

Bristol NHS Foundation Trust Constitution

Approved by the Council of Governors on: 4 June 2026

Approved by the Board of Directors on: 2 June 2026

To be reviewed not later than: 4 June 2027

Bristol NHS Foundation Trust Constitution

Contents

Interpretation and definitions	4
Name	5
Principal purpose	5
Powers	5
Duties relating to Integrated care system financial controls	6
Membership and constituencies	6
Application for Membership	6
Public Constituency	6
Staff Constituency	7
Automatic membership by default: staff	7
Restriction on membership	7
Annual Members' Meeting	9
Council of Governors: composition	10
Council of Governors: election of Governors	10
Council of Governors: tenure	10
Council of Governors: disqualification and removal	11
Council of Governors: Termination of Tenure	12
Council of Governors: vacancies	14
Council of Governors: duties of Governors	15
Council of Governors: meetings of Governors	15
Council of Governors: standing orders	15
Council of Governors: referral to the Panel	16
Council of Governors: conflicts of interest of Governors	16
Council of Governors: travel expenses	16
Board of Directors: composition	16
Board of Directors: general duty	17
Board of Directors: qualification for appointment as a Non-Executive Director	17
Board of Directors: appointment and removal of the Chair and other Non- Executive Directors	17
Board of Directors: appointment of the Vice Chair	18
Board of Directors: appointment and removal of the Chief Executive and other Executive Directors	18
Board of Directors: disqualification	18
Board of Directors: meetings	19
Board of Directors: standing orders	19
Board of Directors: conflicts of interest of Directors	19
Board of Directors: remuneration and terms of office	22
Registers	22
Registers: inspection and copies	22
Documents available for public inspection	23
Auditor	24

Audit committee	24
Accounts	24
Annual report, forward plans and non-NHS work.....	25
Presentation of the annual accounts and reports to the Governors and Members	26
Instruments	26
Amendment of the Constitution	26
Mergers etc. and significant transactions	27
Indemnity	27
Annex 1: The Public Constituencies	28
Annex 2: The Staff Constituencies	29
Annex 3: Composition Of Council Of Governors	31
Annex 4: Standing Orders For The Practice And Procedure Of The Council Of Governors	33
Annex 5: Standing Orders For The Practice And Procedure Of The Board Of Directors	41

Interpretation and definitions

- 1.1 Unless otherwise stated, words or expressions contained in this constitution shall bear the same meaning as in the 2006 Act.
- 1.2 Words importing the singular shall import the plural and vice-versa.
- 1.3 References to statutory provisions shall be construed as references to those provisions as subsequently amended or re-enacted (whether before or after the date of this Agreement) from time to time and shall include any provisions of which they are re-enactments (whether with or without modification).
- 1.4 The following expressions have the following meanings, unless the context requires otherwise:

"The 2006 Act"	is the National Health Service Act 2006 (as amended by the 2012 Act).
"The 2012 Act"	is the Health and Social Care Act 2012.
"The 2022 Act"	is the Health and Care Act 2022
"Accounting Officer"	is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 of the 2006 Act.
"Annual Members Meeting"	means an annual meeting of the Members.
"Constitution"	means this constitution and all annexes to it.
"Chair"	means the appointed Chair of the Trust.
"Chief Executive"	means the appointed Chief Executive of the Trust.
"Director"	means a member of the Board of Directors of the Trust.
"Governor"	means a member of the Council of Governors of the Trust.
"Health Service Body"	means an NHS foundation trust or any of the bodies listed in Section 9(4) of the 2006 Act.
"Member"	means a member of the Trust.
"NHS England/NHSE "	NHS England (NHSE) is the body corporate, as provided by Section 61 of the 2012 Act.
"Voluntary organisation"	means a body, other than a public or local authority, the activities of which are not carried on for profit.

Name

- 1.5 The name of the foundation trust is Bristol NHS Foundation Trust.

Principal purpose

- 1.6 The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.
- 1.7 The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.
- 1.8 The Trust may provide goods and services for any purposes related to:
- 1.8.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and
 - 1.8.2 the promotion and protection of public health.
- 1.9 The Trust may also carry on activities other than those mentioned in the above paragraph, for the purpose of making additional income available in order better to carry on its principal purpose.

Powers

- 1.10 The powers of the Trust are set out in the 2006 Act.
- 1.11 All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
- 1.12 Any of these powers may be delegated to a committee of Directors or to an Executive Director.
- 1.13 The Trust must exercise its functions effectively, efficiency and economically.
- 1.14 In making a decision about the exercise of its functions, the Trust must have regard to all likely effects of the decision in relation to:
- 1.14.1 The health and well-being of (including inequalities between) the people of England;
 - 1.14.2 The quality of services provided to (including inequalities between benefits obtained by) individuals by or in pursuance of arrangements made by relevant bodies for or in connection with the prevention, diagnosis or treatment of illness, as part of the health service in England;
 - 1.14.3 Efficiency and sustainability in relation to the use of resources by relevant bodies for the purposes of the health service in England.
- 1.15 In the exercise of its functions, the Trust must have regard to its duties under section 63B of the 2006 Act (complying with targets under section 1 of the Climate Change Act 2008 and section 5 of the Environment Act

2021, and to adapt any current or predicted impacts of climate change in the most recent report under section 56 of the Climate Change Act 2008).

- 1.16 The Trust may do anything which appears to it to be necessary or expedient for the purposes of or in connection with its functions.

Duties relating to Integrated care system financial controls

- 1.17 The Trust must seek to achieve financial objectives that apply to it under section 223L of the 2006 Act.
- 1.18 The Trust must exercise its functions with a view to ensuring that it complies with its duties under s223M and s223N of the 2006 Act to limit local capital resource use and local revenue resource use.

Membership and constituencies

- 1.19 The Trust shall have members, each of whom shall be a member of one of the following constituencies:
- 1.19.1 a Public Constituency, or
 - 1.19.2 a Staff Constituency.

Application for Membership

- 1.20 An individual who is eligible to become a member may do so on application to the Trust or by being invited by the Trust to become a Member of the Staff Constituency in accordance with paragraph [1.27](#).
- 1.21 An individual shall become a member on the date their name is added to the Trust's register of members and shall cease to be a member on the date is removed from the register of members.

Public Constituency

- 1.22 An individual who lives in an area specified in [Annex 1: The Public Constituencies](#) as an area for a public constituency may become or continue as a member.
- 1.23 Those individuals who live in an area specified for a public constituency are referred to collectively as a public constituency.
- 1.24 An individual who ceases to live in any area specified in [Annex 1: The Public Constituencies](#) shall cease to be a member of any public constituency. A member who moves from one area to another shall become a member of the Public Constituency for that new area. Members should notify the Trust of any change of address.
- 1.25 In the case of any doubt, the Trust's decision as to whether or not an individual lives in an area will be final.
- 1.26 The minimum number of members for each public constituency is specified in [Annex 1: The Public Constituencies](#).

Staff Constituency

- 1.27 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a member provided:
- 1.27.1 they have been employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months, or
 - 1.27.2 they have been continuously employed by the Trust or its predecessor Trusts under a contract of employment for at least 12 months.
- 1.28 Individuals who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, may become or continue as members of the staff constituency if they have exercised these functions continuously for a period of at least 12 months.
- 1.29 Those individuals who are eligible for membership by reason of paragraph [1.27](#) are referred to collectively as the staff constituency.
- 1.30 The staff constituency shall be divided into four descriptions of individuals who are eligible for membership of the staff constituency, each description of individuals being specified within [Annex 2: The Staff Constituencies](#) and being referred to as a staff class within the staff constituency.
- 1.31 The minimum number of members in each staff class is specified in [Annex 2: The Staff Constituencies](#).

Automatic membership by default: staff

- 1.32 An individual who is:
- 1.32.1 Eligible under paragraph [1.27](#) to become a member of the staff constituency, and
 - 1.32.2 invited by the Trust to become a member of the staff constituency
- shall become a member of the staff constituency and appropriate staff class without an application being made, unless they inform the Trust that they do not wish to do so.

Restriction on membership

- 1.33 A member of a constituency, or of a class within a constituency, may not while membership of that constituency or class continues, be a member of any other constituency or class.
- 1.34 An individual who satisfies the criteria for membership of the staff constituency may not become or continue as a member of any constituency other than the staff constituency.

- 1.35 An individual shall not be eligible for membership if they:
- 1.35.1 fail or cease to fulfil the criteria for membership of any of the constituencies,
 - 1.35.2 were formerly employed by the Trust or its predecessor NHS Trusts and was dismissed for gross misconduct,
 - 1.35.3 were formerly employed by the Trust or its predecessor NHS Trusts and in the preceding two years was lawfully dismissed other than by reason of redundancy,
 - 1.35.4 have been involved as a perpetrator in a serious incident of violence or abuse in the last five years at any of the Trust's hospitals or against any of the Trust's staff members or patients,
 - 1.35.5 have been placed on the registers of Schedule 1 Offenders pursuant to the Sexual Offences Act 2003 (as amended) and/or the Children & Young Person's Acts 1933 to 1969 (as amended) and their conviction is not spent under the Rehabilitation of Offenders Act 1974,
 - 1.35.6 do not agree to, or by their actions or conduct show that they do not (in the reasonable opinion of the Trust), abide by the Trust values,
 - 1.35.7 have been identified as a vexatious complainant by the Trust or other authority or has been excluded from treatment at any of the Trust's hospitals due to unacceptable behaviour,
 - 1.35.8 are deemed, in the reasonable opinion of the Trust, to have acted in a manner contrary to the interests of the Trust,
 - 1.35.9 are deemed, in the reasonable opinion of the Trust, to have failed to comply in a material way with the values and principles of the National Health Service or the Trust, and/or this constitution, or
 - 1.35.10 are under the age of seven (7) years.
- 1.36 Members should ensure their own eligibility for membership and inform the Trust if they cease to be eligible.
- 1.37 A member shall cease to be a member if:
- 1.37.1 they resign by notice in writing to the Trust,
 - 1.37.2 they die,
 - 1.37.3 they cease to be entitled under this constitution to be a member,
 - 1.37.4 they are expelled under this constitution, or
 - 1.37.5 it appears to the Trust that the member no longer wishes to be involved in the affairs of the Trust as a member, and after enquiries made in accordance with a process

approved by the Governors, the member does not establish that they have a continuing wish to be involved in the affairs of the Trust as a member.

- 1.38 The Trust shall give any member at least 14 days' written notice before removing them from Membership under paragraphs [1.37.3](#), [1.37.4](#), or [1.37.5](#). The Trust shall consider any representations made by the member during that notice period.

Annual Members' Meeting

- 1.39 The Trust shall hold an Annual Members' Meeting no later than 30 September every year. The Annual Members' Meeting shall be open to the public.
- 1.40 Any Members' meetings other than the Annual Members' Meeting shall be called "Special Members' Meetings".
- 1.41 Special Members' Meetings shall be open to all members, Governors and Directors, and to representatives of the Trust's financial auditors. Special Members' Meetings shall not be open to anyone else unless invited by the Trust.
- 1.42 All members' meetings are to be convened by the Directors.
- 1.43 The Directors shall decide where any members' meeting is to be held and may provide that the same meeting can be conducted in multiple venues.
- 1.44 The Directors shall set the quorum for any members' meeting.
- 1.45 The Trust shall give at least 14 clear days' notice of any members' meeting:
- 1.45.1 by notice in writing to all members (by email where email addresses are held),
 - 1.45.2 by notice on the Trust's website, and
 - 1.45.3 to the Governors and the Directors, and to the Trust's auditors,
- stating whether the meeting is an Annual Members' Meeting or a Special Members' Meeting, giving the time, date and place of the meeting and indicating the business to be dealt with at the meeting.
- 1.46 The Directors shall present to the members at the Annual Members' Meeting:
- 1.46.1 a report on steps taken to ensure that (taken as a whole) the actual membership is representative of those eligible for such membership,
 - 1.46.2 the progress of the membership strategy,
 - 1.46.3 any proposed changes to the policy for the composition of the Governors and of the Non-Executive Directors,
 - 1.46.4 the results of any election and appointment of Governors, and

- 1.46.5 any other reports or documentation it considers necessary or otherwise required by NHS England, the 2006 Act or the 2022 Act, including the annual accounts, any report of the auditor and the annual report.
- 1.47 The Chair, or in their absence the Vice Chair shall chair any Members' meetings. If neither the Chair nor the Vice Chair is present, within fifteen minutes after the notified start time of the meeting, the members present and entitled to vote shall choose one of their number to Chair the meeting.

Council of Governors: composition

- 1.48 The Trust is to have a Council of Governors, which shall comprise both elected and appointed Governors.
- 1.49 The composition of the Council of Governors is specified in [Annex 3: Composition Of Council Of Governors](#).
- 1.50 The Governors, other than the appointed Governors, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency.
- 1.51 The number of Governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in [Annex 3: Composition Of Council Of Governors](#).
- 1.52 At all times more than half of the Governors shall be Governors who are elected by members of the public constituency.

Council of Governors: election of Governors

- 1.53 Elections for elected Governors shall be conducted in accordance with the [Model Election Rules](#).
- 1.54 The Model Election Rules are published from time to time by the Department of Health and form part of this constitution. The Model Election Rules are found on the following web page [Model Election Rules](#).
- 1.55 Any subsequent variation of the [Model Election Rules](#) by the Department of Health shall not constitute a variation of the terms of this constitution for the purposes of paragraph [1.162](#) of the constitution (amendment of the constitution) but will be valid in relation to any election held by this Trust.
- 1.56 An election, if contested, shall be by secret ballot and will use the first past the post electoral system.
- 1.57 A member of a Public Constituency standing for election as Governor must, at the time of their nomination, make a declaration for the purposes of Section 60 of the 2006 Act in the form specified by the Trust, stating the particulars of their qualification to vote as a member and that they are not prevented from being a Governor by virtue of any provisions of this constitution.

Council of Governors: tenure

- 1.58 An elected Governor may hold office for a period of up to three years.
- 1.59 An elected Governor shall cease to hold office if they cease to be a member of the constituency or class by which they were elected.
- 1.60 Subject to paragraph [1.64](#), an elected Governor shall be eligible for re-election at the end of their term.
- 1.61 An appointed Governor may hold office for a period of up to three years (except for Governors appointed by the Trust's Youth Involvement Group who may hold office for a period of up to one year).
- 1.62 An appointed Governor shall cease to hold office if the appointing organisation withdraws their appointment.
- 1.63 Subject to paragraph [1.64](#), an appointed Governor shall be eligible for re-appointment at the end of their term.
- 1.64 No Governor may serve for more than a total of nine years.

Council of Governors: disqualification and removal

- 1.65 Governors must be at least 16 years of age at the date they are nominated for election or appointment.
- 1.66 A person may not become or continue as a Governor if they:
 - 1.66.1 have been made bankrupt or their estate has been sequestrated and (in either case) has not been discharged,
 - 1.66.2 has a moratorium period under a debt relief order applied (under Part 7A of the Insolvency Act 1986),
 - 1.66.3 has made a composition or arrangement with, or granted a trust deed for, their creditors and has not been discharged in respect of it,
 - 1.66.4 within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them,
 - 1.66.5 has within the preceding two years been lawfully dismissed otherwise than by reason of redundancy from any paid employment with a Health Service Body,
 - 1.66.6 was formerly employed by the Trust or its predecessor NHS Trusts and was dismissed for gross misconduct,
 - 1.66.7 is a person whose term of office as the Chair or as a member or Director of a Health Service Body has been terminated on the grounds that their continuance in office is no longer in the best interests of the health service, for non-attendance at meetings or for non-disclosure of a pecuniary interest,
 - 1.66.8 has had their name removed by a direction under Section 154 of the 2006 Act from any list prepared under

Part 4 of that Act and has not subsequently had their name included in such a list,

- 1.66.9 has failed to make, or has falsely made, any declaration as required to be made under Section 60 of the 2006 Act or has spoken or voted in a meeting on a matter in which they had a direct or indirect pecuniary or non-pecuniary interest and they are judged to have acted so by a majority of the Council of Governors,
 - 1.66.10 has been removed as a Governor, suspended from office or disqualified from holding office as a Governor by NHS England, or NHS England has exercised any of those powers in relation to them on any other occasion whether in relation to the Trust or some other NHS Foundation Trust,
 - 1.66.11 has received a written warning from the Trust for verbal and/or physical abuse towards Trust staff or patients,
 - 1.66.12 has been placed on the registers of Schedule 1 Offenders pursuant to the Sexual Offences Act 2003 (as amended) and/or the Children and Young Person's Act 1933 to 1969 (as amended) and their conviction is not spent under the Rehabilitation of Offenders Act 1974,
 - 1.66.13 is a member of a staff class and any professional registration relevant to their eligibility to be a member of that staff class has been suspended for a continuous period of more than six months,
 - 1.66.14 is incapable by reason of mental disorder, illness or injury in managing and administering their property and/or affairs,
 - 1.66.15 is appointed by an organisation that ceases to exist,
 - 1.66.16 is a member of the UK Parliament,
 - 1.66.17 is a Director or a Governor of another NHS Foundation Trust,
 - 1.66.18 is a member of a health-related local authority overview and scrutiny committee.
- 1.67 A Governor who becomes disqualified must notify the Trust as soon as practicable and in any event within 14 days of first becoming aware that they are disqualified.
- 1.68 If the Trust becomes aware that a Governor is disqualified, the Trust will give them notice that they are disqualified as soon as practicable.

Council of Governors: Termination of Tenure

- 1.69 A Governor's term of office shall be terminated:

- 1.69.1 by the Governor giving notice in writing to the Trust of their resignation from office at any time during that term of office,
- 1.69.2 by the giving of a notice under either paragraph [1.67](#) or [1.68](#),
- 1.69.3 by the Council of Governors if they have failed to attend two successive meetings of the Council of Governors unless the Council of Governors is satisfied:
 - 1.69.3.1 the absence was due to reasonable cause, and
 - 1.69.3.2 that the Governor will resume attendance at meetings of the Council of Governors within such period as it considers reasonable.
- 1.69.4 if the Council of Governors resolves that:
 - 1.69.4.1 their continuing as a Governor would or would be likely to prejudice the ability of the Trust to fulfil its principal purpose or of its purposes under this constitution or otherwise to discharge its duties and functions,
 - 1.69.4.2 their continuing as a Governor would or would be likely to prejudice the Trust's work with other persons or body with whom it is engaged or may be engaged in the provision of goods and services,
 - 1.69.4.3 their continuing as a Governor would or would be likely to adversely affect public confidence in the goods and services provided by the Trust,
 - 1.69.4.4 their continuing as a Governor would or would be likely to otherwise bring the Trust into disrepute or be detrimental to the interest of the Trust,
 - 1.69.4.5 it would not be in the best interests of the Council of Governors for them to continue in office as a Governor,
 - 1.69.4.6 it would not be in the best interests of the Trust for them to continue in office as a Governor,
 - 1.69.4.7 they are a vexatious or persistent litigant or complainant with regard to the Trust's affairs and their continuance in office would not be in the best interests of the Trust,
 - 1.69.4.8 they have failed or refused to undertake and/or satisfactorily complete any training which the Council of Governors has required them to undertake in their capacity as a Governor,
 - 1.69.4.9 they have, in their conduct as a Governor, failed to comply in a material way with the values and principles of the National Health Service or the Trust, and/ or this constitution, or

1.69.4.10 they have committed a material breach of any code of conduct applicable to Governors and/or the Standing Orders for Governors.

- 1.70 A resolution under paragraph [1.69.4](#) shall be proposed by the Chair (or in their absence, the Vice Chair) and considered in a meeting of the Council of Governors convened for that purpose and to pass requires a majority of three quarters of the Governors voting at that meeting.
- 1.71 If the Chair is minded to propose a resolution under paragraph [1.69.4](#), the Chair shall first offer the Governor in question the opportunity to have the evidence reviewed by an independent assessor agreeable to that Governor and to the Chair.
- 1.72 The Standing Orders adopted by the Council of Governors may contain provisions governing its procedure for terminating a Governor's term of office.
- 1.73 A Governor whose term of office is terminated before it expires shall not be eligible to be a Governor for three years from the date of termination, except by resolution carried by a majority of the Council of Governors voting.

Council of Governors: vacancies

- 1.74 If an appointed Governor's seat falls vacant for any reason before their term of office was due to expire, the Trust will invite the relevant appointing body to appoint a new Governor to hold office for the remainder of the term of office.
- 1.75 If an elected Governor's seat falls vacant for any reason more than 90 days before their term office was due to expire, the Trust will invite the candidate who secured the second highest number of votes in the last election for that office to assume the position for the remainder of the retiring Governor's term, provided that they achieved at least five percent (5%) of the number of votes for that constituency (or class of constituency, as the case may be). If that candidate does not accept, the vacancy will be offered to the candidate who secured the next highest number of votes (provided that they achieved at least five percent (5%) of the number of votes), and so on.
- 1.76 If no reserve candidate is available or willing to fill the vacancy and the relevant term of office has an unexpired period of at least 12 months and:
 - 1.76.1 an election is not due to be held within six months of the vacancy arising, an election will be held in accordance with the [Model Election Rules](#) as soon as is reasonably practicable to fill the unexpired period; or
 - 1.76.2 an election is due to be held within six months, the office will stand vacant until the next scheduled election,provided always that any such vacancy shall not cause the aggregate number of Public Governors to be less than half the total membership of the Council of Governors. In that case an election will be held in

accordance with the [Model Election Rules](#) as soon as reasonably practicable to fill the unexpired period.

- 1.77 If no reserve candidate is available or willing to fill the vacancy and the relevant term of office has an unexpired period of less than 12 months, the office will stand vacant until the next scheduled election provided always that any such vacancy shall not cause the aggregate number of Public Governors to be less than half the total membership of the Council of Governors. In that case an election will be held in accordance with the [Model Election Rules](#) as soon as reasonably practicable to fill the unexpired period
- 1.78 No defect in the election or appointment of a Governor or deficiency in the composition of the Council of Governors shall affect the validity of any act or decision of the Council of Governors.

Council of Governors: duties of Governors

- 1.79 The main duties of the Council of Governors are:
- 1.79.1 to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and
 - 1.79.2 to represent the interests of the Members as a whole and the interests of the public.
- 1.80 The Council of Governors have a range of additional duties as documented in “Your Statutory Duties: Monitor Governors guide”. This document is available from the following website, and the Council of Governors will be expected to fulfil any subsequent additional or replacement duties uploaded. [NHS England » Addendum to your statutory duties – reference guide for NHS foundation trust governors](#)
- 1.81 The Trust must take steps to secure that the Governors are equipped with the skills and knowledge they require in their capacity as such.

Council of Governors: meetings of Governors

- 1.82 The Chair or, in their absence the Vice Chair, shall preside at meetings of the Council of Governors.
- 1.83 Meetings of the Council of Governors shall be open to members of the public, unless members of the public are excluded for special reasons.
- 1.84 For the purposes of obtaining information about the Trust’s performance of its functions or the Directors’ performance of their duties (and deciding whether to propose a vote on the Trust’s or Directors’ performance), the Council of Governors may require one or more of the Directors to attend a meeting of the Council of Governors.

Council of Governors: standing orders

- 1.85 The standing orders for the practice and procedure of the Council of Governors are attached at [Error! Reference source not found.](#)

Council of Governors: referral to the Panel

- 1.86 In this paragraph, the Panel means a panel of persons appointed by NHS England to which a Governor of an NHS Foundation Trust may refer a question as to whether the Trust has failed or is failing:
- 1.86.1 to act in accordance with its Constitution, or
 - 1.86.2 to act in accordance with provision made by or under Chapter 5 of the 2006 Act.
- 1.87 A Governor may refer a question to the Panel only if more than half of the Governors voting approve the referral.

Council of Governors: conflicts of interest of Governors

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

Council of Governors: travel expenses

- 1.90 The Trust may pay travelling and other expenses to Governors at rates determined by the Trust. Please refer to the Reimbursement of Expenses for the Council of Governors Policy for more information.

Board of Directors: composition

- 1.91 The Trust has a Board of Directors, which comprises both Executive and Non-Executive Directors.
- 1.92 The Board of Directors comprises:
- 1.92.1 a Non-Executive Chair,
 - 1.92.2 up to eight other Non-Executive Directors (one of whom may be nominated as the Senior Independent Director), and
 - 1.92.3 up to eight Executive Directors.
- 1.93 One of the Executive Directors shall be the Chief Executive.
- 1.94 The Chief Executive shall be the Accounting Officer.
- 1.95 One of the Executive Directors is the Chief Financial Officer.
- 1.96 One of the Executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

- 1.97 One of the Executive Directors is to be a registered nurse or a registered midwife.
- 1.98 The Board of Directors shall at all times be constituted so that the number of Non-Executive Directors (excluding the Chair) equals or exceeds the number of Executive Directors.
- 1.99 The validity of any act of the Trust is not affected by any vacancy among the Directors or by any defect in the appointment of any Director.

Board of Directors: general duty

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

Board of Directors: qualification for appointment as a Non-Executive Director

- 1.101 A person may be appointed as a Non-Executive Director only if:
- 1.101.1 they are a member of a public constituency, or
 - 1.101.2 where any of the Trust's hospitals includes a medical or dental school provided by a university, they exercise functions for the purposes of that university, and
 - 1.101.3 they are not disqualified by virtue of paragraph [1.110](#) below.

Board of Directors: appointment and removal of the Chair and other Non-Executive Directors

- 1.102 The Council of Governors at a general meeting shall appoint or remove the Chair and the other Non-Executive Directors.
- 1.103 Non-Executive directors (including the Trust Chair) shall be appointed for an initial term of up to three years and may be reappointed at the end of that term for a further term of up to three years, subject to a maximum of six consecutive years. Any proposed reappointment shall be subject to satisfactory performance appraisal carried out in accordance with procedures which the Council of Governors has approved.
- 1.104 In exceptional circumstances Non-Executive Directors may be reappointed for further term(s) of one year beyond the term(s) set out in paragraph [1.103](#), up to a maximum of three consecutive years in total. Any proposed reappointment under this paragraph shall be subject to annual re-appointment, rigorous review and a satisfactory appraisal carried out in accordance with procedures which the Council of Governors has approved.
- 1.105 Removal of the Chair or another Non-Executive Director shall require the approval of at least three-quarters of the Council of Governors.

Board of Directors: appointment of the Vice Chair

- 1.106 The Council of Governors at a general meeting shall appoint one of the Non-Executive Directors to be the Vice Chair.

Board of Directors: appointment and removal of the Chief Executive and other Executive Directors

- 1.107 The Non-Executive Directors shall appoint or remove the Chief Executive.
- 1.108 The appointment of the Chief Executive shall require the approval of the more than half of the Council of Governors voting.
- 1.109 A committee consisting of the Chief Executive, the Chair and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

Board of Directors: disqualification

- 1.110 A person may not become or continue as a Director if they:
- 1.110.1 have been made bankrupt or their estate has been sequestrated and (in either case) has not been discharged,
 - 1.110.2 has a moratorium period under a debt relief order applied (under Part 7A of the Insolvency Act 1986),
 - 1.110.3 have made a composition or arrangement with, or granted a trust deed for, their creditors and has not been discharged in respect of it,
 - 1.110.4 within the preceding five years have been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them,
 - 1.110.5 in the case of a Non-Executive Director, no longer satisfies the relevant requirements for appointment,
 - 1.110.6 is a person whose tenure of office as a Chair or as a member or Director of a Health Service Body has been terminated on the grounds that their appointment is not in the interests of public service, or for non-disclosure of a pecuniary interest,
 - 1.110.7 have within the preceding two years been dismissed, otherwise than by reason of redundancy, by the coming to an end of fixed term contract or through ill health, from any paid employment with a Health Service Body,
 - 1.110.8 in the case of an Executive Director, is no longer employed by the Trust,
 - 1.110.9 have had their name removed by a Direction under section 154 of the 2006 Act from any list prepared under

Part 4 of that Act, and has not subsequently had their name included on such a list,

1.110.10 is a member of a patient and public involvement forum,

1.110.11 is a member of a local authority's overview and scrutiny committee,

1.110.12 is the subject of a disqualification order made under the Company Directors' Disqualifications Act 1986,

1.110.13 have failed or refused to undertake any training which the Board of Directors requires all Directors to undertake,

1.110.14 have failed to sign and deliver to the Director of Corporate Governance in the form required by the Board of Directors confirmation that they accept the Code of Conduct for Directors and other documents such as the Fit and Proper Person declaration,

1.110.15 is a partner, spouse, person whose status is that of "Civil Partner" as defined in the Civil Partnerships Act 2004, child, stepchild or adopted child, sibling or parent of an existing Director,

1.110.16 is an 'unfit person' as defined in the Trust's provider licence (as may be amended from time to time), or

1.110.17 does not meet any other statutory requirement for being a Director of an NHS Foundation Trust including but not limited to the criteria set out in Regulation 5(3) of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 (including any modification or re-enactment thereof).

Board of Directors: meetings

1.111 Meetings of the Board of Directors shall be open to members of the public, unless members of the public are excluded for special reasons (See Annex 5, Section [4.1](#) for more information).

1.112 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.

Board of Directors: standing orders

1.113 The standing orders for the practice and procedure of the Board of Directors are attached at [Annex 5](#): Standing Orders For The Practice And Procedure Of The Board Of Directors.

Board of Directors: conflicts of interest of Directors

1.114 The duties that a Director has by virtue of being a Director include in particular:

- 1.114.1 a duty to avoid a situation in which the Director has an actual or potential, financial, non-financial professional, non-financial personal or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust (a "Conflict"); and
 - 1.114.2 a duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity.
- 1.115 The duty referred to in sub-paragraph [1.114.1](#) is not infringed if:
- 1.115.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or
 - 1.115.2 the matter has been authorised in accordance with the constitution.
- 1.116 The duty referred to in sub-paragraph [1.114.2](#) is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 1.117 In sub-paragraph [1.114.2](#), "third party" means a person other than:
- 1.117.1 the Trust, or
 - 1.117.2 a person acting on its behalf.
- 1.118 If a Director has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the Director must declare the nature and extent of that interest to the other Directors.
- 1.119 If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.
- 1.120 Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.
- 1.121 This paragraph does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question.
- 1.122 A Director need not declare an interest:
- 1.122.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest,
 - 1.122.2 if, or to the extent that, the Directors are already aware of it, or
 - 1.122.3 if, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered:
 - 1.122.3.1 by a meeting of the Board of Directors, or
 - 1.122.3.2 by a committee of the Directors appointed for the purpose under the constitution.
- 1.123 The Standing Orders of the Board of Directors shall include provisions about the disclosure of interests and arrangements for a Director with an interest to withdraw from a meeting in relation to the matter in respect of which they have declared an interest.

1.124 A matter shall have been authorised for the purposes of paragraph [1.115.2](#) above if:

1.124.1 The Directors, in accordance with the requirements set out in this paragraph [1.124](#), authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director (an "Interested Director") breaching their duty under paragraph [1.114.2](#) above to avoid Conflicts:

1.124.1.1 the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of this constitution.

1.124.1.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other Interest Director; and

1.124.1.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's and any other Interested Director's vote had not been counted.

1.124.2 Any authorisation of a Conflict under this paragraph [1.124](#) may (whether at the time of giving the authorisation or subsequently):

1.124.2.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the conflict so authorised.

1.124.2.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the conflict.

1.124.2.3 impose upon the Interested Director such other terms for the purposes of dealing with the conflict as the Directors think fit.

1.124.2.4 provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a Director of the Trust) information that is confidential to a third party, they will not be obliged to disclose that information to the Board of Directors, or to use it in relation to the Trust's affairs where to do so would amount to a breach of that confidence; and

1.124.2.5 permit the Interested Director to absent themselves from the discussion of matters relating to the conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for,

the Directors to the extent they relate to such matters.

- 1.124.3 Where the Directors authorise a conflict, the Interested Director will be obliged to conduct themselves in accordance with any terms imposed by the Directors in relation to the Conflict.
- 1.124.4 The Directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation in accordance with the terms of such authorisation.
- 1.124.5 A Director is not required, by reason of being a Director, to account to the Trust for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a conflict which has been authorised by the Directors (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

Board of Directors: remuneration and terms of office

- 1.125 The Council of Governors at a general meeting shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-Executive Directors.
- 1.126 The Trust shall maintain a committee of Non-Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other Executive Directors.

Registers

- 1.127 The Trust shall have:
 - 1.127.1 a register of members showing, in respect of each member, the constituency to which they belong and, where there are classes within it, the class to which they belong,
 - 1.127.2 a register of Governors,
 - 1.127.3 a register of interests of Governors,
 - 1.127.4 a register of Directors, and
 - 1.127.5 a register of interests of Directors.

Registers: inspection and copies

- 1.128 The Trust shall make the registers specified in paragraph [1.127](#) above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.

- 1.129 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of any members of the Trust if the member so requests.
- 1.130 So far as the registers are required to be made available:
- 1.130.1 they are to be available for inspection free of charge at all reasonable times, and
 - 1.130.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 1.131 If the person requesting a copy or extract is not a member, the Trust may impose a reasonable charge for doing so.

Documents available for public inspection

- 1.132 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:
- 1.132.1 a copy of the current Constitution,
 - 1.132.2 a copy of the latest annual accounts and of any report of the auditor on them, and
 - 1.132.3 a copy of the latest annual report.
- 1.133 The Trust shall also make the following documents relating to a special administration of the Trust available for inspection by members of the public free of charge at all reasonable times:
- 1.133.1 a copy of any order made under section 65D (appointment of trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L (trusts coming out of administration) or 65LA (trusts to be dissolved) of the 2006 Act,
 - 1.133.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act,
 - 1.133.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act,
 - 1.133.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act,
 - 1.133.5 a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act,
 - 1.133.6 a copy of any notice published under section 65F (administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA (NHS England's decision), 65KB (Secretary of State's response to NHS England's decision), 65KC (action following Secretary of State's rejection of final

report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act,

1.133.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act,

1.133.8 a copy of any final report published under section 65I (administrator's final report),

1.133.9 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act,

1.133.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.

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

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

Auditor

1.136 The Trust shall have an auditor.

1.137 The Council of Governors shall appoint or remove the auditor by a majority vote at a general meeting of the Council of Governors.

1.138 A person may only be appointed as the Auditor if they (or in the case of a firm, each of its members) are eligible to become an Auditor in accordance with paragraph 23 of Schedule 7 to the 2006 Act.

1.139 The Auditor is to carry out its duties in accordance with Schedule 10 of the 2006 Act and in accordance with any directions given by NHSE on standards, procedures and techniques to be adopted

Audit committee

1.140 The Trust shall maintain a statutory committee of Non-Executive Directors as an audit committee to perform such monitoring, reviewing and other functions as are appropriate.

Accounts

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

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

1.143 The accounts are to be audited by the Trust's auditor.

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

- 1.145 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.
- 1.146 The Trust shall lay a copy of the annual accounts, and any report of the auditor on them, before Parliament and once it has done so, send copies of those documents to NHS England.

Annual report, forward plans and non-NHS work

- 1.147 The Trust shall prepare an annual report and send it to NHS England.
- 1.148 Each Annual Report must, in particular, review the extent to which the Trust has exercised its functions:
- 1.148.1 in accordance with the plans published under:
 - 1.148.1.1 section 14Z52 of the 2006 Act;
 - 1.148.1.2 section 14Z56 of the 2006 Act
 - 1.148.2 consistently with NHS England's views set out in the latest statement published under section 13SA(1).
- 1.149 Each Annual Report shall provide:
- 1.149.1 information on any steps taken by the Trust to secure that (taken as a whole) the actual membership of its public constituencies and the classes of the staff constituency is representative of those eligible for such membership;
 - 1.149.2 information on any occasions in the period to which the report relates on which the Council of Governors exercised its powers under paragraph [1.84](#);
 - 1.149.3 information on the Foundation Trust's policy on pay and on the work of the committee established under paragraph [1.126](#) and such other procedures as the Trust has on pay;
 - 1.149.4 information on the remuneration of the directors and on the expenses of the governors and the directors; and
 - 1.149.5 any other information NHS England requires.
- 1.150 The Trust is to comply with any decision NHS England makes as to:
- 1.150.1 the form of the report;
 - 1.150.2 when the report are to be sent to it;
 - 1.150.3 the periods to which the report relates.
- 1.151 The Trust shall give information as to its forward planning in respect of each financial year to NHS England.
- 1.152 The document containing the information with respect to forward planning (referred to above) shall be prepared by the Directors.
- 1.153 In preparing the document, the Directors shall have regard to the views of the Council of Governors.

- 1.154 Each forward plan must include information about:
- 1.154.1 the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on, and
 - 1.154.2 the income it expects to receive from doing so.
- 1.155 Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph [1.154.1](#) the Council of Governors must:
- 1.155.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions, and
 - 1.155.2 notify the Directors of its determination.
- 1.156 If the Trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England, the Trust may implement the proposal only if more than half of the Governors voting approve its implementation.

Presentation of the annual accounts and reports to the Governors and Members

- 1.157 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:
- 1.157.1 the annual accounts,
 - 1.157.2 any report of the auditor on them, and
 - 1.157.3 the annual report.
- 1.158 The documents shall also be presented to the members at the Annual Members' Meeting by at least one Director in attendance.
- 1.159 The Trust may combine a meeting of the Council of Governors convened for the purposes of paragraph [1.157](#) with the Annual Members' Meeting.

Instruments

- 1.160 The Trust shall have a seal.
- 1.161 The seal shall not be affixed except under the authority of the Board of Directors.

Amendment of the Constitution

- 1.162 The Trust may make amendments of its Constitution only if:
- 1.162.1 more than half of the Council of Governors voting approve the amendments, and
 - 1.162.2 more than half of the Directors voting approve the amendments.

- 1.163 Amendments made under paragraph [1.162](#) take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act.
- 1.164 Where an amendment is made to the Constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust):
- 1.164.1 at least one Governor must attend the next Annual Members' Meeting and present the amendment,
 - 1.164.2 the Trust must give the Members an opportunity to vote on whether they approve the amendment, and
 - 1.164.3 if more than half of the Members voting approve the amendment, the amendment continues to have effect, otherwise, it ceases to have effect, and the Trust must take such steps as are necessary as a result.
- 1.165 Amendments by the Trust of its Constitution are to be notified to NHS England. For the avoidance of doubt, NHS England's functions do not include a power or duty to determine whether or not the constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

Mergers etc. and significant transactions

- 1.166 The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors.
- 1.167 The Trust may enter into a significant transaction only if more than half of the members of the Council of Governors voting approve entering into the significant transaction.
- 1.168 Significant transaction is defined as investments, divestments or other transactions comprising more than 25% of the assets, income or capital of the NHS Foundation Trust, in line with NHS Improvement's Single Oversight Framework.

Indemnity

- 1.169 Governors and Directors who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their Board functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust and the Trust shall have the power to purchase suitable insurance or make appropriate arrangements with the National Health Service Resolution to cover such costs.

Annex 1: The Public Constituencies

The Public Constituencies	Area of each Public Constituency (as defined by Local Authority boundaries)	Minimum Number of Members
Bristol	Bristol City Council	100
North Somerset	North Somerset District Council	100
South Gloucestershire	South Gloucestershire Council	100
Rest of England and Wales	Rest of England and Wales	5

Annex 2: The Staff Constituencies

Classes within the Staff Constituency	Individuals Eligible for Membership of that Staff Class	Minimum Number of Members in each Staff Class
Medical and Dental Staff	Those individuals defined in paragraph 1 below.	100
Nursing and Midwifery Staff	Those individuals defined in paragraph 2 below.	100
Other Clinical Healthcare Staff	Those individuals defined in paragraph 3 below.	100
Non-Clinical Healthcare Staff	Those individuals defined in paragraph 4 below.	100

Medical and Dental Staff

- 1.1 Members of the Staff Constituency who are fully registered persons within the meaning of the Medical Act 1983 or the Dentists Act 1984 and who are otherwise fully authorised and licensed to practise in England and Wales or who are otherwise designated by the Trust from time to time as eligible to be members of this staff class for the purposes of this paragraph having regard to the usual definitions applicable at that time for persons carrying on the professions of medical practitioner or dentist.

Nursing and Midwifery Staff

- 1.2 Members of the staff constituency who are registered under the Nursing and Midwifery Order 2001 and who are otherwise fully authorised and licensed to practise in England and Wales or are otherwise designated by the Trust from time to time as eligible to be members of this staff class for the purposes of this paragraph, having regard to the usual definitions applicable at that time for persons carrying on the profession of registered nurse or registered midwife and individuals who are health care assistants.

Other Clinical Healthcare Staff

- 1.3 Members of the staff constituency who do not come within paragraphs [0](#) or [0](#) above and are regulated by a regulatory body that falls within the remit of the Professional Standards Authority for Health and Social Care established by the NHS Reform and Health Care Professions Act 2002 (as amended by the 2012 Act), or who are otherwise designated by the Trust from time to time as eligible members of this staff class for the purposes of this paragraph, having regard to the usual definitions applicable at that time for persons carrying on such professions.

Non-Clinical Staff

- 1.4 Members of the staff constituency, who do not come within paragraphs [0](#), [0](#) or [0](#) above and are designated by the Trust from time to time as eligible to be a member of this staff class.

Honorary contract holders

- 1.5 Those individuals who are members of the staff constituency pursuant to paragraph [1.27.1](#) of this constitution (academic staff under an honorary contract with the Trust) shall be members of a staff class detailed in paragraphs [0](#), [0](#), [0](#) or [0](#) above as appropriate.

Continuous Employment

- 1.6 For the purposes of paragraph [1.27.2](#) and [1.28](#) of this constitution, Chapter 1 of Part 14 of the Employment Rights Act 1996 shall apply for the purposes of determining whether an individual has been continuously employed by the Trust or its predecessor Trusts or has continuously exercised functions for the purposes of the Trust.

Exercise of Functions

- 1.7 For the purposes of paragraph [1.28](#) of this constitution it shall be for the Trust in its absolute discretion to determine whether an individual exercises functions for the purposes of the Trust or its predecessor Trusts and whether that individual has done so continuously for a period of at least 12 months.

Annex 3: Composition Of Council Of Governors¹

	Electing/Appointing Body	Number of Governors	Total
1.	Public Constituencies		
	Bristol	9	
	South Gloucestershire	3	
	North Somerset	3	
	Rest of England and Wales	2	17
2.	Staff Constituency		
	Medical and Dental Staff Class	1	
	Nursing and Midwifery Staff Class	2	
	Other Clinical Healthcare Staff Class	1	
	Non-Clinical Healthcare Staff Class	2	6
4.	Appointed Governors		
	<u>Local Authority</u>		
	Bristol City Council	1	
	<u>Universities</u>		
	University of Bristol	1	
	University of West of England	1	
	<u>Partnership Organisations</u>		
	Joint Union Committee	1	
	Youth Involvement Group	2	6
	Total Number of Governors		29

¹ A full review of the composition of the Council of Governors will be undertaken post-merger, taking into account the contents of the forthcoming NHS Reform Bill.

Appointed Governors

- 1.1 Each appointing body shall be entitled to appoint a Governor or Governors (as set out in the table above) in accordance with a process of appointment agreed by it with the Trust. The absence of any such agreed process of appointment shall not prevent an appointing body from appointing it Governor(s).
- 1.2 If Bristol City Council declines or fails to appoint a Governor within three months of being requested to do so by the Trust, the Trust shall consult North Somerset District Council and South Gloucestershire Council and the Trust shall invite one of those local authorities to appoint a Governor in substitution for Bristol City Council.
- 1.3 At the end of the term of appointment of that Governor the Trust shall in its absolute discretion decide whether to permit Bristol City Council to appoint a Governor for the next period of office (provided it remains eligible to do so) or to invite the local authority which had appointed a Governor in substitution to do so.

Annex 4: Standing Orders For The Practice And Procedure Of The Council Of Governors

1. INTERPRETATION AND DEFINITIONS

- 1.1 In these Standing Orders (SOs), the provisions relating to Interpretation in the Constitution shall apply and the words and expressions defined in the Constitution shall have the same meaning and in addition:

2006 ACT	means the National Health Services Act 2006.
ACCOUNTING OFFICER	means the officer with responsibility for the overall organisation, management and staffing of the NHS foundation trust and for its procedures in financial and other matter, in accordance with the 2006 Act.
APPOINTED GOVERNORS	means the Governors who are appointed in accordance with the Constitution.
CHAIR	means the appointed Chair of the Trust.
CHIEF EXECUTIVE OFFICER	means the appointed Chief Executive of the Trust.
COMMITTEE	means a committee or sub-committee appointed by the Trust.
COUNCIL OF GOVERNORS	means the council comprising the Elected Governors and the Appointed Governors.
DIRECTORS	means members of the Board of Directors of the Trust.
ELECTED GOVERNORS	means the Governors who are elected in accordance with the Constitution.
EXECUTIVE DIRECTOR	means an officer of the Trust.
NON-EXECUTIVE DIRECTOR	means a person who is appointed to the Board of Directors who is not an Executive Director.
SECRETARY	means the Trust Secretary or any other person appointed to perform the duties of the Trust Secretary.
SOs	means Standing Orders.
STAFF CONSTITUENCY	means the staff constituency constituted in accordance with the Constitution.

2. MEETINGS OF THE COUNCIL OF GOVERNORS

- 2.1 **Calling Meetings:** Save in the case of emergencies or the need to conduct urgent business, the Secretary shall give at least fourteen days written notice of the date and place of every meeting of the Council of Governors

to all Governors. Notice will also be published on the Trust's website. Notice shall be presumed to have been served two days after posting and one day after being sent out via email or portal. The Secretary shall ensure that within the meeting cycle of the Council of Governors, general meetings are called at appropriate times to consider matters as required by the 2006 Act and the Constitution.

- 2.2 If the Chair fails to call a meeting of the Council of Governors after a requisition for that purpose, signed by at least one-third of the whole number of the Council of Governors 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 to them at the Trust's Headquarters, such one third or more members of the Council of Governors may forthwith call a meeting.
- 2.3 **Admission of the Public and the Press:** The meetings of the Council of Governors shall be open to members of the public and press unless the Council of Governors decides otherwise in relation to all of the meeting for reasons of confidentiality, or on other proper grounds, or for other special reasons. Matters to be dealt with by the Council of Governors following the exclusion of members of the public and/or press shall be confidential to the members of the Council of Governors. Governors and any employees of the Trust 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 Trust.
- 2.4 In the event that the public and press are admitted to all or part of a meeting by reason of SO item 2.3 above, the Chair (or Vice Chair) shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Council's business shall be conducted without interruption and disruption and the public will be required to withdraw upon the Council of Governors resolving "that in the interests of public order the meeting adjourn for (the period to be specified) to enable the Council of Governors to complete business without the presence of the public".
- 2.5 The Trust may make such arrangements from time to time as it sees fit with regards to the extending of invitations to observers to attend and address any of the Council of Governor meetings.
- 2.6 Subject to Standing Orders in relation to interests, any Director or their nominated representatives shall have the right to attend meetings of the Council of Governors and, subject to the overall control of the Chair, to speak to any item under consideration
- 2.7 Nothing in these Standing Orders shall be construed as permitting the introduction by the public or press representatives of recording, transmitting, video or small apparatus into meetings of the Council of Governors. Such permission shall be granted only upon resolution of the Council of Governors.
- 2.8 The Council of Governors may agree further provisions in respect of the admission of the public and the press, to be set out in a policy.

- 2.9 **Chair of Meetings:** The Chair of the Trust, or in their absence, the Vice Chair, is to preside at meetings of the Council of Governors.
- 2.10 The Vice Chair may preside at meetings of the Council of Governors in the following circumstances:
- 2.10.1 When there is a need for someone to have the authority to chair any meeting of the Council of Governors when the Chair is not present.
- 2.10.2 On those occasions when the Council of Governors is considering matters relating to Non-Executive Directors and it would be inappropriate for the Chair to preside.
- 2.10.3 When the remuneration, allowance and other terms and conditions of the Chair are being considered.
- 2.10.4 When the appointment of the Chair is being considered, should the current Chair be a candidate for re-appointment.
- 2.10.5 On occasions when the Chair declares a pecuniary interest that prevents them from taking part in the consideration or discussion of a matter before the Council of Governors.
- 2.11 **Setting the Agenda:** The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted. Such matters may be identified within these Standing Orders or following subsequent resolution shall be listed in an Appendix to the Standing Orders.
- 2.12 **Agenda:** A Governor desiring a matter to be included on an agenda shall specify the question or issue to be included by request in writing to the Chair or Secretary at least five working days before Notice of the meeting is given. Requests made less than five working days before the Notice is given may be included on the agenda at the discretion of the Chair. Agendas will normally be sent to members of the Council of Governors five working days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be dispatched no later than three working days before the meeting, save in emergency.
- 2.13 A Governor desiring to move or amend a motion shall send a written notice thereof at least five working days before the meeting to the Chair or Secretary, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda, subject to the Chair's discretion.
- 2.14 **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.
- 2.15 **Motion to Rescind a Resolution:** Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall be in writing by the Governor who gives it and also four other Governors. When any such motion has been disposed of by the Council of Governors, it shall not be

competent for any Governor other than the Chair to propose a motion to the same effect within six months; however, the Chair may do so if they consider it appropriate.

- 2.16 **Motions:** The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 2.17 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:
 - 2.17.1 An amendment to the motion.
 - 2.17.2 The adjournment of the discussion or the meeting.
 - 2.17.3 That the meeting proceeds to the next business.
 - 2.17.4 That the motion be now put.
- 2.18 No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion. 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.
- 2.19 **Chair's Ruling:** Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.
- 2.20 Save as permitted by law, at any meeting the person presiding shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive).
- 2.21 **Voting:** Save as otherwise provided in the Constitution and/or the 2006 Act, if the Chair so determines or if a Governor requests, a question at a meeting shall be determined by a majority of the votes of the Governors present and voting on the question.
- 2.22 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if the Chair so directs, or it is proposed and seconded by any of the Governors present.
- 2.23 If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.
- 2.24 If a Governor so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).
- 2.25 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.
- 2.26 **Minutes:** The Minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting.
- 2.27 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any

amendment to the minutes shall be agreed and recorded at the next meeting.

- 2.28 **Suspension of Standing Orders:** Except where this would contravene any statutory provision, or any provision of the Constitution, any one or more of the SOs may be suspended at any meeting provided that at least two thirds of the Council of Governors are present, including one Public Governor and one Staff Governor, and that a majority of those present vote in favour of suspension.
- 2.29 A decision to suspend SOs shall be recorded in the minutes of the meeting.
- 2.30 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Governors.
- 2.31 No formal business may be transacted while SOs are suspended.
- 2.32 **Record of Attendance:** the names of the Governors present at the meeting shall be recorded in the minutes. If a Governor is not present for the entirety of the meeting, the minutes shall record the items that were considered whilst they were present.
- 2.33 **Quorum:** A meeting of the Council of Governors shall be quorate and quoracy shall require that there shall be present at the meeting not less than 50% of all Governors and of those not less than 51% shall be Elected Governors (excluding those Governors representing the Staff Constituency).
- 2.34 A Governor who has declared a non-pecuniary interest in any matter may participate in the discussion and consideration of the matter but may not vote in respect of it: in these circumstances the Governor will count towards the quorum of the meeting. If a Governor has declared a pecuniary interest in any matter, the Governor must leave the meeting room and will not count towards the quorum of the meeting, during the consideration, discussion and voting on the matter. If a quorum is then not available for the discussion and/or the passing or a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

3. COMMITTEES

- 3.1 The Council of Governors shall exercise its functions in general meeting and shall not delegate the exercise of any function or any power in relation to any function to a committee.

4. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

- 4.1 Declaration of Interests: in accordance with the Constitution, Governors are required to declare formally any direct or indirect pecuniary interest and any other interest which is relevant and material to the business of the Trust. The responsibility for declaring an interest is solely that of the Governor concerned.
- 4.2 A Governor must declare to the Secretary:

- 4.2.1 any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter concerning the Trust, and
 - 4.2.2 any interests which are relevant and material to the business of the Trust.
- 4.3 Such a declaration shall be made by completing and signing a form, as prescribed by the Secretary from time to time setting out any interests required to be declared in accordance with the Constitution or these SOs and delivering it to the Secretary within 28 days of a Governor's election or appointment or otherwise within seven days of becoming aware of the existence of a relevant or material interest. The Secretary shall amend the Register of Interests upon receipt of notification within three working days.
- 4.4 If a Governor is present at a meeting of the Council of Governors and has an interest of any sort in any matter which is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter and, if they have declared a pecuniary interest, they shall not take part in the consideration or discussion of the matter. The provisions of this paragraph are subject to paragraph 4.5 below.
- 4.5 Interests are as defined in NHSE's Managing conflicts of interest in the NHS guidance.
- 4.6 Any travelling or other expenses or allowances payable to a Governor in accordance with this Constitution shall not be treated as a pecuniary interest.
- 4.7 Subject to any other provision of this Constitution, a Governor shall be treated as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:
 - 4.7.1 they, or a nominee of theirs, is a director of a company or other body not being a public body, with which the contract was made or is proposed to be made, or which has a direct pecuniary interest in the other matter under consideration; or
 - 4.7.2 they are a partner, associate or employee of any person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the same.
- 4.8 A Governor shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
 - 4.8.1 of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body.
 - 4.8.2 of an interest in any company, body, or person with which they are connected as mentioned in paragraphs [4.2](#), [4.5](#) and [4.7](#), which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter.
- 4.9 Where a Governor:

- 4.9.1 has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body; and
- 4.9.2 the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and
- 4.9.3 if the share capital is of more than one class, the total nominal value of shares of any one class in which they have a beneficial interest does not exceed one-hundredth of the total issued share capital of that class.

the Governor shall not be prohibited from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it, without prejudice however to their duty discloses their interest.

- 4.10 In the case of persons living together the interest of one partner or spouse shall, if known to the other, be deemed for the purposes of these SOs to be also an interest of the other.
- 4.11 If Governors have any doubt about the relevance of an interest, this should be discussed with the Corporate Governance Team.
- 4.12 Register of Interests: the Corporate Governance Team shall record any declarations of interest made in a Register of Interests kept by the Trust in accordance with paragraph 1.128 of the Constitution. Any interest declared at a meeting shall also be recorded in the minutes of the meeting.
- 4.13 The register will be available to members of the public in accordance with the Constitution.
- 4.14 Where the person requesting a copy or extract is not a member of the Trust, then a reasonable charge may be made for doing so.

5. STANDARDS OF BUSINESS CONDUCT

- 5.1 **Policy:** in relation to their conduct as a Governor of the Trust, each Governor must comply with the Code of Conduct for Governors. In particular, the Trust must be impartial and honest in the conduct of its business, and its office holders and staff must remain beyond suspicion. Governors are expected to be impartial and honest in the conduct of official business.
- 5.2 **Interest of Governors in Contracts:** if it comes to the knowledge of a Governor that a contract in which they have any pecuniary interest not being a contract to which they are themselves a party, has been, or is proposed to be, entered into by the Trust, they will at once give notice in writing to the Corporate Governance Team of the fact that that they are interested therein. In the case of married persons or persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.
- 5.3 A Governor shall not solicit for any person any appointment in the Trust.

6. REMUNERATION

- 6.1 Governors are not to receive remuneration.

7. PAYMENT OF EXPENSES TO GOVERNORS

- 7.1 The Trust will pay travelling expenses to Governors at the prevalent NHS Public Transport rate for attendance at General Meetings of the Governors, or any other business authorised by the Corporate Governance Team as being under the auspices of the Council of Governors.
- 7.2 Expenses will be authorised and reimbursed through the Director of Corporate Governance's office on receipt of a completed and signed expenses form provided by the Corporate Governance Team.
- 7.3 A summary of expenses paid to Governors will be published in the Trust's Annual Report.

8. MISCELLANEOUS

- 8.1 **Review of Standing Orders:** These Standing Orders shall be reviewed annually by the Council of Governors and any requirements for amendments must be approved by both the Board of Directors and the Council of Governors.
- 8.2 **Vice Chair:** In relation to any matter concerning the Council of Governors or a Governor outside of a meeting of the Council of Governors which arises, the Vice Chair may exercise such power as the Chair would have in those circumstances.
- 8.3 **Confidentiality:** A Governor shall not disclose any matter reported to the Council of Governors notwithstanding that the matter has been reported, or action has been concluded, if the Council of Governors shall resolve that it is confidential.

9. COUNCIL OF GOVERNORS: NOMINATIONS AND APPOINTMENTS COMMITTEE

- 9.1 The Chair and other Non-Executive Directors shall be appointed following a process of open competition conducted in accordance with a policy to be agreed by the Council of Governors.
- 9.2 The Council of Governors shall establish a committee of its members to be called the Nominations and Appointments Committee ("the Committee") to discharge those functions in relation to the selection of the Chair and Non-Executive Directors described in Terms of Reference to be approved by the Council of Governors.

Annex 5: Standing Orders For The Practice And Procedure Of The Board Of Directors

INTRODUCTION

Bristol NHS Foundation Trust (the Trust) is a public benefit corporation established under the National Health Service Act 2006.

These Standing Orders form part of the Trust's Constitution in accordance with the 2006 Act.

1. INTERPRETATIONS AND DEFINITIONS

- 1.1 Save as otherwise permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive).
- 1.2 For convenience, and unless the context otherwise requires, the terms and expressions contained within the Interpretations and Definitions section of the Constitution at page 4 are incorporated and are deemed to have been repeated here verbatim for the purposes of interpreting words contained in this Annex 5 and in addition:

2006 ACT	means the National Health Services Act 2006.
2022 ACT	means the Health and Care Act 2022.
ACCOUNTING OFFICER	means the officer with responsibility for the overall organisation, management and staffing of the NHS foundation trust and for its procedures in financial and other matter, in accordance with the 2006 Act.
AUDIT COMMITTEE	means a committee whose functions are concerned with providing the Trust Board with a means of independent and objective review and monitoring financial systems and information, quality and clinical effectiveness, compliance with law, guidance and codes of conduct, effectiveness of risk management, the processes of governance and the delivery of the Board assurance framework.
CHAIR	means the appointed Chair of the Trust.
CHIEF EXECUTIVE OFFICER	is the chief officer of the Trust and the Accounting Officer
COMMISSIONING	means the process for determining the need for and for obtaining the supply of healthcare and related services by the Trust within available resources.
COMMITTEE	means a committee or sub-committee appointed by the Trust
COMMITTEE MEMBERS	shall be persons formally appointed by the Trust to sit on or to chair specific

	committees.
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.
DIRECTORS	means members of the Board of Directors of the Trust.
EXECUTIVE DIRECTOR	means is an officer of the Trust.
FUNDS HELD ON TRUST	means those funds which the Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under Schedule 6, paragraph 8 of the 2006 Act. Such funds may or may not be charitable.
NHS ENGLAND	means the body which is responsible for the oversight of NHS Foundation Trusts.
NOMINATED OFFICER	means an Officer charged with the responsibility for discharging specific tasks within Standing Orders and standing financial instructions.
NON-EXECUTIVE DIRECTOR	means a person who is appointed to the Board of Directors who is not an Executive Director.
SECRETARY	means the Trust Secretary or any other person appointed to perform the duties of the Trust Secretary.
OFFICER	means an employee of the Trust or any other person holding a paid appointment or office with the Trust.
SFIs	means Standing Financial Instructions
SOs	means Standing Orders
VOLUNTARY ORGANISATION	means a body, other than a public or local authority, the activities of which are not carried on for profit.

2. THE BOARD

- 2.1 All business shall be conducted in the name of the Trust.
- 2.2 All funds received in trust shall be held in the name of the Trust as corporate trustee.
- 2.3 The power of the Trust shall be exercised in public or private session as provided for in SO item 4.
- 2.4 The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are

set out in the Schedule of Matters reserved to the Board and Scheme of Delegation and have effect as if incorporated into the Standing Orders.

3. MEMBERSHIP OF THE BOARD

- 3.1 The terms of the Trust's Constitution shall apply.

4. MEETINGS OF THE BOARD

- 4.1 **Admission of the Public and the Press:** The meetings of the Board of Directors shall be open to members of the public and press unless the Board decides otherwise in relation to all of the meeting for reasons of confidentiality, or on other proper grounds, or for other special reasons. Matters to be dealt with by the Board following the exclusion of members of the public and/or press shall be confidential to the members of the Board. Directors and any employees of the Trust 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 Trust.
- 4.2 In the event that the public and press are admitted to all or part of a Board meeting by reason of SO item [4.1](#) above, the Chair (or Vice Chair) shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Board's business shall be conducted without interruption and disruption and the public will be required to withdraw upon the Board resolving "that in the interests of public order the meeting adjourn for (*the period to be specified*) to enable the Board to complete business without the presence of the public".
- 4.3 The Board of Directors may agree further provisions in respect of the admission of the public and the press, to be set out in a policy.
- 4.4 **Observers at Board Meetings:** The Trust may make such arrangements from time to time as it sees fit with regards to the extending of invitations to observers to attend and address any of the Board meetings.
- 4.4.1 The Trust may appoint Associate Non-Executive Directors to the Board of Directors on such terms as the Board of Directors may direct. Associate Non-Executive Directors will attend Board of Director meetings and relevant Committee meetings at the discretion of the Chair and will play an active role in such meetings by providing advice and appropriate challenge across the range of Trust healthcare services and supporting business areas. For the avoidance of doubt, Associate Non-Executive Directors are not formally appointed as members of the Board of Directors and, should circumstances arise, will not be eligible to vote.
- 4.5 Nothing in these Standing Orders shall be construed as permitting the introduction by the public or press representatives of recording, transmitting, video or small apparatus into meetings of the Board or Committees. Such permission shall be granted only upon resolution of the Trust.
- 4.6 **Calling of Meetings:** Ordinary meetings of the Board shall be held at such times and places as the Board determines.

- 4.7 The Chair of the Trust may call a meeting of the Board at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of Directors, has been presented to them, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to them at the Trust's Headquarters, such one third or more Directors may forthwith call a meeting.
- 4.8 **Notice of Meetings:** Before each meeting of the Board, a written notice of the meeting, specifying the business proposed to be transacted at it shall be delivered to every Director, or sent by post to the usual place of residence of such Director or sent electronically to the usual e-mail address of the director, or circulated via an agreed online board paper portal, so as to be available to them at least three working days before the meeting.
- 4.9 Want of service of the notice on any Director shall not affect the validity of a meeting.
- 4.10 In the case of a meeting called by Directors in default of the Chair, the notice shall be signed by those Directors, and no business shall be transacted at the meeting other than that specified in the notice, or emergency motions permitted under SO item [4.20.1](#).
- 4.11 Agendas will normally be sent to members of the Board five working days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than three working days before the meeting, save in emergency. Failure to serve such a notice on more than three Directors will invalidate the meeting. Notice shall be presumed to have been served two days after posting and one day after being sent out via email or portal.
- 4.12 Before any meeting of the Board which is to be held in public, a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed on the Trust's website at least three working days before the meeting.
- 4.13 **Setting the Agenda:** The Board may determine that certain matters shall appear on every agenda for a meeting and shall be addressed prior to any other business being conducted. (Such matters may be identified within these Standing Orders or following subsequent resolution shall be listed in an Appendix to the Standing Orders).
- 4.14 A Director desiring a matter to be included on an agenda shall make their request in writing to the Chair at least five 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 five working days before a meeting may be included on the agenda at the discretion of the Chair.
- 4.15 **Chair of Meeting:** At any meeting of the Board, the Chair of the Board, if present, shall preside. If the Chair is absent from the meeting the Vice Chair, if there is one and they are present, shall preside. If the Chair and Vice Chair are absent, such Non-Executive as the Directors present shall choose shall preside.

- 4.16 If the Chair is absent temporarily on the grounds of a declared conflict of interest the Vice Chair, if present, shall preside. If the Chair and Vice Chair are absent, or are disqualified from participating, such Non-Executive Director as the Directors present shall choose shall preside.
- 4.17 **Notices of Motion:** A Director of the Board desiring to move or amend a motion shall send a written notice thereof at least five working days before the meeting to the Secretary, who shall ensure that it is brought to the immediate attention of the Chair. The Chair shall insert in the agenda for the meeting all notices so received, subject to the notice being permissible under the appropriate regulations. Subject to SO item [4.20.1](#), this paragraph shall not prevent any motion being moved during the meeting without notice on any business mentioned on the agenda.
- 4.18 **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.
- 4.19 **Motion to Rescind a Resolution:** Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall be made in writing by the Director who gives it and four other Directors. Before considering any such motion, the Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation. When any such motion has been disposed of by the Board, it shall not be competent for any Director other than the Chair to propose a motion to the same effect within six months, however the Chair may do so if they consider it appropriate. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.
- 4.20 **Motions:** A motion may be proposed by the Chair or any Director present at the meeting. The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

Emergency Motions

- 4.20.1 Subject to the agreement of the Chair and SO item [4.21](#) below, a Director may give written notice of an emergency motion after the issue of the notice of meeting and agenda (by reason of SO item [4.8](#) and SO item [4.11](#)), up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. At the Chair's discretion, the emergency motion shall be declared to the Board at the commencement of the business of the meeting as an additional item included on the agenda. The Chair's decision to include the item shall be final.
- 4.21 When a motion is under discussion or immediately prior to discussion it shall be open to a Director to move:
- 4.21.1 an amendment to the motion.
- 4.21.2 the adjournment of the discussion or the meeting.
- 4.21.3 that the meeting proceeds to the next business*.

- 4.21.4 the appointment of an ad hoc committee to deal with a specific item of business.
- 4.21.5 that the motion be now put*.
- 4.21.6 that a Director be not further heard*.
- 4.21.7 that the public be excluded pursuant to SO item [4.1](#), and in the case of sub-paragraphs denoted by (*) above, to ensure objectivity motions may only be put by a Director who has not previously taken part in the debate and who is eligible to vote.
- 4.22 No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion. 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.
- 4.23 The Chair may (at their discretion) refuse to admit any motion of which notice was not given in accordance with SO item [4.17](#), other than a motion relating to:
- 4.23.1 the reception of a report.
- 4.23.2 consideration of any item of business before the Trust Board.
- 4.23.3 the accuracy of minutes.
- 4.23.4 that the Board proceed to next business.
- 4.23.5 that the Board adjourn.
- 4.23.6 that the question be now put.
- 4.24 **Chair's Ruling:** Statements of Directors made at meetings of the Board shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matter shall be final.
- 4.25 **Voting:** The Board shall aim to make decisions through discussion and by consensus. It is not a requirement for all decisions to be subject to a vote. The Chair of the meeting at which any particular decision is to be taken shall be responsible for determining whether a vote is required and what form this will take. Where the Chair determines that a vote should take place, the decision put to a vote shall be determined by a majority of the votes of the Chair and Directors present and voting on the question and, in the case of the number of votes for and against being equal, the Chair of the meeting (or any other person presiding in accordance with the terms of these Standing Orders) shall have a second or casting vote.
- 4.26 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if the Chair so directs, or it is proposed and seconded by any of the Directors present.
- 4.27 If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained.

- 4.28 If a Director so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).
- 4.29 In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.
- 4.30 An Officer who has been appointed formally by the Board to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An Officer attending the Board to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.
- 4.31 Where necessary, a Director may be counted as present when available constantly for discussions through an audio or video link and may take part in voting on an open basis.
- 4.32 **Minutes:** The Minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting.
- 4.33 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 4.34 Minutes shall be circulated in accordance with the Board's wishes. Where providing a record of a meeting in public the minutes shall be made available to the public.
- 4.35 **Joint Directors:** Where the Office of a Director is shared jointly by more than one person:
- 4.35.1 either or both of those persons may attend or take part in meetings of the Board.
- 4.35.2 if both are present at a meeting, they should cast one vote if they agree.
- 4.35.3 in the case of disagreements, no vote should be cast.
- 4.35.4 the presence of either or both of those persons should count as the presence of one person for the purposes of SO item [4.42](#) (Quorum).
- 4.36 **Suspension of Standing Orders:** Except where it would contravene any statutory provision or any provision in the Constitution or any direction made by the Secretary of State for Health and Social Care or NHSE, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board are present, including one Executive Director and one Non-Executive Director, and at least two-thirds of those present vote in favour of suspension.
- 4.37 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 4.38 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and Directors of the Board.

- 4.39 No formal business may be transacted while Standing Orders are suspended.
- 4.40 The Audit Committee shall review every decision to suspend Standing Orders.
- 4.41 **Record of Attendance:** The names of the Chair and Directors present at the meeting shall be recorded in the minutes. If a director is not present for the entirety of the meeting, the minutes shall record the items that were considered whilst they were present.
- 4.42 **Quorum:** No business shall be transacted at a meeting unless at least one half of the whole number of the voting Chair and Directors appointed are present (including at least two Non-Executive Directors and one Executive Director, and a majority of Non-Executive Directors).
- 4.43 An Officer in attendance for an Executive Director but without formal acting-up status may not count towards the quorum.
- 4.44 If the Chair or a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see Standing Order [7](#) or [8](#)) they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business. The above requirement for at least one Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board considers the recommendations of the Remuneration and Nominations Committee).

5. ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

- 5.1 Subject to the Constitution, or any relevant statutory provision and any directions as may be given by the Secretary of State for Health and Social Care, the Board may make arrangements for the exercise, on behalf of the Board, of any of its functions in each case subject below to such restrictions and conditions as the Trust thinks fit:
 - 5.1.1 By a committee or sub-committee.
 - 5.1.2 Appointed by virtue of Standing Order item [6.1](#) or [6.2](#) below, or by an Officer of the Trust.
 - 5.1.3 By another body, subject to Standing Order item [6.2](#) below.
- 5.2 Where a function is delegated to a third party, the Trust has responsibility to ensure that the proper delegation is in place. Upon delegation to committees, sub committees or Officers or third parties, the Trust retains full responsibility.
- 5.3 **Emergency Powers:** The powers which the Board has retained to itself within these Standing Orders (Standing Order item [2.4](#)) 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 Chair shall be reported to the next formal meeting of the Board in public or private session (as appropriate) for ratification.

- 5.4 **Delegation to Committees:** The Board shall agree from time to time to the delegation of executive powers to be exercised by committees, or sub-committees, or joint committees, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, or joint committees and their specific executive powers shall be approved by the Board in respect of its sub-committees.
- 5.5 **Delegation to Officers:** Those functions of the Trust which have not been retained as reserved by the Board or delegated to a committee or 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 an accountability to the Trust.
- 5.6 **Scheme of Delegation:** The Chief Executive shall prepare a Scheme of Delegation identifying their proposals which shall be considered and approved by the Board, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation that shall be considered and approved by the Board as indicated above.
- 5.7 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Chief Financial Officer to provide information and advise the Board in accordance with statutory or NHS England requirements. Outside these requirements, the roles of the Chief Financial Officer shall be accountable to the Chief Executive for operational matters.
- 5.8 The arrangements made by the Board as set out in the Schedule of Matters reserved to the Board and Scheme of Delegation shall have effect as if incorporated in these Standing Orders.
- 5.9 **Overriding Standing Orders:** If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification. All Directors of the Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

6. COMMITTEES

- 6.1 Subject to the Constitution, (and to any guidance issued by the Department of Health and Social Care or by NHS England), the Trust may appoint committees of the Trust, or together with one or more other bodies as defined in the 2022 Act, appoint joint committees.
- 6.2 A committee or joint committee appointed under SO item [6.1](#) may, subject to such directions as may be given by the Trust or other health service bodies in question, appoint sub-committees consisting wholly or partly of members of the committee or joint committee (whether or not they are members of the Trust or other health service bodies in question); or wholly

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

- 6.3 The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees, joint committees and sub-committees established by the Trust. In which case the term “Chair” is to be read as a reference to the Chair of the committee, joint committee or sub-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, joint committees and sub-committees established by the Trust in public.
- 6.4 Each such committee, joint committee and sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board shall decide and shall be in accordance with any applicable legislation and regulation or direction. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 6.5 The Board of Directors may appoint committees consisting wholly or partly of persons who are not Executive Directors or Non-Executive Directors of the Trust for any purpose that is calculated or likely to contribute or assist it in the exercise of its powers. It may delegate powers to such committees only if the membership consists wholly of Directors.
- 6.6 Where committees are authorised to establish sub-committees, they may not delegate executive powers to the sub-committee unless expressly authorised by the Board.
- 6.7 The Board shall approve the appointments to each of the committees, joint committees and sub-committees which it has formally constituted. Where the Board determines, and regulations permit, that persons, who are neither Directors nor Officers, shall be appointed to a committee, joint committee or sub-committee the terms of such appointment shall be within the powers of the Board. The Board shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with national guidance.
- 6.8 Where the Board is required to appoint persons to a committee, joint committee or sub-committee and/or to undertake statutory functions, and where such appointments are to operate independently of the Board, such appointment shall be made in accordance with the Constitution, the Terms of Reference and any applicable regulations and directions.
- 6.9 The Trust Board of Directors shall establish an Audit Committee and a Remuneration and Nomination Committee, as standing Committees of the Trust Board of Directors. In addition, the Trust Board of Directors shall establish such other Committees as it deems necessary and appropriate from time to time.

7. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

- 7.1 **Declaration of Interests:** The Constitution, the 2006 Act, the Code of Governance for NHS provider trusts and the Managing conflicts of interest

in the NHS guidance, as updated or superseded from time to time, require the Board Directors to declare interests which are relevant and material to the NHS board of which they are a Director. All existing Board Directors and other decision-making staff should declare such interests. Any Board Directors appointed subsequently should do so on appointment.

- 7.2 Interests are as defined in NHSE's Managing conflicts of interest in the NHS guidance.
- 7.3 At the time Board Directors' interests are declared, they should be recorded in the Board minutes. Any changes in interests should be declared at the next Board meeting following the change occurring and recorded in the minutes of that meeting.
- 7.4 Board Directors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Board's Annual Report. The information should be kept up to date for inclusion in succeeding annual reports.
- 7.5 If Board Directors have any doubt about the relevance of an interest, this should be discussed with the Chair or the Director of Corporate Governance. Financial Reporting Standard No 8 (issued by the [Accounting Standards Board](#)) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.
- 7.6 **Register of Interests:** The Chief Executive will ensure that a Register of Interests is established to record formal declarations of interests of Board Directors. In particular, the register will include details of all directorships and other relevant and material interests which have been declared by both Executive and Non-Executive Directors, as defined in Standing Order item [7.1](#).
- 7.7 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 12 months will be incorporated.
- 7.8 The Register will be available to the public in accordance with the Constitution.
- 7.9 All senior managers and clinicians have a duty to ensure that declaration of interests are made which could materially affect the outcome of decisions made by them. Where in doubt, all senior managers and clinicians should contact the Corporate Governance Team for clarification.
- 7.10 With the exception of the requirement to report interests in the Annual Report (Standing Order [7.4](#)), this Standing Order also applies in full to any committee or sub-committee or group of the Trust Board; and to any member of such committee or sub-committee or group (whether or not they are a Director).

8. DISABILITY OF CHAIR AND DIRECTORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST

- 8.1 Subject to the following provisions of this Standing Order, if the Chair or a Director has any pecuniary interest, direct or indirect, in any contract,

proposed contract or other matter and is present at a meeting of the Trust at which the contract or other matter is the subject of consideration, they shall at the meeting or 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.

- 8.2 The Board may exclude the Chair or a Director of the Board from a meeting of the Board while any contract, proposed contract or other matter in which they have a pecuniary interest, is under consideration.
- 8.3 Any remuneration, compensation or allowances payable to the Chair or a Director by virtue of the 2006 Act shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- 8.4 For the purpose of this Standing Order the Chair or a Director shall be treated, subject to SO item [8.5](#), as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:
 - 8.4.1 they, or a nominee of theirs, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made, or which has a direct pecuniary interest in the other matter under consideration; or
 - 8.4.2 they are a partner/associate of, or is in the employment of, a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration.
 - 8.4.3 and in the case of persons living together as partners, the interest of one partner shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.
- 8.5 The Chair or a Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
 - 8.5.1 of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body.
 - 8.5.2 of an interest in any company, body or person with which they are connected as mentioned in SO item [8.4](#) above 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 in voting on, any question with respect to that contract or matter.
- 8.6 Where the Chair or a Director has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company body, whichever is the less, and if the share capital is of more than one class, the total nominal value of shares of any one class in which they have a beneficial interest does not exceed one-hundredth of the total issued share capital of that class, this Standing Order shall not prohibit them from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it, without prejudice however to their duty to disclose their interest.

- 8.7 This SO item [8](#) applies to a committee or sub-committee and to a joint committee as it applies to the Trust and applies to a Director of any such committee or sub-committee (whether or not they are also a Director of the Trust) as it applies to a Director of the Trust.

9. STANDARDS OF BUSINESS CONDUCT POLICY

- 9.1 Staff should comply with national guidance concerning standard of business conduct including as applicable NHS England's "[Standards of Business Conduct for NHS Staff](#)", as may be updated or superseded from time to time.
- 9.2 **Interests of staff:** All staff shall declare any relevant and material interest, including those described in Standing Order [7](#). The declaration should be made on appointment to the Executive Director, clinical director, or senior manager to whom they are accountable. If the interest is acquired or recognised subsequently, a declaration should be made via the Trust's online declarations of interest system in line with the Declarations of Interest Policy. The system will then add the interest to the Trust's Register of Interests.
- 9.3 **Interest of Officers in Contracts:** If it comes to the knowledge of an Officer of the Trust that a contract in which they have any pecuniary interest not being a contract to which they themselves are a party, has been, or is proposed to be, entered into by the Trust they shall, at once, give notice in writing to the Chief Executive or the Director of Corporate Governance of the fact that they are interested therein. In the case of persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.
- 9.4 An Officer should 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.
- 9.5 The Trust requires interests, employment or relationships declared, to be entered in a register of interests of staff.
- 9.6 Gifts and hospitality shall only be accepted in accordance with the Trust's declarations of interest policy. Officers of the Trust shall not ask for any rewards or gifts; nor shall they accept any rewards or gifts of significant value.
- 9.7 **Canvassing of and Recommendations by, Directors in Relation to Appointments:** Canvassing of Directors of the Trust or of any Committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of Standing Order item 9 shall be included in application forms or otherwise brought to the attention of candidates.
- 9.8 A Director of the 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 item 9 shall not preclude a Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

- 9.9 **Relatives of Directors or Officers:** Candidates for any staff appointment under the Trust shall, when making application, disclose in writing to the Trust whether they are related to any Director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them liable to instant dismissal.
- 9.10 The Chair and every Director and Officer of the Trust shall disclose to the Chief Executive any relationship between themselves and a candidate of whose candidature that Director or Officer is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made.
- 9.11 On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Board whether they are related to any other Director or holder of any office in the Trust.
- 9.12 Where the relationship to a Director of the Trust is disclosed, the Standing Order headed 'Disability of Chair and Directors in proceedings on account of pecuniary interest' (SO item [8](#)) shall apply.

10. CUSTODY OF SEAL AND SEALING OF DOCUMENTS

- 10.1 **Custody of Seal:** The Common Seal of the Trust shall be kept by the Chief Executive or designated Officer in a secure place.
- 10.2 **Sealing of Documents:** The seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board or of a committee thereof, or where the Board has delegated its powers. Where it is necessary that a document be sealed, the seal shall be affixed in the presence of two Directors; OR one Director and the Director of Corporate Governance; OR two senior managers (not being from the originating department) duly authorised by the Chief Executive and shall be attested by them.
- 10.3 Before any building, engineering, property or capital document is sealed it must be approved and signed by the Chief Financial Officer (or an Officer nominated by them) and authorised and countersigned by the Chief Executive (or an Officer nominated by them who shall not be within the originating directorate).
- 10.4 **Register of Sealing:** An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all applications of the Trust seal shall be made to the Board at least quarterly. (The report shall contain details of the seal number, a description of the document and the date of sealing).

11. SIGNATURE OF DOCUMENTS

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

- 11.2 The Chief Executive or nominated Officer(s) shall be authorised, by resolution of the Board, to sign on behalf of the Trust any agreement or other document not requested to be executed as a deed, the subject matter of which has been approved by the Board or any committee, sub-committee or standing committee with delegated authority.
- 11.3 Unless there is a requirement for sealing, the Chief Executive or nominated officers shall also be authorised, by resolution of the Board, to execute any agreement or other document (the subject matter of which has been approved by the Board or any committee, sub-committee or standing committee with delegated authority) as a deed on behalf of the Trust by signing in the physical presence of an attesting witness. Before any deed relating to building, engineering, property, or capital is executed as a deed in this way, it must be approved and signed by the Chief Financial Officer (or an Officer nominated by them) and authorised and countersigned by the Chief Executive (or an Officer nominated by them who shall not be within the originating directorate).
- 11.4 Unless there is a specific requirement for a physical seal or wet ink signature, any signature under SO Item [11.1](#), [11.2](#) or [11.3](#) above may be provided in electronic form and shall not be invalid on this basis.

12. MISCELLANEOUS

- 12.1 **Standing Orders to be given to Directors and Officers:** It is the duty of the Chief Executive to ensure that existing Directors and Officers and all new appointees are notified of and understand their responsibilities within Standing Orders and standing financial instructions. Updated copies shall be issued to staff designated by the Chief Executive. New designated Officers shall be informed in writing and shall receive copies where appropriate of Standing Orders.
- 12.2 **Documents having the standing of Standing Orders:** standing financial instructions (including provisions as to tendering and contract procedures, disposals and in-house services), Schedule of Matters reserved to the Board and Scheme of Delegation, the Policy on the Register of Interests, Gifts and Hospitality and the Staff Disciplinary and Appeals Procedures document shall be read in conjunction with the Standing Orders. The Board may also, from time to time, agree and approve policy statements/ procedures which will apply to all, or specific groups of staff employed by the Trust.
- 12.3 **Review of Standing Orders:** Standing Orders shall be reviewed annually by the Board and any requirements for amendments must be directed to both the Board of Directors and the Council of Governors. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.
- 12.4 The Board may confirm contracts to purchase from a voluntary organisation or a local authority using appropriate powers under the 2006 Act and shall comply with procedures laid down by the Chief Financial Officer which shall be in accordance with this Act.

BW once electronically signed.