



South Eastern Health  
and Social Care Trust

# **STANDING ORDERS**

## **RESERVATION AND DELEGATION of POWERS**

**September 2024**

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# SECTION A – INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS

## 1. INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS

- 1.1 Save as otherwise permitted by law, at any meeting the Chairman of the Trust shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive and/or Board Secretary).
- 1.2 Any expression to which a meaning is given in the Health and Personal Services (Northern Ireland) Order 1991 (also known as the HPSS (NI) Order 1991) (as amended) and other Acts/Orders relating to HSCNI shall have the same meaning in these Standing Orders and in addition:
- 1.2.1 "**Accountable Officer**" means the HSC Officer responsible and accountable for funds entrusted to the Trust. The Officer shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust, the Accountable Officer shall be the Chief Executive.
- 1.2.2 "**Trust or organisation**" means the South Eastern Health & Social Care Trust having its registered address at Trust Headquarters, Ulster Hospital, Upper Newtownards Road, Dundonald, Belfast, BT16 1RH.
- 1.2.3 "**Trust Board or Board**" means the Chairman, Executive and Non-Executive Members of the Trust collectively as a body and more specifically defined at Section 2.1 herein.
- 1.2.4 "**Budget**" means a resource, expressed in financial terms, proposed by the Director of Finance & Estates and approved by Trust Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.
- 1.2.5 "**Budget holder**" means the Director or Trust employee with delegated authority to manage finances for a specific area of the organisation.
- 1.2.6 "**Chairman of the Board (or Trust)**" is the person appointed by the Minister of Health upon recommendation by the DoH Public Appointments Unit to lead Trust Board and ensure it successfully discharges its overall responsibility for the Trust as a whole. The expression "the Chairman of the Trust" shall be deemed to include the Vice-Chairman if the Chairman is absent from the meeting or is otherwise unavailable.
- 1.2.7 "**Chief Executive**" means the Chief Officer of the Trust.
- 1.2.8 "**Safety & Quality Committee**" means a Committee whose functions are concerned with the arrangements for the purpose of monitoring and improving the quality of health and social care for which the Trust has responsibility.
- 1.2.9 "**Commissioning**" means the process for determining the need for and for obtaining the supply of healthcare, social care and related services by the Trust within available resources.
- 1.2.10 "**Committee**" means a Committee or Sub-Committee established with membership determined by Trust Board.
- 1.2.11 "**Committee Members**" means persons formally appointed by Trust Board or the Chairman on behalf of Trust Board to sit on or to chair specific Committees.
- 1.2.12 "**Contracting and procuring**" means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets.
- 1.2.13 "**Director of Finance & Estates**" means the Chief Financial Officer of the Trust.
- 1.2.14 "**Funds held on trust**" shall mean those funds which the Trust holds on date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept under powers derived under Article 16 of the HPSS (NI) Order 1991. Such funds may or may not be charitable.

- 1.2.15 "**HSC or HSCNI**" means Health and Social Care in Northern Ireland.
- 1.2.16 "**Member**" means Member of Trust Board as the context permits. Member in relation to Trust Board does not include its Chairman for the purposes of these Standing Orders.
- 1.2.17 "**Associate Member**" means a person appointed to perform specific statutory and non-statutory duties which have been delegated by Trust Board for them to perform and these duties have been recorded in an appropriate Trust Board minute or other suitable record.
- 1.2.18 "**Membership, Procedure and Administration Arrangements Regulations**" means the Health and Social Services Trusts (Membership and Procedure) Regulations (Northern Ireland) 1994 (as amended).
- 1.2.19 "**Nominated Officer**" means an Officer charged with the responsibility for discharging specific tasks within these Standing Orders.
- 1.2.20 "**Officer**" means an employee of the Trust or any other person holding a paid appointment or office with the Trust.
- 1.2.21 "**Board Secretary**" means a person appointed to act independently of Trust Board to provide advice on corporate governance issues to Trust Board and the Chairman and monitor Trust Board's compliance with relevant legislation, Standing Orders, and DoH guidance.
- 1.2.22 "**SFI**" means Standing Financial Instructions.
- 1.2.23 "**SO**" means these Standing Orders.
- 1.2.24 "**Member acting as Chairman**" means the Non-Executive Member appointed by voting Members of Trust Board to fulfil the Chairman's duties if the Chairman is absent for any reason.
- 1.2.25 "**DoH**" means the Department of Health – a devolved government department in the Northern Ireland Executive with responsibility for policy and legislation related to the National Health Service (NHS) in Northern Ireland which is referred to as Health and Social Care in Northern Ireland or HSCNI. The Minister for the Department of Health is answerable to the Northern Ireland Assembly for the overall performance and delivery of both the Department and the Trust.

## **SECTION B – STANDING ORDERS**

### **1. INTRODUCTION**

#### **1.1 Statutory Framework**

The South Eastern Health & Social Care Trust (hereinafter referred to as “the Trust”) is a HSC Trust and statutory body which came into existence on 01 April 2007 under the provisions of the South Eastern Health and Social Care Trust (Establishment) Order (Northern Ireland) 2006 (hereinafter referred to as “the 2006 Establishment Order”).

- (1) The principal place of business of the Trust is Trust Headquarters, Ulster Hospital, Upper Newtownards Road, Dundonald, Belfast, BT16 1RH.
- (2) HSC Trusts are provided for under Article 10(1) of the Health and Personal Social Services (Northern Ireland) Order 1991. The SEHSC (Transfer of Staff Assets & Liabilities) Order NI (2007) provides for the transfer of staff, assets and liabilities to the Trust.
- (3) The functions of the Trust are conferred in the first instance by Article 3 of the 2006 Establishment Order. The functions include the exercise of relevant statutory functions which may be delegated by HSC bodies by virtue of authorisations made under Article 3 (1) of the Health and Personal Social Services (Northern Ireland) Order 1994 with Article 4 and the Schedule of the 2006 Establishment Order specifying the operational areas within which the Trust may exercise the delegated functions.
- (4) As a statutory body, the Trust has specified powers to contract in its own name and to act as a corporate trustee.
- (5) Schedule 3 of the HPSS (NI) Order 1991 specifies the duties, powers and status of HSC Trusts.
- (6) Circular HSS (PDD) 8/94, the Code of Conduct and Code of Accountability (as issued by DoH) require the Trust to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions and should be read together with these Standing Orders.
- (7) The Trust will also be bound by such other statutes and legal provisions which govern the conduct of its affairs.

#### **1.2 HSC Framework**

- (1) In addition to the statutory requirements, the Minister of Health through the Department of Health (hereinafter known as “DoH”) issues further directions and guidance. These are normally issued under cover of a circular or letter. DoH and the Trust operate a Partnership Agreement which sets out the arrangements between both organisations, explains the overall governance framework within which the Trust operates including the framework through which necessary assurances are provided to stakeholders. Underpinning the arrangements are the principles set out in the Northern Ireland Code of Good Practice ‘Partnerships between Departments and Arm’s-Length Bodies’ which should be read in conjunction with the Partnership Agreement.
- (2) The Code of Conduct and Code of Accountability require that, inter alia, Trust Boards draw up a Schedule of Decisions Reserved to Trust Board and ensure management arrangements are in place to enable responsibility to be clearly delegated to Senior Executives (via a Scheme of Delegation). The Codes also require the establishment of Audit and Remuneration Committees with formally agreed Terms of Reference. The Standards of Business Conduct requirements place various responsibilities of Members to declare and mitigate possible conflicts of interest.
- (3) The Trust will produce and publish an Annual Report for each financial year within the timescales set by DoH. The Annual Report will identify the Chairman of Trust Board, Vice Chairman (if any), Chief Executive and Non-Executive Directors, as well as the Chairman and Members of both the Audit and Remuneration Committees. The Annual Report should also set out the number of Trust Board meetings held during the reporting period and the aforementioned Committees as well as individual attendances by Members.

- (4) The Trust will comply with all statutory requirements and Departmental directions, including the DoH Framework Document, Partnership Agreement, the Code of Conduct and Code of Accountability for Board Members of Health & Social Care bodies and other Codes of Conduct and directions as these apply to the functions, activities and conducts of HSC Trust Boards. Where these are updated or replaced, the new provisions and requirements will apply.

### **1.3 Delegation of Powers**

The Trust has powers to delegate and make arrangements for delegation. These Standing Orders set out the detail of these arrangements. Under the Standing Order relating to the Arrangements for the Exercise of Functions (SO 5), the Trust has authority to "make arrangements for the exercise, on behalf of the Trust of any of their functions by a Committee, Sub-Committee or joint Committee appointed by virtue of Standing Order 4 or by an Officer of the Trust, in each case subject to such restrictions and conditions as the Trust thinks fit or as the Minister of Health may direct". Delegated Powers are covered in a separate document (Reservation of Powers to the Board and Delegation of Powers) in accordance with Circular HSS (PDD) 8/94.

### **1.4 Integrated Governance**

HSC Trust Boards have moved away from silo governance and develop integrated governance that will lead to good governance and to ensure decision-making is informed by intelligent information covering the full range of corporate, financial, clinical, social care, information and research governance. Integrated governance enables Trust Board to take a holistic view of the organisation and its capacity to meet legal and statutory requirements as well as clinical, social care, quality and financial objectives. Within the Trust, the Corporate Governance Framework is known as the Integrated Governance & Assurance Framework.

## **2. TRUST BOARD: COMPOSITION OF MEMBERSHIP, TENURE AND ROLE OF MEMBERS**

### **2.1 Composition of the Membership of Trust Board**

In accordance with the Health and Social Services Trusts (Membership and Procedure) Regulations (Northern Ireland) 1994 (hereinafter referred to as the "1994 Regulations"), the composition of Trust Board shall be:

- (1) The Chairman of Trust Board;
- (2) Up to seven (7) Non-Executive Members;
- (3) Up to five (5) Executive Members (but not exceeding the number of Non-Executive Members) which currently includes:
  - Chief Executive
  - Director of Finance & Estates
  - Medical Director
  - Executive Director of Nursing
  - Executive Director of Social Work

Article 3 of the 1994 Regulations states that 'The executive directors of an HSS Trust shall be appointed by the relevant committee.'

Trust Board shall have not less than eight (8) Members (unless otherwise determined by the Minister of Health and set out in the 2006 Establishment Order or such other DOH communication).

### **2.2 Appointment of Chairman and Members of Trust Board**

- (1) The Chairman and Non-Executive Directors of Trust Board are appointed by DOH Public Appointments Unit following approval by the Minister of Health. As Public Appointees, the Chairman and Non-Executive Members are office holders rather than employees and are not subject to employee terms and conditions.

### **2.3 Terms of Office of the Chairman and Members**

- (1) The regulations setting out the period of tenure of office of the Chairman and Members of Trust Board and for the termination or suspension of office of the Chairman and Members are contained in Part 2, Articles 7 - 9 of the 1994 Regulations.

### **2.4 Appointment and Powers of Vice-Chairman**

- (1) Subject to Standing Order 2.4 (2) herein, the Chairman and Members of Trust Board may appoint one of their numbers, who is not also an Executive Member, to be Vice-Chairman, for such period, not exceeding the remainder of their term as a Member of Trust Board upon appointment..
- (2) Any Member so appointed may at any time resign from the office of Vice-Chairman by giving notice in writing to the Chairman of Trust Board. The Chairman and Members of Trust Board may thereupon appoint another member as Vice-Chairman in accordance with the provisions of Standing Order 2.4 (1).
- (3) Where the Chairman of Trust Board has died or has ceased to hold office, or where they have been unable to perform their duties as Chairman owing to illness or any other cause, a Vice-Chairman shall be appointed who will act as Chairman until a new Chairman is appointed or the existing Chairman resumes their duties, as the case may be; and references to the Chairman in these Standing Orders shall, so long as there is no Chairman able to perform those duties, be taken to include references to the Vice-Chairman.
- (4) Due to unforeseen circumstances, or in the event that the Chairman is unavailable to attend any Board or Committee meetings or other Trust business, a Non-Executive Director will represent the Chairman on these occasions.

### **2.5 Joint Members**

- (1) Where more than one person is appointed jointly to a post mentioned in Part 2, Regulation 6 of the 1994 Regulations, those persons shall count for the purpose of Standing Order 2.1 as one (1) person.
- (2) Where the office of a Member of Trust Board is shared jointly by more than one person:
  - (a) either or both of those persons may attend or take part in meetings of Trust Board;
  - (b) if both are present at a meeting they should cast one vote if they agree;
  - (c) in the case of disagreements no vote should be cast;
  - (d) the presence of either or both of those persons should count as the presence of one person for the purposes of Standing Order 3.11 - Quorum.

### **2.6 Role of Members**

Trust Board will function as a corporate decision-making body with the Chairman, Executive and Non-Executive Members being full and equal members. Their role as Members of Trust Board will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

#### **(1) Executive Members**

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

#### **(2) Chief Executive**

The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. The Chief Executive is 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 issued by DoH.

Due to unforeseen circumstances, or in the event that the Chief Executive is unavailable to attend any Board or Committee meetings or other Trust business, a Director will represent the Chief Executive on these occasions.

**(3) Director of Finance & Estates**

The Director of Finance & Estates shall be responsible for the provision of financial advice to the Trust and to its Board Members as well as for the supervision of financial control and accounting systems. The Director shall be responsible along with the Chief Executive for ensuring the discharge of obligations under relevant Financial Directions.

**(4) Medical Director**

The Medical Director shall hold executive responsibility for all professional medical issues.

**(5) Executive Director of Nursing**

The Executive Director of Nursing shall hold executive responsibility for all professional nursing issues.

**(6) Executive Director of Social Work**

The Executive Director of Social Work shall hold executive responsibility for all professional social work issues.

**(7) Other Directors**

Members of the Executive Management Team who are not Executive Directors as defined herein shall exercise their authority within the terms of these Standing Orders and the Standing Financial Instructions and the Scheme of Delegation. By virtue of their Senior Executive position within the Trust, they are considered non-voting Members of Trust Board and should be in attendance at all scheduled Trust Board meetings unless otherwise excused.

**(8) Non-Executive Members**

Non-Executive Members of Trust Board shall not be granted nor shall they seek to exercise any individual executive powers on behalf of the Trust. They may exercise collective authority when acting as Members of or when chairing a Committee of Trust Board which has delegated powers.

**(9) Chairman**

The Chairman shall be responsible for the operation of Trust Board, setting the agenda of Board meetings, managing the Board to enable collaborative and robust discussion of issues and chairing all Board meetings when present. The Chairman has certain delegated executive powers. The Chairman must comply with the Terms of Appointment and with these Standing Orders.

The Chairman shall liaise with DOH Public Appointments Unit over the appointment of Non-Executive Directors and once appointed shall take responsibility for their induction, portfolios of interests, assignments, and monitoring of their performance.

The Chairman shall work closely with the Chief Executive and shall ensure key and appropriate issues are discussed by Trust Board in a timely manner with all the necessary information and advice being made available to Members to inform debate and take decisions as appropriate.

**2.7 Corporate Role of Trust Board**

- (1) All business shall be conducted in the name of the Trust.
- (2) All funds received in trust shall be held in the name of the Trust as corporate trustee.
- (3) The powers of the Trust established under statute shall be exercised by Trust Board meeting in public session except as otherwise provided for in Standing Order No. 3.

- (4) Trust Board shall define and regularly review the functions it exercises on behalf of the Minister of Health.

## **2.8 Schedule of Matters Reserved to Trust Board and Scheme of Delegation**

- (1) Trust Board has resolved certain powers and decisions may only be exercised by Trust Board in formal session. These powers and decisions are set out in the 'Schedule of Matters Reserved to Trust Board' and shall have effect as if incorporated into these Standing Orders. Those powers which it has delegated to Officers and other bodies are contained in the Scheme of Delegation.

## **2.9 Lead Roles for Board Members**

The Chairman will ensure the designation of lead roles or appointments of Members as required by DOH or as set out in any statutory or other guidance will be made in accordance with said guidance or statutory requirement (e.g. appointing a Lead Board Member with responsibilities for Raising Concerns or Child Safeguarding etc.).

# **3. MEETINGS OF TRUST BOARD**

## **3.1 Calling meetings**

- (1) Ordinary Meetings of Trust Board shall be held at regular intervals at such times and places as the Board may determine. Trust Board shall determine the minimum number of meetings to be held each year.
- (2) The Chairman may call a meeting of Trust Board at any time.
- (3) A minimum of one third of voting Members may requisition a meeting in writing. If the Chairman refuses, or fails, to call a meeting within seven days of a requisition being presented, the Members signing the requisition may forthwith call a meeting.

## **3.2 Notice of Meetings and Business to be transacted**

- (1) Before each Trust Board meeting, a written notice specifying the business proposed to be transacted shall be delivered to every Member so as to be available at least five (5) working days before the meeting. The notice shall be authorised by the Chairman or by the Board Secretary authorised by the Chairman to sign on their behalf. Lack of service of such a notice on any Member shall not affect the validity of a meeting.
- (2) In the case of a meeting called by Members in default of the Chairman calling the meeting, the notice shall be signed by those Members.
- (3) No business shall be transacted at the meeting other than that specified on the agenda or emergency motions allowed under Standing Order 3.6.
- (4) A Member desiring a matter to be included on an agenda shall make a request in writing to the Chairman at least ten (10) working days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than ten (10) working days before a meeting may be included on the agenda at the discretion of the Chairman.
- (5) Before each scheduled Trust Board meeting, a public notice in accordance with circular HSS (PPM) 4/2001 shall be issued detailing the time and place of the meeting. The public part of the agenda shall be displayed at the Trust's Public facing website ten (10) working days before the meeting (required by Section 54 of the Health and Personal Social Services Act (Northern Ireland) 2001).
- (6) Deputations from any meeting, association, public body or an individual may be permitted to address a Board meeting subject to the following conditions:
  - The subject is on the agenda;
  - The Board Secretary has received six (6) working days' notice in writing of the intended deputation, its purpose and a brief synopsis of content.

- (7) The specified notice may be waived at the discretion of the Chairman. Any deputation will be confined to a presentation by not more than two (2) persons per agenda item and not to exceed ten (10) minutes in duration. The Chairman may at their discretion vary the number of individuals permitted to address the Board meeting and limit the duration of the address in the interest of the expediency of the business before the Board meeting.

### **3.3 Agenda and Supporting Papers**

The Agenda will be made available to Members at least five (5) working days before each scheduled meeting. Supporting papers, whenever possible, shall accompany the agenda but will be dispatched no later than three (3) working days before the meeting, save in exceptional circumstances. Any requests to address Trust Board which have been allowed under Standing Order 3.2 will be notified to Members as soon as possible thereafter.

### **3.4 Petitions**

Where a petition has been received by the Trust, the Chairman may include the petition as an item for the agenda of the next meeting but in any instance will seek to ensure that issues of complaint or representation have been channeled through existing formal complaints or representation arrangements.

### **3.5 Notice of Motion**

- (1) Subject to the provision of Standing Orders 3.7 'Motions: Procedure at and during a meeting' and 3.8 'Motions to rescind a resolution', a Member wishing to move a motion shall send a written notice to the Board Secretary who will ensure that it is brought to the attention of the Chairman at the earliest possible opportunity.
- (2) The notice shall be delivered at least fifteen (15) clear days before the meeting. The Board Secretary shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

### **3.6 Emergency Motions**

Subject to the agreement of the Chairman, and subject also to the provision of Standing Order 3.7 'Motions: Procedure at and during a meeting', a Member 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 Trust Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chairman's decision to include the item shall be final.

### **3.7 Motions: Procedure at and during a meeting**

#### **i) Who may propose**

A motion may be proposed by the Chairman of the meeting or any Member present and must also be seconded by another Member present.

#### **ii) Contents of motions**

The Chairman may exclude from the debate at their discretion any such motion of which notice was not given on the notice summoning the meeting other than a motion relating to:

- the reception of a report;
- consideration of any item of business before Trust Board;
- the accuracy of minutes;
- that the Board proceeds to next business;
- that the Board adjourns;
- that the question be now put.

**iii) Amendments to motions**

A motion for amendment shall not be discussed unless it has been proposed and seconded.

Amendments to motions shall be moved relevant to the motion and shall not have the effect of negating the motion.

If there are a number of amendments, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting upon which any further amendment may be moved.

**iv) Rights of reply to motions**

a) Amendments

The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion who shall have the right of reply at the close of debate on the amendment but may not otherwise speak on it.

b) Substantive/Original motion

The Member who proposed the substantive motion shall have a right of reply at the close of any debate on the motion.

**v) Withdrawing a motion**

A motion, or an amendment to a motion, may be withdrawn.

**vi) Motions once under debate**

When a motion is under debate, no motion may be moved other than:

- an amendment to the motion;
- the adjournment of the discussion or the meeting;
- that the meeting proceeds to the next item of business;
- that the question should be now put;
- the appointment of an 'ad hoc' Committee to deal with a specific item of business;
- that a Member be not further heard;
- a motion under Section 23(2) of the Local Government Act (NI) 1972 (or any subsequent superceding legislative provision resolving to exclude the public including the press (see Standing Order 3.17).

In those cases, where the motion is either that the meeting proceeds to the 'next item of business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a Member who has not taken part in the debate and who is eligible to vote.

If a motion to proceed to the next item of business or that the question be now put is carried, the Chairman should give the mover of the substantive motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

**3.8 Motion to Rescind a Resolution**

- (1) Notice of motion to 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 Member who gives it and also the signature of three other Members, and before considering any such motion of which notice shall have been given, Trust Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.
- (2) When any such motion has been dealt with by Trust Board, it shall not be competent for any Member other than the Chairman to propose a motion to the same effect within six (6) months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

### **3.9 Chairman of Meeting**

- (1) At any Trust Board meeting, the Chairman, if present, shall preside. If the Chairman is absent from the meeting, the Vice-Chairman (if the Board has appointed one) shall preside.
- (2) In all such cases, the Vice Chairman (if appointed) must be a Non-Executive Member of the Board.

### **3.10 Chairman's ruling**

The decision of the Chairman of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and their interpretation of these Standing Orders and the Standing Financial Instructions at the meeting shall be final.

### **3.11 Quorum**

- (i) No business shall be transacted at a meeting unless at least one third of the whole number of Members (including at least one Member who is also an Executive Member of Trust Board and one Member who is a Non-Executive Member is present.
- (ii) An Officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.
- (iii) If the Chairman or Member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest (see Standing Order 7) that person 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 item of business.

### **3.12 Voting**

- (i) Save as provided in Standing Order 3.13 - Suspension of Standing Orders and Standing Order 3.14 - Variation and Amendment of Standing Orders, every question put to a vote at a meeting shall be determined by a majority of the votes of Members present and voting on the question. In the case of an equal vote, the person presiding (i.e. the Chairman of the meeting) shall have a second and casting vote.
- (ii) At the discretion of the Chairman, all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chairman directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.
- (iii) If at least one third of Members present so request, the voting on any question may be recorded so as to show how each Member present voted or did not vote (except when conducted by paper ballot).
- (iv) If a Member so requests, their vote shall be recorded by name.
- (v) In no circumstances may an absent Member vote by proxy. Absence is defined as being not present at the time of the vote being called by the person presiding.
- (vi) An Officer who has been formally appointed to act up for a Member during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of said Member.
- (vii) An Officer attending a Trust Board meeting to represent a Member during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of said Member. An Officer's status when attending a meeting shall be recorded in the minutes.
- (viii) For the voting rules relating to joint Members, see Standing Order 2.5.

### **3.13 Suspension of Standing Orders**

- (i) Except where this would contravene any statutory provision or any direction made by the Minister of Health or the rules relating to the Quorum (see Standing Order 3.11), any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the voting Members of Trust Board are present (including at least one Member who is an Officer Member and one Member who is not) and that at least two-thirds of those Members present signify their agreement to such suspension. The reason for the suspension shall be recorded in the minutes.
- (ii) A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chairman and Members of Trust Board.
- (iii) No formal business may be transacted while Standing Orders are suspended.
- (iv) The Audit Committee shall review every decision to suspend Standing Orders.

### **3.14 Variation and amendment of Standing Orders**

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

- upon a notice of motion under Standing Order 3.5;
- upon a recommendation of the Chairman or Chief Executive included on the agenda for the meeting;
- that two thirds of voting Members are present at the meeting where the variation or amendment is being discussed, and that at least half of Non-Executive Members vote in favour of the amendment;
- providing that any variation or amendment does not contravene a statutory provision or direction made by the Minister of Health.

### **3.15 Record of Attendance**

The names of the Chairman and /Members present at the meeting shall be recorded. The names of Officers attending on behalf of Members not present at the meeting shall also be recorded.

### **3.16 Minutes**

The minutes of the proceedings of each meeting shall be drawn up and submitted for agreement at the next scheduled Trust Board meeting where they shall be signed by the person presiding at it.

No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate.

Recording of Trust Board and Committee meetings for the purpose of aiding minute-taking is permissible with the agreement of the Chairman of Trust Board or the Chair of the relevant Board Committee. Members will be informed in advance or at the commencement of each meeting and the recording shall be destroyed once the draft minutes have been approved.

### **3.17 Admission of public and the press**

#### **(i) Admission and exclusion on grounds of confidentiality of business to be transacted**

Members of the public and representatives of the press may attend Trust Board meetings but shall be required to withdraw upon a resolution of Trust Board as follows:

- 'that representatives of the press, and other members of the public, be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest' in accordance with Section 23(2) of the Local Government Act (NI) 1972 (or any subsequent superceding legislative provision).

#### **(ii) General disturbances**

The Chairman (or Vice-Chairman if appointed) or the person presiding over the meeting shall give such directions as they think fit with regard to the arrangements for meetings and accommodation of members of the public and representatives of the press such as to ensure shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon Trust Board resolving as follows:

- That in the interests of public order the meeting adjourn for (the period to be specified) to enable Trust Board to complete its business without the presence of the public'. Section 23(2) of the Local Government Act (NI) 1972 (or any subsequent superceding legislative provision).

(iii) **Business proposed to be transacted when the press and public have been excluded from a meeting**

Matters to be dealt with by Trust Board following the exclusion of representatives of the press, and other members of the public, as provided in (i) and (ii) above, shall be confidential to Members of Trust Board.

Notwithstanding the provisions of 3.17 (i) and (ii) above, Trust Board shall make arrangements to ensure that any discussion of confidential matters relating to staff, patients, clients or commercially sensitive issues are conducted by the Board meeting "in Committee". A separate confidential minute of such meetings shall be maintained and tabled for approval by Members at the next scheduled Trust Board meeting. In addressing such matters, they shall operate with full executive powers.

Members and Officers or any Trust employee in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Trust without the express permission of the Chairman. This prohibition shall apply equally to the content of any discussion during the meeting which may take place on such reports or papers.

(iv) **Use of Mechanical, Electrical Equipment or Photographic for Recording or Transmission of Meetings**

Nothing in these Standing Orders shall be construed as permitting the introduction by members of the public or representatives of the press of recording, transmitting, video or similar apparatus. Such permission shall only be granted at the discretion of the Chairman.

### **3.18 Observers at Trust Board meetings**

Members will decide what arrangements or terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and address any Trust Board meeting and may change, alter or vary such terms and conditions as deemed necessary.

## **4. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES**

### **4.1 Appointment of Committees**

Subject to such directions as may be given by the Minister of Health, Trust Board may establish Committees of the Trust.

Trust Board shall determine the membership and Terms of Reference of said Committees, make arrangements for the establishment of such sub-Committees thereunder and shall if Members require, receive and consider reports of said Committees.

### **4.2 Joint Committees**

- (i) Joint Committees may be appointed by Trust Board by joining together with one or more other HSC Trusts consisting, wholly or partly, of the Chairman and Members or other health service bodies, or wholly of persons who are not Members of Trust Board or other health bodies in question.

- (ii) Any Committee or joint Committee appointed under this Standing Order may, subject to such directions as may be given by the Minister of Health or Trust Board or other health bodies in question, appoint Sub-Committees consisting wholly or partly of Members of the Committees or joint Committee (whether or not they are Members of Trust Board or health bodies in question) or wholly of persons who are not Members of the Trust or health bodies in question or the Committee of Trust Board or health bodies in question.

#### **4.3 Applicability of Standing Orders and Standing Financial Instructions to Committees**

These Standing Orders and the Standing Financial Instructions, as far as they are applicable, shall apply to meetings and any Committees established by Trust Board or its Committees. In which case the term “Chairman” is to be read as a reference to the Chairman of the Committee as the context permits, and the term “Member” 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 Trust Board in public session.

#### **4.4 Terms of Reference**

Each such Committee shall have such Terms of Reference and powers and be subject to such conditions (as to reporting back to Trust Board) as Members shall decide and shall be in accordance with relevant legislation, regulation or direction issued by the Minister of Health. Such Terms of Reference shall have effect as if incorporated into these Standing Orders and should be reviewed annually.

#### **4.5 Delegation of Powers by Committees to Sub-Committees**

Where Committees are authorised to establish Sub-Committees, they may not delegate executive powers to the Sub-Committee unless expressly authorised by Trust Board.

#### **4.6 Approval of Appointments to Committees**

Trust Board shall approve the appointments to each of its Committees which have been formally constituted following assignment by the Chairman. Where Trust Board determines, and regulations permit, that persons, who are neither Members nor Officers, shall be appointed to a Committee the terms of such appointment shall be within the powers of Trust Board as defined by the Minister of Health. Trust Board shall define the powers of such appointees and shall agree allowances (including reimbursement for loss of earnings and/or expenses) in accordance with relevant DoH or central government guidance.

#### **4.7 Appointments for Statutory Functions**

Where Trust Board is required to appoint persons to a Committee and/or to undertake statutory functions as required by the Minister of Health, and where such appointments are to operate independently of Trust Board such appointment shall be made in accordance with the regulations and directions made by the Minister of Health.

#### **4.8 Committees established by Trust Board**

In line with the Trust’s Governance arrangements, Trust Board has established a number of standing Committees detailed below. Each Committee is a Non-Executive Committee of the Board and has no executive powers, other than those specifically delegated in its terms of reference. The primary standing Committee are as follows:

##### **4.8.1 Audit Committee**

In line with the requirements of the Cabinet Office’s guidance on Codes of Practice for Public Bodies (DF/DFP 03/06), the Audit and Risk Assurance Handbook (NI) 2014 and circular HSS (PDD) 8/94 on Code of Conduct and Code of Accountability, an Audit Committee has been established and constituted to provide Trust Board with an independent and objective review on its financial systems, financial information and compliance with laws, guidance and regulations governing HSCNI. The Terms of Reference will be tabled for approval by Trust Board having been reviewed on an annual basis, a copy provided to DoH following ratification and made available to the public upon request.

The Committee should comprise at least three (3) Non-Executive Members of Trust Board. None of these Members should be the Chairman of Trust Board or Members of the Remuneration Committee. The Committee will meet on at least four (4) occasions each financial year.

A quorum shall be two (2) of these Members present and appointed to the Committee. A Non-Executive Director appointed by the Chairman of Trust Board shall chair the Committee.

#### **4.8.2 Remuneration & Terms of Service Committee**

In line with the requirements of the Code of Conduct and Code of Accountability (October 2022) and the Higgs Report, a Remuneration & Terms of Service Committee has been established and constituted.

The Committee should comprise the Chairman of Trust Board and at least two (2) Non-Executive Directors. None of these Members shall be Members of the Audit Committee at the same time as serving as Members of the Remuneration and Terms of Service Committee.

The Chief Executive, or other Executive Directors, may be invited to attend the Committee in an advisory capacity but will withdraw when a matter concerning their remuneration package, Terms of service or other matter of individual confidentiality is being considered. The Director of People & Organisational Development will also attend the Committee in an advisory capacity.

No business shall be transacted at a meeting unless the Chairman of Trust Board and Non-Executive Members of the Committee are present. The Committee will meet as required by the Chairman of Trust Board who will also act as Chair of the Committee and will meet at least once (1) each financial year.

The purpose of the Committee will set out in a formal Terms of Reference that will be available to the public upon request. The role of the Committee will be to advise Trust Board about appropriate Remuneration & Terms of Service matters for the Chief Executive and other Senior Executives including:

- (i) all aspects of salary (including any performance-related elements/bonuses);
- (ii) arrangements for termination of employment and other contractual terms.

The Committee will report to Trust Board in Confidential session at least once each financial year the basis for its decisions and recommendations. The Chief Executive will present a report in respect of all Members of the Executive Management Team and they will be asked to leave the room immediately before this matter is reported on. The Director of Finance & Estates will then return to the meeting and present the report in respect of the Chief Executive. The Chief Executive will be requested to leave the room during this time. All Members of the Executive Management Team will then return to the meeting on conclusion of the matters relating to of the Committee and continue with the business of the Confidential session (if any).

#### **4.8.3 Charitable Funds Committee**

In line with its role as a corporate trustee for any funds held in trust either as charitable or non-charitable funds, Trust Board has established a Charitable Funds Committee to administer those funds in accordance with relevant statutory or other legal requirements.

The Committee will comprise of at least one (1) Non-Executive Director and no less than three (3) Executive Directors. The Board Secretary (or their nominee) shall be in attendance. The Committee will meet no fewer than two (2) occasions each financial year. A quorum shall be three (3) Members including one (1) Non-Executive Director present and appointed to the Committee. A Non-Executive Director appointed by the Chairman of Trust Board shall chair the Committee.

#### **4.8.4 Governance Assurance Committee**

Trust Board has established a Governance Assurance Committee to review the maintenance of an effective system of integrated governance and internal control across the organisation's activities (both clinical and non-clinical) that supports the achievement of the organisation's objectives. This

will include regular review of the Trust's governance infrastructure (including recommendations where appropriate to ensure on-going efficiency and effectiveness).

The Committee will comprise of the Chairman and Members of Trust Board. The Board Secretary (or their nominee) shall also be in attendance. The Committee will meet on a quarterly basis – four (4) times each financial year. A quorum will be nine (9) Members including at least two (2) Non-Executive Members present and appointed to the Committee. A Non-Executive Director appointed by the Chairman of Trust Board shall chair the Committee.

#### **4.8.5 Finance & Performance Committee**

Trust Board has established a Finance & Performance Committee to hold responsibility to ensure the Trust delivers its statutory responsibilities to 'break-even'. The Committee will receive Performance Reports to enable detailed consideration of testing and assurance provided on overall Trust performance compared to DoH targets, key performance indicators and trajectories for any specific service area.

The Committee will comprise of no fewer than three (3) Non-Executive Directors, the Director of Finance & Estates and the Director of Planning, Performance & Informatics. Other staff may be required to attend from time to time, as the agenda requires. The Committee will meet on a bi-monthly basis. A quorum shall be two (2) Non-Executive Directors present and appointed to the Committee. A Non-Executive Director appointed by the Chairman of Trust Board shall chair the Committee.

#### **4.8.6 People & Culture Committee**

Trust Board has established a Committee to be known as the People & Culture Committee to provide assurance on the effectiveness of the Trust's arrangements for People and Culture.

The Committee will comprise of no fewer than two Non-Executive Directors and all Members of the Executive Management Team with the exception of the Chief Executive. The Board Secretary (or their nominee) shall also be in attendance. The Committee will meet four times each financial year. A quorum shall be six Members including at least one Non-Executive Member appointed to the Committee and present. A Non-Executive Director appointed by the Chairman of Trust Board shall chair the Committee.

#### **4.8.7 Other Committees**

Trust Board may also establish such other Committees as required to discharge the Trust's responsibilities.

## **5. ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION**

### **5.1 Delegation of Functions to Committees, Officers or other bodies**

5.1.1 Subject to such directions as may be given by the Minister of Health, Trust Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a Committee, Sub-Committee appointed by virtue of Standing Order 4, or by an officer of the Trust, or by another body as defined in Standing Order 5.1.2 below, in each case subject to such restrictions and conditions as the Trust thinks fit.

5.1.2 Section 13, Schedule 3 of the HPSS (NI) Order 1991 allows for regulations to provide for the functions of HSC Trusts Boards to be carried out by third parties. In accordance with the HSS Trusts (Membership and Procedure) Regulations (NI) 1994 (as amended), the functions of the Trust may also be carried out in the following ways:

- (i) by another HSC Trust or service providing body;
- (ii) jointly with any one or more of the following: HSC Trusts, Strategic Planning and Performance Group (SPPG), agencies or a Centre of Procurement Expertise (in respect of procurement and logistics);

- 5.1.3 Where a function is delegated by these Regulations to another HSC Trust, then that HSC Trust or health service body exercises the function in its own right; the receiving Trust has responsibility to ensure that the proper delegation of the function is in place.
- 5.1.4 In other situations, i.e. delegation to Committees, Sub-Committees or officers, the HSC Trust delegating the function retains full responsibility.
- 5.1.5 Where a function is to be carried out on behalf of the HSC Trust by a third party, appropriate arrangements will be put in place by contract or Service Level Agreement to ensure performance standards, monitoring arrangements and accountability.

## **5.2 Emergency Powers and Urgent Decisions**

The powers which Trust Board has reserved to itself within these Standing Orders (in particular Standing Order 2.9) may in emergency or for an urgent decision be exercised by the Chief Executive and the Chairman of Trust Board after having consulted at least two (2) Non-Executive Members. The exercise of such powers by the Chief Executive and Chairman shall be reported to the next scheduled Trust Board meeting in public session for formal ratification.

## **5.3 Delegation to Committees**

- 5.3.1 Trust Board shall agree from time to time to the delegation of executive powers to be exercised by other Committees, Sub-Committees or joint Committees which it has formally constituted in accordance with directions issued by the Minister of Health. All such delegations (together with any time specifications attached) shall be recorded by the Board Secretary and included within the relevant Committee's Terms of Reference at the point of its annual Terms of Reference review. The Constitution and Terms of Reference of these Committees, Sub-Committees or joint Committees, and their specific executive powers shall be approved by Trust Board.
- 5.3.2 When Trust Board is not meeting in public session, it shall operate as a Committee and may only exercise such powers as may have been delegated to it by Trust Board in public session.

## **5.4 Delegation to Officers**

- 5.4.1 Those functions of the Trust which have not been retained as reserved by Trust Board or delegated to other Committee, Sub-Committee or joint Committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions they will perform personally and shall nominate Officers to undertake the remaining functions for which they will still retain accountability.
- 5.4.2 The Chief Executive shall prepare a Scheme of Delegation identifying their proposals which shall be considered for approval by Trust Board. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered for approval by Trust Board.
- 5.4.3 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to Trust Board of the Director of Finance & Estates to provide information and advise Trust Board in accordance with statutory or DoH requirements. Outside these statutory requirements, the role of the Director of Finance & Estates shall be accountable to the Chief Executive in respect of their operational matters.

## **5.5 Schedule of Matters Reserved to Trust Board and Scheme of Delegation of Powers**

- 5.5.1 The arrangements made by Trust Board as set out in the "Schedule of Matters Reserved to Trust Board" and "Scheme of Delegation" of powers shall have effect as if incorporated in these Standing Orders.

## **5.6 Duty to Report Non-Compliance with Standing Orders and Standing Financial Instructions**

If for any reason these Standing Orders or the Standing Financial instructions are not complied with in any significant or material respect, full details shall be reported to the Audit Committee at the earliest possible opportunity. All Members of Trust Board as well as Trust staff have an ongoing duty to disclose any significant or material non-compliance to the Chief Executive as soon as possible.

## **6. OVERLAP WITH OTHER TRUST POLICY STATEMENTS/PROCEDURES, REGULATIONS AND THE TRUST'S STANDING FINANCIAL INSTRUCTIONS**

### **6.1 Policy Statements: General Principles**

Trust Board will determine an appropriate mechanism for the formal approval of policies and procedures. The formal approval will be recorded in an appropriate minute and will be deemed, where appropriate, to be an integral part of these Standing Orders and the Standing Financial Instructions.

### **6.2 Standing Financial Instructions**

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

### **6.3 Specific Guidance**

Notwithstanding the application of Standing Order 6.1, these Standing Orders and the Standing Financial Instructions must be read in conjunction with all relevant guidance and legislation.

## **7. DUTIES AND OBLIGATIONS OF BOARD MEMBERS/DIRECTORS AND SENIOR MANAGERS UNDER THESE STANDING ORDERS**

### **7.1 Code of Conduct & Code of Accountability**

**7.1.1** The Code of Conduct & Code of Accountability for Board Members of Health and Social Care bodies (issued in July 2012 and updated in October 2022) provide the basis on which Members of HSC bodies should seek to fulfil the duties and responsibilities conferred upon them by DoH. The Code of Conduct and Code of Accountability shall be made available to all Members upon appointment and thereafter following any revisions to either Code by DoH. Members shall subscribe to both Codes and shall be judged upon the manner in which it is observed.

### **7.2 Declaration of Interests**

#### **7.2.1 Requirements for Declaring Interests and Applicability to Board Members**

(i) The Trust's Policy on Standards of Business Conduct requires Members to declare interests which are relevant and material to the HSC Trust of which they are a Member. All existing Members should declare such interests. Any Members appointed subsequently should do so on appointment. Any future relevant and material interests should also be declared immediately by the Member upon acquisition.

#### **7.2.2 Interests which are relevant and material**

- (i) 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 HSC;
  - c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the Trust;
  - 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 Trust services;
  - f) Research funding/grants that may be received by an individual or their department;

g) Interests in pooled funds that are under separate management.

- (ii) Any Member who comes to know the Trust has entered into or proposes to enter into a contract in which they or any person connected with them (as defined by Standing Order 7.3 and elsewhere) has any pecuniary interest, direct or indirect, the Member shall declare their interest by giving notice in writing of such fact to the Board Secretary as soon as practicable.

### 7.2.3 **Advice on Interests**

If Members have any doubt about the relevance of an interest, this should be discussed with the Chairman of Trust Board or with the Board Secretary.

Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

### 7.2.4 **Recording of Interests in Trust Board minutes**

At the time Members' interests are declared, said declarations shall be recorded in the minute of the meeting in which it has been made.

Any changes in interests should be declared at the next Trust Board meeting following a change occurring and recorded in the minutes of that meeting. The Board Secretary will be responsible for ensuring that the Register of Interests is duly updated.

### 7.2.5 **Publication of Declared Interests in Annual Report and Accounts**

Members' directorships of companies likely or possibly seeking to do business with the Trust should be published in the Trust's Annual Report and Accounts. The Board Secretary is responsible for ensuring this information is reflected in the Register of Interests.

### 7.2.6 **Conflicts of Interest which arise during the course of a meeting**

During the course of a meeting, if a conflict of interest is established, the Member concerned should withdraw from the meeting and play no part in the relevant discussion or decision.

## 7.3 **Register of Interests**

7.3.1 The Chief Executive will ensure that a Register of Interests is established to record formally any declarations of interests of Board or Committee Members. The Register will include details of all directorships and other relevant and material interests (as defined in Standing Order 7.2.2) which have been declared by all Members.

7.3.2 These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.

7.3.3 The Register will be kept in compliance with DAO (DoF) 07/21 and made available to the public upon request.

## 7.4 **Exclusion of Chairman and Members in proceedings on account of pecuniary interest**

### 7.4.1 **Definition of terms used in interpreting 'Pecuniary' interest**

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

- (i) "spouse" shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse);

(ii) "contract" shall include any proposed contract or other course of dealing.

(iii) "Pecuniary interest"

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

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

iv) Exception to Pecuniary interests

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

- a) neither he/she or any person connected with him/her has any beneficial interest in the securities of a company of which he/she or such person appears as a member, or
- b) any interest that he/she or any person connected with him/her may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence him/her in relation to considering or voting on that contract, or
- c) those securities of any company in which he/she (or any person connected with him/her) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less.

Provided however, that where paragraph (c) above applies the person shall nevertheless be obliged to disclose/declare their interest in accordance with Standing Order 7.2.2 (ii).

#### 7.4.2 **Exclusion in Proceedings of Trust Board**

- (i) Subject to the following provisions of this Standing Order, if the Chairman or Member has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a Trust Board meeting at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- (ii) The Minister of Health may, subject to such conditions as they may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to them in the interests of HSCNI that the disability should be removed. (See Standing Order 7.3.3 on the 'Waiver' which has been approved by the Minister of Health).
- (iii) Trust Board may exclude the Chairman or a Member from a meeting while any contract, proposed contract or other matter in which they have a pecuniary interest is under consideration.
- (iv) Any remuneration, compensation or allowance payable to the Chairman or a Member by virtue of paragraph 9, Schedule 3 of the Health and Personal Social Services (Northern Ireland) Order 1991 shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- (v) This Standing Order applies to a Committee, Sub-Committee and to a joint Committee or Sub-Committee as it applies to the Trust and applies to a Member of any such Committee or Sub-Committee (whether or not they are also a Member of Trust Board) as it applies to a Member of Trust Board.

### 7.4.3 Waiver of Standing Orders made by the Minister of Health

(1) Power of the Minister of Health to make waivers

Under Regulation 20(2) of the HSS Trusts (Membership and Procedure) Regulations (NI) 1994, DoH may issue waivers if it appears in the interests of the Health Service that the disability in Regulation 11 (which prevents a Chairman or a Member of Trust Board from taking part in the consideration or discussion of, or voting on any question with respect to, a matter in which he has a pecuniary interest) should be removed. Any waiver that has been agreed will be in line with sub-sections (2) to (4) below.

(2) Definition of 'Chairman' for the purpose of interpreting this waiver

For the purposes of paragraph 7.4.3(3) below, the "relevant chairman" is –

- (a) at a meeting of the Trust, the Chairman of that Trust;
- (b) at a meeting of a Committee –
  - (i) in a case where the Member in question is the Chairman of that Committee, the Chairman of Trust Board;
  - (ii) in the case of any other member, the Chairman of that Committee.

(3) Application of Waiver

A waiver will apply in relation to the disability to participate in the proceedings of the Trust on account of a pecuniary interest.

It will apply to:

- (i) A Member of Trust Board, who is a healthcare professional, within the meaning of regulation 5(5) of the Regulations, and who is providing or performing, or assisting in the provision or performance, of –
  - (a) Services under the Health and Personal Social Services (Northern Ireland) Order 1991; or
  - (b) Services in connection with a pilot scheme under the Health and Personal Social Services (Northern Ireland) Order 1991;for the benefit of persons for whom the Trust is responsible.
- (ii) Where the 'pecuniary interest' of the Member in the matter which is the subject of consideration at a meeting at which he is present: -
  - (a) arises by reason only of the Member's role as such a professional providing or performing, or assisting in the provision or performance of, those services to those persons;
  - (b) has been declared by the relevant Chairman as an interest which cannot reasonably be regarded as an interest more substantial than that of the majority of other persons who: –
    - (i) are Members of the same profession as the member in question,
    - (ii) are providing or performing, or assisting in the provision or performance of, such of those services as he provides or performs, or assists in the provision or performance of, for the benefit of persons for whom the Trust is responsible.

(4) Conditions which apply to the waiver and the removal of having a pecuniary interest

The removal is subject to the following conditions:

- (a) the Member must disclose his/her interest as soon as practicable after the commencement of the meeting and this must be recorded in the minutes;
- (b) the relevant Chairman must consult the Chief Executive before making a declaration in relation to the Member in question pursuant to paragraph 7.4.3 (2) (b) above, except where that Member is the Chief Executive;
- (c) **in the case of a meeting of the Trust:**
  - (i) the Member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
  - (ii) may not vote on any question with respect to it.
- (d) **in the case of a meeting of the Committee:**
  - (i) the Member may take part in the consideration or discussion of the matter which must be subjected to a vote and the outcome recorded;
  - (ii) may vote on any question with respect to it; but
  - (iii) the resolution which is subject to the vote must comprise a recommendation to, and be referred for approval by, Trust Board.

## **7.5 Standards of Business Conduct**

### **7.5.1 Trust Policy and National Guidance**

The Chairman and Members of Trust Board as well as all employees of the Trust must comply with the Trust's Policy on Standards of Business Conduct.

### **7.5.2 Interest of Officers in Contracts**

- (i) Any Officer or employee of the Trust who comes to know the Trust has entered into or proposes to enter into a contract in which they or any person connected with them (as defined in Standing Order 7.3) has any pecuniary interest, direct or indirect, the Officer or employee shall declare their interest by giving notice in writing of such fact to the Chief Executive or the Board Secretary within two working days of being aware of such a potential conflict of interest.
- (ii) An Officer or employee of the Trust must also declare to the Chief Executive any other employment or business or other relationship of theirs, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.
- (iii) The Trust will require interests, employment or relationships so declared to be entered in a Register of Interests of Staff.

### **7.5.3 Canvassing of and Recommendations by Members in Relation to Appointments**

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

#### **7.5.4 Relatives of Members or Officers of Trust Board**

- (i) Candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any Member or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them liable to instant dismissal.
- (ii) The Chairman and, Members of Trust Board shall disclose to the Board Secretary Trust Board any relationship between themselves and a candidate of whose candidature that Member or officer is aware. It shall be the duty of the Chief Executive having been advised by the Board Secretary to report to Trust Board any such disclosure made in the appropriate manner.
- (iii) On appointment, Members (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Trust whether they are related to any other Member or holder of any office under the Trust by advising the Board Secretary in writing.
- (iv) Where the relationship to a Member of Trust Board is disclosed, the Standing Order headed 'Disability of Chairman and members in proceedings on account of pecuniary interest' (see Standing Order 7) shall apply.

### **8. CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS**

#### **8.1 Custody of Seal**

The Common Seal of the Trust shall be kept by the Chief Executive (or their nominee) in a secure place at the Trust's registered address.

#### **8.2 Sealing of Documents**

Documents are sealed as appropriate to their value in accordance with the Scheme of Delegation. Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two authorised Managers of the Trust.

#### **8.3 Register of Sealing**

The Chief Executive shall maintain a Register in which they (or their nominee) shall enter a record of the sealing of every document.

#### **8.4 Signature of documents**

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

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

## SECTION C – SCHEME OF RESERVATION AND DELEGATION

### Powers Reserved To Trust Board

<b>Area</b>	<b>Approval Level</b>	<b>Basis of Authority</b>
General Enabling Provision	Trust Board	Code of Conduct & Code of Accountability
Standing Orders	Trust Board	Code of Conduct & Code of Accountability
Establishment of Board Committees, Terms of Reference and Reporting Arrangements	Trust Board	Code of Conduct & Code of Accountability
Standing Financial Instructions	Trust Board	Code of Conduct & Code of Accountability
Strategy, Plans and Budgets	Trust Board	Code of Conduct & Code of Accountability
Performance	Trust Board	Code of Conduct & Code of Accountability
Approval of Annual Accounts and Annual Report	Trust Board	Code of Conduct & Code of Accountability
Approval of Trust Banking Arrangements	Trust Board	Code of Conduct & Code of Accountability

## Appendix 1 – Powers Reserved to Trust Board

REF	RESERVED TO / DELEGATED TO	SCHEME OF RESERVATION AND DELEGATION OF POWERS
NA	Trust Board	<p><b>General Enabling Provision</b></p> <p>Trust Board may determine any matter, for which it has delegated or statutory authority, in full session within its statutory powers.</p>
NA	Trust Board	<p><b>Standing Orders</b></p> <ol style="list-style-type: none"> <li>1. Approve Standing Orders (SOs), a Schedule of Matters Reserved to Trust Board and Standing Financial Instructions for the regulation of its proceedings and business.</li> <li>2. Suspend Standing Orders.</li> <li>3. Vary or amend the Standing Orders.</li> <li>4. Ratify any urgent decisions taken by the Chairman of Trust Board and Chief Executive in public session in accordance with Standing Order 5.2</li> <li>5. Approve a Scheme of Delegation of powers from Trust Board to Committees.</li> <li>6. Require and receive the declaration of Members' interests that may conflict with those of the Trust and determining the extent to which that Member may remain involved with the matter under consideration.</li> <li>7. Require and receive the declaration of Officers' interests that may conflict with those of the Trust.</li> <li>8. Approve arrangements for dealing with Complaints.</li> <li>9. Adopt organisational structures, processes and procedures to facilitate the discharge of business by the Trust.</li> </ol> <p><b>Board Committees</b></p> <ol style="list-style-type: none"> <li>1. Receive reports from Committees including those that the Trust is required by the Minister of Health or other regulation to establish and to take appropriate action on.</li> <li>2. Confirm the recommendations of Committees where said Committees do not have executive powers.</li> <li>2. Approve arrangements relating to the discharge of the Trust's responsibilities as a corporate trustee for funds held on trust.</li> <li>3. Establish Terms of Reference and reporting arrangements of all Committees established by Trust Board.</li> <li>4. Approve arrangements relating to the discharge of the Trust's responsibilities as an appointee for patients' and clients' property.</li> <li>5. Authorise use of the corporate seal.</li> <li>6. Sanction Members who are in breach of statutory requirements or SOs.</li> </ol>

REF	RESERVED TO / DELEGATED TO	SCHEME OF RESERVATION AND DELEGATION OF POWERS
NA	Trust Board	<p><b><i>Strategy, Plans and Budgets</i></b></p> <ol style="list-style-type: none"> <li>1. Define the Strategic Aims and Objectives of the Trust.</li> <li>2. Approve proposals for ensuring quality and developing clinical and social care governance in services provided by the Trust, having regard to any guidance issued by the Minister of Health.</li> <li>3. Approve the Trust's policies and procedures for risk management.</li> <li>4. Approve budgets.</li> <li>5. Approve Trust's proposed organisational development proposals.</li> <li>6. Ratify proposals for acquisition, disposal or change of use of land and/or buildings.</li> <li>7. Approve PFI proposals.</li> <li>8. Approve Trust banking arrangements.</li> </ol>
	Trust Board	<p><b><i>Monitoring of Performance</i></b></p> <ol style="list-style-type: none"> <li>1. Receipt of such reports as are required by statute or DoH regulation and other such reports as Trust Board sees fit from committees in respect of their exercise of powers delegated.</li> <li>2. Continuous appraisal of the affairs of the Trust by means of the provision of such reports to Trust Board as Members may require from Directors, Committees, and Officers of the Trust. All monitoring returns required by DoH shall be reported, at least in summary, to Trust Board.</li> <li>3. Receive reports from the Director of Finance &amp; Estates in respect of financial performance against budget and Trust Delivery Plan.</li> <li>4. Receive reports from the Director of Planning, Performance &amp; Informatics in respect of operational performance against targets.</li> </ol>
NA	Trust Board	<p><b><i>Annual Reports and Accounts</i></b></p> <ol style="list-style-type: none"> <li>1. Receipt and approval of the Trust's Annual Report and Annual Accounts.</li> <li>2. Receipt and approval of the Accounts for funds held on trust.</li> <li>3. Receipt and approval of the Accounts for patients' property.</li> </ol>

**DECISIONS/DUTIES DELEGATED BY TRUST BOARD TO COMMITTEES**

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY TRUST BOARD TO COMMITTEES
	Audit Committee	<p>The Committee will:</p> <ol style="list-style-type: none"> <li>1. Advise Trust Board on Internal and External Audit services;</li> <li>2. Review the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the Trust's activities (both clinical and non-clinical), that supports the achievement of the organisation's objectives;</li> <li>3. Monitor compliance with Standing Financial Instructions;</li> <li>4. Review the annual financial statements for public funds, charitable funds and patients' property prior to submission to Trust Board;</li> <li>5. Receive the annual Report to Those Charged with Governance from the External Auditor and agreement of proposed management responses;</li> <li>6. Receive an Annual Report from the Internal Auditor and agree action on recommendations;</li> <li>7. Provide approved minutes to Trust Board as the basis for its recommendations.</li> </ol>
	Remuneration & Terms of Service Committee	<p>The Committee will:</p> <ol style="list-style-type: none"> <li>1. Advise Trust Board about appropriate Remuneration &amp; Terms of Service matters for the Chief Executive and other Senior Executives including: <ul style="list-style-type: none"> <li>• All aspects of salary (including any performance-related elements/bonuses);</li> <li>• Arrangements for termination of employment and other contractual terms;</li> <li>• Make recommendations to Trust Board on the Remuneration &amp; Terms of Service of Members of the Executive Management Team to ensure they are fairly rewarded for their individual contribution to the Trust - having proper regard to the Trust's circumstances and performance and to the provisions of any national arrangements for such staff;</li> <li>• Proper calculation and scrutiny of termination payments taking account of such national guidance as is appropriate advise on and oversee appropriate contractual arrangements for such staff;</li> </ul> </li> <li>2. Report to Trust Board at least annually in Confidential session the basis for its decisions and recommendations. The Chief Executive will present this report in respect of all other Members of the Executive Management Team and they will be asked to leave the room immediately before this matter is reported on. The Director of Finance &amp; Estates will then return to the meeting and present the report in respect of the Chief Executive. The Chief Executive will be requested to leave the room during this time. All Members of the Executive Management Team will then return to the meeting on conclusion of business in Confidential session (if any).</li> </ol>

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY TRUST BOARD TO COMMITTEES
	Governance Assurance Committee	<p>The Governance Assurance Committee will:</p> <ol style="list-style-type: none"> <li>1. Advise Trust Board on matters pertaining to Governance Assurance ;</li> <li>2. Review the development and maintenance of an effective system of integrated governance and internal control across the whole of the organisation’s activities (both clinical and non-clinical) that supports the achievement of the Trust’s objectives.</li> <li>3. In particular, the Committee will: <ol style="list-style-type: none"> <li>a. Maintain and seek assurance from the Safety, Quality Improvement and Innovation Sub-Committee responsible for all matters pertaining to Safety, Quality Improvement and Innovation (including Clinical and Social Care Governance) including adherence to specific guidelines and standards which demonstrate evidence based practice;</li> <li>b. Maintain and seek assurance from the Corporate Governance Sub-Committee responsible for all matters pertaining to integrated governance issues including Corporate Governance, Risk Management and Organisational Controls;</li> <li>c. Review the adequacy of underlying assurance processes that indicate the degree of achievement of corporate objectives and the effectiveness of the management of the Integrated Governance and Board Assurance Framework;</li> <li>d. Review and approve all governance, risk management and control related disclosure statements (including the Governance Statement);</li> <li>e. Review the adequacy of the policies for ensuring compliance with the relevant regulatory, legal and Code of Conduct requirements</li> <li>f. Review the approve Trust strategies relating to integrated governance and risk management; and</li> <li>g. Review annual Programmes of Work of the Corporate Governance Sub-Committee and Safety, Quality Improvement &amp; Innovation Sub-Committee.</li> <li>h. Receive Reports where an internal weakness has been identified in governance and risk management systems or services within the Trust.</li> </ol> </li> <li>4. Provide approved minutes to Trust Board as the basis for its recommendations.</li> </ol>
	Charitable Funds Committee	<p>The Charitable Funds Committee will:</p> <ol style="list-style-type: none"> <li>1. Oversee the administration, including banking arrangements of Charitable Funds, their investment and disbursement.</li> <li>2. Ensure funds are applied in accordance with legislation, policies and procedures relevant to charitable funds in accordance with Standing Financial Instructions and other associated regulations.</li> <li>3. Provide approved minutes to Trust Board as the basis for its recommendations.</li> </ol>

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY TRUST BOARD TO COMMITTEES
	Finance & Performance Committee	<p>The Finance &amp; Performance Committee will:</p> <ol style="list-style-type: none"> <li>1. Review in detail the annual Revenue and Capital budgets so as to be able to confirm to Trust Board the basis of acceptance.</li> <li>2. Review the financial monitoring information in sufficient detail to advise Trust Board, with confidence, concerning the financial performance of the Trust.</li> <li>3. Keep Directors up to date regarding the financial outlook for the Trust, and to review the key financial assumptions used in estimating the projected position.</li> <li>4. Review other performance monitoring information relevant to financial performance.</li> <li>5. Review achievement of cost improvements and income generation activities in line with the Trust Delivery Plan.</li> <li>6. Review and approve relevant fees and charges on an annual basis.</li> <li>7. Review financial reporting (ongoing on a regular basis).</li> <li>8. Receive regular updates on actions taken by the Director of Finance &amp; Estates to ensure the provision of effective and sound financial management and information.</li> <li>9. Ensure the Director of Finance &amp; Estates provides assurance that adequate training is delivered on an on-going basis to budget holders to enable them to fulfil their responsibilities in this regard.</li> <li>10. Oversee the Trust's Capital Programme.</li> <li>11. Provide approved minutes to Trust Board the basis for its recommendations.</li> </ol>
	People & Culture Committee	<p>The People &amp; Culture Committee will:</p> <ol style="list-style-type: none"> <li>1. Monitor the implementation of the Trust People Plan Action Plan ensuring it is aligned to the Trust Corporate Plan and HSC Workforce Strategy.</li> <li>2. Provide assurance to Trust Board in relation to key elements of Workforce Governance including: reviewing the Corporate Risk Register with respect of Human Resources Risks, compliance with Policies and Procedures and Lessons Learnt from Workforce Investigation; e.g. Raising Concerns (Whistleblowing) and monitoring Staff Recruitment as well as Retention.</li> <li>3. Monitor trends relating to workforce data and the potential impact on the Trust. The data to be reviewed will include Attendance Management and Learning and Development (including appraisal).</li> <li>4. Seek assurance from the People and Culture Steering Group in respect of Organisational Development.</li> <li>5. Seek assurance for compliance with the Statutory requirements in line with the Equality agenda and to ensure it is monitored and reported on including the monitoring return and any reviews.</li> <li>6. Review and Approve the sub-committee's (People and Culture) Annual Programme of Work, give consideration to all items escalated from this committee and receive regular reports on their activities and outcomes including the work of their related working groups.</li> </ol>

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY TRUST BOARD TO COMMITTEES
		7. Consider the implications for People and Culture arising from other significant external and internal assurance functions such as relevant reviews by the Department of Health (DoH), other DoH ALB or commissioned bodies, the Regulation and Quality Improvement Authority (RQIA) or professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, Northern Ireland Social Care Council (NISCC), other accreditation bodies, etc.).

**SCHEME OF DELEGATION DERIVED FROM THE ACCOUNTABLE OFFICER MEMORANDUM**

REF	DELEGATED TO	DUTIES TO BE DELEGATED / RESERVED
7	Chief Executive	Accountable through the DoH Accounting Officer to Parliament/NI Assembly for stewardship of Trust resources.
9	Chief Executive	Ensure the Accounts of the Trust are prepared under principles and in a format directed by DOH. Accounts must disclose a true and fair view of the Trust's income and expenditure and its state of affairs. Sign the accounts on behalf of Trust Board.
10	Chief Executive	Sign a statement in the accounts outlining responsibilities as the Accountable Officer. Sign a statement in the accounts outlining responsibilities in respect of Internal Control.
12 & 13	Chief Executive	Ensure effective management systems that safeguard public funds and assist the Chairman of Trust Board to implement requirements of corporate governance including ensuring managers: <ul style="list-style-type: none"> <li>• “have a clear view of their objectives and the means to assess achievements in relation to those objectives</li> <li>• be assigned well defined responsibilities for making best use of resources</li> <li>• have the information, training and access to the expert advice they need to exercise their responsibilities effectively.”</li> </ul>
12	Chief Executive	Implement requirements of Corporate Governance.
13	Chief Executive	Achieve Value for Money from the resources available to the Trust and avoid waste and extravagance in the organisation's activities. Follow through the implementation of any recommendations affecting good practice as set out in any guidance or reports issued by the Northern Ireland Audit Office (NIAO).
15	Chief Executive	Operational responsibility for effective and sound financial management and information.
15	Chief Executive	Primary duty to ensure that the Director of Finance discharges the function of providing effective and sound financial management and information.
16	Chief Executive	Ensuring expenditure by the Trust complies with Parliamentary/NI Assembly requirements.
18	Chief Executive	Ensure appropriate advice is given to Trust Board on all matters of probity, regularity, prudent and economical administration, efficiency and effectiveness.
19	Chief Executive	If the Chief Executive considers Trust Board or its Chairman is doing something that might infringe probity or regularity, the Chief Executive should set their concerns out in writing to the Chairman and Trust Board.

REF	DELEGATED TO	DUTIES TO BE DELEGATED / RESERVED
		If the matter is unresolved, the Chief Executive should ask the Audit Committee to inquire and if necessary DOH.
21	Chief Executive	If Trust Board is contemplating a course of action that raises an issue not of formal propriety or regularity but affects the Chief Executive's responsibility for Value for Money, the Chief Executive should draw the relevant factors to the attention of Trust Board. If the outcome is that the Chief Executive is overruled, it is normally sufficient for the Chief Executive to ensure that their advice and the overruling of it are clearly apparent from the papers and minutes of the meeting in which it was considered. Exceptionally, the Chief Executive should inform DOH. In such cases, the Chief Executive should as a member of Trust Board vote against the course of action rather than merely abstain from voting.

