

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

1. Introduction

It is a requirement of the Trust Constitution to adopt Standing Orders for the regulation of the Board of Directors' proceedings and business.

2. Purpose

These Standing Orders form part of the Trust's governance framework.

3. Scope and exceptions

This policy applies to:

Setting	The Board of Directors proceedings and business
Individuals	Members of the Board of Directors Participating Directors Chief Executive's Office Team

4. Statutory and Regulatory Framework

4.1 Sheffield Teaching Hospitals NHS Foundation Trust is a statutory body that became a public benefit corporation on 1 July 2004 following authorisation as an NHS Foundation Trust by the regulator at the time; Monitor, pursuant to the National Health Service Act 2006.

4.2 The principal areas of business of the Trust are:

- a) Northern General Hospital, Herries Road, Sheffield, S5 7AU
- b) Royal Hallamshire Hospital, Glossop Road, Sheffield, S10 2JF
- c) Charles Clifford Dental Services, Wellesley Road, Sheffield, S10 2SZ
- d) Weston Park Cancer Centre, Whitham Road, Sheffield, S10 2SJ
- e) Jessop Wing, Tree Root Walk, Sheffield, S10 2SZ
- f) Community Services

- 4.3 For administrative purposes, 8 Beech Hill Road, Sheffield, S10 2SB is recognised as the Trust Headquarters.
- 4.4 NHS Foundation Trusts are governed by acts of Parliament, mainly the National Health Service Act 2006, as amended by the Health and Social Care Act, 2012 Health and Care Act 2022, by their constitutions and by the Licence granted by NHS England (NHSE), (the Regulatory Framework).
- 4.5 As a public benefit corporation, the Trust has specific powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for any funds deemed to be charitable. The Trust also has a common law duty as a bailee for patients' property held by the Trust on behalf of its patients.
- 4.6 The new statutory framework created by the Health and Care Act 2022 reflects the formal establishment of integrated care systems (ICSs). The Trust will contribute to effective system working via ICS strategies and plans whilst retaining its statutory responsibilities for the delivery of safe, effective, efficient and high-quality services.
- 4.7 By virtue of Section 65Z5 of the NHS Act 2006 the Trust has the power to delegate its functions to other NHS bodies or local authorities or to exercise its functions jointly with those bodies.

5. Interpretation

- 5.1 Save as otherwise permitted by law, at any meeting of the Board of Directors, the Chair of the Board of Directors shall be the final authority on the interpretation of these Standing Orders (on which they should be advised by the Assistant Chief Executive).
- 5.2 Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in these Standing Orders shall bear the same meaning as in the Constitution.

6. The Board of Directors

6.1 Business

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

6.2 Powers

In accordance with the Code of Governance for NHS provider trusts, the Board of Directors has resolved that certain powers and decisions may only be exercised or made by the Board in formal session. These powers and decisions are set out

in the Reservation of Powers to the Board of Directors and Scheme of Delegation and have effect as if incorporated into the Standing Orders but for the avoidance of doubt, the Reservation of Powers to the Board of Directors and Scheme of Delegation does not form part of these Standing Orders or the Constitution.

6.3 Composition of the Board

6.3.1 The composition of the Board of Directors is set out in Paragraph 23 of the Constitution.

6.3.2 If the number of Non-Executive Directors (including the Chair) in attendance at a meeting of the Board of Directors is equal to the number of Executive Directors, the Chair (and in their absence the Vice Chair) shall have a casting vote.

6.3.3 The validity of any act of the Trust is not affected by any vacancy among the Directors or any defect in the appointment of a Director.

6.4 Register of members of the Board of Directors

In accordance with Paragraph 34.4 of the Constitution the Trust shall keep and maintain a register of members of the Board of Directors which shall list the names of the Directors, their capacity on the Board of Directors and an address through which they can be contacted, which may be the Assistant Chief Executive.

6.5 Appointment of the Chair and Directors

6.5.1 The Chair and Non-Executive Directors are appointed, re-appointed and removed by the Council of Governors at a general meeting of the Council of Governors. The Council of Governors' Nomination and Remuneration Committee is responsible for recommending suitable candidates for Chair and Non-Executive Directors to the Council of Governors.

6.5.2 The Chief Executive is appointed and removed by the Board of Directors' Nomination and Remuneration Committee, (excluding the Chief Executive), subject to approval by the Council of Governors at a general meeting.

6.5.3 Executive Directors are appointed and removed by the Board of Directors' Nomination and Remuneration Committee.

6.6 Terms of Office of the Chair and Directors

6.6.1 The provisions for governing the terms and conditions of appointment and the termination or suspension of office of the Chair and the Non-Executive Directors are set out in the Constitution.

6.6.2 The Chair and Non-Executive Directors are appointed for a Term of Office of no more than four years, subject to re-appointment.

- 6.6.3 The Chair and Non-Executive Directors, (excepting the Non-Executive Directors who exercise functions for the purposes of The University of Sheffield and Sheffield Hallam University in accordance with Paragraphs 23.9 and 23.10 of the Constitution), may serve no more than eight years or two consecutive full Terms of Office. This maximum tenure can be extended by annual reappointment, in exceptional circumstances, or in the case where the Chair was an existing Non-Executive Director on appointment and continues to satisfy tests of independence, a one term of office of four years in the position of Chair can be served.
- 6.6.4 With the agreement of the Trust and The University of Sheffield / Sheffield Hallam University, the Non-Executive Directors who exercise functions for the purposes of The University of Sheffield / Sheffield Hallam University may serve more than eight years or two consecutive full terms of office, subject to re-appointment.
- 6.6.5 The Chief Executive and Executive Directors will normally hold contracts of employment which are not time limited.

6.7 Senior Independent Director

The Board of Directors shall appoint one of the Non-Executive Directors as the Senior Independent Director. This shall be done in consultation with the Council of Governors.

The Senior Independent Director:

- May also be the Vice Chair of the Trust.
- Should not be the chair of the Audit Committee.
- Should provide a sounding board for the Trust Chair and serve as an intermediary for the other directors when necessary.

Led by the Senior Independent Director, the Non-Executive Directors should meet without the Chair present at least annually to appraise the Chair's performance, and on other occasions as necessary, and seek input from other key stakeholders.

6.8 Joint Directors

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

7. Meetings of the Board of Directors

7.1 Admission of the Public, Staff Members, and the Press

- 7.1.1 The meetings of the Board of Directors shall be open to members of the public, staff members and representatives of the press unless the Board of Directors decides otherwise in relation to all or part of a meeting for reason of confidentiality or on other proper grounds.
- 7.1.2 The public, staff members and representatives of the press shall be afforded facilities to attend the meetings of the Board of Directors held in public but shall be required to withdraw upon the Board of Directors resolving as follows:
- “That members of the public, staff members and representatives of the press 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.”
- 7.1.3 In the event that the public, staff members and representatives of the press are admitted to all or part of a Board of Directors meeting the Chair shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public, staff members and representatives of the press such as to ensure that the Board of Directors’ business shall be conducted without interruption and disruption and such individuals will be required to withdraw upon the Board of Directors resolving as follows:
- “That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board of Directors to complete business without the presence of the public, staff members and representatives of the press.”
- 7.1.4 Nothing in these Standing Orders shall require the Board of Directors to allow members of the public, staff members or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings without prior agreement of the Board of Directors.
- 7.1.5 The Board of Directors will decide upon appropriate arrangements and terms and conditions to offer in extending an invitation to observers to attend and address any of the Board of Directors meetings and it may change or vary these terms and conditions as it deems fit.
- 7.1.6 Matters to be dealt with by the Board of Directors when meeting in private, subject shall be confidential to members of the Board of Directors and participating directors.
- 7.1.7 Members of the Board of Directors present, participating directors, any employee of the Trust, Governors and external advisers/observers in attendance when the Board of Directors is meeting in private shall not reveal or disclose the contents

of papers submitted to the private meeting or minutes headed “Held in private” outside the Board of Directors meeting, without the express permission of the Assistant Chief Executive on behalf of the Chair of the Board of Directors. This prohibition shall apply equally to the content of any discussion during the meeting of the Board of Directors which may take place on such papers.

7.2 Calling meetings

- 7.2.1 Ordinary meetings of the Board shall be held at such times and places as the Board of Directors may determine. At the discretion of the Chair, meetings may be held via a teleconference or videoconference provided that all Board members present are able to 1) hear all other parties and 2) participate i.e., address all members and attendees at the meeting simultaneously.
- 7.2.2 The Chair may call a meeting of the Board of Directors at any time.
- 7.2.3 One-third or more members of the Board of Directors may request a meeting in writing (including by email).
- 7.2.4 If the Chair refuses or fails to call a meeting within seven clear days after a written request for that purpose supported by at least one-third of the Directors has been presented to them, the members of the Board of Directors supporting the request may call a meeting.
- 7.2.5 In accordance with the National Health Service Trusts (Public Meetings) Regulations 1991 (Statutory Instrument 1991/482), An annual public meeting shall be held on or before 30 September each year after the completion of the annual accounts to lay the accounts, annual report and any report on the accounts before the public. In such cases, a public notice specifying the meeting date, time and location shall be posted on the Trust’s website at least three calendar days prior to the meeting.

7.3 Notice of Meetings

- 7.3.1 Before each meeting of the Board of Directors held in public, an agenda, specifying time and location of the meeting, will be made available to members of the Board of Directors and participating directors electronically at least five clear days before the meeting.
- 7.3.2 Before each meeting of the Board of Directors held in public, a notice of the date, time and place of the meeting and the agenda shall be posted on the Trust’s website at least three clear days before the meeting, save in the case of emergency meetings.
- 7.3.3 In the case of a meeting called by Directors in default of the Chair calling the meeting following a request as set out in Paragraph 7.2.3 of these Standing Orders, the notice shall be supported by those Directors requesting the meeting

and no business shall be transacted at the meeting other than that specified on the notice.

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

7.3.5 Failure to serve such a notice on more than three Directors will invalidate the meeting.

7.4 Setting the Agenda

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

7.4.2 A Director desiring a matter to be included on an agenda shall make their request in writing (including by email) to the Chair or Assistant Chief Executive at least 10 clear days before the meeting. Requests made less than 10 clear days before a meeting may be included on the agenda at the discretion of the Chair or Assistant Chief Executive.

7.4.3 The request should state whether the item of business is proposed to be transacted in the presence of the public or reserved for discussion in private session and should include appropriate supporting information.

7.5 Petitions

Where a petition has been received by the Trust, the Chair, through the office of the Assistant Chief Executive, shall include the petition as an item for the agenda of the next meeting of the Board of Directors.

7.6 Chair of Meeting

At any meeting of the Board of Directors, the Chair, if present, shall preside. If the Chair is absent from the meeting (including being temporarily absent on the grounds of a declared conflict of interest), the Vice Chair, if present, shall preside. If the Chair and the Vice Chair are absent such Non-Executive Director, as the Directors present shall choose, shall preside.

7.7 Notices of Motion

7.7.1 A Director desiring to move or amend a motion shall send a written notice (including by email) thereof at least 10 clear days before the meeting to the Chair or the Assistant Chief Executive.

7.7.2 The Chair, through the office of the Assistant Chief Executive, shall include in the agenda for the meeting all notices so received that are in order and permissible under these Standing Orders and appropriate governing regulations.

7.7.3 Paragraph 7.7 of these Standing Orders shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda for the meeting.

7.8 Withdrawal of Motion or Amendments

A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

7.9 Motion to Rescind a Resolution

7.9.1 Notice of motion to amend or rescind any resolution (or general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Director who gives it and also the signature of four other Directors. Before considering any such motion, the Board of Directors may refer the matter to any appropriate Committee or to the Chief Executive for recommendation.

7.9.2 When any such motion has been disposed of by the Board of Directors, it shall not be competent for any Director other than the Chair to propose a motion to the same effect within six calendar months, however the Chair may do so if they consider it appropriate.

7.9.3 Paragraph 7.9 of these Standing Orders shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

7.10 Motions

7.10.1 A motion may be proposed by the Chair of the meeting or any Director present. Such motion must be seconded by another Director.

7.10.2 At their discretion, the Chair may refuse to admit any motion of which notice was not given in accordance with Paragraph 7.7 of these Standing Orders other than a motion relating to:

- a) the reception of a report;
- b) consideration of any item of business before the Board of Directors;
- c) the accuracy of minutes;
- d) that the meeting of the Board of Directors proceed to the next item of business;
- e) that the meeting of the Board of Directors is adjourned; and
- f) that the question be now put.

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

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

- a) an amendment to the motion;
- b) the adjournment of the discussion or the meeting;
- c) the appointment of an ad hoc committee to deal with a specific item of business;
- d) that the meeting proceed to the next business;
- e) that the motion be now put;
- f) that a Director be not further heard; or
- g) that the public be excluded pursuant to Paragraph 7.1.2 of these Standing Orders.

In the case of Paragraphs 7.10.4. (d) to (f) of these Standing Orders, to ensure objectivity motions may only be put by a Director who has not previously taken part in the debate and is eligible to vote.

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

7.10.6 If there are a number of amendments, they shall be considered one at a time.

7.10.7 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.

7.11 Emergency Motions

Subject to the approval of the Chair, a Director may give written notice (including by email) to the Chair or Assistant Chief Executive of a motion after the issue of the notice of a meeting and agenda up to one hour before the time set fixed for the meeting. The notice shall state the grounds of urgency. The decision to include the item on the agenda is at the discretion of the Chair and their decision shall be final. The emergency motion shall be declared to the Board of Directors at the start of the business of the emergency meeting as an additional item on the agenda.

7.12 Chair's Ruling

Statements of Directors made at meetings of the Board of Directors shall be relevant to the matter under discussion at the material time and the decision of

the Chair on questions of order, relevancy, regularity and any other matters shall be final.

7.13 Voting

- 7.13.1 It is not a requirement for decisions to be subject to a vote. The Chair shall be responsible for deciding whether a vote is required and what form it will take.
- 7.13.2 Save as provided in Paragraphs 7.16 and 7.17 of these Standing Orders, every question put to a vote at a meeting of the Board of Directors shall be determined by a majority of the votes of the Directors present and voting on the question. In the case of an equal vote for and against a motion, the Chair of the meeting shall have a casting vote.
- 7.13.3 At the discretion of the Chair, all questions put to the vote shall be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Directors present so request.
- 7.13.4 If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained.
- 7.13.5 If a Director so requests, their vote shall be recorded by name upon any vote. Such a request will not be accepted if doing so would reveal the votes of other members that do not wish to have their vote recorded.
- 7.13.6 In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.
- 7.13.7 An employee who has been formally appointed by the Board of Directors 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.
- 7.13.8 An employee attending a meeting of the Board of Directors 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. An employee's status when attending a meeting shall be recorded in the minutes.

7.14 Minutes

- 7.14.1 The minutes of the proceedings of a meeting shall be drawn up by the Assistant Chief Executive and submitted for agreement at the next ensuing meeting.
- 7.14.2 No discussion shall take place upon the minutes, except upon their accuracy, or where the Chair considers discussion appropriate. Any amendments to the minutes shall be agreed and recorded at the next meeting.

7.14.3 Minutes shall be circulated in accordance with the wishes of the Board of Directors.

7.15 Joint Executive Directors

7.15.1 Pursuant to Paragraph 23.10 of the Constitution, the post of Executive Director may be held by more than one individual on a job share basis.

7.15.2 Where an Executive Director post is shared jointly by more than one person:

- a) any or all of those persons may attend or take part in meetings of the Board of Directors;
- b) if more than one of those persons are present at a meeting they should cast one vote if they agree; and
- c) if more than one of those persons are present at a meeting and in the case of disagreements where no majority exists no vote shall be cast but where a majority view is held this should be the vote cast.

7.15.3 The presence of any or all of those persons shall count as one person for the purposes of quorum as set out in Paragraph 7.19 of these Standing Orders.

7.16 Suspension of Standing Orders

7.16.1 Except where this would contravene any statutory provision or any provision of the Constitution or its Licence or any direction by NHSE, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the membership of the Board are present, (including one Executive Director and one Non-Executive Director), and that at least two-thirds of those present signify their agreement to such suspension.

7.16.2 The reason for suspension of the Standing Orders shall be recorded in the minutes of the meeting and reported to the Audit Committee.

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

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

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

7.17 Variation and Amendment of Standing Orders

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

- a) a notice of motion under Paragraph 7.7 of these Standing Orders has been given; and

- b) at least two-thirds of the membership of the Board are present; and
- c) no fewer than half the total of the Non-Executive Directors vote in favour of the amendment; and
- d) the variation proposed does not contravene the Regulatory Framework, any statutory provision or any direction by NHSE.

7.18 Record of Attendance

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

7.19 Quorum

7.19.1 No business shall be transacted at a meeting of the Board of Directors unless at least one half of the membership of the Board is present including at least two Non-Executive Directors and two Executive Directors.

7.19.2 In accordance with Paragraph 7.13.7 of these Standing Orders, an employee in attendance for an Executive Director but without formal acting up status shall not count towards the quorum.

7.19.3 Participation in a meeting via teleconference or videoconference shall constitute presence in person at the meeting.

7.19.4 If a Director (including the Chair) has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of conflict of interest, they 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.

7.19.5 The requirement set out in Paragraph 7.19.1 of these Standing Orders for at least two Executive Directors to form part of the quorum shall not apply where the Executive Directors are excluded from the meeting (for example when the Board of Directors considers the recommendations of the Remuneration Committee).

8. Arrangements for the Exercise of Function by Delegation

8.1 General

Subject to the Regulatory Framework and such direction as may be issued by NHSE, the Board of Directors may make arrangements for the exercise, on behalf of the Board of Directors, of any of its functions by a committee, sub-committee or joint committee appointed by virtue of Paragraph 9 of these

Standing Orders or a Director or employee of the Trust, in each case subject to restrictions and conditions as the Board of Directors thinks fit.

8.2 Emergency Powers

The powers which the Board of Directors has retained to itself in accordance with Paragraph 6.2 of these Standing Orders may in emergency or for an urgent reason be exercised by the Chief Executive and the Chair after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chair shall be reported to the next formal meeting of the Board of Directors in public session or private session, as appropriate, for ratification.

8.3 Delegation to Committees

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

8.4 Delegation to Employees

- 8.4.1 Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to a committee, sub-committee or joint committee shall be exercised on behalf of the Board of Directors by the Chief Executive. The Chief Executive shall determine which functions he or she will perform personally and shall nominate employees to undertake the remaining functions for which he or she will still retain accountability to the Board of Directors.
- 8.4.2 The Chief Executive shall prepare a Scheme of Delegation identifying their proposals which shall be considered and approved by the Board of Directors, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation shall be considered and approved by the Board of Directors as indicated in Paragraph 8.4.1 of these Standing Orders.
- 8.4.3 Nothing in the Scheme of Delegation shall impair the discharge of direct accountability to the Board of Directors of the Executive Directors to provide information and advise the Board of Directors in accordance with the Regulatory Framework, any statutory provision and such direction as may be issued by NHSE.

9. Committees

9.1 Appointment of Committees

9.1.1 Subject to the Regulatory Framework and such guidance and best practice advice issued by NHSE, the Board of Directors may, and if directed by NHSE, shall appoint committees of the Board of Directors consisting wholly or partly of Directors of the Board of Directors.

9.1.2 A committee appointed under Paragraph 9.1.1 of these Standing Orders may, subject to the Regulatory Framework and such direction as may be issued by NHSE or by the Board of Directors, appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include Directors) or wholly of persons who are not members of the committee (whether or not they include Directors).

9.2 These Standing Orders, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committee established by the Board of Directors. The term “Chair” is to be read as a reference to the Chair of the committee as the context permits and the term “member” is to be read as a reference to the member of the committee as the context permits. For the avoidance of doubt, there is no requirement to hold meetings of committees established by the Board of Directors in public.

9.3 Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (including reporting back to the Board of Directors), as the Board of Directors shall decide and shall be in accordance with the Regulatory Framework or such guidance and best practice advice issued by the NHSE. Such terms of reference shall have effect as if incorporated into the Standing Orders but for the avoidance of doubt, the terms of reference shall not form part of these Standing Orders or the Constitution.

9.4 Where committees are authorised to establish sub-committees or working groups, they may not delegate powers to the sub-committee or working group unless expressly authorised by the Board of Directors.

9.5 The Board of Directors shall approve the appointments to each of the committees which it has formally constituted. Where the Board of Directors determines, and regulations permit, that persons who are neither Directors nor employees shall be appointed to a committee, the terms of such an appointment shall be within the powers of the Board of Directors. The Board of Directors 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.

- 9.6 Where the Board of Directors is required to appoint persons to a committee and/or to undertake statutory functions, and where such appointments are to operate independently of the Board of Directors such appointment shall be made in accordance with the Regulatory Framework and such guidance and best practice or direction issued by NHSE.
- 9.7 The committees established by the Board of Directors are:
- a) Audit Committee
 - b) Quality Committee
 - c) Finance and Performance Committee
 - d) People Committee
 - e) Board of Directors' Nomination and Remuneration Committee
 - f) Sheffield Teaching Hospital NHS Foundation Trust Committee in Common
 - g) Digital Committee
 - h) Research and Innovation Committee
- 9.8 Notwithstanding the provisions of Paragraph 9.7 of these Standing Orders, the Board of Directors may establish other committees from time to time at its discretion.
- 9.9 Confidentiality
- 9.9.1 A member of a committee established by the Board of Directors shall not disclose a matter dealt with, by, or brought before, the committee without its permission until the committee shall have reported to the Board of Directors or otherwise have concluded on that matter.
- 9.9.2 A Director of the Trust or a member of a committee shall not disclose any matter reported to the Board of Directors or otherwise dealt with the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board of Directors or committee shall resolve that it is confidential.

10. Standards of Business Conduct and Declarations of Interest

- 10.1 The Regulatory Framework, including the Constitution, requires all Directors to declare any actual or potential interest, direct or indirect in line with the Trust's Standards of Business Conduct Policy. Members of the Board of Directors shall comply with this policy and any guidance and best practice advice issued by NHSE.

- 10.2 Roles and responsibilities of the Chief Executive and Assistant Chief Executive in relation to the standards of business conduct are set out within section 5 of the Standards of Business Conduct Policy including the requirement to maintain a publicly available Register of Interests. The Trust's Register of Interests can be accessed via the Trust's website and a link to the register is published within the Trust's Annual Report.
- 10.3 Interests which should be regarded as "relevant and material" are set out within section 4.3.14 of the Trust's Standards of Business Conduct Policy.
- 10.4 Declarations of interest referred to in Paragraph 10.1 of these Standing Orders shall be made through the declaration process described within the Trust's Standards of Business Conduct Policy and in line with the provisions set out within that same policy.
- 10.5 The Chair must ensure that a standing agenda item 'Declarations of Interest' is included at the beginning of each meeting agenda to determine any new Board member interests and if any Board member has a conflict of interest in relation to the business to be transacted at the meeting.
- 10.6 If a Director is present at a meeting of the Board of Directors and has an interest of any sort in any matter under consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact.
- 10.7 The Chair (following seeking advice from the Assistant Chief Executive) is responsible for deciding the appropriate course of action in terms of action required to manage declared interests.
- 10.8 If the Chair has an interest in a matter under consideration, the Vice Chair (following seeking advice from the Assistant Chief Executive) is responsible for deciding the appropriate course of action.
- 10.9 Actions that could be applied to manage 'relevant and material' interests are set out in section 4.2 of the Trust's Standards of Business Conduct Policy.
- 10.10 Directors should withdraw from the meeting and play no part in the relevant discussion or decision if it is established that there is a conflict of interest. For the avoidance of doubt, this includes not voting on such an issue where a conflict is established. If there is a dispute as to whether a conflict of interest does exist, a majority vote will resolve the issue with the Chair having the casting vote.
- 10.11 Interests declared at a meeting by Board members and participating directors should be recorded in the minutes of the meeting of the Board of Directors along with any agreed course of action to manage the interest.
- 10.12 Any changes in interests should be declared at the next meeting of the Board of Directors following the change occurring and recorded in the minutes of that meeting.

10.13 Canvassing of, and Recommendations by, Directors in Relation to Appointments

- 10.13.1 Canvassing of Directors or members of any committee established by the Board of Directors or any sub-committee of the Board of Directors directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment.
- 10.13.2 A Director shall not canvas for any person any appointment under the Trust or recommend any person for such appointment, but this paragraph shall not preclude a Director from giving written testimonial of a candidate's ability, experience, or character for submission to the Trust in relation to any appointment.
- 10.13.3 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee in question.

10.14 Relatives of Directors and participating directors

- 10.14.1 Directors and participating directors of the Trust shall disclose to the Chief Executive any relationship with a candidate of whose candidature that Director or participating director is aware. It shall be the duty of the Chief Executive to report to the Board of Directors any such disclosure made.

11. Custody of the Seal and Sealing of Documents

11.1 Custody of the Seal

The Common Seal of the Trust shall be kept by the Assistant Chief Executive in a secure place.

11.2 Sealing of Documents

- 11.2.1 The Common Seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board of Directors or a committee of the Board of Directors or where the Board of Directors has delegated its powers.
- 11.2.2 Before any building, engineering, property or capital document is sealed it must be approved and signed by the Chief Finance Officer (or an employee nominated by them) and authorised and countersigned by the Chief Executive (or an employee nominated by them) who shall not be within the originating directorate).
- 11.2.3 The fixing of the Common Seal of the Trust must be authenticated by the signature of the Chair and the Chief Executive (or an employee nominated by them).

11.3 Register of Sealing

An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, (the Register of Seals), and shall be signed by the persons who have approved and authorised the document and those who attested the seal. A report of all sealings shall be made to the Board of Directors at least quarterly by the Assistant Chief Executive. The report shall contain details of the seal number, the description of the document and the date of sealing. The Register shall be retained by the Assistant Chief Executive.

12. Signature of Documents

- 12.1 Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board of Directors shall have given the necessary authority to some other person for the purpose of such proceedings.
- 12.2 The Chief Executive or nominated employee(s) shall be authorised, by resolution of the Board of Directors, to sign on behalf of the Trust any agreement or other document not requested to be executed as a deed, the subject matter of which has been approved by the Board of Directors or any committee or sub-committee with delegated authority.

13. Miscellaneous

- 13.1 Documents including the Standing Financial Instructions and the Reservation of Powers to the Board of Directors and Scheme of Delegation shall have the effect as if incorporated into Standing Orders. For the avoidance of doubt neither the Standing Financial Instructions nor the Reservation of Powers to the Board of Directors and Scheme of Delegation form part of the Constitution.
- 13.2 Duty to report non-compliance with Standing Orders
- 13.2.1 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 of Directors for action or ratification.
- 13.2.2 All Directors and all staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

14. Roles and responsibilities

Role	Responsibility
Assistant Chief Executive	To provide all advice and guidance on the implementation of this policy.

15. Monitoring

Standard, process or issue to be monitored	Monitoring method	Monitored by	Reported to	Frequency
Contents and application of the Standing Orders	Review of this policy and audit of its practical application	Assistant Chief Executive	The Board of Directors	Contents - Every three years Application - Periodically

16. References / standards and statutory legal requirements

Health Act 2006
Health and Social Care Act 2012
Health and Care Act 2022

17. Associated Trust and external documents

[Trust Constitution](#)
[Standing Financial Instructions](#)
[Reservation of Powers to the Board of Directors and Scheme of Delegation](#)
[Standards of Business Conduct Policy](#)
[Code of Governance for NHS provider trusts](#)

18. Document control

Ref	135
Version	5.0
Status	Current
TEG sponsor	Sandi Carman, Assistant Chief Executive
Controlled Document Lead / Author*	Judith Green, Head of Corporate Governance
Approval body	Board of Directors

Date approved	30 January 2024
Ratification body	N/A
Date ratified	N/A
Issue date	31 January 2024
Review date	30 January 2027

19. Version history

Version	Date issued	Brief summary of changes	Author
3.1	18/12/18	<p>Non-material changes from v5.1: changes to nomenclature and addition of points of clarification. Removal of the default use of masculine gender throughout the document, including amending job title nomenclature in respect of the Chair.</p> <p>Material Changes from v5.1: Removal of reference to the Independent Panel for advising governors which was disbanded by NHS Improvement in January 2017.</p>	Head of Corporate Governance
4	17/03/2021	<p>Monitoring arrangements extended to a three-year cycle to bring in line with Trust's Policy for the Development, Approval, Management and Dissemination of Trust Controlled Documents.</p> <p>[1] Removal of reference to these Standing Orders forming part of the Trust Constitution. Enactment of action recorded under Constitution change control record (v4.0).</p> <p>[4.3.1] Changes to the BoD composition to reflect agreed action in respect of maintaining balance of independence / to align with updates to BoD Terms of Reference.</p>	Head of Corporate Governance

		<p>4.6.3 Addition of wording to reflect the agreement with CoG that an existing NED can serve one term of office as Chair.</p> <p>[5.3] amendment of reference to arrangements for serving notice of meetings / circulating in line with modern practice.</p> <p>[5.19.3] Additional para confirming that business may be transacted by tele / video conferencing.</p> <p>[7.7] STH Committee in Common added to list of Board Committees.</p> <p>[8.2 and 8.3] arrangements for declaring potential conflicts of interests aligned to updated Standards of Business Conduct Policy.</p> <p>Throughout Updating of paragraph and Trust Constitution cross referencing / Reformatting of numbers (0-9) in word format rather than digit format to conform with corporate style</p>	
5	31/01/2024	<ul style="list-style-type: none"> • General updates to terminology, titles, and nomenclature throughout. • Updates to reflect modern practice e.g., the use of email and videoconferencing. • Updates added to reference the new statutory framework created by the Health and Care Act 2022. • Detail removed where information is duplicated in the Trust's Constitution. Detail replaced by a reference to the relevant section of the Trust Constitution. • Role, responsibilities, and requirements in relation to the Senior Independent Director 	Head of Corporate Governance

		<p>added. Once the Standing Orders are approved by the Board and published on the Trust website this will support compliance with the Code of Governance for NHS provider trusts.</p> <ul style="list-style-type: none"> • The requirement to hold an annual public meeting on or before 30 September each year after the completion of the annual accounts, as per the National Health Service Trusts (Public Meetings) Regulations 1991, has been added for clarity. • Updated to reflect committees established by the Board of Directors since the document was last updated and to reflect recent name changes of existing committees. • Detail replaced in relation to Declarations of Interest and the exclusion of the Chair and Directors in proceedings on account of pecuniary interests with references to relevant section content within the Trust's Standards of Business Conduct Policy to avoid duplication. 	
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20. Consultation and review

Groups / persons consulted	Date
Groups / persons consulted	Date

21. Intended recipients

Essential reading for	All members of the Board of Directors and participating Directors CEO Office Team
Information for	All staff

22. Rapid equality impact assessment

What relevant quantitative and qualitative information (data) do you have? This may include national or local research, surveys, reports or research; workforce / patient data; complaints and patient experience data, etc.

Provide relevant background data / information to support the equality impact assessment

Delete ✓ ✗ as appropriate

	Positive Impact [#]	Negative Impact [#]	Neutral Impact [#]	Advances equality of opportunity	Eliminates unlawful discrimination	Fosters good relations between people
Race (including nationality)			✓			
Religion/belief and non-belief			✓			
Disability			✓			
Sex			✓			
Gender Reassignment			✓			
Sexual Orientation			✓			
Age			✓			
Pregnancy and Maternity			✓			
Marriage / Civil Partnership			✓			
Human Rights (FREDA principles)			✓			
Carers			✓			
Other groups E.g. Travellers, vulnerable adults/children, homeless, care leavers, asylum			✓			

seekers or refugees						
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#Extent of impact

Positive Impact - This will actively promote or improve equality of opportunity or address unfairness or tackle discrimination

Negative Impact - This will have a negative or adverse impact which will cause disadvantage or exclusion

Neutral Impact - There is no likely impact on any of the protected groups

List any specific equality issues and information gaps that may need to be addressed through engagement and/or further research
No issues identified

15.1 Analysing the equality information

In this section record your assessment and analysis of the evidence. This is a key element of the EIA process as it explains how you reached your conclusions, decided on priorities, identified actions and any necessary mitigation.

Analysis of the effects and outcomes
Not applicable

15.2 Outcome of equality impact assessment

No major change needed	Adjust Policy / proposal	Adverse impact but continue	Stop and remove policy / proposal
✓			

15.3 Action plan

Give details of any actions required to remedy any negative impact(s) identified above:

Action to address negative impact	By whom	By when	Resource implication
Not applicable			

15.4 Monitoring, review and publication

How will the policy be monitored?	See section 6 monitoring
Manager signing off EIA	Date of next review

Please provide name and job title	Date
Approved by	Date sent to EDI Team sth.equalityanddiversity@nhs.net :
Please provide name of committee and date approved	Date
	Date published (if applicable)
	Date

16 Other impacts

Financial implications	None
Training implications	None
Sustainability implications	None
Other	None

17 Document imprint

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