

CONSTITUTION OF
TAMESIDE & GLOSSOP INTEGRATED CARE
NHS FOUNDATION TRUST

A Public Benefit Corporation

(Amended January 2017)

**TAMESIDE & GLOSSOP INTEGRATED CARE NHS FOUNDATION TRUST
CONSTITUTION**

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1. **Name**

The name of the Foundation Trust is Tameside & Glossop Integrated Care NHS Foundation Trust (the Trust).

2. **Principal Purpose**

The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.

3. **Other Purposes**

3.1 The principal purpose of the trust is the provision of good and services for the purposes of the health service in England.

3.2 In so doing, on its own or in co-operation with others, the Trust is to promote the positive economic, environmental and social impact of its activities on its area such that the public health of the area will be enhanced.

3.3 The trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.

3.4 The trust may provide goods and services for any purposes related to –

3.4.1 the provision of services provided to individuals for or in connection with the with the prevention, diagnosis or treatment of illness, and

3.4.2 the promotion and protection of public health.

3.5 The trust may also carry out activities other than those mentioned in the above paragraph for the purpose of making additional income available in order to better carry on its principal purpose.

4. **Powers**

4.1 The powers of the Trust are set out in the 2006 Act, subject to any restrictions in the terms of Authorisation.

4.2 The powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.

4.3 Any of these powers may be delegated to a committee of directors or to an executive director.

5. Framework

- 5.1 A Board of Directors will be responsible for ensuring that the Foundation Trust complies with its Authorisation, all relevant statutory and mandatory obligations, and all contractual obligations at all times.

A Council of Governors will be drawn from those membership constituencies described in sections 8 and 9 of this Constitution and representatives from organisations closely connected with the goods and services of the Trust.

6. Membership and Constituencies

The Trust shall have members, each of whom shall be a member of one of the following constituencies:

- 6.1 a Public Constituency; and
6.2 a Staff Constituency

7. Application for membership

An individual who is eligible to become a member of the Trust may do so on application to the Trust.

8. Public Constituency

- 8.1 An individual who lives in the areas specified in **Annex 1** as an area for the Public Constituency, may become, or continue as, a member of the Trust.
- 8.2 Those individuals who live in an area specified in an area for any Public Constituency are referred to collectively as “The Public Constituency”.
- 8.3 The minimum number of members in each area of the Public Constituency is specified in **Annex 1**.

9. Staff Constituency

- 9.1 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a member of the Trust provided:
- 9.1.1 he/she is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or
- 9.1.2 he/she has been continuously employed by the Trust under a contract of employment for at least 12 months.
- 9.2 Individuals who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, and have done so for at least 12 months may become or continue as members of the Staff Constituency.

- 9.3 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.
- 9.4 The Staff Constituency shall be divided into six classes on the basis of the Trust's management structure, and shall comprise individuals who are eligible for membership of the Staff Constituency, as described within **Annex 2** and being referred to as a class within the Staff Constituency.
- 9.5 The minimum number of members in each class of Staff Constituency is specified in **Annex 2**.

9.6 Automatic membership by default – staff

An individual who is:

9.6.1 eligible to become a member of the Staff Constituency, and

9.6.2 invited by the Trust to become a member of the Staff Constituency for the appropriate class within the Staff Constituency

shall become a member of the Trust as a member of the Staff Constituency for the appropriate class without an application being made, unless he/she informs the Trust that he/she does not wish to do so.

10. Restriction on membership

- 10.1 An individual who is a member of a constituency, or of a class within a constituency, may not while membership of that constituency or class continues, be a member of any other constituency or class.
- 10.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency.
- 10.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Trust are set out in **Annex 3**.

11. Council of Governors – composition

- 11.1 The Trust is to have a Council of Governors, which shall comprise both elected and appointed Governors of Council.
- 11.2 The composition of the Council of Governors is specified in **Annex 4**.
- 11.3 The Council of Governors, other than the appointed Members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of Governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in **Annex 4**.

12. Council of Governors – election of Members

- 12.1 Elections for elected Members of the Council of Governors shall be conducted in accordance with the Model Rules for Elections, as may be varied from time to time.
- 12.2 The Model Rules for Elections, as may be varied from time to time, form part of this constitution and are attached at **Annex 5**.
- 12.3 A variation of the Model Rules by the Department of Health shall not constitute a variation of the terms of this constitution. For the avoidance of doubt, the Trust cannot amend the model rules.
- 12.4 Elections for the Council of Members shall be conducted in accordance with any regulations which may be made under Section 59 of the 2006 Act.
- 12.5 An election, if contested, shall be by secret ballot.

13. Council of Governors - tenure

- 13.1 An elected Governor of Council may hold office for a period of up to 3 years.
- 13.2 An elected Governor of Council shall cease to hold office if he ceases to be a Member of the constituency or class by which he was elected.
- 13.3 An elected Governor of Council shall be eligible for re-election at the end of his 3-year term.

14. Council of Governors – disqualification and removal

- 14.1 The following may not become, or continue as, a Governor of the Council of Members:
 - 14.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
 - 14.1.2 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
 - 14.1.3 a person who within the preceding five years has been convicted in the British Isles of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him.
- 14.2 Governors of Council must be at least 16 years of age at the date they are nominated for election or appointment.
- 14.3 Further provisions as to the circumstances in which an individual may not become or continue as a Governor of Council are set out in **Annex 6**.

14.4 Provision for the termination of tenure of Governors of Council is set out in **Annex 7**.

15. Council of Governors – duties of Governors

15.1 The general duties of the Council of Governors are –

15.1.1 to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors, and

15.1.2 to represent the interests of the members of the trust as a whole and the interests of the public.

15.2 The Trust must take steps to secure that the governors are equipped with the skills and knowledge they require in their capacity as such.

16. Council of Governors– meetings of the Council

16.1 The Chairman of the Trust (ie the Chairman of the Board of Directors, appointed in accordance with the provisions of paragraph 22.1 or paragraph 23 below) or, in his absence the Deputy Chair (appointed in accordance with the provisions of paragraph 24 below), shall preside at meetings of the Council of Governors.

16.2 Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

16.3 For the purposes of obtaining information about the trust's performance of its functions or the directors' performance of their duties (and deciding whether to propose a vote on the Trust's or directors' performance), the Council of Governors may require one or more of the directors to attend a meeting.

17. Council of Governors: Roles, Responsibilities and Standing Orders

The Standing Orders for the practice and procedure of the Council of Governors, as may be varied from time to time, are attached at **Annex 8**.

18. Council of Governors – referral to the Panel

18.1 In this paragraph, the Panel means a panel of persons appointed by NHS Improvement to which a governor of an NHS foundation trust may refer a question as to whether the trust has failed or is failing—

18.1.1 to act in accordance with its constitution, or

18.2.2 to act in accordance with provision made by or under Chapter 5 of the 2006 Act.

18.2 A governor may refer a question to the Panel only if more than half of the members of the Council of Governors voting approve the referral.

19. Council of Governors - conflicts of interest

If a Governor of Council has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the Governor of Council shall disclose that interest to the Council of Governors as soon as he/she becomes aware of it. The Standing Orders for the Council of Governors shall make provision for the disclosure of interests and arrangements for the exclusion of a Governor of Council declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

20. Council of Governors – travel expenses

The Trust may pay travelling and other reasonable expenses to Governors of Council at rates determined by the Trust.

21. Council of Governors – further provisions

Further provisions with respect to the Council of Governors are set out in **Annex 9**.

22. Board of Directors – composition

22.1 The Foundation Trust is to have a Board of Directors.

22.2 The Board is to include:-

22.2.1 The following non-executive Directors:-

22.2.1.1 a Chairman (see 22 below)

22.2.1.2 five other non-executive directors (see 22 below)

22.2.2 Not less than four, and not more than five executive Directors

22.2.2.1 One of the Executive Directors shall be the Chief Executive

22.2.2.2 The Chief Executive shall be the Accounting Officer

22.2.2.3 One of the Executive Directors shall be the Finance Director,

22.2.2.4 One of the Executive Directors shall be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984),

22.2.2.5 One of the Executive Directors shall be a registered nurse or registered midwife

23. Board of Directors – general duty

The general duty of the Board of Directors and of each director individually, is to act with a view to promoting the success of the trust so as to maximise the benefits for the members of the trust as a whole and for the public.

24. Board of Directors – qualification for appointment as a non-executive director

A person may be appointed as a non-executive director only if

- 24.1 he/she is a member of the Public Constituency, or
- 24.2 where any of the Trust's hospitals includes a medical or dental school provided by a university, he/she exercises functions for the purposes of that university, and
- 24.3 he/she is not disqualified by virtue of Paragraph 30 below.

25. Board of Directors – appointment and removal of Chairman and other non-executive directors

- 25.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair of the Trust and the other non-executive directors.
- 25.2 The Council of Governors will establish a Nominations Committee, comprising the Chairman and three Governors of Council, to assist the Council with the appointment of the Non-Executive Directors. The Chairman of another Foundation Trust will be invited to act as an independent assessor to the Nominations Committee in the case of a new appointment. An independent assessor is not required to assist with any re-appointments unless the Nomination Committee specifically requests external advice.

In the case of the appointment of the Chairman, this committee will be chaired by the Deputy Chair. The Nominations Committee will consult the Chief Executive.

- 25.3 Removal of the Chairman or another non-executive director shall require the approval of three-quarters of the Council of Governors.
- 25.4 The initial Chairman and the initial Non-Executive Directors are to be appointed in accordance with Paragraph 26 below.

26. Board of Directors – appointment of initial Chairman and initial other non-executive directors

- 26.1 The Chairman of the former Tameside & Glossop Acute Services NHS Trust shall be appointed as the initial Chairman of the Foundation Trust if he/she wishes to be appointed.
- 26.2 The power of the Council of Governors to appoint the other Non-Executive Directors of the Trust is to be exercised, so far as possible, by appointing as the initial Non-Executive Directors of the Trust any of the Non-Executive Directors of the former Tameside & Glossop Acute Services NHS Trust (other than the Chair) who wish to be appointed.
- 26.3 The criteria for qualification for appointment as a Non-Executive Director set out in Paragraph 24 above (other than disqualification by virtue of Paragraph 30 below) do not apply to the appointment of the initial Chairman and the initial other Non-Executive Directors in accordance with the procedures set out in this paragraph.
- 26.4 An individual appointed as the initial Chairman or as an initial Non-Executive Director in accordance with the provisions of this paragraph shall be appointed for the unexpired period of his/her term of office as Chair or (as the case may be) Non-Executive Director of the former Tameside & Glossop Acute Services NHS Trust; but if, on appointment, that period is less than 12 months, he/she shall be appointed for 12 months.

27 Board of Directors – appointment of Deputy Chairman

The Deputy Chair of the former Tameside & Glossop Acute Services NHS Trust shall be appointed as the initial Deputy Chair of the Foundation Trust if he/she wishes to be appointed.

28. Board of Directors - appointment and removal of the Chief Executive and other Executive Directors

- 28.1 The Chair and Non-Executive Directors shall appoint or remove the Chief Executive.
- 28.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.
- 28.3 The initial Chief Executive is to be appointed in accordance with Paragraph 26 below.
- 28.4 A committee consisting of the Chairman, the Chief Executive and the other Non-Executive Directors shall appoint or remove the Executive Directors.

29. Board of Directors – appointment and removal of the initial Chief Executive

- 29.1 The Chief Officer of the former Tameside & Glossop Acute Services NHS Trust shall be appointed as the initial Chief Executive of the Foundation Trust if he/she wishes to be appointed.
- 29.2 The appointment of the Chief Officer of the former Tameside & Glossop Acute Services NHS Trust as the initial Chief Executive of the Foundation Trust shall not require the approval of the Council of Governors.

30. Board of Directors – disqualification

The following may not become or continue as a member of the Board of Directors.

- 30.1 A person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- 30.2 A person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it,
- 30.3 A person who within the preceding five years has been convicted in the British Isles of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him/her.

31. Board of Directors – meetings

- 31.1 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.
- 31.2 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.

32. Board of Directors: Standing Orders

The Standing Orders for the practice and procedure of the Board of Directors, as may be varied from time to time, are attached at **Annex 10**.

33. Board of Directors - conflicts of interest of Directors

- 33.1 The duties that a director of the trust has by virtue of being a director include in particular –

- 33.1.1 A duty to avoid a situation in which the director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the trust.
- 33.1.2 A duty not to accept a benefit from a third party by reason of being a director or doing (or not doing) anything in that capacity.
- 33.2 The duty referred to in sub-paragraph 33.1.1 is not infringed if –
 - 33.2.1 The situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or
 - 33.2.2 The matter has been authorized in accordance with the constitution.
- 33.3 The duty referred to in sub-paragraph 33.1.1 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 33.4 In sub-paragraph 33.1.2, “third party” means a person other than –
 - 33.4.1 The trust, or
 - 33.4.2 A person acting on its behalf.
- 33.5 If a director of the trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the trust, the director must declare the nature and extent of that interest to the other directors.
- 33.6 If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.
- 33.7 Any declaration required by this paragraph must be made before the trust enters into the transaction or arrangement.
- 33.8 This paragraph does not require a declaration of an interest of which the director is not aware or where the director is not aware of the transaction or arrangement in question.
- 33.9 A director need not declare an interest –
 - 33.9.1 If it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 33.9.2 If, or to the extent that, the directors are already aware of it;
 - 33.9.3 If, or to the extent that, it concerns terms of the director’s appointment that have been or are to be considered –
 - 33.9.3.1 By a meeting of the Board of Directors, or
 - 33.9.3.2 By a committee of the directors appointed for the purpose under the constitution.

34. Board of Directors – remuneration and terms of office

- 34.1 The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and the other Non-Executive Directors.
- 34.2 The Trust shall establish a committee of Non-Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other Executive Directors.

35. Registers

The Trust shall have:

- 35.1 a register of members showing, in respect of each member, the constituency to which he/she belongs and, where there are classes within it, the class to which he/she belongs;
- 35.2 a register of Members of the Council of Governors;
- 35.3 a register of interests of Governors of Council;
- 35.4 a register of Directors; and
- 35.5 a Register of Interests of the Directors.

36. Registers – inspection and copies

- 36.1 The Trust shall make the registers specified in Paragraph 31 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.
- 36.2 The Trust shall not make any part of its registers available for inspection by members of the public which show details of any member of the Trust, if the member so requests.
- 36.3 So far as the registers are required to be made available as follows.
 - 36.3.1 They are to be available for inspection free of charge at all reasonable times.
 - 36.3.2 A person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 36.4 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

37. Documents available for public inspection

- 37.1 The trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:

- 37.1.1 a copy of the current constitution,
 - 37.1.2 a copy of the latest annual accounts and of any report of the auditor on them, and
 - 37.1.3 a copy of the latest annual report.
- 37.2 The trust shall also make the following documents relating to a special administration of the trust available for inspection by members of the public free of charge at all reasonable times:
- 37.2.1 a copy of any order made under section 65D (appointment of trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L(trusts coming out of administration) or 65LA (trusts to be dissolved) of the 2006 Act.
 - 37.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act.
 - 37.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act.
 - 37.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act.
 - 37.2.5 a copy of any statement provided under section 65F(administrator's draft report) of the 2006 Act.
 - 37.2.6 a copy of any notice published under section 65F(administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA(NHS Improvement's decision), 65KB (Secretary of State's response to NHS Improvement's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act.
 - 37.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act.
 - 37.2.8 a copy of any final report published under section 65I (administrator's final report),
 - 37.2.9 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act.
 - 37.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.

37.3 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.

37.4 If the person requesting a copy or extract is not a member of the trust, the trust may impose a reasonable charge for doing so.

38. Auditor

38.1 The Trust shall have an auditor.

38.2 The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors.

39. Audit Committee

The Trust shall establish a committee of Non-Executive Directors as an audit committee to perform such NHS Improving, reviewing and other functions as are appropriate.

40. Accounts

40.1 The Trust must keep proper accounts and proper records in relation to the accounts.

40.2 NHS Improvement may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

40.3 The accounts shall be audited by the Trust's auditor.

40.4 The Trust shall prepare in respect of each financial year annual accounts in such form as NHS Improvement may with the approval of the Secretary of State direct.

40.5 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

41. Annual Report and forward plans and non NHS work

41.1 The Trust shall prepare an Annual Report and send it to NHS Improvement.

41.2 The Trust shall give information as to its forward planning in respect of each financial year to NHS Improvement.

41.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the directors.

41.4 In preparing the document, the Directors shall have regard to the views of the Council of Governors

41.5 Each forward plan must include information about –

41.5.1 the activities other than the provision of goods and services for the purposes of the health service in England that the trust proposes to carry on, and

41.5.2 the income it expects to receive from doing so.

41.6 Where a forward plan contains a proposal that the trust carry on an activity of a kind mentioned in sub-paragraph 45.5.1, the Council of Governors must –

41.6.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the trust of its principal purpose or the performance of its other functions, and

41.6.2 notify the directors of the trust and its determination.

41.7 A trust which proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of health service in England may implement the proposal only if more than half the Governors of Council of the trust voting approve its implementation.

42. Meeting of Council of Governors to consider annual accounts and reports

The following documents are to be presented to the Council of Governors at a general meeting of the Council of Members.

42.1 The annual accounts.

42.2 Any report of the auditor on them.

42.3 The Annual Report.

42.2 The documents shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one member of the Board of Directors in attendance.

42.3 The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 42 with the Annual Members' Meeting.

43. Instruments

43.1 The Trust shall have a seal.

43.2 The seal shall not be affixed except under the authority of the Board of Directors.

44. Amendment of the constitution

44.1 The trust may make amendments of its constitution only if –

- 44.1.1 More than half of the members of the Council of Governors of the trust voting approve the amendments, and
- 44.1.2 More than half of the members of the Board of Directors of the trust voting approve the amendments.
- 44.2 Amendments made under paragraph 44.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act.
- 44.3 Where an amendment is made to the constitution in relation the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the trust) –
 - 44.3.1 At least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment, and
 - 44.3.2 The trust must give the members an opportunity to vote on whether they approve the amendment.
- 44.4 If more than half of the members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the trust must take such steps as are necessary as a result.
- 44.4 Amendments by the trust of its constitution are to be notified to NHS Improvement. For the avoidance of doubt, NHS Improvement's functions do not include a power or duty to determine whether or not the constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

45. Mergers etc. and significant transactions

- 45.1 The trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the council of governors.
- 45.2 The trust may enter into a significant transaction only if more than half of the members of the Council of Governors of the Trust voting approve entering into the transaction.
- 45.3 "Significant transaction" means those transactions which are significant transactions are determined by the Board.

46. Interpretation and definitions

Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in this constitution shall bear the same meaning as in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012.

Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice versa.

In this Constitution:

The 2006 Act - is the National Health Service Act 2006.

The 2012 Act - is the Health and Social Care Act 2012.

The area of the Trust - means the area specified in Annex 1 of the Constitution.

Area - the parts of the Public Constituency, further defined at Annex 1.

Board of Directors – means the Board of Directors as constituted in accordance with the Constitution.

Class – the parts of the Staff Constituency, further defined at Annex 2.

Council of Governors – means the Council of Governors as constituted in accordance with the Constitution. . It consists of 15 elected Public Governors of Council, 6 elected Staff Governors of Council and 6 appointed Governors of Council, and is further defined in Annex 4.

Council Member – means any Member of the Council of Governors as defined above.

Director – means a Director on the Board of Directors (see above).

Member – means a member of the Trust who is not a Governor of Council, denoted by lower case initial letter.

NHS Improvement is the body corporate known as NHS Improvement, as provided by section 61 of the 2012 act.

CCG abbreviation for “Primary Care Trust”

Terms of Authorisation are the terms of authorisation issued by NHS Improvement under Section 35 of the 2006 Act.

The Trust – means the Tameside & Glossop Integrated Care NHS Foundation Trust.

Voluntary Organisation is a body, other than a public or local authority, the activities of which are not carried on for profit.

The **Accounting Officer** for the Trust is the Chief Executive of the Trust.

47. Dissolution of the Trust

The Trust may not be dissolved except by order of the Secretary of State for Health, in accordance with the 2006 Act.

The Area of the Trust and the Public Constituency of the Trust

1. The area of the Trust shall be:
 - a) the Metropolitan Borough Council of Tameside,
 - b) the wards of the Borough of the High Peak coterminous with the Glossop area served by the Trust, and
 - c) the England and Wales area.

2. The areas of the Public Constituency shall be:
 - a) The Metropolitan Borough Council of Tameside

Ashton-under-Lyne (covering the electoral wards of Ashton Hurst, Ashton St Michael's, Ashton St Peter's, Ashton Waterloo)

Audenshaw (covering the electoral ward of Audenshaw)

Denton (covering the electoral wards of Denton North East, Denton South and Denton West)

Droylsden (covering the electoral wards of Droylsden East and Droylsden West)

Dukinfield (covering the electoral wards of Dukinfield and Dukinfield Stalybridge)

Hyde (covering the electoral wards of Hyde Godley, Hyde Newton, and Hyde Werneth)

Longendale (covering the electoral ward of Longendale)

Mossley (covering the electoral ward of Mossley)

Stalybridge (covering the electoral wards of Stalybridge North and Stalybridge South)
 - b) The wards of the Borough of the High Peak coterminous with the Glossop area served by the Trust

Glossop (covering the electoral wards of Hadfield North, Hadfield South, Gamesley, Simmondley, Tintwistle, St John's, Dinting, Old Glossop, Howard Town, Whitfield, and Padfield)

c) England and Wales

All areas of England and Wales excluding the areas mentioned at 1a and 1b above.

3. Members of the Trust who are members of the Public Constituency are to be individuals who are aged sixteen years and over:
 - (a) who live in one of the areas listed at 1a, 1b or 1c above,
 - (b) who endorse the values and principles of the Trust,
 - (c) who are not eligible to become a member of the Staff Constituency or otherwise disqualified from membership under Annex 6; and
 - (d) who have made an application for membership to the Trust.

4. The minimum number of members required for each area of the Public Constituency, is to be the number given in the table below, which is derived from 25% of the Trust's 'target' membership for each area in the first year of its authorisation. This table also identifies the number of Members of Council by which each area will be represented.

The Trust will continue to take such reasonable steps as may be required by NHS Improvement, by such data or within such period as may be specified by NHS Improvement to secure that (taken as a whole) the actual membership of any public constituency, and (if there is one) of the patients' constituency, will be representative of those eligible for such membership.

Area	Population (circa)	Target share (2000)	Minimum size of membership	No. of Members of Council
Ashton u Lyne	45,000	375	94	2
Audenshaw	11,000	92	23	1
Denton	34,000	283	71	2
Droylsden	23,000	192	48	1
Dukinfield	23,000	192	48	1
Hyde	34,000	283	71	2
Longdendale	10,000	83	21	1
Mossley	10,000	83	21	1
Stalybridge	22,000	183	46	1
Glossop	28,000	233	59	2
England and Wales	53,000,000	n/a	50	1

THE STAFF CONSTITUENCY

1. The Staff Constituency is to be divided into seven classes, on the basis of the Trust's management and service delivery structure, as follows.
 - (a) Emergency Services and Critical Care.
 - (b) Diagnostic and Therapeutic Services.
 - (c) Women's and Children's Services.
 - (d) Elective Services.
 - (e) Facilities.
 - (f) Corporate Services.
 - (g) Community Services
2. Members of the Trust who are members of the Staff Constituency are to be individuals who are aged sixteen years and over and
 - (a) who endorse the values and principles of the Trust,
 - (b) who are employed under a contract of employment by the Trust, or
 - (c) who are not employed by the Trust but who nevertheless exercise functions for the purposes of the Trust, and
 - (d) who have been invited by the Trust to become a member of that constituency as a member of the appropriate class and have not informed the Trust that they do not wish to do so.
3. The Executive Director responsible for membership shall make a final decision about the class of which an individual shall be eligible to be a member.
4. The minimum number of members required for each of the classes of the Staff Constituency is to be 50% of the eligible staff in the constituency. Based on the current configuration of the organisation, the minimum number of members is as follows.

Emergency Services and Critical Care	296
Diagnostic and Therapeutic Services	152
Women's and Children's Services	168
Elective Services	282
Facilities	78
Corporate services	142
Community services	400

5. A person who is eligible to be a member of the Staff Constituency may not become or continue as a member of the Public Constituency and may not become or continue as a member of more than one class.

DISQUALIFICATION FROM MEMBERSHIP

1. A person may not be a member of the Trust if such person:-
 - (a) has been identified by the Trust as a vexatious complainant in accordance with relevant Trust policy;
 - (b) has verbally or physically assaulted an employee of the Trust or other persons who exercise functions for the purposes of the Trust, including registered volunteers, or a patient or visitor to the Trust;
 - (c) has been dismissed from the employment of the Trust, any of its subcontractors or any other health service body, save where such dismissal is on the grounds of redundancy or determined to have been unfair by a competent tribunal;
 - (d) been red or yellow-carded under the Trust's Zero Tolerance Policy;
 - (e) been registered as a sex offender;
 - (f) fails to agree to abide by the Trust's values and principles;
 - (g) has made a false application for membership;
 - (h) made a false statement or false declaration of eligibility in the process of being nominated, elected or appointed as Member of Council; or
 - (i) acted in a manner that is contrary to the Trust's principles and objectives.
2. It is the responsibility of the member to ensure his/her eligibility, not that of the Trust.
3. Decisions regarding disqualification shall be made by the Chairman, advised by the Chief Executive and Board of Directors.
4. The Membership Office shall manage the disqualification process, which will involve a formal letter explaining the reasons for disqualification and the individual's right of appeal.

TERMINATION OF MEMBERSHIP

1. A member shall cease to be a member if
 - (a) he/she resigns by notice,
 - (b) he/she ceases to fulfil the requirements of membership as described in Annexes 1 and 2,
 - (c) he/she become disqualified from membership by reason of Paragraph 1 above, or
 - (d) he/she dies.

THE COUNCIL OF GOVERNORS

1. The Trust is to have a Council of Governors. It is to consist of elected Public Governors of Council, elected Staff Governors of Council and appointed Governors of Council.
2. The Trust, subject to the 2006 and 2012 Acts, shall seek to ensure that through the composition of the Council of Members:
 - (a) the interests of the community served by the Trust are appropriately represented, and
 - (b) the level of representation of the Public Constituency, the Staff Constituency, CCG Governors of Council, Local Authority Governors of Council, and other appointed Governors of Council, is appropriately balanced having regard to their legitimate interest in the business of the Trust.
3. The Council of Governors to the Trust is to include
 - (a) 15 Public Governors of Council, as specified in Annex 1;
 - (b) 7 Staff Governors of Council, one from each of the following classes:
 - (i) Emergency Services and Critical Care;
 - (ii) Diagnostic and Therapeutic Services;
 - (iii) Women's and Children's Services;
 - (iv) Elective Services;
 - (v) Facilities;
 - (vi) Corporate Services
 - (vii) Community Services; and
 - (c) 6 appointed Governors of Council as follows:
 - (i) 1 Governor from Tameside and Glossop CCG;
 - (ii/iii) 2 Local Authority Governors, one each from the Metropolitan Borough Council of Tameside and the Borough of the High Peak
 - (iv) 1 Third Sector Coalition Partner;
 - (v) 1 Young Person Partner; and
 - (vi) 1 PFI Partner
- 3.1 The aggregate number of Public Governors of Council is to be more than half the total membership of the Council of Governors.

MODEL RULES FOR ELECTIONS TO THE COUNCIL OF GOVERNORS

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Part 2 Timetable

2. Timetable
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STV56. Countermand or abandonment of poll on death of candidate

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Part 1 Interpretation

1. Interpretation

1.1 In these rules, unless the context otherwise requires:

“corporation” means the public benefit corporation subject to this constitution;

“election” means an election by a constituency, or by a class within a constituency, to fill vacancy among one or more posts on the council of governors;

“the regulator” means the Independent Regulator for NHS foundation trusts; and “the 2006 Act” means the National Health Service Act 2006

“e-voting” means voting using either the internet, telephone or text message; “internet voting system” means such computer hardware and software, data other equipment and services as may be provided by the returning officer for the purpose of enabling voters to cast their votes using the internet;

“method of polling” means voting either by post, internet, text message or telephone

“the telephone voting system” means such telephone voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by telephone;

“the text message voting system” means such text messaging voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by text message;

“voter ID number” means a unique, randomly generated numeric identifier allocated to each voter by the Returning Officer for the purpose of e-voting.

1.2 Other expressions used in these rules and in Schedule 7 to the NHS Act 2006 have the same meaning in these rules as in that Schedule.

Part 2 Timetable

2.1 The proceedings at an election shall be conducted in accordance with the following timetable:

Proceeding	Time
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination papers to returning officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election	Not later than twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day of the close of the poll.
Close of the poll	By 5.00pm on the final day of the election

Computation of time

3.1 In computing any period of time for the purposes of the timetable:

- (a) a Saturday or Sunday;
- (b) Christmas day, Good Friday, or a bank holiday, or
- (c) a day appointed for public thanksgiving or mourning,

shall be disregarded, and any such day shall not be treated as a day for the purpose of any proceedings up to the completion of the poll, nor shall the returning officer be obliged to proceed with the counting of votes on such a day.

3.2 In this rule, “bank holiday” means a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

Part 3 Returning Officer

4.1 Subject to rule 66, the returning officer for an election is to be appointed by the corporation.

4.2 Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

5. Staff

5.1 Subject to rule 66, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

6. Expenditure

6.1 The corporation is to pay the returning officer:

- (a) any expenses incurred by that officer in the exercise of his or her functions under these rules,
- (b) such remuneration and other expenses as the corporation may determine.

7. Duty of co-operation

7.1 The corporation is to co-operate with the returning officer in the exercise of his or her functions under these rules.

Part 4 Stages

8. Notice of election

8.1 The returning officer is to publish a notice of the election stating:

- (a) the constituency, or class within a constituency, for which the election is being held,
- (b) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
- (c) the details of any nomination committee that has been established by the corporation,
- (d) the address and times at which nomination papers may be obtained;
- (e) the address for return of nomination papers and the date and time by which they must be received by the returning officer,
- (f) the date and time by which any notice of withdrawal must be received by the returning officer
- (g) the contact details of the returning officer
- (h) the date and time of the close of the poll in the event of a contest.

9. Nomination of candidates

9.1 Each candidate must nominate themselves on a single nomination paper.

9.2 The returning officer:

- (a) is to supply any member of the corporation with a nomination paper, and
- (b) is to prepare a nomination paper for signature at the request of any member of the corporation, but it is not necessary for a nomination to be on a form supplied by the returning officer and it can, subject to rule 13, be in an electronic format.

10. Candidate's particulars

10.1 The nomination paper must state the candidate's:

- (a) full name,
- (b) contact address in full, and
- (c) constituency, or class within a constituency, of which the candidate is a member.

11. Declaration of interests

11.1 The nomination paper must state:

- (a) any financial interest that the candidate has in the corporation, and
- (b) whether the candidate is a member of a political party, and if so, which party, and if the candidate has no such interests, the paper must include a statement to that effect.

12. Declaration of eligibility

12.1 The nomination paper must include a declaration made by the candidate:

- (a) that he or she is not prevented from being a member of the council of governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the constitution; and,
- (b) for a member of the public or patient constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

13. Signature of candidate

13.1 The nomination paper must be signed and dated by the candidate, in a manner prescribed by the returning officer, indicating that:

- (a) they wish to stand as a candidate,
- (b) their declaration of interests as required under rule 11, is true and correct, and
- (c) their declaration of eligibility, as required under rule 12, is true and correct.

14. Decisions as to the validity of nomination

14.1 Where a nomination paper is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer:

- (a) decides that the candidate is not eligible to stand,
- (b) decides that the nomination paper is invalid,
- (c) receives satisfactory proof that the candidate has died, or
- (d) receives a written request by the candidate of their withdrawal from candidacy.

14.2 The returning officer is entitled to decide that a nomination paper is invalid only on one of the following grounds:

- (a) that the paper is not received on or before the final time and date for return of nomination papers, as specified in the notice of the election,
- (b) that the paper does not contain the candidate's particulars, as required by rule 10;

(c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 11

(d) that the paper does not include a declaration of eligibility as required by rule 12,
or

(e) that the paper is not signed and dated by the candidate, as required by rule 13.

14.3 The returning officer is to examine each nomination paper as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.

14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination paper, stating the reasons for their decision.

14.5 The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination paper.

15.Publication of statement of candidates

15.1 The returning officer is to prepare and publish a statement showing the candidates who are standing for election.

15.2 The statement must show:

(a) the name, contact address, and constituency or class within a constituency of each candidate standing, and

(b) the declared interests of each candidate standing, as given in their nomination paper.

15.3 The statement must list the candidates standing for election in alphabetical order by surname.

15.4 The returning officer must send a copy of the statement of candidates and copies of the nomination papers to the corporation as soon as is practicable after publishing the statement.

16.Inspection of statement of nominated candidates and nomination papers

16.1 The corporation is to make the statement of the candidates and the nomination papers supplied by the returning officer under rule 15.4 available for inspection by members of the corporation free of charge at all reasonable times.

16.2 If a person requests a copy or extract of the statement of candidates or their nomination papers, the corporation is to provide that member with the copy or extract free of charge.

17.Withdrawal of candidates

17.1 A candidate may withdraw from election on or before the date and time for withdrawal by candidates, by providing to the returning officer a written notice of withdrawal which is signed by the candidate and attested by a witness.

18.Method of election

18.1 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the council of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.

18.2 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the council of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.

18.3 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be council of governors, then:

(a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and

(b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

Part 5 Contested elections

19. Poll to be taken by ballot

19.1 The votes at the poll must be given by secret ballot.

19.2 The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.

19.3 The corporation may decide if eligible voters, within a constituency, or class within a constituency, may, subject to rule 19.4, cast their vote by any combination of the methods of polling.

19.4 The corporation may decide if eligible voters, within a constituency or class within a constituency, for whom an e-mail mailing address is included in the list of eligible voters may only cast their votes by, one or more, e-voting methods of polling.

19.5 If the corporation decides to use an e-voting method of polling then they and the returning officer must satisfy themselves that:

(a) if internet voting is being used, the internet voting system to be used for the purpose of the election is configured in accordance with these rules and that it will accurately record the internet voting record of any voter who chooses to cast their vote using the internet voting system.

(b) if telephone voting is being used, the telephone voting system to be used for the purpose of the election is configured in accordance with these rules and that it will accurately record the telephone voting record of any voter who chooses to cast their vote using the telephone voting system.

(c) if text message voting is being used, the text message voting system to be used for the purpose of the election is configured in accordance with these rules and that it will accurately record the text voting record of any voter who chooses to cast their vote using the text message voting system.

20. The ballot paper

20.1 The ballot of each voter is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.

20.2 Every ballot paper must specify:

(a) the name of the corporation,

(b) the constituency, or class within a constituency, for which the election is being held,

(c) the number of members of the council of governors to be elected from that constituency, or class within that constituency,

(d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,

(e) instructions on how to vote by all available methods of polling, including the relevant voters and voter ID number if e-voting is a method of polling,

(f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and

(g) the contact details of the returning officer.

20.3 Each ballot paper must have a unique identifier.

20.4 Each ballot paper must have features incorporated into it to prevent it from being reproduced.

Action to be taken before the poll

21. List of eligible voters

21.1 The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 26 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

21.2 The list is to include, for each member, a postal mailing address and if available an email address, where their voting information may be sent.

21.3 The corporation may decide if the voting information is to be sent only by e-mail to those members, in a particular constituency or class within a constituency, for whom an e-mail address is included in the list of eligible voters.

22. Notice of poll

22.1 The returning officer is to publish a notice of the poll stating:

(a) the name of the corporation,

(b) the constituency, or class within a constituency, for which the election is being held,

(c) the number of members of the council of governors to be elected from that constituency, or class with that constituency,

(d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,

(e) the methods of polling by which votes may be cast at the election by a constituency or class within a constituency as determined by the corporation in rule 19 (3).

(f) the address for return of the ballot papers, and the date and time of the close of the poll,

(g) the uniform resource locator (url) where, if internet voting is being used, the polling website is located.

(h) the telephone number where, if telephone voting is being used, the telephone voting facility is located,

(i) the telephone number or telephone short code where, if text message voting is being used, the text message voting facility is located,

(j) the address and final dates for applications for replacement voting information, and

(k) the contact details of the returning officer.

23. Issue of voting information by returning officer

23.1 As soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following voting information:

(a) by post to each member of the corporation named in the list of eligible voters and on the basis of rule 21 able to cast their vote by post:

- (i) a ballot paper
- (ii) information about each candidate standing for election, pursuant to rule 61 of these rules,
- (iii) a covering envelope

(b) by e-mail or by post, to each member of the corporation named in the list of eligible voters and on the basis of rule 19.4 able to cast their vote only by an e-voting method of polling:

- (i) instructions on how to vote
- (ii) the eligible voters voter ID number
- (iii) information about each candidate standing for election, pursuant to rule 61 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate.
- (iv) contact details of the returning officer.

23.2 The documents are to be sent to the mailing address or e-mail address for each member, as specified in the list of eligible voters.

24.The covering envelope

24.1 The covering envelope is to have:

- (a) the address for return of the ballot paper printed on it, and
- (b) pre-paid postage for return to that address.

25.E-voting systems

25.1 If internet voting is a method of polling for the relevant election then the returning officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").

25.2 If telephone voting is a method of polling for the relevant election then the returning officer must provide an automated telephone system for the purpose of voting by the use of a touch-tone telephone (in these rules referred to as "the telephone voting facility").

25.3 If text message voting is a method of polling for the relevant election then the returning officer must provide an automated text messaging system for the purpose of voting by text message (in these rules referred to as "the text message voting facility").

25.4 The provision of the polling website and internet voting system, will:

- (a) require a voter, to be permitted to vote, to enter his voter ID number;
- (b) specify:
 - (i) the name of the corporation,
 - (ii) the constituency, or class within a constituency, for which the election is being held
 - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (iv) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
 - (v) instructions on how to vote.

- (c) prevent a voter voting for more candidates than he is entitled to at the election;
- (d) create a record ("the internet voting record") that is stored in the internet voting system in respect of each vote cast using the internet of-
 - (i) the voter ID number used by the voter;
 - (ii) the candidate or candidates for whom he has voted; and
 - (iii) the date and time of his vote, and
- (e) if their vote has been cast and recorded, provide the voter with confirmation
- (f) prevent any voter voting after the close of poll.

25.5 The provision of a telephone voting facility and telephone voting system, will:

- (a) require a voter to be permitted to vote, to enter his voter ID number;
- (b) specify:
 - (i) the name of the corporation,
 - (ii) the constituency, or class within a constituency, for which the election is being held
 - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (iv) instructions on how to vote.

- (c) prevent a voter voting for more candidates than he is entitled to at the election;
- (d) create a record ("the telephone voting record") that is stored in the telephone voting system in respect of each vote cast by telephone of-
 - (i) the voter ID number used by the voter;
 - (ii) the candidate or candidates for whom he has voted; and
 - (iii) the date and time of his vote
- (e) if their vote has been cast and recorded, provide the voter with confirmation;
- (f) prevent any voter voting after the close of poll.

25.6 The provision of a text message voting facility and text messaging voting system, will:

- (a) require a voter to be permitted to vote, to provide his voter ID number;
- (b) prevent a voter voting for more candidates than he is entitled to at the election;
- (d) create a record ("the text voting record") that is stored in the text messaging voting system in respect of each vote cast by text message of:
 - (i) the voter ID number used by the voter;
 - (ii) the candidate or candidates for whom he has voted; and
 - (iii) the date and time of his vote
- (e) if their vote has been cast and recorded, provide the voter with confirmation;
- (f) prevent any voter voting after the close of poll.

The poll

26. Eligibility to vote

26.1 An individual who becomes a member of the corporation on or before the closing date for the receipt of nominations by candidates for the election, is eligible to vote in that election.

27.Voting by persons who require assistance

27.1 The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.

27.2 Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as they consider necessary to enable that voter to vote.

28.Spoilt ballot papers

28.1 If a voter has dealt with their ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to as a “spoilt ballot paper”), that voter may apply to the returning officer for a replacement ballot paper.

28.2 On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if they can obtain it.

28.3 The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless satisfied as to the voter’s identity.

28.4 After issuing a replacement ballot paper for a spoilt ballot paper, the returning officer shall enter in a list (“the list of spoilt ballot papers”):

- (a) is satisfied as to the voter’s identity, and
- (b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and
- (c) the details of the unique identifier of the replacement spoilt ballot paper.

29.Lost voting information

29.1 Where a voter has not received their voting information by the tenth day before the close of the poll, that voter may apply to the returning officer for replacement voting information.

29.2 The returning officer may not issue replacement voting information for lost voting information unless they:

- (a) are satisfied as to the voter’s identity,
- (b) have no reason to doubt that the voter did not receive the original voting information.

29.3 After issuing replacement voting information, the returning officer shall enter in a list (“the list of lost ballots”):

- (a) the name of the voter
- (b) the details of the unique identifier of the replacement ballot paper, and
- (c) if applicable, the voter ID number of the voter.

30.Issue of replacement voting information

30.1 If a person applies for replacement voting information under rule 28 or 29, the returning officer may not issue replacement voting information unless, in addition to the requirements imposed by rule 28.3 or 29.2, they are also satisfied that that person has not already voted in the election.

Polling by internet, telephone or text

31. Procedure for remote voting by internet

31.1 To cast their vote using the internet the voter must gain access to the polling website by keying in the url of the polling website provided in the voting information,

31.2 When prompted to do so, the voter must enter their voter ID number.

31.3 If the internet voting system authenticates the voter ID number the system must give the voter access to the polling website for the election in which the voter is eligible to vote.

31.4 To cast their vote the voter may then key in a mark on the screen opposite the particulars of the candidate or candidates for whom they wish to cast their vote.

31.5 The voter must not be able to access the internet voting facility for an election once their vote at that election has been cast.

32. Voting procedure for remote voting by telephone

32.1 To cast their vote by telephone the voter must gain access to the telephone voting facility by calling the designated telephone number provided on the voter information using a telephone with a touch-tone keypad.

32.2 When prompted to do so, the voter must enter their voter ID number using the keypad.

32.3 If the telephone voting facility authenticates the voter ID number, the voter must be prompted to vote in the election.

32.4 When prompted to do so the voter may then cast his vote by keying in the code of the candidate or candidates, allocated in accordance with rule 61 of these rules, for whom they wish to vote.

32.5 The voter must not be able to access the telephone voting facility for an election once their vote at that election has been cast.

33. Voting procedure for remote voting by text message

33.1 To cast their vote by text the voter must gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided on the voter information.

33.2 The text message sent by the voter must contain their voter ID number and the code for the candidate or candidates, allocated in accordance with rule 61 of these rules, for whom they wish to vote.

33.3 The text message sent by the voter must be structured in accordance with the instructions on how to vote contained in the voter information.

Procedure for receipt of envelopes, internet votes, telephone votes and text message votes

34. Receipt of voting documents

34.1 Where the returning officer receives a:

(a) covering envelope, or

(b) any other envelope containing a ballot paper, before the close of the poll, that officer is to open it as soon as is practicable; and rules 35 and 36 are to apply.

34.2 The returning officer may open any covering envelope for the purposes of rules 35 and 36, but must make arrangements to ensure that no person obtains or communicates information as to:

- (a) the candidate for whom a voter has voted, or
- (b) the unique identifier on a ballot paper.

34.3 The returning officer must make arrangements to ensure the safety and security of the ballot papers.

35. Validity of votes

35.1 A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll.

35.2 Where the returning officer is satisfied that rule 35.1 has been fulfilled, the ballot paper is to be put aside for counting after the close of the poll.

35.3 Where the returning officer is not satisfied that rule 35.1 has been fulfilled, they should:

- (a) mark the ballot paper “disqualified”,
- (b) record the unique identifier on the ballot paper in a list (the “list of disqualified documents”); and
- (c) place the document or documents in a separate packet.

35.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet, telephone or text voting record has been received by the returning officer before the close of the poll.

36. De-duplication of votes

36.1 Where a combination of the methods of polling are being used, the returning officer shall examine all votes cast to ascertain if a voter ID number has been used more than once to cast a vote in an election.

36.2 If the returning officer ascertains that a voter ID number has been used more than once to cast a vote in an election they shall:

- (a) only accept as duly returned the first vote received that contained the duplicated voter ID number
- (b) mark as “disqualified” all other votes containing the duplicated voter ID number

36.3 Where a ballot paper is “disqualified” under this rule the returning officer shall:

- (a) mark the ballot paper “disqualified”,
- (b) record the unique identifier and voter id number on the ballot paper in a list (the “list of disqualified documents”); and
- (c) place the ballot paper in a separate packet.

36.4 Where an internet, telephone or text voting record is “disqualified” under this rule the returning officer shall:

- (a) mark the record as “disqualified”,
- (b) record the voter ID number on the record in a list (the “list of disqualified documents”.
- (c) disregard the record when counting the votes in accordance with these Rules.

37. Sealing of packets

37.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 35 and 36, the returning officer is to seal the packets containing:

- (a) the disqualified documents, together with the list of disqualified documents inside it,
- (b) the list of spoiled ballot papers,
- (c) the list of lost ballots
- (d) the list of eligible voters, and
- (e) complete electronic copies of records referred to in rule 25 held in a device suitable for the purpose of storage.

Part 6 Counting the votes

Note: the following rules describe how the votes are to be counted manually but it is expected that appropriately audited vote counting software will be used to count votes where a combination of methods of polling is being used and votes are contained as electronic e-voting records and ballot papers.

STV38. Interpretation of Part 6

STV38.1 In Part 6 of these rules:

“ballot” means a ballot paper, internet voting record, telephone voting record or text voting record.

“continuing candidate” means any candidate not deemed to be elected, and not excluded,

“count” means all the operations involved in counting of the first preferences recorded for candidates, the transfer of the surpluses of elected candidates, and the transfer of the votes of the excluded candidates,

“deemed to be elected” means deemed to be elected for the purposes of counting of votes but without prejudice to the declaration of the result of the poll,

“mark” means a figure, an identifiable written word, or a mark such as

“X”, “non-transferable vote” means a ballot:

- (a) on which no second or subsequent preference is recorded for a continuing candidate,

or

- (b) which is excluded by the returning officer under rule STV46,

“preference” as used in the following contexts has the meaning assigned below:

(a) “first preference” means the figure “1” or any mark or word which clearly indicates a first (or only) preference,

(b) “next available preference” means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate who is deemed to be elected or is excluded thereby being ignored); and

(c) in this context, a “second preference” is shown by the figure “2” or any mark or word which clearly indicates a second preference, and a third preference by the figure “3” or any mark or word which clearly indicates a third preference, and so on, “quota” means the number calculated in accordance with rule STV43,

“surplus” means the number of votes by which the total number of votes for any candidate (whether first preference or transferred votes, or a combination of both) exceeds the quota; but references in these rules to the transfer of the surplus means the transfer (at a transfer

value) of all transferable ballots from the candidate who has the surplus,

“stage of the count” means:

- (a) the determination of the first preference vote of each candidate,
- (b) the transfer of a surplus of a candidate deemed to be elected,
- (c) or the exclusion of one or more candidates at any given time,

“transferable vote” means a ballot on which, following a first preference, a second or subsequent preference is recorded in consecutive numerical order for a continuing candidate,

“transferred vote” means a vote derived from a ballot on which a second or subsequent preference is recorded for the candidate to whom that ballot has been transferred, and

“transfer value” means the value of a transferred vote calculated in accordance with rules STV44.4 or STV44.7.

39. Arrangements for counting of the votes

39.1 The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

40. The count

40.1 The returning officer is to:

- (a) count and record the number of votes that have been returned, and
- (b) count the votes according to the provisions in this Part of the rules.

40.2 The returning officer, while counting and recording the number of votes and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper or a voter’s voter ID number.

40.3 The returning officer is to proceed continuously with counting the votes as far as is practicable.

STV41. Rejected ballot papers

STV41.1 Any ballot paper:

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which the figure “1” standing alone is not placed so as to indicate a first preference for any candidate,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the ballot paper shall not be rejected by reason only of carrying the words “one”, “two”, “three” and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

STV41.2 The returning officer is to endorse the word “rejected” on any ballot paper which under this rule is not to be counted.

STV41.3 The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule STV41.1

FPP41. Rejected ballot papers

FPP41.1 Any ballot paper:

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which votes are given for more candidates than the voter is entitled to vote,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty, shall, subject to rules FPP41.2 and FPP41.3, be rejected and not counted.

FPP41.2 Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP41.3 A ballot paper on which a vote is marked:

- (a) elsewhere than in the proper place,
- (b) otherwise than by means of a clear mark,
- (c) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the paper is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

FPP41.4 The returning officer is to:

- (a) endorse the word "rejected" on any ballot paper which under this rule is not to be counted, and
- (b) in the case of a ballot paper on which any vote is counted under rules FPP41.2 and FPP 41.3, endorse the words "rejected in part" on the ballot paper and indicate which vote or votes have been counted.

FPP41.5 The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings:

- (a) does not bear proper features that have been incorporated into the ballot paper,
- (b) voting for more candidates than the voter is entitled to,
- (c) writing or mark by which voter could be identified, and
- (d) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of ballot papers rejected in part.

STV42 First stage

STV42.1 The returning officer is to sort the ballots into parcels according to the candidates for whom the first preference votes are given.

STV42.2 The returning officer is to then count the number of first preference votes given on ballots for each candidate, and is to record those numbers.

STV42.3 The returning officer is to also ascertain and record the number of valid ballots.

STV43 The quota

STV43.1 The returning officer is to divide the number of valid ballots by a number exceeding by one the number of members to be elected.

STV43.2 The result, increased by one, of the division under rule STV43.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as "the quota").

STV43.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules STV44.1 to STV44.3 has been complied with.

STV44. Transfer of votes

STV44.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballots on which first preference votes are given for that candidate into sub- parcels so that they are grouped:

- (a) according to next available preference given on those ballots for any continuing candidate, or
- (b) where no such preference is given, as the sub-parcel of non-transferable votes.

STV44.2 The returning officer is to count the number of ballots in each parcel referred to in rule

STV44.3 The returning officer is, in accordance with this rule and rule STV45, to transfer each sub-parcel of ballots referred to in rule STV44.1(a) to the candidate for whom the next available preference is given on those papers.

STV44.4 The vote on each ballot transferred under rule STV44.3 shall be at a value ("the transfer value") which:

- (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
- (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballots on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).

STV44.5 Where at the end of any stage of the count involving the transfer of ballots, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballots in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:

- (a) according to the next available preference given on those ballots for any continuing candidate, or
- (b) where no such preference is given, as the sub-parcel of non-transferable votes.

STV44.6 The returning officer is, in accordance with this rule and rule STV45, to transfer each sub-parcel of ballots referred to in rule STV44.5(a) to the candidate for whom the next available preference is given on those ballots.

STV44.7 The vote on each ballot transferred under rule STV44.6 shall be at:

- (a) a transfer value calculated as set out in rule STV44.4(b), or
- (b) at the value at which that vote was received by the candidate from whom it is now being transferred, whichever is the less.

STV44.8 Each transfer of a surplus constitutes a stage in the count.

STV44.9 Subject to rule STV44.10, the returning officer shall proceed to transfer transferable ballots until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.

STV44.10 Transferable ballots shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:

(a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or

(b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.

STV44.11 This rule does not apply at an election where there is only one vacancy.

STV45. Supplementary provisions on transfer

STV45.1 If, at any stage of the count, two or more candidates have surpluses, the transferable ballots of the candidate with the highest surplus shall be transferred first, and if:

- (a) The surpluses determined in respect of two or more candidates are equal, the transferable ballots of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and
- (b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable ballots of the candidate on whom the lot falls shall be transferred first.

STV45.2 The returning officer shall, on each transfer of transferable ballots under rule STV44:

- (a) record the total value of the votes transferred to each candidate,
- (b) add that value to the previous total of votes recorded for each candidate and record the new total,
- (c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and
- (d) compare:
 - (i) the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.

STV45.3 All ballots transferred under rule STV44 or STV45 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that ballot or, as the case may be, all the ballots in that sub-parcel.

STV45.4 Where a ballot is so marked that it is unclear to the returning officer at any stage of the count under rule STV44 or STV45 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot as a non-transferable vote; and votes on a ballot shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

STV46. Exclusion of candidates

STV46.1 If:

- (a) all transferable ballots which under the provisions of rule STV44 (including that rule as applied by rule STV46.11 and this rule are required to be transferred, have been transferred, and
 - (b) subject to rule STV47, one or more vacancies remain to be filled,
- the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule STV46.12 applies, the candidates with the then lowest votes).

STV46.2 The returning officer shall sort all the ballots on which first preference votes are given for the candidate or candidates excluded under rule STV46.1 into two sub-parcels so that they are grouped as:

- (a) ballots on which a next available preference is given, and
- (b) ballots on which no such preference is given (thereby including ballots on which preferences are given only for candidates who are deemed to be elected or are excluded).

STV46.3 The returning officer shall, in accordance with this rule and rule STV45, transfer each sub-parcel of ballots referred to in rule STV46.2 to the candidate for whom the next available preference is given on those ballots.

STV46.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.

STV46.5 If, subject to rule STV47, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable ballots, if any, which had been transferred to any candidate excluded under rule STV46.1 into sub-parcels according to their transfer value.

STV46.6 The returning officer shall transfer those ballots in the sub-parcel of transferable ballots with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballots (thereby passing over candidates who are deemed to be elected or are excluded).

STV46.7 The vote on each transferable ballot transferred under rule STV46.6 shall be at the value at which that vote was received by the candidate excluded under rule STV46.1.

STV46.8 Any ballots on which no next available preferences have been expressed shall be set aside as non-transferable votes.

STV46.9 After the returning officer has completed the transfer of the ballots in the sub-parcel of ballots with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballots with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under rule STV46.1.

STV46.10 The returning officer shall after each stage of the count completed under this rule:

(a) record:

- (i) the total value of votes, or
- (ii) the total transfer value of votes transferred to each candidate,

(b) add that total to the previous total of votes recorded for each candidate and record the new total,

(c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and

(d) compare:

- (i) the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with
- (ii) the recorded total of valid first preference votes.

STV46.11 If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with rules STV44.5 to STV44.10 and rule STV45.

STV46.12 Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest candidate, the returning officer shall in one operation exclude such two or more candidates.

STV46.13 If when a candidate has to be excluded under this rule, two or more candidates each have the same number of votes and are lowest:

- (a) regard shall be had to the total number of votes credited to those candidates at the earliest stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded, and
- (b) where the number of votes credited to those candidates was equal at all stages, the returning officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.

STV47 Filling of last vacancies

STV47.1 Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.

STV47.2 Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.

STV47.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

STV48 Order of election of candidates

STV48.1 The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule STV44.10.

STV48.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.

STV48.3 Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.

STV48.4 Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

FPP48. Equality of votes

FPP48.1 Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the returning officer is to decide between those candidates by a lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

Part 7 Final proceedings in contested and uncontested elections

FPP49. Declaration of result for contested elections

FPP49.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

- (a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the council of governors

from the constituency, or class within a constituency, for which the election is being held to be elected,

- (b) give notice of the name of each candidate who they have declared elected:
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or
 - (ii) in any other case, to the chairman of the corporation; and
- (c) give public notice of the name of each candidate whom they have declared elected.

FPP49.2 The returning officer is to make:

- (a) the total number of votes given for each candidate (whether elected or not), and
- (b) the number of rejected ballot papers under each of the headings in rule FPP41.5, available on request.

STV49. Declaration of result for contested elections

STV49.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

- (a) declare the candidates who are deemed to be elected under Part 6 of these rules as elected,
- (b) give notice of the name of each candidate who they have declared elected –
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or
 - (ii) in any other case, to the chairman of the corporation, and
- (c) give public notice of the name of each candidate who they have declared elected.

STV49.2 The returning officer is to make:

- (a) the number of first preference votes for each candidate whether elected or not,
- (b) any transfer of votes,
- (c) the total number of votes for each candidate at each stage of the count at which such transfer took place,
- (d) the order in which the successful candidates were elected, and
- (e) the number of rejected ballot papers under each of the headings in rule STV41.1, available on request.

50. Declaration of result for uncontested elections

50.1 In an uncontested election, the returning officer is to as soon as is practicable after

final day for the delivery of notices of withdrawals by candidates from the election:

- (a) declare the candidate or candidates remaining validly nominated to be elected,
- (b) give notice of the name of each candidate who they have declared elected to the chairman of the corporation, and
- (c) give public notice of the name of each candidate who they have declared elected.

Part 8 Disposal of documents

51. Sealing up of documents relating to the poll

51.1 On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets:

- (a) the counted ballot papers,

- (b) the ballot papers endorsed with “rejected in part”,
- (c) the rejected ballot papers, and
- (d) the statement of rejected ballot papers.
- (e) the complete electronic copies of records referred to in rule 25 held in a device suitable for the purpose of storage.

51.2 The returning officer must not open the sealed packets of:

- (a) the disqualified documents, with the list of disqualified documents inside it,
- (b) the list of spoiled ballot papers,
- (c) the list of lost ballots,
- (d) the list of eligible voters, and
- (e) the complete electronic copies of records referred to in rule 25 held in a device suitable for the purpose of storage.

51.3 The returning officer must endorse on each packet a description of:

- (a) its contents,
- (b) the date of the publication of notice of the election, c) the name of the corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

52. Delivery of documents

52.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 51, the returning officer is to forward them to the chair of the corporation.

53. Forwarding of documents received after close of the poll

53.1 Where:

- (a) any voting documents are received by the returning officer after the close of the poll,
- or
- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
- (c) any applications for replacement voter information is made too late to enable new ballot papers to be issued,

The returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the chairman of the corporation.

54. Retention and public inspection of documents

54.1 The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the regulator, cause them to be destroyed.

54.2 With the exception of the documents listed in rule 55.1, the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

54.3 A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so

55. Application for inspection of certain documents relating to an election

55.1 The corporation may not allow the inspection of, or the opening of any sealed packet containing –

- (a) any rejected ballot papers, including ballot papers rejected in part,
- (b) any disqualified documents, or the list of disqualified documents,
- (c) any counted ballot papers, or
- (d) the list of eligible voters,

(e) the complete electronic copies of records referred to in rule 25 held in a device suitable for the purpose of storage by any person without the consent of the Regulator.

55.2 A person may apply to the Regulator to inspect any of the documents listed in rule 55.1, and the Regulator may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.

55.3 The Regulator's consent may be on any terms or conditions that it thinks necessary, including conditions as to –

- (a) persons,
- (b) time,
- (c) place and mode of inspection,
- (d) production or opening, and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

55.4 On an application to inspect any of the documents listed in rule 55.1:

- (a) in giving its consent, the regulator, and
- (b) making the documents available for inspection, the corporation, must ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –
 - (i) that their vote was given, and
 - (ii) that the regulator has declared that the vote was invalid.

Part 9 Death of a candidate during a contested election

FPP56. Countermand or abandonment of poll on death of candidate

FPP56.1 If at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:

- (a) countermand notice of the poll, or, if voting information has been issued, direct that the poll be abandoned within that constituency or class, and
- (b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

FPP56.2 Where a new election is ordered under rule FPP56.1, no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.

FPP56.3 Where a poll is abandoned under rule FPP56.1(a), rules FPP56.4 to FPP56.7 are to apply.

FPP56.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 35 and 36, and is to make up separate sealed packets in accordance with rule 37.

FPP56.5 The returning officer is to:

- (a) count and record the number of ballot papers that have been received, and
- (b) seal up the ballot papers into packets, along with the records of the number of ballot papers.

(c) seal up the electronic copies of records that have been received referred to in rule 25 held in a device suitable for the purpose of storage.

FPP56.6 The returning officer is to endorse on each packet a description of:

- (a) its contents,
- (b) the date of the publication of notice of the election,
- (c) the name of the corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

FPP56.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to rules FPP56.4 to FPP56.6, the returning officer is to deliver them to the chairman of the corporation, and rules 54 and 55 are to apply.

STV56. Countermand or abandonment of poll on death of candidate

STV56.1 If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:

- (a) publish a notice stating that the candidate has died, and
- (b) proceed with the counting of the votes as if that candidate had been excluded from the count so that –
 - (i) ballots which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and
 - (ii) ballots which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.

STV56.2 The ballots which have preferences recorded for the candidate who has died are to be sealed with the other counted ballots pursuant to rule 51.1(a).

Part 10 Election expenses and publicity

57. Election expenses

57.1 Any expenses incurred, or payments made, for the purposes of an election which to the regulator under Part 11 of these rules.

58. Expenses and payments by candidates

58.1 A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:

- (a) personal expenses,
- (b) travelling expenses, and expenses incurred while living away from home, and
- (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

59. Election expenses incurred by other persons

59.1 No person may:

- (a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or
- (b) give a candidate or their family any money or property (whether a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.

(c) 59.2 Nothing in this rule is to prevent the corporation from incurring such expenses, and

making such payments, as it considers necessary pursuant to rules 60 and 61.

Publicity

60. Publicity about election by the corporation

60.1 The corporation may:

- (a) compile and distribute such information about the candidates, and
- (b) organise and hold such meetings to enable the candidates to speak and respond to questions, as it considers necessary.

60.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 61, must be:

- (a) objective, balanced and fair,
- (b) equivalent in size and content for all candidates,
- (c) compiled and distributed in consultation with all of the candidates standing for election, and
- (d) must not seek to promote or procure the election of a specific candidate or candidates, the expense of the electoral prospects of one or more other candidates.

60.3 Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

61. Information about candidates for inclusion with voting information

61.1 The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 23 of these rules.

61.2 The information must consist of:

- (a) a statement submitted by the candidate of no more than 250 words,
- (b) if voting by telephone or text message is a polling method, the numerical voting code, allocated by the returning officer, to each candidate, for the purpose of recording votes on the telephone voting facility or the text message voting facility, and
- (c) a photograph of the candidate.

62. Meaning of “for the purposes of an election”

62.1 In this Part, the phrase “for the purposes of an election” means with a view to, or otherwise in connection with, promoting or procuring a candidate’s election, including the prejudicing of another candidate’s electoral prospects; and the phrase “for the purposes of a candidate’s election” is to be construed accordingly.

62.2 The provision by any individual of their own services voluntarily, on their own time, and free of charge is not to be considered an expense for the purposes of this Part.

Part 11 Questioning elections and the consequence of irregularities

63. Application to question an election

63.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to the regulator.

63.2 An application may only be made once the outcome of the election has been declared by the returning officer.

63.3 An application may only be made to the Regulator by:

(a) a person who voted at the election or who claimed to have had the right to vote,

or

(b) a candidate, or a person claiming to have had a right to be elected at the election.

63.4 The application must:

(a) describe the alleged breach of the rules or electoral irregularity, and

(b) be in such a form as the Regulator may require.

63.5 The application must be presented in writing within 21 days of the declaration of the result of the election.

63.6 If the Regulator requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.

63.7 The Regulator shall delegate the determination of an application to a person or persons to be nominated for the purpose of the Regulator.

63.8 The determination by the person or persons nominated in accordance with rule 63.7 shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency including all the candidates for the election to which the application relates).

63.9 The Regulator may prescribe rules of procedure for the determination of an application including costs.

Part 12 Miscellaneous

64. Secrecy

64.1 The following persons:

(a) the returning officer,

(b) the returning officer's staff,

must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to:

(i) the name of any member of the corporation who has or has not been given voter information or who has or has not voted,

(ii) the unique identifier on any ballot paper,

(iii) the voter ID number allocated to any voter

(iv) the candidate(s) for whom any member has voted.

64.2 No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter or the voter id number allocated to a voter.

64.3 The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

65. Prohibition of disclosure of vote

65.1 No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

66. Disqualification

66.1 A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is:

- (a) a member of the corporation,
- (b) an employee of the corporation,
- (c) a director of the corporation, or
- (d) employed by or on behalf of a person who has been nominated for election.

67. Delay in postal service through industrial action or unforeseen event

67.1 If industrial action, or some other unforeseen event, results in a delay in:

- (a) the delivery of the documents in rule 23, or
- (b) the return of the ballot papers and declarations of identity,

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll, with the agreement of the Regulator.

DISQUALIFICATION FROM COUNCIL OF GOVERNORS

1. A person may not become or continue as a Governor of Council of the Trust if–
 - (a) in the case of a Staff Governor of Council or Public Governor of Council he/she ceases to be a member of the constituency he/she represents;
 - (b) in the case of a CCG Governor of Council, Local Authority Governor of Council, or Partnership Governor of Council, the sponsoring organisation withdraw their sponsorship of him/her;
 - (c) he/she has been adjudged bankrupt or his/her estate has been sequestrated and in either case he/she has not been discharged;
 - (d) he/she has made a composition or arrangement with, or granted a trust deed for, his/her creditors and has not been discharged in respect of it;
 - (e) he/she has within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on him/her;
 - (f) he/she has within the preceding two years been dismissed, otherwise by reason of redundancy or where the dismissal has been determined unfair by a competent tribunal, from any paid employment with a the Trust, any of its subcontractors or any other health service body.
 - (g) he/she is a person whose tenure of office as the Chairman or as a member or director of a health service body has been terminated on the grounds that his/her appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
 - (h) he/she is an Executive or Non-Executive Director of the Trust, or a Governor of Council, Non-Executive Director, Chairman or Chief Executive Officer of another NHS Foundation Trust;
 - (i) he/she is incapable by reason of mental disorder, illness or injury of managing and administering his/her property and affairs;
 - (j) he/she has ever been convicted of an offence against children or is currently on the Register of Sexual Offenders;
 - (k) he/she has been identified by the Trust as a vexatious complainant in accordance with relevant Trust policy;
 - (l) he/she has been red or yellow-carded under the Trust’s Zero Tolerance Policy.

2. Where a person has been elected or appointed to be a Governor of Council and he/she becomes disqualified under Annex 3, paragraph 1, he/she shall notify the Membership Support Officer, in writing of such disqualification.

3. If it comes to the notice of the Membership Support Officer at the time of his/her appointment or later, that the Governor of Council is so disqualified, he/she shall immediately declare that the person in question is disqualified and notify him/her in writing to that effect.

4. Upon receipt of any such notification, that person’s tenure of office, if any, shall be terminated and he/she shall cease to act as a Member of Council.

TERMINATION OF TENURE OF GOVERNORS OF COUNCIL

1. A governor of Council may resign from office at any time during the term of that office by giving three months' notice in writing to the Membership Support Officer.
2. If a Governor of Council fails to attend 2 or more consecutive meetings of the Council of Governors, his/her tenure of office is to be immediately terminated unless the other Governors of Council are satisfied that -
 - (a) that the absence was due to a reasonable cause; and
 - (b) he/she will be able to start attending meetings of the Trust again within such a period as they consider reasonable.
3. If a Governor of Council fails to attend a training session for Governors of Council, as recommended by the Chief Executive and approved by the Council of Governors, within 6 months of becoming a Governor of Council, his/her tenure of office is to be terminated within one month unless in the meantime the Governor of Council has satisfied the Council of Governors that-
 - (a) the absence was due to a reasonable cause; and
 - (b) he/she will be able to attend the training session within such a period as the Council of Governors considers reasonable.
4. If the Council of Governors determines that a Public or Staff Governor of Council is at any time not representative of the constituency or class which they represent then they may, acting reasonably, terminate his/her tenure of office.
5. The Council of Governors may agree to terminate a Governor of Council's tenure of office for reasonable cause if it considers that his/her continuing as a Governor of Council would or would be likely to -
 - (a) limit the ability of the Trust to fulfil its principal purpose or other of its other purposes under this constitution or otherwise to discharge its functions; or
 - (b) harm the Trust's work with other partners with whom it is engaged, or may be engaged, in the provisions of goods and services; or
 - (c) adversely affect public confidence in the Trust or the goods and services provided by the Trust; or
 - (d) otherwise bring the Trust into disrepute.
6. A Governor of Council's tenure of office may be terminated by the Council of Governors by a resolution approved by a majority of the remaining Governors of Council on the grounds that -
 - (a) he/she has breached the code of conduct; or
 - (b) he/she has acted in a manner detrimental to the interests of the Trust.

7. A Governor of Council will have the opportunity to make representations on his/her own behalf to the Council of Governors but shall not be entitled to vote on the issue of termination of his/her tenure of office.

ROLES, RESPONSIBILITIES AND STANDING ORDERS FOR THE COUNCIL OF GOVERNORS

1. Introduction

The Constitution of Tameside & Glossop Integrated Care NHS Foundation Trust prescribes in paragraph 16 that the Council are to have Standing Orders for the practice and procedure of the Council.

2. Interpretation

In this Annex:-

Board of Directors – means the Board of Directors as constituted in accordance with the Constitution.

The Chairman - means the Chairman of the Board of Directors, appointed in accordance with the provisions of paragraph 22.1 or paragraph 23 of the Constitution.

Class – the parts of the Staff Constituency, further defined at Annex 2.

Council of Governors – means the Council of Governors as constituted in accordance with the Constitution.

Council Member – means any Member of the Council of Governors as defined above.

Deputy Chair – means the Deputy Chair of the Board of Directors appointed in accordance with the provisions of paragraph 24 of the Constitution.

Director – means a director on the Board of Directors (see above).

Non-Executive Director – means a member of the Board of Directors who does not hold an executive office of the Trust

The Trust – means the Tameside & Glossop Integrated Care NHS Foundation Trust

3. Composition of the Council of Governors

The Composition of the Council of Governors as set out in Annex 4 of the Constitution shall be:-

- 15 Public Governors of Council, as specified in Annex 1 of the Constitution,
- 6 Staff Governors of Council, one from each of the six classes:-
- 6 appointed Governors of Council as follows:-

- (i) 1 Governor from Tameside and Glossop CCG;
 - (ii/iii) 2 Local Authority Governors, one each from the Metropolitan Borough Council of Tameside and the Borough of the High Peak
 - (iv) 1 Third Sector Coalition Partner;
 - (v) 1 Young Person Partner; and
 - (vi) 1 PFI Partner
4. The role of the Council of Governors shall be to represent the interests of the Trust to its members and vice-versa.
5. Specific roles and responsibilities of Governors of Council include –
- (a) at a General Meeting –
- (i) to appoint or remove the Chairman and the other Non-Executive Directors. The initial Chairman appointed by the Council of Members is to be the Chairman of the former Tameside & Glossop Acute Services NHS Trust if he/she wishes to be appointed. The other initial Non-Executive Directors appointed by the Council of Members are, so far as possible, to be the Non-Executive Directors (other than the Chairman) of the former Tameside & Glossop Acute Services NHS Trust who wish to be appointed. The removal of a Non-Executive Director requires the approval of three-quarters of the Council of Members,
 - (ii) To decide the remuneration and allowance, and the other terms and conditions of office, of the Non-Executive Directors,
 - (iii) to appoint or remove the Trust's Auditor at a general meeting of the Council of Members,
 - (iv) to be presented with the annual accounts, any report of the Auditor on them and the annual report;
- (b) to approve (by a majority of the Governors of Council voting) an appointment of the Chief Executive, other than the initial Chief Executive of the Trust appointed in pursuance of Paragraph 19(6) of Schedule 7 to the 2006 Act;
- (c) to give the views of the Council of Governors to the Board of Directors for the purposes of the preparation (by the Directors) of the document containing information as to the Trust's forward planning in respect of each financial year to be submitted to the Independent Regulator;
- (d) to consider the Annual Accounts, any report of the Auditor on them and the Annual Report; and
- (e) to respond as appropriate when consulted by the Directors of the Trust.
6. Role of Appointed Governors

The role of Council Governors appointed by the CCG, Local Authority and Partnership groups or organisations, shall, in addition to their general responsibilities as Council Governors, be:

- a) to bring to the Council of Governors a greater understanding of the organisation/group they represent
- b) to speak with authority for the organisation/group they represent and where appropriate be able to explain its policies.
- c) to support the role of the Council of Governors
- d) to represent the Trust to the organisation they represent.

7. Standing Orders for the Meetings of the Council of Governors

7.1 The Chair of the Trust is to preside at meetings of the Council of Governors, or the Deputy Chair in the absence of the Chair.

7.2 A meeting of the Council of Governors shall be deemed quorate if:

- (a) a majority of the Public Governors of Council are present;
and
- (b) not less than two Staff Governors of Council are present;
and
- (c) not less than three appointed Governors of Council are present.

7.3 Meetings of the Council of Governors are to be open to members of the public unless the Council of Governors resolves to exclude the public (in relation to all or part of a meeting) for reasons of commercial, staff or patient confidentiality or on other proper grounds. The Chairman may exclude any member of the public from a meeting of the Council of Governors if they are interfering with or preventing the proper conduct of the meeting.

7.4 The Council of Governors is to meet bi-monthly and at least five times per financial year.

7.5 At a general meeting of the Council of Governors, which shall take place within six months of the end of each financial year, the Council of Governors shall:

- (a) receive and consider the Annual Accounts, any report of the Auditor on them, and the Annual Report.
- (b) receive and consider the draft strategic, financial and capital plans prepared by the Board of Directors.

Arrangements for Meetings -

7.6 the Chair (or Deputy Chair) shall give such directions as he/she thinks fit with regard to the arrangements for meetings of the Council of Governors, and

accommodation of members of the public and press to ensure that Council's business shall be conducted without interruption and disruption.

- 7.7 Notice of Meetings – before each meeting of the Council of Governors a notice of the meeting, specifying the business to be transacted at the meeting, and signed by the Chair on an authorised paper of the Trust, shall be delivered to all Members of Governors, posted to the usual place of residence of each Governor of Council, to be available to him/her at least three clear working days before the date of the meeting.
- 7.8 Setting the agenda – the Chair may determine that certain items shall appear at every meeting of the Council of Governors. Any Governors of Council wishing to place an item of business on the agenda shall make his/her request to the Chair at least 10 clear days before the date of the meeting. Requests made later than 10 days can be included on the agenda at the discretion of the Chair.
- 7.9 Notice of Motion – a Governor of Council desiring to move or amend a motion shall send a written notice of at least 10 clear days before the meeting, to the Chair, who shall insert in the agenda all notices so received. Motions, once moved, can be withdrawn by the proposer.
- 7.10 Discussion of Motions – when a motion is under discussion it is open to a Governor of Council to move:-
- an amendment to the motion;
 - adjournment of discussion to the next meeting;
 - that the meeting should proceed to next business;
 - an appointment of an ad hoc committee to deal with the specific item of business
- The mover of the motion shall have the right of reply at the close of any discussion of the motion.
- 7.11 Chairman's Ruling – statements of Governors of Council shall be relevant to the matter under discussion and the decision of the Chair –on questions of order, relevance, regularity and other matters, shall be observed at the meeting.
- 7.12 Voting – all questions put to the vote shall, at the discretion of the Chair, be determined by expression or by a show of hands and shall be determined by a majority of votes of Governors of Council present.
- 7.13 Minutes – the minutes of the proceedings of the meeting shall be drawn up and submitted for agreement of the next ensuing meeting where they will be signed by the Chair or Deputy Chair, whoever is presiding. No discussion shall take place on the minutes except as to their accuracy. any amendment shall be agreed and recorded at the next meeting.
- 7.14 Record of Attendance – the names of the Governors of Council present at the meeting shall be recorded in the minute.

7.15 Conflict of Interests – a Governor of Council shall disclose any pecuniary, personal or family interest, direct or indirect, in any proposed contract or other matter which is under consideration or to be considered by the Council of Members. The potential conflict of interest shall be declared by the Governor of Council as soon as he/she becomes aware of it to the Chair or Membership Support Officer. The Governor of Council so declaring a conflict of interests shall be excluded from any discussion or consideration of the matter in which in interest has been disclosed.

8. Committees

8.1 The Council of Governors may appoint, but not delegate its powers to, committees consisting of its members to assist it in carrying out its functions. Specific terms of reference will be established.

8.2 The Council of Governors will establish a Nominations Committee, comprising the Chairman and three Public Governors of Council, to assist the Council with the appointment of the Non – Executive Directors. The Chairman of another Foundation Trust will be invited to act as an independent assessor to the Nominations Committee. In the case of the appointment of the Chairman, this committee will be chaired by the Deputy Chair. The Nominations Committee will consult the Chief Executive.

8.3 The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and the other non-executive directors.

9. Register of Interests

As per paragraph 31 of the Constitution, the Trust shall keep a Register of Interests for all Governors of Council and review it annually. Governors are required to declare formally in writing any direct or indirect pecuniary interest and any other interest which is relevant and material to the business of the Trust. If there are no interests to declare, Members must also make a written declaration to that effect.

10. Travel Expenses

The Trust may pay travelling and other reasonable expenses to the Council of Governors at rates determined by the Trust. Travel expense claim forms are available from the Membership Office.

11. Code of Conduct

Governors of Council of the Tameside & Glossop Integrated Care NHS Foundation Trust are required to:-

- Commit to and actively support the Trust's vision and values
- Seek at all times to support the Trust in its aims and priorities and ensure that its

needs and interests are foremost in decision - making

- Act with discretion and care in respect of difficult and confidential issues
- Maintain confidentiality with regard to information gained, following the Trust's Confidentiality Policy
- Uphold the seven principles of public life as detailed by the Nolan Committee (see below)
- Accept responsibility for their own actions
- Recognise that they will not be representing any organisations if they are a member of a trade union, political party or other organisation, but will be representing the public or staff that elected them
- Be honest and act with integrity and probity at all times
- Recognise that Tameside & Glossop Integrated Care NHS Foundation Trust is an apolitical organisation
- Seek to ensure that the membership of the constituency they represent is properly informed and able to influence the hospital's plans and services
- Seek to ensure that the best interests of the public, patients, carers and staff are upheld in decision-making and decisions are not influenced by gifts or inducements
- Seek to ensure that no one is discriminated against because of their religion, belief, race, colour, gender, marital status, disability or health status, sexual orientation, age, social or economic status or national origin
- Show their commitment to team working with their colleagues in the NHS and wider community
- Seek to ensure that their Council of Governor colleagues are valued, and that judgments about them are consistent, fair, unbiased and properly founded
- Comply at all times with the Constitution, Standing Orders and Standing Financial Instructions of the Trust, and all other relevant policies, principles and guidelines
- Support and assist the Accountable Officer (Chief Executive) of the Trust in their responsibility to answer to the Independent Regulator, Commissioners and the public in terms of fully and faithfully declaring and explaining the use of resources and the performance of the total NHS in putting national policy into practice and delivery targets.

Nolan Principles - the seven principles of public life

Governors of Council must behave in accordance with the seven principles for those in public office which were set out by the Nolan Committee and are as follows:-

Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so to gain financial or other material benefits for themselves, their family or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.

FURTHER PROVISIONS CONCERNING THE COUNCIL OF GOVERNORS

1. CCG Governors of Council

- 1.1 Tameside and Glossop Primary Care Trust is authorised to appoint a CCG Governor of Council pursuant to a process agreed by the Primary Care Trust and the Trust.

2. Local Authority Governor of Council

- 2.1 Tameside and Glossop Metropolitan Borough Council and the Borough of High Peak Council are authorised to appoint one Local Authority Governor of Council each pursuant to a process agreed by those Local Authorities and the Trust.

3. Other Appointed Governor of Council

- 3.1 The Young Person Governor of Council will be appointed from nominations from the Trust's Children and Young People's Partnership Forum.
- 3.2 The PFI Partner Governor is to be appointed by the Trust's PFI Partner and in accordance with a process agreed by the Trust and Consort
- 3.3 Third Sector Coalition Partnership Governor of Council is to be appointed by the Third Sector Coalition, in accordance with a process agreed by the Trust and the Coalition.

4. Role of Appointed Governors

The role of Council Governors appointed by the CCG, Local Authority and Partnership groups or organisations, shall, in addition to their general responsibilities as Council Governors, be:

- a) to bring to the Council of Governors a greater understanding of the organisation/group they represent
- b) to speak with authority for the organisation/group they represent and where appropriate be able to explain its policies.
- c) to support the role of the Council of Governors
- d) to represent the Trust to the organisation they represent.

5. Terms of Office

5.1 Public Governors of Council –

- (a) will hold office for a period of three years;

- (b) are eligible for re-election at the end of that period;
- (c) may not hold office for longer than nine consecutive years;
- (d) cease to hold office if they cease to be a member of the Public Constituency,
- (e) in the initial Public Governor of Council elections, the terms of office will be staggered. Allocations of a two or three year term will be offered in equal proportion.

5.2 Staff Governors of Council –

- (a) may hold office for a period of no more than three years;
- (b) are eligible for re-election at the end of that period;
- (c) may not hold office for longer than nine consecutive years;
- (d) cease to hold office if they cease to be a member of the Staff Constituency.
- (e) in the initial staff Governor of Council elections, the terms of office will be staggered. Allocations of a two or three year term will be offered in equal proportion.

5.3 Appointed Governors of Council (i.e. CCG, Local Authorities, Third Sector Coalition, PFI Partner, Young Person) -

- (a) may hold office for a period of no more than three years;
- (b) are eligible for re-appointment at the end of that period;
- (c) may not hold office for longer than nine years;
- (d) cease to hold office if the sponsoring organisation withdraws its sponsorship of them.

6. Vacancies amongst Governors of Council

6.1 Where a vacancy arises on the Council of Governors for any reason other than expiry of term of office, the following provisions will apply.

6.2 Where the vacancy arises amongst the appointed Governors, the Trust shall request that the appointing organisation appoints a replacement to hold office for the remainder of the term of office.

6.3 Where the vacancy arises amongst the elected Governors, the Council of Governors shall:

6.3.1 invite the next highest polling candidate for that seat at the most recent election, who is willing to take office, to fill the seat until the next annual election, at which time the seat will fall vacant and subject to election or any unexpired period of the term of office, or

6.3.2 if there is no next highest polling candidate for that seat willing to take office and the vacancy remains, be at liberty to call an election within three months to fill the seat for the remainder of the term of office.

Tameside & Glossop Integrated Care NHS Foundation Trust

STANDING ORDERS, STANDING FINANCIAL INSTRUCTIONS AND
RESERVATION AND DELEGATION OF POWERS OF THE BOARD
OF DIRECTORS

November 2016

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Annex 10 - Standing Orders, Standing Financial Instructions and Reservation and Delegation of Powers of the Board Of Directors

Section A - Constitution, Conduct and Practice

- 1.1** The Constitution requires the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions (SFIs) as an integral part of Standing Orders setting out the responsibilities of individuals.

The Constitution requires that, inter alia, Boards draw up a schedule of decisions reserved to the Board, and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives (a scheme of delegation).

The 2006 Act requires the establishment of Audit and Remuneration Committees with formally agreed Terms of Reference.

- 1.2** The Code of Conduct makes various requirements concerning possible conflicts of interest between Council of Governors and Board of Directors.
- 1.3** The Code of Practice on Openness in the NHS (to be revised in light of the Freedom of Information Act) sets out the requirements for public access to information on the NHS.
- 1.4** The Trust shall deal with NHS Improvement in an open and co-operative manner and shall promptly notify NHS Improvement of anything relating to the Trust of which NHS Improvement would reasonably expect prompt notice, including, without prejudice to the foregoing generality, any anticipated failure or anticipated prospect of failure on the part of the Trust to meet its obligations under the terms of its authorisation or any financial or performance thresholds which NHS Improvement may specify from time to time.
- 1.5** The Chairman, Chief Executive or any other person giving information to Parliament, or to a Member of Parliament on behalf of the Trust, shall ensure that they comply with the standards expected of Ministers of the Crown with regard to openness of dealings, the giving of accurate and truthful information and the correction of any inadvertent error at the earliest opportunity. Any question submitted to the Trust by a Member of Parliament shall be responded to by the Trust within the same timescale as that expected of Ministers with respect to Parliamentary questions.

Section B - Interpretation and Definitions for Standing Orders and Standing Financial Instructions

- 2.1** Save as otherwise permitted by law at any meeting; the Chairman of the Trust shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive).
- 2.2** Any expression to which a meaning is given in the National Health Service Act 2006, (**the 2006 Act**) and all other Acts and legislation applicable to NHS foundation trusts shall have the same meaning in these Standing Orders and Standing Financial Instructions.
- 2.2.1** **"Accounting Officer"** means the NHS Officer responsible and accountable for funds entrusted to the Trust. The Officer shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust, it shall be the Chief Executive.
- 2.2.2** **"Trust"** means the Tameside & Glossop Integrated Care NHS Foundation Trust.
- 2.2.3** **"Board" and "Board of Directors"** mean the Chairman, Executive and Non-Executive Directors of the Trust collectively as a body.
- 2.2.4** **"Budget"** means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.
- 2.2.5** **"Budget Holder"** means the Director or employee with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation.
- 2.2.6** **"Chairman of the Board (or Trust)"** is the person appointed by the Council of Governors to lead the Board of Directors and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression "the Chairman of the Trust" shall be deemed to include the Deputy Chairman of the Trust if the Chairman is absent from the meeting or is otherwise unavailable.
- 2.2.7** **"Chief Executive"** means the Chief Officer of the Trust.
- 2.2.8** **"Clinical Governance Committee"** means a Committee whose functions are concerned with the arrangements for the purpose of NHS Improvements and improving the quality of healthcare for which the Trust has responsibility.
- 2.2.9** **"Commissioning"** means the process for determining the need for, and for obtaining, the supply of healthcare and related services by the Trust within available resources.
- 2.2.10** **"Committee"** means a Committee or Sub-Committee created and appointed by the Trust.
- 2.2.11** **"Committee Governors"** means persons formally appointed by the Board to sit on or to chair specific Committees.

- 2.2.12 "Contracting and Procuring"** means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance, and for disposal of surplus and obsolete assets.
- 2.2.13 "Director of Finance"** means the Chief Financial Officer of the Trust.
- 2.2.14 "Funds held on trust"** shall mean those funds which the Trust holds on date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under the 2006 Act specifically section 51. and the Charities Acts such funds may or may not be Charitable.
- 2.2.15 "Executive Director"** means the directly employed officer of the Trust and member of the Board of Directors with specific and corporate responsibility for the effective management and operation of the Trust.
- 2.2.16 "Non-Executive Director"** means appointed Non-Executive Officer and member of the Board of Directors with responsibility for the scrutiny and assurance of the management and operation of the Trust.
- 2.2.17 "Nominated Officer"** means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.
- 2.2.18 "Officer"** means employee of the Trust or any other person holding a paid appointment or office with the Trust.
- 2.2.23 "SFIs"** means Standing Financial Instructions. SFIs regulate the conduct of the Trust's financial matters.
- 2.2.24 "Standing Orders"** means Standing Orders. SOs incorporate the constitution and regulate the business conduct of the Trust.
- 2.2.25 "Deputy Chairman"** means the non-executive officer member appointed by the Board to take on the Chairman's duties if the Chairman is absent for any reason.
- 2.2.26 "The Constitution"** means the Constitution of the Trust.
- 2.2.27 "NHS Improvement"** means the Independent Regulator of NHS Foundation Trusts.
- 2.2.28 "Prudential Borrowing Code"** means the code set by NHS Improvement to determine the limit on total amount of borrowing by the NHS Foundation Trust.
- 2.2.29 "Prudential Borrowing Limit"** means the total amount of borrowing limit approved by NHS Improvement.
- 2.2.26 "Terms of Authorisation"** means the authorisation document issued by NHS Improvement conferring Foundation Trust status on the organisation.

Section C - Standing Orders

1 Introduction

1.1 Statutory Framework

Tameside & Glossop Integrated Care NHS Foundation Trust (the Trust), is a statutory body which came into existence in accordance with the 2006 Act.

- (1) The principal place of business of the Trust is Tameside & Glossop Integrated Care NHS Foundation Trust, Fountain Street, Ashton under Lyne, OL6 9RW.
- (2) NHS Trusts are governed by Act of Parliament, mainly the 2006 Act.
- (3) The functions of the Trust are conferred by this legislation.
- (4) As a statutory body, the Trust has specified powers to contract in its own name and to act as a Corporate Trustee. In the latter role, it is accountable to the Charities Commission under the Charities Act 1993 for those funds deemed to be Charitable.
- (5) The Trust also has the power under the 2006 Act to fund projects jointly planned with local authorities, voluntary organisations and other bodies for the purposes of or in connection with its functions.
- (6) The Constitution requires the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions (SFIs) as an integral part of Standing Orders setting out the responsibilities of individuals.

1.2 NHS Framework

- (1) In addition to the statutory requirements, NHS Improvement may issue guidance in respect of its compliance framework.
- (2) The Trust's Constitution requires that, inter alia, Boards draw up a schedule of decisions reserved to the Board, and ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives (a scheme of delegation). The Constitution also requires the establishment of Audit and Remuneration Committees with formally agreed Terms of Reference. The Constitution makes various requirements concerning possible conflicts of interest of Board members.
- (3) The Code of Practice on Openness in the NHS sets out the requirements for public access to information on the NHS.

1.3 Delegation of Powers

The Trust has powers to delegate and make arrangements for delegation. The Trust's Constitution (Annex 10(ii)) set out the detail of these arrangements. This document has effect as if incorporated into the Standing Orders

1.4 Integrated Governance

Trust Boards are now encouraged to move away from silo governance and develop integrated governance that will lead to good governance and to ensure that decision-making is informed by intelligent information covering the full range of corporate, financial, clinical, information and research governance. Guidance from the Department of Health on the move toward and implementation of integrated governance has been issued and will be incorporated in the Trust's Governance Strategy (see Integrated Governance Handbook 2006). Integrated Governance will better enable the Board to take a holistic view of the organisation and its capacity to meet its legal and statutory requirements and clinical, quality and financial objectives.

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

2.1 Composition of the Membership of the Trust Board

In accordance with section 20 of the Constitution, the composition of the Foundation Trust Board of Directors shall be as follows.

- (1) The Chairman of the Trust (Appointed by the Council of Governors)
- (2) Five Non-Executive Directors (appointed by the Council of Governors)
- (3) Not less than four, and not more than five Executive Directors
 - One of the Executive Directors shall be the Chief Executive,
The Chief Executive shall be the Accounting Officer
 - One of the Executive Directors shall be the Finance Director
 - One of the Executive Directors shall be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984)
 - One of the Executive Directors shall be a registered nurse or registered midwife.

2.2 Appointment of Chairman and Directors of the Trust

Appointment of the Chairman and Directors of the Trust is as set out in Sections 22-26 of the Constitution.

2.3 Terms of Office of the Chairman and Directors

The regulations setting out the period of tenure of office of the Chairman and Directors and for the termination or suspension of office of the Chairman and Directors are contained in Section 30 of the Constitution.

2.4 Appointment and Powers of Deputy Chairman

- (1) Subject to Standing Order 2.4 (2) below, the Chairman and Directors of the Trust may appoint one of their number, who is not also an Executive Director, to be Deputy Chairman for such period, not exceeding the remainder of his/her term as a non-executive Director of the Trust, as they may specify on appointing him/her, as referred to in Section 24 of the Constitution.
- (2) Any Non-Executive Director so appointed may at any time resign from the office of Deputy Chairman by giving notice in writing to the Chairman. The Chairman and Directors may thereupon appoint another Non-Executive Director as Deputy Chairman in accordance with the provisions of Standing Order 2.4 (1).
- (3) Where the Chairman of the Trust has died or has ceased to hold office, or where he/she have been unable to perform his/her duties as Chairman owing to illness or any other cause, the Deputy Chairman shall act as Chairman until a new Chairman is appointed or the existing Chairman resumes their duties as the case may be; and references to the Chairman in these Standing Orders shall, so long as there is no Chairman able to perform those duties, be taken to include references to the Deputy Chairman.

2.5 Joint Directors

- (1) Where more than one person is appointed jointly to a Director post, these persons shall count for the purpose of Standing Order 2.1 as one person.
- (2) Where the office of a Director of the Board of Directors is shared jointly by more than one person:
 - (a) either or both of those persons may attend or take part in meetings of the Board,
 - (b) if both are present at a meeting they should cast one vote if they agree,
 - (c) in the case of disagreements no vote should be cast, and
 - (d) the presence of either or both of those persons should count as the presence of one person for the purposes of Standing Order 3.36.

2.6 Role of Directors

The Board will function as a corporate decision making body, and Executive and Non-Executive Directors will be full and equal members. Their role as members of the Board of Directors will

be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions. (Please also see Section 5. 1 of the Constitution.)

(1) Executive Directors

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

(2) 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 Financial Directions and in line with the requirements of the Constitution.

(3) Director of Finance

The Director of Finance shall be responsible for the provision of financial advice to the Trust and to its members and for the supervision of financial control and accounting systems. He/she shall be responsible along with the Chief Executive for ensuring the discharge of obligations under relevant Financial Directions.

(4) Non-Executive Directors

The Non-Executive Directors shall not be granted, nor shall they seek, to exercise any individual executive powers on behalf of the Trust. They may, however, exercise collective authority when acting as members of, or when chairing a committee of the Trust, which has delegated powers.

(5) Chairman

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

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

2.7 Corporate Role of the Board

- (1) All business shall be conducted in the name of the Trust.
- (2) All funds received in trust shall be held in the name of the Trust as Corporate Trustee.

- (3) The powers of the Trust established under statute shall be exercised by the Board Meeting in formal sessions.
- (4) The Board shall define and regularly review the functions it exercises in accordance with its statutory duties and the terms of its authorisation by NHS Improvement.

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

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

2.9 Lead Roles for Board Directors

The Chairman will ensure that the designation of Lead roles or appointments of Board Directors as required by the Department of Health and/or NHS Improvement, or as set out in any statutory or other guidance, will be made in accordance with that guidance or statutory requirement (eg appointing a Lead Board Director with responsibilities for Infection Control or Child Protection Services etc). Lead roles and appointments will be reviewed on an annual basis at the same time as the annual review of the SFIs and SOs.

3. Meetings of the Board of Directors

3.1 Frequency of meetings

The Board of Directors shall meet once per calendar month in public, with the exception of the month of December, and once per calendar month in private, with the exception of the month of December. When meeting in private the Board of Directors will have regard to the confidential nature of the business to be transacted, publicity on which could be prejudicial to the public interest, and the business interests of the Trust.

The Chairman may call a meeting of the Board of Directors at any time over and above the normal schedule of meetings, referred to in SO 3.1 above. If the Chairman refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of Directors, has been presented to him/her, or if, without so refusing, the Chairman does not call a meeting within seven days after such requisition has been presented to him, at the Trust's Headquarters, such one third or more Directors may forthwith call a meeting.

3.2 Notice of Meetings

Before each meeting of the Trust, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chairman or by an Officer of the Trust authorised by the Chairman to sign on his behalf, shall be delivered to every Director, or sent by post to the usual place of residence of such Director, so as to be available to him/her at least three clear days before the meeting.

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

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

Failure to serve such a notice on more than three Directors will invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.

3.3 Setting the Agenda

The Board 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. (Such matters may be identified within these Standing Orders or following subsequent resolution shall be listed in an Appendix to the Standing Orders.)

A Director desiring a matter to be included on the agenda shall make his/her request in writing to the Chairman at least ten clear days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chairman.

3.4 Chairman of Meeting

At any meeting of the Trust, the Chairman, if present, shall preside. If the Chairman is absent from the meeting, the Deputy Chairman shall preside. If the Chairman and Deputy Chairman are absent such Non-Executive Director as the Directors present shall choose shall preside.

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

3.5 Notices of Motion

A Director of the Trust desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Chairman, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda subject to SO 3.4.

3.6 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 Chairman.

3.7 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 calendar months shall bear the signature of the Directors who give it and also the signature of four other Directors. When any such motion has been disposed of by the Trust, it shall not be competent for any Director other than the Chairman to propose a motion to the same effect within six months. However, the Chairman may do so if he/she considers it appropriate.

3.8 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

- an amendment to the motion,
- the adjournment of the discussion or the meeting,
- that the meeting proceed to the next business, or
- the appointment of an ad hoc committee to deal with a specific item of business.

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

3.9 Chairman's Ruling

Statements of Directors made at meetings of the Trust shall be relevant to the matter under discussion at the material time and the decision of the Chairman of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

3.10 Voting

All questions put to the vote shall, at the discretion of the Chairman of the meeting, be determined by oral expression or by a show of hands and shall be determined by a majority of the votes of 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. 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 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.

3.11 Minutes

The Minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.

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

Minutes shall be circulated in accordance with Directors' wishes.

3.12 Joint Directors

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

- both persons shall be entitled to attend meetings of the Trust,
- either of those persons shall be eligible to vote in the case of agreement between them,
- in the case of disagreement between them no vote should be cast, and
- the presence of either or both of those persons shall count as one person for the purposes of Quorum.

3.13 Suspension of Standing Orders

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

A decision to suspend Standing Orders shall be recorded in the Minutes of the Meeting.

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

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

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

3.14 Variation and Amendment of Standing Orders

These Standing Orders shall be amended only if

- a notice of motion under Standing Orders has been given,
- no fewer than half the total of the Trust's Non-Executive Directors vote in favour of amendment,
- at least two-thirds of the Directors are present; and
- the variation proposed does not contravene a statutory provision.

3.15 Record of Attendance

The names of the Directors present at the meeting shall be recorded in the Minutes.

3.16 Quorum

No business shall be transacted at a meeting of the Trust unless at least one-third of the whole number of the Directors are present including at least one Executive Director and one Non-Executive Director.

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

If 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 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 one Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board considers the recommendations of the Remuneration and Terms of Service Committee).

4 Appointment of Committees and Sub-Committees

4.1 Delegation of Functions

The Board may make arrangements for the exercise, on behalf of the Trust, of any of its functions by a Committee, so appointed by a Director or an Officer of the Trust in each case subject to such restrictions and conditions as the Board thinks fit.

4.2 Emergency Powers

The powers which the Board has retained to itself within these Standing Orders may, in emergency, be exercised by the Chief Executive and the Chairman after having consulted at least two Non-executive Directors. The exercise of such powers by the Chief Executive and the Chairman shall be reported in writing to the next formal meeting of the Board for ratification.

4.3 Delegation to Committees

The Board shall agree from time to time to the delegation of executive powers to be exercised by Committees, which it has formally constituted. The constitution and Terms of Reference of these Committees and their specific executive powers shall be approved by the Board. Committees may not delegate their powers to a sub-committee unless authorised by the Board.

The Committees established by the Trust are as follows.

- Audit*
- Remuneration and Terms of Service**
- Quality and Governance Committee

- Finance and Performance Committee
- Charitable Funds (which reports to the Board via the Audit Committee)

*Required to be established under the 2006 Act and in accordance with section 35 of the Constitution.

**Required to be established under the 2006 Act and in accordance with section 30 of the Constitution.

Terms of Reference for each of the Committees will be reviewed annually by the Trust Board.

4.4 Delegation to Officers

Those functions of the Trust which have not been retained as reserved by the Board or delegated to an executive committee shall be exercised on behalf of the Board 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.

The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals which shall be considered and approved by the Audit Committee, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Audit Committee as indicated above.

Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Director of Finance or other Executive Director to provide information and advise the Board in accordance with any statutory requirement.

The arrangements made by the Board as set out in the "Reservations of Powers to the Board and Delegation of Powers" shall have effect as if incorporated in these Standing Orders.

5 Overlap with other Trust Policy Statements/Procedures, Regulations and the Standing Financial Instructions

5.1 Policy Statements - General Principles

The Trust Board will, from time to time, agree and approve Policy statements/procedures which will apply to all or specific groups of staff employed by the Trust. The decisions to approve such policies and procedures will be recorded in an appropriate Board of Directors' Meeting Minute and will be deemed, where appropriate, to be an integral part of the Trust's Standing Orders and Standing Financial Instructions.

5.2 Specific Policy Statements

Notwithstanding the application of SO 5.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following Policy statements.

- Constitution of the Trust
- Standards of Business Conduct and Conflicts of Interest Policy for Trust Staff
- Staff Disciplinary and Appeals Procedures adopted by the Trust both of which shall have effect as if incorporated in these Standing Orders

5.3 Standing Financial Instructions

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

5.4 Specific Guidance

Notwithstanding the application of SO 5.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with any other guidance, Act or legislation which the Foundation Trust must comply with, in particular:-

- National Health Service Act 2006
- Caldicott Report 1997 and the Caldicott Guardian Manual 2006
- Human Rights Act 1998
- Freedom of Information Act 2000
- Data Protection Act 1998

6 Duties and Obligations of Board Members, Directors and Senior Managers under the Standing Orders and Standing Financial Instructions

6.1 Declaration of Interests

6.1.1 Requirements for Declaring Interests and applicability to Board Members

- (i) In accordance with the Constitution,(section 29), Trust Directors are required to declare interests which are relevant and material to the NHS Board of which they are a member. All existing Board Directors should declare such interests. Any Board Directors appointed subsequently should do so on appointment. Declarations should be made within 28 days of appointment or within 7 days of a subsequent interest arising

6.1.2 Interests which are Relevant and Material

- (i) Interests which should be regarded as "relevant and material" are as follows.
- a) Directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies)
 - b) Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS

- c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS
 - d) A position of Authority in a charity or voluntary organisation in the field of health and social care
 - e) Any connection with a voluntary or other organisation contracting for NHS services
 - f) Research funding/grants that may be received by an individual or their Department
 - g) Interests in pooled funds that are under separate management
- (ii) Any member of the Trust Board who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in Standing Order 6.3 below and elsewhere) has any pecuniary interest, direct or indirect, the Board Member shall declare his/her interest by giving notice in writing of such fact to the Trust as soon as practicable.

6.1.3 Advice on Interests

If Board Directors have any doubt about the relevance of an interest, this should be discussed with the Chairman of the Trust or with the Trust's Chief Executive.

Financial Reporting Standard No 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 an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

6.1.4 Recording of Interests in Board of Directors' Meetings Minutes

At the time Board Directors' interests are declared, they should be recorded in the Board of Directors' Meeting Minutes.

Any changes in interests should be declared at the next Board of Directors meeting following the change occurring and recorded in the Minutes of that meeting.

6.1.5 Publication of Declared Interests in Annual Report

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

6.1.6 Conflicts of Interest which arise during the course of a Meeting

During the course of a Board of Directors' meeting, if a conflict of interest is established, the Board Director concerned should withdraw from the meeting and play no part in the relevant discussion or decision. (See overlap with SO 6.3)

6.2 Register of Interests

- 6.2.1 The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Board or Committee Members. In particular, the Register will include details of all Directorships and other relevant and material interests (as defined in SO 6.1.2) which have been declared by both Executive and Non-Executive Trust Board members.
- 6.2.2 These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.
- 6.2.3 The Register will be available to the public and the Chief Executive will take reasonable steps to bring the existence of the Register to the attention of local residents and to publicise arrangements for viewing it.

6.3 Exclusion of Chairman and Directors in proceedings on account of Pecuniary Interest

6.3.1 Definition of Terms used in interpreting 'Pecuniary' Interest

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

- (i) "spouse" shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse)
- (ii) "contract" shall include any proposed contract or other course of dealing.
- (iii) "Pecuniary Interest"

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

- a) he/she, or a nominee of his/her, is a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same, or
 - b) he/she is a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.
- (iv) Exception to Pecuniary Interests

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

- a) neither he/she or any person connected with him/her has any beneficial interest in the securities of a company of which he/she or such person appears as a member, or

- b) any interest that he/she or any person connected with him/her may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence him/her in relation to considering or voting on that contract, or
- c) those securities of any company in which he/she (or any person connected with him/her) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less.

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

6.3.2 Exclusion in Proceedings of the Trust Board

- (i) Subject to the following provisions of this Standing Order, if the Chairman or a Director of the Trust Board has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- (ii) The Trust Board may exclude the Chairman or a Director of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he/she has a pecuniary interest is under consideration.
- (iii) This Standing Order applies to a committee or sub-committee and to a joint committee or sub-committee as it applies to the Trust and applies to a member of any such committee or sub-committee (whether or not he/she is also a member of the Trust) as it applies to a member of the Trust.

6.4 Standards of Business Conduct

6.4.1 Trust Policy and National Guidance

All Trust Staff and Governors of Council, must comply with the Trust's Standards of Business Conduct and Conflicts of Interest Policy and the National Guidance contained in HSG(93)5 on 'Standards of Business Conduct for NHS staff' (see SO 5.2).

6.4.2 Interest of Officers in Contracts

- (i) Any officer or employee of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in SO 6.3) has any pecuniary interest, direct or indirect, the Officer shall declare their interest by giving notice in writing of such fact to the Chief Executive as soon as practicable.

- (ii) An Officer should also declare to the Chief Executive any other employment or business or other relationship of his/her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.
- (iii) The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.

6.4.3 Canvassing of and Recommendations by Members in Relation to Appointments

- (i) Canvassing of members of the Trust or of any Committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.
- (ii) Members of the Trust shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph of this Standing Order shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

6.4.4 Relatives of Members or Officers

- (i) Candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any member or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.
- (ii) The Chairman and Executive and Non-Executive Directors of the Trust shall disclose to the Trust Board any relationship between himself/herself and a candidate of whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the Board of Directors any such disclosure made.
- (iii) On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Trust whether they are related to any other member or holder of any office under the Trust.
- iv) Where the relationship to a member of the Trust is disclosed, the Standing Order headed 'Disability of Chairman and members in proceedings on account of pecuniary interest' (SO 6) shall apply.

7 Membership of the Trust

For all matters pertaining to the Council of Governors and the Membership of the Trust, please refer to the Constitution of the Trust with particular reference to the following.

- Paragraphs 11-19 of the Constitution
- Paragraph 38 of the Constitution
- Annexes 1-9 to the Constitution

8 Custody of Seal, Sealing of Documents and Signature Of Documents

8.1 Custody of Seal

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

8.2 Sealing of Documents

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

8.3 Register of Sealing

The Chief Executive shall keep a register in which he/she, or another Manager of the Authority authorised by him/her, shall enter a record of the sealing of every document.

8.4 Signature of Documents

Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or any Executive Director.

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

9 Miscellaneous

9.1 Joint Finance Arrangements

The Board may confirm contracts to purchase from a voluntary organisation or a local authority using its powers under the 2006 Act. The Board may confirm contracts to transfer money from the NHS to the voluntary sector or the health related functions of local authorities where such a transfer is to fund services is for the purposes of or in connection with the Trust's functions.

DELEGATION FROM STANDING FINANCIAL INSTRUCTIONS

SFI REF	DELEGATED TO	AUTHORITIES/DUTIES DELEGATED
1.3.6	Chief Executive	Ensuring all directors and employees, present and future, are notified of and understand Standing Financial Instructions.
1.3.7	Director of Finance	Implementing the Trust's financial policies and coordinating corrective action and ensuring detailed financial procedures and systems are prepared and documented.
1.3.8	Director of Finance	Responsible for the security of the Trust's property, avoiding loss, exercising economy and efficiency in using resources and conforming to Standing Orders, Standing Financial Instructions and financial procedures.
1.3.10	Director of Finance	Form and adequacy of financial records of all departments.
2.1.1	Audit Committee	Providing an independent and objective view on internal control and probity.
2.2.1	Director of Finance	Investigating any suspected cases of fraud or other irregularity, in conjunction with the Local Counter Fraud Specialist.
2.3	Audit Committee	Ensure that the internal audit review, appraise and report in accordance with Public Sector Internal Audit Standards and best practice.
2.4	Audit Committee	Ensuring cost effective audit.
3	Director of Finance	Submitting budgets, monitoring performance against budget, submitting financial estimates and forecasts to the Board.
3	Chief Executive	Delegating budgets to budget holders and submitting monitoring returns to the Independent Regulator.
3.3	Director of Finance	Devising and maintaining systems of budgetary control.
4	Director of Finance	Annual accounts and reports.
5	Director of Finance	Banking arrangements.
6	Director of Finance	Income systems.
7	Chief Executive	Negotiating contracts for the provision of patient services.
7	Director of Finance	Regular reports of actual and forecast contract income and expenditure.

SFI REF	DELEGATED TO	AUTHORITIES/DUTIES DELEGATED
8	Remuneration etc. Sub-Committee	Making recommendations to the Board concerning remuneration and terms of service of directors and senior employees on MPS Terms and Conditions of Service.
8.4	Human Resources	Payroll
9.1	Chief Executive	Determining, and setting out, levels of delegation of non-pay expenditure to budget managers.
9.2.2	Director of Finance	Prompt payment of accounts.
9.2.5	Chief Executive	Authorising individuals to use and/or be issued with official orders.
9.2.7	Director of Finance	Ensuring that Standing Orders are compatible with NHS Executive requirements in respect of building and engineering contracts.
10	Director of Finance	Advising Board on borrowing and investment needs and preparing procedural instructions.
11	CE/Director of Finance	Capital investment programme.
11.1	Chief Executive/Director of Finance	Monitoring the capital programme.
11.3	Chief Executive/Director of Finance	Maintenance of asset registers.
11.4.1	Chief Executive	Overall responsibility for fixed assets.
11.4.4	Directors and Employees	Responsibility for security of Trust assets including notifying discrepancies to Director of Finance, and reporting losses in accordance with Trust procedures.
12	Director of Finance	Responsibility for systems of control over stores and receipt of goods.
12.8	Chief Executive	Identifying persons authorised to requisition and accept goods from Supplies/Trust stores.
13.2	Director of Finance	Preparing procedures for recording and accounting for losses and special payments and informing NHS Protect of all frauds and informing police in cases of suspected arson or theft, and where appropriate involving the Local Counter Fraud Specialist (LCFS).
14	Director of Finance	Responsibility for accuracy and security of computerised financial data.
15	Chief Executive	Responsibility for ensuring patients and guardians are informed about patients' money and property

SFI REF	DELEGATED TO	AUTHORITIES/DUTIES DELEGATED
		procedures on admission.
16	Corporate Trustee	Ensuring each fund held on trust is managed appropriately (subject to the discretion and approval of the Charitable Funds Committee).
17	Chief Executive	Retention of document procedures.
18	Chief Executive	Risk management programme.
18	Director of Finance	Insurance arrangements. See also Section 7 item 25.

Section 9 - DETAILED SCHEME OF DELEGATION

This document provides a framework for decision-making responsibilities within the Trust. Directors are responsible for ensuring that all staff operate within the Scheme of Delegation and in accordance with Standing Orders and Standing Financial Instructions. The Scheme of Delegation identifies the lowest level to which a particular responsibility may be delegated. There is no requirement for Directors to delegate to this level. The levels of management/delegation referred to in this Scheme are as follows:

- Chief Executive (In the absence of the Chief Executive, urgent matters may be dealt with by the relevant Director and/or the Chairman)
- Director of Finance (In the absence of the Director of Finance, urgent matters may be dealt with by the Associate Director of Finance – Operational Finance and Procurement – Deputy DoF throughout this document)
- Other Executive Directors i.e. Voting Board Member
- Other Directors
- Divisional Directors
- Directorate Managers / Service Managers / Clinical Directors
- Senior Manager Authorised Signatories
- Line / Ward / Departmental Manager
- Other Authorised Signatories

It is for Executive Directors to identify within their Directorate those Officers whom they wish to authorise (Authorised Signatories) to exercise delegated authority within this Scheme of Delegation. Forms for this purpose are available from the Director of Finance and posted on the Trust's intranet.

- Throughout this document / = or.

<p>1. <u>Management of Budgets - General</u></p> <p>Responsibility of keeping expenditure within budgets, and for ensuring income is received for services provided.</p> <p>At individual budget level (Income, Pay and Non Pay)</p> <p>At service level</p> <p>For the totality of services</p> <p>For all other areas</p>	<p>Budget Manager</p> <p>Directorate / Service Manager</p> <p>Divisional Directors</p> <p>DoF or Appropriate Delegated Manager</p>	<p>SFIs Section 3</p>
<p>1.1 Management of Budgets - Pay</p> <p>Pay budgets are based upon approved establishments and these are an essential aspect of the management of the pay budgets.</p> <p>(a) Authorisation of Timesheets / clock cards / claims for special duty / overtime, on-call etc.</p> <p>(b) Authorisation of Waiting Lists Initiatives (within the current pay terms and conditions)</p> <p>(c) Authorisation of use of temporary staff from Agencies, and internal bank / casual staff. Except Medical Staff</p> <p>(d) Authorisation temp medical/locum staff from agencies, claims for medical sessional payments</p> <p>(e) Authorisation of temp staff with day rates greater than £250 (need disclosing for off-payroll)</p>	<p>Line / Ward / Departmental Manager</p> <p>Divisional Directors and Directorate Manager</p> <p>Establishment Control Form and Vacancy Review Panel and Directorate Manager/ Divisional Director</p> <p>Establishment Control Form and Vacancy Review Panel and Directorate Manager/ Divisional Director</p> <p>Relevant Director and HR Manager</p>	<p>SFI Section 8</p>

<p>(f) Authorisation of back pay less than £5k</p> <p>(g) Authorisation of back pay greater than £5k</p> <p>(h) Approval of requests to fill vacant posts within the budgeted establishment.</p> <p>(i) Approval of changes to budgeted establishment funded from within the Divisions own budget</p> <p>(j) Approval of other increase in budgeted establishment funded from resources not currently within the Divisions own budget.</p>	<p>Director of HR</p> <p>Director of Finance and Director of HR</p> <p>Establishment Control Form and Vacancy Review</p> <p>Relevant Director</p> <p>DDoF</p>	
<p>1.2 Management of Budgets – Non Pay</p> <p>(The limits set out below apply equally to Capital Expenditure / Works / Non-stock Requisitioning / Stock Ordering / Payment of Goods & Services)</p> <p>The calculation of the estimated value of the procurement shall be based on the total amount payable over the term, inclusive of non-recoverable VAT, including any form of option and renewals(staff should ensure that quotes are obtained via the Procurement Department)</p> <p>No Order should be artificially arranged so as to circumvent financial limits. All orders must be placed using the Trusts approved e-ordering system except where expressly approved by the Director of Finance.</p>		<p>SFIs Section 9</p>

<p>Non-pay expenditure</p> <p>(Requisitions (a to h) where no official contract has been signed, in compliance with these SFIs. Where the contract has been signed (see k), approval of the requisition is on delegated authority.</p> <p>a) Approval of stock requisitions.</p> <p>b) requisitions up to £5,000.</p> <p>c) requisitions up to £5,000 - £10,000 (min. of 2 verbal quotes)</p> <p>d) requisitions up to £10,000 - £25,000 (min. of 3 written quotes)</p> <p>Expenditure over £25,000 please contact Procurement</p> <p>e) requisitions up to £50,000.</p> <p>f) requisitions over £50,000 up to £100,000.</p> <p>g) requisitions over £100,000.</p> <p>h) requisitions of building/engineering maintenance.</p> <p>i) Authorisation of PFI payments</p> <p>j) Leases or other long term financial commitments</p>	<p>Authorised Signatories / Budget Holder</p> <p>Authorised Signatories / Budget Holder</p> <p>Authorised Signatories / Budget Holder</p> <p>Authorised Signatories / Budget Holder</p> <p>Compliance to advertise on Governments "Contracts Finder"</p> <p>Authorised Signatories / Relevant Director</p> <p>Relevant Director</p> <p>DoF and CE</p> <p>Director of Estate and Facilities</p> <p>Director of Estate and Facilities</p> <p>DoF</p>	
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<p>Opening hard copy Tenders and Quotations Capital</p> <p>Opening electronic Tender/quotations via E-procurement system – Seal Removal</p> <p>1.3 TENDER VARIATIONS</p> <p>Approving Tender Variations: up to 10% up to £15k whichever is the lower (within available budget)</p> <p>Approving Tender Variations > 10% or £15k up to a maximum of £25k. (within budget available).</p> <p>Approving Tender Variations > 10% or £15k up to a maximum of £25k. (outside budget available).</p> <p>Approving Tender Variations > than 10% and over £25k</p>	<p>Director of Estates or Deputy DoF plus Senior Manager (8b and above)</p> <p>Delegated member of Senior Management (8b and above) outside of the project team</p> <p>Authorised signature</p> <p>Authorised Signatories / Divisional Director</p> <p>Deputy DoF</p> <p>DoF</p>	
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<p>1.4 Business Cases</p> <p>Within Budget</p> <ul style="list-style-type: none"> • up to £100,000 • over £100,000 up to £250,000 • • Over £250,000 up to a £1,000,000 • Over £1,000,000 <p>Additional Funding required</p> <ul style="list-style-type: none"> • up to £250,000 • over £250,000 up to £1,000,000 	<p>Relevant Director and DoF</p> <p>Executive Management Team via Capital and Revenue Investment Group recommendation</p> <p>Executive Management Team via Capital and Revenue Investment Group & Finance and Performance Committee (for information only)</p> <p>Executive Management Team via Capital and Revenue Investment Group & Finance and Performance Committee & Trust Board</p> <p>Capital and Revenue Investment Group & Executive Management Team</p> <p>Capital and Revenue Investment Group & Executive Management Team & Finance and Performance Committee</p> <p>Capital Revenue Investment Group &</p>	
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<ul style="list-style-type: none"> Over £1,000,000 	Finance and Performance Committee & Trust Board	
<p>2. <u>Capital Programme / Schemes</u></p> <p>2.1 Authorisation of Capital Projects / Capital Programme.</p> <p>2.2 Waiving of formal tendering procedures / requirement for written quotation / acceptance of lowest quotation other than the lowest quotation.</p> <p>Authorisation to exceed scheme approved budget.</p> <p>Up to 15% of budget value in capital programme</p> <p>Above 15% of budget value in capital programme</p> <p>2.3 Selection of architects, quantity surveyors, consultant engineer and other professional advisors within EU regulations</p> <p>2.4 Financial monitoring and reporting on all capital scheme expenditure</p> <p>2.5 Granting and termination of leases with annual rent</p>	<p>Capital and Revenue Investment Group</p> <p>DoF</p> <p>Director of Estates and Facilities & Assistant DoF</p> <p>DoF or Deputy DOF</p> <p>Assistant Director of Estates and Facilities</p> <p>Assistant Director of Finance / Assistant Director of Estates and Facilities</p> <p>DoF / Director of Estates and Facilities</p>	SFIs Section 11

<p>3. <u>Setting of Fees and Charges</u></p> <p>a) Private Patient, Overseas Visitors, Income Generation and other patient related services.</p> <p>b) Price of NHS Service Level Agreements</p> <p>c) Signing of Service Level agreements with Commissioners <ul style="list-style-type: none"> • SLA values up to £10 million • SLA values over £10 million </p>	<p>DoF / Deputy DoF / Assistant DoF</p> <p>DoF / Deputy DoF</p> <p>DoF / Deputy DoF DoF / CE</p>	<p>SFIs Sections 6 & 7</p>
<p>4. <u>Engagement of Management Consultancy Staff</u></p> <p>a) Non-Medical Consultancy Staff > £1k (subject to procurement routes in 1 above).</p> <p>b) Where aggregate commitment in any one year is more than £50,000</p> <p>c) Engagement of Trust's Solicitors</p>	<p>Relevant Director</p> <p>CE / DoF and NHS Improvement Approval</p> <p>CE / DoF / Relevant Director / Authorised Managers</p>	<p>SFIs Section 9</p>
<p>5. <u>Agreements/Licences/Leases</u></p> <p>a) Extensions to existing leases</p> <p>b) Letting of premises to outside organisations</p> <p>c) Approval of rent based on professional assessment</p>	<p>DoF / Director of Operations and Director of Estate and Facilities</p> <p>DoF / Director of Operations and Director of Estate and Facilities</p> <p>CE / DoF</p>	<p>SFI Section 7</p>

<p>d) Signing of Lease Documentation</p> <ul style="list-style-type: none"> • Up to aggregate Lease value £500K • Above aggregate Lease value £500K 	<p>DoF</p> <p>Executive Team Board of Directors</p>	
<p>6. <u>Condemning & Disposal</u></p> <p>Items obsolete, obsolescent, redundant, irreparable or cannot be repaired cost effectively</p>	<p>Directorate Manager / DDoF/ Head of Estates / Medical Equipment manager</p>	<p>SFIs Section 13</p>
<p>7. <u>Losses, Write-off & Compensation</u> (all items to be reported to the Audit Committee in half-yearly losses report)</p> <p>All limits in this section apply per case.</p> <p>a) Losses and Cash due to theft, fraud, overpayment & others - Up to £50,000</p> <p>b) Fruitless Payments (including abandoned Capital Schemes)</p> <p>Up to £250,000 Over £250,000</p> <p>c) Bad Debts and Claims Abandoned. Private Patients, Overseas Visitors & Other</p> <ul style="list-style-type: none"> - Up to £5000 - Over £5000 	<p>DoF / Deputy DoF</p> <p>CE / DoF Board of Directors</p> <p>DoF / Deputy DoF Audit Committee</p>	<p>Manual for Accounts SFI Section 13 CNST and NHSLA Membership Rules.</p>

<p>d) Damage to buildings, fittings, furniture and equipment and loss of equipment and property in stores and in use due to culpable causes (e.g. fraud, theft, arson) or other</p> <ul style="list-style-type: none"> - Up to £50,000 - Over £50,000 	<p>DoF / Deputy DoF CE and DoF</p>	
<p>e) Compensation payments made under legal obligation</p>	<p>DoF / Director of Quality and Governance</p>	
<p>f) Extra Contractual payments to contractors</p> <ul style="list-style-type: none"> - Up to £50,000 - Over £50,000 	<p>DoF / Deputy DoF CE and DoF</p>	
<p>Ex-Gratia Payments</p> <ul style="list-style-type: none"> - Up to £50,000 - Over £50,000 	<p>DoF / Deputy DoF CE and DoF</p>	
<p>g) Patients and staff for loss of personal effects: Less than £1,000 (patients)</p>	<p>Budget holder / ward manager or equivalent</p>	
<p>Less than £1,000 (staff)</p>	<p>Budget holder / ward manager or equivalent</p>	
<p>Between £1,000 and £3,000</p>	<p>CE/DoF/Chief Nurse/Director of Quality and Governance</p>	
<p>Over £3,000</p>	<p>Director of Quality and Governance</p>	
<p>h) For settlement of insured risks:</p>	<p>Relevant Director and Director of Quality and Governance or equivalent N.B above excess level is insured risk and therefore no issue for the Trust.</p>	
<p>Clinical</p>		
<p>Non-Clinical – Up to value of Excess</p>		

<p>i) Employment related settlements: - Up to £5,000 - Over £5,000 Other, except cases of maladministration where there was no financial loss by claimant - Up to £50,000 - Over £50,000</p> <p>j) Write back of NHS Debtors - Up to £25,000 - Over £25,000</p> <p>k) Write off of Non-NHS Debtors not otherwise specified - Up to £5,000 - Over £50,000</p>	<p>Director of Human Resources Director of Finance Deputy DoF DoF DoF / Deputy DoF DoF (plus report to Audit Committee)</p> <p>DoF / Deputy DoF DoF (plus report to Audit Committee)</p>	
<p>9. Petty Cash Disbursements (not applicable to central Cashiers Office)</p> <p>a) Expenditure up to £30 per item</p> <p>b) Reimbursement of patients monies.</p>	<p>Petty Cash Holder</p> <p>Reimbursement must be requested by the ward manager.</p>	<p>SFIs Sections 6</p>

<p>10. Receiving / Registering Hospitality</p> <p>Applies to both individual and collective hospitality items where the value exceeds £25.00 per head.</p> <p>In situations where individuals believe that a supplier has offered an inappropriate inducement this should be reported to the line manager who will refer it upwards as appropriate.</p>	<p>Declaration required in Trust's Hospitality Register held by the Company Secretary</p>	<p>SFI Section 16 & Code of Conduct for NHS Staff (page 13 section 1.3.1.6).</p>
<p>11. <u>Compliance with Relevant Laws</u></p> <p>Ensure compliance with relevant laws and regulations, internal policies and procedures and that all expenditure is lawful.</p>	<p>All band 8a and above (The Declaration of Interests document signed each year will provide assurance that compliance with this provision is evidenced.)</p>	
<p>12. Implementation of Internal and External Audit Recommendations</p> <p>13. Maintenance & Update on Trust Financial Procedures</p> <p>14. Investment of Funds</p> <p>15. Personnel & Pay additional items within existing Terms and Conditions of Employment. (These limits apply to items within the budgets available)</p>	<p>DoF and Relevant Manager</p> <p>DoF</p> <p>DoF</p> <p>Assistant Director HR and Divisional Director and Clinical Director (Medical Staffing) or equivalent and Finance Business Partner or equivalent.</p>	<p>SFI Section</p> <p>SFIs Section 8</p>

<p>a) Additional Increments The granting of additional increments to staff within budget:</p> <p>All Staff Groups</p> <p>b) Upgrading & Regrading All requests for upgrading/regrading shall be dealt with in accordance with Trust Procedure</p> <p>Up to £5,000 Over £5,000</p> <p>c) Protected Wage / Salary Payments</p> <p>Trust policy on the protection of wages / salary payments will be in accordance with the Trust Policy.</p> <p>d) Creation of New Management Posts (within available resources and management costs targets)</p> <p>(a) up to AFC Band 7 (b) AFC Band 7 and above (c) Executive Director</p>	<p>HR advice on consistency of application of job bandings and equal pay</p> <p>Director of HR Director of Finance</p> <p>Director of HR / Deputy DoF</p> <p>Senior HR Manager / Divisional Director / Director of HR CE</p>	
<p>16. <u>Personnel & Pay additional items outside existing Terms and Conditions of Employment.</u> (These limits apply to items within the budgets available).</p>	<p>Assistant Director HR and Divisional Director and Clinical Director (Medical Staffing) or equivalent and Finance Business Partner or equivalent</p>	

<p>a) Additional Increments</p> <p>The granting of additional increments to staff within budget:</p> <p>All Staff Groups</p>		
<p>17. <u>Pay</u></p> <p>a) Authority to complete standing data forms affecting pay, new starters, variations and leavers.</p> <p>b) Authority to complete and authorise positive reporting forms</p> <p>c) Authority to authorise overtime</p> <p>d) Authority to approve working in a temporary grade:</p> <p style="padding-left: 40px;">(a) Covering vacancies</p> <p style="padding-left: 40px;">(b) Temporary Regrading</p> <p>e) Variation to Overtime Payment Rates</p> <p>f) All payments will be made in accordance with National Terms and Conditions and Trust Terms and Conditions as appropriate</p> <p>g) Authority to authorise ad-hoc payments (outside of normal terms and conditions).</p>	<p>HR Admin Officer</p> <p>Ward/Line/Departmental Manager</p> <p>Ward/Line/Departmental Manager</p> <p>Budget Holder and Divisional Director and Establishment Control and Vacancy Control Panel</p> <p>Director of HR and DoF</p> <p>Director of HR and DoF</p> <p>Director of HR and Divisional Director / Clinical Director / equivalent</p>	

<p>h) Travel and associated Expenses Re-imbusement</p> <p>Authority to authorise travel and associated expenses:</p> <ul style="list-style-type: none"> • Executive Directors • Other Non-Medical Staff • Medical Staff • Divisional Clinical Directors 	<p>Chairman / Chief Executive Ward / Line / Divisional Director/ Clinical Director Executive Medical Director / Divisional Director</p>	
<p>18. <u>Leave</u></p> <p>a) Approval of annual leave</p> <p>b) Annual leave - approval of carry forward (up to maximum of 5 days)</p> <p>c) Annual leave - approval of carry over in excess of 5 days</p>	<p>Ward/Line/Departmental Manager</p> <p>Ward/Line/Departmental Manager</p> <p>Director of HR</p>	<p>Conditions of Service</p> <p>Trust Leave Policy</p>
<p>e) Compassionate Leave</p> <p>f) Special leave arrangements</p> <ul style="list-style-type: none"> • Maternity Leave • Paternity Leave • Adoption Leave 	<p>Ward/Line/Departmental Manager</p> <p>Automatic Approval with Policy Automatic Approval with Policy Automatic Approval with Policy</p>	

<ul style="list-style-type: none"> • Carers leave • Domestic • Trade Union Duties / Activities <p>g) Leave without pay</p> <p>h) Medical Staff Leave of Absence - paid unpaid</p> <p>i) Time off in lieu</p>	<p>Ward/Line/Departmental Manager Ward/Line/Departmental Manager Ward/Line/Departmental Manager</p> <p>Ward/Line/Departmental Manager</p> <p>Divisional Director / Clinical Director Divisional Director / Clinical Director and Medical Director Ward/Line/Departmental Manager approval with Policy</p>	
<p>j) Sick Leave</p> <ul style="list-style-type: none"> • Discretionary extension of sick leave on half pay up to three months • Phased return to work on adjusted pay to assist recovery, reviewable on a monthly basis in accordance with sickness guidance. • Discretionary extension of sick leave on full pay, reviewable monthly. 	<p>Director HR</p> <p>Ward/Line/Departmental Manager/Senior HR</p> <p>Director of HR</p>	<p>Trust Sickness Handling Guidelines</p>
<p>k) Study Leave</p> <ul style="list-style-type: none"> • Non-Medical Study leave • Medical staff study leave <p>All other study leave</p>	<p>Ward/Line/Departmental Manager</p> <p>Divisional Director / Clinical Director</p> <p>Ward/Line/Departmental Manager</p>	<p>Trust Policy</p>

19.	<u>Grievance Procedure</u> All grievances cases must be dealt with strictly in accordance with the Grievance Procedure and the advice of a Human Resources Officer must be sought when the grievance reaches the level of General Manager	Ward/Line/Departmental Manager	Trust Grievance Procedure
21.	Renewal of Fixed Term Contract	Service Manager	
22.	Redundancy	CE & DoF & Director HR	
23.	Ill Health Retirement Decision to terminate on the grounds of ill-health	Divisional Director and Director HR	
24.	Dismissal	Divisional Director / Clinical Director or equivalent with HR advice.	Trust Disciplinary Procedures
25.	Authorisation of New Drugs	Medicines Management Group (including a formal business case for drugs that increase the Trusts expenditure base)	
26.	Authorisation of Sponsorship deals	CE / DoF	
27.	Authorisation of Research Projects	Associate Director Research plus Deputy DoF	
28.	Authorisation of Clinical Trials	Associate Director Research plus Deputy DoF plus Chief Pharmacists	
29.	Insurance Policies & Risk Management	DoF and Chief Nurse	SFIs Section 18
30.	Patients & Relatives Complaints		

<p>a) Overall responsibility for ensuring that all complaints are dealt with effectively</p> <p>b) Responsibility for ensuring complaints relating to a directorate is investigated thoroughly.</p>	<p>CEO/Chief Nurse/Director of Quality and Governance</p> <p>CEO/Chief Nurse/Director of Quality and Governance and Divisional Director</p>	
<p>31. Relationships with Press</p> <p>Enquiries :-</p> <ul style="list-style-type: none"> • Within Hours • Outside Hours 	<p>Head of Communications Senior Manager On-call</p>	
<p>32. Infectious Diseases & Notifiable Outbreaks</p>	<p>Medical Director / Head of Infection Control</p>	
<p>33. Extended Role Activities</p> <p>Approval of Nurses to undertake duties / procedures which can properly be described as beyond the normal scope of Nursing Practice.</p>	<p>Chief Nurse</p>	<p>Nurse/Midwives / Health Visitors Act Midwives Rules / Code of Practice UKCC Code of Professional Conduct</p>
<p>34. Patient Services</p> <p>a) Variation of operating and clinic sessions within existing numbers:</p> <ul style="list-style-type: none"> • Outpatients 	<p>Divisional Director / Clinical Director</p>	

<ul style="list-style-type: none"> • Theatres • Other <p>b) All proposed changes in bed allocation and use</p> <ul style="list-style-type: none"> • Temporary Change • Permanent Change • Contract monitoring • Contract reporting 	<p>Bed Manager Divisional Director / Clinical Director / Director of Finance</p> <p>Director of Finance Director of Finance</p>	
<p>35. Review of fire precautions</p>	<p>Director of Estates and Facilities</p>	
<p>36. Review of all statutory compliance legislation and Health and Safety requirements (including control of Substances Hazardous to Health Regulations)</p>	<p>Director of Quality and Governance</p>	
<p>37. Review of Medicines Inspectorate Regulations</p>	<p>Medical Director</p>	
<p>38. Review of compliance with environmental regulations, e.g. those relating to clean air and waste disposal</p>	<p>Director of Estates and Facilities</p>	
<p>39. Review of Trust's compliance with the Data Protection Act</p>	<p>Director of Performance and IM&T</p>	
<p>40. Monitor proposals for contractual arrangements between the Trust and outside bodies</p>	<p>DoF</p>	
<p>41. Review the Trust's compliance with the Access to Records Act</p>	<p>Director of Performance and IM&T</p>	

42.	Review of the Trust's compliance code of Practice for handling confidential information in the contracting environment and the compliance with "safe haven" regulations	Director of Performance and IM&T	
43.	The keeping of a Declaration of Interests Register.	Company Secretary	
44.	The keeping of the Hospitality Register	Company Secretary	
45.	Retention of Records	Chief Executive	SFIs Section 17

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1. INTRODUCTION

1.1 General

- 1.1.1** These Standing Financial Instructions (SFIs) are issued in accordance with the Financial Directions issued by the Secretary of State under the provisions of Sections 99(3), 97(A)(4) and (7) of the National Health Service Act 1977 for the regulation of the conduct of the Trust in relation to all financial matters. They shall have effect as if incorporated in the Standing Orders (SOs) of the Trust.
- 1.1.2** These SFIs detail the financial responsibilities, policies and procedures to be adopted by the Trust. They are designed to ensure that its financial transactions are carried out in accordance with the law and Government policy in order to achieve probity, accuracy, economy, efficiency and effectiveness. They should be used in conjunction with the Scheme of Delegation adopted by the Trust.
- 1.1.3** These SFIs identify the financial responsibilities that apply to everyone working for the Foundation Trust. They do not provide detailed procedural advice. These statements should therefore be read in conjunction with the detailed departmental and financial procedure notes. All financial procedures in place within the Trust, both inside the Finance Department and in other Departments of the Trust, must be approved by the Director of Finance.
- 1.1.4** Should any difficulties arise regarding the interpretation or application of any of the SFIs then the advice of the Director of Finance **MUST BE SOUGHT BEFORE ACTING**. The user of these SFIs should also be familiar with and comply with the provisions of the Trust's Standing Orders.
- 1.1.5** **FAILURE TO COMPLY WITH SFIs AND SOs IS A DISCIPLINARY MATTER WHICH COULD RESULT IN DISMISSAL.**
- 1.1.6** **Overriding Standing Financial Instructions** – If for any reason these Standing Financial Instructions 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 Audit Committee for referring action or ratification. All members of the Board of Directors and staff have a duty to disclose any non-compliance with these Standing Financial Instructions to the Director of Finance as soon as possible.

1.2 Terminology

1.2.1 Any expression to which a meaning is given in Health Service Acts, or in the Financial Directions made under the Acts, shall have the same meaning in these instructions and:

- a) **"Accounting Officer"** means the Officer responsible and accountable for funds entrusted to the Trust in accordance with the NHS Foundation Trust Accounting Officer Memorandum. He/she shall be responsible for ensuring proper stewardship of public funds and assets. The Health and Care (Community Health and Standards) Act 2003 designates the Chief Executive of the NHS Foundation Trust as the Accounting Officer.
- b) **"Board of Directors"** means the Board of Directors of the Trust;
- c) **"Budget"** means a resource, expressed in financial terms, proposed by the Board of Directors for the purpose of carrying out, for a specific period, any or all of the functions of the Trust;
- d) **"Budget Holder"** means the director or employee with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation;
- f) **"Chief Executive"** means the Chief Executive Officer of the Trust;
- g) **"Director of Finance"** means the Director of Finance who is the chief financial officer of the Trust
- h) **"Funds held on trust"** shall mean those funds which the Trust holds on the date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept under powers derived under S.90 of the NHS Act 1977, as amended. Such funds may or may not be charitable.
- i) **"Legal Adviser"** means the properly qualified person appointed by the Trust to provide legal advice.
- j) **"Trust"** means the Tameside Hospital NHS Foundation Trust;
- k) **"Independent Regulator"** means the office of the Independent Regulator

1.2.2 Wherever the title Chief Executive, Director of Finance, or other nominated officer is used in these instructions, it shall be deemed to include such other Director or employee who have been duly authorised to represent them.

1.2.3 Wherever the term "employee" is used and where the context permits it shall be deemed to include employees of third parties contracted to the Trust when acting on behalf of the Trust.

1.3 Responsibilities and Delegation

1.3.1 The Board of Directors exercises financial supervision and control by:

- (a) formulating the financial strategy, this is articulated through the Annual Plan,

- (b) requiring the submission and approval of budgets within the overall planned income,
- (c) defining and approving essential features in respect of important procedures and financial systems (including the need to obtain value for money), and
- (d) defining specific responsibilities placed on directors and employees as indicated in the Scheme of Delegation document.

1.3.2 The Board of Directors has resolved that certain powers and decisions may only be exercised by the Board of Directors in formal session. These are set out in the “Reservation of Powers to the Board of Directors” section of the Scheme of Delegation.

1.3.3 The Board of Directors will delegate responsibility for the performance of its functions in accordance with the Scheme of Delegation document adopted by the Trust

1.3.4 Within the SFIs, it is acknowledged that the Chief Executive is ultimately accountable to the Board of Directors. The Chief Executive has overall executive responsibility for the Trust's activities, is responsible to the Board of Directors for ensuring that its financial obligations and targets are met and has overall responsibility for the Trust's system of internal control.

1.3.5 The Chief Executive and Director of Finance will, as far as possible, delegate their detailed responsibilities but they remain accountable for financial control.

1.3.6 It is a duty of the Chief Executive to ensure that existing directors and employees and all new appointees are notified of and understand their responsibilities within these Instructions.

1.3.7 The Director of Finance is responsible for:

- (a) implementing the Trust financial policies and for co-ordinating any corrective action necessary to further these policies,
- (b) maintaining an effective system of internal financial control including ensuring that detailed financial procedures and systems incorporating the principles of separation of duties and internal checks are prepared, documented and maintained to supplement these instructions,
- (c) ensuring that sufficient records are maintained to show and explain the Trust transactions, in order to disclose, with reasonable accuracy, the financial position of the Trust at any time,

and, without prejudice to any other functions of directors and employees to the Trust, the duties of the Director of Finance include:

- (d) the provision of financial advice to the Trust and its directors, employees and council members
- (e) the design, implementation and supervision of systems of internal financial control, and

- (f) the preparation and maintenance of such accounts, certificates, estimates, records and reports as the Trust may require for the purpose of carrying out its statutory duties.

1.3.8 All directors and employees, severally and collectively, are responsible for:

- (a) the security of the property of the Trust,
- (b) avoiding loss,
- (c) exercising economy and efficiency in the use of resources, and
- (d) conforming to the requirements of Standing Orders, Standing Financial Instructions, Financial Procedures and the Scheme of Delegation.

1.3.9 Any contractor or employee of a contractor who is empowered by the Trust to commit the Trust to expenditure or who is authorised to obtain income shall be covered by these instructions. It is the responsibility of the Chief Executive to ensure that such persons are made aware of this.

1.3.10 For any and all directors and employees who carry out a financial function, the form in which financial records are kept and the manner in which directors and employees discharge their duties must be to the satisfaction of the Director of Finance.

SECTION 2

AUDIT

2.1 Audit Committee

2.1.1 In accordance with Standing Orders the Board of Directors shall formally establish an Audit Committee, with clearly defined terms of reference, which will provide an independent and objective view of internal control by:

- (a) overseeing Internal and External Audit services,
- (b) reviewing financial systems,
- (c) monitoring compliance with Standing Orders and Standing Financial Instructions,
- (d) reviewing schedules of losses and compensations and making recommendations to the Board of Directors.
- (e) Reviewing the effective implementation of corporate governance measures to enable the Foundation Trust to implement best practice as set out in appropriate guidance. This will include the Assurance Framework and control related disclosure statements, for example the Statement on Internal Control and supporting assurance process; together with any accompanying audit statements, prior to endorsement by the Board of Directors.

2.1.2 Where the Audit Committee feels there is evidence of ultra vires transactions, evidence of improper acts, or if there are other important matters that the committee wishes to raise, the Chairman of the Audit Committee should raise the matter at a full meeting of the Board of Directors. Exceptionally, the matter may need to be referred to the Director of Finance of the Trust in the first instance and then Mersey Internal Audit and ultimately to NHS Improvement.

2.1.3 It is the responsibility of the Director of Finance to ensure adequate internal and external audit services are provided and the Audit Committee shall be involved in the selection process when an audit service provider is changed, with the selection process for External Auditors being the responsibility of the Council of Governors, guided by the Director of Finance and Audit Committee.

2.2 Fraud, Bribery and Corruption

2.2.1 The Foundation Trust shall take all necessary steps to counter fraud affecting NHS funded services in accordance with its contractual commitments and shall also comply with Schedule 13 part 2 (NHS Counter Fraud and Security Management for NHS providers) and in accordance with;

- a) the NHS Fraud and Corruption Manual published by the NHS Protect;
- b) the policy statement "Applying appropriate sanctions consistently published by NHS Protect;
- c) any other reasonable guidance or advice issued by NHS Protect that

affects efficiency, systemic and/or procedural matters.

The Chief Executive and Director of Finance shall monitor and ensure compliance with the above.

2.2.2 The Foundation Trust shall nominate a suitable person to carry out the duties of the Local Counter Fraud Specialist as specified by the Department of Health Fraud and Corruption Manual and guidance.

2.2.3 The Local Counter Fraud Specialist shall report to the Foundation Trust Director of Finance and shall work with the staff at NHS Protect in accordance with the Department of Health Fraud and Corruption Manual.

2.3 Director of Finance

2.3.1 The Director of Finance is responsible for:

- (a)** ensuring there are arrangements to review, evaluate and report on the effectiveness of internal financial control including the establishment of an effective internal audit function,
- (b)** ensuring that the internal audit is adequate and meets the NHS mandatory audit standards,
- (c)** deciding at what stage to involve the police in cases of fraud, bribery, misappropriation, and other irregularities,
- (d)** ensuring that an annual internal audit report is prepared for the consideration of the Audit Committee and the Board of Directors. The report must cover:
 - (i)** a clear statement on the effectiveness of internal control,
 - (ii)** major internal [financial] control weaknesses discovered,
 - (iii)** progress on the implementation of internal audit recommendations,
 - (iv)** progress against plan over the previous year,
 - (v)** strategic audit plan covering the coming three years,
 - (vi)** a detailed plan for the coming year.

2.3.2 The Director of Finance and/or designated internal auditors are entitled without necessarily giving prior notice to require and receive:

- (a)** access to all records, documents and correspondence relating to any financial or other relevant transactions, including documents of a confidential nature,
- (b)** access at all reasonable times to any land, premises or employee of the Trust,
- (c)** the production of any cash, stores or other property of the Trust under an

employee's control, and

(d) explanations concerning any matter under investigation.

2.4 Role of Internal Audit

2.4.1 Internal Audit will review, appraise and report upon:

- (a) the extent of compliance with, and the financial effect of, relevant established policies, plans and procedures,
- (b) the adequacy and application of financial and other related management controls,
- (c) the suitability of financial and other related management data,
- (d) the extent to which the Trust's assets and interests are accounted for and safeguarded from loss of any kind, arising from:
 - (i) Fraud, bribery, corruption and other offences,
 - (ii) waste, extravagance, inefficient administration,
 - (iii) poor value for money or other causes.

2.4.2 Whenever a matter arises which involves, or is thought to involve, irregularities concerning cash, stores, or other property or any suspected irregularity in the exercise of any function of a pecuniary nature, the Director of Finance must be notified immediately.

2.4.3 The Head of Internal Audit will normally attend Audit Committee meetings and has a right of access to all Audit Committee members, the Chairman and Chief Executive of the Trust.

2.4.4 The Head of Internal Audit shall be accountable to the Director of Finance. The reporting system for internal audit shall be agreed between the Director of Finance, the Audit Committee and the Head of Internal Audit. The agreement shall be in writing and shall comply with the guidance on reporting contained in the Public Sector Internal Audit Standards. The reporting system shall be reviewed at least every 3 years. The Head of Internal Audit and the Chairman of the Audit Committee direct the right of access to each other if a matter of concern involves the Director of Finance.

2.4.5 Managers in receipt of audit reports referred to them have a duty to take appropriate remedial action within the agreed time-scales specified within the reports. The Director of Finance shall identify a formal review process to monitor the extent of compliance with the audit recommendations. Where appropriate remedial action has failed to take place within a reasonable time period the matter shall be reported to the Director of Finance and Audit Committee attendance will be requested.

2.5 External Audit

2.5.1 The external auditor is appointed by the Council of Governors.

- 2.5.2** The Code of Audit Practice (“The Audit Code”) contains directions of the Comptroller and Auditor General Schedule 6 of the Local Audit and Accountability Act 2014, , with respect to the standards, procedures and techniques to be adopted by the auditor.
- 2.5.3** The Trust shall apply comply with the Audit Code
- 2.5.4** The Auditor shall comply with the Audit Code.
- 2.5.5** References 2.4.3 and 2.4.5. relate equally to internal and external audit.
- 2.5.6** In the event of the Auditor issuing a Public Interest report the Trust shall forward a report to NHS Improvement within 30 days (or such shorter period as NHS Improvement may specify) of the report being issued. The report shall include details of the Trust’s response to the issues raised within the Public Interest report.

SECTION 3

SERVICE PLANNING, BUDGETS, BUDGETARY CONTROL, AND MONITORING

3.1 Preparation and approval of Business Plans and Budgets

- 3.1.1** The Chief Executive will compile and submit to the Board of Directors an Annual Plan document which encompasses an annual business plan and takes into account financial targets and forecast limits of available resources. The annual business plan will contain:
- (a)** a statement of the significant assumptions on which the plan is based;
 - (b)** details of major changes in workload, delivery of services or resources required to achieve the plan.
 - (c)** full compliance with NHS Improvements requirements as detailed in the Authorisation.
- 3.1.2** Prior to the start of the financial year the Director of Finance will, on behalf of the Chief Executive, prepare and submit budgets for approval by the Board of Directors. Such budgets will:
- (a)** be in accordance with the aims and objectives set out in the Foundation Trust’s annual business plan, and the local commissioning intentions (or equivalent documents).
 - (b)** accord with workload and manpower plans,
 - (c)** be produced following discussion with appropriate budget holders,
 - (d)** be prepared within the limits of available funds, and
 - (e)** identify potential risks
 - (f)** be based on reasonable and realistic assumptions.
 - (g)** enable the Foundation trust to comply with the requirements set out by

NHS Improvement.

- 3.1.3** The Director of Finance shall monitor financial performance against budget and business plan, periodically review them, and report to the Board of Directors. Any significant variances should be reported by the Director of Finance to the Board of Directors as soon as they come to light and the Board of Directors shall be advised of actions to be taken in respect of such variances.
- 3.1.4** All budget holders must provide information as required by the Director of Finance to enable budgets to be compiled. On completion of the budget setting all budget holders will be asked to confirm in writing their acceptance of their allocated budgets at the start of the financial year.
- 3.1.5** The Director of Finance has a responsibility to ensure that adequate training is delivered on an on-going basis to budget holders to help them manage successfully.

3.2 Budgetary Delegation

3.2.1 The Chief Executive may delegate the management of a budget to permit the performance of a defined range of activities, including pooled budget arrangements under Section 75 of the 2006 Act. This delegation must be in writing and be accompanied by a clear definition of:

- (a) the amount of the budget,
- (b) the purpose(s) of each budget heading,
- (c) individual and group responsibilities,
- (d) authority to exercise virement,
- (e) achievement of planned levels of service, and
- (f) the provision of regular reports.

3.2.2 The Chief Executive and delegated budget holders must not exceed the budgetary total or virement limits set by the Board of Directors.

3.2.3 Any budgeted funds not required for their designated purpose(s) revert to the immediate control of the Chief Executive, subject to any authorised use of virement.

3.2.4 Non-recurring budgets should not be used to finance recurring expenditure without the authority in writing of the Chief Executive.

3.3 Budgetary Control and Reporting

3.3.1 The Director of Finance will devise and maintain systems of budgetary control. These will include:

- (a) financial reports to the Board of Directors in a form and time approved by the Board of Directors”

- (b) the issue of timely, accurate and comprehensible advice and financial reports to each budget holder, covering the areas for which they are responsible,
- (c) investigation and reporting of variances from financial, workload and manpower budgets,
- (d) monitoring of management action to correct variances, and
- (e) arrangements for the authorisation of budget transfers.
- (f) Advising the Chief Executive of the consequences of changes in policy, pay awards and other events and other trends affecting budgets and shall advise on the economic and financial impact of future plans and projects; and
- (g) review of the bases and assumptions used to prepare the budgets.

In performance of these duties the Director of Finance will have access to all budget holders and budget managers on budgetary matters and shall be provided with such financial and statistical information as is necessary.

3.3.2 Each Budget Holder is responsible for ensuring that:

- (a) any likely overspending or reduction of income which cannot be met by virement is not incurred without the prior consent of the Board of Directors,
- (b) the amount provided in the approved budget is not used in whole or in part for any purpose other than that specifically authorised subject to the rules of virement, and
- (c) no permanent employees are appointed without the approval of the Chief Executive other than those provided for in the budgeted establishment as approved by the Board of Directors.
- (c) that any proposal to increase revenue spending has an appropriate funding stream identified and that this has been agreed by the Chief Executive and Director of Finance.

3.3.3 The Chief Executive is responsible for identifying and implementing cost improvements and income generation initiatives in accordance with the requirements of the Annual Plan and in accordance with the financial plan.

3.4 Capital Expenditure

3.4.1 The general rules applying to delegation and reporting shall also apply to capital expenditure. (The particular applications relating to capital are contained in Section 11.)

3.5 Monitoring Returns

3.5.1 The Chief Executive is responsible for ensuring that the requisite monitoring forms are submitted to the appropriate monitoring organisation within the required time-scale.

SECTION 4

ANNUAL ACCOUNTS AND REPORTS

- 4.1** The Director of Finance, on behalf of the Trust, will:
- (a)** keep accounts, and in respect of each financial year must prepare annual accounts, in such form as the Independent Regulator may, with the approval of the Treasury.
 - (b)** ensure that, in preparing the annual accounts, the trust complies with any directions given by the Independent Regulator with the approval of the Treasury as to;
 - the methods and principles according to which the accounts are to be prepared and
 - the information given in the accounts
 - (c)** ensure that a copy of the annual accounts and any report by the external auditor on them, are laid before Parliament and that copies of these documents are sent to the Independent regulator, within the prescribed timetable.
- 4.2** The Trust will prepare annual reports as required by paragraph 26 of Schedule 1 of the Act. This will be presented for approval and received by the Council of Governors at a public meeting. A copy will be forwarded to the Independent Regulator.

SECTION 5

BANK ACCOUNTS

5.1 General

- 5.1.1** The Director of Finance is responsible for managing the Trust's banking arrangements and for advising the Trust on the provision of banking services and operation of accounts.
- 5.1.2** The Board of Directors shall approve the banking arrangements.
- 5.1.3** No employee may open or hold a bank account in the name of the Trust or of its constituent hospitals/departments. Any employee aware of the existence of such an account shall report the matter to the Director of Finance.

5.2 Bank Accounts

- 5.2.1** The Director of Finance is responsible for:
- (a)** bank accounts and Government Banking Services (GBS) accounts and other forms of working capital that may be available.
 - (b)** establishing separate bank accounts for the Trust's non-exchequer funds,
 - (c)** ensuring payments made from bank or GBS accounts do not exceed the amount credited to the account

- (d) reporting to the Board of Directors of any external borrowing requirements
- (e) Ensuring that best value is obtained in securing loan finance and other sources of external funding, including Working Capital funding.

5.3 Banking Procedures

5.3.1 The Director of Finance will prepare detailed instructions on the operation of bank and GBS accounts, which must include:

- (a) the conditions under which each bank and GBS account is to be operated,
- (b) the limit to be applied to any overdraft, and
- (c) those authorised to sign cheques or other orders drawn on the Trust's accounts.
- (d) the policy and terms of operation of any Working Capital facility or working capital funding support in place

5.4 Tendering and Review of Banking Services

5.4.1 The Director of Finance will review the banking arrangements of the Trust at regular intervals to ensure they reflect best practice and represent best value for money by periodically seeking competitive tenders for the Trust's banking business.

5.4.2 Competitive tenders should be sought at least every 5 years unless the Board of Directors determines otherwise. The results of the tendering exercise should be reported to the Board of Directors.

SECTION 6

INCOME, FEES AND CHARGES AND SECURITY OF CASH, CHEQUES AND OTHER NEGOTIABLE INSTRUMENTS

6.1 Income Systems

6.1.1 The Director of Finance is responsible for designing, maintaining and ensuring compliance with systems for the proper recording, invoicing, and collection and coding of all monies due.

6.1.2 The Director of Finance is also responsible for the prompt banking of all monies received.

6.1.3 Self-funding private patients and overseas visitors (who are required to pay for their treatment) will be required to make a pre-payment no less than half the estimated cost of treatment prior to admission.

6.2 Fees and Charges

6.2.1 The Trust shall follow the Department of Health advice in the Payment by Results (PBR) guidelines and code of conduct in setting prices for NHS Service contracts.

6.2.2 The Director of Finance is responsible for approving and regularly reviewing the level of all fees and charges other than those determined by the Department of Health or by Statute. Independent professional advice on matters of valuation may be taken as necessary.

6.2.3 All employees must inform the Director of Finance promptly of money due arising from transactions which they initiate/deal with, including all contracts, leases, tenancy agreements, private patient undertakings and other transactions.

6.2.4 The Trust must comply with NHS Improvements Risk Assessment Framework, the FT Annual Reporting Manual and HM Treasury's Managing Public Money guidance and any requirements under the terms of Authorisation as a Foundation Trust.

6.3 Debt Recovery

6.3.1 The Director of Finance is responsible for the appropriate recovery action on all outstanding debts.

6.3.2 Income not received should be dealt with in accordance with losses procedures.

6.3.3 Overpayments should be detected (or preferably prevented) and recovery initiated in line with Trust policy.

6.4 Security of Cash, Cheques and other Negotiable Instruments

6.4.1 The Director of Finance is responsible for:

- (a)** approving the form of all receipt books, agreement forms, or other means of officially acknowledging or recording monies received or receivable,
- (b)** ordering and securely controlling any such stationery,
- (c)** the provision of adequate facilities and systems for employees whose duties include collecting and holding cash, including the provision of safes or lockable cash boxes, the procedures for keys, and for coin operated machines, and
- (d)** prescribing systems and procedures for handling cash and negotiable securities on behalf of the Trust.

6.4.2 Official money shall not under any circumstances be used for the encashment of private cheques.

6.4.3 All cheques, postal orders, cash etc., shall be banked intact. Disbursements shall not be made from cash received, except under arrangements approved by the Director of Finance.

6.4.4 The holders of safe keys shall not accept unofficial funds for depositing in their safes unless such deposits are in special sealed envelopes or locked containers. It shall be made clear to the depositors that the Trust is not to be held liable for any loss, and written indemnities must be obtained from the organisation or

individuals absolving the Trust from responsibility for any loss.

- 6.4.5 Any loss or shortfall of cash, cheques or other negotiable instruments, however occasioned, shall be monitored and recorded within the Finance Department. Any significant trends should be reported to the Director of Finance and Internal Audit. Where there is prima facie evidence of fraud or corruption this should be dealt with using the Trust's Anti-Fraud, Bribery and Corruption Policy and the guidance provided by the NHS Protect. Where there is no evidence of Fraud, Bribery or Corruption it should be dealt with under the Trust's Losses and Compensations procedures.

SECTION 7

CONTRACTING FOR PROVISION OF SERVICES

7.1 NHS Service Agreements

7.1.1 The Chief Executive of the Trust shall regularly review and shall at all times maintain and ensure the capacity and capability of the Foundation Trust to provide the mandatory goods and services referred to in the Terms of Authorisation and related Schedules.

7.1.2 The Chief Executive, as the accounting officer, is responsible for ensuring the Trust enters into suitable legally binding Service Level Agreements with CCGs and other commissioners for the provision of NHS services. The Trust will follow the priorities contained within the schedules of the contract, and wherever possible, be based upon integrated care pathways to reflect expected patient experience. In discharging this responsibility, the Chief Executive should take into account:

- (a) the standards of service quality expected;
- (b) the relevant national service framework and other national guidance (if any);
- (c) the provision of reliable information on cost and volume of services;
- (d) the Performance Assessment Framework contained within the Trust Service Level Agreements
- (e) that Trust Service Level Agreements build where appropriate on existing partnership arrangements;

7.1.3 A good Trust Service Level Agreement will result from a dialogue with clinicians, users, carers, public health professionals and managers. It will reflect knowledge of local needs and inequalities. This will require the Chief Executive to ensure that the Foundation Trust works with all partner agencies involved in both the delivery and the commissioning of the service required.

7.1.4 The Chief Executive, as the accounting officer, will need to ensure that regular reports are provided to the Board of Directors detailing actual and forecast income from the Trust Service Level Agreements. This will include appropriate payment by results performance information, and other such information as deemed appropriate by the Director of Finance

7.1.5 The Chief Executive, will ensure that Trust has in place suitable Service Level

Agreements with other NHS Providers for both the delivery and receipt of services (known locally as Provider to Provider agreements). These agreements should be based upon the actual levels of service provided (or received) at an appropriate price to ensure all costs are covered). The Director of Finance will ensure that appropriate systems are in place to agree and monitor such SLA's on a regular basis.

7.2.1 Non Commercial Contracts

7.2.1 Where the Trust enters into a relationship with another organisation for the supply or receipt of other services – clinical or non-clinical, the responsible officer should ensure that an appropriate non-commercial contract is present and signed by both parties.

7.2.2 This should incorporate:

- (a)** indicative activity levels and a description of the service
- (b)** the term of the agreement
- (c)** the value of the agreement
- (d)** the lead officers
- (e)** performance and dispute resolution procedures
- (f)** risk management and clinical governance arrangements

7.2.3 Non-commercial contracts should be reviewed and agreed on an annual basis or as determined by the term of the agreement so as to ensure value for money and to minimise the potential loss of income.

SECTION 8

TERMS OF SERVICE AND PAYMENT OF DIRECTORS AND EMPLOYEES

8.1 Remuneration and Terms of Service

8.1.1 In accordance with Standing Orders the Board of Directors shall establish a Remuneration and Terms of Service Committee (currently called Team), with clearly defined terms of reference, specifying which posts fall within its area of responsibility, its composition, and the arrangements for reporting .

8.1.2 The Committee will:

- (a)** advise the Board of Directors about appropriate remuneration and terms of service for the Chief Executive and other Executive Directors (and any other employees specified within the Terms of Reference), including:
 - (i)** all aspects of salary (including any performance-related elements / bonuses),
 - (ii)** provisions for other benefits, including pensions and cars,

- (iii) arrangements for termination of employment and other contractual terms;
 - (b) monitor and evaluate the performance of individual Executive Directors (and other senior employees); and
 - (c) advise on and oversee appropriate contractual arrangements for such staff including the proper calculation and scrutiny of termination payments taking account of such national guidance as is appropriate.
- 8.1.3** The Committee (Team) shall report in writing to the Board of Directors the basis for its recommendations. The Board of Directors shall use the report as the basis for their decisions, but remain accountable for taking decisions on the remuneration and terms of service of Executive Directors. Minutes of the Board of Directors meetings should record such decisions.
- 8.1.4** The Board of Directors will approve proposals for setting of remuneration and conditions of service for those employees not covered by the Committee.
- 8.1.5** The Council of Governors at the General Meeting will decide the remuneration and allowances and other terms and conditions of office of the Non-Executive Directors.
- 8.2 Funded Establishment**
- 8.2.1** The manpower plans incorporated within the annual budget will form the funded establishment.
- 8.2.2** The funded establishment of any department may not be varied without the approval of the Chief Executive (subject to the limits set out in the Scheme of delegation).
- 8.3 Staff Appointments**
- 8.3.1** No director or employee may engage, re-engage, or regrade employees, either on a permanent or temporary basis, or hire agency staff, or agree to changes in any aspect of remuneration unless:
- (a) authorised to do so by the Chief Executive, or
 - (b) within the limit of the approved budget and funded establishment
 - (c) No manpower appointment without prior Establishment control panel approval
 - (d) No agency rates must exceed the agency capped rates published by NHS Improvement except in extenuating circumstances following approval in line with Trust Policy
- 8.3.2** The Board of Directors will approve procedures presented by the Chief Executive for the determination of commencing pay rates, conditions of service, etc., for employees.
- 8.4 Payroll**

8.4.1 The Director of Human Resources is responsible for:

- (a) specifying timetables for submission of properly authorised time records and other notifications,
- (b) the final determination of pay,
- (c) making payment on agreed dates, and
- (d) agreeing method of payment.

8.4.2 The Director of HR will, subject to the advice of the Director of Finance, issue, where appropriate, instructions regarding:

- (a) verification and documentation of data,
- (b) the timetable for receipt and preparation of payroll data and the payment of employees,
- (c) maintenance of subsidiary records for superannuation, income tax, social security and other authorised deductions from pay,
- (d) security and confidentiality of payroll information,
- (e) checks to be applied to completed payroll before and after payment,
- (f) authority to release payroll data under the provisions of the Data Protection Act,
- (g) methods of payment available to various categories of employee,
- (h) procedures for payment by cheque, bank credit, or cash to employees,
- (i) procedures for the recall of cheques and bank credits,
- (j) pay advances and their recovery,
- (k) maintenance of regular and independent reconciliation of pay control accounts,
- (l) separation of duties of preparing records and handling cash, and
- (m) a system to ensure the recovery from leavers of sums of money and property due by them to the Trust.

8.4.3 Appropriately nominated managers have delegated responsibility for:

- (a) submitting time records, and other notifications in accordance with agreed timetables,
- (b) completing time records and other notifications in accordance with the Director of Finance's instructions and in the form prescribed by the Director of Finance, and
- (c) submitting termination forms in the prescribed form immediately upon

knowing the effective date of an employee's resignation, termination or retirement. Where an employee fails to report for duty in circumstances that suggest they have left without notice, the Director of Finance must be informed immediately.

8.4.4 Regardless of the arrangements for providing the payroll service, the Director of Finance shall ensure that the chosen method is supported by appropriate (contracted) terms and conditions, adequate internal controls and audit review procedures, and that suitable arrangements are made for the collection of payroll deductions and payment of these to appropriate bodies.

8.5 Contracts of Employment

8.5.1 The Board of Directors shall delegate responsibility to the Director of Human Resources for:

- (a)** ensuring that all employees are issued with a Contract of Employment in a form approved by the Board of Directors and which complies with employment legislation,
- (b)** dealing with variations to, or termination of, contracts of employment.

SECTION 9

NON-PAY EXPENDITURE

9.1 Delegation of Authority

9.1.1 The Board of Directors will approve the level of non-pay expenditure on an annual basis and the Chief Executive will determine the level of delegation to budget managers (via the Scheme of Delegation).

9.1.2 The Chief Executive will set out:

- (a)** the list of managers who are authorised to place requisitions for the supply of goods and services, and
- (b)** the maximum level of each requisition and the system for authorisation above that level.

9.1.3 The Director of Finance shall set out procedures on the seeking of professional advice regarding the supply of goods and services.

9.2 Choice, Requisitioning, Ordering, Receipt and Payment for Goods and Services

9.2.1 The requisitioner, in choosing the item to be supplied (or the service to be performed) shall always obtain the best value for money for the Trust. In so doing, the advice of the Trust's procurement department shall be sought. Where this advice is not acceptable to the requisitioner, the Director of Finance (and/or the Chief Executive) shall be consulted.

9.2.2 The Director of Finance shall be responsible for the prompt payment of accounts and claims. Payment of invoices shall be in accordance with contract terms, or

otherwise, in accordance with national guidance.

9.2.3 The Director of Finance will:

- (a)** advise the Board of Directors regarding the setting of thresholds above which quotations (competitive or otherwise) or formal tenders must be obtained; and, once approved, the thresholds should be incorporated in standing orders and regularly reviewed,
- (b)** ensure that procedural instructions on the obtaining of goods, works and services (incorporating the thresholds) are prepared, distributed and regularly reviewed,
- (c)** be responsible for the prompt payment of all properly authorised accounts and claims,
- (d)** be responsible for designing and maintaining a system of verification, recording and payment of all amounts payable. The system shall provide for:
 - (i)** a list of directors/employees (including safe procedures to accept electronic authorisation) authorised to certify invoices,
 - (ii)** certification that:
 - goods have been duly received, examined and are in accordance with specification and the prices are correct,
 - work done or services rendered have been satisfactorily carried out in accordance with the order, and, where applicable, the materials used are of the requisite standard and the charges are correct,
 - in the case of contracts based on the measurement of time, materials or expenses, the time charged is in accordance with the time sheets, the rates of labour are in accordance with the appropriate rates, the materials have been checked as regards quantity, quality, and price and the charges for the use of vehicles, plant and machinery have been examined,
 - where appropriate, the expenditure is in accordance with regulations and all necessary authorisations have been obtained,
 - the account is arithmetically correct,
 - the account is in order for payment.
 - (iii)** a timetable and system for submission to the Director of Finance of accounts for payment; provision shall be made for the early submission of accounts subject to cash discounts or otherwise requiring early payment.
 - (iv)** instructions to employees regarding the handling and payment of accounts within the Finance Department.

- (e) be responsible for ensuring that payment for goods and services is only made once the goods and services are received (except as below).

9.2.4 Prepayments are only permitted where exceptional circumstances apply. In such instances:

- (a) Prepayments should demonstrate that the financial advantages outweigh the disadvantages
- (b) the appropriate Executive Director must provide, in the form of a written report, a case setting out all relevant circumstances of the purchase. The report must set out the effects on the Trust if the supplier is at some time during the course of the prepayment agreement unable to meet his commitments,
- (c) the Director of Finance will need to be satisfied with the proposed scheme before contractual arrangements proceed (taking into account the EU public procurement rules where the contract is above the stipulated financial threshold) and
- (d) the budget holder is responsible for ensuring that all items due under a prepayment contract are received and he/she must immediately inform the appropriate Director or Chief Executive if problems are encountered.

9.2.5 Official Orders must:

- (a) be consecutively numbered,
- (b) be in a form approved by the Director of Finance, and
- (c) state the Trust terms and conditions of trade

9.2.6 Managers must ensure that they comply fully with the guidance and limits specified by the Director of Finance and that:

- (a) all contracts other than for a simple purchase permitted within the Scheme of Delegation or delegated budget, leases, tenancy agreements and other commitments which may result in a liability are notified to the Director of Finance in advance of any commitment being made,
- (b) contracts above specified thresholds are advertised and awarded in accordance with EU rules on public procurement
- (c) where consultancy advice is being obtained, the procurement of such advice must be in accordance with good practise,
- (d) no order shall be issued for any item or items to any company (or individual) who has made an offer of gifts, reward or benefit to directors or employees, other than:
 - (i) isolated gifts of a trivial character or inexpensive seasonal gifts, such as calendars,
 - (ii) conventional hospitality, such as lunches in the course of working

visits,

provided that any such gift / hospitality is in line with the guidance contained within the Trust's Standards of Business Conduct

- (e) no requisition/order is placed for any item or items for which there is no budget provision unless authorised by the Director of Finance on behalf of the Chief Executive,
- (f) all goods, services, or works are ordered on an official order except works and services included on the exemption list and purchases from petty cash,
- (g) verbal orders must only be issued very exceptionally - by an employee designated by the Chief Executive and only in cases of emergency or urgent necessity. These must be confirmed by an official order and clearly marked "Confirmation Order",
- (h) orders are not split or otherwise placed in a manner devised so as to avoid the financial thresholds,
- (i) goods are not taken on trial or loan in circumstances that could commit the Trust to a future uncompetitive purchase. Any equipment on loan to the Trust and/or on Trust property must be notified to the Director of Finance, together with any conditions attached to the loan of that equipment.
- (j) changes to the list of directors/employees authorised to certify invoices are notified to the Director of Finance,
- (k) purchases from petty cash are restricted in value and by type of purchase in accordance with instructions issued by the Director of Finance, and
- (l) petty cash records are maintained in a form as determined by the Director of Finance.

9.2.7 The Director of Finance shall ensure that the arrangements for financial control and financial audit of building and engineering contracts and property transactions comply with current guidance. The technical audit of these contracts shall be the responsibility of the relevant Director.

9.2.8 Under no circumstances should goods or services be ordered through the Trust for personal or private use.

SECTION 10

EXTERNAL BORROWING AND INVESTMENTS

10.1 Public Dividend Capital

10.2.1 On authorisation as a Foundation Trust the Public Dividend Capital held immediately prior to authorisation continues to be held on the same conditions.

10.2.2 Additional Public Dividend Capital may be made available on such terms the Secretary of State (with the consent of the Treasury) decides.

10.2.3 The Foundation Trust shall be required to pay annually to the Department of Health a dividend on its Public Dividend Capital at a rate to be determined from time to time, by the Secretary of State.

10.3 Commercial Borrowing and Investment

10.3.1 The Foundation Trust may borrow money from any commercial source for the purposes of or in connection with its functions, subject to the Prudential Borrowing Limit.

10.3.2 The Foundation Trust may invest money for the purposes of or in connection with its functions. Such investment may include forming, or participating in forming, or otherwise acquiring membership of bodies corporate. Any such investments must be in line with the Trusts Treasury Management policy and comply with NHS Improvements Safe Harbour Investment guidelines (see section 10.4)

10.3.3 The Foundation Trust may also give financial assistance (whether by way of loan guarantee or otherwise) to any person for the purposes of or in connection with its functions. This must only be given under specific approval of the Director of Finance on a case by case basis.

10.4 Working Capital Facility

10.5.1 The Trust may choose to ensure funds are available for short-term (less than 12 months) cash flow management by negotiating an irrevocable Working Capital Facility with the Department of Health. The value of this facility, based on guidance received from NHS Improvement, is that it should equate to no more than 30 days' operating expenditure. Interest is payable from day of drawdown to day of repayment, currently at 3.5%.

10.5.2 The Trust may choose to ensure funds are available for long-term cash flow by means of an Interim Revolving Working Capital Support Loan. Interest is payable from day of drawdown to day of repayment, currently at 1.5%.

SECTION 11

CAPITAL INVESTMENT, PRIVATE FINANCING, FIXED ASSET REGISTERS AND SECURITY OF ASSETS

11.1 Capital Investment

11.1.1 The Chief Executive:

- (a)** shall ensure that there is an adequate appraisal and approval process in place for determining capital expenditure priorities and the effect of each proposal upon business plans,
- (b)** is responsible for the management of all stages of capital schemes and for ensuring that schemes are delivered on time and to cost, and
- (c)** shall ensure that the capital investment is not undertaken without confirmation of commissioner's support and the availability of resources to finance all revenue consequences, including capital charges.

11.1.2 For every major capital expenditure proposal (as defined in the Scheme of Delegation) the Chief Executive shall ensure:

- (a)** that a business case is produced setting out:
 - (i)** an option appraisal of potential benefits compared with known costs to determine the option with the highest ratio of benefits to costs, and
 - (ii)** appropriate project management and control arrangements, and
- (b)** that the Director of Finance has certified professionally the costs and revenue consequences detailed in the business case.

11.1.3 The Director of Finance shall issue procedures for the regular reporting of actual expenditure and commitment against authorised expenditure.

11.1.5 The Director of Finance shall issue procedures governing the financial management, including variations to contract, of capital investment projects and valuation for accounting purposes.

11.2 Private Finance

11.2.1 The Trust should normally test for PFI when considering capital procurement. When the Trust proposes to use finance that is to be provided other than through its allocations, the following should apply:

- (a)** The Director of Finance shall demonstrate that the use of private finance represents value for money and genuinely transfers significant risk to the private sector.
- (b)** The proposal must be specifically agreed by the Board of Directors.
- (c)** Where the sum involved exceeds delegated limits, the business case must be referred to the appropriate external reviewer.

11.3 Asset Registers

11.3.1 The Chief Executive is responsible for the maintenance of registers of assets, taking account of the advice of the Director of Finance concerning the form of any register and the method of updating, and arranging for a physical check of assets against the asset register to be conducted once a year.

11.3.2 The Trust will maintain an asset register recording fixed assets. The minimum data set to be held within these registers shall be as specified in the Capital Charges Manual as issued by the Independent Regulator.

11.3.3 Additions to the fixed asset register must be clearly identified to an appropriate budget holder and be validated by reference to:

- (a)** properly authorised and approved agreements, architect's certificates, supplier's invoices and other documentary evidence in respect of purchases from third parties,
- (b)** stores, requisitions and wages records for own materials and labour

including appropriate overheads, and

- (c) lease agreements in respect of assets held under a finance lease and capitalised.

11.3.4 Where capital assets are sold, scrapped, lost or otherwise disposed of, their value must be removed from the accounting records and each disposal must be validated by reference to authorisation documents and invoices (where appropriate).

11.3.5 The Director of Finance shall approve procedures for reconciling balances on fixed assets accounts in ledgers against balances on fixed asset registers.

11.3.6 The value of each equipment asset shall be indexed to current values using current Department of Health published indices.

11.3.7 The value of each asset shall be depreciated using methods and rates as specified in the Foundation Trust Financial Reporting Manual issued by the Independent Regulator.

11.3.8 The Director of Finance shall calculate and pay capital charges as specified by the Department of Health and / or NHS Improvement

11.4 Property used to deliver Commissioner requested Services

11.4.1 A register of property is maintained setting out property used to deliver commissioner requested services ("protected" property).

11.4.2 The Trust must have regard to NHS Improvement's current guidance on arrangements to dispose of protected property should it decide that such property is surplus to requirement

11.5 Security of Assets

11.5.1 The overall control of fixed assets is the responsibility of the Chief Executive.

11.5.2 Asset control procedures (including fixed assets, cash, cheques and negotiable instruments, and also including donated assets) must be approved by the Director of Finance. This procedure shall make provision for:

- (a) recording managerial responsibility for each asset,
- (b) identification of additions and disposals,
- (c) identification of all repairs and maintenance expenses,
- (d) physical security of assets,
- (e) periodic verification of the existence of, condition of, and title to, assets recorded,
- (f) identification and reporting of all costs associated with the retention of an asset, and

- (g) reporting, recording and safekeeping of cash, cheques, and negotiable instruments.

- 11.5.3 The up to date maintenance and annual checking of asset records is the responsibility of the designated budget holder for all items for which the initial purchase or replacement is within their responsibility. All discrepancies revealed by verification of physical assets to fixed asset register shall be notified to the Director of Finance.
- 11.5.4 Whilst each employee has a responsibility for the security of property of the Trust, it is the responsibility of directors and senior employees in all disciplines to apply such appropriate routine security practices in relation to NHS property as may be determined by the Board of Directors. Any breach of agreed security practices must be reported in accordance with instructions.
- 11.5.5 Any damage to the Trust's premises, vehicles and equipment, or any loss of equipment, stores or supplies must be reported by directors and employees in accordance with the procedure for reporting losses.
- 11.5.6 Where practical, assets should be marked as Trust property.

SECTION 12

STORES AND RECEIPT OF GOODS

- 12.1 Stores, defined in terms of controlled stores and departmental stores (for immediate use) should be:
 - (a) kept to a minimum,
 - (b) subjected to annual stocktake,
 - (c) valued at the lower of cost and net realisable value. Other than pharmacy valued at average.
- 12.2 Subject to the responsibility of the Director of Finance for the systems of control, overall responsibility for the control of stores shall be delegated to an employee by the Chief Executive. The day-to-day responsibility may be delegated to departmental employees and stores managers/keepers, subject to such delegation being entered in a record available to the Director of Finance. The control of Pharmaceutical stocks shall be the responsibility of a designated Head of Pharmacy; the control of fuel oil and coal of a designated Estates Manager.
- 12.3 The responsibility for security arrangements and the custody of keys for all stores and locations shall be clearly defined in writing by the designated manager. Wherever practicable, stocks should be marked as health service property.
- 12.4 The Director of Finance shall set out procedures and systems to regulate the stores including records for receipt of goods, issues, and returns to stores, and losses.
- 12.5 Stocktaking arrangements shall be agreed with the Director of Finance and there shall be a physical check covering all items in store at least once a year.

- 12.6** Where a complete system of stores control is not justified, alternative arrangements shall require the approval of the Director of Finance.
- 12.7** The designated Manager / Head of Pharmacy shall be responsible for a system approved by the Director of Finance for a review of slow moving and obsolete items and for condemnation, disposal, and replacement of all unserviceable articles. The designated Officer shall report to the Director of Finance any evidence of significant overstocking and of any negligence or malpractice (see also 13 Disposals and Condemnations, Losses and Special Payments). Procedures for the disposal of obsolete stock shall follow the procedures set out for disposal of all surplus and obsolete goods.
- 12.8** For goods supplied via the NHS Supply Chain, the Chief Executive shall identify those authorised to requisition and accept goods from the store. The authorised person shall check receipt against the delivery note before forwarding this to the Director of Finance who shall satisfy themselves that the goods have been received before accepting the recharge.

SECTION 13

DISPOSALS AND CONDEMNATIONS, LOSSES AND SPECIAL PAYMENTS

13.1 Disposals and Condemnations

- 13.1.1** The Director of Finance must prepare detailed procedures for the disposal of assets including condemnations, and ensure that these are notified to managers.
- 13.1.2** When it is decided to dispose of a Trust asset, the head of department or authorised deputy will determine and advise the Director of Finance of the estimated market value of the item, taking account of professional opinion including that of the Trust's supply adviser where appropriate.
- 13.1.3** Where it is proposed to dispose or sell an asset that may impact on the delivery of a protected service, and then prior Authorisation is required from key stakeholders.
- 13.1.4** All unserviceable articles shall be:
- (a)** condemned or otherwise disposed of by an employee authorised for that purpose by the Director of Finance,
 - (b)** recorded by the Condemning Officer in a form approved by the Director of Finance which will indicate whether the articles are to be converted, destroyed or otherwise disposed of. All entries shall be confirmed by the countersignature of a second employee authorised for the purpose by the Director of Finance.
- 13.1.5** The Condemning Officer shall satisfy himself as to whether or not there is evidence of negligence in use and shall report any such evidence to the Director of Finance who will take the appropriate action.

13.2 Losses and Special Payments

13.2.1 The Director of Finance must prepare procedural instructions on the recording of and accounting for condemnations, losses, and special payments. The Director of Finance must also prepare a 'fraud response plan' that sets out the action to be taken both by persons detecting a suspected fraud and those persons responsible for investigating it.

13.2.2 Any employee discovering or suspecting a loss of any kind must either immediately inform their head of department, who must immediately inform the Director of Finance and in the case of fraud, bribery or corruption contact the Trust's Local Counter Fraud Specialist. Where a criminal offence is suspected, the Director of Finance must immediately inform the police if theft or arson is involved. In cases of fraud, bribery or corruption the Director of Finance must inform the Local Counter Fraud Specialist who will inform the relevant NHS Protect before any action is taken and reach agreement how the case is to be handled.

13.2.3 The Director of Finance must notify NHS Protect and the External Auditor of all frauds subject to the provisions of the Trust's Anti-Fraud, Bribery and Corruption Policy.

13.2.4 For losses apparently caused by theft, fraud, bribery, corruption, arson, neglect of duty or gross carelessness, except if trivial and where fraud, bribery or corruption is not suspected, the Director of Finance must immediately notify:

- (a)** the Board of Directors, and
- (b)** the External Auditor.

13.2.5 Within limits delegated to it by the Department of Health, the Board of Directors shall approve the writing-off of losses. For losses below the level set out in the Scheme of Delegation this function may be delegated to the Audit Committee (6 monthly report to be made to the committee on Losses and Special Payments).

13.2.6 The Director of Finance shall be authorised to take any necessary steps to safeguard the Trust's interests in bankruptcies and company liquidations.

13.2.7 For any loss, the Director of Finance should consider whether any insurance claim could be made.

13.2.8 The Director of Finance shall maintain a Losses and Special Payments Register in which write-off action is recorded.

13.2.9 No special payments exceeding delegated limits shall be made without the prior approval of the Department of Health, or in the case of non-contractual payments to employees relating to loss of employment, without prior approval of HM Treasury.

13.3 Insurance

13.3.1 The Director of Finance shall ensure that insurance arrangements exist in accordance with the risk management programme.

SECTION 14

INFORMATION TECHNOLOGY

- 14.1** The Director of Performance and IM&T, who is responsible for the accuracy and security of the computerised financial data of the Trust, shall:
- (a)** be responsible for ensuring the design, implementation and documentation of effective information systems.
 - (b)** devise and implement any necessary procedures to ensure adequate (reasonable) protection of the Trust's data, programs and computer hardware, for which he/she is responsible, from accidental or intentional disclosure to unauthorised persons, deletion or modification, theft or damage, having due regard for the Data Protection Act 1998,
 - (c)** ensure that adequate (reasonable) controls exist over data entry, processing, storage, transmission and output to ensure security, privacy, accuracy, completeness, and timeliness of the
data, as well as the efficient and effective operation of the system,
 - (d)** ensure that adequate controls exist such that the computer operation is separated from development, maintenance and amendment,
 - (f)** ensure that an adequate management (audit) trail exists through the computerised system and that such computer audit reviews, as he/she may consider necessary are being carried out.
- 14.2** The Director of Performance and IM&T shall satisfy him/herself that new financial systems and amendments to current financial systems are developed in a controlled manner and thoroughly tested prior to implementation. Where this is undertaken by another organisation, assurances of adequacy will be obtained from them prior to implementation.
- 14.3** In the case of computer systems which are proposed general applications (i.e. normally those applications which the majority of organisations in the NHS locally or nationally wish to sponsor jointly) all responsible directors and employees will send to the Director of Performance and IM&T:
- (a)** details of the outline design of the system,
 - (b)** in the case of packages acquired either from a commercial organisation, from the NHS, or from another public sector organisation, the operational requirement.
- 14.4** The Director of Finance shall ensure that contracts for computer services for financial applications with another health organisation or any other agency shall clearly define the responsibility of all parties for the security, privacy, accuracy, completeness, and timeliness of data during processing, transmission and storage. The contract should also ensure rights of access for audit purposes.
- 14.5** Where another health organisation or any other agency provides a computer service for financial applications, the Director of Finance shall periodically seek assurances that adequate controls are in operation.

14.6 Where computer systems have an impact on corporate financial systems the Director of Finance shall satisfy him/herself that:

- (a) systems acquisition, development and maintenance are in line with corporate policies such as an Information Technology Strategy,
- (b) data produced for use with financial systems is adequate, accurate, complete and timely, and that a management (audit) trail exists,
- (c) Director of Finance staff have access to such data, and
- (d) such computer audit reviews as are considered necessary are being carried out.

14.7 The Trust shall disclose to NHS Improvement and directly to any third parties, as may be specified by the Secretary of State, the information, if any, specified in the Terms of Authorisation, Schedule 6. Other information, as requested shall be provided to NHS Improvement.

SECTION 15

PATIENTS' PROPERTY

15.1 The Trust has a responsibility to provide safe custody for money and other personal property (hereafter referred to as "property") handed in by patients, in the possession of unconscious or confused patients, or found in the possession of patients dying in hospital or dead on arrival.

15.2 The Chief Executive is responsible for ensuring that patients or their guardians, as appropriate, are informed before or at admission by:

- notices and information booklets,
- hospital admission documentation and property records,
- the oral advice of administrative and nursing staff responsible for admissions,

that the Trust will not accept responsibility or liability for patients' property brought into Health Service premises, unless it is handed in for safe custody and a copy of an official patients' property record is obtained as a receipt.

15.3 The Director of Finance must provide detailed written instructions on the collection, custody, investment, recording, safekeeping, and disposal of patients' property (including instructions on the disposal of the property of deceased patients and of patients transferred to other premises) for all staff whose duty is to administer, in any way, the property of patients. Due care should be exercised in the management of a patient's money in order to maximise the benefits to the patient.

15.4 Where NHS instructions require the opening of separate accounts for patients' moneys, these shall be opened and operated under arrangements agreed by the Director of Finance.

- 15.5** In all cases where property of a deceased patient is of a total value in excess of £5,000 (or such other amount as may be prescribed by any amendment to the Administration of Estates, Small Payments, Act 1965), the production of Probate or Letters of Administration shall be required before any of the property is released. Where the total value of property is £5,000 or less, forms of indemnity shall be obtained.
- 15.6** Staff should be informed, on appointment, by the appropriate departmental or senior manager of their responsibilities and duties for the administration of the property of patients.
- 15.7** Where patients' property or income is received for specific purposes and held for safekeeping the property or income shall be used only for that purpose, unless any variation is approved by the donor or patient in writing.

SECTION 16

ACCEPTANCE OF GIFTS BY STAFF

- 16.1** The Director of Finance (via the Trust Secretary) shall ensure that all staff are made aware of the Trust policy on acceptance of gifts and other benefits in kind. This policy should follow the guidance contained in the Department of Health Standards of Business Conduct for NHS staff.

SECTION 17

RETENTION OF DOCUMENTS

- 17.1** The Chief Executive shall be responsible for maintaining archives for all documents required to be retained under the direction contained in Department of Health: NHS Code of Practice.
- 17.2** The documents held in archives shall be capable of retrieval by authorised persons.
- 17.3** Documents held under Department of Health: NHS Code of Practice shall only be destroyed at the express instigation of the Chief Executive. Records shall be maintained of documents so destroyed.

SECTION 18

RISK MANAGEMENT & INSURANCE

18.1 Risk Management

- 18.1.1** The Chief Executive shall ensure that the Trust has a programme of risk management, in accordance with current Department of Health controls assurance requirements, which must be approved and monitored by the Board of Directors.

18.1.2 The programme of risk management shall include:

- (a)** a process for identifying and quantifying risks and potential liabilities;
- (b)** engendering among all levels of staff a positive attitude towards the control of risk;
- (c)** management processes to ensure all significant risks and potential liabilities are addressed including effective systems of internal control, cost effective insurance cover, and decisions on the acceptable level of retained risk;
- (d)** contingency plans to offset the impact of adverse events;
- (e)** audit arrangements including; internal audit, clinical audit, health and safety review;
- (f)** decision on which risks shall be insured.
- (g)** arrangements to review the risk management programme.

The existence, integration and evaluation of the above elements will assist in providing a basis to make a statement on the effectiveness of internal control within the Trust's Annual Governance Statement within the Annual Report and Accounts, as required by current Department of Health guidance.

18.2 Insurance

18.2.1 The Board of Directors shall decide if the Trust (bearing in mind the Trust's independent legal status) will insure through the risk pooling schemes administered by the NHS Litigation Authority or self insure for some or all of the risks covered by the risk pooling schemes, along with those risks not covered by the pooling scheme. If the Board of Directors decides not to use the risk pooling schemes for any of the risk areas (clinical, property and employers/third party liability) covered by the scheme this decision shall be reviewed annually.

18.2.2 Where the Board of Directors decides to use the risk pooling schemes administered by the NHS Litigation Authority the Director of Finance shall ensure that the arrangements entered into are appropriate and complementary to the risk management programme. The Director of Finance shall ensure that documented procedures cover these arrangements.

18.2.3 Where the Board of Directors decides not to use the risk pooling schemes administered by the NHS Litigation Authority for one or other of the risks covered by the schemes, the Director of Finance shall ensure that the Board of Directors is informed of the nature and extent of the risks that are self-insured as a result of this decision. The Director of Finance will draw up formal documented procedures for the management of any claims arising from third parties and payments in respect of losses that will not be reimbursed.

18.2.4 All the risk-pooling schemes require members to make some contribution to the settlement of claims (the 'deductible'). The Director Finance should ensure documented procedures also cover the management of claims and payments below the deductible in each case.

Section E - Scheme of Reservation and Delegation of Powers

Section E1 Decisions Reserved for the Board

Section E2 Delegation to Committees

Section E3 Detailed Scheme of Delegation

Section E1: Decisions Reserved for The Board

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
1	THE BOARD	<p>General Enabling Provision</p> <p>The Board may determine any matter, for which it has delegated or statutory authority, it wishes in full session within its statutory powers.</p>
2	THE BOARD	<p><i>Regulations and Control</i></p> <ol style="list-style-type: none"> 1. Approval or amendment of Standing Orders (Standing Orders), a schedule of matters reserved to the Board and Standing Financial Instructions for the regulation of its proceedings and business. 2. Suspend Standing Orders (SO 3.25 to SO 3.29). 3. Vary or amend the Standing Orders. (SO 3.30). 4. Ratify any urgent decisions taken by the Chairman and Chief Executive in accordance with SO 4.2. 5. Approve a Scheme of Delegation of Powers from the Board to committees. 6. Require and receive the declaration of Board members' interests that may conflict with those of the Trust and determining the extent to which that member may remain involved with the matter under consideration. 7. Require and receive the declaration of officers' interests that may conflict with those of the Trust. 8. Receive reports from committees including those that the Trust is required by regulation to establish and to take appropriate action on. 9. Confirm the recommendations of the Trust's committees where the committees do not have executive powers. 10. Approve arrangements relating to the discharge of the Trust's responsibilities as a Corporate Trustee for funds held on trust. 11. Establish terms of reference and reporting arrangements of all committees and sub-committees that are established by the Board. 12. Approve arrangements relating to the discharge of the Trust's responsibilities as a bailer for patients' property. 13. Authorise use of the Trust's Common Seal by consideration of a quarterly report. 14. Ratify or otherwise instances of failure to comply with Standing Orders brought to the Chief Executive's attention. 15. Approve individual losses or bad debt write-off exceeding £100,000.

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
3	THE BOARD	<p>Appointments/ Dismissal</p> <ol style="list-style-type: none"> 1. Appoint the Deputy Chairman of the Board (subject to SO 2.4). 2. Appoint and dismiss committees (and individual members) that are directly accountable to the Board. 3. In accordance with section 26 of the Constitution, A committee consisting of the Chairman, the Chief Executive and other Non-Executive Directors shall appoint or remove Executive Directors.. 4. In accordance with section 30.2 of the Constitution the approval of proposals for the Remuneration and terms and conditions of office of Executive Directors and the Chief Executive will be undertaken by the Remuneration and Terms of Service Committee.. 5. Agree the remuneration strategy for all staff where scope for local flexibility exists.
4	THE BOARD	<p>Strategy, Plans and Budgets</p> <ol style="list-style-type: none"> 1. Approve the strategic aims and objectives of the Trust. 2. Approve the Annual Business Plan. 3. Approve Outline and Final Business Cases for significant Capital Investment i.e. above £2 million (following consideration by the Capital Planning and Estates Committee, the Finance and Performance Committee and established Project Board, if applicable. 4. Approve the Annual Income and Expenditure budget of the Trust. 5. Ratify proposals for acquisition, disposal or change of use of land and/or buildings. 6. Approve PFI proposals with a contract value exceeding £2,000,000. 7. Approve proposals on individual contracts (other than NHS contracts) of a capital or revenue nature amounting to, or likely to amount to over £2,000,000 pa or for the duration of the contract. 8. Review and Approve the Trust’s insurance arrangements on annual basis. 9. Approve all decisions to take out long term commercial borrowing. 10. Approve all medium to long term investments.

REF	THE BOARD	DECISIONS RESERVED TO THE BOARD
5	THE BOARD	<p>Audit</p> <ol style="list-style-type: none"> 1. The approval and appointment of External Auditors is the responsibility of the Council of Governors (Paragraph 34 of the Constitution of Tameside & Glossop Integrated Care NHS Foundation Trust). 2. Receipt of the Annual Management Letter received from the External Auditor and agreement of proposed action, taking account of the advice, where appropriate, of the Audit Committee.
6	THE BOARD	<p>Annual Reports and Accounts</p> <ol style="list-style-type: none"> 1. Receipt and approval and adoption of the Trust's Annual Accounts following consideration by the Audit Committee. 2. Receipt and approval and adoption of the Annual Report and Accounts for funds held on trust following consideration by the Charitable Funds and Audit Committees.
7	THE BOARD	<p>NHS Improving</p> <ol style="list-style-type: none"> 1. Receipt of such reports as the Board sees fit from committees in respect of their exercise of powers delegated. 2. Continuous appraisal of the affairs of the Trust by means of the provision to the Board as the Board may require of information and/or reports from Directors, committees, and officers of the Trust. This will include regular reports from the Director of Finance on all aspects of financial performance against agreed budgets and plans. 3. All NHS Improving returns required by the Independent Regulator of NHS Foundation Trusts (NHS Improvement) shall be reported, at least in summary, to the Board.

Section E2: Delegation to Committees

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
SO.4.3	AUDIT COMMITTEE	<p>The Committee will:</p> <ol style="list-style-type: none"> 1. Advise the Board on internal audit services. 2. Advise the Council of Governors on the external audit services 3. Receive and consider reports from internal (including counter fraud) and external auditors and agree appropriate action. 4. The Committee shall review the establishment and maintenance of an effective system of financial risk management and internal control, across the whole of the organisation's activities that supports the achievement of the organisation's objectives; 5. NHS Improvement compliance with, and consider amendments to, Standing Financial Instructions; Standing Orders and Scheme of Delegation 6. Review schedules of Losses and Compensations and approve individual losses or bad debts exceeding £25,000 in value up to a value of £100,000. 7. Review the annual financial statements prior to submission to the Board for adoption. 8. Approval of the Trust's banking arrangements and Treasury Management Policy 9. Fulfil the role of an investment committee on behalf of the Trust Board 10. Approval of the Trust's arrangements for the discharge of the Trust's responsibilities as bailee for patients' property.
SO.4.3	REMUNERATION AND TERMS OF SERVICE COMMITTEE	<p>The Committee will:</p> <ol style="list-style-type: none"> 1. Advise the Board about appropriate remuneration and terms of service for the Chief Executive and other Executive Directors.
SO.4.3		
SO.4.3		
SO.4.3	CHARITABLE FUNDS	<p>The Committee will:</p>

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
	COMMITTEE	<ol style="list-style-type: none"> 1. NHS Improvement the application of all Charitable Funds in accordance with the Charities Acts 1993, external guidance and applicable legislation, and to ensure that decisions on the use or investment of such funds are compliant with the explicit conditions or purpose for each donation, bequest or grant. 2. Receive and approve the charitable funds annual financial statements prior to submission to the Board for adoption. 3. Approval of Investment Policy for Charitable Funds. 4. The Committee will report to the Board via the Audit Committee
SO.4.3	QUALITY AND GOVERNANCE COMMITTEE	<ol style="list-style-type: none"> 1. The Committee will Report to Trust Board on designated workstreams and report through to the Board. 2. Provide assurance to the Trust Board on the systems and processes for NHS Improving and continually improving the quality and safety of care provided to patients. 3. Provide a strategic overview for matters relating to quality and patient safety within the Trust. 4. Provide specific assurances to the Board on matters as set out in the key duties identified below. <p>The Committee will ensure that adequate and appropriate integrated governance structures, processes and controls are in place across the Trust to:</p> <ol style="list-style-type: none"> a) Promote safety and quality in patient care b) Identify, prioritise and manage risk arising from corporate and clinical issues on a continuing basis c) Ensure the effective and efficient use of resources through evidence based clinical practice d) Protect the health and safety of employees and all others to whom the Trust owes a duty of care e) Agree Trust wide integrated governance priorities f) Approve the Terms of Reference and membership of its reporting committees and oversee the work of those sub committees receiving reports from them for consideration and action as necessary g) NHS Improvement defined quality and safety markers through receipt of the Board Assurance Framework and Risk Register at least quarterly and escalate to the Board as appropriate any unresolved risks that require executive action or that pose significant threats to the operation, resources or

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
		<p>reputation of the Trust.</p> <ul style="list-style-type: none"> h) Receive the annual Clinical Audit Programme ensuring that it is consistent with the audit needs of the Trust i) Promote a culture of open and honest reporting of any situation that may threaten the quality and safety of patient care. j) Receive assurance that there is an appropriate process in place to NHS Improvement and promote compliance across the Trust with mandatory clinical standards and guidelines k) Oversee and NHS Improvement the process within the Trust to ensure that appropriate action is taken in response to adverse clinical incidents, complaints and litigation and that examples of good practice are disseminated within the Trust and that outcomes for patient improvement. l) Receive assurance that there is an appropriate mechanism in place for action to be taken in response to the results of clinical audit and the recommendations of any relevant external reports. m) Consider the Trust's response to relevant national reports such as CQC reviews and local reports relevant to its' sphere of responsibility. n) Consider matters referred to the Committee. o) Review the Trust's Risk Management and Quality Improvement Strategy (reporting through to Board). p) NHS Improvement the Trust's compliance with Care Quality Commission registration requirements and all other mandatory guidance issued in relation to clinical and operational governance
S.O 4.3	FINANCE AND PERFORMANCE COMMITTEE	<p>The Committee will:</p> <p><u>In Relation to Financial Performance -</u></p> <ol style="list-style-type: none"> 1. Review and NHS Improvement financial plans 2. Make recommendations to Trust Board on the Treasury Management and Investment policy. 3. Make recommendations to Trust board on any borrowing requirements

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
		<p>4. Make recommendations to Trust board on annual budget setting and annual capital programme</p> <p>5. Review of monthly detailed financial statements with particular focus on:</p> <ol style="list-style-type: none"> a. Cash flow and forecasts b. Overall income & expenditure performance and forecast outturn c. Review activity performance and associated income issues d. Review of Cost Improvement Programme (CIP) delivery e. Individual directorates' monthly financial performance f. Receive and review financial action plans as appropriate g. Review of bank/agency spend and establishment positions h. Review of benchmarking/Value For Money reviews and other ad hoc reports i. NHS Improving of delivery of Capital Programme and subsequent benefits. Approval of capital schemes in accordance with the Trust's Scheme of Delegation. j. Review of Benefits Realisation statements for all capital schemes in excess of £500,000 in value. <p>6. Set policy and recommend banking arrangements to the Board for its approval.</p> <p><u>In relation to Operational Performance -</u></p> <p>2. Assure the Board that appropriate performance management systems are in place to ensure successful delivery of all targets with particular focus on:</p> <ul style="list-style-type: none"> • Review of activity plans and delivery • Review of Contractual Performance • Review of CQuIN performance <p>3. Recommend changes to existing and/or acceptance of new contractual targets in line with the Trust's objectives and plans.</p> <p>4. Review, scrutinise and challenge monthly corporate and clinical directorate performance dashboards.</p> <p>5. Review, scrutinise and challenge clinical action plans to address failing targets and/or poor performance.</p> <p>6. Where necessary, consider referring matters to other Committees of the Board if patient safety, effectiveness or</p>

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
		experience issues are identified.

Non –Board Committees

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
n/a	CAPITAL PLANNING AND ESTATES COMMITTEE	<p>The Committee will:</p> <ol style="list-style-type: none"> 1. Subject to confirmation by the Board, approve the Capital Programme of the Trust. 2. Approval of specific schemes within the programme and any changes to the capital budget. 3. NHS Improvement performance against agreed plans 4. NHS Improvement performance against agreed estates related key performance indicators

Section E3: Detailed Scheme of Delegation

This document provides a framework for decision making responsibilities within the Trust. Directors are responsible for ensuring that all staff operate within the Scheme of Delegation and in accordance with Standing Orders and Standing Financial Instructions. The Scheme of Delegation identifies the lowest level to which a particular responsibility may be delegated. There is no requirement for Directors to delegate to this level. The levels of management/delegation referred to in this Scheme are as follows.

- Chief Executive (In the absence of the Chief Executive, urgent matters may be dealt with by the relevant Executive Director or senior manager with the title "Director" and/or the Chairman)
- Director of Finance (In the absence of the Director of Finance, urgent matters may be dealt with by the Deputy Director of Finance)
- Other Executive Directors
- Any Senior Manager with the title "Director" including the Associate Director of Estate and Facilities and the Associate Director of Planning and Performance.
- Lead Clinicians
- Service Managers/Divisional Nurse Managers (including Chief Pharmacist, Chief Radiographer, Chief MLSO, Chief Physiotherapist)
- Senior Manager Authorised Signatories
- Matron/Clinical Nurse Specialist
- Other Authorised Signatories

It is for Executive Directors to identify within their Directorate those Officers whom they wish to authorise (Authorised Signatories) to exercise delegated authority within this Scheme of Delegation. Forms for this purpose are available from the Director of Finance.

DELEGATED MATTER	AUTHORITY DELEGATED TO	NOTES/FURTHER GUIDANCE
1 Management of Budgets – General		
All Directors, Lead Clinicians, Managers and other staff are responsible for operating within budget and exercising due economy and efficiency in the use of resources and for exercising due care in relation to security of Trust property and avoidance of loss.		Finance Manual for Managers Standing Financial Instructions– Section 10,12,20,22,23 and 24
2 Management of Revenue Budgets – Pay		
Expenditure budgets incorporate approved staffing levels known as 'budgeted establishment'. These are an essential aspect of the management of pay budgets.		
a) Authorisation of timesheets/clock cards/claims for special duty, overtime, on-call etc.	All Authorised Signatories or Matron/ Clinical Nurse Specialist as appropriate (claims to be initialled by Ward Managers and countersigned by Matron/Clinical Nurse Specialist).	Standing Financial Instructions – Sections 12,16 and 20
b) Authorisation of use of temporary staff from agencies claims for medical sessional payment and internal Bank Staff.	Director of HR and Executive Director.	Standing Financial Instructions – Sections 12,16 and 20
c) Approval of requests to fill vacant posts within budgeted establishment (subject to any in-year review considered necessary by the Chief Executive).	Director of HR and Executive Director.	Standing Financial Instructions – Sections 12,16 and 20
d) Approval of changes to budgeted establishment	Director of HR and Director of Finance.	Requires Change to

DELEGATED MATTER		AUTHORITY DELEGATED TO	NOTES/FURTHER GUIDANCE
	<u>funded from within the Divisional Budget.</u>		Establishment form. (This form requires Finance Department confirmation of budget and HR confirmation of grading).
e)	Approval of other increases in budgeted establishment. Whether funded from external sources or (CRES Programme etc)	Chief Executive/Director of Finance (in conjunction with the relevant Executive Director or senior manager with the title "Director").	Requires Change to Establishment form. (This form requires Finance Department confirmation of budget and HR confirmation of grading).
3 Management of Revenue Budgets – Non-Pay (see also Charitable Funds – 11 below)			
	<p>Orders and contracts for goods/services must be subject to due care as to choice/specification and to adequate competition as to price. Unless authorised to raise orders (see [h] below), all Divisions/Departments should requisition goods via the Supplies Department who will advise on these matters.</p> <p>The Supplies Department is responsible for observing Standing Orders in relation to price competition. Those requirements (for tenders, quotations etc) may only be waived as identified below. [3(k), 3(l) and 3(m) for revenue items: 5(b) for capital items]</p>		<p>Standing Orders – Section 6</p> <p>See also SFI 16 and SFI 20</p>
a)	Approval of stock requisitions.	All Authorised Signatories.	
b)	requisitions for <u>individual items of equipment</u> up to £5,000.	Senior Manager Authorised Signatories and Matron /Clinical Nurse Specialist	

DELEGATED MATTER		AUTHORITY DELEGATED TO	NOTES/FURTHER GUIDANCE
	NB: Individual items of equipment costing more than £5,000 are classed as capital and are not provided for within divisional budgets (see 5 below)		
	c) Authorisation of requisitions for consumables etc. up to £50,000.	General Managers – or sample check by Director of Finance and Executive Director	
	d) Authorisation of requisitions for consumables over £50,000 up to £100,000.	Director of Finance plus Executive Directors and senior managers with the title "Director" Associate Director of Facilities (within approved budget)	
	e) Authorisation of requisitions over £100,000.	As d) excluding Associate Director of Facilities plus Chief Executive.	Refer to SFI 20.2.4
	f) Authorisation of building/engineering maintenance.	As delegated by the Associate Director of Facilities and within approved Budget.	
	g) Authorisation of PFI payments	Senior Managers as designated by the Director of Finance. PFI – Authority is delegated to the Associate Director of Facilities to authorise invoices up to the sum of £1.5m remitted in line with the project agreement dated 18 th September 2007.	
	h) Leases or other long term financial commitments.	Director of Finance.	
	i) Pre-Payments	Director of Finance.	
	j) Raising of orders	All nominated requisitioners within the Trust which	

DELEGATED MATTER		AUTHORITY DELEGATED TO	NOTES/FURTHER GUIDANCE
		include but not limited to: Supplies Department. Theatres Pharmacy Department. Facilities Directorate for building and engineering work and consumables. Pathology Catering Department. Out-patient Department.	
	k) Signing of other contracts (ie excluding legally binding health care contracts and tenders) which commit the Trust to expenditure: up to £100,000	Any Executive Director and senior manager with the title "Director" including Associate Director of Facilities (within approved budget)	
	over £100,000 up to £1 million	Two signatures: Chief Executive and or Director of Finance or Chief Executive or Director of Finance and a senior manager with the title "Director".	Decisions reserved to the Trust Board Number 4 Strategy, Plans and Budgets (6)
	over £1 million up to £2 million	Director of Finance, and either the Chief Executive or Chairman	
	Over £2 million	Any Executive Director following Trust Board approval	
	l) Waiver of formal tendering procedures/ requirements for written quotations/acceptance	Head of Procurement plus any Directors, Executive or senior manager with the title of "Director" within	

DELEGATED MATTER		AUTHORITY DELEGATED TO	NOTES/FURTHER GUIDANCE
	of other than the lowest quotation for goods/services/revenue works up to £50,000.	approved budgets.	
	m) Waiver of formal tendering procedures/requirements for written quotations/acceptance of other than the lowest quotation for goods/services/revenue works up to £50,000.	Head of Procurement plus any Directors, Executive or senior manager with the title of "Director" within approved budgets.	
	n) Waiver of formal tendering procedures/requirements for written quotations/acceptance of other than the lowest quotation for goods/services/revenue works greater than £50,000 up to Public Contract Regulations 2006 Financial thresholds	Two signatures: Chief Executive and or Director of Finance or Chief Executive or Director of Finance and a senior manager with the title "Director" and Head of Procurement	
	o) Travelling Expenses/Study Leave/Training Courses. <ul style="list-style-type: none"> - Chief Executive - Directors - Lead Clinicians - Consultants and other career grade medical staff. - Managers reporting to Executive Directors of senior managers with the title "Director" - All Others 	Chairman or Director of Finance Chief Executive Medical Director Lead Clinicians Executive Directors and senior managers with the title "Director" Senior Manager Authorised Signatories	
4 Virement			
	Approval of virements within Divisional Non-Pay Budget.	Service Managers/Divisional Nurse Managers/General Managers.	

DELEGATED MATTER		AUTHORITY DELEGATED TO	NOTES/FURTHER GUIDANCE
	Virement between Pay and Non-Pay Budgets.	Director of Finance/Deputy Director of Finance.	
	Allocations from Reserves.	Director of Finance/Deputy Director of Finance – Chief Executive to be notified.	
5 Capital			
	a) Authorisation of capital projects/procurements up to £1,000,000 per scheme or item of equipment.	Capital Planning and Estates Committee or between meetings, any two of the: Chief Executive, Associate Director of Estates and Facilities and Director of Finance.	To be reported to the next meeting of the Capital Planning and Estates Committee.
	b) Authorisation of capital projects/procurements over £1,000,000 and less than £2,000,000 per scheme or item of equipment	Any Executive Director following Finance and Performance Committee approval	Decisions reserved to the Finance and Performance Committee Number 4 (i)
	c) Authorisation of capital projects/procurements over £2,000,000 per scheme or item of equipment	Any Executive Director following Trust Board approval	Decisions reserved to the Trust Board Number 4 Strategy, Plans and Budgets (7)
	d) Waiving of formal tendering procedures/requirement for written quotations/acceptance of other than the lowest quotation for contracts below Public Contract Regulations 2006 Financial thresholds	Two signatures: Chief Executive and or Director of Finance or Chief Executive or Director of Finance and a senior manager with the title "Director".	To be reported to the next meeting of Capital Planning & Estates Committee.
	e) (Works contracts only) - Over £1 million but below Public Contract Regulations 2006 Financial thresholds	Trust Board	
	f) Authorisation to exceed scheme approved	Capital Planning & Estates Committee or between	To be reported to the next

DELEGATED MATTER		AUTHORITY DELEGATED TO	NOTES/FURTHER GUIDANCE
	budgets.	meetings any two of the: Chief Executive, Associate Director of Estate and Facilities and Director of Finance.	meeting of Capital Planning & Estates Committee.
6 Income			
	a) Approval of pricing strategies, fees and charges in relation to income.	Director of Finance	
	b) Authorisation of all contracts for the provision of services by the Trust/receipt of income.	Director of Finance	
7 Losses and Write-Off			
	a) Disposal of obsolete furniture and equipment, ie excluding stores and capital items.	Senior Manager Authorised Signatory	Policy for the re-use, sale and disposal of surplus or obsolete equipment.
	b) Disposal/write off of stores or capital items.	Director of Finance.	
	c) All other losses/write offs Up to £5,000	Deputy Director of Finance	Report to Audit Committee on a quarterly basis
	Up to £25,000	Director of Finance	Report to Audit Committee on a quarterly basis
	Over £25,000 and up £100,000	Audit Committee	Report to Audit Committee on a quarterly basis
	Over £100,000	Trust Board	Report to Audit Committee on a quarterly basis

DELEGATED MATTER	AUTHORITY DELEGATED TO	NOTES/FURTHER GUIDANCE
8 Ex-Gratia Payments (including payments made under legal obligation)		
a) Patients and staff for loss of personal effects up to £1,000.	Executive Director	
b) Other up to £5,000.	Any two Directors (Executive and or senior managers with the title "Director").	
c) Over £5,000 to £50,000	Two signatures: Chief Executive and or Director of Finance or Chief Executive or Director of Finance and a senior manager with the title of "Director".	
d) Over £50,000	Requires Trust Board approval.	
9 Investigation of Fraud and Irregularities		
Investigations and reporting of incidents to the Police	Local Counter Fraud Specialist/Director of Finance.	See Fraud and Corruption Policy.
10 Personnel and Pay		
a) Issue of Contracts of Employment	Director of Human Resources.	
b) Re-Gradings	Relevant Executive Director under Director of Human Resources' advice NB: Employing Directorate to identify funding.	See Grading Evaluation Procedure.
c) Annual Leave and Special Leave – Chief Executive – Directors – Lead Clinicians	Chairman Chief Executive Medical Director or Chief Executive and Director of Human Resources	

DELEGATED MATTER		AUTHORITY DELEGATED TO	NOTES/FURTHER GUIDANCE
	<ul style="list-style-type: none"> – Consultants and other career grade medical staff. – Managers reporting to Executive Directors or senior manager with the title "Director" – All others 	<p>Lead Clinicians or Director of Clinical Services and Director of Human Resources</p> <p>Executive Directors and senior managers with the title "Director"</p> <p>Executive Directors and senior managers with the title "Director"</p>	
	<p>d) Dismissal</p> <p>Chief Executive</p> <p>Directors/senior managers with the title "Director"</p> <p>Lead Clinicians and Consultants</p> <p>Other</p>	<p>Chairman and Non-executive Directors.</p> <p>Committee including Chief Executive, Chairman and Non-executive Directors.</p> <p>Chief Executive and Medical Director.</p> <p>Executive Directors and senior managers with the title "Director" and Associate Directors.</p>	See Disciplinary Procedure and Constitution
	e) Advertising and Removal Expenses	Director of Human Resources	See relevant Policy
11 Press Releases			
		Director of Nursing/other Executive Director in his/her absence.	
12 Charitable Funds			
	a) Items of expenditure up to £1,000	Two Charitable Fund Signatories	Charitable Funds Handbook
	b) Items of expenditure up to £10,000	As above plus one Director	
	c) Items of expenditure £10,000 to £50,000	As above, plus Chief Executive or Director of	

DELEGATED MATTER		AUTHORITY DELEGATED TO	NOTES/FURTHER GUIDANCE
		Finance. Following approval of the Charitable Funds Sub Committee	
13 Direct Operational Decisions			
	The introduction or discontinuation of any significant activity or operation where this is not set out in the Business/Service Development Plan (up to £2 million gross annual income/expenditure)	Chief Executive	
	Above £2m gross annual income	Trust Board approval.	