

Barnet, Enfield and Haringey  
Mental Health NHS Trust



*A University Teaching Trust*

# **STANDING ORDERS**

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The Trust's Standing Orders are maintained by the Trust Secretary on behalf of the Trust Board. Enquiries regarding the interpretation of these Standing Orders should be directed to the Trust Secretary in the first instance.

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## SECTION A

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

- 1.1 Save as otherwise permitted by law, at any meeting the Chairman of the Trust shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive or Trust Secretary).
- 1.2 Any expression to which a meaning is given in the National Health Service Act 2006, as amended by the Health and Social Care Act 2012, National Health Service and Community Care Act 1990 and other Acts and amendments relating to the National Health Service or in the Financial Regulations made under the Acts shall have the same meaning in these Standing Orders and Standing Financial Instructions and in addition:
- a) "**Accountable Officer**" means the Executive Director responsible and accountable for funds entrusted to the Trust. The officer shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.
  - b) "**Board**" means the Chairman, Executive Directors and Non-Executive Directors of the Trust collectively as a body.
  - c) "**Budget**" means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.
  - d) "**Budget holder**" means the director or employee with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation.
  - e) "**Chairman of the Board (or Trust)**" is the person appointed by the Secretary of State for Health to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression "the Chairman of the Trust" shall be deemed to include the Vice-Chairman of the Trust if the Chairman is absent from the meeting or is otherwise unavailable.
  - f) "**Chief Executive**" means the chief officer of the Trust.
  - g) "**Commissioning**" means the process for determining the need for and for obtaining the supply of healthcare and related services by the Trust within available resources.
  - h) "**Committee**" means a committee or sub-committee created and appointed by the Board.
  - i) "**Committee members**" means persons formally appointed by the Board to sit on or to chair specific committees.
  - j) "**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.
  - k) "**Chief Finance and Investment Officer**" means the Chief Financial Officer of the Trust.

- l) **“Employee”** means an employee of the Trust or any other person holding a paid appointment or office with the Trust.
  - m) **Executive Director”** means an Executive Director of the Trust who is either an officer of the Trust or is to be treated as an officer by virtue of regulation 1(3) (i.e. the Chairman of the Trust or any person nominated by such a Committee for appointment as a Board member).
  - n) **“Funds held on trust”** shall mean those funds which the Trust holds on date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept under powers derived under S.90 of the NHS Act 1977, as amended. Such funds may or may not be charitable.
  - o) **"Member"** means Executive Director or Non-Executive Director of the Board as the context permits. Member in relation to the Board does not include its Chairman.
  - p) **"Membership, Procedure and Administration Arrangements Regulations"** means The National Health Service Trusts (Membership and Procedure) Regulations (SI 1990/2024) and subsequent amendments.
  - q) **“Motion”** means a formal proposition to be discussed and voted on during the course of the meeting.
  - r) **"Nominated officer"** means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.
  - s) **“Non-Executive Director”** means a member of the Board who is not an officer of the Trust.
  - t) **"Officer"** means employee of the Trust or any other person holding a paid appointment or office with the Trust.
  - u) **"Officer member"** means a member of the Trust who is either an officer of the Trust or is to be treated as an officer by virtue of regulation 1(3) (i.e. the Chairman of the Trust or any person nominated by such a Committee for appointment as a Trust member).
  - v) **"SFIs"** means Standing Financial Instructions.
  - w) **"SOs"** means Standing Orders.
  - x) **“Trust”** means Barnet, Enfield and Haringey mental Health Trust.
  - y) **"Trust Secretary"** means a person appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chairman and monitor the Trust’s compliance with the law, Standing Orders, and Department of Health or other regulatory body governance.
  - z) **"Vice-Chairman"** means the Non-Executive Director appointed by the Board to take on the Chairman’s duties if the Chairman is absent for any reason.
- 1.2.25 All references in these Orders to the masculine gender shall be read as equally applicable to the female gender.

1.2.26 Wherever the term “**employee**” is used it shall be deemed to include employees of third parties contracted to the Trust when acting on behalf of the Trust.



## **SECTION B – STANDING ORDERS**

### **1. INTRODUCTION**

#### **1.1 Statutory Framework**

- 1.1.1 The Barnet, Enfield and Haringey Mental Health NHS Trust (the Trust) is a statutory body which came into existence on 1 April 2001 under The Barnet, Enfield and Haringey Mental Health NHS Trust (Establishment) Order 2001 No. 1330 (the Establishment Order).
- 1.1.2 The above Establishment Order was amended on 1 August 2014 under The Barnet, Enfield and Haringey Mental Health NHS Trust (Establishment) Amendment Order 2014 No. 1903 (the Establishment Amendment Order) which increased the number of Non-Executive Directors from 5 to 7.
- 1.1.3 The principal place of business of the Trust is Trust Head Quarters, St Ann’s Hospital, St Ann’s Road, London, N15 3TH.
- 1.1.4 NHS Trusts are governed by Acts of Parliament, 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, the National Health Services Act 2006, the Health and Social Care Act 2012, and other Acts and amendments.
- 1.1.5 The functions of the Trust are conferred by this legislation.
- 1.1.6 As a statutory body, the Trust has specified 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.
- 1.1.7 The Trust also has statutory powers under Section 256 of the NHS Act 2006 to fund projects jointly planned with local authorities, voluntary organisations and other bodies. Furthermore, the Trust also has delegated powers introduced for Joint NHS / Local Authority arrangements under Section 75 of the Health Act 2006.
- 1.1.8 The Membership, Procedure and Administration Arrangements Regulations requires the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions (SFIs) as an integral part of Standing Orders setting out the responsibilities of individuals.
- 1.1.9 The Trust will also be bound by such other statutes and legal provisions which govern the conduct of its affairs.
- 1.1.10 Should any difficulties arise regarding the interpretation or application of any of the Standing Orders, advice should be sought from the Trust Board Secretary before acting. The user of these Standing Orders should also be familiar with and comply with the provisions of the Trust’s Standing Financial Instructions. Note in particular procedures for tendering, quotations and contracts and the Reservation of Powers to the Board and Delegation of Powers.

1.1.11 Failure to comply with the Standing Orders, Standing Financial Instructions or Scheme of Delegation can, in certain circumstances, be regarded as a disciplinary matter that could result in dismissal.

1.1.12 All members of the Board and employees have a duty to disclose any noncompliance with these Standing Orders to the Trust Board Secretary as soon as possible.

## **1.2 NHS Framework**

1.2.1 In addition to the statutory requirements the Secretary of State through the Department of Health issues further directions and guidance. These are normally issued under cover of a circular or letter.

1.2.2 Regulation 16 of the Membership, Procedure and Administration Arrangements Regulations permits the Trust to make arrangements for the exercise on behalf of the Trust of any of its functions by a committee appointed pursuant to Regulation 15 of the Regulations.

1.2.3 The Code of Practice on Openness in the NHS (NHS Executive, 1995), as revised by the Freedom of Information Act 2000 and the Environmental Information Regulations 2004, sets out the requirements for public access to information on the NHS.

## **1.3 Delegation of Powers**

1.3.1 The Trust has powers to delegate and make arrangements for delegation. The Standing Orders set out the detail of these arrangements. Under SO 5 relating to the 'Arrangements for the Exercise of Functions' the Trust is given powers to "make arrangements for the exercise, on behalf of the Trust of any of their functions by a committee, sub-committee or joint committee appointed by virtue of SO 4 or by an officer of the Trust, in each case subject to such restrictions and conditions as the Trust thinks fit or as the Secretary of State may direct".

1.3.2 Delegated Powers are covered in a separate document (Reservation of Powers to the Board and Delegation of Powers). This document has effect as if incorporated into the Standing Orders. Delegated Powers are covered in a separate document entitled – 'Schedule of Matters reserved to the Board and Scheme of Delegation' and have effect as if incorporated into the Standing Orders and Standing Financial Instructions.

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

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

In accordance with the Membership, Procedure and Administration Arrangements Regulations and the Establishment Amendment Order, the composition of the Board shall be:

2.1.1 The Chairman of the Trust (Appointed by NHS Improvement);

2.1.2 Up to 7 Non-Executive Directors (appointed by NHS Improvement);

2.1.3 Up to 5 Executive Directors (but not exceeding the number of Non-Executive Directors) including:

- the Chief Executive;
- the Chief Finance and Investment Officer;
- a medical or dental practitioner;
- a nurse or midwife registered on the register maintained by the Nursing & Midwifery Council under article 5 of the Nursing and Midwifery Order 2001.

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

2.1.5 All Board members are required to comply with the Fit and Proper Persons Test introduced by the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 (as amended) and the Care Quality Commission (Registration) Regulations 2009 (as amended)

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

2.2.1 Paragraph 7 of the Membership, Procedure and Administration Arrangements Regulations sets out the period of tenure of office of the Chairman and members. Paragraph 9 sets out provisions for the termination or suspension of office of the Chairman and Members.

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

2.3.1 The regulations setting out the period of tenure of office of the Chairman and members and for the termination or suspension of office of the Chairman and members are contained in Sections 2 to 4 of the Membership, Procedure and Administration Arrangements and Administration Regulations.

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

2.4.1 Subject to SO 2.4.2 below, the Chairman and members of the Trust may appoint one of their numbers, who is not an Executive Director, to be Vice-Chairman, for such period, not exceeding the remainder of his term as a Non-Executive Director of the Trust, as they may specify on appointing him.

2.4.2 Any Non-Executive Director so appointed may at any time resign from the office of Vice-Chairman by giving notice in writing to the Chairman. The Chairman and Board of Directors may thereupon appoint another Non-Executive Director as Vice-Chairman in accordance with the provisions of SO 2.4.1.

2.4.3 Where the Chairman of the Trust has died or has ceased to hold office, or where they have been unable to perform their duties as Chairman owing to illness or any other cause, the Vice-Chairman shall act as Chairman, subject to NHS Improvement approval as the appointing body of the Trust's Chairman, until a new Chairman is appointed or the existing Chairman resumes their duties, as the case may be; and references to the Chairman in these Standing Orders shall, so long as there is no Chairman able to perform those duties, be taken to include references to the Vice-Chairman.

## **2.5 Joint Members**

- 2.5.1 Where more than one person is appointed jointly to a post mentioned in the Membership, Procedure and Administration Arrangements Regulations those persons shall count for the purpose of SO 2.1 as one person.
- 2.5.2 Where the office of a member of the Board is shared jointly by more than one person:
- (a) either or both of those persons may attend or take part in meetings of the Board;
  - (b) if both are present at a meeting they should cast one vote if they agree;
  - (c) in the case of disagreements no vote should be cast;
  - (d) the presence of either or both of those persons should count as the presence of one person for the purposes of SO 3.11 'Quorum'.
  - (e) If only one person attends the meeting, they shall be entitled to cast a vote.

## **2.6 Senior Independent Director**

- 2.6.1 The Board may appoint any Non-Executive Director as the Senior Independent Director, for such a period not exceeding the individual's term of office as a Non-Executive Director. Any Non-Executive Director appointed to this role may at any time resign from the office of Senior Independent Director by giving notice in writing to the Chairman. The Senior Independent Director shall be available to hear any issues or concerns that individuals feel unable to raise with the Chairman or any Executive Director.

## **2.7 Role of Members**

The Board will function as a corporate decision-making body, Executive Directors and Non-Executive Directors 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.

### **2.7.1 Executive Directors**

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

### **2.7.2 Chief Executive**

The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. They are 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.

### **2.7.3 Chief Finance and Investment Officer**

The Chief Finance and Investment Officer 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. They shall be responsible along with the Chief Executive for ensuring the discharge of obligations under relevant Financial Directions.

#### **2.7.4 Non-Executive Directors**

The Non-Executive Directors 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.

#### **2.7.5 Chairman**

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

The Chairman shall liaise with NHS Improvement over the appointment of Non-Executive Directors and once appointed shall take responsibility either directly or indirectly for their induction, their portfolios of interests and assignments, and their performance.

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

### **2.8 Corporate role of the Board**

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

2.8.2 All funds received in trust shall be held in the name of the Trust as corporate trustee.

2.8.3 The powers of the Trust established under statute shall be exercised by the Board meeting in public session except as otherwise provided for in SO 3.

2.8.4 The Board shall define and regularly review the functions it exercises on behalf of the Secretary of State.

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

The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in the 'Schedule of Matters Reserved to the Board' and shall have effect as if incorporated into the Standing Orders. Those powers which it has delegated to officers and other bodies are contained in the Scheme of Delegation.

### **2.10 Lead Roles for Board Members**

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

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

### **3.1 Calling meetings**

- 3.1.1 Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine.
- 3.1.2 The Chairman of the Trust may call a meeting of the Board at any time.
- 3.1.3 One third or more members of the Board may requisition a meeting in writing. If the Chairman refuses, or fails, to call a meeting within seven days of a requisition being presented, the members signing the requisition may forthwith call a meeting.
- 3.1.4 The Trust will publicise and hold an Annual General Meeting in accordance with the NHS Trust's (Public Meetings) Regulations 1991 (SI (1991) 482). The meeting shall be held on or before 30 September in each year for the purpose of presenting the Annual Report, audited accounts and the Quality Account.

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

- 3.2.1 Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be delivered to every member, by the most effective route, including being sent by post to the usual place of residence of the member, or sent electronically to the usual e-mail address of the member, so as to be available to members at least three clear days before the meeting. The notice shall be signed by the Chairman or by an officer authorised by the Chairman to sign on their behalf. Want of service of such a notice on any member shall not affect the validity of a meeting.
- 3.2.2 In the case of a meeting called by members in default of the Chairman calling the meeting, the notice shall be signed by those members.
- 3.2.3 No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under SO 3.6.
- 3.2.4 A member desiring a matter to be included on an agenda shall make his/her request in writing to the Chairman at least 15 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 15 days before a meeting may be included on the agenda at the discretion of the Chairman.
- 3.2.5 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 principal offices at least three clear days before the meeting (required by the Public Bodies (Admission to Meetings) Act 1960 Section 1 (4) (a)), and displayed on the Trust's internet website.

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

- 3.3.1 The Agenda will be sent to members six days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be dispatched no later than three clear days before the meeting, save in emergency.

### **3.4 Petitions**

- 3.4.1 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 of the Board.

### **3.5 Notice of Motion**

3.5.1 Subject to the provision of SOs 3.7 'Motions: Procedure at and during a meeting' and 3.8 'Motions to rescind a resolution', a member of the Board wishing to move a motion shall send a written notice to the Chief Executive who will ensure that it is brought to the immediate attention of the Chairman.

3.5.2 The notice shall be delivered at least 15 clear days before the meeting. The Chief Executive shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

### **3.6 Emergency Motions**

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

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

#### **3.7.1 Who may propose**

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

#### **3.7.2 Contents of motions**

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

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

#### **3.7.3 Amendments to motions**

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

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

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

### 3.7.4 **Rights of reply to motions**

#### a) Amendments

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

#### b) Substantive/original motion

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

### 3.7.5 **Withdrawing a motion**

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

### 3.7.6 **Motions once under debate**

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

- an amendment to the motion;
- the adjournment of the discussion, or the meeting;
- that the meeting proceed to the next business;
- that the question should be now put;
- the appointment of an 'ad hoc' committee to deal with a specific item of business;
- that a member/director be not further heard;
- a motion under Section I (2) or Section I (8) of the Public Bodies (Admissions to Meetings) Act 1960 resolving to exclude the public, including the press (see SO 3.17).

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

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

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

3.8.1 Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the member who gives it and also the signature of three other members, and before considering any such motion of which notice shall have been given, the Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.

3.8.2 When any such motion has been dealt with by the Board it shall not be competent for any director/member other than the Chairman to propose a motion to the same effect within six months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.



### **3.9 Chairman of meeting**

- 3.9.1 At any meeting of the Board the Chairman, if present, shall preside. If the Chairman is absent from the meeting, the Vice-Chairman (if the Board has appointed one), if present, shall preside.
- 3.9.2 If the Chairman and Vice-Chairman are absent, such Non-Executive Director as the members present shall choose shall preside.

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

- 3.10.1 The decision of the Chairman of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and their interpretation of the Standing Orders and Standing Financial Instructions, at the meeting, shall be final.

### **3.11 Quorum**

- 3.11.1 No business shall be transacted at a meeting unless at least one-third of the whole number of the Chairman and members (five) (including at least one member who is a Non-Executive Director and one member who is an Executive Director) is present.
- 3.11.2 An Officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.
- 3.11.3 If the Chairman or a member of the Board 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 SO 7) that person shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

### **3.12 Voting**

- 3.12.1 Save as provided in SO 3.13 – ‘Suspension of Standing Orders’ and SO 3.14 – ‘Variation and Amendment of Standing Orders’, every question put to a vote at a meeting shall be determined by a majority of the votes of members present and voting on the question. In the case of an equal vote, the person presiding (i.e. the Chairman of the meeting) shall have a second, and casting vote.
- 3.12.2 At the discretion of the Chairman all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chairman directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.
- 3.12.3 If at least one third of the members present so request, the voting on any question may be recorded so as to show how each member present voted or did not vote (except when conducted by paper ballot).
- 3.12.4 If a member of the Board so requests, their vote shall be recorded by name.
- 3.12.5 In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.

- 3.12.6 A manager who has been formally appointed to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Executive Director.
- 3.12.7 A manager attending the Board meeting to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. The manager's status when attending a meeting shall be recorded in the minutes.
- 3.12.8 For the voting rules relating to joint members see SO 2.5.

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

- 3.13.1 Except where this would contravene any statutory provision or any direction made by the Secretary of State or the rules relating to the Quorum (SO 3.11), any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the members of the Board are present (including at least one Non-Executive Director and one Executive Director) and that at least two-thirds of those members present signify their agreement to such suspension. The reason for the suspension shall be recorded in the Board's minutes.
- 3.13.2 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 Board.
- 3.13.3 No formal business may be transacted while Standing Orders are suspended.
- 3.13.4 The Audit Committee shall review every decision to suspend Standing Orders.

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

- 3.14.1 These Standing Orders shall not be varied except in the following circumstances:
- upon a notice of motion under SO 3.5;
  - upon a recommendation of the Chairman or Chief Executive included on the agenda for the meeting;
  - that two thirds of the Board members are present at the meeting where the variation or amendment is being discussed, and that at least half of the Trust's Non-Executive Directors vote in favour of the amendment;
  - providing that any variation or amendment does not contravene a statutory provision or direction made by the Secretary of State.

### **3.15 Record of Attendance**

- 3.15.1 The names of the Chairman, Non-Executive Directors, Executive Directors and other officers present at the meeting shall be recorded.

### **3.16 Minutes**

- 3.16.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next meeting.
- 3.16.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate.

- 3.16.3 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.

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

#### **3.17.1 Admission and exclusion on grounds of confidentiality of business to be transacted**

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

'that representatives of the press, and other members of the public, be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest', Section 1 (2), Public Bodies (Admission to Meetings) Act 1960'.

Guidance should be sought from the NHS Trust's Freedom of Information Lead to ensure correct procedure is followed on matters to be included in the exclusion.

#### **3.17.2 General disturbances**

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

'That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to complete its business without the presence of the public'. Section 1(8) Public Bodies (Admissions to Meetings) Act 1960'.

#### **3.17.3 Business proposed to be transacted when the press and public have been excluded from a meeting**

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

Non-Executive Directors, Executive Directors or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Trust, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the Board meeting which may take place on such reports or papers.

#### **3.17.4 Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings**

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

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

- 3.18.1 The Board 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 deems fit.

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

### **4.1 Appointment of Committees**

- 4.1.1 Subject to such directions as may be given by the Secretary of State for Health, the Board may appoint committees of the Trust.
- 4.1.2 The Board shall determine the membership and terms of reference of committees and sub-committees and shall if it requires to, receive and consider reports of such committees.

### **4.2 Joint Committees**

- 4.2.1 Joint committees may be appointed by the Board by joining together with one or more health bodies consisting of, wholly or partly of the Chairman and members of the Trust or other health service bodies, or wholly of persons who are not members of the Trust or other health bodies in question.
- 4.2.2 Any committee or joint committee appointed under this Standing Order may, subject to such directions as may be given by the Secretary of State or the Trust or other health bodies in question, appoint sub-committees consisting wholly or partly of members of the committees or joint committee (whether or not they are members of the Trust or health bodies in question) or wholly of persons who are not members of the Trust or health bodies in question or the committee of the Trust or health bodies in question.

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

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

### **4.4 Terms of Reference**

- 4.4.1 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. Such terms of reference shall have effect as if incorporated into the Standing Orders.

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

4.5.1 Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the Board.

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

4.6.1 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 neither Non-Executive Directors, Executive Directors or otherwise an employee of the Trust, shall be appointed to a committee the terms of such appointment shall be within the powers of the Board as defined by the Secretary of State. The Board shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with national guidance.

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

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

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

The Trust has established the following Committees. Copies of the terms of references for each Committee are appended to these Standing Orders.

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

In line with the requirements of the NHS Audit Committee Handbook, NHS Codes of Conduct and Accountability, and the Higgs report, an Audit Committee has been established and constituted to provide the Board with an independent and objective review on its financial systems, financial information, organisational governance and compliance with laws, guidance, and regulations governing the NHS. The Terms of Reference are approved by the Board and reviewed on a periodic basis.

The Higgs report recommends a minimum of three Non-Executive Directors be appointed, unless the Board decides otherwise, of which one must have significant, recent and relevant financial experience.

##### **4.8.2 Remuneration Committee**

In line with the requirements of the NHS Codes of Conduct and Accountability, and the Higgs report, a Remuneration Committee has been established and constituted.

The Higgs report recommends the Committee be comprised exclusively of Non-Executive Directors, a minimum of three, who are independent of management.

The purpose of the Committee is to advise the Board about appropriate remuneration and terms of service for the Chief Executive and other Executive Directors including:

- (i) all aspects of salary (including any performance-related elements/bonuses);
- (ii) provisions for other benefits, including pensions and cars;

(iii) arrangements for termination of employment and other contractual terms.

#### **4.8.3 Trust and 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 has established a Trust and Charitable Funds Committee to administer those funds in accordance with any statutory or other legal requirements or best practice required by the Charity Commission.

The provisions of this Standing Order must be read in conjunction with SO 2.8 and Standing Financial Instructions 19.

#### **4.8.4 Finance and Investment Committee**

The Committee is chaired by a Non-Executive Director. The full remit can be found in the Committee's terms of reference. These include reviewing the Trust's financial performance, investments and medium and long term financial plans, reviewing the use of Trust resources, major projects and considering Treasury Policy and Strategy.

#### **4.8.5 Mental Health Law Committee**

The Committee is chaired by a Non-Executive Director. The full remit can be found in the Committee's terms of reference. The key role of this Committee is to provide assurance to the Board on all matters relating to the functions of Hospital Managers (MHA Associate Members) and all aspects of the Mental Health Act 1983, its subsequent amendments and the Mental Capacity Act 2005.

#### **4.8.6 Quality and Safety Committee**

The Committee is chaired by a Non-Executive Director of the Trust. This Committee provides assurance to the Board on issues of quality and safety, and works collaboratively with other Committees to ensure risk is well managed and that there is effective integrated governance. The Committee is authorised to consider and investigate matters delegated by the Board, provide assurance to the Board on compliance with safety and quality standards and approve and monitor the Corporate Risk Register. It plays a key role in obtaining assurance on the delivery of programs of work in relation to assessment and regulatory activity. These include CQC registration, the hygiene code and patient surveys. The Committee receives external review/assessment reports and monitors the implementation of action plans. It also reviews the effectiveness of clinical audits.

#### **4.8.7 People and Culture Committee**

The Committee is chaired by a Non-Executive Director of the Trust.

This Committee is responsible for monitoring the development and delivery of the people and organisational development strategy and providing scrutiny and constructive challenge in this regard to ensure the Trust can deliver its strategy and be sustainable in the long term. The Committee provides assurance to the Board against regulatory requirements relating to workforce.

It maintains a strategic overview of the Trust's workforce, educational and organisational development arrangements with a view to seeking assurance that they provide a positive working environment for staff, to enable the provision of high quality care and good clinical outcomes for patients. The Committee assures the Trust Board that the

organisation is creating a culture in which staff thrive and contribute to the delivery of outstanding care.

#### **4.8.8 Provider Collaborative Commissioning Committee**

The Committee is chaired by a Non-Executive Director of the Trust. This Committee was established to provide scrutiny, challenge and assurance to the Trust Board with respect to the performance of the North London Provider Collaborative, where BEH are acting as the lead-provider. This includes assurance on the:

- delivery of the Trust's lead provider contract responsibilities, including the management of sub-contracts;
- compliance with the aims of the Partnership Agreement between members of the Collaborative and the development of Clinical, Investment and other strategies by the Partnership; and
- performance of the Commissioning Team in support of these responsibilities.

#### **4.8.8 Other Committees**

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

### **4.9 Proceedings in Committee to be Confidential**

- 4.9.1 There is no requirement for meetings of Board committees and sub-committees to be held in public, or for agendas or records of these meetings to be made public. However, the records of any meetings may be required to be disclosed, should a valid request be made under the rights conferred by the Freedom of Information Act 2000, and there is no legal justification for non-disclosure.

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

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

- 5.1.1 Subject to such directions as may be given by the Secretary of State, the Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a committee, sub-committee appointed by virtue of SO 4, or by an officer of the Trust, or by another body as defined in SO 5.1.2 below, in each case subject to such restrictions and conditions as the Trust thinks fit.
- 5.1.2 Paragraph 18 of Schedule 4 of the NHS Act 2006 allows the functions of the Trust to be carried out jointly with any one or more of the following: NHS Trusts, NHS Improvement or any other body or individual (excluding Clinical Commissioning Groups).
- 5.1.3 Regulation 16 of the Membership, Procedure and Administration Arrangements Regulations permits the Trust to make arrangements for the exercise of behalf of the Trust of any of its functions by a committee appointed pursuant to Regulation 15 of the Regulations.

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

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

### **5.3 Delegation to Committees**

5.3.1 The Board shall agree from time to time to the delegation of executive powers to be exercised by other committees, or sub-committees, or joint-committees, which it has formally constituted in accordance with directions issued by the Secretary of State. The constitution and terms of reference of these committees, or sub-committees, or joint committees, and their specific executive powers shall be approved by the Board in respect of its sub-committees.

### **5.4 Delegation to Officers**

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

5.4.2 The Chief Executive shall prepare a Scheme of Delegation identifying their proposals which shall be considered and approved by the Board. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board.

5.4.3 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Chief Finance and Investment Officer to provide information and advise the Board in accordance with statutory or Department of Health requirements. Outside these statutory requirements the roles of the Chief Finance and Investment Officer shall be accountable to the Chief Executive for operational matters.

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

5.5.1 The arrangements made by the Board as set out in the Schedule of Matters Reserved to the Board and Scheme of Delegation of powers shall have effect as if incorporated in these Standing Orders.

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

5.6.1 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 Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

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

### **6.1 Policy statements: general principles**



- 6.1.1 The Board will from time to time agree and approve Policy statements / procedures which will apply to all or specific groups of staff employed by Barnet, Enfield and Haringey Mental Health NHS Trust. The decisions to approve such policies and procedures will be recorded in an appropriate Board minute and will be deemed where appropriate to be an integral part of the Trust's Standing Orders and Standing Financial Instructions.
- 6.1.2 The Board may delegate the approval of policies and procedures to Board Committees or other committees or officers, or otherwise in accordance with the Trust's Standing Orders and Standing Financial Instructions, except those strategic and overarching policies and procedures, the approval of which is reserved to the Board as set out in the Scheme of Reservation and Delegation.

## **6.2 Specific Policy statements**

- 6.2.1 Notwithstanding the application of SO 6.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following Policy statements:
- the Standards of Business Conduct Policy;
  - the Disciplinary Policy and Procedures; and
  - Counter Fraud and Bribery Policy
- all of which shall have effect as if incorporated in these Standing Orders.

## **6.3 Standing Financial Instructions**

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

## **6.4 Specific guidance**

- 6.4.1 Notwithstanding the application of SO 6.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following guidance and any other issued by the Secretary of State for Health:
- Caldicott Guardian 1997;
  - Human Rights Act 1998;
  - Freedom of Information Act 2000;
  - Code of Conduct for NHS Managers 2002;
  - The Public Contracts Regulations 2006;
  - Bribery Act 2010;
  - ABPI Code of Practice for the Pharmaceutical Industry 2012 Second Edition relating to hospitality/gifts from pharmaceutical / external industry.
  - The NHS Constitution for England.

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

### **7.1 Declaration of Interests**

- 7.1.1 Requirements for Declaring Interests and applicability to Board Members

The Membership, Procedure and Administration Arrangements Regulations requires Board Members to declare any personal or business interests which are relevant and

material to the NHS Board of which they are a member and which may influence or may be perceived to influence their judgement. All existing Board members should declare such interests. Any Board members appointed subsequently should do so on appointment.

#### 7.1.2 Interests which are relevant and material

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

- a) Shareholdings and other ownership interests in any publicly listed, private or not-for-profit company, business, partnership or consultancy.
- b) Patents and other intellectual property rights.
- c) Loyalty Interests by virtue of any position of authority in another NHS organisation or commercial, charity, voluntary, professional, statutory or other body which could be seen to influence decisions.
- d) Outside employment.
- e) Clinical Private Practice.

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 SO 7.3 below and elsewhere) has any pecuniary interest, direct or indirect, the Board member shall declare his/her interest by giving notice in writing of such fact to the Trust as soon as practicable.

It is important to ensure that all declarations are submitted and up to date, to ensure the Trust has a robust system to prevent bribery. Trust employees should refer to the Trust's Counter Fraud and Bribery Policy for further information in relation to fraud and bribery offences. Failure to adhere to the Policy could, depending upon the circumstances, amount to a criminal offence and lead to the individual(s) being subject to disciplinary action and/or criminal investigation.

#### 7.1.3 Advice on Interests

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

The Membership, Procedure and Administration Arrangements Regulations require that the pecuniary interest of directors' spouses and cohabiting partners, in contracts should be declared. Any members of the Board who comes to know that the Trust has entered into or proposes to enter into a contract in which they or any person connected with them has a pecuniary interest, direct or indirect, the Board member shall declare their interest by giving notice in writing of such fact to the Trust as soon as practicable.

#### 7.1.4 Recording of Interests in Board minutes

At the time Board members' interests are declared, they should be recorded in the Board minutes. Any changes in interests should be declared at the next Board meeting following the change occurring and recorded in the minutes of that meeting.

#### 7.1.5 Publication of declared interests in Annual Report

Board members' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports.

#### 7.1.6 Conflicts of interest which arise during the course of a meeting

During the course of a Board meeting, if a conflict of interest is established, the Board member concerned should declare such likely conflict of interest and withdraw from the meeting and play no part in the relevant discussion or decision. (See overlap with SO 7.3)

### 7.2 Register of Interests

7.2.1 The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Board or Committee members. In particular the Register will include details of all directorships and other relevant and material interests (as defined in SO 7.1.2) which have been declared by both Executive and Non-Executive Board members.

7.2.2. These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.

7.2.3 The Register will be available to the public and the Chief Executive will take reasonable steps to bring the existence of the Register to the attention of local residents and to publicise arrangements for viewing it.

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

#### 7.3.1 Definition of terms used in interpreting 'Pecuniary' interest

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

(i) "**spouse**" shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse);

(ii) "**contract**" shall include any proposed contract or other course of dealing.

(iii) "**pecuniary interest**"

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

a) he/she, or a nominee of his/her, is a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same, or

b) he/she is a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.

(iv) **Exception to Pecuniary interests**

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

- a) neither he/she or any person connected with him/her has any beneficial interest in the securities of a company of which he/she or such person appears as a member, or
- b) any interest that he/she or any person connected with him/her may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence him/her in relation to considering or voting on that contract, or
- c) those securities of any company in which he/she (or any person connected with him/her) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less.

Provided however, that where paragraph (c) above applies the person shall nevertheless be obliged to disclose/declare their interest in accordance with SO 7.1.2 (ii).

### 7.3.2 Exclusion in proceedings of the Board

- (i) Subject to the following provisions of this Standing Order, if the Chairman or a member of the Board has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- (ii) The Secretary of State may, subject to such conditions as he/she may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to him/her in the interests of the National Health Service that the disability should be removed. (See SO 7.3.3 on the 'Waiver' which has been approved by the Secretary of State for Health).
- (iii) The Board may exclude the Chairman or a member of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he/she has a pecuniary interest is under consideration.
- (iv) Any remuneration, compensation or allowance payable to the Chairman or a Member by virtue of Schedule 4 of the National Health Service Act 2006 shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- (v) This Standing Order applies to a committee or sub-committee and to a joint committee or sub-committee as it applies to the Board and applies to a member of any such committee or sub-committee (whether or not he/she is also a member of the Board) as it applies to a member of the Board.

### 7.3.3 Waiver of Standing Orders made by the Secretary of State for Health

#### (1) **Power of the Secretary of State to make waivers**

Under regulation 11(2) of the NHS (Membership and Procedure Regulations SI 1999/2024 ("the Regulations"), there is a power for the Secretary of State to issue waivers if it appears to the Secretary of State in the interests of the health service that the disability in regulation 11 (which prevents a chairman or a member from taking part in the consideration or discussion of, or voting on any

question with respect to, a matter in which he has a pecuniary interest) is removed. A waiver has been agreed in line with sub-sections (2) to (4) below.

**(2) Definition of ‘Chairman’ for the purpose of interpreting this waiver**

For the purposes of paragraph 7.3.3.(3) (below), the “relevant chairman” is–

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

**(3) Application of waiver:**

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

It will apply to:

- (i) A member of the Barnet, Enfield and Haringey Mental Health NHS Trust (“the Trust”), who is a healthcare professional, within the meaning of regulation 5(5) of the Regulations, and who is providing or performing, or assisting in the provision or performance, of –
  - (a) services under the National Health Service Act 1977; or
  - (b) services in connection with a pilot scheme under the National Health Service Act 1997;for the benefit of persons for whom the Trust is responsible.
- (ii) Where the ‘pecuniary interest’ of the member in the matter which is the subject of consideration at a meeting at which he is present:
  - (a) arises by reason only of the member’s role as such a professional providing or performing, or assisting in the provision or performance of, those services to those persons;
  - (b) has been declared by the relevant chairman as an interest which cannot reasonably be regarded as an interest more substantial than that of the majority of other persons who:
    - (i) are members of the same profession as the member in question,
    - (ii) are providing or performing, or assisting in the provision or performance of, such of those services as he provides or performs, or assists in the provision or performance of, for the benefit of persons for whom the Trust is responsible.

**(4) Conditions which apply to the waiver and the removal of having a pecuniary interest**

The removal is subject to the following conditions:

- (a) the member must disclose his/her interest as soon as practicable after the commencement of the meeting and this must be recorded in the minutes;
- (b) the relevant chairman must consult the Chief Executive before making a declaration in relation to the member in question pursuant to paragraph 7.3.3 (2) (b) above, except where that member is the Chief Executive;
- (c) **in the case of a meeting of the Trust:**
  - (i) the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
  - (ii) may not vote on any question with respect to it.
- (d) **in the case of a meeting of the Committee:**
  - (i) the member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
  - (ii) may vote on any question with respect to it; but
  - (iii) the resolution which is subject to the vote must comprise a recommendation to, and be referred for approval by, the Board.

## **7.4 Standards of Business Conduct**

### **7.4.1 Trust Policy and National Guidance**

All Trust staff and members of the Trust Board must comply with the Trust's Standards of Business Conduct Policy and the national guidance contained in HSG(93)5 on 'Standards of Business Conduct for NHS staff' (see SO 6.2).

### **7.4.2 Interest of Officers and Employees in Contracts**

- (i) Any officer or employee of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in SO 7.3) has any pecuniary interest, direct or indirect, the Officer shall declare their interest by giving notice in writing of such fact to the Chief Executive or Trust Secretary as soon as practicable.
- (ii) An officer or employee should also declare to the Chief Executive any other employment or business or other relationship of his/her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.
- (iii) The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.

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

- (i) Canvassing of members of the Trust or of any Committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.
- (ii) Members of the Trust shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph of this

Standing Order shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

#### 7.4.4 Relatives of Members or Officers

- (i) Candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any member or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.
- (ii) The Chairman and every member and officer of the Trust shall disclose to the 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.
- (iii) On appointment, members (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Trust whether they are related to any other member or holder of any office under the Trust.
- (iv) Where the relationship to a member of the Trust is disclosed, SO 7 'Disability of Chairman and members in proceedings on account of pecuniary interest' shall apply.

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

### **8.1 Custody of Seal**

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

### **8.2 Sealing of Documents**

- 8.2.1 Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two senior managers duly authorised by the Chief Executive, and not also from the originating department, and shall be attested by them.

### **8.3 Register of Sealing**

- 8.3.1 The Chief Executive shall keep a register in which they, or another manager of the Authority authorised by them, shall enter a record of the sealing of every document. The entry shall be signed by the persons who approved and authorised the sealing of the document; and who attested the seal.
- 8.3.2 A report of all sealing shall be made to the Board at each meeting. The report shall contain details of the seal number, the description of the document and date of sealing.

### **8.4 Signature of documents**

- 8.4.1 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 Executive Director.

- 8.4.2 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).

## **9. MISCELLANEOUS (see overlap with SFI No. 11.3)**

### **9.1 Joint Finance Arrangements**

- 9.1.1 The Board may confirm contracts to purchase from a voluntary organisation or a local authority using its powers under the relevant NHS Act. The Board may confirm contracts to transfer money from the NHS to the voluntary sector or the health related functions of local authorities where such a transfer is to fund services to improve the health of the local population more effectively than equivalent expenditure on NHS services, using its powers under the relevant NHS Act.

See overlap with Standing Financial Instruction No. 11.3

## **10. BREACHES OF STANDING ORDERS**

- 10.1.1 The Chief Executive shall be advised of any breaches of Standing Orders. These shall be investigated by an officer nominated by him/her.
- 10.1.2 The Audit Committee shall be advised of any breaches of Standing Orders (including breaches of the Reservation of Powers to the Board & Delegation of Powers, and the Standing Financial Instructions).
- 10.2 The investigating officer shall carry out his/her investigation in accordance with relevant Trust policies and procedures for such investigations.
- 10.3 The investigation shall seek to determine:
- The circumstances of the breach and ascertain, as far as possible, why the breach occurred;
  - Possible implications for the Trust and actions that can be taken to mitigate these recommendations to prevent the breach happening again.
- 10.4 The investigating officer will report back to the Chief Executive or to an officer nominated by him/her. A formal report will be made to the Audit Committee prior to consideration by the Board for action or ratification (see SO 5.6 'Duty to report non-compliance with Standing Orders and Standing Financial Instructions').
- 10.5 Nothing in this section shall be construed as preventing a member of staff from making a disclosure under the Public Interest Disclosure Act.
- 10.6 The Trust policy on Raising Concerns Policy and Procedure (Whistleblowing" will apply to any staff reporting a breach of Standing Orders.

## **11. REVIEW OF STANDING ORDERS**

- 11.1 Standing Orders, including the Reservation of Powers to the Board and Delegation of Powers and the Standing Financial Instructions, shall be reviewed annually, or earlier,



if developments within or external to the Trust indicate the need for a significant revision to the Standing Orders. The requirement to review extends to all documents having the effect as if incorporated in Standing Orders.

- 11.2 Any change will be reviewed by the Audit Committee before a recommendation is made to the Board for adoption.
- 11.3 The Trust Secretary shall make available a copy of the Standing Orders to each director of the Trust and to such other employees as the Chief Executive considers appropriate.
- 11.4 A copy of these Standing Orders will be held, with unrestricted access to all staff, on the Trust's intranet site.

## **Additional Documents which form part of Standing Orders**

### **SECTION C - RESERVATION OF POWERS TO THE BOARD AND DELEGATION OF POWERS**

### **SECTION D - STANDING FINANCIAL INSTRUCTIONS**

#### **TERMS OF REFERENCES FOR COMMITTEES**

- Audit Committee (Also see SO 4.8.1)
- Remuneration Committee (Also see SO 4.8.2)
- Trust and Charitable Funds Committee (Also see SO 4.8.3)
- Finance and Investment Committee (Also see SO 4.8.4)
- Mental Health Law Committee (Also see SO 4.8.5)
- Quality and Safety Committee (Also see SO 4.8.6)
- People and Culture Committee (Also see SO 4.8.7)
- Provider Collaborative Commissioning Committee (Also see SO 4.8.8)