



ROYAL DEVON UNIVERSITY HEALTHCARE NHS FOUNDATION TRUST

STANDING ORDERS

Approved by the Board of Directors on 29 November 2006 and
amended 26 November 2014 and 29 November 2017,
September 2022

FOREWORD

Within the License issued by NHS England/NHS Improvement (NHSE/I), the Independent Regulator of NHS Foundation Trusts, NHS Foundation Trusts are required to demonstrate appropriate arrangements to provide comprehensive governance arrangements in accordance with the National Health Service Act 2006.

Standing Orders 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 “Scheme of Delegation” schedules are incorporated within the Trust’s Standing Financial Instructions.

This document, together with Standing Financial Instructions, Standards of Business Conduct, Budgetary Control Procedures, the Fraud and Corruption Policy and the procedures for the Declaration of Interests 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 possible accusation that they have acted less than properly.

The Standing Orders, Budgetary Control Procedures and Standing Financial Instructions, which includes the Scheme of Delegation, provide a comprehensive business framework that can be applied to all activities. Members of the Board of Directors and all members of staff should be aware of the existence of and work to these documents.

CONTENTS

FOREWORD	3
1. INTRODUCTION.....	6
1.1 Statutory Framework	6
1.2 Delegation of Powers	6
1.3 Conflict with the Trust's Constitution.....	6
1.4 Final authority in the interpretation of Standing Orders.....	6
1.5 Definitions	

4.	ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS	17
4.1	Appointment of Board Committees and Sub-Committees.....	17
4.2	Board Committee and Sub-Committees: Constitution.....	18
4.3	Board Committee and Sub-Committees: Confidentiality	18
4.4	Chief Executive	19
5.	CUSTODY OF AND SEALING OF DOCUMENTS.....	19
5.1	Custody of seal	19
5.2	Sealing of documents.....	19
5.3.	Register of Sealings	19
6.	OFFICERS: APPOINTMENTS AND DECLARATIONS OF INTERESTS.....	20
6.1	Canvassing of and recommendations by Directors.....	20
6.2	Relatives of Directors or officers.....	20
6.3	Interest of officers in contracts.....	21
7	MISCELLANEOUS.....	21
7.1	Suspension of Standing Orders.....	21
7.2	Variation and amendments of Standing Orders	21
7.3	Standing Orders to be given to Directors and officers.....	22
7.4	Documents having the standing of Standing Orders.....	22
7.5	Review of Standing Orders.....	22
7.6	Signature of legal documents	

1. INTRODUCTION

1.1 Statutory Framework

The Royal Devon University Healthcare NHS Foundation Trust (here after referred to as Royal Devon) is a public benefit corporation which was established under the National Health Service Act 2006 (the 2006 Act). The principal place of business of the Trust is the Royal Devon and Exeter Hospital (Wonford) in Exeter and North Devon District Hospital in Barnstaple.

NHS Foundation Trusts are governed by statute namely the National Health Service Act 2006. The statutory functions conferred on the Trust are set out in the 2006 Act and in the Trust's License and Constitution.

As a public benefit corporation the Trust has specit coru

1.5 Definitions

Throughout these Standing Orders, if not inconsistent with the context:

"**Trust**" means the Royal Devon.

"**Board**" means the Board of Directors and comprises the Chair and Non-Executive Directors, appointed by the Council of Governors (CoG), and Executive Directors appointed by the relevant committee of the Trust.

"**Chair**" is the person appointed by the CoG to lead the Board and the Council of

2.1 Composition of the Board of Directors

In accordance with the Constitution the composition of the Board of Directors of the

2.6 Senior Independent Director

In consultation with the Council of Governors, the Board should appoint one of the independent Non-Executive Directors to be the Senior Independent Director (SID). The SID should provide a sounding board for the Chair and to serve as an intermediary for the other Directors when necessary. The SID should be available to Governors if they have concerns that contact through the normal channels of Chair, Chief Executive,

be monthly, except for August and December, on the last Wednesday of the month. The Chair may decide, taking into account business needs, to hold Board meetings in August and December if appropriate.

3.1.2 Extraordinary meetings

The Chair may call a meeting of the Board of Directors at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least four Directors, has been presented to them, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented, such four or more Directors may forthwith call a meeting.

3.2 Notice of meetings

Before each meeting of the Board of Directors, a notice of meeting, specifying the business proposed to be transacted at it, shall be issued by the Secretary. This notice shall be delivered to every Director (including by email), or sent by post to their usual place of residence or other address nominated by the Director, so as to normally be available to all Directors at least seven days before the meeting. The agenda and wherever possible the accompanying papers will be dispatched to Board members no later than five working days before the meeting, save in an emergency.

3.3 Setting the Board agenda

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

A D

3.5 Annual Members meeting

Requirements for the Annual Members Meeting are laid down in the Constitution and the Members Meeting Rules of Procedure. The Trust will hold an Annual Members Meeting within 8 months of the end of each financial year at which it will present its annual report, audited annual accounts, the report made on those accounts by the auditor and membership and forward planning information. An additional public Members Meeting will be called if the auditor issues a report in the public interest other than at the end of the financial year.

3.6 Procedures at Board of Directors meetings

3.6.1 Notice of motion

A Director desiring to move a motion shall send a notice thereof at least twelve clear days before the meeting to the Trust Chair. The Chair shall insert in the agenda for the meeting all notices so received that are in order. This Standing Order shall not prevent any motion being withdrawn, or moved without notice, on any business mentioned on the agenda for the meeting. Such withdrawals, or moving of motions without notice, shall be at the discretion of the Chair of the meeting, pursuant to the powers per Standing Order 3.10.

3.6.2 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.

3.6.3 Petitions

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

3.6.4 Emergency motions

Subject to agreement by the Chair and of Standing Order 3.6.1, a member of the Board may give written notice of an emergency motion after the issue of the notice of the meeting and the agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, the Chair shall declare the item to the Board 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.

3.6.5 Motion to rescind a resolution

Notice of motion to amend or rescind any resolution which has been passed within the preceding six calendar months shall bear the signatures 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 Chair to propose a motion to the same effect within six months. Howemoh tm742.04 B2F2

That the meeting proceed to the next business (*);

The appointment of an ad hoc committee to deal with a specific item of business; and

That the motion be now put (*);

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

No amendment to the motion shall be admitted if, in the opinion of the Chair of the

3.11 Voting

Every question at a meeting shall be determined by a majority of the votes of the Chair and Directors present and voting on the question. In the case of any equality of votes, the person presiding shall have a second or casting vote. No resolution of the Board of Directors shall be passed by a majority composed only of Executive Directors or only of Non-Executive Directors.

In a situation where the office of Executive Director is shared by more than one person their attendance and voting at meetings will be in accordance with Standing Order 3.13.

Where the Chair so directs, or where it is proposed, seconded and carried to do so, a vote shall be taken by paper ballot. Otherwise, all questions put to the vote shall, at the discretion of the Chair, be determined by oral expression or by a show of hands.

If at least four of the Directors present so request, the voting on any question may be recorded so as to show how each Director present voted or did not vote.

If a Director so requests, their vote shall be recorded by name.

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

An officer,

3.14 Declaration of Board Members' interests

The Constitution requires Board members to declBrs-112(r)-3(s)11()wh[)]TJETQq0.0000887

- c) in the case of married persons, or those living together, the interest of one partner shall, if known to the other, be deemed for the purposes of this regulation to also be an interest of the other.

3.15.4 Any remuneration, compensation or allowances payable to a Director by virtue of paragraph 9 of Schedule 2 to the National Health Service and Community Care Act 1990 shall not be treated as a pecuniary interest for the purpose of this Standing Order.

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

- a) of their membership of a company or other body if they have no beneficial interest in any securities of that company or body; and/or
- b) of an interest in any company, other body or connected person (as defined in Standing Order 3.15.4.) which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director in the consideration or discussion of, or voting on any question with respect to that contract, proposed contract or other matter.

3.15.6 Where a Director:

- a) has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or body; and
- b) the total nominal value of the securities does not exceed 2% 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 has a beneficial interest does not exceed 2% of the total issued share capital of that class.

This Standing Order shall neither prohibit them from taking part in the consideration or discussion of the contract or other matter nor from voting on any question with respect to it without prejudice however to their duty to disclose their interest.

In accordance with the Constitution, the Register of Directors and the Board's Register of Interests will be made available on the Trust's website and in hard copy upon request to the Secretary. Details will also be made available in the Annual Report.

4. **ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS**

Subject to any directions to the contrary by NHSE/I or the Trust itself, the Trust may make arrangements for the exercise of any of its functions, by a committee, sub-committee or joint committee with another corporate body, or by an officer of the Trust.

The Board has approved the following arrangements for the exercise of its functions:

Matters Reserved for the Board - details of these are set out under "Matters Reserved for the Board" within the Trust's Standing Financial Instructions document.

Emergency Powers - the powers which the Board has retained to itself 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 for ratification.

Committees of the Trust - the general appointment and constitution requirements for Trust Committees are detailed in Standing Orders 4.1 and 4.2. Appendix 1 details the Committees of the Trust as at May 2022.

Scheme of Delegation - as set out in the Scheme of Delegation schedules, which are contained within the Trust's SFIs, these show the Authorised Officer(s) with delegated responsibility for deciding particular matters and

have reported to the Board of Directors or shall have otherwise have concluded action on that matter.

If the Board resolves that a matter reported to the Board or otherwise dealt with by Committee is confidential, then members of the Board of Directors or the Committee in question shall not disclose any such matter.

4.4 Chief Executive

The Chief Executive shall be personally accountable to the CoG and Board of Directors for the discharge of the general management function of the Trust. This includes responsibility for planning, implementation, control and managerial performance. It also includes responsibilities for the implementation of financial policies, after taking account of advice given by the Chief Financial Officer on all such matters. The Chief Financial Officer will also be accountable to the Board of Directors for this advice.

The Chief Executive will ensure that the Board of Directors is provided with the

second degree relatives (

vacant and on the making of such a declaration that person shall cease to be a Non-Executive Director.

7.11 Operation of shared services by the Trust

Where Trust staff are operating a shared service then for the provision of the service that organisation's Standing Orders should be followed. That is assuming the shared service is resourced to do so, where this is not the case the organisation will be informed. The conduct of the staff and the systems used to provide the service is governed by the Trust governance arrangements.

