



Standing Orders

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FOREWORD

NHS Foundation Trusts are required to demonstrate appropriate arrangements to provide comprehensive governance arrangements in accordance with the Health and Social Care (Community Health and Standards) Act 2003, the NHS Act 2006 and the Health and Social Care Act 2012.

Standing Orders (SOs) (*including SOs relating to the business of the Council of Governors; see Annex D to the Constitution*) regulate the proceedings and business of the Trust and are part of its corporate governance arrangements. In addition, as part of accepted Codes of Conduct and Accountability arrangements, boards are expected to adopt schedules of reservation of powers and delegation of powers. These schedules are incorporated within the *Reservation of Powers to the Board and Delegation of Powers, see Annex A*.

These documents, together with Standing Financial Instructions, Detailed Financial Procedures, Conflicts of Interest Policy and the Anti-Fraud, Bribery and Corruption Policy provide a regulatory framework for the business conduct of the Trust. They fulfil the dual role of protecting the Trust's interests and protecting staff from any possible accusation that they have acted less than properly.

The Standing Orders, Scheme of Reservation and Delegation, Standing Financial Instructions and Detailed Financial Procedures provide a comprehensive business framework that are to be applied to all activities. The Board of Directors and all members of staff should be aware of the existence of and work to these documents.

Standing Orders and Standing Financial Instructions must be read in conjunction with the following guidance:

- Caldicott Guardian 1997;
- Human Rights Act 1998;
- Freedom of Information Act 2000.

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INTRODUCTION

Statutory Framework

Harrogate and District NHS Foundation Trust (the Trust) is a statutory body, which came into existence on 1st January 2005 pursuant to authorisation of Monitor (now named as NHS England) under the Health and Social Care (Community Health and Standards) Act 2003 ("the 2003 Act"), superseded by the NHS Act 2006 and consequently by the Health and Social care Act 2012.

For administrative purposes, Harrogate District General Hospital, Lancaster Park Road, Harrogate HG2 7SX is the Trust's Headquarters

NHS Foundation Trusts are governed by the National Health Service Act 1977 (NHS Act 1977), the National Health Service and Community Care Act 1990 (NHS & CC Act 1990) as amended by the Health Authorities Act 1995, the Health Act 1999 and the Health and Social Care Act 2001 and 2003, the NHS Act 2006 and the Health and Social Care Act 2012.

The functions of the Trust are conferred by this legislation and the authorisation.

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

The Trust also has statutory powers under Section 28A of the NHS Act 1977, as amended by the Health Act 1999, and sections 75,76 and 256 of the NHS Act 2006 (previously sections 28A, 31 and 64 of the NHS Act 1977) to fund projects jointly planned with local authorities, voluntary organisations and other bodies.

The Code of Accountability 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.

NHS Framework

The Code of Accountability requires that, inter alia, The Board of Directors draws up a schedule of decisions reserved to that Board, and ensures that management arrangements are in place to enable responsibility to be clearly delegated appropriately.

The Code also requires the establishment of a) an Audit Committee and b) a Remuneration Committee, with formally agreed terms of reference. The Code of Conduct requires a register of possible conflicts of interest of members of both the Board of Directors and the Council of Governors, and how those possible conflicts are addressed.

The Code of Practice on Openness in the NHS sets out the requirements for public access to information on the NHS subject for example to the Freedom of Information Act 2000.

Standing Orders

Delegation of Powers

The Trust has powers to delegate and make arrangements for delegation. These Standing Orders set out the detail of these arrangements.

The Trust shall determine the membership and terms of reference of committees and sub-committees and shall if it requires to, receive and consider reports of such committees.

Integrated Governance

The Trust Board has a fully integrated governance system in place. This ensures that decision-making is informed by intelligent information covering the full range of corporate, financial, quality, performance, workforce, and research governance. Integrated governance enables the Board to take a holistic view of the organisation and its capacity to meet its legal and statutory requirements and quality, clinical, and financial objectives.

Collaboration of services across West Yorkshire and Harrogate District

Acute providers are required by NHS England to plan, commission and deliver efficient and sustainable healthcare services for patients across. HDFT works across two key Integrated Care Boards.

From an acute perspective the Trust serves a footprint for the population of West Yorkshire and Harrogate District.

The Trust works with the following Trusts to collaborate and oversee a comprehensive system wide programme to deliver the objective of acute provider transformation. Collectively, they will share obligations agreed by all Parties, set out in the Memorandum of Understanding (MOU) and hold each other to account via a Committee in Common, with all Parties agreeing to its Terms of Reference.

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

The Trust is also a member of the Humber and North Yorkshire Integrated Care Board (ICB). The Trust is an active member in the Humber and North Yorkshire (HNY) Collaboration of Acute Providers (CAP). In year progress has been made through the Committee in Common with meetings taking place through-out the year to focus on a wide range of activities to strengthen our partnerships and delivery systems.

Standing Orders

1. INTERPRETATION

1.1 Save as otherwise permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive and Company Secretary).

1.2 Any expression to which a meaning is given in the National Health Service Act 1977, National Health Service and Community Care Act 1990, the Health and Social Care (Community Health and Standards) Act 2003, NHS Act 2006, Health and Social Care Act 2012 and other Acts relating to the National Health Service or in the Financial or other Regulations made under the Acts or in the Licence or Constitution shall have the same meaning in this interpretation and in addition:

"ACCOUNTABLE OFFICER" means the Officer responsible and accountable for funds entrusted to the Trust. They shall be responsible for ensuring the proper stewardship of public funds and assets. In accordance with the Act, this shall be the Chief Executive.

"AUTHORISATION" means the authorisation of the Trust by Monitor, Healthcare Regulator (now NHS England).

"BOARD OF DIRECTORS" means the Chair, Non-Executive Directors and the Executive Directors appointed in accordance with the Trust's Constitution.

"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.

"CHAIR" is the person appointed in accordance with the Constitution to lead the Board of Directors and the Council of Governors. The expression "the Chair" shall be deemed to include the Vice Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable.

"CHIEF EXECUTIVE" means the chief accountable officer of the Trust.

"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.

"COMPANY SECRETARY" means the person responsible for supporting the Board and Council of Governors in meeting their obligations to ensure that the Foundation Trust is adequately prepared to comply, and can secure ongoing compliance, with the legislative and regulatory framework.

"COMMITTEE" means a committee appointed by the Board of Directors to which the Board has delegated powers.

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"COMMITTEE MEMBERS" means persons formally appointed by the Board of Directors to sit on or to chair specific committees.

"COMMITTEE IN COMMON" means a collective group or representation from organisations (i.e., the acute provider Trusts in West Yorkshire and Harrogate District), to perform a particular function or duty.

"CONSTITUTION" means the Constitution of the Trust as approved from time to time by the Trust Board of Directors and Council of Governors and, where applicable, Members of the Foundation Trust.

"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.

"FINANCE DIRECTOR " means the Director of Finance who is the Chief Finance Officer of the Trust.

"EXECUTIVE DIRECTOR" means a director who is an officer of the Trust appointed in accordance with the Constitution. For the purposes of this document, "director" shall not include an employee whose job title incorporates the word director but who has not been appointed in accordance with the Constitution

"FUNDS HELD ON TRUST" shall mean those funds which the Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under Sch 2 Part II para 16.1c NHS & Community Care Act 1990. Such funds may or may not be charitable.

"MOTION" means a formal proposition to be discussed and voted on during the course of a meeting.

"Memorandum of Understanding" (MOU or MoU) is a formal agreement between two or more Parties. Companies and organisations can use MOUs to establish official partnerships. MOUs are not legally binding but they carry a degree of seriousness and mutual respect, stronger than a gentleman's agreement.

"NOMINATED OFFICER" means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.

"NON-EXECUTIVE DIRECTOR" means a director who is not an officer of the Trust and who has been appointed in accordance with the Constitution. This includes the Chair of the Trust.

"OFFICER" means employee of the Trust or any other person who exercises functions for the purposes of the Trust other than solely as a Staff Governor or Non-Executive Director of the Trust.

Standing Orders

"SENIOR INDEPENDENT DIRECTOR" means a Non-Executive Director who is appointed by the Board of Directors in consultation with the Council of Governors to support the Chair and carry out the appraisal of the Chair. They will be available to Members and Governors of the Foundation Trust to raise concerns that contact through usual channels has not resolved.

"SFIs" means Standing Financial Instructions.

"SOs" means Standing Orders.

"TRUST" means Harrogate and District NHS Foundation Trust.

"VICE CHAIR" means the Non-Executive Director appointed by the Council of Governors to take on the duties of the Chair if the Chair is absent for any reason.

"WYAAT" means the West Yorkshire Association of Acute Trusts which includes Harrogate and District.

2. The Board of Directors

- 2.1** All business shall be conducted in the name of the Trust.
- 2.2** The powers of the Trust established under statute shall be exercised by the Board of Directors except as otherwise provided for in Standing Order 4.
- 2.3** Directors acting on behalf of the Trust as a corporate trustee are acting as quasi-trustees. Accountability for charitable funds held on trust is to the Charity Commission.
- 2.4** The Board of Directors has resolved that certain powers and decisions may only be exercised or made by that Board in formal session. These powers and decisions are set out in the Reservations of Powers to the Board and Delegation of Power and appear in the Scheme of Delegation in the Standing Orders and Standing Financial Instructions.

2.5 Composition of the Trust Board

In accordance with the Trust's Constitution, the composition of the Board of Directors shall be:

- The Chair of the Trust
- A minimum of six Non- Executive Directors (including the Vice Chair of the Trust and Senior independent Director)

Executive Directors including:

- the Chief Executive (the Chief Accountable Officer)
- the Finance Director (the Chief Finance Officer)
- the Medical Director (who shall be a registered medical or dental practitioner)
- the Director of Nursing, Midwifery and AHPs (who shall be a registered nurse or midwife)
- a minimum of two other Executive Directors (currently the Chief Operating Officer and Director of People and Culture and Director of Strategy)
- A Deputy Chief Executive who will be one of the above (i.e. not a stand-alone post).

2.6 Role of the Board of Directors

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

The Executive and Non-Executive Directors listed in paragraph 2.5 hold a vote.

(1) Executive Directors

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

(2) Chief Executive

The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. They are the Accountable Officer for the Trust and shall be responsible for ensuring the discharge of obligations under Financial Directions and in line with the requirements of the Accountable Officer Memorandum for Trust Chief Executives.

(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. They 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) Chair

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

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The Chair shall liaise with the Remuneration, Nominations and Conduct Committee, comprising of representatives from the Council of Governors, over the appointment of Non-Executive Directors. Once a Non-Executive Director is appointed, the Chair shall take responsibility either directly or indirectly for their induction, their portfolios of interests and assignments, and their performance.

The Chair shall work in close harmony with the Chief Executive 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 Lead Roles for Directors

The Chair will ensure that the designation of lead roles or appointments of Directors as required by the Department of Health and Social Care and NHS England, or as set out in any statutory or other guidance will be made in accordance with that guidance or statutory requirement (e.g. appointing a Lead Director with responsibilities for Infection Control or Safeguarding etc.).

The allocation of additional responsibilities for Non-Executive Directors will be required from time to time in accordance with statutory requirements or guidance. These will be made by the Chair.

2.8 Appointment of the Chair and Non-Executive Directors

The Chair and Non-Executive Directors are appointed by the Council of Governors.

Non-Executive Directors (including the Chair) are to be appointed by the Council of Governors using the procedure set out in the Constitution.

2.9 Terms of Office of the Chair and Non-Executive Directors

The Chair and the Non-Executive Directors are to be appointed for a period of office in accordance with the Constitution. Non-Executive Directors will serve a three-year period and will not normally exceed a maximum of three terms of office. After two terms of office, Non-Executive Directors are subject to annual reappointment by the Council of Governors. The terms and conditions of the office are decided by the Council of Governors at a formal Meeting.

2.10 Appointment of Vice Chair of the Board of Directors

For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chair, the Council of Governors will appoint a Non-Executive Director to be Vice Chair for such a period, not exceeding the remainder of their term as Non-Executive Director of the Trust, as they may specify.

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Paragraph 3.12 sets out the provision if the Chair and Vice-Chair are absent such that Non-Executive Director as the Director Body present shall choose a member to preside.

Any Non-Executive Director so elected may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair. The Council of Governors may thereupon appoint another Non-Executive Director as Vice Chair in accordance with the Constitution.

2.11 Powers of the Vice Chair

Where the Chair of the Trust has ceased to hold office or has been unable to perform duties as Chair owing to illness, absence or any other cause, references to the Chair shall, so long as there is no Chair able to perform those duties, be taken to include reference to the Vice-Chair.

3. MEETINGS OF THE BOARD OF DIRECTORS

- 3.1** Meetings of the Board of Directors are to be held in public. These standing orders should be read in conjunction with the Constitution which therefore make up the Terms of Reference for Board of Director meetings.
- 3.2** Members of the Board of Directors may participate in meetings in person or via electronic means (i.e. a Video Link). Participation in a meeting by any of these means shall be deemed to constitute presence in person at the meeting and they will therefore count towards quorum.
- 3.3** The Chair shall give such direction as seen fit regarding arrangements for meetings to accommodate presenters of papers and information to the Board of Directors and will ensure that business will be conducted without interruption and without prejudice. Any business that is considered to be confidential, for example that relating to matters that are commercial in confidence and relating to staff members and patients will be transacted in private. The Chair has the power to exclude visitors on grounds of the confidential nature of the business to be transacted.
- 3.4 Calling Meetings**
Ordinary meetings of the Board of Directors shall be held at such times and places as that Board may determine.

Standing Orders

- 3.5** The Chair of the Trust may call a meeting of the Board of Directors at any time. If the Chair refuses to call a meeting after a request for that purpose has been presented, signed by at least one-third of the whole number of Directors, or if, without so refusing, the Chair does not call a meeting within seven days after such request has been presented at the Trust's Headquarters, such one-third or more Directors may forthwith call a meeting.
- 3.6 Notice of Meetings**
Before each meeting of the Board of Directors, a notice of the meeting, specifying the business proposed to be transacted at it shall be delivered to every Director, so as to be available at least three clear days before the meeting. Failure to serve such a notice on more than three Directors will invalidate the meeting.
- A Director may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Trust's Board of Directors at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.
- 3.7** Lack of service of the notice on any Director shall not affect the validity of a meeting.
- 3.8** In the case of a meeting called by Directors in default of the Chair, those Directors shall sign the notice and no business shall be transacted at the meeting other than that specified in the notice.
- 3.9** Agendas will be sent to Directors no less than four working days before the meeting and supporting papers shall accompany the agenda, save in an emergency.
- 3.10 Setting the Agenda**
The Board of Directors may determine that certain matters as a minimum shall appear on every agenda for a meeting.
- 3.11** A Director desiring a matter to be included on an agenda shall make a request to the Company Secretary at least seven working days before the meeting. This request will be discussed with the Chair and Chief Executive. Requests made less than seven working days before a meeting may be included on the agenda at the discretion of the Chair.

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3.12 Chair of Meeting

At any meeting of the Board of Directors the Chair, if present, shall preside. If the Chair is absent from the meeting the Vice-Chair shall preside. If the Chair and Vice-Chair are absent such Non-Executive Director as the Directors present shall choose who shall preside.

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

3.14 Notices of Motion

A Director desiring to move or amend a motion shall send a written notice thereof at least 10 clear days before the meeting to the Chair, 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.

3.15 Withdrawal of Motion or Amendments

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

3.16 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 Director who gives it and also the signature of four other Directors. When any such motion has been disposed of by the Board of Directors, it shall not be competent for any Director other than the Chair to propose a motion to the same effect within six months.

3.17 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.

- 3.18** 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.

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- The appointment of an ad hoc committee to deal with a specific item of business.
- That the motion is discussed at the meeting.

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

3.19 Chair's Ruling

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

3.20 Voting

Every question put to a vote at a meeting shall be determined by a majority of the votes of the Chair of the meeting and Directors present and voting on the question and, in the case of the number of votes for and against a motion being equal, the Chair of the meeting shall have a second or casting vote.

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

3.22 If at least four 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.

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

3.24 In no circumstances may an absent Director vote by proxy. Absence is defined as not being able to participate in the meeting at the time of the vote. In accordance with Standing Order 3.2 participation can take place by electronic means.

3.25 An officer who has been appointed formally by the Board of Directors to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An officer attending 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.

3.26 Minutes

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

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- 3.27** No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 3.28** Minutes shall be circulated in accordance with Directors' wishes. Where providing a record of the meeting the minutes shall be made available to the public. A record of items discussed in private will be maintained and approved by the Board of Directors.
- 3.29 Suspension of Standing Orders**
Except where this would contravene any statutory provision or any provision of the Licence or of the Constitution, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board of Directors are present, including two Executive Directors and two Non-Executive Directors, and that a majority of those present vote in favour of suspension.
- 3.30** A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 3.31** A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the directors.
- 3.32** No formal business may be transacted while Standing Orders are suspended.
- 3.33** The Audit Committee shall review every decision to suspend Standing Orders.
- 3.34 Variation and Amendment of Standing Orders**
These Standing Orders shall be amended only if:
- a notice of motion under Standing Order 3.16 has been given; and
 - no fewer than half of the Trust's total Non-Executive Directors in post vote in favour of amendment; and
 - at least two-thirds of the Directors are present; and
 - the variation proposed does not contravene a statutory provision or provision of the licence or of the Constitution
- 3.35 Record of Attendance**
The names of the Chair and Directors present at the meeting shall be recorded in the minutes.

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3.36 Quorum

No business shall be transacted at a meeting of the Board of Directors unless at least five of the whole number of the Directors are present including at least two Executive Directors and three Non-Executive Directors, one of whom is the Chair, or Vice Chair in their absence, and as such has a casting vote.

3.37 An officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum (see Standing Order 3.25).

3.38 If the Chair or a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see Standing Orders 6 and 7) they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business. The above requirement for at least two Executive Directors to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting.

3.39 ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

3.40 Subject to a provision in the Licence or the Constitution, the Board of Directors may make arrangements for the exercise, on its behalf of any of its functions

- by a committee or sub-committee.
- appointed by virtue of Standing Order 5.1 or 5.2 below or by a director of the Trust

in each case subject to such restrictions and conditions as the Board of Directors thinks fit.

3.41 Emergency Powers

The powers which the Board of Directors has retained to itself within these Standing Orders (Standing Order 2.2) may in emergency be exercised by the Chief Executive and the Chair after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chair shall be reported to the next formal meeting of the Board of Directors for ratification.

3.42 Delegation to Committees

The Board of Directors shall agree, as and when it deems appropriate, to the delegation of executive powers to be exercised by committees or sub-committees, which it has formally constituted. The Constitution and terms of reference of these committees, or sub-committees, and their specific executive powers shall be approved by the Board of Directors.

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3.43 Delegation to Officers

Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to an executive committee or sub-committee shall be exercised on its behalf by the Chief Executive. The Chief Executive shall determine which functions shall be delegated to officers to undertake

3.44 The Chief Executive shall prepare a Scheme of Reservation and Delegation (Annex A) identifying proposals which shall be considered and approved by the Board of Directors, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Reservation and Delegation, which shall be considered and approved by the Board of Directors as indicated above.

3.45 Nothing in the Scheme of Reservation and Delegation shall impair the discharge of the direct accountability to the Board of Directors of the Director of Finance or other Executive Director to provide information and advise the Board of Directors in accordance with any statutory requirements. Outside these statutory requirements the roles of Executive Directors shall be accountable to the Chief Executive for operational matters.

3.46 The arrangements made by the Board of Directors as set out in the "Harrogate and District NHS Foundation Trust Scheme of Reservation and Delegation" shall have effect as if incorporated in these Standing Orders (see Annex A).

4. COMMITTEES

4.1 Appointment of Committees

Subject to the Licence, and the Constitution, the Board of Directors may delegate any of its powers to a committee of the Board (comprised of a group of Board Directors).

4.2 A committee appointed under this regulation may, in accordance with the Constitution, appoint sub-committees consisting comprised of a group of Board Directors.

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

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- 4.4** Each such committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board of Directors), as the Board of Directors shall decide and shall be in accordance with any legislation and regulation. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 4.5** Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the Board of Directors.
- 4.6** The Board of Directors shall approve the appointments to each of the committees which it has formally constituted. Where the Board of Directors determines, and regulations permit, that persons, who are neither Directors nor officers, shall be appointed to a committee the terms of such appointment shall be within the powers of the Board of Directors as defined by the Licence and Constitution. The Board of Directors shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with its Constitution.
- 4.7** Membership of the WYAAT Committee in Common will be defined in the Term of Reference, which will be agreed or amended by all Parties. The Board of Harrogate and District NHS Foundation Trust has not agreed to delegate any of its statutory functions to the Committee in Common. The scope of the Committee in Common will be responsible for leading the development of the WYAAT Collaborative Programme and the work streams in accordance with the defined key principles, setting the overall strategic direction, in order to deliver the WYAAT Collaborative Programme.
- 4.8** The committees and sub-committees established by the Trust are:
- 4.8.1 The Audit Committee;
 - 4.8.2 The Remuneration Committee
 - ;
 - 4.8.3 The Charitable Funds Committee
 - 4.8.4 The Quality Committee
 - 4.8.5 The Resources Committee
 - 4.8.6 The People and Culture Committee
 - 4.8.7 The Innovation Committee

Such other committees may be established, as required, to discharge the Board's responsibilities. A diagram detailing the Trust's governance structure can be found in the Corporate Framework .

The minutes of the above committees will be made available to the Board of Directors at their meetings, with the exception of the Remunerations Committee; these meetings will be

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referenced by the Chair at Board of Directors meetings however the full minutes will not be shared due to the confidential nature of discussions.

5.8 Confidentiality

A member of a formal subcommittee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Board of Directors or shall otherwise have concluded on that matter.

- 5.9** A Director of the Trust or a member of a committee shall not disclose any matter reported to the Board of Directors or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if that Board or committee shall resolve that it is confidential.

5. DECLARATIONS OF INTERESTS

- 5.1 Declaration of Interests** - The Constitution requires members of the Board of Directors to declare interests, which are relevant and material to the Board of Directors. All existing directors should declare such (interests. Any Directors appointed subsequently should do so on appointment).

- 5.2** Interests, which should be regarded as “relevant and material”, are:

- 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 shareholdings 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 or commissioning NHS services.
- f) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks.

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Board members are expected to declare any personal or business interest which may influence, or may be *perceived* to influence, their judgement.

- 5.3 At the time Directors' interests are declared, they should be recorded in the Board of Directors' minutes. Any changes in interests should be officially declared at the next Board of Directors meeting following the change occurring.
- 5.4 Directors' Directorships of companies in 6.2.a) above likely or possibly seeking to do business with the NHS (6.2.b) above) should be published in the Annual Report. The information should be kept up to date for inclusion in succeeding Annual Reports. Any changes in interests should be officially declared at the next Board meeting as appropriate following the change occurring. It is the obligation of the Director to inform the Company Secretary of the NHS Foundation Trust in writing within seven days of becoming aware of the existence of a relevant or material interest. The Company Secretary will amend the Register upon receipt of interests within three working days.
- 5.5 During the course of a Board of Directors meeting, if a conflict of interest is established, the Chair, supported by the Company Secretary, will determine whether the Director concerned should withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt, this includes voting on such an issue where a conflict is established. If there is a dispute as to whether a conflict of interest does exist, majority will resolve the issue with the Chair having the casting vote.
- 5.6 For Committees in Common – the Chair and Chief Executive (and nominated deputies) of Harrogate and District NHS Foundation Trust will adhere to declaring interests as described in any Committee in Common Memorandum of Understanding.
- 5.7 If Directors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair or the Company Secretary. The interests of partners in professional partnerships including general medical practitioners should also be considered.
- 5.8 Supporting guidance relating to declaration of interests can be found in the Trust's Constitution and the Conflicts of Interest Policy.

6. **DISABILITY OF CHAIR AND DIRECTORS IN PROCEEDINGS ON ACCOUNT OF A MATERIAL INTEREST**

- 6.1 Subject to the following provisions of this Standing Order, if the Chair or a Director of the Trust has any material interest (as defined by the Constitution), direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust at which

the contract or other matter is the subject of consideration, 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.

- 6.2 The Board of Directors will exclude the Chair or a Director of that Board from a meeting of that Board while any contract, proposed contract or other matter in which he has a material interest, is under consideration.

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- 6.3** Any remuneration, compensation or allowances payable to the Chair or a Non-Executive Director in accordance with the Constitution shall not be treated as a material interest for the purpose of this Standing Order.
- 6.4** For the purpose of this Standing Order the Chair or a Director shall be treated, subject to Standing Orders 7.2 and 7.6, as having indirectly a material interest in a contract, proposed contract or other matter, if:
- (a) they, or a nominee of theirs, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct material interest in the other matter under consideration;
- or
- (b) they are a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct material interest in the other matter under consideration;
- and in the case of persons living together as partners the interest of one partner shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.
- 6.5** The Chair or a Director shall not be treated as having a material interest in any proposed contract or other matter by reason only:
- (a) of membership of a company or other body, if there is no beneficial interest in any securities of that company or other body;
 - (b) of an interest in any company, body or person with which he is connected as mentioned in Standing Order 7.4 above which is so remote or insignificant that it cannot reasonably be regarded by the Board as likely to influence a Director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.
- 6.6** Where the Chair or a Director:
- (a) has an indirect material interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body:

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- (b) the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less: and
- (c) if the share capital is of more than one class, the total nominal value of shares of any one class in which he/she has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class;

this Standing Order shall not prohibit them from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it (without prejudice however to his/her duty to disclose his/her interest) provided the interest has been declared.

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

7. CONFLICTS OF INTEREST

7.1 Policy

Staff must comply with the Trust's Conflicts of Interest Policy. The following provisions should be read in conjunction with this document.

7.2 Interest of Officers in Contracts

If it comes to the knowledge of a Director or an Officer of the Trust that a contract in which they have any material interest (but not being a contract to which they are themselves a party), has been, or is proposed to be, entered into by the Trust they shall, at once, give notice in accordance with the Trust's Conflicts of Interest Policy of the fact that they are interested therein. In the case of persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

- 7.3** An officer must also declare in accordance with the Trust's Conflicts of Interest Policy any other employment or business or other relationship of theirs, or of a cohabiting partner, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust. The Trust requires interests, employment or relationships so declared by staff to be entered in a register of interests of staff.

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

Canvassing of Directors or of the Board of Directors or the Council of Governors or members of any committee of the Board 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.

7.5 A Director 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 Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust or taking part in the appointment process.

7.6 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

7.7 Relatives of Directors or Officers

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

7.8 The Chair, Directors and every officer of the Trust shall disclose in accordance with the Trust's Conflicts of Interest Policy any relationship with a candidate of whose candidature that Director or officer is aware.

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

7.10 Where the relationship of an officer or another Director to a Director of the Trust is disclosed, the Standing Order headed "Disability of the Chair and Directors in proceedings on account of material interest" (Standing Order 7) shall apply.

7.11 On appointment to the Trust, all Directors will be required to fulfil the requirements of the Fit and Proper Persons Test.

8. IN-HOUSE SERVICES

8.1 In all cases where the Board of Directors determines that in-house services should be subject to competitive tendering the following groups shall be set up:

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- (a) Specification group, comprising the Chief Executive or nominated officer/s and specialist.
- (b) In-house tender group, comprising a nominee of the Chief Executive and technical support.
- (c) Evaluation team, comprising normally a specialist officer, a supplies officer and a Director of Finance representative. For services having a likely annual expenditure exceeding £500,000, a Non- Executive Director should be a member of the evaluation team.

8.2 All groups should work independently of each other and individual officers may be a director of more than one group but no director of the in-house tender group may participate in the evaluation of tenders.

8.3 The evaluation team shall make recommendations to the Board of Directors.

8.4 The Chief Executive shall nominate an officer to oversee and manage the contract on behalf of the Trust.

9. CUSTODY OF SEAL AND SEALING OF DOCUMENTS

9.1 Custody of Seal

The Common Seal of the Trust shall be kept by the Chief Executive, or an officer appointed by them, in a secure place.

9.2 Sealing of Documents

The Seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board or a committee thereof or where the Board of Directors has delegated its powers. The affixing of the Seal shall be attested and signed by the Chair (or in their absence a Non-Executive Director) and the Chief Executive (or in their absence a current serving Director of the Executive Team).

In the event of a requirement to affix the seal prior a meeting of the Board of Directors or a committee where the Board has delegated its powers, and at the agreement of the Chair and Chief Executive, the authorisation to affix the seal can be given retrospectively by the Board of Directors. This is applicable only when prior authorisation to proceed with the project in question has been granted by the Board of Directors.

9.3 Before any building, engineering, property or capital document is sealed it must be approved and signed by the Director of Finance (or an officer nominated by them) and authorised and countersigned by the Chief Executive (or an officer nominated by them who shall not be within the originating directorate).

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9.4 Register of Sealing

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

10. SIGNATURE OF DOCUMENTS

10.1 Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board of Directors shall have given the necessary authority to some other person for the purpose of such proceedings.

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

11. MISCELLANEOUS

11.1 Standing Orders to be given to Directors and Officers

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

11.2 Documents having the standing of Standing Orders

Standing Financial Instructions, Reservation of Powers to the Board of Directors and Delegation of Powers shall have effect as if incorporated into Standing Orders.

11.3 Review of Standing Orders

Standing Orders shall be reviewed at annual intervals by the Board of Directors, or as required following organisational structure or policy change. The requirement for review extends to all documents having effect as if incorporated in Standing Orders.

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11.4 Overriding Standing Orders

If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board of Directors for action or ratification. All members of the Board of Directors, Council of Governors and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

11.5 Joint Ventures (Contractual and Corporate)

The Executive Directors shall be authorised to develop commercial opportunities which may (or may not) lead to the establishment of a joint venture, either contractual or corporate. The Executive Directors shall keep the Board apprised of the subject matter via the Chief Executive (or nominated officer).

A joint venture, either contractual or corporate, shall not be entered into unless authorised by the Board of Directors of Harrogate and District NHS Foundation Trust.

ANNEXE A

SCHEME OF RESERVATION, DECISIONS AND DELEGATION

February 2026

SCHEME OF RESERVATION,

DECISIONS AND DELEGATION CONTENTS:

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1. INTRODUCTION

This Scheme of Reservation, Decisions and Delegation sets out the roles and decision levels through which the Board of Directors operates. Many of the areas shown can be linked to specific paragraphs in the Standing Orders for the Board of Directors, Standing Financial Instructions or Procurement Regulations and these should also be consulted as required.

The general description of roles of the Board of Directors, the Chair, the Chief Executive and the Executive Directors, are shown below followed by descriptions of the role/decision level in specific areas which form part of the Trust's regular business.

2. GENERAL CONDITIONS

- All powers are vested in the Board of Directors and remain to be exercised by the Board, unless specifically delegated within a scheme of delegation authorised by the Board. The ultimate responsibility for all decisions taken under delegated powers remains with the Board of Directors
- Decisions made under delegated powers must comply with statutory and legal provisions, with Trust policy and regulations and must not incur expenditure that is not provided for, in the Trust's Business Plan (revenue or capital budget)
- No Sub-Committee may exercise power greater than those available to the Board of Directors or greater than those specifically delegated by the Board
- It is the responsibility of each Chair (or acting Chair) of each Sub-Committee, operating within delegated powers to ensure that:
 - ◆ Business is conducted in accordance with formal agenda reports
 - ◆ Minutes are compiled in respect of all business considered at meetings and that those minutes are comprehensive and clear and adequately reflect the considerations and decisions made
 - ◆ Minutes of meetings, including reference to decisions taken, should be submitted to the Board of Directors at the earliest practical opportunity, but in any case, on a regular and timely basis

3. ROLE OF THE BOARD OF DIRECTORS

The Trust sets the strategic direction of the organisation within the NHS Oversight Framework and overall NHS policy, sets objectives and the plans to meet them and oversees their delivery. It aims to ensure high standards of corporate governance and personal behaviour in the conduct of business with high standards of financial stewardship and value for money and achieves this through officers led by the Chief Executive, a team of Executive Directors and Non-Executive Directors, who will advise and appraise. It is important to note that the Board of Directors functions as a unified Board, as opposed to individuals' accountabilities.

4. ROLE OF THE CHAIR

The Chair acts as the main link in communication between the Chief Executive and the Board of Directors; to provide a focus for Director's views: to act on behalf of the Board between meetings where necessary and to report on such actions where appropriate; to advise and guide the Chief Executive; and to maintain close contact with Governors and Non-Executive Directors and other NHS Chairs; to act as the main spokesperson for the Board. The Chair also has a responsibility for authorising, on behalf of the Trust, urgent actions in respect of appropriate matters. In the event of the absence of the Chair, the Vice Chair will deputise over the whole range of the Chair's responsibilities.

5. ROLE OF THE CHIEF EXECUTIVE

The Chief Executive is directly accountable to the Board of Directors in relation to the performance of all the Trust's functions. Whilst Executive Directors have a crucial role in the development of policy, the Chief Executive is ultimately responsible for advice to the board and for ensuring that the Board's policies and decisions are implemented. The only exception to this is when advice is given by other officers in their professional capacity.

6. ROLE OF THE EXECUTIVE DIRECTORS

Executive Directors are responsible to the Chief Executive for the scope of work delegated to them and for assisting them in the formulation of policy and advice to the board.

7. EMERGENCY PREPAREDNESS, RESILIENCE AND RESPONSE

To support the Trust when a Major, Critical or Business Continuity incident has been declared, an identified deviation to the Standing Financial Instructions will be established and a revised version of the Standing Financial Instructions approved in relation to the Scheme of Delegation, the following "**deputy agreements**" will be recognised in extraordinary circumstances where the "**identified role**" is not available to fulfil their duties due to a leave of unplanned absence.

In their unplanned absence ('identified role')	Will assume full deputy responsibilities, acting in good faith on their behalf ('deputy agreements')
Chief Executive Officer	1. Deputy Chief Executive 2. Nominated Executive Director
Chief Financial Officer	1. Chief Executive Officer 2. Nominated Executive Director 3. Nominated Deputy Director of Finance
Chair	1. Vice Chair 2. Nominated Non-Executive Director
Nominated Executive Director	1. Chief Executive Officer 2. Nominated Executive Director 3. Nominated Deputy Director 4. Nominated Associate Director

Record

For any situation where a deviation has taken place to the Standing Financial Instructions; or any situation that may give rise to a conflict of interest (either actual or potential), the outcome will be presented at the relevant Trust meeting or where the Chief Executive or Deputy Chief Executive has been unavailable with a deputy identified to fulfil their nominated duties. The decision made, and by whom will be recorded within the Trust record for that meeting.

8. SCHEME OF DECISION AND SCHEME OF DELEGATION

Reference (where applicable)		DECISIONS RESERVED TO THE BOARD
N/A	THE BOARD	General Enabling Provision The Board may determine any matter, for which it has delegated or statutory authority, it wishes in full session within its statutory powers
N/A	THE BOARD	Regulations and Control <ol style="list-style-type: none">1. Approve Sanding Orders (SOs), a schedule of matters reserved to the Board and Standing financial Instructions for the regulation of its proceedings and business2. Suspend Standing Orders3. Vary or amend the Standing Orders4. Approve a scheme of delegation of powers from the Board to Sub-Committee5. Require and receive the declaration of officers' interests that may conflict with those of the Trust and determining the extent to which that Director may remain involved with the matter under consideration.6. Require and receive the declaration of officers' interests that may conflict with those of the Trust.7. Adopt the organisation structures, processes and procedures to facilitate the discharge of business by the Trust and to agree modifications thereto8. Receive reports from Sub-Committees including those that the Trust is required by the Secretary of State or other regulation to establish and to take appropriate action on9. Confirm the recommendations of the Trust's Sub-Committees where the Sub-Committees do not have executive powers10. Approve arrangements relating to the discharge of the Trust's responsibilities as a corporate trustee for charitable funds held on trust11. Establish terms of reference and reporting arrangements of all committees and sub-committees that are established by the board12. Approve arrangements relating to the discharge of the Trust's responsibilities as a bailer for patients' property13. Authorise use of the seal14. Ratify or otherwise instances of failure to comply with Standing Orders brought to the Chief Executive's attention15. Discipline members of the Board or employees who are in breach of statutory requirements or SOs.16. Ensure the Trust's governance arrangements reflect the 'failure to prevent fraud' offence under the Economic Crime and Corporate Transparency Act 2023 (effective 1 September 2025)

N/A	THE BOARD	<p>Appointments/Dismissal</p> <ol style="list-style-type: none"> 1. Appoint and dismiss Sub-Committees (and individual members) that are directly accountable to the Board. 2. Appoint, appraise, discipline and dismiss Executive Directors. 3. Confirm appointment of members of any Sub-Committee of the Trust as representatives of outside bodies 4. Approve proposals of the Remuneration Committee regarding Directors and senior employees and those of the Chief Executive for staff, not covered by the Remuneration Committee
N/A	THE BOARD	<p>Strategy, Plan and Budgets</p> <ol style="list-style-type: none"> 1. Define the strategic aims and objectives of the Trust 2. Approve proposals for ensuring quality and developing clinical governance in services provided by the Trust 3. Approve the Trust's policies and procedures for the management of risk 4. Approve Outline and Final Business Cases for Capital Investment 5. Approve budgets 6. Approve annually Trust's proposed organisational development proposals 7. Ratify proposals for acquisition, disposal or change of use of land and/or buildings 8. Approve Private Financial Initiative (PFI) Proposals 9. Approve the opening of bank accounts 10. Approve proposals for borrowing 11. Approve proposals in individual cases for the write off of losses or making of special payments above the limits of delegation to the Chief Executive and Director of Finance (for losses and special payments) previously approved by the Board 12. Approve proposals for action on litigation against or on behalf of the Trust
N/A	THE BOARD	<p>Policy Determination</p> <ol style="list-style-type: none"> 1. Approve management policies including personnel policies, incorporating the arrangements for the appointment, removal and remuneration of staff
N/A	THE BOARD	<p>Audit</p> <ol style="list-style-type: none"> 1. Receive an annual report from the Internal Auditor and agree action on recommendations where appropriate of the Audit Committee
N/A	THE BOARD	<p>Monitoring</p> <ol style="list-style-type: none"> 1. Receive such reports as the Board sees fit from Sub-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 from Directors, Sub-Committees and officers of the Trust as set out in the management of policy statements. All regulatory and statutory monitoring returns required by the Charity Commission, NHS England and any other relevant oversight bodies shall be reported at least in summary to the board 3. Receive reports from the Director of Finance on financial performance against budget and Local Delivery Plan

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
<p>SFI 2.1</p> <p>SFI 2.1.3</p> <p>SFI 5.6.2</p> <p>SFIs 9.5.2 and 9.5.3</p> <p>SFI 12.2.7</p> <p>SO 3.32</p>	<p>AUDIT COMMITTEE</p>	<p>The Audit Committee will provide an independent and objective view of internal control by:</p> <ul style="list-style-type: none"> (a) Reviewing the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the Trusts' activities (both clinical and non-clinical) that supports the achievements of the Trusts' objectives (b) Ensuring there is an effective internal audit functions established by management that meets mandatory NHS internal Audit Standards, liaises appropriately with external audit and provides appropriate, independent assurance to the Audit Committee, Chief Executive and Board (c) Reviewing the work and findings of the External Auditor appointed by the Council of Governors and considering the implications and managements' response to their work (d) Reviewing the findings of the other significant assurance functions both internal and external to the Trust and considering the implications to the governance of the organisation (e) Reviewing the Annual Report and Financial Statements before submission to the Board (f) Reviewing the effectiveness of the organisations' Counter Fraud systems and controls <p>The Audit Committee shall be involved in the selection process when there is a proposal to review the provision of internal audit services</p> <p>The Finance Director will report at least every five years on the review of banking services to the Audit Committee</p> <p>The Audit Committee will review all instances of non-competitive procurement (single tender actions) for reasons (c) – (f) of SFIs 9.5.2 and 9.5.3</p> <p>The Audit Committee will review the Losses & Specials Payments Register on an annual basis</p> <p>The Audit committee will review every decision to suspend Standing Orders</p>
<p>SFI 8.1.2</p>	<p>REMUNERATION COMMITTEE (Non-Executive Director Led)</p>	<p>The Remuneration Committee will:</p> <ul style="list-style-type: none"> (a) Advise the board of Directors about appropriate remuneration and terms of service for the Chief Executive, other Executive Directors employed by the trust and other senior employees including: <ul style="list-style-type: none"> (i) all aspects of salary (including any performance related elements/bonuses) (ii) provisions of other benefits, including pensions and cars (iii) arrangements for termination of employment and other contractual terms (b) Make such recommendations to the Board of Directors on the remuneration and terms of service of the board of Directors (and other senior employees) to ensure they are fairly rewarded for their individual contribution to the trust – having proper regard to the Trust's circumstances and

SFI 8.1.3		<p>performance and to the provisions of any national arrangements for such members and staff, where appropriate and</p> <p>(c) advise on and oversee appropriate contractual arrangements for such staff including the proper calculation and scrutiny of termination of payments taking account of such national guidance as is appropriate</p> <p>The Committee 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</p>
N/A	CHARITABLE FUNDS COMMITTEE	<p>The Charitable Funds Committee has responsibility for:</p> <ol style="list-style-type: none"> 1. The retrospective authorisation of income/expenditure for items below £5,000 with details shown for all individual items over £500 (it should be noted that the limits and rules concerning delegated authority applies to all expenditure) 2. Along with the Director of Finance, the authorisation in advance of income/expenditure for items above 35,000 and up to £200,000. (Anything above £200,000 authorisation is reserved to the Board of Trustees) 3. Review of the financial position of the Charity, including balance sheet, income and expenditure and cashflow 4. Reviewing the performance of investments and the cash requirements of the charity (the panel members receive a quarterly information and investment report from the investment managers – Brewin Dolphin) 5. Any other activities relevant to the administration of the Trust Fuds (including the completion and filing of the annual report and accounts) in accordance with the Trustees' wishes
N/A	QUALITY COMMITTEE	<p>The Quality Committee will:</p> <ol style="list-style-type: none"> a) Gain assurance regarding the safety and quality of services <ol style="list-style-type: none"> (i) seek assurance on the systems and processes in place to deliver high quality care on behalf of the Board (ii) provide scrutiny of the outcomes of these systems and processes in relation to quality on behalf of the Board (iii) provide direction on behalf of the Board regarding the delivery of the Trust's quality improvement proprieties and strategic objectives in respect of quality (iv) provide oversight and seek assurance on regulatory compliance b) Ensure oversight of the Trust's objectives in relation to quality and annual quality improvement priorities c) Assess strategic risk in relation to the Committee's area of focus via the Board Assurance Framework d) On behalf of the Board, investigate any activity within its terms of reference and seek any information it requires from any member of staff and all members of staff are directed to co-operate with any request made by the Committee e) Make recommendations to the Board on any area within its remit where action or improvement is required <p>The Quality Committee has delegated authority from the Board for oversight of the Maternity Incentive Scheme.</p>

N/A	STRATEGY DEPLOYMENT ROOM	<p>The Strategy Deployment Room has the following areas of responsibility, and the systems and processes of governance relating to these:</p> <ul style="list-style-type: none"> • Strategic Ambitions • True North Metrics • Breakthrough Objectives • Strategic Programmes • Corporate Projects • Enabling Ambitions <p>To do this the Senior Management Team will:</p> <ul style="list-style-type: none"> • Show leadership in setting a culture of continuous improvement through the Impact Programme, delivering high quality care and empower staff to make changes to improve quality. • Directly oversee delivery of the annual operational plan and all major projects and enabling strategies • Monitor quality, workforce, contractual and financial performance • Be responsible for the development of the following, for approval by Board; <ul style="list-style-type: none"> ○ Maintain focus and delivery of strategic ambitions ○ Delivery of enabling ambitions ○ Annual corporate objectives; ○ Annual Operating Plan; ○ Financial plan and associated workforce plan; ○ Quality improvement plans; ○ Efficiency and transformation plans. • Establish programmes that deliver the items listed above and; <ul style="list-style-type: none"> ○ Monitor the progress of these programmes and receive exception reports; ○ Advise the Board of Directors on key risks to delivery of the Trust objectives via the Board Assurance Framework; ○ Commission time limited pieces of work from subgroups as required. • Schedule other items for periodic review and agree actions and responsibilities to address shortcomings or development requirements identified e.g. <ul style="list-style-type: none"> ○ Quality account objectives; ○ CQC action plan; ○ Staff survey objectives; ○ Estates and facilities progress; ○ Information governance. ○ Internal Audit reports • Execute executive actions from the Board of Directors as directed. • Set relevant strategy to support the objectives of the Trust and ensure that these are reviewed and updated appropriately. • Employ performance and outcome measures through dashboards to triangulate quality information and benchmark against other organisations and share with relevant staff and stakeholders.
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N/A	RESOURCES COMMITTEE	<p>The Resources Committee will:</p> <ul style="list-style-type: none"> a) Have oversight of the development and ensure oversight of delivery of the financial plan of the organisation b) Assess strategic risk in relation to the Committee's area of focus (Money, Operational Performance, Capital Programme and Estates) via the Board Assurance Framework c) On behalf of the Board investigate any activity within its terms of reference. It is authorised to seek any information it requires from any member of staff and all members of staff are directed to co-operate with any request made by the Committee d) On behalf of the Board, obtain outside legal or other independent professional advice and may request attendance of individuals from outside the Trust with relevant experience and expertise, if it considers this necessary or expedient to carrying out its function. e) Make recommendations to the Board on any area within its remit where action or improvement is required <p>NB. The Audit Committee will maintain full oversight of the Annual Accounts process and Treasury Management Policy, as well as such areas as Standing Financial Instructions (SFIs) which are part of the Trust's system of control.</p>
N/A	PEOPLE AND CULTURE COMMITTEE	<p>The People and Culture Committee will:</p> <ul style="list-style-type: none"> a) Gain assurance on behalf of the Board, that the Trust is making sufficient progress towards delivering the NHS and HDFT's People Plan b) Ensure oversight of the delivery of the People Plan c) Assess strategic risk in relation to the committee's area of focus, via the Board Assurance Framework d) Make recommendations to the Board on any area within its remit where action or improvement is required.
N/A	INNOVATION COMMITTEE	<p>The Innovation Committee will:</p> <ul style="list-style-type: none"> a) Develop and support a Trust wide culture of innovation and continuous improvement to enable organisation wide transformative change b) Form the primary mechanism by which the Board gains assurance regarding its strategic ambitions for digital transformation and healthcare innovation in the organisation c) Seek assurance on the systems, process and people in place to deliver innovation solutions on behalf of the board d) Provide scrutiny of the outcomes of the systems, process and people on behalf of the Board e) Provide direction on behalf of the board regarding the delivery of the Trust's innovation priorities and strategic objectives f) Ensure oversight on the delivery of Innovation, Research, Improvement and Digital enabling ambitions as outlined in the Trust's strategy g) Assess strategic risk in relation to the Committee's area of focus via the Board Assurance Framework h) On behalf of the Board, the committee will investigate any activity within its terms of reference. It is authorised to seek any information it requires from any member of staff

		and all members of staff are directed to co-operate with any request made by the Committee. i) Make recommendations to the Board on any area within its remit where action or improvement is required
REF	DELEGATED TO	DUTIES DELEGATED
7	CHIEF EXECUTIVE	Responsibility for the overall organisation, management and staffing of the NHS Foundation Trust and for its procedures in financial and other matters
8	CHIEF EXECUTIVE AND DIRECTOR OF FINANCE	<ul style="list-style-type: none"> • The Propriety and regularity of the public finances for which they are answerable • The keeping of proper accounts • Prudent and economical administration • The avoidance of waste and extravagance and • The efficient and effective use of all the resources in their charge
9	CHIEF EXECUTIVE	<ul style="list-style-type: none"> • Signing of the accounts, accepting personal responsibility for ensuring their proper form and content as prescribed by NHS England • Comply with the financial requirements of the terms of authorisation • Ensure that proper financial procedures are followed • Ensure that assets are properly and well managed and safeguarded • Ensure that assets such as land, buildings or other property, including stores and equipment, are controlled and safeguarded • Ensure that any protected property (or interest in) is not disposed of without the consent NHS England • Ensure that conflicts of interest are avoided • Ensure that relevant financial considerations, including any issues of propriety, regularity or value for money, are taken into account and brought to the attention of the Board of Directors
10	CHIEF EXECUTIVE	Ensure that effective management systems appropriate for the achievement of the NHS Foundation Trust's objectives, including financial monitoring and control systems, have been put in place.
11	CHIEF EXECUTIVE	<p>Make sure that there are arrangements for delegation that promote good management and that they are supported by the necessary staff with an appropriate balance of skills.</p> <p>Arrangements for internal audit should accord with the objectives, standards and practices set out in the <i>Public Sector Internal Audit Standards</i></p>
12 & 13 (see also 14 & 15)	CHIEF EXECUTIVE	<p>An Accounting Officer has particular responsibility to see that appropriate advice is tendered to the Board of Directors and the Council of Governors on all matters of financial propriety and regularity and, more broadly, as to all considerations of prudent and economical administration, efficiency and effectiveness. Accounting Officers will need to determine how and in what terms such advice should be tendered, and whether in a particular case to make specific reference to their own duty as Accounting Officer to justify, transactions for which they are accountable.</p> <p>The Board of Directors and the Council of Governors of an NHS Foundation Trust should act in accordance with the requirements of propriety and regularity. If the Board of Directors, Council of Governors, or the Chair is contemplating a course of action involving a transaction which the Accounting</p>

		<p>Officer considers would infringe these requirements, they should set out in writing their objection to the proposal and the reasons for this objection.</p> <p>If the Board of Directors, Council of Governors or Chair decides to proceed, they should seek a written instruction to take the action in question. They should also inform NHS England of the position, if possible before the decision is taken or in any event before the decision is implemented, so that NHS England, if it considers it appropriate, can intervene in accordance with its responsibilities under the Act.</p>
16 (see also 17-20)	CHIEF EXECUTIVE	<p>The Comptroller and Auditor General may, under the National Audit Act 1983 (as amended by the Budget Responsibility National Audit Act 2011) carry out examinations into the economy, efficiency and effectiveness with which the NHS Foundation Trust has used its resources in discharging its functions.</p> <p>An Accounting Officer may expect to be called upon to appear before the Committee of Public Accounts (PAC) from time to time to give evidence on the reports arising from these examinations or reports following the annual certification audit, and to answer the PAC's questions concerning expenditure and receipts for which he or she is accounting officer.</p> <p>An Accounting Officer may be supported by one or two other senior officials who may, if necessary, assist in giving evidence.</p>
21	CHIEF EXECUTIVE	<p>Ensure that they are generally available for consultation and that in any temporary period of unavailability due to illness or other cause, or during the normal period of annual leave, there will be a Deputy Chief Executive, appointed by the Chief Executive, in the NHS Foundation Trust who can act on their behalf, if required.</p>
22	BOARD OF DIRECTORS	<p>If it becomes clear to the Board of Directors that an Accounting Officer is so incapacitated that he or she will be unable to discharge these responsibilities over a period of four weeks or more, the Board of Directors should appoint an Accounting Officer, usually the Deputy Chief Executive or Director of Finance, pending the Accounting Officer's return.</p> <p>The same applies if, exceptionally, the Accounting Officer plans an absence of more than four weeks during which he or she cannot be contacted.</p>
REF	DELEGATED TO	AUTHORITIES/DUTIES DELEGATED
NHS Code of Conduct and Accountability April 1994 (revised 2004) <i>and the current NHS England Standards of Business Conduct Policy</i>	ALL BOARD MEMBERS	Subscribe to Code of Conduct.
NHS Code of Conduct and Accountability April 1994 (revised 2004) <i>and the current NHS England Standards of Business Conduct Policy</i>	BOARD	Board members share corporate responsibility for all decisions of the Board.
NHS Foundation Trust Code of Governance A.1 Standing Order 2.6 (5)	BOARD	<p>Every NHS Foundation Trust should be headed by an effective Board of Directors, since the Board is collectively responsible for the exercise of powers and the performance of the NHS Foundation Trust:</p> <p>Supporting principles:</p> <p>6. The Board of Directors' role is to provide active leadership of the NHS Foundation Trust within a framework</p>

<p>NHS Code of Conduct and Accountability April 1994 (revised 2004) and the current NHS England Standards of Business Conduct Policy</p>	<p>CHAIR</p>	<p>of prudent and effective controls which enables risk to be assessed and managed;</p> <ol style="list-style-type: none"> 7. The Board of Directors is responsible for ensuring compliance by the NHS Foundation Trust with its Licence, its Constitution, mandatory guidance issued by NHS England, relevant statutory requirements and contractual obligations 8. The Board of Directors should set out the NHS Foundation Trust's strategic aims, taking into consideration the views of the Council of Governors, ensuring that the necessary financial and human resources are in place for the NHS Foundation Trust to meet its objectives and review management performance 9. The Board of Directors as a whole is responsible for ensuring the quality and safety of healthcare services, education, training and research delivered by the NHS Foundation Trust and applying the principles and standards of clinical governance set out by the Department of Health, Care Quality Commission and other relevant NHS bodies. The Board of Directors should also ensure that the NHS Foundation Trust exercises its functions effectively, efficiently and economically and 10. The Board of Directors should set the NHS Foundation Trust's values and standards of conduct and ensure that its obligations to its members, patients and other stakeholders are understood and met. <p>It is the Chair's role to:</p> <ol style="list-style-type: none"> 11. Provide leadership to the Board; 12. Enable all Board members to make a full contribution to the Board's affairs and ensure that the Board acts as a team 13. Ensure that key and appropriate issues are discussed by the Board in a timely manner 14. Ensure the Board has adequate support and is provided efficiently with all the necessary data on which to base informed decisions 15. Lead Non-Executive Board members through a formally appointed Remuneration Committee of the main Board on the appointment, appraisal and remuneration of the Chief Executive and (with the latter) other Executive Board members 16. Appoint Non-Executive Board members to an Audit Committee of the main Board 17. Appraise Non-Executive Board Members in conjunction with the Council of Governors 18. Ensure that all Board members meet, and continue to meet, the Fit and Proper Person requirements in accordance with Regulation 5 and the NHS England FPPT Framework
<p>Standing Order 2.6 (2) NHS Code of Conduct and Accountability April 1994 (revised 2004) and the current NHS England Standards of Business Conduct Policy</p>	<p>CHIEF EXECUTIVE</p>	<p>The Chief Executive is accountable to the Chair and Non-Executive members of the Board for ensuring that its decisions are implemented, that the organisation works effectively, in accordance with Government policy and public service values and for the maintenance of proper financial stewardship.</p> <p>The Chief Executive should be allowed full scope, within clearly defined delegated powers, for action in fulfilling the decisions of the Board.</p>

		The other duties of the Chief Executive as Accountable Officer are laid out in the NHS Foundation Trust Accountable Officer Memorandum issued by NHS England.
Standing Order 6.1 NHS Code of Conduct and Accountability April 1994 (revised 2004) and the current NHS England Standards of Business Conduct Policy	CHAIR AND DIRECTORS	Declaration of conflict of interests.
SO REF	DELEGATED TO	AUTHORITIES/DELEGATED
1.1	CHAIR	Final authority in interpretation of Standing Orders (SO)
3.4	CHAIR	Call meetings
3.11	CHAIR	Chair all Board meetings and associated responsibilities
3.18	CHAIR	Give final ruling in questions of order, relevancy and regularity of meetings
3.19	CHAIR	Having a second or casting vote
3.28	BOARD	Suspension of Standing orders
3.32	AUDIT COMMITTEE	Audit Committee to review every decision to suspend Standing Orders (power to suspend Standing Orders is reserved to the Board)
3.33	BOARD	Variation or amendment of Standing Orders
4.3	BOARD	Formal delegation of powers to Sub-Committees or joint committees and approval of their consultation and terms of reference. (Constitution and terms of reference of sub committees may be approved by the Chief Executive)
4.2	CHAIR & CHIEF EXEC	The powers which the board has retained to itself within these Standing Orders may in an emergency be exercised by the Chair and Chief Executive after having consulted at last two Non-Executive members
4.5	CHIEF EXEC	The Chief Executive shall prepare a Scheme of Delegation identifying their proposals that shall be considered and approved by the Board, subject to any amendment agreed during the discussion
12.4	ALL BOARD AND SENIOR GVERNANCE MEMBERS*	Disclosure of non-compliance with Standing Orders to the chief Executive as soon as possible
6.1	BOARD	Declare relevant and material interests
8.3	CHIEF EXEC AND COMPANY SECRETARY	Maintain Register(s) of Interests
8.1	ALL STAFF	Comply with national guidance contained in HSG 1993/5 "Standards of Business Conduct for NHS Staff" which remains in force, alongside the updated NHS England Standards of Business Conduct Policy (2025)
8.7	ALL BOARD AND SENIOR GOVERNANCE MEMBERS*	Disclose relationship between self and candidate for staff appointment (CE to report the disclosure to the Board)
10.1	CHIEF EXEC	Keep seal in a safe Place and maintain a register of sealing
11.1	CHIEF EXEC/EXEC DIRECTOR	Approve and sign all documents which will be necessary in legal proceedings

*All Board and Senior Governance Members Defined as Chair, Chief Executive, Executive Directors, Non-Executive Directors, Governors and Sub-Committee members