36 Gifts and Hospitality

36.1 Casual gifts offered by contractors, potential suppliers and others must be declined, although articles valued at less than £25 may be accepted. Modest hospitality, which is deemed reasonable in the circumstances, e.g. working lunches, is also acceptable.

36.2 All offers of gifts or hospitality, which create a sense of obligation, should be declined.

36.3 Any gifts or hospitality received or offer of gifts or hospitality should be declared on the relevant form and submitted to the Trust Secretary, who will retain them in the register of gifts and hospitality.

37 Custody of Seal

37.1 The common seal of the Trust shall be the responsibility of the Trust Secretary and kept in a secure place.

38 Sealing of Documents

38.1 Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two executive directors duly authorised by the Chief Executive, and shall be attested by them.

38.2 Before any building, engineering, property or capital document is sealed it must be approved and signed by the director of finance, or an officer nominated by him or her and authorised and countersigned by the chief executive, or an officer nominated by him or her who shall not be within the originating directorate.

38.3 All deeds entered into by the Trust and all documents conveying an interest in land must be executed by the application of the Trust's seal.

39 Register of Sealing

39.1 An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, and shall be signed by the persons who shall have approved and authorized the document and those who attested the seal. A report of all sealing shall be made to the Board at least quarterly. The report shall contain details of the seal number, the description of the document and the date of sealing.

40 Signature of documents

40.1 Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or any nominated executive director or the Board shall have

delegated the necessary authority to some other person for the purpose of such proceedings.

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

40.3 The Chief Executive or nominated officers shall be authorized, by resolution of the Board, to sign on behalf of the Trust any agreement or other document (not required to be executed as a Deed) the subject matter of which has been approved by the Board or committee or sub-committee to which the Board has delegated appropriate authority

41 Schedule of Matters Reserved to the Trust and Scheme of Delegation of powers

41.1 The arrangements made by the Board as set out in the “Schedule of Matters Reserved to the Board” and “Scheme of Delegation” of powers shall have effect (as adopted from time to time) as if incorporated in these Standing Orders.

42 Suspension of Standing Orders

42.1 Except where this would contravene any statutory provision or any direction made by the regulator or any term or condition set out in the Trust’s constitution, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the members of the Board are present (including at least one executive director and one non-executive director) and that a majority of those members present vote in favour of the suspension.

42.2 The reason for the suspension shall be recorded in the Board minutes.

42.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chairman and members of the Trust.

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

42.5 The Audit Committee shall review every decision to suspend Standing Orders.

43 Variation and amendment of these standing orders

43.1 These Standing Orders shall be amended only if:

43.2 a notice of motion has been given pursuant to Standing Order 15 of this Annex 9; and

43.3 more than half the total of councillors voting approve the amendment;

43.4 more than half of the members of the Board of Directors voting approve the amendment (including no fewer than half the total of the Trust’s independent non-executive directors);

- 43.5 members' approval is obtained (if required by statute); and
 - 43.6 the variation proposed does not contravene a statutory provision, a direction made by the regulator, or any term or condition set out in the constitution
- 44 Duty to report non-compliance with Standing Orders and Standing Financial Instructions**
- 44.1 If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification. All members of the Trust Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive or Trust Secretary as soon as possible.
- 45 Review of Standing Orders**
- 45.1 These Standing Orders shall be reviewed periodically by the Board. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.