**UNIQUE IDENTIFIER NO: G-1A-2010**
**Review Date: March 2027**
**Review Lead: Company Secretary**

Calderdale and Huddersfield
NHS Foundation Trust

# STANDING ORDERS

# BOARD OF DIRECTORS

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| Directorate responsible for policy: | Chief Executive's Office |

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| Version: | V8 – scheduled review. Addition re: more than one Deputy Chief Executive role, addition to allow Charitable Funds Committee to have members who are not Directors or Officers of the Trust. Amendment to section 2.4 for consistency with Trust Constitution – Council of Governors to appoint Deputy Chair. 4.16 removal of Joint Liaison Committee as Board Committee.<br><br>V7 – scheduled review, removal of references to Associate Non-Executive Directors, additions re: timeframe for annual members meeting and standing agenda item for conflicts of interest and fit and proper persons.<br><br>V6 - scheduled review, update for legislation and guidance, mandatory and non mandatory Committees and standards of public life.<br><br>Section 1.2 Composition of the Board of Directors increase to up to 7 Non-Executive Directors and up to 7 Executive Directors.<br><br>Section1.1 addition of roles and responsibilities of Board of Directors<br><br>Section 5.3 addition of section on Compliance with Fit and Proper Persons Regulations Section |
| Policy author: | Company Secretary |
| Responsible Committee: | Audit and Risk Committee |
| Date written: | April 2017 Most recent update January 2026 to Audit and Risk Committee |
| Date approved: | 12 March 2026 |
| Date issued: | 12 March 2026 |
| Date of latest review: | January 2026 |
| Next review date: | March 2027 - or earlier if required by regulation or statutory changes |

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**TRUST STANDING ORDERS**


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## FOREWORD to Standing Orders

The adoption of Standing Orders for the regulation of Board proceedings and business is a requirement under the Trust Constitutions, Terms of Authorisation and the National Health Service Act 2006 ("the 2006 Act") and 2012 Act.

These Standing Orders, together with the documents below which form part of these "extended" Standing Orders, are extremely important. They provide a regulatory and governance framework for high standards of personal conduct and corporate conduct of the Trust and support public service values of accountability, probity and openness. These Standing Orders of the Board of Directors form part of the governance framework and are incorporated into the Constitution.

The additional documents which form part of these "extended" Standing Orders are:

- Standing Financial Instructions, which detail the financial responsibilities, policies and procedures to be maintained by the Trust
- Schedule of Decisions reserved to the Board of the Trust Scheme of Delegated Authorities, which sets out delegated levels of authority and responsibility

These documents provide a comprehensive business framework and set out the ground rules within which Board directors and staff must operate in conducting the business of the Trust. Observance of them is mandatory. They fulfil the dual role of protecting the Trust's interests and protecting staff from any possible accusation that they have acted less than properly.

All Directors and all members of staff should be aware of the existence of these documents, understand when they should be referred to and, where necessary and appropriate to their role, be familiar with the detailed provisions.

Failure to comply with standing orders is a disciplinary matter which could result in dismissal.

## DEFINITIONS

These Standing Orders are subject to continuous review (and formally reviewed and approved by the Audit and Risk Committee and Board of Directors every 2 years) to ensure that they reflect the obligations to which the Foundation Trust is subject under the Health and Social Care (Community Health and Standards) Act 2003, National Health Service Act, 2006 (the 2006 Act) and the Health and Social Care Act, 2012,(the 2012 Act) the Terms of Authorisation and the provisions of its Constitution.

For the avoidance of doubt nothing contained within these Standing Orders shall be construed in contravention of the Terms of Authorisation and in the event that there is such a contravention, the Terms of Authorisation, the 2006 Act, 2012 Act, the Health and Care Act 2022 and the Constitution shall take precedence.

Whilst the nature of these Standing Orders is that they are subject to variation, no such variation shall contravene the Terms of Authorisation, the 2006 Act and the Constitution.

Save as permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders. In this the Chair should be advised by the Chief Executive, guided by the Company Secretary, and in the case of Standing Financial Instructions, the Director of Finance.

Any expression to which a meaning is given in the 2006 Act, 2012 Act or 2022 Act in the Regulations or Orders made under the Act shall have the same meaning in this interpretation and in addition:

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| **Accounting Officer** | means the NHS Officer responsible and accountable for funds entrusted to the Trust. He/she shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive. |
| **Board of Directors** | The Board of Directors as constituted in accordance with the Constitution. |
| **Budget** | A resource, expressed in financial terms, proposed by the Board and authorised by the Independent Regulator for the purpose of carrying out, for a specific period, any or all of the functions of the Trust. |
| **Chair (of the Board or Trust)** | The person appointed in accordance with schedule 7 of the 2006 Act and under the terms of the Constitution to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression "the Chair of the Trust" shall be deemed to include the Deputy Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable or is unable to act as Chair due to a conflict of interest. |
| **Chief Executive** | The chief officer of the Trust. |
| **Code of Governance** | The Code of Governance for NHS provider trusts in its latest form as published at www.england.nhs.uk. |
| **Committee** | A Committee created and appointed by the Board of Directors functioning as an internal Committee. |
| **Committee members** | Persons formally appointed by the Board of Directors to sit on or to chair specific Committees. |
| **Committee in Common** | A collective group or representation from organisations (i.e. the acute provider Trusts in West Yorkshire and Harrogate District), to perform a particular function or duty with the aim of promoting alignment between the organisations yet reserving to themselves their own decisions. |
| **Company Secretary** | A person appointed to act as Trust Secretary or Company Secretary for the purposes of the Code of Governance, to provide advice on corporate governance issues to the Board and Chair and monitor the Trust's compliance with the law, Standing Orders and regulatory guidance. |
| **Deputy Chair** | The non-executive director appointed by the Council of Governors to take on the Chair's duties if the Chair is absent for any reason or is unable to act due to a conflict of interest. |
| **Director** | A non-voting member of the Board who is an Officer of the Trust. |
| **Director of Finance** | The chief finance officer of the Trust. |
| **Elected governor member** | Those governors Members elected by the public constituency and the staff constituency. |
| **Executive Director** | A voting member of the Board who is an Officer of the Trust. |
| **Funds held on Trust (Charitable Funds)** | Those funds that the Trust as Corporate Trustee holds at the date of authorisation or receives on distribution by statutory instrument or chooses subsequently to accept. Such funds will be charitable. |
| **Member** | A member of the Trust Board unless otherwise stated. |
| **Memorandum of** | A formal agreement between two or more parties. Companies and organisations can use MOUs to establish official partnerships. MOUs are not legally binding but they carry a degree of seriousness and mutual respect. |

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| **Understanding (MoU)** | |
| **Motion** | A formal proposition to be discussed and voted on during the course of a Trust Board or Committee meeting |
| **NHS England** | Is responsible for the oversight of NHS Trusts. |
| **Non-Executive Director** | A voting member of the Board who is not an Officer of the Trust. |
| **Non-voting Director** | A member of the Board who is an Officer of the Trust but is not a voting member of the Board. |
| **Nominated officer** | An Officer charged with the responsibility for discharging specific tasks within the Constitution and the SOs and SFIs. |
| **Officer** | An employee of the Trust. |
| **Schedule of Decisions reserved to the Board** | Document setting out those powers which only the Board can exercise. |
| **Scheme of Delegation** | Document setting out the detailed delegated levels of authority and responsibility. |
| **SFIs** | Standing Financial Instructions. |
| **SINED** | Senior Independent Non-Executive Director, the Non-Executive Director appointed to support the Chair in leading the Board of Directors and Council of Governors. |
| **SOs** | Standing Orders. |
| **Trust** | Calderdale and Huddersfield NHS Foundation Trust. |
| **Working Day** | Means any day, other than a Saturday, Sunday or legal holiday. |
| **WYAAT** | The West Yorkshire Association of Acute Trusts. |

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# INTRODUCTION

**Statutory and Regulatory Framework**

I. Calderdale and Huddersfield NHS Foundation Trust (the Trust) is a public benefit corporation which was established in 2006 under the National Health Service Act 2006 (as amended) ("the 2006 Act") and is governed by Acts of Parliament.

II. The principal place of business of the Trust is Trust Headquarters, Acre Mill Outpatients, Huddersfield Royal Infirmary, Acre Street, Lindley, Huddersfield, HD3 3EB.

III. The statutory functions conferred on the Trust are set out by Acts of Parliament, mainly the National Health Service Act 2006 and subsequent versions (i..e. Health and Social Care Act 2012 and the Health and Care Act 2022 which reflects the formal establishment of Integrated Care Systems.) The functions of the Trust are conferred by this legislation. The Trust also has a constitution ("the Constitution") as required under the 2006 Act, which includes further provisions consistent with Schedule 7 in support of the governance arrangements within the Trust. It should be noted that the Trust also has in place Standing Orders (SOs) which deal with the Council of Governors which may need to be referred to.

IV. The purpose of the Trust (as required by the 2006 Act) is to serve the community by the provision of goods and services for purposes related to the provision of health care in accordance with its statutory duties and the Terms of the Independent Regulator's Authorisation (the "Terms of Authorisation"). The Trust is to have all the powers of an NHS Foundation Trust as set out in the 2006 Act, subject to the Terms of Authorisation.

V. As a statutory body, the Trust has specified powers to contract in its own name and 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.

VI. The Trust also has statutory powers under Section 28A of the NHS Act 1977 as amended by the 2006 Act to fund projects jointly planned with local authorities, voluntary organisations and other bodies.

VII. The Trust will be bound by such other statutes and legal provisions which govern the conduct of its affairs. In addition to the statutory requirements NHS England will issue further requirements and guidance. Many of these are contained within the 2006 Act, 2012 Act and 2022 Act and on NHS England's website. Information is accessible locally via the Corporate Governance Manager.

VIII. Under its regulatory framework the Trust must adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions as an integral part of Standing Orders setting out the responsibilities of individuals.

IX. The Code of Governance and the Trust Constitution, together with the NHS Provider Licence (and the NHS Foundation Trust Conditions), require that the Trust draws up a schedule of decisions reserved to the Board and publicises which types of decisions are to be taken by Board and by the Council, and ensure that management arrangements are in place to enable responsibility to be clearly delegated to Committees of the Board and individual Directors.

X. The Code of Governance for NHS provider Trusts and the Trust Constitution also requires the establishment of an Audit Committee and a Remuneration Committee with formally agreed terms of reference. The Constitution requires a register of possible conflicts of interest of members of both the Board of Directors and the Council of Governors and how those possible conflicts are addressed.

XI. The Code of Governance sets out arrangements for public access to information on the NHS.

XII. Trust Boards are encouraged to operate an integrated governance framework to ensure that decision-making is informed by intelligent information covering the full range of corporate, financial, clinical, information and research governance. The Trust Board uses its Committee structures to take a holistic view of the Trust and its capacity to meet its legal and statutory requirements and clinical, quality and financial objectives.

**Collaboration of services across West Yorkshire and the Integrated Care System**

Since the introduction of statutory Integrated Care Boards in July 2022 all NHS Trusts providing acute hospital services have been mandated to be part of a provider collaborative. The West Yorkshire Association of Acute Trusts, part of West Yorkshire Health and Care Partnership, is the acute sector collaborative, which formalises previous voluntary partnership working that was in place across the region to impact on the delivery of efficient and sustainable healthcare services for patients across a footprint for the population of West Yorkshire and Harrogate District

Therefore the following Trusts will collaborate to oversee a comprehensive system-wide programme to deliver the objective of acute provider transformation:

- Airedale NHS Foundation Trust
- Bradford Teaching Hospitals NHS Foundation Trust
- Calderdale and Huddersfield NHS Foundation Trust
- Harrogate and District NHS Foundation Trust
- Leeds Teaching Hospitals NHS Trust
- Mid Yorkshire Hospitals NHS Trust

Collectively they will share obligations agreed by all Parties, set out in a Memorandum of Understanding (MOU) and hold each other to account via a Committee in Common, with all Parties agreeing to its Terms of Reference.

The Trust will also work with local Integrated Care Boards and system partners, having regard to the triple aim of better health for everyone, better care for all and efficient use of NHS resources.

# PART 1 - THE TRUST AND BOARD OF DIRECTORS

# CORPORATE ROLE OF THE TRUST

**1. Name and business of the Trust**

**1.1** All business shall be conducted in the name of Calderdale and Huddersfield NHS Foundation Trust ( "the Trust").

The roles and responsibilities of the Board of Directors to be carried out in accordance with the Constitution include:

1.1.1 to ensure compliance with the Constitution, mandatory obligations issued by NHS England and relevant statutory requirements;

1.1.2 to establish a set of values and standards of conduct with are consistent with the Nolan Principles governing standards in public life;

1.1.3 to ensure compliance with the Code of Governance for NHS provider trusts issued by NHS England and report on the Trust's governance arrangements annually;

1.1.4 to determine the vision and values of the Trust;

1.1.5 to determine the service and financial strategy of the Trust and to monitor the delivery of those strategies;

1.1.6 to ensure the financial viability of the Trust;

1.1.7 to ensure the clinical quality and safety through a system of clinical governance

1.1.8 to provide services in accordance with agreed contracts; to ensure that adequate systems are in place to measure and monitor the Trust's effectiveness, efficiency and economy as well as the quality of its healthcare delivery; and

1.1.9 to ensure the Trust co-operates with other NHS bodies, Local Authorities and other stakeholders and relevant organisations with an interest in the health economy

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

1.1.11 NHS Foundation Trusts are governed by Acts of Parliament, mainly the National Health Service Act 2006 and subsequent versions.

1.1.12. All funds or property received in trust under section 22 of the 2003 Act shall be in the name of the Trust as corporate trustee. In relation to funds held on trust, powers exercised by Directors acting on behalf of the Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised as a Trust. Directors acting on behalf of the Trust as a corporate trustee are acting as quasi-trustees under Chapter 5, section 51 of the 2006 Act. Accountability for charitable funds held on trust is in accordance with the relevant arrangements made by the Charity Commission and to the Secretary of State for Health.

1.1.13. The Trust has resolved that certain powers and decisions may only be exercised or made by the Board in formal session. These powers and decisions are set out in "Schedules of Decision Reserved for the Trust Board and have effect as if incorporated into the Standing Orders. Those powers and decisions not reserved to the Board are delegated to Officers and other bodies as

described in the Scheme of Delegation, section 2 Reservation of Powers to the Board, and have effect as if incorporated into these Standing Orders.

## 2. Composition of the Trust Board of Directors

**2.1** In accordance with the 2006 Act, Terms of Authorisation and the Constitution, the Board of Directors of the Trust shall comprise both Executive and Non-Executive Directors as follows:

2.1.1. A Non-Executive Chair

2.1.2 Up to 7 other Non-Executive Directors (one appointee will act as the Deputy Chair and one the Senior Independent Non-Executive Director, the same appointee may be appointed to both roles))

2.1.3 Up to 7 Executive Directors which shall include:

- *the Chief Executive (the Chief Officer)*
- *the Director of Finance (the Chief Finance Officer)*
- *a medical or dental practitioner*
- *a registered nurse or midwife*

2.1.4. Other Directors may be appointed to the Board of Directors from time to time but shall have no voting rights.

2.1.5 The Non-Executive Directors and Chair together shall be equal to or greater than the total number of Executive Directors. In the case where the numbers are equal, in the instance of a vote, the Chair will have a casting vote.

**Register of members of the Board of Directors**

In accordance with Paragraph 34.1 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 and their capacity on the Board of Directors.

**2.2 Appointment and removal of the Chair and Non-Executive Directors**

The Chair and Non-Executive Directors are appointed and may be removed by the Council of Governors in accordance with Schedule 7 of the 2006 Act and under Paragraph 25 of the Constitution. The Nominations and Remuneration Committee of the Council of Governors is responsible for recommending suitable candidates for Chair and Non-Executive Directors to the Council of Governors.

**2.3 Terms of Office of the Chair and Non-Executive Directors**

The provisions setting out the period of tenure of office of the Chair and Non-Executive Directors and the termination or suspension of office are contained in the Constitution, supplemented by the Code of Governance for NHS provider Trusts. The terms and conditions of the office are decided by the Council of Governors, informed by the Code of Governance for NHS provider Trusts.

The terms and conditions relating to the office of Associate Non-Executive Directors are decided by the Council of Governors.

**2.4 Appointment of Deputy Chair**

For the purpose of enabling the proceedings of the Board of Directors to be conducted in the absence of the Chair, the Council of Governors will appoint one of the Non-Executive Directors to be Deputy Chair. This individual may, through agreement with the Chair take on

the role of Senior Independent Non-Executive Director (SINED), as contained in 25.2 of the Constitution.

The appointment should be for a period which does not exceed the remainder of the term. Any Non-Executive Director so elected may at any time resign from the office of Deputy Chair by giving notice in writing to the Chair. The Council of Governors may thereupon appoint another Non-Executive Director as Deputy Chair in accordance with these Standing Orders.

**2.5 Powers of Deputy Chair**

Where the Chair has ceased to hold office or where he/she has been unable to perform his/her duties as Chair owing to illness, absence or any other cause, references to the Chair shall, so long as there is no Chair able to perform those duties, be taken to include references to the Deputy Chair.

**2.6 Appointment of Senior Independent Director**

The Board of Directors shall, following consultation with the Council of Governors, appoint one of the Non-Executive Directors to be their Senior Independent Director using the procedure set out in the Constitution.

The Senior Independent Non-Executive Director should not be the Chair of the Audit and Risk Committee.

Any appointment will be for such a period not exceeding the remainder of his/ her term as a Non-Executive Director agreed by the Council of Governors.

**2.7 Appointment and Removal of Directors**

The Chief Executive shall be appointed or removed by the Chair and the Non-Executive Directors via the Nominations and Remuneration Committee of the Board of Directors.. The appointment requires the approval of the Council of Governors.

This Committee consisting of the Chair, the Chief Executive and other Non-Executive Directors (as specified in the terms of reference) shall appoint or remove the other Executive Directors and non-voting Directors.

**2.8 Appointment of Deputy Chief Executive**

The Board may appoint one or more executive or non-voting directors as Deputy Chief Executive. At least one must hold voting rights.

Any person so appointed may resign at any time from the office of Deputy Chief Executive by giving notice in writing to the Chief Executive. In the event of a resignation, the Board may appoint another Executive Member.

**2.9 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 for the purpose of Standing Orders as one person.

Where the office of a Member of the Board is shared jointly by more than one person:

- Either or both of those persons may attend or take part in meetings of the Board
- If both are present at a meeting they should cast one vote if they agree
- In the case of disagreements, no vote should be cast and the presence of either or both of those persons should count as the presence of one person for the purposes of quorum.

**2.10 Role of Directors**

The Board will function as a corporate decision-making body. Executive Directors and Non-Executive Directors will be full and equal Directors. Their role as Directors on the Board will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions in accordance with the Code of Governance. The function and role of Directors is described within these Standing Orders and documents incorporated into these Standing Orders.

**2.11 Executive Directors**

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

**2.12 Chief Executive**

The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. He/she is the Accounting Officer for the Trust and shall be responsible for ensuring the discharge of obligations under applicable financial directions and NHS England guidance and in line with the requirements of the NHS Foundation Trust Accounting Officer Memorandum.

**2.13 Director of Finance**

The Director of Finance is responsible for the provision of financial advice to the Trust and to its Directors and for the supervision of financial control and accounting systems. He/she is responsible along with the Chief Executive for ensuring the discharge of obligations under applicable financial directions and NHS England guidance.

**2.14 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 Directors of or when chairing a Committee of the Trust which has delegated powers.

**2.15 Chair**

The Chair is responsible for the operation of the Board and will chair all Board meetings when present.

The Chair has certain delegated executive powers.

The Chair must comply with the terms of appointment and with these Standing Orders.

The Chair shall liaise with the Council of Governors and the Nominations and Remuneration Committee of the Council of Governors 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 Chair shall work in close harmony with the Chief Executive

The Chair 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.

The Chair will ensure that the designation of lead roles or appointments of Board Members as required by NHS England or as set out in any statutory or other guidance will be made in accordance with that guidance or statutory requirement.

**2.16 Secretary**

The Board of Directors shall appoint the Secretary of the Trust and subject to following good employment practice, may also remove that person. The Secretary may not be a Governor, or the Chief Executive or the Director of Finance. The Secretary shall be accountable to the Chief Executive and their functions shall be as listed in the Constitution.

## PART 2. MEETINGS OF THE BOARD OF DIRECTORS

### 3.1 Admission of the Public and the Press

The public and representatives of the press shall be afforded facilities to attend all ordinary/formal meetings of the Board but shall be required to withdraw upon the Board resolving as follows:

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

The Chair shall give such directions, as he/she thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press, such as to ensure that the Board's business shall be conducted without interruption and disruption and without prejudice to the power to exclude on 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 business without the presence of the public (Section 1 (8) Public Bodies (Admission to Meetings) Act 1960).

Business proposed to be transacted when the press and public have been excluded from a meeting shall be confidential to members of the Board.

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 Company Secretary 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.

Nothing in these Standing Orders shall require the Board of Directors to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of the proceedings as they take place without prior agreement of the Board of Directors.

The provisions of these Standing Orders relating to meetings of the Trust Board shall refer only to formal Trust Board meetings, whether ordinary or extraordinary meetings. The provisions shall not apply to workshops or other meetings attended by members of the Trust Board.

### 3.2 Observers at Board meetings

The Board of Directors 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 Trust Board meetings and will change, alter or vary these terms and conditions as it deems fit.

### 3.3 Public questions

Members of the public wishing to submit questions to the Board of Directors meeting will be required to submit these in writing by close of play the day before the meeting. The Chair will have the discretion to accept questions at the meeting if appropriate. Questions / statements must not relate to any information defined as confidential under Section 1 (2) of the Public Bodies (Admissions to Meetings) Act 1960, unless the matter relates to a person's personal circumstances where that person has given their consent to it being raised at a public meeting. The Chair's ruling on the appropriateness of the question / statement is final. The Chair will

reserve the right to respond to questions in writing if time does not permit these questions to be answered in the meeting.

**3.4 Calling Meetings**

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

Meetings of the Board of Directors may be called by the Secretary or by the Chair at any time. Meetings may also be called by at least one-third of the directors who are eligible to vote, giving written notice to the Secretary specifying the business to be carried out. The Secretary should send a written notice to all Directors within seven days of receiving such a request. If the Chair or Secretary refuses to call a meeting after such a request one-third or more of Directors who are eligible to vote may forthwith call a meeting.

**3.5 Notice of Meetings and Business to be Transacted**

Before each meeting of the Board of Directors of the Trust, a notice of the meeting, specifying the business proposed to be transacted at it, shall be delivered by email or equivalent electronic means to every Director, or by post to the usual place of residence of such Director, so as to be available at least three working days before the meeting.

A notice shall be presumed to have been served one day after posting. Lack of service of the notice on any Director shall not affect the validity of the meeting.

In the case of a meeting called by Directors in default of the Chair, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice.

No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under Standing Order 3.10 (emergency motions).

Before each meeting of the NHS Foundation Trust a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed on the Trust's website at least three working days before the meeting (required by the Public Bodies (Admission to Meetings) Act 1960 S.I. (4) (a)

The Board of Directors may agree that its members can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

**3.6 Chair of the Meeting**

At any meeting of the Board of Directors the Chair, if present, shall preside. If the Chair is absent, the Deputy Chair shall preside. If the Chair and Deputy Chair are absent one of the other Non-Executive Directors in attendance, as chosen by the Board of Directors shall preside.

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

The decision of the Chair of the meeting on questions of order, relevancy, and regularity (including procedure on handling motions and the Chair's interpretation of the Standing Orders shall be final. In this interpretation the Chair shall be advised by the Chief Executive and the Company Secretary and in the case of Standing Financial Instructions the Chair shall be advised by the Director of Finance.

### 3.7 Agenda and Supporting Papers

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

A Director who requires a matter to be included on an agenda should advise the Secretary to the Board prior to the agenda being agreed with the Chair and no less than 10 working days before a 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 ten days before a meeting may be included on the agenda at the discretion of the Chair.

The agenda will be sent to Directors and Governors five working days before the meeting. Supporting papers, whenever possible, shall accompany the agenda sent to Directors, save in an emergency.

**Petitions**

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

### 3.8 Annual Members' Meeting

The Trust will publicise and hold an annual members' meeting in accordance with its Constitution.

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 fourteen calendar days prior to the meeting.

### 3.9 Notices of Motion

A Director of the Trust wishing to move or amend a motion should advise by written notice (including by email) the Secretary to the Board prior to the agenda being agreed with the Chair and no less than 7 working days before a meeting. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda.

### 3.10 Emergency Motion

Subject to the agreement of the Chair, a Director may give written notice of an emergency motion after the issue of the notice of the meeting and agenda up to one hour before the time 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 is final. The emergency order shall be declared to the Board at the commencement of the business of the meeting as an additional item included in the agenda.

### 3.11 Withdrawal of Motion or Amendments

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

### 3.12 Motion to Rescind a Resolution

Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding **six (6)** calendar months shall bear the signature of the director who gives it and also the signature of the majority of the 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 a recommendation. 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 (6)** months, however the Chair may do so if he/she considers it appropriate.

### 3.13 Motions

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

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

(a) An amendment to the motion.
(b) The adjournment of the discussion or the meeting.
(c) That the meeting proceed to the next business. (*)
(d) The appointment of an ad hoc committee to deal with a specific item of business.
(e) That the motion be now put. (*)
(f) A motion under Section 1 (2) of the Public Bodies (Admission to Meetings) Act 1960 resolving to exclude the public (including the press).

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

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

### 3.14 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 of the meeting, on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

### 3.15 Voting

It is not a requirement for decisions to be subject to a vote. The necessity of a vote shall be indicated by the agreement of at least one third of those attending and eligible to vote. The Chair shall be responsible for deciding whether a vote is required and what form this will take.

Where it is necessary to take a vote to determine an issue, every question put to a vote at a meeting shall be determined by a majority of the votes of the Chair of the meeting and the Directors present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second or casting vote. No resolution of the Board of Directors shall be passed by a majority composed only of Executive Directors or Non-Executive Directors.

All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Directors present so request.

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.

If a Director so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).

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

An officer who has been appointed formally by the Board to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An officer attending 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 officer's status when attending a meeting shall be recorded in the minutes.

Where the office of a Director who is eligible to vote is shared jointly be more than one person, see Standing Order 3.17 for voting rules.

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

**3.16 Minutes**

The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting.

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

Minutes shall be circulated in accordance with Directors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public via the Trust website (required by Code of Practice on Openness in the NHS). A record of items discussed in private will be maintained and approved by the Board of Directors.

**3.17 Joint Directors**

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

a) Both persons shall be entitled to attend meetings of the Trust.
b) If both are present at a meeting, they should cast one vote if they agree.
c) In the case of disagreement between them no vote should be cast.
d) The presence of either or both of those persons shall count as one person for the purposes of SO 3.21 Quorum.

**3.18 Suspension of Standing Orders**

Except where this would contravene any statutory provision or any direction made by NHS England, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board of Directors are present, including two Executive Directors and two Non-Executive Directors, and that a majority of those present vote in favour of suspension.

A decision to suspend SOs and the reason for this shall be recorded in the minutes of the meeting.

A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Directors.

The Audit and Risk Committee shall review every decision to suspend SOs.

**3.19 Variation and Amendment of Standing Orders**

These Standing Orders shall be amended only if:

(a) a notice of motion under Standing Order 3.10 has been given; and
(b) upon a recommendation of the Chair or Chief Executive included on the agenda for the meeting

(b) no fewer than half the total of the Trust's total Non-Executive Directors vote in favour of amendment; and
(c) at least two-thirds of the Directors are present at the meeting where the variation is being discussed; and
(d) the variation proposed does not contravene a statutory provision or provision of authorisation or of the Constitution.

**3.20 Record of Attendance**

The names of the Chair and Directors present at the meeting, and others invited by the Chair, shall be recorded in the minutes. The Secretary shall maintain a record of the number of meetings of the Board of Directors and the attendance of individual Directors. This will include those who participate by telephone, video or computer link in accordance with these SOs.

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

**3.21 Quorum**

No business shall be transacted unless six of the Directors are present (including three Executives and three Non-Executives are present), one of whom is the Chair or Deputy Chair and as such has a casting vote.

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

If the Chair or a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see SOs 5) he/she shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business. The above requirement for at least three Executive Directors to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board of Directors considers the recommendations of the Nominations and Remuneration Committee of the Board of Directors).

## PART 3.
## ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION AND COMMITTEES

Subject to a provision in the authorisation or the Constitution, the Board of Directors may delegate any of its functions to a committee or sub-committee, appointed by virtue of SO 4.2 below, or by a director or an officer of the Trust. In each case, these arrangements shall be subject to such restrictions and conditions as the Board of Directors thinks fit.

### 4.1 Urgent Decisions

The powers which the Board of Directors has retained to itself within these Standing Orders (SO 2.5) may in emergency be exercised by the Chief Executive and the Chair acting jointly 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 or private session, for ratification.

### 4.2 Delegation to Committees

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

### 4.3 Delegation to Employees

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

### 4.4 Schedule of Decisions Reserved to the Trust Board

The Chief Executive shall prepare a Schedule of Decisions reserved for the Trust Board identifying the matters for which approval is required by the Board of Directors.

The Chief Executive may periodically propose amendment to the Schedule of Decisions Reserved to the Trust Board which shall be considered and approved by the Board of Directors as indicated above; and shall update the schedule after each review.

Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of Directors of the Director of Finance or other Executive Director to provide information and advice to the Board of Directors in accordance with any statutory requirements and the Terms of Authorisation.

The arrangements made by the Board of Directors as set out in the “Schedule of Decisions Reserved to the Trust Board shall have effect as if incorporated in these Standing Orders.

The Schedule of Decisions Reserved for the Trust Board shall take precedence over any terms of reference or description of functions of any committee or sub-committee established by the Trust Board. The powers and functions of any committee or sub-committee shall be subject to and qualified by the reserved matters contained in that schedule.

### 4.5 Overriding Standing Orders

If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around non-compliance shall be reported to the next formal meeting of the Audit and Risk Committee and Board of Directors for action or ratification. All members of the Board of Directors, Membership

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

**4.6 Scheme of Delegated Authorities**

Standing Order (SO) 3 summaries the Board's powers to "arrange for the exercise of any of its functions by:

- an internal Committee or sub-Committee appointed by virtue of SO 4 Committees
- or by a Director or officer of the Trust,

in each case subject to such restrictions and conditions as the Board thinks fit or as NHS England may direct.

The Trust Board shall adopt a Scheme of Delegated Authorities covered in a separate document (Scheme of Delegation) and financial delegation in the Standing Financial Instructions. These documents have effect as if incorporated into the Standing Orders.

The Scheme of Delegated Authorities sets out details of the Directors and officers of the Trust to whom responsibility has been delegated for deciding particular matters and can be found in the Scheme of Delegation and Reservation of Powers to the Board (Appendix A) on the intranet.

The delegation of functions to Committees, individual Directors or Officers shall be exercised in a manner consistent with statutory requirements, the Trust's Constitution and NHS England guidance.

Subject to Standing Order 7.4 the Trust Board shall review such Schedule at such times as it considers appropriate; and shall update such Schedule in Appendix A after each review.

The direct accountability, to the Trust Board, of the Chief Finance Officer and other Executive Directors to provide information and advise the Trust Board in accordance with any statutory requirements shall not be impaired, in any way, by the delegations set out in the Scheme of Delegated Authorities.

Wherever the title Chief Executive, Director of Finance or other Officer position is used in these Standing Orders, it will be deemed to include such other employees who have been duly authorised to deputise, such as an employee formally deputising into the post during a period of absence of the substantive post holder or to cover a vacant post, subject to such deputising arrangements being formally documented and signed off appropriately.

**4.7 Appointment of Committees**

Subject to the authorisation and the Constitution, the Board of Directors may appoint internal Committees of the Trust consisting wholly or partly of the Chair and Director of the Trust or wholly of persons who are not Directors of the Trust. Committees will be subject to review by the Trust Board from time to time.

The Committees to be established by the Trust will consist of statutory, mandatory and non-mandatory Committees.

A Committee may appoint sub-committees consisting of wholly or partly of members of the Committee or wholly of persons who are not members of the Committee.

**4.8 Joint Committees**

The Trust may appoint a joint Committee by joining together with one or more other health or social care organisations consisting wholly or partly of the Chair and members of the Board of

Directors or other health service bodies or wholly of persons who are not members of the Trust or other health bodies in question.

Any Committee or joint committee appointed under this SO may, subject to such directions as may be given by NHS England or the Board of Directors or other health bodies in question, appoint sub-committees consisting wholly or partly of members of the Committee (whether or not they include Directors of the Trust) or wholly of persons who are not members of the Trust Committee (whether or not they include Directors of the Trust).

**4.9 Applicability of Standing Orders and Standing Financial Instructions to Committees**

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

**4.10 Terms of Reference**

Each such internal Committee or sub-committee shall have such terms of reference and powers. The Trust Board shall approve the terms of reference of each Board Committee. Committees and sub-committees shall be subject to such conditions (as to reporting back to the Board of Directors), as the Board of Directors shall decide. Such terms of reference shall have effect as if incorporated into the Standing Orders and be subject to regular review by that Committee or sub-committee and the Trust Board as required

**4.11 Delegation of powers by internal Committees to Sub-Committees**

Committees may not delegate their executive powers to a sub-committee unless expressly authorised by the Board of Directors. These powers and decisions are set out in the Standing Financial Instructions and Scheme of Delegation which have effect as if incorporated into the Standing Orders.

**4.12 Approval of Appointments to Internal Committees**

The Board of Directors shall approve the appointments to each of the internal Committees which it has formally constituted. Where the Board of Directors determines that persons, who are neither Directors nor officers, shall be appointed to an internal Committee, the terms of such appointment shall be determined by the Board of Directors. The Board of Directors shall define the powers of such appointees and shall agree the terms of their remuneration and/or reimbursement for loss of earnings and/or expenses subject to approval by the Council of Governors for Non-Executive Directors or where appropriate within national guidance.

During a period of incapacity or temporary absence, Non-Executive Directors may nominate another named Non-Executive Director to attend a meeting of a Committee on their behalf. The status of the nominated Non-Executive Director shall be recorded in the minutes

**4.13 Minutes**

Minutes, or a representative summary of the issues considered, and decisions taken, of any Committee appointed under this Standing Order are to be formally recorded and submitted for inclusion onto the agenda of the next possible Trust Board meeting. Minutes, or a representative summary of the issues considered, and decisions taken of any sub-committee shall be submitted for inclusion onto the agenda of the next Committee meeting to which it reports.

**4.14 Appointments for statutory functions**

Where the Trust is required to appoint persons to an internal Committee and/or to undertake statutory functions as required by NHS England and where such appointments are to operate

independently of the Trust such appointment shall be made in accordance with the regulations and directions made by NHS England.

**Statutory and Mandatory Committees**

**4.15 Mandatory Committees**

**Role of Audit and Risk Committee**

In line with the Code of Governance, the Trust Board shall appoint a Committee of three independent Non-Executive Directors to undertake the role of an Audit & Risk Committee. This role shall include providing the Trust Board with a means of independent and objective review of the financial systems and of general control systems that ensure that the Trust achieves its objectives, the reliability of the financial information used by the Trust and of compliance with law, regulations, guidance and codes of conduct. This Committee will pay due regard to good practice guidance, including, in particular, the NHS Audit Committee Handbook.

The terms of reference of the Audit & Risk Committee shall have effect as if incorporated into these Standing Orders and their approval shall be recorded in the appropriate minutes of the Trust Board and may be varied from time to time by resolution of the Trust Board.

The Council of Governors is responsible for the appointment of external auditors, working in conjunction with members of the Audit and Risk Committee.

**Role of Nominations and Remuneration Committee of the Board of Directors**

In line with the Code of Governance the Trust Board shall appoint a Committee to undertake the role of a remuneration and nominations Committee. This role shall include providing advice to the Trust Board about appropriate remuneration and terms of service for the Chief Executive and other Executive Directors, as well as advising the Trust Board on the terms of service of other senior officers, including those within the wholly owned subsidiary and ensuring that the policy of the Trust Board on remuneration and terms of service is applied consistently.

The Committee shall advise the Trust Board on the size, structure and membership and succession plans for the Trust Board and maintain oversight of the performance of the Chief Executive and Executive Directors.

The terms of reference of the Nominations and Remuneration Committee of the Board of Directors shall have effect as if incorporated into these Standing Orders and their approval shall be recorded in the appropriate minutes of the Trust Board and may be varied from time to time by resolution of the Trust Board.

A separate Nomination and Remuneration Committee of the Council of Governors for Non-Executive Directors is in place as detailed in the Trust Constitution.

**Charitable Funds Committee**

The Trust Board, in line with its role as Corporate Trustee, shall appoint a Committee to be known as the Charitable Funds Committee, whose role shall be to advise the Trust on the appropriate receipt, use and security of charitable monies in accordance with any statutory or other legal requirements or best practice required by the Charities Commission and Department of Health and Social Care.

The Charitable Funds Committee shall comprise members appointed by the Board of Directors. In addition to Directors, the Board may appoint other individuals who are not Directors or

Officers of the Trust as members of the Committee, provided that such appointments are made to bring relevant skills, experience, or stakeholder representation to the Committee.

The terms of reference of the Charitable Funds Committee shall have effect as if incorporated into these Standing Orders and shall be recorded in the appropriate minutes of the Trust Board, acting as Corporate Trustee, and may be varied from time to time by resolution of the Trust Board, acting in this capacity.

### 4.16 Non-Mandatory Committees

The Trust Board shall appoint such additional non-mandatory Committees as it considers necessary to support the business and inform the decisions of the Trust Board

The terms of reference of these Committees shall have effect as if incorporated into these Standing Orders. The approval of the terms of reference shall be recorded in the appropriate minutes of the Trust Board and may be varied from time to time by resolution of the Trust Board.

The membership of these Committees may comprise Non-Executive Directors, Executive Directors and non-voting Directors, or a combination of these. The membership and voting rights shall be set out in the terms of reference of the Committee and shall be subject to approval by the Board.

The Board of Directors may appoint individuals who are not Directors to attend Board Committees in order to provide specialist advice or stakeholder input. This will be confirmed in the membership section of the terms of reference. Should there be a vote on a matter during the Committee meeting, attendees do not have voting rights, unless this is explicitly stated in the terms of reference.

**Committees established by the Board**
The current non-mandatory internal Committees established by the Trust Board are:

- Finance and Performance Committee
- Quality Committee
- Workforce Committee
- Transformation Programme Board

- West Yorkshire Association of Acute Trusts (WYAAT) Committee in Common

### 4.17 Appointment to the WYAAT Committee in Common

Membership of the Committee in Common is defined in the Terms of Reference, within the Memorandum of Understanding (governance framework) which will be agreed or amended by all Parties. The Board of Calderdale and Huddersfield NHS Foundation Trust has not agreed to delegate any of its statutory functions to the Committee in Common. The scope of the Committee in Common will be responsible for leading the development of the WYAAT collaborative programme and the workstreams in accordance with the defined key principles, setting overall strategic direction in order to deliver the WYAAT collaborative programme.

The above are subject to change at the discretion of the Trust Board. Such other Committees may be established as required to discharge the Board's responsibilities and will have the same standing and be subject to the same standing orders.

### 4.18 Confidentiality

Proceedings in Committee meetings are confidential. There is no requirement for meetings of Trust Board Committees and sub-committees to be held in public, or for agenda 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.

Committee members should normally regard matters dealt with or brought before the Committee as being subject to disclosure, unless stated otherwise by the Chair of the Committee. The Chair shall determine whether specific matters should remain confidential until they are reported to the Trust Board.

A member of a Committee, or observer of that Committee, 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 shall otherwise have concluded on that matter.

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 by 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.

### 4.19 Election of Chair of Committee

Each Committee shall appoint a Chair; and may appoint a vice-Chair from its membership. The terms of reference of the Committee shall describe any specific rules regarding who the Chair should be. Meetings of the Committee will not be recognised as quorate, if the Chair, or vice Chair, or other suitably qualified, nominated member of the Committee is not present to undertake the role.

Each Committee shall review the appointment of its Chair, as part of the annual review of the Committee's role and effectiveness.

### 4.20 Special meetings of Committee

The Chief Executive shall require any Committee to hold a special meeting, on the request of the Chair, or on the request, in writing of any two members of that Committee.

## PART 4
## DUTIES AND OBLIGATIONS ON BOARD MEMEBRS, DIRECTORS AND SENIOR MANAGERS UNDER THESE STANDING ORDERS

### 5. DECLARATIONS OF INTERESTS, REGISTER OF INTERESTS AND COMPLIANCE WITH FIT AND PROPER PERSONS REGULATIONS

Schedule 7 of the 2006 Act, Section 13.20 of the Constitution and the Trust Policy on Conflicts of Interests and Standards of Business Conduct requires all Board Directors (including Non-Executive Directors) and any other officers nominated by the Trust to declare interests which are relevant and material to the Board of Directors of which they are a member (including the WYAAT Committee in Common). A register of these interests must be kept by the Trust.

Statutory requirements relating to pecuniary interests are detailed at SO 5.4

### 5.1 Declaration of Interests

All existing Directors should declare such interests. Any Board Directors/officers appointed subsequently should do so on appointment.

Interests may be financial or non-financial (i.e. political or belief-based). Interests which should be regarded as relevant and material and which, for the avoidance of doubt should be included in the register are:

- Any directorship of a company;
- Any interest (excluding holding of shares in a company whose shares are listed on any public exchange where the holding does not exceed 2% of the total issued share capital or the value of such shareholding does not exceed £25,000) or position in any firm of company or business, which in connection with the matter, is trading with the Trust or is likely to be considered as a potential trading partner with the Trust including private healthcare organisations and other foundation trusts;
- Any interest in an organisation providing health and social care services to the NHS;
- Position of authority in a charity or voluntary organization in the field of health or social care;
- Any affiliation to a special interest group campaigning on health or social care issues.

To the extent not covered above, any connection with an organisation, entity or company considering entering in to or having entered into financial arrangement with the NHS Foundation Trust, including but not limited to lenders or banks.

WYAAT Committee in Common – the Chair and Chief Executive of Calderdale and Huddersfield NHS Foundation Trust will adhere to declaring interests as described within the Conflict of Interests section 10 of the Memorandum of Understanding.

Reference should also be made to the NHS England *Code of Governance* and the Trust's Constitution and Policy on Conflicts of Interests and Standards of Business Conduct in determining whether other circumstances or relationship are likely to affect, or could appear to affect, the Director's judgement.

Any Director who fails to disclose any interest required to be disclosed under the preceding paragraph must permanently vacate their office if required to do so by a majority of the remaining Directors.

At the time Board Directors' 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.

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

The Chair of the meeting must ensure that a standing agenda item for declarations of interest is included at the beginning of the meeting agenda to determine ay new Board member interest and if any Board member has a conflict of interest in relation to the business to be transacted at the meeting.

During the course of a meeting of the Board of Directors, if a conflict of interest is established the Director concerned should withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt this includes voting on such an issue where a conflict is established. If there is a dispute as to where a conflict does exist a majority vote will resolve the issue with the Chair having the casting vote. If by inadvertence they do remain and vote, their vote shall not be counted. Declarations made during the course of a meeting should be recorded in the minutes.

There is no requirement in the Code of Accountability for the interest of Directors' spouses or partners to be declared. However, in accordance with the Nolan Principles of integrity, accountability and openness, good practice suggests that such declarations are strongly advisable (as are declaring the interests of other immediate family members and co-business partners). SO 5.4 (pecuniary interest), which is based on these regulations requires that the interests of spouses or partners (if living together) in contracts should be declared. Therefore the interests of spouses or cohabiting partners should also be regarded as relevant.

If Board Directors/officers have any doubt about the relevance of an interest, this should be discussed with the Chair or Company Secretary. Financial reporting standard 8 (issued by the Accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of in interest. The interests of partner in professional partnerships including general medical practitioners should also be considered.

### 5.2 Register of Interests

The Company Secretary will ensure that a Register of Interests is established to record formally declarations of interests of Board Directors and officers and is considered by the Board. In particular the Register will include details of all directorships and other relevant and material interests which have been declared by both Board directors and officers, as defined in SO 5.1. The Register shall also contain the names of all members of the Board of Directors including those who have no interests.

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.

The Register will be available to the public and open to inspection via the Trust website.

### 5.3 Compliance with Fit and Proper Persons Regulations

The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 requires all Trusts to ensure that all Executive and Non-Executive Director posts (or anyone performing similar or equivalent functions) are filled by people that meet the requirements of the Fit and Proper Persons Regulations ('FPPR'). The definition of Directors includes those in permanent, interim or associate roles, irrespective of their voting rights at Board meetings.

Individuals must be: of good character, have the necessary qualifications, competence, skills and experience for their role, have the appropriate level of physical and mental fitness, have not been party to any serious misconduct or mismanagement in the course of carrying on a regulated activity, and not be deemed unfit under the Regulation provisions

The regulations stipulate that Trusts must not appoint or have in place an Executive Director or a Non-Executive Director unless they meet the standards set out in the Regulations. The guidance issued by the CQC (2018) and NHS England Fit and Proper Person Test Framework for NHS Board members (2023), places ultimate responsibility on the Chair to discharge the requirements of the FPPR and to ensure the fit and proper persons test process for Board members is effective. The Chair must assure themselves that new applicants and existing post holders meet the fitness checks and do not meet any of the unfit criteria. Further information can be found in the Fit and Proper Persons Policy. Responsibility also falls on the Chair to decide whether an investigation is necessary and, at the end of the investigation, to consider whether the Director in questions remains fit and proper. The Chair will be notified by the CQC of any non-compliance with the FPPR and holds responsibility for making any decisions regarding action that needs to be taken.

### 5.4 Exclusion of the Chair and Directors in Proceedings on Account of Pecuniary Interest

Subject to the following provisions of this Standing Order, if the Chair or a Director of the Trust has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust at which the contract or other matter is the subject of consideration, he/she shall at the meeting and as soon as practicable after its commencement disclose the fact and should withdraw so as not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

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 shall be removed.

The Board of Directors may exclude the Chair or a Director from a meeting of the Trust while any contract, proposed contract or other matter in which he/she has a pecuniary interest, is under consideration.

Any remuneration, compensation or allowances payable to the Chair or Director by virtue of paragraph 233, Part 11 of the NHS Act 2006 shall not be treated as a pecuniary interest for the purpose of this Standing Order.

For the purpose of this Standing Order the Chair or a Director shall be treated, subject to SO 5.4, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

(a) he/she, or a nominee of his/hers, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or

(b) he/she is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration; and in the case of persons living together the interest of one person shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

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

(a) of his/her membership of a company or other body, if he/she has no beneficial interest in any securities of that company or other body;

(b) of an interest in any company, body or person with which he/she is is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director in the

consideration or discussion of or in voting on, any question with respect to that contract or matter.

Where the Chair or Director:

(a) has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and

(b) the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and

(c) if the share capital is of more than one class, the total nominal value of shares of any one class in which he/she has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class,

This Standing Order shall not prohibit him/her from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it without prejudice however to his/her duty to disclose his/her interest.

This Standing Order applies to a Committee or sub-committee of the Trust as it applies to the Board of Directors and applies to any member of any such Committee or sub-committee (whether or not he/she is also a Director of the Trust) as it applies to a Director of the Trust.

## 5.5 Standards of Business Conduct

### 5.5.1. Policy

All members of staff must comply with the national guidance contained in the NHS England » Standards of Business Conduct Policy and Trust guidance in the Policy on Conflict of Interest and Standards of Business Conduct.

### 5.5.2 Standards of Public Life (Nolan Principles)

The Trust adheres to and expects all staff to abide by the seven principles of public life set out by the Parliamentary Committee on Standards of Public Life.

These are:

• **Selflessness**: Holders of public office should act solely in terms of the public This version of the Standing Orders can only be guaranteed to be the current adopted version, if it is opened directly from the Trust's intranet library of policies and procedures. interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

• **Integrity**: Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

• **Objectivity**: Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

• **Accountability**: Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

• **Openness**: Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

• **Honesty**: Holders of public office should be truthful.

• **Leadership:** Holders of public office should exhibit these principles in their own behaviour and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.

The following provisions should be read in conjunction with this document.

**5.5.3. Interest of Officers in Contracts**
If it comes to the knowledge of a Board Director or an officer of the Trust that a contract in which he/she has any pecuniary interest not being a contract to which he/she is him/herself a party, has been, or is proposed to be, entered into by the Trust he/she shall, at once, give notice in writing to the Chief Executive of the fact that he/she is interested therein. In the case of persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

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

**5.5.4 Canvassing of, and Recommendations by, Directors in Relation to Appointments**
Canvassing of Board Directors or officers of the Trust or members of any Committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.

A Board Director or officer of the Trust shall not canvas 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 Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

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

Failure to declare any interest which may conflict with, or compromise, any employee's Trust duties and obligations in respect of the award, operation or administration of a Trust / NHS contract may result in a potential breach of the Bribery Act 2010 and necessitate further investigation by the Trust's counter fraud specialist.

**5.5.5. Relatives of Directors or Officers**
Candidates for any staff appointment shall when making application disclose in writing whether they are related to any director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him/her liable to instant dismissal.

The Directors and every officer of the Trust shall disclose to the Chief Executive any relationship with a candidate of whose candidature that director or officer is aware. It shall be the duty of the Chief Executive to report to the Foundation Trust any such disclosure made.

Any alleged false representation contained on any application to the Trust, or failure to disclose any information when required to do so, may also result in investigation by the Trust's counter

fraud specialist and / or NHS Counter Fraud Authority and possible prosecution under the Fraud Act 2006.

On appointment, Directors or officers (and prior to acceptance of an appointment in the case of executive directors) should disclose to the Foundation Trust whether they are related to any other Director or holder of any office under the Trust.

Where the relationship of an officer or another Director to a Board Director of the Trust is disclosed, the Standing Order headed `Exclusion of Directors in proceedings on account of pecuniary interest' shall apply.

The key elements of the Trust's Standards of Business Conduct with which Directors and officers are required to comply are:

a. refuse gifts and hospitality above the value of £50.
b. declaration of Business interests.
c. decline offers of preferential treatment.
d. permission to undertake outside employment.
e. declaration of offers of commercial sponsorship.
f. declaration of rewards.
g. respect confidentiality of information.

The principles set out in this Standing Order may be expanded by the Trust's Standards of Business Conduct Policy as from time to time approved by the Board of Directors.

## PART 5
## CUSTODY OF SEAL AND SEALING OF DOCUMENTS

### 6.1 Custody of Seal

It is the responsibility of the Chief Executive to ensure that the Common Seal of the Trust is kept in a secure place.

### 6.2 Sealing of Documents

The 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 of a Committee thereof or in accordance with any delegation by the Board of its power. The affixing of the Seal shall be attested and signed for by two Executive Directors (not from the originating department) or one Executive Director and the Company Secretary.

Before any building, engineering, property, or capital document is sealed the scheme must be approved and authorised and countersigned by the Chief Executive (or an officer nominated by him/her who shall not be within the originating department.)

Contracts for the purchase of goods and services shall be under seal where the aggregate contract value may be reasonably expected to exceed £500,000.

### 6.3 Register of Sealing

An entry of every sealing, including the name of the persons who have approved and authorised the document and attested the sealing shall be made and numbered consecutively in a register provided for that purpose.

A report of all sealings shall be made to the Board of Directors bi-annually. The report shall contain details of the seal number, the description of the document and the date of sealing. The register will be held by the Chief Executive or nominated officer.

The seal should only be used to execute deeds or where otherwise required by law. Where it is unclear whether the use of the seal is necessary, appropriate legal advice should by sought by the Company Secretary or Officer nominated by the Secretary.

### 6.4 Signature of Documents

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 or any other Executive Director, unless any enactment otherwise requires or authorises. , or the Board shall have given the necessary authority to some other person for the purpose of such proceedings.

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

## PART 6
## MISCELLANEOUS

**7.1 Standing Orders to be given to Directors and Officers**

It is the duty of the Chief Executive to ensure that existing Directors and officers and all new appointees are notified of and understand their responsibilities within Standing Orders and Standing Financial Instructions. Links to these policies shall be issued by email to staff designated by the Chief Executive. New designated officers shall be informed in writing and shall receive e-copies where appropriate of SOs.

**7.2** A copy of these Standing Orders will be held, with unrestricted access to all staff, on the Trust's intranet site.

**7.3 Documents having the standing of Standing Orders**

Standing Financial Instructions and Scheme of Delegation shall have the effect as if incorporated into SOs.

**7.4 Review of Standing Orders**

Standing Orders and all documents having effect as if incorporated in Standing Orders shall normally be reviewed regularly by the Audit and Risk Committee on behalf of the Board of Directors before a recommendation is made to the Board for adoption.

**7.5 Non-availability of the Chair / Deputy Chair and Chief Executive / Director of Finance.**

Save as expressly provided in these standing orders if the Chair of the Trust is not available for whatever reason to transact the business of the Trust expressly or by implication delegated to him/her, then the Deputy Chair shall be empowered to act in his/her place and to exercise all the powers and duties of the Chair until the Chair is again available.

If the Deputy Chair is not available for whatever reason to transact the business of the Trust expressly or by implication delegated to him/her, then any two Non-Executive Directors shall be empowered to act in his/her place and to exercise all the powers and duties of the Deputy Chair in relation to that matter.

If the Chief Executive is not available for whatever reason, then any of the Chief Executive's powers and duties expressly or by implication under these Standing Orders may be exercised on his/her behalf by some other officer duly authorised by the Chief Executive in writing so to act.

## 8. References / Associated Trust and External Documents

National Health Service Act, 2006
Health and Social Care Act 2012
Health and Care Act 2022
National Health Service Trusts (Public Meetings) Regulations 1991 (Statutory Instrument 1991/482)
Trust Constitution
Standing Financial Instructions
Reservation of Powers to the Board of Directors and Scheme of Delegation
Conflicts of Interest and Standards of Business Conduct Policy
Fit and Proper Persons Policy
Code of Governance for NHS Provider Trusts